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

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

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**POLAR CAPITAL FUNDS  
PUBLIC LIMITED COMPANY**

(An umbrella type open-ended investment company with variable capital and segregated liability between funds, incorporated with limited liability under the laws of Ireland with registered number 348391. The Company is authorised in Ireland as an investment company pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. Number 352 of 2011), as amended.

**PROSPECTUS**

**DATED 30<sup>th</sup> November , 2018**

**INVESTMENT MANAGER**

**Polar Capital LLP**

**POLAR CAPITAL FUNDS  
PUBLIC LIMITED COMPANY**

**IMPORTANT INFORMATION**

This Prospectus comprises information relating to the Company, an open-ended investment company with variable capital organised under the laws of Ireland. It qualifies and is authorised in Ireland by the Central Bank as a UCITS for the purposes of the UCITS Regulations. The Company is structured as an umbrella fund consisting of a number of different Funds, each Fund representing a single portfolio of assets, with segregated liability between Funds. Each Fund may have more than one share class allocated to it. The creation of any Fund will require the prior approval of the Central Bank.

This Prospectus may only be issued with one or more Supplements, each containing information relating to a separate Fund. If there is more than one share class in any Fund, details relating to the different classes may be dealt with in the same Supplement or in separate Supplements for each class. This Prospectus and the relevant Supplement should be read and constituted as one document. To the extent that there is any inconsistency between this Prospectus and the relevant Supplement, the relevant Supplement shall prevail.

In relation to each class of Shares, issued or to be issued from the date of this Prospectus, an application may be made to Euronext Dublin for those Shares to be admitted to the Official List and the Main Securities Market of Euronext Dublin. Neither the admission of the relevant class of Shares to the Official List and the Main Securities Market nor the approval of this Prospectus and the relevant Supplement pursuant to the listing requirements of Euronext Dublin shall constitute a warranty or representation by Euronext Dublin as to the competence of the service providers to or any party connected with the Company, the adequacy of information contained in this Prospectus or in the relevant Supplement or the suitability of the Company for investment purposes.

**The Company is both authorised and supervised by the Central Bank. The authorisation of the Company is not an endorsement or guarantee of the Company by the Central Bank and the Central Bank is not responsible for the contents of this Prospectus. The authorisation of the Company by the Central Bank does not constitute a warranty by the Central Bank as to the performance of the Company and the Central Bank shall not be liable for the performance or default of the Company.**

Statements made in this Prospectus are, except where otherwise stated, based on the law and practice currently in force in Ireland, which may be subject to change.

No person has been authorised to give any information or to make any representation in connection with the offering or placing of Shares other than those contained in this Prospectus, any Supplement and the reports referred to above and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. The delivery of this Prospectus (whether or not accompanied by the reports) or any issue of Shares shall not, under any circumstances, create any implication that the affairs of the Company have not changed since the date of this Prospectus or the relevant Supplement.

The distribution of this Prospectus and the offering and placing of Shares in certain jurisdictions may be restricted and, accordingly, persons into whose possession this Prospectus comes are required by the Company to inform themselves about and to observe such restrictions.

This Prospectus does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

Potential investors should inform themselves as to:

- (a) the legal requirements within the countries of their nationality, residence, ordinary residence or domicile for the acquisition of Shares;
- (b) any foreign exchange restrictions or exchange control requirements which they might encounter on the acquisition or sale of Shares; and
- (c) the income tax and other taxation consequences which might be relevant to the acquisition, holding or disposal of Shares.

## **United Kingdom**

The Company is a regulated collective investment scheme pursuant to section 264 of the Financial Services and Markets Act 2000 ("FSMA") and accordingly may be promoted direct to the public within the United Kingdom through the use of this document and otherwise as permitted by that Act.

## **United States**

The Shares have not been, and will not be, registered under the 1933 Act (see "Definitions") or the securities laws of any of the states of the United States and the Shares may not be offered or sold directly or indirectly in the United States or to or for the account or benefit of any US Person (see "Definitions"), except pursuant to an exemption from, or in a transaction not subject to the regulatory requirements of, the 1933 Act and any applicable state securities laws. Any re-offer or resale of any of the Shares in the United States or to US Persons may constitute a violation of US law. In the absence of such exemption or transaction, each applicant for Shares will be required to certify that it is not a US Person.

The Directors do not intend to permit Shares to be acquired or held by investors which would cause the Company to suffer any adverse tax or regulatory consequences or which would cause or be likely to cause the assets of the Company to be considered "plan assets" within the meaning of the regulations adopted under ERISA, or whose holding would result in any of the Funds' having more than 300 beneficial owners of Shares (whether directly or by attribution) who are U.S. persons (within the meaning of Section 902(k) of Regulation S promulgated under the Securities Act).

The Company is making a private placement of Shares to a limited number of U.S. investors that are (a) "accredited investors" within the meaning of Rule 501 (a)(1), (2), (3), (4), (5), (6) or (7) of Regulation D

promulgated under the Securities Act, and “qualified purchasers” within the meaning of Section 2(a)(51) of the 1940 Act.

The Investment Manager may be deemed to be a commodity pool operator under the rules of the U.S. Commodity Futures Trading Commission. The Investment Manager believes that it will be exempt from the requirement to register as a commodity pool operator, because (1) Shares are exempt from registration under the 1933 Act and are offered to and sold in the United States without marketing to the public; and (2) the Investment Manager is restricting investments in the Funds to persons who are qualified eligible persons under Rule 4.7 and/or Rule 4.7(A)(2) promulgated by the Commission and are accredited investors. As a result of this exemption, the Company’s Investment Manager will not be required by the Commission to deliver a disclosure document or a certified annual report to investors in the Funds.

Where the Company becomes aware that any Shares are directly or beneficially owned by any person in breach of the above restrictions, the Company may direct the Shareholder to transfer his Shares to a person qualified to own such Shares or to request the Company to redeem Shares, in default of which, the Shareholder shall, on the expiration of 30 days from the giving of such notice, be deemed to have given a request in writing for the redemption of the Shares.

## **Hong Kong**

### **WARNING**

The contents of this Prospectus have not been reviewed by any regulatory authority in Hong Kong in respect of the Funds. Investors are advised to exercise caution in relation to the offer of Shares in the Funds. If investors are in any doubt about any of the contents of this Prospectus, they should obtain independent professional advice. The offer of Shares in the Funds is not being made in Hong Kong, by means of any document, other than (1) to “professional investors” within the meaning of the securities and futures ordinance (cap. 571) of Hong Kong (the “SFO”) and any rules made under the SFO; or (2) in other circumstances which do not result in the document being a “Prospectus” as defined in the companies (winding up and miscellaneous provisions) ordinance (cap. 32) of Hong Kong (the “C(WUMP)O”) or which do not constitute an offer to the public within the meaning of the C(WUMP)O. The Prospectus is distributed on a confidential basis. No Shares in a Fund will be issued to any person other than the person to whom the Prospectus has been sent. No person in Hong Kong other than the person to whom the copy of the Prospectus has been addressed may treat the same as constituting an invitation to them to invest in a Fund. The Prospectus may not be reproduced in any form or transmitted to any person other than the person to whom it is addressed..

It is intended that application may be made in other jurisdictions to enable the Shares of the Company to be marketed freely in these jurisdictions.

This Prospectus and any Supplements may also be translated into other languages. Any such translation shall only contain the same information and have the same meaning as the English language Prospectus/Supplement. To the extent that there is any inconsistency between the English language Prospectus/Supplement and the Prospectus/Supplement in another language, the English language Prospectus/Supplement will prevail, except to the extent (but only to the extent) that it is required by law of any jurisdiction where the Shares are sold, that in an action based upon disclosure in a prospectus in a

language other than English, the language of the prospectus/supplement on which such action is based shall prevail. In the Federal Republic of Germany, Austria and Switzerland, the aforementioned exception applies, therefore the German/French Language version of the Prospectus/Supplement, as the case may be, shall prevail.

Investors should read and consider the risk discussion under “The Company – Risk Factors” and the “Risk Factors” section in the relevant Supplement before investing in the Company.

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## DEFINITIONS

“Administrator”	Northern Trust International Fund Administration Services (Ireland) Limited, and/or such other person as may be appointed, with the prior approval of the Central Bank, to provide administration services to the Funds, or any of them.
“AIF(s)”	an alternative investment fund (s).
“Auditors”	Deloitte Dublin.
“Articles”	the Articles of Association of the Company, as amended from time to time.
“Business Day”	in relation to a Fund, such day or days as the Directors may from time to time determine (see relevant Supplement).
“Central Bank”	the Central Bank of Ireland.
“Central Bank UCITS Regulations”	means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48 (1)) (Undertakings for Collective Investment in Transferable Securities) Regulations 2015.
“CHF”	the lawful currency of Switzerland.
“Company”	Polar Capital Funds public limited company.
“Dealing Day”	In relation to a Fund, such Business Day or Business Days as shall be specified in the relevant Supplement for that Fund and determined by the Directors from time to time, provided always that there shall be at least two Dealing Days in each calendar month.
“Depositary”	Northern Trust Fiduciary Services (Ireland) Limited or such other person as may be appointed, with the prior approval of the Central Bank, to act as depositary to the Company.
“Depositary Agreement”	The depositary agreement dated 17 <sup>th</sup> August, 2016 between the Company and the Depositary.
“Directors”	the directors of the Company or any duly authorised committee thereof.
“Duties and Charges”	in relation to any Fund, all stamp and other duties, taxes, governmental charges, brokerage, bank charges, interest, custodian, sub-custodian charges (relating to sales and purchases), transfer fees, registration fees and other duties, costs and charges whether in connection with the original acquisition, increase or decrease of the assets of the relevant



Fund or the creation, issue, sale, conversion or repurchase of Shares or the sale or purchase of Investments but shall not include any commission payable to agents on sales and purchases of Shares or any commission, taxes, charges or costs which may have been taken into account in ascertaining the Net Asset Value of Shares in the relevant Fund.

“Equity Participations”

1. Shares of a corporation which are admitted to official trading on a stock exchange or listed on an organised market (which is a market recognised and open to the public and which operates in a due and proper manner),
2. Shares of a corporation which is not a real-estate company and which
  - a. is resident in a member state of the European Union or another contractual country which is a party to the Agreement on the European Economic Area and is subject to income taxation for corporations in that state and is not tax exempt; or
  - b. is resident in any other state and is subject to an income taxation for corporations in that state at a rate of at least 15% and is not exempt from that taxation;
3. Fund units of an equity fund (which is a fund that, pursuant to its investment guidelines, invests at least 51% of its gross assets on a continuous basis directly in Equity Participations), with 51% of the equity fund units' value being taken into account as Equity Participations; or
4. Fund units of a mixed fund (which is a fund that, pursuant to its investment guidelines, invests at least 25% of its gross assets on a continuous basis directly in Equity Participations), with 25% of the mixed fund units' value being taken into account as Equity Participations.

“Euro”, “EUR” or “€”

the single European currency unit referred to in Council Regulation (EC) No. 974/98 on 3 May 1998 on the introduction of the Euro.

“Euronext Dublin”

the Irish Stock Exchange plc trading as Euronext Dublin.

Fund”

a fund of assets established (with the prior approval of the Central Bank) for one or more classes of Shares which is invested in accordance with the investment objectives applicable to such fund.

“FATF”	Financial Action Task Force, an OECD sponsored body, comprising an independent group of countries and regions set up to counteract money laundering on a global basis.
“Investment”	any investment authorised by the Memorandum of Association of the Company which is permitted by the Regulations and the Articles.
“Investment Manager”	Polar Capital LLP and/or such other person as may be appointed, in accordance with the requirements of the Central Bank, to provide investment management services to the Funds, or any of them.
“Investment Management and Distribution Agreement”	the Amended and Restated Investment Management Agreement and Distribution Agreement dated 23rd May 2018 between the Company and the Investment Manager.
“Japanese Yen” or “JPY”	the lawful currency of Japan.
“Member State”	a member state of the European Union (“EU”).
“Minimum Holding”	a holding of Shares of any share class having an aggregate value of such minimum amount as may be set out in the relevant Supplement.
“Minimum Subscription”	a minimum subscription (whether initial or subsequent) for Shares of any class as may be set out in the relevant Supplement.
“NASD”	the U.S. National Association of Securities Dealers, Inc.
“Net Asset Value”	the Net Asset Value of a Fund determined in accordance with the Articles.
“Net Asset Value Per Share”	the Net Asset Value divided by the number of Shares of the relevant Fund. Where there is more than one class of Shares per Fund, the Net Asset Value per Share per class will be the Net Asset Value per Share attributable to each class divided by the number Shares in issue in that class.
“Qualified Holder”	any person, corporation or entity other than (i) a US person which is not a Qualified US Person; (ii) any person, corporation or entity which cannot acquire or hold Shares without violating laws or regulations applicable to it or who might expose the Company to adverse tax or regulatory consequences (iii) a custodian, nominee, or trustee for any person, corporation or entity described in (i) and (ii) above.
“Qualified US Person”	a US Person who has acquired Shares with the consent of the Directors.

“Regulated Markets”	the stock exchanges and/or regulated markets listed in Appendix I.
“Regulations”	the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011) and any guidance issued by the Central Bank pursuant thereto.
“Restricted Person”	a Restricted Person as defined in the rule of NASD.
“Share”	a share of no par value in the Company designated as a participating share.
“Shareholder”	the registered holder of a Share.
“Specified US Person”	means (i) a US citizen or resident individual, (ii) a partnership or corporation organized in the United States or under the laws of the United States or any State thereof (iii) a trust if (a) a court within the United States would have authority under applicable law to render orders or judgments concerning substantially all issues regarding administration of the trust, and (b) one or more US persons have the authority to control all substantial decisions of the trust, or an estate of a decedent that is a citizen or resident of the United States; <b>excluding</b> (1) a corporation the stock of which is regularly traded on one or more established securities markets; (2) any corporation that is a member of the same expanded affiliated group, as defined in section 1471(e)(2) of the U.S. Internal Revenue Code, as a corporation described in clause (i); (3) the United States or any wholly owned agency or instrumentality thereof; (4) any State of the United States, any U.S. Territory, any political subdivision of any of the foregoing, or any wholly owned agency or instrumentality of any one or more of the foregoing; (5) any organization exempt from taxation under section 501(a) or an individual retirement plan as defined in section 7701(a)(37) of the U.S. Internal Revenue Code; (6) any bank as defined in section 581 of the U.S. Internal Revenue Code; (7) any real estate investment trust as defined in section 856 of the U.S. Internal Revenue Code; (8) any regulated investment company as defined in section 851 of the U.S. Internal Revenue Code or any entity registered with the Securities Exchange Commission under the Investment Company Act of 1940 (15 U.S.C. 80a-64); (9) any common trust fund as defined in section 584(a) of the U.S. Internal Revenue Code; (10) any trust that is exempt from tax under section 664(c) of the U.S. Internal Revenue Code or that is described in section 4947(a)(1) of the U.S. Internal Revenue Code; (11) a dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any State; or (12) a broker as defined in section 6045(c) of the U.S. Internal Revenue Code. This definition shall be interpreted in accordance with

the US Internal Revenue Code.

“Subscriber Shares” shares of US\$1 each in the capital of the Company designated as “Subscriber Shares” in the Articles and subscribed by or on behalf of the Investment Manager for the purposes of incorporating the Company.

“Sterling”, “GBP” or “£” the lawful currency of the United Kingdom.

“UCITS” means an undertaking for collective investment in transferable securities, the sole object of which is the collective investment in transferable securities and/or other liquid financial assets referred to in Regulation 4(3) of the Regulations, of capital raised from the public, which operates on the principle of risk spreading, and the shares or units of which are, at the request of holders, repurchased or redeemed, directly or indirectly, out of the undertaking's assets.



“UCITS Directive”	EC Council Directive 2009/65/EC of 13 July 2009 as amended, consolidated or substituted from time to time.
“Umbrella Cash Account”	means the account in the name of the Company through which subscription monies and redemption proceeds and dividend income (if any) for each Fund is channelled.
“United Kingdom”	the United Kingdom of Great Britain and Northern Ireland.
“United States” and “US”	the United States of America, its territories, possessions, any State of the United States and the District of Columbia.
“US Dollar, USD, \$ or US\$”	the lawful currency of the United States.
“US Person”	subject to such applicable law and to such changes as the Company shall notify to applicants for or transferees of Shares; a national or resident of the United States (including any corporation, partnership or other entity created or organised in, or under the laws of the United States or any political subdivision thereof), or any estate or trust, other than an estate or trust the income of which from sources outside the United States (which is not effectively connected with the conduct of a trade or business within the United States) is not included in gross income for the purpose of computing United States federal income tax, provided, however, that the term “US Person” shall not include a branch or agency engaged in the banking or insurance business and not solely for the purpose of investing in securities under the 1933 Act.

“Valuation Point”	such time and day as the Directors may from time to time determine, with approval of the Administrator, in relation to the valuation of the assets and liabilities of a Fund (see relevant Supplement).
“1933 Act”	the United States Securities Act of 1933, as amended.
“1940 Act”	the United States Investment Company Act of 1940, as amended.

## DIRECTORY

<b>Directors</b>	<b>Registered Office and Business Address of the Company and its Directors</b>	<b>Promoter, Investment Manager and Global Distributor</b>
James Cayzer-Colvin David Hammond David Astor Ronan Daly Robert Bovet Charles Scott	George's Court 54-62 Townsend Street Dublin 2 Ireland	Polar Capital LLP 16 Palace Street London SW1E 5JD United Kingdom
<b>Depository</b>	<b>Administrator, Registrar and Transfer Agent and Secretary</b>	<b>Sponsoring Broker</b>
Northern Trust Fiduciary Services (Ireland) Limited George's Court 54-62 Townsend Street Dublin 2 Ireland	Northern Trust International Fund Administration Services (Ireland) Limited George's Court 54-62 Townsend Street Dublin 2 Ireland	Davy Stockbrokers Davy House 49 Dawson Street Dublin 2 Ireland
<b>Auditors</b>	<b>Legal Advisers to the Company as to Irish law</b>	
Deloitte Earlsfort Terrace Dublin 2 Ireland	Dillon Eustace 33 Sir John Rogerson's Quay Dublin 2 Ireland	



## **POLAR CAPITAL FUNDS PUBLIC LIMITED COMPANY**

### **INTRODUCTION**

The Company is an open-ended investment company with variable capital organised under the laws of Ireland. The Company has been authorised by the Central Bank as a UCITS within the meaning of the Regulations.

The Company is structured as an umbrella fund in that different Funds thereof may be established with the prior approval of the Central Bank. In addition, each Fund represents a single portfolio of assets, with segregated liability between Funds. The Shares allocated to a Fund will rank pari passu with each other in all respects except as to all or any of the following:-

- currency of denomination of the class;
- dividend policy;
- the level of fees and expenses to be charged; and
- the Minimum Subscription and Minimum Holding applicable.

The assets of each Fund will be separate from one another and will be invested in accordance with the investment objectives and policies applicable to each such Fund.

The base currency of each Fund will be determined by the Directors and will be set out in the relevant Supplement.

### **INVESTMENT OBJECTIVES AND POLICIES**

#### **General**

The specific investment objectives and policies for each Fund will be formulated by the Directors at the time of the creation of that Fund and set out in the relevant Supplement.

The stock exchanges and markets in which the Funds may invest are set out in Appendix I. These stock exchanges and markets are listed in accordance with the requirements of the Central Bank, it being noted that the Central Bank does not issue a list of approved exchanges or markets.

The investment objectives and policies for any Fund will, in the absence of unforeseen circumstances, be adhered to for at least three years following the date of admission of the initial class of Shares in a Fund to listing on the Official List and the Main Securities Market of Euronext Dublin and any change during this period will be subject to the prior approval in writing of a majority of the Shareholders of the relevant Fund, or, if a general meeting of the Shareholders of such Fund is convened, by a majority of the votes cast at such meeting. Any alteration to the investment objectives of any Fund at any time will be subject to similar prior approval of the Shareholders of such Fund. Shareholders will be given two weeks

advance notice of the implementation of any alteration in the investment objectives or policies in a Fund to enable them to redeem their Shares prior to such implementation.

## **FINANCIAL DERIVATIVE INSTRUMENTS AND TECHNIQUES FOR EFFICIENT PORTFOLIO MANAGEMENT**

The Investment Manager may use financial derivative instruments and techniques for efficient portfolio management for each Fund in accordance with the requirements of the Central Bank set out below under “Investment and Borrowing Restrictions”.

Financial derivative instruments used by the Investment Manager may include, but will not be limited to futures, forwards, options (both writing and purchasing), swaps and contracts for differences, and will include both exchange traded and over the counter derivative instruments. The assets or indices underlying such instruments may consist of any one or more of the following: transferable securities, money market instruments, other collective investment schemes, financial indices, interest and foreign exchange rates and currencies.

In accordance with the requirements of the Central Bank, the Investment Manager operates a risk management process on behalf of the relevant Fund, based on the commitment approach (unless otherwise stated in the relevant Supplement), the objective of which is to seek to measure, monitor and manage the various risks associated with financial derivative instruments. This risk management process will also take into account any exposure created through derivatives embedded in transferable securities which the Investment Manager may acquire for a Fund in accordance with its investment objective and policies.

The risk management process is described in a statement, a copy of which has been filed with the Central Bank in accordance with its requirements, and will be updated from time to time to include any additional financial derivative instruments which the Investment Manager proposes to employ on behalf of the Funds. Until such time as the risk management statement has been updated, however, the Investment Manager will not use any financial derivative instrument which is not for the time being included in the risk management statement.

Information on financial derivatives used for each Fund will be included in the Company’s semi-annual and annual reports and accounts. The Company will also provide information to Shareholders on request on the risk management process employed by the Investment Manager on the Company’s behalf, including details of the quantitative limits applied and information on the risk and yield characteristics of the main categories of investments held on behalf of each Fund.

Financial derivative instruments may be used by the Investment Manager either for investment or efficient portfolio management purposes as indicated in the relevant Supplement. The use of such instruments is intended to provide the Investment Manager with additional tools for managing risk and for efficient investment, which should in turn contribute to a better risk-return profile for each Fund. Examples of the way in which they may be used, which should not be taken as being exhaustive, include:

## Futures

The Investment Manager may enter into single stock and index futures contracts to hedge against changes in the values of equity securities held by each Fund or markets to which each Fund is exposed or to hedge against currency and interest rate risk.

The Investment Manager may also use futures contracts to equitise cash or as a means of gaining exposure to particular securities or markets on a short to medium term basis in advance of making a decision to purchase a particular security or to reallocate assets on a longer term basis. In addition, the Investment Manager may use futures to reduce exposure to a market in advance of raising cash from asset sales to fund redemptions from the Funds.

The Investment Manager may also use futures contracts where indicated in the relevant Supplement to take a directional view on particular securities or markets within the Fund's investment universe where, in the Investment Manager's view, those securities or markets are overpriced or likely to enter into a downward phase of the investment cycle.

## Forwards

Currency forwards may be used to hedge the currency exposures of securities denominated in a currency other than the base currency of the relevant Fund and to hedge against other changes in interest and currency rates which may have an impact on a Fund.

## Options

Call options may be used to gain exposure to specific securities and put options may be used to hedge against downside risk. Options may also be purchased to hedge against currency and interest rate risk and the Investment Manager may write put options and covered call options to generate additional revenues for the Fund. The Investment Manager will not write uncovered call options.

## Swaps

Total return swap agreements may be used to gain exposure to particular securities or markets in instances where it is not possible or not economic to do so through the underlying security or a futures contract. Swaps may also be used to hedge against currency and interest rate risk.

## Contracts for Differences

Contracts for differences may be used either as a substitute for direct investment in the underlying equity security or as an alternative to and for the same purposes as futures and options, particularly in cases where there is no futures contract available in relation to a specific security, or where an option or index future represents an inefficient method of gaining exposure because of pricing risk or the risk of delta or beta mismatches.

### Convertible Bonds

A convertible bond is a type of bond that the holder has the option to convert into a specified number of shares of common stock in the issuing company. It is a hybrid security with debt and equity-like features.

### Repurchase / Reverse Repurchase and Stock-Lending Arrangements for the purposes of Efficient Portfolio Management

Subject to the conditions and limits set out in the Central Bank UCITS Regulations, a Fund may use repurchase agreements, reverse repurchase agreements and/or stock-lending agreements to generate additional income for the relevant Fund. Repurchase agreements are transactions in which one party sells a security to the other party with a simultaneous agreement to repurchase the security at a fixed future date at a stipulated price reflecting a market rate of interest unrelated to the coupon rate of the securities. A reverse repurchase agreement is a transaction whereby a Fund purchases securities from a counterparty and simultaneously commits to resell the securities to the counterparty at an agreed upon date and price. A stock-lending arrangement is an arrangement whereby title to the “**loaned**” securities is transferred by a “**lender**” to a “**borrower**” with the borrower contracting to deliver “**equivalent securities**” to the lender at a later date.

## **INDEX DERIVATIVES**

Where stated in the relevant Fund Supplement, a Fund may utilise equity swaps where the underlying exposure to a listed equity is not possible or cost effective. The underlyings of such equity swaps may include equity securities and equity indices. Further details on the underlying will be detailed within the Company’s annual report. When such indices do not comply with the diversification requirements established by the UCITS Regulations, the relevant Fund will apply a “look-through” approach by which the Investment Manager will consolidate the exposure to the constituents of the index with the assets held directly by the relevant Fund to ensure that the relevant Fund meets the risk spreading requirements of the UCITS Regulations. Indices used as underlying of financial derivative instruments have a monthly or less frequent rebalancing. The return of such indices is not affected by rebalancing and the rebalancing frequency has no effects on the costs within the strategy.

## **EFFICIENT PORTFOLIO MANAGEMENT**

Any direct and indirect operational costs and/or fees which arise as a result of the use of efficient portfolio management techniques which may be deducted from the revenue delivered to the relevant Fund shall be at normal commercial rates and shall not be subject to any fees or charges not disclosed in the contractual terms of the transaction concerned.

Such direct or indirect costs and fees will be paid to the relevant counterparty to the financial derivative instruments transaction. Counterparty details, where applicable, will be disclosed in the Company’s audited accounts. All revenues generated through the use of efficient portfolio management techniques, net of direct and indirect operational costs and fees, will be returned to the relevant Fund.

## **SECURITIES FINANCING TRANSACTIONS AND EQUITY SWAPS**

Where stated in a Supplement, a Fund may engage in securities financing transactions (stocklending arrangements and repurchase/ reverse repurchase agreements, “SFTs”) and equity swaps, as described under “Repurchase / Reverse Repurchase and Stock-Lending Arrangements for the Purposes of Efficient Portfolio Management” and “Financial Derivative Instruments”.

The collateral supporting SFTs will be valued daily at mark-to-market prices in accordance with the requirements of the Central Bank, and daily variation margin used if the value of collateral falls (due for example to market movements) below the required collateral coverage requirements in respect of the relevant transaction.

In respect of SFTs, collateral received and any investment of such collateral must meet the requirements of the Central Bank as set out in the Central Bank UCITS Regulations and as further detailed under the section below headed “Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management”.

Additional detail on SFTs and equity swaps, namely, acceptable collateral, the policy on sharing of returns and the associated risks, is given under the headings “Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management”, “Effective Portfolio Management”, “Repurchase / Reverse Repurchase and Stock-Lending Arrangements for the Purposes of Efficient Portfolio Management” and “Risk Factors”, to include counterparty risks that may apply to a Fund.

### **MANAGEMENT OF COLLATERAL FOR OTC FINANCIAL DERIVATIVE INSTRUMENTS AND TECHNIQUES FOR EFFICIENT PORTFOLIO MANAGEMENT**

A Fund may receive collateral when entering into OTC contracts.

A Fund may also be required to post collateral to a counterparty. The level of collateral required to be posted may vary by counterparty with which the Fund trades, and where the exchange of collateral requires initial or variation margin in respect of non-centrally cleared OTC derivatives which fall within the scope of EMIR, the level of collateral will be determined taking into account the requirements of EMIR. The haircut policy applied (as documented by the Investment Manager) to posted collateral will be negotiated on a counterparty basis and will vary depending on the class of asset posted by the Fund, taking into account the credit standing and price volatility of the relevant counterparty and, where applicable, taking into account the requirements of EMIR.

In respect of SFTs (as described above), collateral received and any investment of such collateral must meet the requirements of the Central Bank as set out in the Central Bank UCITS Regulations.

The types of assets that may be received as collateral in respect of SFTs may include cash, certain government bonds of various maturities and baskets of certain equities for securities lending transactions.

In circumstances where collateral is received, collateral must, at all times, meet with the following criteria:

- (i) Liquidity: Collateral received other than cash should be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received should also comply with the provisions of Regulation 74 of the UCITS Regulations.
- (ii) Valuation: Collateral received should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place.
- (iii) Issuer credit quality: Collateral received should be of high quality.

The Company shall ensure that:

- (i) where the issuer was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the Company in the credit assessment process; and
- (ii) where an issuer is downgraded below the two highest short-term credit ratings by the credit rating agency referred to in (i) this shall result in a new credit assessment being conducted of the issuer by the Company without delay.
- (iv) Correlation: Collateral received should be issued by an entity that is independent from the counterparty and is not expected to display a high correlation with the performance of the counterparty.
- (v) Diversification (asset concentration):
  - (a) Subject to (b) below collateral should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure to a given issuer of 20% of the Fund's net asset value. When a Fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.
  - (b) A Fund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by any Member State, one or more of its local authorities, a third country, or a public international body to which any one or more Member States belong. A Fund should receive securities from at least 6 different issues, but securities from any single issue should not account for more than 30 per cent of the relevant Fund's Net Asset Value.
- (vi) Immediately available: Collateral received should be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.

Collateral received on a title transfer basis should be held by the Depositary. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

Non-cash collateral cannot be sold, pledged or re-invested.

Cash collateral may only be reinvested in:

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

Where a Fund receives collateral for at least 30% of its assets, the Investment Manager will employ an appropriate stress testing policy to ensure regular tests are carried out under normal and exceptional liquidity conditions to enable the Investment Manager to assess the liquidity risks attached to the collateral.

## **COUNTERPARTY SELECTION PROCESS**

The counterparty to any repurchase/reverse repurchase agreement or OTC Derivative entered into by a Fund shall be an entity which is subject to an appropriate internal credit assessment carried out by the Investment Manager, which shall include amongst other considerations, external credit ratings of the counterparty, the regulatory supervision applied to the relevant counterparty, country of origin of the counterparty, legal status of the counterparty, industry sector risk and concentration risk ("Internal Credit Assessment"). Where such counterparty (a) was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the Investment Manager in the credit assessment process; and (b) where a counterparty is downgraded to A-2 or below (or comparable rating) by the credit rating agency referred to in subparagraph (a) this shall result in a new credit assessment being conducted of the counterparty by the Investment Manager without delay.

A Fund's use of OTC FDI is subject to the following provisions:

- (i) the counterparty is a credit institution listed in Regulation 7 of the CBI UCITS Regulations or an investment firm, authorised in accordance with the Markets in Financial Instruments Directive in an EEA Member State, or is a group company of an entity issued with a bank holding company license from the Federal Reserve of the United States of America where that group company is subject to bank holding company consolidated supervision by that Federal Reserve;
- (ii) In the case of an OTC FDI counterparty which is not a credit institution listed in (i) above, the Company shall carry out an Internal Credit Assessment. Where the counterparty was (a) subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the Investment Manager in the credit assessment process; and (b) where a

counterparty is downgraded to A-2 or below (or comparable rating) by the credit rating agency referred to in subparagraph (a) this shall result in a new credit assessment being conducted of the counterparty by the Company without delay;

- (iii) in the case of the subsequent novation of the OTC FDI contract, the counterparty is one of: the entities set out in paragraph (i) or a central counterparty (CCP) authorised, or recognised by ESMA, under EMIR or, pending recognition by ESMA under Article 25 of EMIR, an entity classified as a derivatives clearing organisation by the Commodity Futures Trading Commission or a clearing agency by the SEC (both CCP); and
- (iv) risk exposure to the OTC FDI counterparty does not exceed the limits set out in the UCITS Regulations.

### **SHANGHAI-HONG KONG STOCK CONNECT SCHEME AND SHENZHEN-HONG KONG STOCK CONNECT SCHEME**

If so stated in the relevant Supplement, a Fund may invest in China A shares through the Shanghai-Hong Kong Stock Connect scheme and/or the Shenzhen-Hong Kong Stock Connect scheme (collectively, the “Connect Scheme”).

The Shanghai-Hong Kong Stock Connect scheme is a securities trading and clearing links program developed by Hong Kong Exchanges and Clearing Limited (“HKEx”), Shanghai Stock Exchange (“SSE”) and China Securities Depository and Clearing Corporation Limited (“ChinaClear”) and the Shenzhen-Hong Kong Stock Connect scheme is a securities trading and clearing links programme developed by HKEx, Shenzhen Stock Exchange (“SZSE”) and ChinaClear. The aim of the Connect Scheme is to achieve mutual stock market access between mainland China and Hong Kong.

The Shanghai-Hong Kong Stock Connect scheme enables Hong Kong and overseas investors (including the relevant Fund) to invest in certain eligible China A shares listed on the SSE (“SSE Securities”) through their Hong Kong brokers and a securities trading service company established by The Stock Exchange of Hong Kong Limited (“SEHK”) under the Northbound Trading Link, subject to the rules of the Shanghai-Hong Kong Stock Connect scheme.

The Shenzhen-Hong Kong Stock Connect scheme enables Hong Kong and overseas investors (including the relevant Fund) to invest in certain eligible China A shares listed on the SZSE (“SZSE Securities”) through their Hong Kong brokers and a securities trading service company established by SEHK under the Northbound Trading Link, subject to the rules of the Shenzhen-Hong Kong Stock Connect scheme.

#### Eligible Securities

- (i) Shanghai-Hong Kong Stock Connect scheme

SSE Securities, as of the date of this Prospectus, include all the constituent stocks from time to time of the SSE 180 Index and SSE 380 Index, and all the SSE-listed China A shares that are not included as constituent stocks of the relevant indices but which have corresponding H shares listed on SEHK, except the following:



- (a) SSE-listed shares which are not traded in Renminbi (“RMB”); and
- (b) SSE-listed shares which are included in the “risk alert board” (as described in the listing rules of the SSE).

- (ii) Shenzhen-Hong Kong Stock Connect scheme

SZSE Securities, as of the date of this Prospectus, include all the constituent stocks from time to time of the SZSE Component Index and SZSE Small/Mid Cap Innovation Index which have a market capitalisation of not less than RMB 6 billion, and all the SZSE-listed China A shares which have corresponding H Shares listed on SEHK, except the following:

- (a) SZSE-listed shares which are not traded in RMB; and
- (b) SZSE-listed shares which are included in the “risk alert board” or under delisting arrangement.

At the initial stage of the Shenzhen-Hong Kong Stock Connect scheme, investors eligible to trade shares that are listed on the ChiNext Board of the SZSE (“ChiNext Board”) under Northbound trading will be limited to institutional professional investors (which a Fund will qualify as such) as defined in the relevant Hong Kong rules and regulations.

It is expected that the list of eligible securities will be subject to review.

#### Trading Quota

Trading under the Shanghai-Hong Kong Stock Connect scheme and the Shenzhen-Hong Kong Stock Connect scheme is subject to a daily quota (“Daily Quota”). Northbound Shanghai Trading Link under the Shanghai-Hong Kong Stock Connect scheme, Northbound Shenzhen Trading Link under the Shenzhen-Hong Kong Stock Connect scheme, Southbound Hong Kong Trading Link under the Shanghai-Hong Kong Stock Connect scheme and Southbound Hong Kong Trading Link under the Shenzhen-Hong Kong Stock Connect are respectively subject to a separate set of Daily Quota.

The Daily Quota limits the maximum net buy value of cross-boundary trades under each of the Shanghai-Hong Kong Stock Connect scheme and the Shenzhen-Hong Kong Stock Connect scheme each day. The Northbound Daily Quota is currently set at RMB13 billion for each of the Shanghai-Hong Kong Stock Connect scheme and the Shenzhen-Hong Kong Stock Connect scheme.

The Daily Quota may be increased or reduced subject to the review and approval by the relevant PRC regulators from time to time.

SEHK monitors the quota and publishes the remaining balance of the Northbound Daily Quota at scheduled times on the HKEx’s website.

### Settlement and Custody

Under the Connect Scheme, The Hong Kong Securities Clearing Company Limited (“HKSCC”), a wholly-owned subsidiary of HKEx, is responsible for the clearing, settlement and the provision of depository, nominee and other related services of the trades executed by Hong Kong market participants and investors.

The China A shares traded through the Connect Scheme are issued in scripless form, so investors will not hold any physical China A shares. Hong Kong and overseas investors who have acquired SSE Securities or SZSE Securities through Northbound trading should maintain the SSE Securities or SZSE Securities with their brokers’ or custodians’ stock accounts with CCASS (the Central Clearing and Settlement System operated by HKSCC for the clearing securities listed or traded on SEHK).

### Corporate Actions and Shareholders’ Meetings

Notwithstanding the fact that HKSCC does not claim proprietary interests in the SSE Securities and SZSE Securities held in its omnibus stock account in ChinaClear, ChinaClear as the share registrar for SSE and SZSE listed companies will still treat HKSCC as one of the shareholders when it handles corporate actions in respect of such SSE Securities and SZSE Securities.

HKSCC will monitor the corporate actions affecting SSE Securities and SZSE Securities and keep the relevant brokers or custodians participating in CCASS (“CCASS participants”) informed of all such corporate actions that require CCASS participants to take steps in order to participate in them.

SSE-/SZSE-listed companies usually announce their annual general meeting/extraordinary general meeting information about two to three weeks before the meeting date. A poll is called on all resolutions for all votes. HKSCC will advise CCASS participants of all general meeting details such as meeting date, time, venue and the number of resolutions.

### Currency

Hong Kong and overseas investors will trade and settle SSE Securities and SZSE Securities in RMB only. Hence, a Fund will need to use RMB to trade and settle SSE Securities and SZSE Securities.

Further information about the Connect Scheme is available online at the website:

<http://www.hkex.com.hk/eng/csm/chinaConnect.asp?LangCode=en>

If so stated in the relevant Supplement, a Fund shall be allowed to trade SSE Securities and SZSE Securities through the Northbound Trading Link of the Connect Scheme, subject to applicable rules and regulations issued from time to time.

## **INVESTMENT AND BORROWING RESTRICTIONS**

Investment of the assets of each Fund must comply with the Regulations. A detailed statement of the general investment and borrowing restrictions applicable to all Funds is set out in Appendix II. The

Directors may impose further restrictions in respect of any Fund. Details will be set out in the relevant Supplement.

The Directors may also from time to time impose such further investment restrictions as may be compatible with or be in the interests of the Shareholders in order to comply with the laws and regulations of the countries where Shareholders of the Company are located or the Shares are marketed.

The Company will not take legal or management control of any of the entities in which its underlying investments are made.

It is intended that the Company should, subject to compliance with any applicable restrictions which are imposed by Euronext Dublin, and subject to the prior approval of the Central Bank, have power to avail itself of any change in the investment restrictions laid down in the Regulations which would permit investment by the Company in securities, derivative instruments or in any other form of investment which, as at the date of this Prospectus, is restricted or prohibited under the Regulations.

## **DIVIDEND POLICY**

Details of the dividend policy applicable to each Fund will be set out in the relevant Supplement.

The dividend policy of any Fund or of any Class of Shares may be changed by the Directors upon reasonable notice to Shareholders of that Fund or Class of Shares as the case may be and, in such circumstances, the dividend policy will be disclosed in an updated Supplement.

## **RISK FACTORS**

### **General**

Potential investors should consider the following risk factors before investing in the Company. Additional risk factors for the various Funds are set out in the relevant Supplements.

1. A prospective investor should be aware that Investments are subject to normal market fluctuations and other risks inherent in investing in securities. There is no assurance that any appreciation in the value of Investments will occur or that the investment objectives of any Fund will actually be achieved. **The value of Investments and the income derived therefrom may fall as well as rise and investors may not recoup the original amount invested in a Fund. The difference at any one time between subscription and redemption prices for Shares means that any investment should be viewed as medium to long term. An investment should only be made by those persons who are able to sustain a loss on their investment.**
2. Depending on the currency of denomination of the class of Shares held by an investor or an investor's currency of reference, currency fluctuations between the Share class currency, the investor's currency of reference, the base currency of the relevant Fund and the currencies in which the assets of that Fund are denominated may adversely affect the value of an investment in the Fund.

3. Prospective investors are reminded that in certain circumstances their right to redeem Shares may be suspended (see under the heading “Temporary Suspensions” in this Prospectus).
4. A Fund will be exposed to a credit risk on parties with whom it trades and may also bear the risk of settlement default. In the event of a bankruptcy or other default, the relevant Fund could experience both delays in liquidating the underlying securities and losses including a possible decline in value of the underlying securities during the period when the relevant Fund seeks to enforce its rights thereto. This will have the effect of reducing levels of capital and income in the Fund and lack of access to income during this period together with the expense of enforcing the Fund’s rights.
5. In some circumstances, investments may be relatively illiquid making it difficult to acquire or dispose of them at the prices quoted on the various exchanges. Accordingly, the Company’s ability to respond to market movements may be impaired and the Company may experience adverse price movements upon liquidation of its investments. Settlement of transactions may be subject to delay and administrative uncertainties.
6. A listing on Euronext Dublin will not necessarily provide liquidity to investors.
7. The attention of potential investors is drawn to the taxation risks associated with investing in the Company. Please see the heading “Taxation” below.

In addition:

### **Investment in Equity and Equity-Related Securities**

A Fund may invest in equity and equity-related securities traded on recognised stock exchanges and over-the-counter markets. 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 and equity-related interests 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 a Fund has not hedged against such a general decline. Futures and options on futures on equity securities and indices are subject to all the foregoing risks, in addition to the risks particularly associated with futures and derivative contracts.

### **Emerging Markets Risk**

**Economic and Political Factors:** Investments in securities of issuers located in emerging market countries involve special considerations and risks, including the risks associated with high rates of inflation, the limited liquidity and relatively small market capitalisation of the securities markets in emerging market countries, relatively higher price volatility and large amounts of external debt and political, economic and social uncertainties, including the possible imposition of exchange controls or other foreign governmental laws or restrictions which may affect investment opportunities. In addition, with respect to certain emerging market countries there is the possibility of political or social instability or diplomatic developments that could affect investments in those countries. Moreover, individual emerging

market country economies may differ favourably or unfavourably from the economies of developed nations in such respects as growth of gross national product, rates of inflation, capital investments resources and self-sufficiency and the balance of payments position.

The economies of some emerging market countries have experienced considerable difficulties in the past. Although in certain cases there have been significant improvements in recent years, many such economies continue to experience significant problems, including high inflation and interest rates. Inflation and rapid fluctuations in interest rates have had and may continue to have very negative effects on the economies and securities markets of certain emerging market countries. The development of certain emerging market economies and securities markets will require continued economic and fiscal discipline, which has been lacking at times in the past, as well as stable political and social conditions. Recovery may also be influenced by international economic conditions, particularly those in the U.S. and by world prices for oil and other commodities. There is no assurance that economic initiatives will be successful. Certain of the risks associated with international investments and investing in smaller capital markets are heightened for investments in emerging market countries.

**Market Liquidity and Volatility:** The securities markets in emerging market countries are substantially smaller, less liquid and more volatile than the major securities markets in the United States and Europe. A limited number of issuers in most, if not all, securities markets in emerging market countries may represent a disproportionately large percentage of market capitalisation and trading volume. Such markets may in certain cases, be characterised by relatively few market makers, participants in the market being mostly institutional investors including insurance companies, banks, other financial institutions and investment companies. The listed equity securities of many companies in many emerging markets are accordingly materially less liquid, subject to greater dealing spreads and experience materially greater volatility than those of OECD countries. Government supervision and regulation of many emerging markets and of quoted companies is also less developed than in many OECD countries. In addition, there may be a high measure of legal uncertainty concerning the rights and duties of market participants as compared to investments made through securities systems of established markets. The combination of price volatility and the less liquid nature of securities markets in emerging market countries may, in certain cases, affect a Fund's ability to acquire or dispose of securities at the price and time it wishes to do so, and consequently may have an adverse impact on the investment performance of the Fund.

**Information Standards:** In addition to their smaller size, lesser liquidity and greater volatility, securities markets in emerging markets are less developed than the securities markets in the U.S. and Europe with respect to disclosure, reporting and regulatory standards are less publicly available information about the issuers of securities in these markets than is regularly published by issuers in the United States and Europe. Further, corporate laws regarding fiduciary responsibility and protection of stockholders may be considerably less developed than those in the United States and Europe. Issuers in emerging market countries may not be subject to the same accounting, auditing and financial reporting standards.

**Custody Risk:** In a limited number of markets, particularly in emerging economies, where a no failed trade policy is standard market practice, assets may be assigned, transferred, exchanged or delivered without the prior approval of the Depositary or its agent. Once a sale order is placed in relation to assets of the Fund, by virtue of the operation of the settlement system within those markets, those assets will automatically move from custody of the Depositary without the need for the prior approval of the

Depository. Where this occurs the consideration for those assets is remitted to the entity releasing the assets.

**Currency Risk:** the currencies in which investments are denominated may be unstable, may be subject to significant depreciation and may not be freely convertible.

**Investment in Russia:** Whilst fundamental reforms relating to securities investments and regulations have been initiated in recent years there may still be certain ambiguities in interpretation and inconsistencies in their application. Monitoring and enforcement of applicable regulations remains uncertain.

Some equity securities in Russia are dematerialised and the only evidence of ownership is entry of the shareholder's name on the share register of the issues. The concept of fiduciary duty is not well established and shareholders may, therefore, suffer dilution or loss of investment due to the actions of management without satisfactory legal remedy. Rules regulating corporate governance are undeveloped and therefore may offer little protection to minority shareholders.

### **Risks associated with Investments in the PRC**

#### *Political and/or Regulatory Risk*

The value of the Fund's assets may be affected by political and regulatory uncertainties such as international and Chinese political developments and changes in governmental policies in areas including taxation, foreign investment, currency repatriation, currency fluctuation and foreign exchange control. In addition, there is a greater degree of governmental involvement in and control over the economy in mainland China than in more developed markets. The Chinese Government exerts considerable influence on the development of the Chinese stock market. From time to time, official measures may be taken that affect listed companies and their market prices in China and overseas (such as measures discussed in the third paragraph under the heading of "Developmental State of the Chinese Stock Markets" below).

The fiscal and monetary system of China is underdeveloped relative to Western countries and this may affect the stability of the economy and its financial markets.

#### *Legal and/or Accounting Risk*

The legal system in mainland China is still in a developmental stage. Although a legal framework is in place to govern companies and the securities markets, the interpretation and enforcement of laws involve significant uncertainty. It should be noted that the legal infra-structure and accounting, auditing and reporting standards in China and other markets in which the Fund may invest may not provide the same degree of investor protection or information to investors as would generally apply in more developed countries. In particular, the laws governing insolvency and shareholder protection in mainland China are significantly less developed than in established jurisdictions.

### *Liquidity Risk*

The substantially smaller size and lower trading volumes of the markets for Chinese equity and debt securities compared to equity and debt securities in companies on more developed securities markets may result in a potential lack of liquidity and increased volatility.

This may affect the price at which the Fund may liquidate positions to meet redemption requests or other funding requirements. In particular, investors should expect that investment in Chinese companies registered with the SSE and the SZSE may be highly volatile.

### *Market Risk*

Investors should be aware of the risks associated with investing in emerging markets such as mainland China. The securities of companies in which the Fund may invest are exposed to the risks of high rates of inflation, high interest rates, currency depreciation and fluctuation and also changes in taxation legislation and interpretation that may affect the Fund's income and the value of investments.

Specifically, investors should be aware that the Chinese economy is in transition from a centrally planned economy to a more market-oriented economy. Over the course of the past two decades and following China's accession to WTO in December 2001, the PRC government has been reforming the economic and political systems of the PRC. It is likely that the reform will continue to be uneven across regions and industry sectors. There is no assurance that all of the companies whose securities are held by the Fund will benefit consistently from such reforms, that economic activity will continue to grow at recent rates or that the economic policies adopted by the Chinese government will be conducive to long-term economic growth. China's opening of markets will result in increased competition, which may have an adverse effect on the performance of these companies.

Many of the PRC economic reforms are unprecedented or experimental and are subject to adjustment and modification, and such adjustment and modification may not always have a positive effect on foreign investment.

### *PRC Tax*

As a result of investing in securities of Chinese companies, the Fund may be subject to withholding and other taxes imposed by the PRC government. Under the prevailing PRC tax policy, there are certain tax incentives available to foreign investment. There can be no assurance, however, that the aforesaid tax incentives will not be abolished in the future.

Investors should be aware that changes in the PRC taxation legislation could affect the amount of income which may be derived, and the amount of capital returned, from the investments of the Fund. Laws governing taxation will also continue to change and may contain conflicts and ambiguities.

It is possible that the current tax laws, regulations and practice in the PRC will change, including the possibility of taxes being applied retrospectively, and that such changes may result in higher or lower taxation on PRC investments than currently contemplated. Various tax reform policies have been implemented by the PRC government in recent years, and existing tax laws and regulations may be

revised or amended in the future. There is a possibility that the current tax laws, regulations and practice in the PRC will be changed with retrospective effect in the future and any such change may have either an adverse or a positive effect on the asset value of the Fund. Moreover, there is no assurance that tax incentives currently offered to foreign companies, if any, will not be abolished and the existing tax laws and regulations will not be revised or amended in the future. Any changes in tax policies may reduce the after-tax profits of the companies in the PRC which the Fund may invest in, thereby reducing the income from, and/or value of the Shares. Investors may be advantaged or disadvantaged depending on the final rules of the relevant PRC tax authorities, the level of tax provision accrued by the Fund and when they subscribed and/or redeemed their Shares in/from the Fund.

#### *Developmental State of the Chinese Stock Markets*

China A shares are securities that are listed and traded on the SSE and/or the Shenzhen Stock Exchange and are denominated and traded in RMB. The Shenzhen and Shanghai stock markets were established in April, 1991 and July, 1991 respectively and should be regarded as developing stock markets. The Shanghai stock market may be subject to periods of high price volatility, illiquidity, settlement problems and changes in government policy or regulation.

The Chinese government has issued rules allowing qualified foreign institutional investors to invest in China A shares, government bonds, convertible bonds, corporate bonds that are listed on the stock exchanges in the PRC and other financial instruments approved by the China Securities Regulatory Commission. Due to regulatory restraints, the Fund is not currently permitted to invest in China A shares (other than via the Connect Scheme) but it may invest indirectly in the China A share market by purchasing equity-related instruments, participation notes and participatory certificates. Indirect investments in China A shares markets by purchasing equity-related instruments will usually be made in US Dollars and not in RMB. The Fund will be exposed to fluctuations in the exchange rate between U.S. Dollars and RMB.

#### *Accuracy of Information*

Whilst reasonable care has been taken to check the accuracy of the information contained in this Supplement, the quality and limited availability of official data published by the PRC government and government agencies and information on PRC businesses and industries are generally not equivalent to that of more developed countries. Given the inherent uncertainty of the source material, investors should be aware that the accuracy and completeness of statistical data and other factual statements relevant to the PRC contained in this Supplement, including information concerning actual and proposed macro-economic, fiscal, legal and other matters, cannot be guaranteed.

#### *Currency Risk*

The Net Asset Value per Share will be computed in US Dollars, whereas the Fund will invest some of its assets in securities denominated in RMB. The Net Asset Value of the Fund as expressed in US Dollars will fluctuate in accordance with the changes in the foreign exchange rate between the US Dollar and the RMB. It may not be possible or practicable to hedge against the consequent currency risk exposure and in most instances the Fund will not hedge against such risk. It is not the present intention of the Fund to hedge the currency exposure of the Fund but the Fund reserves the right to do so in the future if it is



desirable or practicable.

The value of RMB against the US Dollar or any other foreign currency may fluctuate and is affected by, among other things, changes in the political and economic conditions of the PRC. RMB can be converted into the US Dollar or any other foreign currency based on the rates set by the PRC. There can be no assurance that the value of the RMB against the US Dollar or any other foreign currency is on any appreciation trend. Further, any revaluation of the RMB may adversely affect the value of, and the dividends payable on, securities held by the Fund.

#### *Custody Risk in respect of Chinese Securities*

The custodial and/or settlement systems of some of the Chinese markets or exchanges on which the Fund may invest may not be fully developed, and therefore the assets of a Fund which are traded in such markets and which have been entrusted to sub-custodians, in circumstances where the use of such sub-custodians is necessary, may be exposed to risks in circumstances whereby the Custodian will have no liability. Such risks include (but are not limited to): (a) a non-true delivery versus payment settlement; (b) a physical market, and as a consequence the circulation of forged securities; (c) poor information in regards to corporate actions; (d) registration process that impacts the availability of the securities; (e) lack of appropriate legal/fiscal infrastructure devices; and (f) lack of compensation/risk fund with the central depository.

As mentioned above, custodians or sub-custodians may be appointed in the Chinese market for the purpose of safekeeping assets in the market. The assets of the Fund may be exposed to custodial risk. For example, in case of the liquidation, bankruptcy or insolvency of a custodian or sub-custodian, the Fund may take a longer time to recover its assets. In circumstances such as the retroactive application of legislation of and fraud or improper registration of title, the Fund may even be unable to recover all of its assets. The costs borne by the Fund in investing and holding investments in such markets will be generally higher than in organized securities markets.

#### **Risks associated with the Connect Scheme**

Certain Funds may invest in China A shares via the Connect Scheme. The Connect Scheme is subject to quota limitations which may restrict the Company's ability to invest in China A shares through the Connect Scheme on a timely basis and as a result, the Company's ability to access the China A share market (and hence to pursue its investment strategy) may be adversely affected.

Trading under the Connect Scheme is subject to the Daily Quota. The Daily Quota may change and consequently affect the number of permitted buy trades on the Northbound Trading Link. A Fund does not have exclusive use of the Daily Quota and such quota is utilised on a "first come – first served" basis. Therefore, quota limitations may restrict a Fund's ability to invest in or dispose of SSE Securities and SZSE Securities (together "China Connect Securities") through the Connect Scheme on a timely basis.

#### *Clearing and Settlement Risk*

The HKSCC and ChinaClear have established the clearing links and each becomes a participant of each other to facilitate clearing and settlement of cross-border trades. For cross-border trades initiated in a

market, the clearing house of that market will on one hand clear and settle with its own clearing participants, and on the other hand undertake to fulfil the clearing and settlement obligations of its clearing participants with the counterparty clearing house.

A Fund's rights and interests in China Connect Securities will be exercised through HKSCC exercising its rights as the nominee holder of China Connect Securities credited to HKSCC's omnibus account with ChinaClear. The relevant measures and rules in relation to the Connect Scheme generally provide for the concept of a "nominee holder" and recognise the investors including a Fund as the "beneficial owners" of China Connect Securities.

However, the precise nature and rights of an investor as the beneficial owner of China Connect Securities through HKSCC as nominee is less well defined under PRC law. There is lack of a clear definition of, and distinction between, "legal ownership" and "beneficial ownership" under PRC law. Therefore, a Fund's assets held by HKSCC as nominee (via any relevant brokers' or custodians' accounts in CCASS) may not be as well protected as they would be if it were possible for them to be registered and held solely in the name of a Fund.

In connection to this, in the event of a default, insolvency or bankruptcy of a custodian or broker, a Fund may be delayed or prevented from recovering its assets from the custodian or broker, or its estate, and may have only a general unsecured claim against the custodian or broker for those assets.

In the remote event of any settlement default by HKSCC, and a failure by HKSCC to designate securities or sufficient securities in an amount equal to the default such that there is a shortfall of securities to settle any China Connect Securities trades, ChinaClear may deduct the amount of that shortfall from HKSCC's omnibus account with ChinaClear, such that a Fund may share in any such shortfall.

As previously discussed, HKSCC is the nominee holder of the China Connect Securities acquired by investors. As a result, in the remote event of a bankruptcy or liquidation of HKSCC, the China Connect Securities may not be regarded as the general assets of HKSCC under the laws of Hong Kong, and will not be available to the general creditors of HKSCC on its insolvency. In addition, as a Hong Kong incorporated company, any insolvency or bankruptcy proceedings against HKSCC will be initiated in Hong Kong and be subject to Hong Kong law. In such circumstances, ChinaClear and the courts of mainland China will regard the liquidator of HKSCC appointed under Hong Kong law as the entity with the power to deal with the China Connect Securities in place of HKSCC.

Should the remote event of ChinaClear default occur and ChinaClear be declared as a defaulter, HKSCC's liabilities in Northbound trades under its market contracts with clearing participants will be limited to assisting clearing participants in pursuing their claims against ChinaClear. HKSCC will in good faith, seek recovery of the outstanding China Connect Securities and monies from ChinaClear through available legal channels or through ChinaClear's liquidation. In that event, a Fund may suffer delay in the recovery process or may not be able to fully recover its losses from ChinaClear.

#### *No Protection by Hong Kong Investor Compensation Fund*

A Fund's investments through the Connect Scheme will not be covered by Hong Kong's Investor Compensation Fund. Therefore, a Fund is exposed to the risks of default of the broker(s) it engages in its trading in China Connect Securities through the Connect Scheme.

### *Short Swing Profit Rule*

According to the PRC Securities Law, a shareholder of 5% or more of the total issued shares of a PRC listed company ("major shareholder") has to return any profits obtained from the purchase and sale of shares of such PRC listed company if both transactions occur within a six-month period. In the unlikely event that a Fund becomes a major shareholder of a PRC listed company by investing in China Connect Securities via the Connect Scheme, the profits that a Fund may derive from such investments may be limited, and thus the performance of a Fund may be adversely affected depending on a Fund's size of investment in China Connect Securities through the Connect Scheme.

### *Participation in Corporate Actions and Shareholders' Meetings*

HKSCC will keep CCASS participants informed of corporate actions of China Connect Securities. Hong Kong and overseas investors (including a Fund) will need to comply with the arrangement and deadline specified by their respective brokers or custodians (i.e. CCASS participants). The time for them to take actions for some types of corporate actions of China Connect Securities may be as short as one business day only. Therefore, a Fund may not be able to participate in some corporate actions in a timely manner.

Hong Kong and overseas investors (including a Fund) may hold China Connect Securities traded via the Connect Scheme through their brokers or custodians. Where the appointment of proxy/multiple proxies by a shareholder is prohibited by the articles of association of the China Connect Securities, a Fund may not be able to appoint a proxy/multiple proxies to attend or participate in shareholders' meetings in respect of China Connect Securities.

### *Regulatory Risk and Other China Specific Investment Requirements*

Any investments of a Fund through the Connect Scheme will be subject to rules and regulations promulgated by regulatory authorities and implementation rules made by the stock exchanges in the PRC and Hong Kong as well as other regulations applicable to the Connect Scheme including but not limited to trading restrictions, disclosure requirements and foreign ownership limits. A Fund may also be impacted by the right to suspend Northbound Trading Link if necessary for ensuring an orderly and fair market and that risks are managed prudently.

Further, new regulations may be promulgated from time to time by the regulators in connection with operations and cross-border legal enforcement in connection with cross-border trades under the Connect Scheme, which may affect a Fund's investments in China Connect Securities.

The rules and regulations, in connection with the Connect Scheme, including the taxation of transactions involving China Connect Securities (see the section entitled "PRC Tax" above), are subject to change which may have potential retrospective effect. There can be no assurance that the Connect Scheme will not be abolished. A Fund investing in the PRC markets through the Connect Scheme may be adversely affected as a result of such changes.

### *Front-End Monitoring*

PRC regulations require that before an investor sells any shares, there should be sufficient shares in the

investor's account; otherwise SSE or SZSE will reject the sell order concerned. SEHK will carry out pre-trade checking on China Connect Securities sell orders of its exchange participants (i.e. the stock brokers) to ensure there is no over-selling. If a Fund desires to sell China Connect Securities it holds, it will be required to transfer those China Connect Securities to the respective accounts of its brokers before the market opens on the day of selling ("trading day") unless its brokers can otherwise confirm that a Fund has sufficient shares in its account. If it fails to meet this deadline, it will not be able to sell those shares on the trading day. Because of this requirement, a Fund may not be able to dispose of its holdings of China Connect Securities in a timely manner.

Alternatively, if a Fund maintains its China A shares with a custodian which is a custodian participant or general clearing participant participating in the CCASS, such Fund may request such custodian to open a special segregated account ("SPSA") in CCASS to maintain its holdings in China A shares under the enhanced pre-trade checking model. Each SPSA will be assigned a unique "Investor ID" by CCASS for the purpose of facilitating the Connect Scheme system to verify the holdings of an investor such as a Fund. Provided that there is sufficient holding in the SPSA when a broker inputs a Fund's sell order, a Fund will only need to transfer China A shares from its SPSA to its broker's account after execution and not before placing the sell order and a Fund will not be subject to the risk of being unable to dispose of its holdings of China A shares in a timely manner due to failure to transfer China A shares to its brokers in a timely manner.

#### *Differences in Trading Day*

The Connect Scheme only operates on days when both the PRC and the Hong Kong stock markets are open for trading and when banks in both markets are open on the corresponding settlement days. It is therefore possible that there are occasions when it is a normal trading day for the PRC stock markets but a Fund cannot carry out any trading of the China Connect Securities. A Fund may be subject to a risk of price fluctuations in China Connect Securities during the time when the Connect Scheme is not trading as a result.

#### *Recalling of Eligible Stocks*

When a stock is recalled from the scope of eligible stocks for trading via the Connect Scheme, the stock can only be sold but will be restricted from being bought. This may affect the investment portfolio or strategies of a Fund, for example, when a Fund wishes to purchase a stock which has been recalled from the scope of eligible stocks.

#### *Risks associated with the Small and Medium Enterprise Board of the SZSE ("SME Board") and/or the ChiNext Board*

A Fund investing through the Connect Scheme may invest in the SME Board and/or the ChiNext Board via the Shenzhen-Hong Kong Stock Connect scheme. Investments in the SME board and/or ChiNext Board may result in significant losses for the relevant Fund and its investors. The following additional risks apply:

*Higher fluctuation on stock prices* - Listed companies on the SME Board and/or ChiNext Board are usually of emerging nature with smaller operating scale. Hence, they are subject to higher fluctuation in

stock prices and liquidity and have higher risks and turnover ratios than companies listed on the Main Board of the SZSE ("Main Board").

*Over-valuation risk* - Stocks listed on SME Board and/or ChiNext Board may be overvalued and such exceptionally high valuation may not be sustainable. Stock price may be more susceptible to manipulation due to fewer circulating shares.

*Differences in regulation* - The rules and regulations regarding companies listed on ChiNext Board are less stringent in terms of profitability and share capital than those in the Main Board and SME Board.

*Delisting risk* - It may be more common and faster for companies listed on the SME Board and/or ChiNext Board to delist. This may have an adverse impact on a Fund if the companies that it invests in are delisted.

#### *Risk associated with small-capitalisation / mid-capitalisation companies*

The stocks of small-capitalisation / mid-capitalisation companies may have lower liquidity and their prices are more volatile to adverse economic developments than those of larger capitalisation companies in general.

### **Financial Derivative Instruments**

The use of Financial Derivative Instruments for a Fund may expose a Fund to a number of specific risks, depending on the nature of the individual transaction, such as the following:

#### *Correlation*

Derivatives prices may be imperfectly correlated to the prices of the underlying securities, for example, because of transaction costs and interest rate movements. The prices of exchange traded derivatives may also be subject to changes in price due to supply and demand factors.

#### *Loss of Favourable Performance*

The use of derivatives to hedge or protect against market risk or to generate additional revenue by writing covered call options may reduce the opportunity to benefit from favourable market movements.

#### *Counterparty exposure and legal risk*

The use of OTC derivatives, such as forward contracts, swap agreements and contracts for differences, will expose the Fund to credit risk with respect to the counterparty involved and the risk that the legal documentation of the contract may not accurately reflect the intention of the parties. Measures taken to minimise counterparty and legal risk are detailed below.

#### *Liquidity*

Futures positions may be illiquid or difficult to close out because of limits imposed by the relevant exchange on daily price movements. OTC positions are, by definition, illiquid, but the Investment

Manager will only enter into OTC transactions with counterparties which are contractually obliged to close out a position on request.

### *Margin*

The Company will be obliged to pay margin deposits and option premia to brokers in relation to futures and option contracts entered into for each Fund. While exchange traded contracts are generally guaranteed by the relevant exchange, the Fund may still be exposed to the fraud or insolvency of the broker through which the transaction is undertaken. The Investment Manager will seek to minimise this risk by trading only through high quality names.

### *Market risk*

When the Investment Manager purchases a security or an option, the risk of the Fund is limited to the loss of its investment. In the case of a transaction involving futures, forwards, swaps, contracts for differences or writing options, the Fund's liability may be potentially unlimited until the position is closed.

### *Currency Hedging*

Currency hedging, which may be undertaken using derivatives, may protect a Fund from adverse currency movements, but may also release or eliminate the benefit of favourable currency movements. These can also be no guarantee that a decision to hedge any currency exposure will be effective or that the Investment Manager will exercise its discretion to hedge any particular currency exposure. In addition, it may be difficult to effectively hedge exposures in certain currencies either at a reasonable cost or on a practical basis.

### *Conflicts of Interest*

Conflicts of interest may arise as a result of a Fund's trading with counterparties. Such parties may obtain information regarding a Fund's activities and strategies that could be used by such third parties to the detriment of a Fund.

### **Tax Risk**

Any change in the taxation legislation in Ireland, or elsewhere, could affect (i) the Company or any Fund's ability to achieve its investment objective, (ii) the value of the Company or any Fund's investments or (iii) the ability to pay returns to Shareholders or alter such returns. Any such changes, which could also be retroactive, could have an effect on the validity of the information stated herein based on current tax law and practice. Prospective investors and Shareholders should note that the statements on taxation which are set out herein and in this Prospectus are based on advice which has been received by the Directors regarding the law and practice in force in the relevant jurisdiction as at the date of this Prospectus. As is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment is made in the Company will endure indefinitely.

If the Company or a Fund becomes liable to account for tax, in any jurisdiction, including any interest or penalties thereon if an event giving rise to a tax liability occurs, the Company or the Fund shall be entitled

to deduct such amount from the payment arising on such event or to compulsorily redeem or cancel such number of Shares held by the Shareholder or the beneficial owner of the Shares as have a value sufficient after the deduction of any redemption charges to discharge any such liability. The relevant Shareholder shall indemnify and keep the Company or the Fund indemnified against any loss arising to the Company or the Fund by reason of the Company or the Fund becoming liable to account for tax and any interest or penalties thereon on the happening of an event giving rise to a tax liability including if no such deduction, appropriation or cancellation has been made.

Shareholders and prospective investors' attention is drawn to the taxation risks associated with investing in the Company. Please refer to the section headed "Taxation".

### **Foreign Account Tax Compliance Act**

The foreign account tax compliance provisions ("**FATCA**") of the Hiring Incentives to Restore Employment Act 2010 which apply to certain payments are essentially designed to require reporting of Specified US Person's direct and indirect ownership of non-US accounts and non-US entities to the US Internal Revenue Service, with any failure to provide the required information resulting in a 30% US withholding tax on direct US investments (and possibly indirect US investments). In order to avoid being subject to US withholding tax, both US investors and non-US investors are likely to be required to provide information regarding themselves and their investors. In this regard the Irish and US Governments signed an intergovernmental agreement ("**Irish IGA**") with respect to the implementation of FATCA (see section entitled "*Compliance with US reporting and withholding requirements*" for further detail) on 21 December 2012.

Under the Irish IGA (and the relevant Irish regulations and legislation implementing same), foreign financial institutions (such as the Company) should generally not be required to apply 30% withholding tax. To the extent the Company however suffers US withholding tax on its investments as a result of FATCA, or is not in a position to comply with any requirement of FATCA, the Administrator acting on behalf of the Company may take any action in relation to a Shareholder's investment in the Company to redress such non-compliance and/or ensure that such withholding is economically borne by the relevant Shareholder whose failure to provide the necessary information or to become a participating foreign financial institution or other action or inaction gave rise to the withholding or non-compliance, including compulsory redemption of some or all of such Shareholder's holding of shares in the Company.

Shareholders and prospective investors should consult their own tax advisor with regard to US federal, state, local and non-US tax reporting and certification requirements associated with an investment in the Company.

### **Common Reporting Standard**

Drawing extensively on the intergovernmental approach to implementing FATCA, the OECD developed the Common Reporting Standard ("**CRS**") to address the issue of offshore tax evasion on a global basis. The CRS provides a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS, participating jurisdictions will obtain from reporting financial institutions, and automatically exchange with exchange partners on an annual basis, financial information with respect to all reportable accounts identified by financial institutions on the basis of common due diligence and reporting procedures. The first information exchanges are expected to begin in 2017. Ireland has

legislated to implement the CRS. As a result the Company will be required to comply with the CRS due diligence and reporting requirements, as adopted by Ireland. Shareholders may be required to provide additional information to the Company to enable the Company to satisfy its obligations under the CRS. Failure to provide requested information may subject an investor to liability for any resulting penalties or other charges and/or compulsory redemption of their Shares in the relevant Fund

Shareholders and prospective investors should consult their own tax advisor with regard to with respect to their own certification requirements associated with an investment in the Company.

### **Cyber Security Risk**

The Company and its service providers are susceptible to operational and information security and related risks of cyber security incidents. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber security attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data or causing operational disruption. Cyber-attacks also may be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make services unavailable to intended users). Cyber security incidents affecting the Company, Investment Manager, Administrator or Depositary or other service providers such as financial intermediaries have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, including by interference with a Fund's ability to calculate its NAV; impediments to trading for a Fund's portfolio; the inability of Shareholders to transact business with the Fund; violations of applicable privacy, data security or other laws; regulatory fines and penalties; reputational damage; reimbursement or other compensation or remediation costs; legal fees; or additional compliance costs. Similar adverse consequences could result from cyber security incidents affecting issuers of securities in which a Fund invests, counterparties with which the Company on behalf of a Fund engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions and other parties. While information risk management systems and business continuity plans have been developed which are designed to reduce the risks associated with cyber security, there are inherent limitations in any cyber security risk management systems or business continuity plans, including the possibility that certain risks have not been identified.

### **Performance Fee**

In addition to receiving an investment management fee, the Investment Manager may also receive a performance fee based on the appreciation in the Net Asset Value per Share and accordingly the performance fee will increase with regard to unrealised appreciation, as well as realised gains. As a result the performance fee may be paid on unrealised gains which may subsequently never be realised. The performance fee may create an incentive for the Investment Manager to make investments for a Fund which are riskier than would be the case in the absence of a fee based on the performance of a Fund. However, the Investment Manager when managing the investments of a Fund will have a degree of identity of economic interest with Shareholders.



## **Operation of Umbrella Cash Account**

The Company has established an Umbrella Cash Account in the name of the Company. All subscriptions, redemptions and dividends payable (if any) to or from the relevant Fund will be channelled and managed through such Umbrella Cash Account .

In circumstances where subscription monies are received from an investor in advance of a Dealing Day in respect of which an application for Shares has been, or expected to be, received and are held in an Umbrella Cash Account, any such investor shall rank as a general creditor of the Fund until such time as Shares are issued as of the relevant Dealing Day. Therefore in the event that such monies are lost prior to the issue of Shares as of the relevant Dealing Day to the relevant investor, the Company on behalf of the Fund may be obliged to make good any losses which the Fund incurs in connection with the loss of such monies to the investor (in its capacity as a creditor of the Fund), in which case such loss will need to be discharged out of the assets of the relevant Fund and therefore will represent a diminution in the Net Asset Value per Share for existing Shareholders of the relevant Fund.

Redemption monies payable to an investor subsequent to a Dealing Day of a Fund as of which Shares of that investor were redeemed (and consequently the investor is no longer a Shareholder of the Fund as of the relevant Dealing Day) will be held in an Umbrella Cash Account in the name of the Company and will be treated as an asset of the Fund until paid to that investor and will not benefit from the application of any investor money protection rules (i.e. the redemption monies in such circumstance will not be held on trust for the relevant investor). In such circumstance, the investor will be an unsecured creditor of the relevant Fund with respect to the redemption amount held by the Company until paid to the investor.

Pending payment to the relevant Shareholder, distribution payments will be held in an Umbrella Cash Account in the name of the Company and will be treated as an asset of the Fund until paid to that Shareholder and will not benefit from the application of any investor money protection rules (i.e. the distribution monies in such circumstance will not be held on trust for the relevant Shareholder). In such circumstance, the Shareholder will be an unsecured creditor of the relevant Fund with respect to the distribution amount held by the Company until paid to the Shareholder and the Shareholder entitled to such distribution amount will be an unsecured creditor of the Fund.

In addition, investors should note that in the event of the insolvency of another Fund of the Company, recovery of any amounts to which a relevant Fund is entitled, but which may have transferred to such other insolvent Fund as a result of the operation of the Umbrella Cash Account will be subject to the principles of Irish trust law and the terms of the operational procedures for the Umbrella Cash Account.

There may be delays in effecting and/or disputes as to the recovery of such amounts, and the insolvent Fund may have insufficient funds to repay the amounts due to the relevant Fund.

## **Risks Associated with Collateral Management**

Where a Fund enters into an OTC derivative contract or a securities financing transaction, it may be required to pass collateral to the relevant counterparty or broker. Collateral that a Fund posts to a counterparty or a broker that is not segregated with a third-party custodian may not have the benefit of customer-protected “segregation” of such assets. Therefore in the event of the insolvency of a counterparty or a broker, the Fund may become subject to the risk that it may not receive the return of its

collateral or that the collateral may take some time to be returned if the collateral becomes available to the creditors of the relevant counterparty or broker. In addition, the Fund is subject to the risk that it will be unable to liquidate collateral provided to it to cover the costs incurred as a result of the counterparty default. The Fund is also subject to the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.

Where cash collateral received by a Fund is re-invested, a 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.

Where collateral is posted to a counterparty or broker by way of a title transfer collateral arrangement or where the Company on behalf of a Fund grants a right of re-use under a security collateral arrangement which is subsequently exercised by the counterparty, the Company on behalf of a Fund will only have an unsecured contractual claim for the return of equivalent assets. In the event of the insolvency of a counterparty, the Fund shall rank as an unsecured creditor and may not receive equivalent assets or recover the full value of the assets. Investors should assume that the insolvency of any counterparty would result in a loss to the relevant Fund, which could be material. In addition, assets subject to a right of re-use by a counterparty may form part of a complex chain of transactions over which the Company or its delegates will not have any visibility or control.

Because the passing of collateral is effected through the use of standard contracts, a Fund may be exposed to legal risks such as the contract may not accurately reflect the intentions of the parties or the contract may not be enforceable against the counterparty in its jurisdiction of incorporation.

## **Benchmark Regulations**

Subject to certain transitional and grandfathering arrangements, Regulation (EU) 2016/1011 of the European Parliament and of the Council (the “Benchmark Regulation”) which governs the provision of, contribution to and use of benchmarks, takes effect from 1 January 2018. Subject to the applicable transitional arrangements, where applicable, a Fund will no longer be able to “use” a benchmark within the meaning of the Benchmark Regulation which is provided by an EU index provider which is not registered or authorised pursuant to Article 34 of the Benchmark Regulation. In the event that the relevant EU index provider does not comply with the Benchmark Regulation in line with the transitional arrangements set down in the Benchmark Regulation or if the benchmark materially changes or ceases to exist, a Fund will be required to identify a suitable alternative benchmark if available which may prove difficult or impossible. Failure to identify a suitable replacement benchmark may have an adverse impact on the relevant Fund. Compliance with the Benchmark Regulation may also result in additional costs being borne by the relevant Fund.

As required under the Benchmark Regulation, the Company has put in place appropriate contingency arrangements setting out the actions which will be taken in the event that a benchmark which is used by a Fund which is subject to the Benchmarks Regulation materially changes or ceases to be provided.

Unless otherwise stated in the relevant Fund Supplement, the benchmarks used to calculate performance fees in respect of a relevant Fund are provided by an administrator on the ESMA register of benchmarks which includes details of all authorised, registered, recognised and endorsed EU and third country benchmark administrators together with their national competent authorities.

### ***Risk Factors Not Exhaustive***

The investment risks set out in this Prospectus do not purport to be exhaustive and potential investors and Shareholders should be aware that an investment in the Company or any Fund may be exposed to risks of an exceptional nature from time to time.

### **DATA PROTECTION INFORMATION**

Prospective investors should note that by completing the Application Form they are providing information to the Company which may constitute personal data within the meaning of data protection legislation in Ireland. This data will be used for the purposes of client identification and the subscription process, administration, statistical analysis, market research and to comply with any applicable legal or regulatory requirements. Your data may be disclosed and / or transferred to third parties including regulatory bodies, tax authorities, delegates, advisers and service providers of the Company and their or the Company's duly authorised agents and any of their respective related, associated or affiliated companies wherever located (including to countries outside the EEA which may not have the same data protection laws as in Ireland) for the purposes specified. Personal data will be obtained, held, used, disclosed and processed for any one or more of the purposes set out in the Application Form. Investors have a right to obtain a copy of their personal data kept by the Company and the right to rectify any inaccuracies in personal data held by the Company. As of 25 May 2018 being the date the General Data Protection Regulation (EU 2016/679) comes into effect, investors will also have a right to be forgotten and a right to restrict or object to processing in a number of circumstances. In certain limited circumstances, a right to data portability may apply. Where investors give consent to the processing of personal data, this consent may be withdrawn at any time.

The Company will retain all documentation provided by an investor in relation to an investment in the Company for such period of time as may be required by Irish legal and regulatory requirements, but not for less than six years after the period of an investor's investment has ended or the date on which an investor made its last transaction with the Company.

### **MANAGEMENT AND ADMINISTRATION**

The Directors control the affairs of the Company and are responsible for the overall investment policy of the Company. The Directors have delegated certain of their duties to the Investment Manager and the Administrator.

#### **The Directors**

The Company shall be managed and its affairs supervised by the Directors whose details are set out below. The Directors are all non-executive directors of the Company.

**Mr. James Cayzer-Colvin** joined the Caledonia group in 1995, initially working at its Amber speciality chemicals subsidiary before becoming an investment executive at Caledonia in 1999. He was appointed an associate director in 2002 and a director in 2005. He is the chairman of the Henderson Smaller Companies Investment Trust and a non-executive director of the India Capital Growth Fund and Polar

Capital Holdings, in addition he is also a non-executive director of a number of private companies and funds.

**David Hammond** (Irish resident) is formerly the managing director of Bridge Consulting ("Bridge"), a financial services consultancy and business advisory firm. Before setting up Bridge in 2005, Mr. Hammond was Chief Operating Officer of Sanlam Asset Management (Ireland) Limited, part of the Sanlam group of South Africa, which he joined at the start of 2003. Between 1994 and the end of 2002, Mr. Hammond worked with International Fund Managers (Ireland) Limited ("IFMI"), the Irish fund administration subsidiary of Baring Asset Management and which is now part of Northern Trust. While at IFMI, Mr. Hammond was responsible for legal affairs and business development, becoming a director in 1996. He is also a solicitor, and practised for a number of years in the area of banking and financial services with the Irish firm of A&L Goodbody. Mr. Hammond is a CFA Charterholder and holds a law degree from Trinity College, Dublin and an MBA from Smurfit Graduate School of Business, University College, Dublin.

**Mr. Ronan Daly** a resident of Ireland, is a non-executive director of a number of investment funds. Mr Daly qualified as a solicitor in England and Wales in 1991 and qualified as a Barrister and Attorney in Bermuda in 1995. Mr Daly co-founded Centaur Fund Services Limited in 2009. From 1994 to 2008, he held senior roles at Citi Hedge Fund Services, BISYS, Hemisphere Management and The Bank of Bermuda Limited. Mr Daly was educated at The University of Manchester and The College of Law, London. He worked at London law firm, Berwin Leighton, from 1989 to 1993. Mr Daly has spoken at many conferences and written extensively on the funds industry. He was involved in the IOSCO report on Principles for the Valuation of Hedge Fund Portfolios and the AIMA Guides on Sound Practices for Hedge Fund Valuations and for Offshore Alternative Fund Directors.

**Mr. David Astor** retired from Hiscox in July 2018 where he served as Chief Investment Officer, having worked there since October 2002. Prior to October 2002, Mr Astor worked at Eldon Capital Management from January 1993 as an Equity Fund Manager with primary responsibility for the FPK US Financial Fund and secondary involvement in the FPK European and FPK Far Eastern Financial Fund. When the fund management business of Eldon Capital Management was sold to Hiscox Limited in October 2002 Mr Astor continued as Fund Manager of these funds. In October 2005 he assumed the role of Chief Investment Officer of Hiscox Limited where he was responsible for overseeing the management of approximately £4.5bn of assets. Mr Astor began his career in financial services at Kleinwort Benson in 1982. Mr Astor is a director of Hiscox Pension Trustees Limited, serves on the board of funds managed by Egerton Capital and chairs the charity Independence at Home.

**Mr. Robert Bovet**, Charterhouse 1956-1961, obtained a Licence en Droit from the University of Geneva in 1964 and passed the "Examen Approfondi de Doctorat" in international public law in 1965. Prior to moving to the USA in 1966, he attended Citibank's trainee program in Geneva. In 1968, he graduated with an MBA in finance from The Wharton School of the University of Pennsylvania. He joined Dillon, Read & Co, New York the same year to work on corporate finance and advisory projects for governmental and corporate entities in the Americas, Europe and the Middle East, becoming vice-president in 1974. In 1976, he was named deputy chief executive of the Banque Scandinave en Suisse, Geneva, where he developed the bank's public issue, private placement and credit syndication activities. In 1979, he established an independent hedge fund advisory and delegated management business based in Switzerland. He is the chairman of Polar Capital LLC's UCITs and hedge funds, the chairman

and director of most of the Alphagen hedge funds managed by Henderson Global Investors, a director of the Marshall Wace LLP's hedge and tops funds and a director of the RiverCrest Global Equity fund. He is a Member of the Investment Committee of Cerebrus Capital Management's offshore distressed loan funds. He is also a shareholder of Optima Group Holdings and a member of its advisory board.

**Mr Charles Scott** started his career in investment banking with Wood Gundy in 1979, and joined Morgan Stanley in 1985. At Morgan Stanley, he held several senior management positions, including Head of Equity Sales in Europe, Director of European Research and Chief Operating Officer for Morgan Stanley's Firm wide business in the UK. Charles was a founding Trustee and Chairman of the Morgan Stanley International Foundation, and represented the Firm on several industry bodies. He retired from Morgan Stanley in 2007. Charles is also a Director of Vantage Investment Advisory Limited and Sao Hill Agriculture Limited. He holds an MA in Jurisprudence from Oxford University.

### **The Promoter, Investment Manager and Global Distributor**

The Company has appointed Polar Capital LLP, the promoter of the Company, as its investment manager and global distributor pursuant to the Investment Management and Distribution Agreement dated 23<sup>rd</sup> May 2018 and entered into between the Company and the Investment Manager. The Investment Manager will be responsible for the management of the investment of the assets of the Company, subject always to the supervision and direction of the Directors,. The Investment Manager will also act as global distributor of the Shares of the Company

The Investment Manager is an English limited liability partnership established to provide fund management services to investors who wish to access the fund management expertise of the Investment Manager.

The Investment Manager is regulated in the conduct of its investment business by the Financial Conduct Authority and is also registered as an investment adviser with the Securities and Exchange Commission in the United States. As at 29 June 2018 the Investment Manager had in excess of £13.6 billion under management in various collective investment vehicles.

The Investment Manager may, with consent of the Company and in accordance with the requirements of the Central Bank requirements, appoint one or more investment adviser(s) to whom it may delegate all or part of the day to day conduct of its investment management responsibilities in respect of any Fund.

If more than one investment adviser is appointed to a Fund, the Investment Manager shall allocate the assets of the Fund between the investment advisers in such proportions as it shall, at its discretion, determine.

The Investment Manager, as global distributor, may delegate its functions to any other distributor permitted to be a distributor of the shares of the Company by the competent authority in any jurisdiction in which the shares of the Company shall be distributed.

## **The Administrator, Registrar and Transfer Agent**

The Company has appointed Northern Trust International Fund Administration Services (Ireland) Limited as administrator, registrar transfer agent and secretary pursuant to the Administration Agreement dated 11 October 2001 between the Company and the Administrator, as amended. The Administrator will have the responsibility for the administration of the Company's affairs including the calculation of the Net Asset Value and preparation of the accounts of the Company, subject to the overall supervision of the Directors.

The Administrator is a private limited company incorporated in Ireland on 15 June, 1990 and, like the Depositary, is wholly owned by Northern Trust Corporation. Northern Trust Corporation and its subsidiaries comprise the Northern Trust Group, one of the world's leading providers of global custody and administration services to institutional and personal investors. As at 30 September, 2018, the Northern Trust Group's assets under custody and administration totalled in excess of US\$10.8 trillion.

## **The Depositary**

The Company has appointed Northern Trust Fiduciary Services (Ireland) Limited to act as the depositary to the Company. The Depositary is a private limited liability company incorporated in Ireland on 5 July 1990. Its main activity is the provision of custodial services to collective investment schemes. The Depositary is an indirect wholly-owned subsidiary of Northern Trust Corporation. Northern Trust Corporation and its subsidiaries comprise the Northern Trust Group, one of the world's leading providers of global custody and administration services to institutional and personal investors. As at 30 June, 2018, the Northern Trust Group's assets under custody and administration totalled in excess of US\$10.7 trillion.

Under the terms of the Depositary Agreement, the Depositary may delegate its safekeeping obligations provided that (i) the services are not delegated with the intention of avoiding the requirements of the UCITS Regulations, (ii) the Depositary can demonstrate that there is an objective reason for the delegation and (iii) Northern Trust has exercised all due, skill, care and diligence in the selection and appointment of any third party to whom it wants to delegate parts of the Services, and keeps exercising all due skill, care and diligence in the periodic review and ongoing monitoring of any third party to whom it has delegated parts of its safekeeping services and of the arrangements of the third party in respect of the matters delegated to it. The liability of the Depositary will not be affected by virtue of any such delegation. The Depositary has delegated to its global sub-custodian, The Northern Trust Company, London branch, responsibility for the safekeeping of the Company's financial instruments and cash. The global sub-custodian proposes to further delegate these responsibilities to sub-delegates, the identities of which are set forth in Appendix III hereto. Investors should note that the list of sub-custodians is updated only at each Prospectus review.

The Depositary Agreement provides that the Depositary shall be liable, (i) in respect of a loss of a financial instrument held in its custody (or that of its duly appointed delegate) unless it can prove that the loss has arisen as a result of an external event beyond the Depositary's reasonable control, the consequences of which would have been unavoidable despite all reasonable measures to the contrary, and (ii) in respect of all other losses as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations pursuant to the UCITS Regulations.

The Depositary may act as the depositary of other open-ended investment companies and as trustee or custodian of other collective investment schemes. The Depositary has delegated custody services and asset verification services to The Northern Trust Company, London Branch. The Northern Trust Company has sub-delegated custody services and asset verification services to sub-custodians in certain eligible markets in which the Company may invest.

It is therefore possible that the Depositary and/or its delegates and sub-delegates may in the course of its or their business be involved in other financial and professional activities which may on occasion have potential conflicts of interest with the Company or a particular Sub-fund and/or other funds managed by the Investment Manager or other funds for which the Depositary acts as the depositary, trustee or custodian. The Depositary will, however, have regard in such event to its obligations under the the Depositary Agreement and the UCITS Regulations and, in particular, will use reasonable endeavours to ensure that the performance of its duties will not be impaired by any such involvement it may have and that any conflicts which may arise will be resolved fairly and in the best interests of Shareholders collectively so far as practicable, having regard to its obligations to other clients.

### **Paying Agents/Representatives/Sub-Distributors**

Local laws/regulations in EEA Member States may require the appointment of paying agents/representatives/distributors/correspondent banks ("Paying Agents") and maintenance of accounts by such Agents through which subscription and redemption monies or dividends may be paid. Shareholders who choose or are obliged under local regulations to pay or receive subscription or redemption monies or dividends via an intermediate entity rather than directly to the Depositary (e.g. a Paying Agent in a local jurisdiction) bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the Depositary for the account of the Company or the relevant Fund and (b) redemption monies payable by such intermediate entity to the relevant Shareholder. Fees and expenses of Paying Agents appointed by the Company which will be at normal commercial rates and will be borne by the Company or the Fund in respect of which a Paying Agent has been appointed.

Country Supplements dealing with matters pertaining to Shareholders in jurisdictions in which Paying Agents are appointed may be prepared for circulation to such Shareholders and, if so, a summary of the material provisions of the agreements appointing the Paying Agents will be included in the relevant Country Supplements.

All Shareholders of the Company or the Fund on whose behalf a Paying Agent is appointed may avail of the services provided by Paying Agents appointed by or on behalf of the Company.

### **Conflicts of Interest**

Due to the widespread operations undertaken or which in the future may be undertaken by the Directors, the Investment Manager, any investment advisers appointed by the Investment Manager, the Administrator and the Depositary and their respective holding companies, subsidiaries, affiliates, employees, officers, directors and shareholders (each an "interested party") conflicts of interest may arise.

An interested party may contract or enter into any financial, banking or other transaction including, without limitation, investment in securities of a Shareholder or any company or body any of whose investments form part of the assets comprised in any Fund or be interested in any such contract or transaction and may invest in and deal with the Shares of any Fund or property of any kind included in the assets of the Company.

Any cash of the Company may be deposited, subject to the provisions of the Irish Central Bank Acts, with an interested party or invested in certificates of deposit or banking instruments issued by an interested party. Banking and similar transactions may also be undertaken with or through an interested party or any such subsidiary, affiliate, associate, agent or delegate. An interested party may provide similar services to others provided that the services they provide to the Company are not impaired thereby. Furthermore an interested party may acquire, hold or dispose of Investments notwithstanding that such Investments had been acquired or disposed of by or on behalf of the Company by virtue of a transaction effected by the Company in which the interested party was concerned provided that the acquisition or disposal by an interested party of such Investments is effected on normal commercial terms as if negotiated on an arm's length basis and the Investments held by the Company are acquired on the best terms reasonably obtainable having regard to the interests of the Company. An interested party may deal with the Company as principal or as agent, provided that any such dealings are consistent with the best interests of Shareholders and are carried out as if effected on normal commercial terms negotiated on an arm's length basis i.e. if:-

- (a) the value of the transaction is certified by either:
  - (i) a person who has been approved by the Depositary as being independent and competent; or
  - (ii) a person who has been approved by the Company as being independent and competent in the case of transactions involving the Depositary;
- (b) execution is on best terms on an organised investment exchange under the rules of the relevant exchange;
- (c) execution is on terms which the Depositary or, in the case of a transaction involving the Depositary, the Company is satisfied that such transactions are conducted at arm's length and in the best interests of the Shareholders of the Company.

The periodic reports of the Company will confirm (i) whether the Directors are satisfied that there are arrangements (evidenced by written procedures) in place to ensure that the obligations set out above are applied to all transactions with connected parties and (ii) whether the Directors are satisfied that the transactions with connected parties entered into during the period complied with the obligations outlined above.

The Investment Manager's fee is based on a percentage of the Net Asset Value of each Fund (from which fee investment advisers (if any) are paid).

In the event that a conflict of interest does arise, the Directors, the Investment Manager and the investment advisers, will endeavour, so far as they are reasonably able, to ensure that it is resolved fairly and that investment opportunities are allocated on a fair and equitable basis.



## **GENERAL**

### **Meetings**

Shareholders in the Company will be entitled to attend and vote at general meetings of the Company. The annual general meeting of the Company will be held in Ireland normally within six months of the end of each financial year of the Company. Notices convening each annual general meeting will be sent to Shareholders together with the annual accounts and reports not less than twenty-one days before the date fixed for the meeting.

### **Accounts and Information**

The Company's accounting period ends on 31 December in each year.

The Company will prepare an annual report and audited financial statements, which will be made available to Shareholders within four months of the end of the financial period to which they relate i.e. by 30 April in each year. Copies of the unaudited half-yearly reports (made up to 30 June) will also be made available to Shareholders within two months of the end of the half-year period to which they relate i.e. by 31 August in each year. The annual report is sent to the Companies Announcements Office of Euronext Dublin within the same time period. Copies of the audited annual report and the unaudited half yearly report will be made available to Shareholders free of charge, (including, inter alia, by use of electronic communication or access to be a website) and will be sent to prospective investors upon request.

## **VALUATION, SUBSCRIPTIONS, REDEMPTIONS, SWITCHES AND DISTRIBUTION**

### **Calculation of Net Asset Value**

The Net Asset Value of each Fund is expressed in its base currency. The calculation of the Net Asset Value of each Fund and the Net Asset Value attributable to each class thereof will be carried out by the Administrator in accordance with the requirements of the Articles, and details are set out under the heading "Statutory and General Information" below. Except when the determination of the Net Asset Value of any Fund has been suspended or postponed in the circumstances set out under the heading "Temporary Suspensions" below, the calculation of the Net Asset Value of each Fund, the Net Asset Value per Share (and, where there is more than one Share class in a Fund, the Net Asset Value attributable to each class and the Net Asset Value per Share per Class) will be prepared as at each Valuation Point and will be available to Shareholders on request. The Net Asset Value per Share shall also be made public at the offices of the Administrator during normal business hours and will be published daily in the Financial Times. The Net Asset Value per Share of each class which is listed on Euronext Dublin will, upon calculation, be notified without delay by the Administrator to Euronext Dublin.

The Net Asset Value attributable to any class of Shares within a Fund will be determined by deducting the share of liabilities of that class from its share of the assets of the Fund. The Net Asset Value of each Share of each class will be determined by dividing the Net Asset Value attributable to the class by the number of Shares of that class.

The Articles allow the Directors, on the advice of the Investment Manager, to adjust the Net Asset Value per Share to reflect the value of such Fund's investments assuming they were valued using the bid price

on the relevant market at the relevant time. The Directors intention is only to exercise this discretion to preserve the value of the holdings of continuing unitholders in the event of substantial or recurring net realisations of Shares in the relevant Fund.

The costs and liabilities/benefits arising from instruments entered into for the purposes of hedging the currency exposure for the benefit of any particular class of a Fund (where the currency of a particular class is different to the base currency of the Fund) shall be attributable exclusively to that class. Where there are different classes of Shares in a Fund, the relevant Supplement shall state whether or not this hedging policy is being adopted in respect of any class of such Fund and shall contain further details in relation thereto. Currency conversions required following subscriptions, redemptions, switches and distributions relating to Shares in a Fund denominated otherwise in the base currency of the Fund will be affected at prevailing exchange rates.

Subject and without prejudice to any other liability that may be owed to the Company, none of the Directors, the Investment Manager, the Administrator or the Depositary shall have any liability in the event that any price or valuation, used in good faith in connection with the above procedures, proves to be an incorrect or an inaccurate estimate or determination of the price or value of any part of any asset of the Company or any Fund.

### **Subscriptions**

The Directors may issue Shares of any class of any Fund and on such terms as they may from time to time determine. The terms and conditions applicable to the issue of Shares of any class together with subscription and settlement details and procedures will be set out in the relevant Supplement. Shares shall be issued at the Net Asset Value per Share plus any charges as specified in the relevant Supplement. All Shares will be registered in inscribed form and evidenced by entry on the Company's register of shareholders and confirmations of ownership in writing will be issued to Shareholders. Certificates will not be issued.

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 application for Shares without assigning any reason therefor. The Directors have power to impose such restrictions as they think necessary to ensure that no Shares are acquired by any person which might result in the legal and beneficial ownership of Shares by persons who are not Qualified Holders or expose the Company to adverse tax or regulatory consequences.

If an application is rejected, any monies received will be returned to the applicant (minus any handling charge incurred in any such return) as soon as possible by telegraphic transfer (but without interest, costs or compensation).

No Shares of any Fund will be issued or allotted during a period when the determination of Net Asset Value of that Fund is suspended.

### ***Subscriptions in Specie***

In accordance with the provisions of Article 11 of the Memorandum and Articles of Association of the Company, the Company may accept in specie applications for shares in the Fund provided that the

nature of the assets to be transferred into the Fund qualifies as investments of the Fund in accordance with its investment objectives, policies and restrictions. Assets so transferred shall be vested with the Depositary or arrangements shall be made to vest the assets with the Depositary. The number of Shares to be issued shall not exceed the amount that would be issued for the cash equivalent. The Depositary shall be satisfied that the terms of any exchange will not be such as are likely to result in any prejudice to the existing shareholders of a Fund.

Your attention is drawn to the section of the Prospectus entitled “*Risk Factors*” – “*Operation of Umbrella Cash Account*” above.

### **Redemption**

Shareholders may redeem their shares on any Dealing Day in accordance with the procedures and the price set out in the relevant Supplement.

Your attention is drawn to the section of the Prospectus entitled “*Risk Factors*” – “*Operation of Umbrella Cash Account*” above.”

### **Switching**

Shareholders of a class within a Fund may switch free of any switching charge to classes within such other Fund or Funds as the Directors may permit. The holders of Shares of each Class of each of the Funds in existence as at the date of this Prospectus (listed under the heading “Introduction” above) may switch to each of the others of such Funds. On the establishment of any new Fund (or Class thereof) the Directors shall specify the switching rights relating to such Fund (or Class thereof).

Switching may be effected by telephone order to the Administrator or written application to the Administrator on such switching form as may be prescribed by the Directors. Telephone orders may be placed with the Administrator on + 353 1 4345007.

If the switch would result in the Shareholder holding a number of Shares in the original Fund with a value of less than the Minimum Holding, the Company (or the Administrator on its behalf) may, at its discretion, convert the whole of the applicant’s holding of Shares in the Fund or refuse to effect any switch. No conversions will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to conversion. Notice of conversion must be received by the Administrator by the time stated in the relevant Fund Supplement (consistent with the deadline for receipt of redemption requests).

The number of Shares to be issued in the new Fund will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the new Fund to be allocated
- B = number of Shares of the original Fund to be converted
- C = redemption price per Share on the relevant Dealing Day for the old Fund
- D = the currency conversion factor determined by the Administrator or where the base currencies of the relevant Funds are the same  $D = 1$
- E = subscription price per Share on the relevant Dealing Day for the New Fund

### **Total Redemption**

All the Shares of the Company or of any Fund may be redeemed:-

- (a) at the discretion of the Directors, by giving not less than 30 days' notice in writing to the relevant Shareholders; or
- (b) if the Shareholders of the Company or of the relevant Fund so approve by way of special resolution.

All the Shares of the Company shall be redeemed by not less than 30 days' nor more than sixty days' notice to Shareholders if, within 90 days from the date of the Depositary serving notice of termination of the Depositary Agreement, another Depositary acceptable to the Company and the Central Bank has not been appointed to act as Depositary.

### **Transfer of Shares**

Shares are (save as hereinafter specified) freely transferable and may be transferred in writing in a form approved by the Directors. Prior to the registration of any transfer, transferees must complete an Application Form and provide such other information (e.g. as to identity) as the Company or its delegates may reasonably require. The Directors may decline to register any transfer of a Share where:

- (a) they are aware or believe that such transfer would result in the legal or beneficial ownership of such Share by a person who is not a Qualified Holder or expose the Company to adverse tax or regulatory consequences; or
- (b) to a person who is not already a Shareholder if, as a result of such transfer, the proposed transferee would not be the holder of a Minimum Holding.

### **Temporary Suspensions**

The Company may temporarily suspend the determination of the Net Asset Value of any Fund and the issue and redemption of Shares of any class of any Fund:-

- (a) during the whole or any part of any period when any of the principal markets on which any significant portion of the Investments of the relevant Fund from time to time are quoted, listed, traded or dealt in is closed (otherwise than for customary weekend or ordinary holidays) or during which dealings therein are restricted or suspended or trading on any relevant futures exchange or market is restricted or suspended;

- (b) during the whole or any part of any period when, as a result of political, economic, military or monetary events or any other circumstances outside the control, responsibility and power of the Directors, any disposal or valuation of Investments of the relevant Fund is not, in the opinion of the Directors, reasonably practicable without this being seriously detrimental to the interests of owners of Shares in general or the owners of Shares of the relevant Fund or if, in the opinion of the Directors, the Net Asset Value cannot fairly be calculated or such disposal would be materially prejudicial to the owners of Shares in general or the owners of Shares of the relevant Fund;
- (c) during the whole or any part of any period during which any breakdown occurs in the means of communication normally employed in determining the value of any of the Investments of the Company or when for any other reason the value of any of the Investments or other assets of the relevant Fund cannot reasonably or fairly be ascertained;
- (d) during the whole or any part of any period when the Company is unable to repatriate funds required for the purpose of making redemption payments or when such payments cannot, in the opinion of the Directors, be effected at normal prices or normal rates of exchange or during which there are difficulties or it is envisaged that there will be difficulties, in the transfer of monies or assets required for subscriptions, redemptions or trading; or
- (e) upon the publication of a notice convening a general meeting of Shareholders for the purpose of resolving to wind up the Company.

The Company, where possible, will take all necessary steps to bring any period of suspension to an end as soon as possible.

If total requests for redemption or switching on any Dealing Day for any Fund exceed 10% of the total number of Shares outstanding in that Fund, each redemption or switching request in respect of Shares in such Fund may, at the discretion of the Directors, be reduced so that the total number of Shares of each Fund for redemption or switching on that Dealing Day shall not exceed 10% of the total number of Shares outstanding in that Fund. Any redemption or switching request so reduced shall be carried forward to the next Dealing Day and effected in priority to subsequent redemption or switching requests on the following (and, if necessary, subsequent) Dealing Day(s). If redemption or switching requests are so carried forward, the Company shall procure that the Shareholders whose dealings are affected thereby are promptly informed.

In the event of any suspension as set out above, the Company will immediately publish such fact on [www.polarcapital.co.uk](http://www.polarcapital.co.uk) and will immediately (and in any event during the Business Day on which the suspension occurred) notify the Central Bank, Euronext Dublin and any other competent authority in a Member State or other country in which Shares are marketed.

### **Closure of Classes**

The Directors may close some or all of the Classes within a Fund to subscriptions from existing and/or new Shareholders. The Directors may subsequently re-open some or all of the Classes within a Fund to further subscriptions from existing and/or new Shareholders at their discretion and the process of closing and potentially, re-opening the Classes may be repeated thereafter as the Directors may determine from

time to time. A Fund may be closed at the discretion of the Directors for further subscriptions, when for example, the investment strategy of the Fund has reached its capacity.

Shareholders may ascertain the closed or open status of the Classes within a Fund and if those Classes are open to existing and/or new Shareholders by contacting the Administrator. Closing a Fund to new subscriptions will not affect the redemption rights of Shareholders and Shareholders will be permitted to switch into other Classes as outlined in this Prospectus under “Switching”.

## **FEES AND EXPENSES**

The current fees of the service providers to the Company are set out or are referred to below.

### **Investment Management Fees**

The Investment Manager is entitled to receive an investment management fee and a performance fee calculated in accordance with the procedures set out in the relevant Supplement. The investment management fee will be calculated as a percentage per annum of the Net Asset Value of each Fund (before deduction for any accrued performance fees) together with any extraordinary out of pocket expenses. The Investment Manager will be responsible for discharging the fees of the investment advisers.

Such fees will be accrued daily based on the daily Net Asset Value of the relevant Fund and will be paid monthly in arrears.

### **Depositary Fees**

In consideration of the services to be performed by the Depositary, the Depositary shall be entitled to receive:

- An annual fee from the Company accrued daily and paid monthly in arrears of 0.015% of the Company's Net Asset Value.
- Subject to a monthly minimum fee of US \$1,200 in respect of each Fund which shall be accrued daily and paid monthly in arrears.

The Depositary shall also be entitled to be repaid out of the assets of each Fund all reasonable out-of-pocket expenses incurred by it on behalf of the relevant Fund (such as telephone, postage, printing, legal and fax expenses) including stamp duties and registration fees and the fees and expenses of sub-custodian, at normal commercial rates.

### **Administration Fees**

In consideration of the services to be performed by the Administrator, the Administrator shall be entitled to receive:

An annual fee accrued daily and paid monthly in arrears of:

- 0.09% of the first US \$1,500,000,000 of the Company's Net Asset Value;

- 0.07% of the next US \$3,500,000,000 of the Company's Net Asset Value;
  - 0.04% of the next US \$5,000,000,000 of the Company's Net Asset Value;
  - 0.02% of the Company's Net Asset Value thereafter.
- Subject to a monthly minimum fee of US \$3,500 in respect of each Fund which shall be accrued daily and paid monthly in arrears.

The Administrator shall also be entitled to be repaid out of the assets of the Company or relevant Fund all of its reasonable out-of-pocket expenses incurred on behalf of the Company (which shall include legal fees, couriers' fees and telecommunication costs and expenses).

### **Paying Agency Fees**

The fees payable to paying agents/representatives/distributors/correspondent banks ("Paying Agents") will be at normal commercial rates.

### **Subscription Fee**

The Investment Manager is entitled to receive from the Company on the issue of Shares an initial charge which, until otherwise notified, will not exceed 5% of the gross amount invested by an investor. The Investment Manager will pay, out of the initial charge, commission or discount to recognised intermediaries or such other persons as the Investment Manager may determine at its absolute discretion.

### **Directors' Fees**

The Directors shall be entitled to a fee and remuneration for their services at a rate to be determined from time to time by the Directors. The total aggregate maximum fee payable to the Board of Directors is set at EUR 1,000,000. The actual fee payable to each Director will be disclosed in the Company's annual report. Any increase above the stated maximum will require the approval of the Company in a general meeting. The Directors may also be paid, inter alia, for travelling, hotel and other expenses properly incurred by them in attending meetings of the Directors or in connection with the business of the Company.

### **Operational Expenses**

The Company will also pay out of the assets of each Fund:

- (a) any fees in respect of circulating details of the Net Asset Value (including publishing prices) and Net Asset Value per Share;
- (b) stamp duties;
- (c) taxes;
- (d) company secretarial fees;
- (e) rating fees (if any);
- (f) Directors fees (if any) and expenses;
- (g) the cost of insurance (if any);
- (h) brokerage or other expenses of acquiring and disposing of Investments;

- (i) fees and expenses of the auditors, tax, legal and other professional advisers of the Company, including compliance consultants retained to assist the Company with the governance requirements of the Regulations;
- (j) fees connected with listing of Shares on any stock exchange;
- (k) fees and expenses in connection with the distribution of Shares and costs of registration of the Company in jurisdictions outside Ireland;
- (l) costs of preparing, printing and distributing the Prospectus and Supplements, reports, accounts and any explanatory memoranda;
- (m) any necessary translation fees;
- (n) any costs incurred as a result of periodic updates of the Prospectus of the Company, any Supplements, or of a change in law or the introduction of any new law (including any costs incurred as a result of compliance with any applicable code, whether or not having the force of law);
- (o) any other fees and expenses relating to the management and administration of the Company or attributable to the Company's investments, to include, but not limited to research costs;
- (p) in respect of each financial year of the Company in which expenses are being determined, such proportion (if any) of the establishment and reconstruction expenses as are being amortised in that year.

The above expenses shall be charged as between each Fund and class thereof on such terms and in such manner as the Directors (with the consent of the Depositary) deem fair and equitable.

All fees and expenses, Duties and Charges will be charged to the Fund (and class thereof, if appropriate) in respect of which they were incurred or, where an expense is not considered by the Directors to be attributable to any one Fund (or class thereof), the expense will normally be allocated to classes of all Funds pro rata to the Net Asset Value of the relevant Funds. Expenses of the Company which are directly attributable to a specific class of Shares are charged against the income available for distribution to the holders of such Shares, unless otherwise stated in the relevant supplement. In the case of any fees or expenses of a regular or recurring nature, such as audit fees, the Directors may calculate such fees and expenses on an estimated figure for yearly or other periods in advance and accrue the same in equal proportions over any period.

### **Remuneration Policy**

The Company has adopted a remuneration policy as required by the UCITS Directive. The Company's remuneration includes measures to avoid conflicts of interest and applies to those categories of staff whose professional activities have been identified by the Company as potentially having a material impact on the risk profile of the Company and its Funds.

In line with the provisions of the UCITS Directive, the Company applies its remuneration policy and practices in a way and to the extent that is proportionate to its size, its internal organisation and the nature, scope and complexity of its activities.

Where the Company delegates investment management functions in respect of any Fund of the Company, it will ensure that any such delegates so appointed by it apply in a proportionate manner the remuneration rules as detailed in the UCITS Directive or, alternatively, are subject to equally effective remuneration policies under their home authorisation.



Details of the Company's up-to-date remuneration policy, including, but not limited to, a description of how remuneration and benefits are calculated and the identity of persons responsible for awarding the remuneration and benefits, is available at the website [www.polarcapital.co.uk](http://www.polarcapital.co.uk) and a paper copy of such remuneration policy is available to investors free of charge.

### **ALLOCATION OF ASSETS AND LIABILITIES**

The Articles contain the following provisions regarding the operation of the Company:

- (a) the records and accounts of each Fund shall be maintained separately in the base currency of the relevant Fund;
- (b) the assets of each Fund shall belong exclusively to that Fund, shall be segregated in the records of the Depositary from the assets of other Funds, shall not be used to discharge directly or indirectly the liabilities of or claims against any other Fund and shall not be available for any such purpose;
- (c) the proceeds from the issue of each class of Share shall be applied to the relevant Fund established for that class of Share, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such Fund subject to the provisions of the Articles;
- (d) where any asset is derived from another asset, the derived asset shall be applied to the same Fund as the assets from which it was derived, and on each revaluation of an asset the increase or diminution in value shall be applied to the relevant Fund;
- (e) in the case where an asset or a liability of the Company cannot be considered as being attributable to a particular Fund, the Directors shall have the discretion, subject to the approval of the Auditors, to determine the basis upon which such asset or liability shall be allocated between the Funds.

All liabilities shall (in the event of a winding up of the Company or a repurchase of all of the Shares of the Company or all the Shares of any Fund), unless otherwise agreed upon with the creditors, be binding on the relevant Fund to which they are attributable.

## TAXATION

### General

***The information given is not exhaustive and does not constitute legal or tax advice. Prospective investors should consult their own professional advisers as to the implications of their subscribing for, purchasing, holding, switching or disposing of Shares under the laws of the jurisdictions in which they may be subject to tax.***

***The following is a brief summary of certain aspects of Irish and United Kingdom tax law and practice relevant to the transactions contemplated in this Prospectus. It is based on the law and practice and official interpretation currently in effect, all of which are subject to change.***

Dividends, interest and capital gains (if any) which the Company/any of the Funds receive with respect to its/their investments (other than securities of Irish issuers) may be subject to taxes, including withholding taxes, in the countries in which the issuers of investments are located. It is anticipated that the Company may not be able to benefit from reduced rates of withholding tax in double taxation agreements between Ireland and such countries. If this position changes in the future and the application of a lower rate results in a repayment to the Company the Net Asset Value will not be re-stated and the benefit will be allocated to the existing Shareholders rateably at the time of repayment.

### Irish Taxation

The Directors have been advised that on the basis that the Company is resident in Ireland for taxation purposes the taxation position of the Company and the Shareholders is as set out below.

### Definitions

For the purposes of this section, the following definitions shall apply.

#### **“Irish Resident”**

- in the case of an individual, means an individual who is resident in Ireland for tax purposes.
- in the case of a trust, means a trust that is resident in Ireland for tax purposes.
- in the case of a company, means a company that is resident in Ireland for tax purposes.

An individual will be regarded as being resident in Ireland for a tax year if he/she is present in Ireland: (1) for a period of at least 183 days in that tax year; or (2) for a period of at least 280 days in any two consecutive tax years, provided that the individual is present in Ireland for at least 31 days in each period. In determining days present in Ireland, an individual is deemed to be present if he/she is in Ireland at any time during the day. This new test takes effect from 1 January 2009 (previously in determining days present in Ireland an individual was deemed to be present if he/she was in Ireland at the end of the day (midnight)).

A trust will generally be Irish resident where the trustee is resident in Ireland or a majority of the trustees (if more than one) are resident in Ireland.

A company which has its central management and control in Ireland is resident in Ireland irrespective of where it is incorporated. A company which does not have its central management and control in Ireland but which is incorporated in Ireland is resident in Ireland except where:-

- the company or a related company carries on a trade in Ireland, and either the company is ultimately controlled by persons resident in EU Member States or in countries with which Ireland has a double taxation treaty, or the company or a related company are quoted companies on a recognised Stock Exchange in the EU or in a treaty country under a double taxation treaty between Ireland and that country. This exception does not apply where it would result in an Irish incorporated company that is managed and controlled in a relevant territory (other than Ireland), but would not be resident in that relevant territory as it is not incorporated there, not being resident for tax purposes in any territory.

or

- the company is regarded as not resident in Ireland under a double taxation treaty between Ireland and another country.

The Finance Act 2014 amended the above residency rules for companies incorporated on or after 1 January 2015. These new residency rules will ensure that companies incorporated in Ireland and also companies not so incorporated but that are managed and controlled in Ireland, will be tax resident in Ireland except to the extent that the company in question is, by virtue of a double taxation treaty between Ireland and another country, regarded as resident in a territory other than Ireland (and thus not resident in Ireland). For companies incorporated before this date these new rules will not come into effect until 1 January 2021 (except in limited circumstances).

It should be noted that the determination of a company's residence for tax purposes can be complex in certain cases and potential investors are referred to the specific legislative provisions that are contained in Section 23A of the Taxes Act.

#### **“Ordinarily Resident in Ireland”**

- in the case of an individual, means an individual who is ordinarily resident in Ireland for tax purposes;
- in the case of a trust, means a trust that is ordinarily resident in Ireland for tax purposes.

An individual will be regarded as ordinarily resident for a particular tax year if he/she has been Irish Resident for the three previous consecutive tax years (i.e. he/she becomes ordinarily resident with effect from the commencement of the fourth tax year). An individual will remain ordinarily resident in Ireland until he/she has been non-Irish Resident for three consecutive tax years. Thus, an individual who is resident and ordinarily resident in Ireland in the tax year 1 January 2016 to 31 December 2016 and departs from Ireland in that tax year will remain ordinarily resident up to the end of the tax year 1 January 2019 to 31 December 2019.

The concept of a trust's ordinary residence is somewhat obscure and linked to its tax residence.

### **“Exempt Irish Investor”**

- a pension scheme which is an exempt approved scheme within the meaning of Section 774 of the Taxes Act or a retirement annuity contract or a trust scheme to which Section 784 or 785 of the Taxes Act applies;
- a company carrying on life business within the meaning of Section 706 of the Taxes Act;
- an investment undertaking within the meaning of Section 739B(1) of the Taxes Act;
- a special investment scheme within the meaning of Section 737 of the Taxes Act;
- a charity being a person referred to in Section 739D(6)(f)(i) of the Taxes Act;
- a unit trust to which Section 731(5)(a) of the Taxes Act applies;
- a qualifying fund manager within the meaning of Section 784A(1)(a) of the Taxes Act where the Shares held are assets of an approved retirement fund or an approved minimum retirement fund;
- a qualifying management company within the meaning of Section 739B of the Taxes Act;
- an investment limited partnership within the meaning of Section 739J of the Taxes Act;
- a personal retirement savings account (“PRSA”) administrator acting on behalf of a person who is entitled to exemption from income tax and capital gains tax by virtue of Section 787I of the Taxes Act and the Shares are assets of a PRSA;
- a credit union within the meaning of Section 2 of the Credit Union Act, 1997;
- the National Treasury Management Agency or a Fund investment vehicle (within the meaning of section 37 of the National Treasury Management Agency (Amendment) Act 2014) of which the Minister for Finance is the sole beneficial owner, or the State acting through the National Treasury Management Agency;
- the National Asset Management Agency;
- a company which is within the charge to corporation tax in accordance with Section 110(2) of the Taxes Act in respect of payments made to it by the Company; or
- any other Irish Resident or persons who are Ordinarily Resident in Ireland who may be permitted to own Shares under taxation legislation or by written practice or concession of the Revenue Commissioners without giving rise to a charge to tax in the Company or jeopardising tax exemptions associated with the Company giving rise to a charge to tax in the Company;

provided that they have correctly completed the Relevant Declaration.

### **“Intermediary”**

means a person who:-

- carries on a business which consists of, or includes, the receipt of payments from an investment undertaking on behalf of other persons; or
- holds shares in an investment undertaking on behalf of other persons.

**“Ireland”** means the Republic of Ireland

### **“Recognised Clearing System”**

means any clearing system listed in Section 246A of the Taxes Act (including, but not limited to, Euroclear, Clearstream Banking AG, Clearstream Banking SA and CREST) or any other system for clearing shares which is designated for the purposes of Chapter 1A in Part 27 of the Taxes Act, by the Irish Revenue Commissioners, as a recognised clearing system.

### **“Relevant Declaration”**

means the declaration relevant to the Shareholder as set out in Schedule 2B of the Taxes Act.

### **“Relevant Period”**

means a period of 8 years beginning with the acquisition of a Share by a Shareholder and each subsequent period of 8 years beginning immediately after the preceding Relevant Period.

**“Taxes Act”**, The Taxes Consolidation Act, 1997 (of Ireland) as amended.

### **The Company**

The Company will be regarded as resident in Ireland for tax purposes if the central management and control of its business is exercised in Ireland and the Company is not regarded as resident elsewhere. It is the intention of the Directors that the business of the Company will be conducted in such a manner as to ensure that it is Irish resident for tax purposes.

The Directors have been advised that the Company qualifies as an investment undertaking as defined in Section 739B (1) of the Taxes Act. Under current Irish law and practice, the Company is not chargeable to Irish tax on its income and gains.

However, tax can arise on the happening of a “chargeable event” in the Company. A chargeable event includes any distribution payments to Shareholders or any encashment, redemption, cancellation, transfer or deemed disposal (a deemed disposal will occur at the expiration of a Relevant Period) of Shares or the appropriation or cancellation of Shares of a Shareholder by the Company for the purposes of meeting the amount of tax payable on a gain arising on a transfer. No tax will arise on the Company in respect of chargeable events in respect of a Shareholder who is neither Irish Resident nor Ordinarily Resident in Ireland at the time of the chargeable event provided that a Relevant Declaration is in place and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct. In the absence of either a Relevant Declaration there is a presumption that the investor is Irish Resident or Ordinarily Resident in Ireland. A chargeable event does not include:

- An exchange by a Shareholder, effected by way of an arm’s-length bargain where no payment is made to the Shareholder, of Shares in the Company for other Shares in the Company;
- Any transactions (which might otherwise be a chargeable event) in relation to shares held in a recognised clearing system as designated by order of the Irish Revenue Commissioners;

- A transfer by a Shareholder of the entitlement to Shares where the transfer is between spouses and former spouses, subject to certain conditions; or
- An exchange of Shares arising on a qualifying amalgamation or reconstruction (within the meaning of Section 739H of the Taxes Act) of the Company with another investment undertaking.

If the Company becomes liable to account for tax if a chargeable event occurs, the Company shall be entitled to deduct from the payment arising on a chargeable event an amount equal to the appropriate tax and/or where applicable, to appropriate or cancel such number of Shares held by the Shareholder or the beneficial owner of the Shares as are required to meet the amount of tax. The relevant Shareholder shall indemnify and keep the Company indemnified against loss arising to the Company by reason of the Company becoming liable to account for tax on the happening of a chargeable event if no such deduction, appropriation or cancellation has been made.

Dividends received by the Company from investment in Irish equities may be subject to Irish dividend withholding tax at the standard rate of income tax (currently 20%). However, the Company can make a declaration to the payer that it is a collective investment undertaking beneficially entitled to the dividends which will entitle the Company to receive such dividends without deduction of Irish dividend withholding tax.

### **Stamp Duty**

No stamp duty is payable in Ireland on the issue, transfer, repurchase or redemption of Shares in the Company. Where any subscription for or redemption of Shares is satisfied by the in specie transfer of securities, property or other types of assets, Irish stamp duty may arise on the transfer of such assets.

No Irish stamp duty will be payable by the Company on the conveyance or transfer of stock or marketable securities provided that the stock or marketable securities in question have not been issued by a company registered in Ireland and provided that the conveyance or transfer does not relate to any immovable property situated in Ireland or any right over or interest in such property or to any stocks or marketable securities of a company (other than a company which is an investment undertaking within the meaning of Section 739B (1) of the Taxes Act or a “qualifying company” within the meaning of Section 110 of the Taxes Act) which is registered in Ireland.

### **Shareholders Tax**

#### *Shares which are held in a Recognised Clearing System*

Any payments to a Shareholder or any encashment, redemption, cancellation or transfer of Shares held in a Recognised Clearing System will not give rise to a chargeable event in the Company (there is however ambiguity in the legislation as to whether the rules outlined in this paragraph with regard to Shares held in a Recognised Clearing System, apply in the case of chargeable events arising on a deemed disposal, therefore, as previously advised, Shareholders should seek their own tax advice in this regard). Thus the Company will not have to deduct any Irish taxes on such payments regardless of whether they are held by Shareholders who are Irish Residents or Ordinarily Resident in Ireland, or whether a non-resident Shareholder has made a Relevant Declaration. However, Shareholders who are Irish Resident or Ordinarily Resident in Ireland or who are not Irish Resident or Ordinarily Resident in

Ireland but whose Shares are attributable to a branch or agency in Ireland may still have a liability to account for Irish tax on a distribution or encashment, redemption or transfer of their Shares.

To the extent any Shares are not held in a Recognised Clearing System at the time of a chargeable event (and subject to the discussion in the previous paragraph relating to a chargeable event arising on a deemed disposal), the following tax consequences will typically arise on a chargeable event.

*Shareholders who are neither Irish Residents nor Ordinarily Resident in Ireland*

The Company will not have to deduct tax on the occasion of a chargeable event in respect of a Shareholder if (a) the Shareholder is neither Irish Resident nor Ordinarily Resident in Ireland, (b) the Shareholder has made a Relevant Declaration on or about the time when the Shares are applied for or acquired by the Shareholder and (c) the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct. In the absence of either a Relevant Declaration (provided in a timely manner) tax will arise on the happening of a chargeable event in the Company regardless of the fact that a Shareholder is neither Irish Resident nor Ordinarily Resident in Ireland. The appropriate tax that will be deducted is as described below.

To the extent that a Shareholder is acting as an Intermediary on behalf of persons who are neither Irish Resident nor Ordinarily Resident in Ireland no tax will have to be deducted by the Company on the occasion of a chargeable event provided that the Intermediary has made a Relevant Declaration that he/she is acting on behalf of such persons and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct.

Shareholders who are neither Irish Residents nor Ordinarily Resident in Ireland or such Shareholders have made Relevant Declarations in respect of which the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct, will not be liable to Irish tax in respect of income from their Shares and gains made on the disposal of their Shares. However, any corporate Shareholder which is not Irish Resident and which holds Shares directly or indirectly by or for a trading branch or agency in Ireland will be liable to Irish tax on income from their Shares or gains made on disposals of the Shares.

Where tax is withheld by the Company on the basis that no Relevant Declaration has been filed with the Company by the Shareholder, Irish legislation provides for a refund of tax only to companies within the charge to Irish corporation tax, to certain incapacitated persons and in certain other limited circumstances.

*Shareholders who are Irish Residents or Ordinarily Resident in Ireland*

Unless a Shareholder is an Exempt Irish Investor and makes a Relevant Declaration to that effect and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct or unless the Shares are purchased by the Courts Service, tax at the rate of 41% (25% where the Shareholder is a company and an appropriate declaration is in place) will be required to be deducted by the Company from a distribution (where payments are made annually or at more frequent intervals) to a Shareholder who is Irish Resident or Ordinarily Resident in Ireland. Similarly, tax at the rate of 41% (25% where the Shareholder is a company and an

appropriate declaration is in place) will have to be deducted by the Company on any other distribution or gain arising to the Shareholder (other than an Exempt Irish Investor who has made a Relevant Declaration) on an encashment, redemption, cancellation, transfer or deemed disposal (see below) of Shares by a Shareholder who is Irish Resident or Ordinarily Resident in Ireland.

The Finance Act 2006 introduced rules (which were subsequently amended by the Finance Act 2008) in relation to an automatic exit tax for Shareholders who are Irish Resident or Ordinarily Resident in Ireland in respect of Shares held by them in the Company at the ending of a Relevant Period. Such Shareholders (both companies and individuals) will be deemed to have disposed of their Shares ("deemed disposal") at the expiration of that Relevant Period and will be charged to tax at the rate of 41% (25% where the Shareholder is a company and an appropriate declaration is in place) on any deemed gain (calculated without the benefit of indexation relief) accruing to them based on the increased value (if any) of the Shares since purchase or since the previous exit tax applied, whichever is later.

For the purposes of calculating if any further tax arises on a subsequent chargeable event (other than chargeable events arising from the ending of a subsequent Relevant Period or where payments are made annually or at more frequent intervals), the preceding deemed disposal is initially ignored and the appropriate tax calculated as normal. Upon calculation of this tax, credit is immediately given against this tax for any tax paid as a result of the preceding deemed disposal. Where the tax arising on the subsequent chargeable event is greater than that which arose on the preceding deemed disposal, the Company will have to deduct the difference. Where the tax arising on the subsequent chargeable event is less than that which arose on the preceding deemed disposal, the Company will refund the Shareholder for the excess (subject to the paragraph headed "*15% threshold*" below).

#### 10% Threshold

The Company will not have to deduct tax ("exit tax") in respect of this deemed disposal where the value of the chargeable shares (i.e. those Shares held by Shareholders to whom the declaration procedures do not apply) in the Company (or Fund being an umbrella scheme) is less than 10% of the value of the total Shares in the Company (or the Fund) and the Company has made an election to report certain details in respect of each affected Shareholder to Revenue (the "Affected Shareholder") in each year that the de minimus limit applies. In such a situation the obligation to account for the tax on any gain arising on a deemed disposal will be the responsibility of the Shareholder on a self-assessment basis ("self-assessors") as opposed to the Company or Fund (or their service providers). The Company is deemed to have made the election to report once it has advised the Affected Shareholders in writing that it will make the required report.

#### 15 % Threshold

As previously stated where the tax arising on the subsequent chargeable event is less than that which arose on the preceding deemed disposal (e.g. due to a subsequent loss on an actual disposal), the Company will refund the Shareholder the excess. Where however immediately before the subsequent chargeable event, the value of chargeable shares in the Company (or Fund being an umbrella scheme) does not exceed 15% of the value of the total Shares, the Company may elect to have any excess tax arising repaid directly by Revenue to the Shareholder. The Company is deemed to have made this election once it notifies the Shareholder in writing that any repayment due will be made directly by Revenue on receipt of a claim by the Shareholder.



### Other

To avoid multiple deemed disposal events for multiple units an irrevocable election under Section 739D(5B) can be made by the Company to value the Shares held at the 30<sup>th</sup> June or 31<sup>st</sup> December of each year prior to the deemed disposal occurring. While the legislation is ambiguous, it is generally understood that the intention is to permit a fund to group shares in six month batches and thereby make it easier to calculate the exit tax by avoiding having to carry out valuations at various dates during the year resulting in a large administrative burden.

The Irish Revenue Commissioners have provided updated investment undertaking guidance notes which deal with the practical aspects of how the above calculations/objectives will be accomplished.

Shareholders (depending on their own personal tax position) who are Irish Resident or Ordinarily Resident in Ireland may still be required to pay tax or further tax on a distribution or gain arising on an encashment, redemption, cancellation, transfer or deemed disposal of their Shares. Alternatively they may be entitled to a refund of all or part of any tax deducted by the Company on a chargeable event.

### *Personal Portfolio Investment Undertaking ("PPIU")*

The Finance Act 2007 introduced provisions regarding the taxation of Irish Resident individuals or Ordinarily Resident in Ireland individuals who hold shares in investment undertakings. These provisions introduced the concept of a personal portfolio investment undertaking ("PPIU"). Essentially, an investment undertaking will be considered a PPIU in relation to a specific investor where that investor can influence the selection of some or all of the property held by the investment undertaking either directly or through persons acting on behalf of or connected to the investor. Depending on individuals' circumstances, an investment undertaking may be considered a PPIU in relation to some, none or all individual investors i.e. it will only be a PPIU in respect of those individuals' who can "influence" selection. Any gain arising on a chargeable event in relation to an investment undertaking which is a PPIU in respect of an individual on or after 20<sup>th</sup> February 2007, will be taxed at the rate of 60%. Specific exemptions apply where the property invested in has been widely marketed and made available to the public or for non-property investments entered into by the investment undertaking. Further restrictions may be required in the case of investments in land or unquoted shares deriving their value from land.

### **Capital Acquisitions Tax**

The disposal of Shares may be subject to Irish gift or inheritance tax (Capital Acquisitions Tax). However, provided that the Company falls within the definition of investment undertaking (within the meaning of Section 739B (1) of the Taxes Act), the disposal of Shares by a Shareholder is not liable to Capital Acquisitions Tax provided that (a) at the date of the gift or inheritance, the donee or successor is neither domiciled nor Ordinarily Resident in Ireland; (b) at the date of the disposition, the Shareholder disposing ("disponer") of the Shares is neither domiciled nor Ordinarily Resident in Ireland; and (c) the Shares are comprised in the gift or inheritance at the date of such gift or inheritance and at the valuation date.

With regard to Irish tax residency for Capital Acquisitions Tax purposes, special rules apply for non-Irish domiciled persons. A non-Irish domiciled donee or disponer will not be deemed to be resident or ordinarily resident in Ireland at the relevant date unless;

- i) that person has been resident in Ireland for the 5 consecutive years of assessment immediately preceding the year of assessment in which that date falls; and
- ii) that person is either resident or ordinarily resident in Ireland on that date.

## **United Kingdom Taxation**

### **The Company**

The Directors intend to conduct the affairs of the Company so that it does not become resident in the United Kingdom for United Kingdom taxation purposes. On that basis, and provided that the Company does not carry on a trade in the United Kingdom through a fixed place of business or an agent situated in the United Kingdom that constitutes the Company's United Kingdom "permanent establishment", the Company should not be subject to UK corporation tax on its income or capital gains (although any interest and certain other kinds of income received by the Company that have a United Kingdom source may be received after deduction of United Kingdom income tax at source). Although the Company may, in certain circumstances, be regarded as carrying on a trade in the United Kingdom through the Investment Manager as its agent, the Directors and the Investment Manager each intend to manage and conduct their respective affairs in such a way that the Investment Manager does not constitute a United Kingdom "permanent establishment" of the Company, by reason of a United Kingdom statutory exemption (commonly referred to as the "investment manager exemption"). It cannot, however, be guaranteed that all of the conditions of the investment manager exemption will at all times be met.

If any interest or other income of the Company arising within the United Kingdom is received by the Company subject to deduction of UK tax at source, the Company will not normally be entitled to claim repayment of the tax deducted from the UK tax authorities.

### **Shareholders**

#### *General*

For UK tax purposes, the Company will be treated as a corporate legal entity, rather than as a fiscally transparent arrangement. However, as more fully explained below, the operation of the UK "reporting funds" regime will effectively qualify that statement as regards the income earned by the Company.

#### *Dividends on Shares*

Shareholders who are resident in the United Kingdom for tax purposes will be liable, subject to their individual circumstances, to UK income tax or, as the case may be, UK corporation tax on dividends paid to them by the Company. Under the provisions of the UK Corporation Tax Act 2009 ("CTA 2009"), dividends paid by the Company to Shareholders within the charge to UK corporation tax may, in certain circumstances, be exempt from tax. Further, United Kingdom resident Shareholders who are individuals may be entitled to a non-payable tax credit, which may reduce their liability to United Kingdom tax in respect of dividends paid by the Company. However, such a tax credit would not be available in the case of a distribution on Shares of a Share Class in any Fund which does not meet the "qualifying investment test" (as described below) for the relevant accounting period, in which case the distribution would be treated as a payment of interest in the hands of the Shareholder.

The “DIVIDEND POLICY” section of a Supplement may provide for any dividends payable to Shareholders in the Fund in question to be (unless a Shareholder requests otherwise) reinvested in further Shares in that Fund. Such reinvestment of a dividend paid by any Fund will not, however, affect any liability of the relevant Shareholder to UK income taxation in respect of that dividend, as summarised in the preceding paragraph, which liability will be the same as if the dividend had been paid to the Shareholder in cash.

As more fully explained below, under the UK “reporting funds” regime, a UK tax resident Shareholder in any Share Class in respect of which an election is made to enter into that regime will be liable to UK income taxation on that Shareholder’s pro rata share of the income earned by the relevant Fund which is attributable to that Share Class, so that the Shareholder’s liability to taxation in respect of the income of the relevant Fund will not be restricted to the amount of that income which is distributed by the Fund to the Shareholder.

### *Disposals of Shares*

Subject to their individual circumstances, Shareholders who are resident in the United Kingdom for taxation purposes will potentially be liable to UK taxation, as further explained below, on any gains which accrue to them on a redemption, sale or other disposition of their Shares (of any Share Class within any Fund) which constitutes a “disposal” for UK taxation purposes. This would include a deemed disposal on death. A “switch” of Shares (of any Class) within a Fund into Shares (of any Class) within another Fund or Funds will constitute a disposal, for those purposes, of the Shares out of which the Shareholder is switching.

In consequence of the Company being structured as an open-ended investment vehicle, disposals of Shares (of any Share Class within any Fund) by Shareholders who are resident in the United Kingdom for tax purposes (or who are otherwise within the scope of UK capital gains taxation in respect of their investment in the Company) will fall within the scope of the “offshore funds” provisions of UK tax legislation. This means that in order for any gain realised on a disposal of Shares (of any Share Class within any Fund) to be taxable, in the hands of such a Shareholder, as a capital gain (rather than as income), the Share Class must itself satisfy a prescribed condition, as described below.

Should that prescribed condition not be satisfied, any such gain will, in general, be taxable in the hands of the Shareholder as income (rather than as a capital gain). In that event, the gain would not be eligible for shelter by any relief or exemption in UK tax law which applies solely to capital gains, such as the annual allowance of tax-free capital gains available to an individual.

Notwithstanding that the Company is a single legal entity, the “offshore funds” provisions of UK tax legislation will, in general, treat each individual Share Class in each Fund (and the income and assets attributable to that Share Class) as a separate “offshore fund” for the purposes of those provisions.

Under current UK tax law, the above-mentioned prescribed condition which must be satisfied by the “offshore fund” constituted by any Share Class in any Fund in order to avoid gains realised upon disposal being taxed as income is that the relevant Share Class must be a “reporting fund” throughout the period of a Shareholder’s investment in that Share Class, except for any part of that period in which such Share Class in the Fund was a “distributing fund” under the predecessor UK “offshore funds” regime.

The Fund to which that Share Class relates will not need to satisfy any income distribution requirement in order for that Share Class to qualify as a “reporting fund”, since the conditions which an “offshore fund” must satisfy in order to qualify as a “reporting fund” under the current UK “offshore funds” regime are not concerned with the level of a Fund’s dividends or other distributions. The two principal requirements with which the Company has to comply so that a particular Share Class may qualify as a “reporting fund” are as follows:-

1. First, an election must be submitted to HM Revenue & Customs (“HMRC”) in respect of that Share Class for the Share Class to enter into the “reporting funds” regime and certain assurances must be given to HMRC in support of that election.
2. Second, the Company has to make available to each Shareholder in that Share Class, for each of the Company’s accounting periods, information as to the Shareholder’s pro rata share of the portion attributable to that Share Class of the “reportable income” (as defined by regulations) earned in the accounting period concerned by the Fund to which that Share Class relates.

A UK tax resident Shareholder in that Share Class (or a Shareholder who is otherwise within the scope of UK income taxation in respect of his investment in the Company) will then be liable, subject to the Shareholder’s individual circumstances, to UK income tax or (as the case may be) UK corporation tax on the excess (if any) of the amount of his or her share of the “reportable income” of the Fund in respect of the accounting period concerned over the dividends or other income distributions (if any) made to the Shareholder by the relevant Fund in respect of that accounting period.

A Fund’s “reportable income”, for this purpose, means, broadly, the net income shown in the Fund’s accounts for an accounting period, subject to the addition of certain sums to the Fund’s accounts income in specified circumstances (such as where the Fund invests in other entities which constitute “offshore funds” for UK tax purposes).

Elections have been submitted to HMRC for each Share Class in each Fund in issue at the date of this document to enter into the “reporting funds” regime; and it is the intention of the Directors that each such Share Class should remain within that regime.

Investors should nonetheless appreciate that the Directors cannot guarantee that any particular Share Class will be able to qualify as a “reporting fund” in any particular accounting period, since the ability of such Share Class so to qualify is in part dependent on matters outside the control of the Directors.

#### Certain Other Provisions of UK Tax Legislation

##### *Part 6, Chapter 3 Corporation Tax Act 2009 – Deemed “Loan Relationships” of Corporates*

Investors in the Company which are companies resident in the United Kingdom for UK taxation purposes should note that Chapter 3 of Part 6 of CTA 2009 provides that if, at any time in an accounting period, a corporate investor holds an interest in an “offshore fund” for UK taxation purposes and there is a time in that accounting period when that “offshore fund” fails to meet the “qualifying investments test” (explained below), the interest in the “offshore fund” held by that corporate investor will be treated for that accounting period as if that interest were rights under a creditor relationship for the purposes of the regime for the

taxation of most corporate debt that is contained in Part 5 of CTA 2009 (the “Loan Relationships Regime”).

As explained above, each Share Class in any Fund established by the Company will, generally, constitute a discrete “offshore fund” for UK tax purposes. The “offshore fund” constituted by a Share Class would fail to meet the “qualifying investments test” in any accounting period if the market value of the “qualifying investments” attributable to that Share Class exceeded 60% of the market value of all the investments attributable to that Share Class at any time in the accounting period. “Qualifying investments” are defined by the legislation as including money placed at interest, debt-securities, certain derivative contracts and contracts for differences and holdings in certain other investment vehicles which, themselves, fail to meet the “qualifying investments test”.

The ability of a particular Share Class to meet the “qualifying investments test” will, accordingly, depend entirely on the nature of the investments of the relevant Fund which are attributable to the Share Class concerned from time to time. If a Share Class failed to meet the “qualifying investments test”, a UK resident corporate investor’s holding of Shares in that Share Class would be treated, for UK corporation tax purposes, as falling within the Loan Relationships Regime. The consequence of that would be that all returns on the corporate investor’s holding of Shares in that Share Class (including gains, profits and deficits) as well as any dividends earned on those Shares (whether reinvested or paid in cash) would be taxed or relieved as an income receipt or expense on the basis of fair value accounting in respect of each accounting period of that corporate investor during any part of which (a) the corporate investor held the relevant Shares and (b) the relevant Share Class failed to meet the “qualifying investments test”. Accordingly, in such a case, the corporate investor may, depending on its own circumstances, incur a charge to UK corporation tax on an unrealised increase in the value of its holding of Shares in the Share Class concerned (and, likewise, obtain relief against UK corporation tax for an unrealised reduction in the value of its holding of such Shares).

### *Section 13 Taxation of Chargeable Gains Act 1992 – Deemed Gains*

Section 13 of the UK Taxation of Chargeable Gains Act 1992 may apply to Shareholders who are resident in the United Kingdom for tax purposes and whose proportionate interest in the Company (taken as a whole) as “participants” for UK tax purposes, together with that of any persons “connected” with them for UK tax purposes, is greater than 25% if (and only if) the Company would be a “close company” for UK tax purposes were it (hypothetically) resident in the United Kingdom for those purposes. For so long as the Company remained such a company, such a Shareholder could (depending on individual circumstances) be liable to UK capital gains taxation on the Shareholder’s pro rata share of any capital gain accruing to the Company.

Persons “connected” with a Shareholder for UK tax purposes include, where the Shareholder is a company, any other company that is under the control of the Shareholder, or that has control of the Shareholder, or which is under common control with the Shareholder. The rules which determine whether the Company would (if, hypothetically, it were UK tax resident) be a “close company” are complex but are concerned, very broadly, with the degree of concentration of ownership of the Company’s share capital from time to time.

### *“Controlled Foreign Companies” Provisions – Deemed Income of Corporates*

If the Company were at any time to be controlled, for UK tax purposes, by persons (of any type) resident in the United Kingdom for tax purposes, the “controlled foreign companies” provisions in Part 9A of the UK Taxation (International and Other Provisions) Act 2010 could apply to UK resident corporate Shareholders. Under these provisions, part of any “chargeable profits” accruing to the Company may be attributed to such a Shareholder and may in certain circumstances be chargeable to UK corporation tax in the hands of the Shareholder. However, this will apply only if the apportionment to the Shareholder, when aggregated with the apportionment to any person(s) “associated” with the Shareholder, is at least 25% of the chargeable profits of the Company (taken as a whole). “Associated” means here essentially the same as “connected” means for UK tax purposes, as discussed under “Section 13 Taxation of Chargeable Gains Act 1992” above. A company’s “chargeable profits” are determined according to a number of statutory “gateway” tests and are also subject to a number of specific exemptions, and do not, in any event, include any of its chargeable gains. It is considered that the Company’s election to enter into the “reporting funds” regime, as explained above, in respect of each Share Class in each Fund in issue as at the date of this document makes these provisions of limited practical relevance to Shareholders in any such Share Class.

### *Chapter 2 of Part 13 of the Income Tax Act 2007 – Deemed Income of Individuals*

The attention of Shareholders who are individuals resident in the United Kingdom for tax purposes is drawn to the provisions set out in Chapter 3 of Part 13 of the UK Income Tax Act 2007, which may render those individuals liable to UK income tax in respect of undistributed income (but not capital gains) of the Company. It is considered that these provisions will be of limited practical relevance to Shareholders in any Share Class in issue at the date of this document if, as explained above, the Company, upon the “reporting funds” regime coming into force, elects to enter into that regime in respect of each such Share Class.

### *“Transactions in Securities”*

Under the provisions of Part 15 of the UK Corporation Tax Act 2010 (as regards persons liable to corporation tax) and the provisions of Chapter 1 of Part 13 of the UK Income Tax Act 2007 (as regards persons liable to income tax), HMRC can, in certain circumstances, raise assessments so as to counteract “tax advantages” (as defined in the relevant legislation) arising from certain “transactions in securities” (as so defined). No clearance has been, or is intended to be, sought from H.M. Revenue & Customs in relation to any possible application of those provisions to transactions in the Shares (of any Class).

### *Stamp Tax*

No UK stamp duty will be payable on a transfer of Shares (in any Share Class in any Fund) if the related instrument of transfer is not executed within the United Kingdom and, furthermore, does not relate to any property situate, or to any matter or thing done or to be done, within the United Kingdom.

So long as the Shares of a Share Class are not registered in any register maintained in the United Kingdom by, or on behalf of, the Company, any agreement to transfer Shares in that Share Class will not

be liable to UK stamp duty reserve tax. As at the date of this document, the Company has no intention that any such register will be maintained in the United Kingdom.

### *Inheritance Tax*

A holder of Shares (of any Class) who is an individual domiciled, or deemed for UK inheritance tax purposes to be domiciled, in the United Kingdom may be liable to UK inheritance tax on the value of those Shares in the event of the Shareholder's death or upon the Shareholder's making a lifetime transfer of the Shares in certain circumstances.

### **European Union – Taxation of Savings Income Directive**

On 10 November 2015 the Council of the European Union adopted a Council Directive repealing the Savings Directive from 1 January 2017 in the case of Austria and from 1 January 2016 in the case of all other Member States (subject to on-going requirements to fulfil administrative obligations such as reporting and exchange of information relating to and account for withholding taxes on payments made before those dates). This is to prevent overlap between the Savings Directive and the new automatic exchange of information regime to be implemented under Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU) (see section entitled "Common Reporting Standards" below).

### **Compliance with US reporting and withholding requirements**

The foreign account tax compliance provisions ("**FATCA**") of the Hiring Incentives to Restore Employment Act 2010 represent an expansive information reporting regime enacted by the United States ("**US**") aimed at ensuring that Specified US Persons with financial assets outside the US are paying the correct amount of US tax. FATCA will generally impose a withholding tax of up to 30% with respect to certain US source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce US source interest or dividends paid to a foreign financial institution ("**FFI**") unless the FFI enters directly into a contract ("**FFI agreement**") with the US Internal Revenue Service ("**IRS**") or alternatively the FFI is located in a IGA country (please see below). An FFI agreement will impose obligations on the FFI including disclosure of certain information about US investors directly to the IRS and the imposition of withholding tax in the case of non-compliant investors. For these purposes the Company would fall within the definition of a FFI for the purpose of FATCA.

In recognition of both the fact that the stated policy objective of FATCA is to achieve reporting (as opposed to being solely the collecting of withholding tax) and the difficulties which may arise in certain jurisdictions with respect to compliance with FATCA by FFIs, the US developed an intergovernmental approach to the implementation of FATCA. In this regard the Irish and US Governments signed an intergovernmental agreement ("**Irish IGA**") on the 21<sup>st</sup> December 2012 and provisions were included in Finance Act 2013 for the implementation of the Irish IGA and also to permit regulations to be made by the Irish Revenue Commissioners with regard to registration and reporting requirements arising from the Irish IGA. In this regard, the Revenue Commissioners (in conjunction with the Department of Finance) have issued Regulations – S.I. No. 292 of 2014 which is effective from 1 July 2014. Supporting Guidance Notes (which will be updated on an ad-hoc basis) were first issued by the Irish Revenue Commissioners on 1 October 2014 with the most recent version being issued in May 2016.

The Irish IGA is intended to reduce the burden for Irish FFIs of complying with FATCA by simplifying the compliance process and minimising the risk of withholding tax. Under the Irish IGA, information about relevant US investors will be provided on an annual basis by each Irish FFI (unless the FFI is exempted from the FATCA requirements) directly to the Irish Revenue Commissioners. The Irish Revenue Commissioners will then provide such information to the IRS (by the 30<sup>th</sup> September of the following year) without the need for the FFI to enter into a FFI agreement with the IRS. Nevertheless, the FFI will generally be required to register with the IRS to obtain a Global Intermediary Identification Number commonly referred to as a GIIN.

Under the Irish IGA, FFIs should generally not be required to apply 30% withholding tax. To the extent the Company does suffer US withholding tax on its investments as a result of FATCA, the Directors may take any action in relation to an investor's investment in the Company to ensure that such withholding is economically borne by the relevant investor whose failure to provide the necessary information or to become a participating FFI gave rise to the withholding.

### **Common Reporting Standards**

On 14 July 2014, the OECD issued the Standard for Automatic Exchange of Financial Account Information ("**the Standard**") which therein contains the Common Reporting Standard ("**CRS**"). The subsequent introduction of the Multilateral Competent Authority Agreement on Automatic Exchange of Financial Account Information and the EU Council Directive 2014/107/EU (amending Council Directive 2011/16/EU) provides the international framework for the implementation of the CRS by Participating Jurisdictions. In this regard, the CRS was implemented into Irish law by the inclusion of relevant provisions in Finance Act 2014 and 2015 and the issuance of Regulation S.I. No. 583 of 2015.

The main objective of the CRS is to provide for the annual automatic exchange of certain financial account information between relevant tax authorities of Participating Jurisdictions.

The CRS draws extensively on the intergovernmental approach used for the purposes of implementing FATCA and, as such, there are significant similarities between both reporting mechanisms. However, whereas FATCA essentially only requires reporting of specific information in relation to Specified US Persons to the IRS, the CRS has a significantly wider ambit due to the multiple jurisdictions participating in the regime.

Broadly speaking, the CRS will require Irish Financial Institutions to identify Account Holders resident in other Participating Jurisdictions and to report specific information in relation to these Account Holders to the Irish Revenue Commissioners on an annual basis (which, in turn, will provide this information to the relevant tax authorities where the Account Holder is resident). In this regard, please note that the Company will be considered an Irish Financial Institution for the purposes of the CRS.

For further information on the CRS requirements of the Company, please refer to the below "Customer Information Notice".

Shareholders can obtain more information on the Company's tax reporting obligations on the website of the Irish Revenue Commissioners (which is available at



<http://www.revenue.ie/en/business/aeoi/index.html>) or the following link in the case of CRS only: <http://www.oecd.org/tax/automatic-exchange/>.

All capitalised terms above, unless otherwise defined in this paragraph, shall have the same meaning as they have in the Standard and EU Council Directive 2014/107/EU (as applicable).

#### *Customer Information Notice*

The Company intends to take such steps as may be required to satisfy any obligations imposed by (i) the Standard and, specifically, the CRS therein or (ii) any provisions imposed under Irish law arising from the Standard or any international law implementing the Standard (to include the Multilateral Competent Authority Agreement on Automatic Exchange of Financial Account Information or the EU Council Directive 2014/107/EU (amending Council Directive 2011/16/EU)) so as to ensure compliance or deemed compliance (as the case may be) with the Standard and the CRS therein from 1 January 2016.

The Company is obliged under Section 891F and Section 891G of the Taxes Consolidation Act 1997 (as amended) and regulations made pursuant to that section to collect certain information about each Shareholder's tax arrangements.

In certain circumstances the Company may be legally obliged to share this information and other financial information with respect to a Shareholder's interests in the Company with the Irish Revenue Commissioners. In turn, and to the extent the account has been identified as a Reportable Account, the Irish Revenue Commissioners will exchange this information with the country of residence of the Reportable Person(s) in respect of that Reportable Account.

In particular, the following information will be reported by the Company to the Irish Revenue Commissioners in respect of each Reportable Account maintained by the Company;

- The name, address, jurisdiction of residence, tax identification number and date and place of birth (in the case of an individual) of each Reportable Person that is an Account Holder of the account and, in the case of any Entity that is an Account Holder and that, after application of the due diligence procedures consistent with CRS is identified as having one or more Controlling Persons that is a Reportable Person, the name, address, jurisdiction of residence and tax identification number of the Entity and the name, address, jurisdiction of residence, TIN and date and place of birth of each such Reportable Person;
- The account number (or functional equivalent in the absence of an account number);
- The account balance or value as of the end of the relevant calendar year or other appropriate reporting period or, if the account was closed during such year or period, the date of closure of the account;
- The total gross amount paid or credited to the Account Holder with respect to the account during the calendar year or other appropriate reporting period with respect to which the Reporting Financial Institution is the obligor or debtor, including the aggregate amount of any redemption payments made to the Account Holder during the calendar year or other appropriate reporting period;
- The currency in which each amount is denominated.

Please note that in certain limited circumstances it may not be necessary to report the tax identification number and date of birth of a Reportable Person.

In addition to the above, the Irish Revenue Commissioners and Irish Data Protection Commissioner have confirmed that Irish Financial Institutions (such as the Company) may adopt the “wider approach” for CRS. This allows the Company to collect data relating to the country of residence and the tax identification number from all non-Irish resident Shareholders. The Company can send this data to the Irish Revenue Commissioners who will determine whether the country of origin is a Participating Jurisdiction for CRS purposes and, if so, exchange data with them. The Irish Revenue Commissioners will delete any data for non-Participating Jurisdictions.

The Irish Revenue Commissioners and the Irish Data Protection Commissioner have confirmed that this wider approach can be undertaken for a set 2-3 year period pending the resolution of the final CRS list of Participating Jurisdictions.

## STATUTORY AND GENERAL INFORMATION

### 1. Incorporation, Registered Office and Share Capital

- (a) The Company was incorporated in Ireland on 28 September 2001 as an investment company with variable capital with limited liability under registration number 348391.
- (b) The registered office of the Company is at George's Court, 54-62 Townsend Street, Dublin 2, Ireland.
- (c) On incorporation the authorised share capital of the Company was US\$40,000 divided into 40,000 Subscriber Shares of a par value of US\$1 each and 500,000,000,000 participating shares of no par value. There are seven Subscriber Shares currently in issue which are held by the Investment Manager and nominees of the Investment Manager.

These Subscriber Shares may be repurchased by the Company at any time. The repurchase price will be US\$1 per Subscriber Share.

- (d) Neither the Subscriber Shares nor the Shares carry pre-emption rights.

### 2. Share Rights

- (a) Subscriber Shares

The holders of the Subscriber Shares shall:

- (i) on a vote taken on a show of hands, be entitled to one vote per holder and, on a poll, be entitled to one vote per Subscriber Share;
- (ii) not be entitled to any dividends whatsoever in respect of their holding of Subscriber Shares; and
- (iii) in the event of a winding up or dissolution of the Company, have the entitlements referred to under "Distribution of Assets on a Liquidation" below.

- (b) Shares

The holders of Shares shall:

- (i) on a vote taken on a show of hands, be entitled to one vote per holder and, on a poll, be entitled to one vote per whole Share;
- (ii) be entitled to such dividends as the Directors may from time to time declare; and
- (iii) in the event of a winding up or dissolution of the Company, have the entitlements referred to under "Distribution of Assets on a Liquidation" below.

### **3. Voting Rights**

This is dealt with under the rights attaching to the Subscriber Shares and Shares respectively referred to at 2 above. Shareholders who are individuals may attend and vote at general meetings in person or by proxy. Shareholders who are corporations may attend and vote at general meetings by appointing a representative or by proxy.

Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, at any general meeting on a show of hands every holder of shares who (being an individual) is present in person or (being a corporation) is present by duly authorised representative shall have one vote. On a poll every such holder present as aforesaid or by proxy shall have one vote for every share held.

To be passed, ordinary resolutions of the Company in general meeting will require a simple majority of the votes cast by the shareholders voting in person or by proxy at the meeting at which the resolution is proposed.

A majority of not less than 75% of the shareholders present in person or by proxy and (being entitled to vote) voting in general meetings is required in order to pass a Special Resolution including a resolution to (i) rescind, alter or amend an Article or make a new Article and (ii) wind up the Company.

### **4. Memorandum of Association**

The Memorandum of Association of the Company provides that the Company's sole object is the collective investment in transferable securities or other liquid financial assets of capital raised from the public operating on the principle of spreading investment risk in accordance with the Regulations. The object of the Company is set out in full in Clause 3 of the Memorandum of Association which is available for inspection at the registered office of the Company.

### **5. Articles of Association**

The following Section is a summary of the principal provisions of the Articles of Association of the Company not previously summarised in this Prospectus.

#### **Alteration of share capital**

The Company may from time to time by ordinary resolution increase its capital, consolidate and divide its shares or any of them into shares of a larger amount, sub-divide its shares or any of them into shares of a smaller amount, or cancel any shares not taken or agreed to be taken by any person. The Company may also by special resolution from time to time reduce its share capital in any way permitted by law.

## **Issues of shares**

The Shares shall be at the disposal of the Directors and they may allot, offer or otherwise deal with or dispose of them to such persons, at such times and on such terms as they may consider in the best interests of the Company.

## **Variation of rights**

Whenever the share capital is divided into different classes of shares, the rights of any class may be varied or abrogated with the consent in writing of the holders of three quarters of the issued and outstanding shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of that class of shares and the necessary quorum shall be (other than an adjourned meeting) two persons holding shares issued in that class (and at the adjourned meeting the necessary quorum shall be one person holding shares of that class or his proxy).

The special rights attaching to any shares of any class shall not (unless the conditions of issue of such class of shares expressly provide otherwise) be deemed to be varied by the creation or issue of other shares ranking *pari passu* therewith.

## **Directors**

- (a) Any Director who devotes special attention to the business of the Company may be paid such extra remuneration as the Directors may determine (see the section headed "Fees and Expenses" above in relation to Director's fees).
- (b) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company on such terms as the Directors may determine.
- (c) Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest he may have, a Director notwithstanding his office:
  - (i) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or any subsidiary or associated company thereof;
  - (ii) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company thereof is otherwise interested; and
  - (iii) shall not be accountable, by reason of his office, to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

- (d) A Director shall not generally be permitted to vote at a meeting of the Directors or a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest which is material or a duty which conflicts or may conflict with the interests of the Company. A Director shall not be counted in the quorum present at a meeting in relation to any such resolution on which he is not entitled to vote. Notwithstanding the foregoing, a Director shall be entitled to vote (and be counted in the quorum) in respect of resolutions concerning certain matters in which he has an interest including (inter alia) any proposal concerning any other company in which he is interested, directly or indirectly, provided that he is not the holder of or beneficially interested in 10% or more of the issued shares of any class of such company or of the voting rights available to members of such company (or of a third company through which his interest is derived).
- (e) There is no provision in the Articles requiring a Director to retire by reason of any age limit and no share qualification for Directors.
- (f) The number of Directors shall not be less than two provided that a majority of Directors shall not be resident in the United Kingdom.
- (g) The quorum for meetings of Directors may be fixed by the Directors and unless so fixed shall be two provided that if a majority of the Directors present are resident in the United Kingdom the Directors present, irrespective of their number shall not constitute a quorum.
- (h) The office of a Director shall be vacated in any of the following circumstances i.e. if:
  - (i) he ceases to be a Director by virtue of any provisions of the Companies Act, 2014 or becomes prohibited by law from being a Director;
  - (ii) he becomes a bankrupt or makes any arrangement or composition with his creditors generally;
  - (iii) in the opinion of a majority of the Directors he becomes incapable by reason of mental disorder of discharging his duties as a Director;
  - (iv) he resigns from his office by notice to the Company;
  - (v) he is convicted of an indictable offence and the Directors determine that as a result of such conviction he should cease to be a Director;
  - (vi) by a resolution of his co-Directors he is requested to vacate office;
  - (vii) the Company may by ordinary resolution so determines;
  - (viii) he shall for more than six (6) consecutive months have been absent without permission of the Directors from any meetings of the Directors held during that period and the Directors pass a resolution that he has by reason of such absence vacated office; or
  - (ix) subsequent to his appointment he becomes resident in the United Kingdom and as a result thereof a majority of the Directors are resident in the United Kingdom.

The Company may also, as a separate power, in accordance with and subject to the provisions of the Companies Act 2014, by ordinary resolution of the shareholders, remove any Director (including any managing director or other executive director) before the expiry

of his period of office notwithstanding anything to the contrary contained in the Articles or in any agreement between the Company and any such Director.

### **Borrowing powers**

The Directors may exercise all the powers of the Company to borrow or raise money (including the power to borrow for the purpose of repurchasing shares) and to hypothecate, mortgage, charge or pledge its undertaking, property, assets or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as collateral security for any debt, liability or obligation of the Company. The Company may not borrow other than in accordance with the provisions of the Regulations.

### **Dividends**

No dividends are payable on the Subscriber Shares.

Subject to the provisions of the Companies Act 2014, the Company may by ordinary resolution declare dividends on a class or classes of Shares, but no dividends shall exceed the amount recommended by the Directors. If the Directors so resolve and in any event on the winding up of the Company or on the total redemption of Shares, any dividend which has remained unclaimed for six years shall be forfeited and become the property of the relevant Fund.

### **Distribution of Assets on a Liquidation**

- (a) If the Company shall be wound up, the liquidator shall, subject to the provisions of the Companies Act 2014, apply the assets of the Company in such manner and as he thinks fit in satisfaction of creditors' claims. The liquidator shall in relation to the assets available for distribution among the members make in the books of the Company such transfers thereof to and from Funds as may be necessary to ensure that the effective burden of such creditors' claims may be shared between the holders of shares of different classes in such proportions as the liquidator in his discretion may deem equitable.
- (b) The assets available for distribution among the members shall then be applied in the following priority:
  - (i) firstly, in the payment to the holders of the Shares of each class of each Fund of a sum in the currency in which that class is designated or in any other currency selected by the liquidator as nearly as possible equal (at a rate of exchange determined by the liquidator) to the Net Asset Value attributable to the Shares of such class held by such holders respectively as at the date of commencement to wind up provided that there are sufficient assets available in the relevant Fund to enable such payment to be made. In the event that, as regards any class of Shares, there are insufficient assets available in the relevant Fund to enable such payment to be made recourse shall be had:
    - A. firstly, to the assets of the Company not comprised within any of the Funds; and

- B. second, to the assets remaining in the Funds for the other classes of Shares (after payment to the holders of the Shares of the classes to which they relate of the amounts to which they are respectively entitled under this paragraph (i)) pro rata to the total value of such assets remaining within each such Fund;
- (ii) secondly, in the payment to the holders of the Subscriber Shares of sums up to the nominal amount paid thereon out of the assets of the Company not comprised within any Funds remaining after any recourse thereto under sub-paragraph (i) A. above. In the event that there are insufficient assets as aforesaid to enable such payment in full to be made, no recourse shall be had to the assets comprised within any of the Funds;
- (iii) thirdly, in the payment to the holders of each class of Shares of any balance then remaining in the relevant Fund, such payment being made in proportion to the number of Shares held;
- (iv) fourthly, in the payment to the holders of the Shares of any balance then remaining and not comprised within any of the Funds, such payment being made in proportion to the value of each Fund and within each Fund to the value of each class and in proportion and to the number of Shares held in each class.
- (c) If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the Companies Act 2014 of Ireland, divide among the members in specie the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of a single kind, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets in respect of which there is liability and any member may instruct the liquidator to sell any assets, to which he is entitled, on his behalf.

### **Indemnities**

The Directors (including alternates), Secretary and other officers of the Company and its former directors and officers shall be indemnified by the Company against losses and expenses which any such person may become liable to by reason of any contract entered into or any act or thing done by him as such officer in the discharge of his duties (other than in the case of fraud, negligence or wilful default).



## **The assets of the Company and the calculation of the Net Asset Value of the Shares**

- (a) The Net Asset Value of each Fund shall be the value of all the assets comprised in the Fund less all the liabilities attributable to the Fund calculated in accordance with the Regulations.
- (b) The assets of the Company shall be deemed to include (i) all cash in hand, on deposit or on call including any interest accrued thereon and all accounts receivable, (ii) all bills, demand notes, certificates of deposit and promissory notes, (iii), all bonds, forward currency transactions, time notes, shares, stock, units of or participation in collective investment schemes/ mutual funds, debentures, debenture stock, subscription rights, warrants, futures contracts, options contracts, swap contracts, fixed rate securities, variable or floating rate securities, securities in respect of which the return and/or repurchase amount is calculated by reference to any index, price or rate, financial instruments and other investments and securities owned or contracted for by or in respect of the Company, other than rights and securities issued by it; (iv) all stock and cash dividends and cash distributions to be received by the Company and not yet received by the Company but declared to stockholders on record on a date on or before the day as of which the Net Asset Value is being determined, (v) all interest accrued on any interest-bearing securities attributed to the Company except to the extent that the same is included or reflected in, the principal value of such security, (vi) all other Investments of the Company, (vii) the establishment costs attributable to the Company and the cost of issuing and distributing Shares of the Company in so far as the same have not been written off and (viii) all other assets of the Company of every kind and nature including prepaid expenses as valued and defined from time to time by the Directors.
- (c) The valuation principles to be used in valuing the Company's assets are as follows:
  - (i) the Directors shall be entitled to value the Shares of any Fund which invests primarily in liquidity instruments by using the amortised cost method of valuation, whereby the Investments of such Fund are valued at their cost of acquisition adjusted for amortisation of premium or accretion of discount on the Investments rather than at the current market value of the Investments. However, this method of valuation will only be used if the relevant Supplement so provides and only with respect to securities (including floating rate securities) with a residual term to maturity of six months or less.

The Directors shall cause a weekly review to take place of deviations between the amortised method of valuation and the current market value of the Investments and recommend changes where necessary to ensure that the Investments of any Fund are valued at their true value as determined in good faith with the approval of the Depositary. If, following any such weekly review, discrepancies in excess of 0.3% occur, the Directors shall cause a daily review to take place until any such deviation is less than 0.3%. If the deviation exceeds 0.5% of the Net Asset Value Per Share, the Directors shall take such corrective action as they deem appropriate to eliminate or reduce, any material dilution or other unfair results to Shareholders;

- (ii) the value of an Investment which is quoted, listed or normally dealt in on a Regulated Market shall (save in the specific cases set out in paragraphs (i), (iv), (ix) and (x)) be the last traded price on such Regulated Market as at the Valuation Point or the mid-price, where no trades occurred on such day provided that:-
  - A. if an Investment is quoted, listed or normally dealt in on more than one Regulated Market, the Directors may (with the approval of the Depositary), in their absolute discretion, select any one of such markets for the foregoing purposes (provided that the Directors have determined that such market constitutes the main market for such Investment or provides the fairest criteria for valuing such securities) and once selected a market shall be used for future calculations of the Net Asset Value with respect to that Investment unless the Directors otherwise determine; and
  - B. in the case of any Investment which is quoted, listed or normally dealt in on a Regulated Market but in respect of which for any reason, prices on that market may not be available at any relevant time, or, in the opinion of the Directors, may not be representative, the value therefor shall be the probable realisation value thereof estimated with care and in good faith by a competent person, firm or association making a market in such Investment (approved for the purpose by the Depositary) and/or any other competent person, in the opinion of the Directors (and approved for the purpose by the Depositary);
- (iii) the value of any Investment which is not quoted, listed or normally dealt in on a Regulated Market (save in the case set out in paragraph (i)) shall be the probable realisable value estimated with care and in good faith by a competent person, firm or association making a market in such Investment (approved for the purpose by the Depositary) and/or any other competent person, in the opinion of the Directors (and approved for the purpose by the Depositary);
- (iv) the value of any Investment which is a unit of or participation in an open-ended collective investment scheme/mutual fund shall be the latest available net asset value of such unit/participation or if more than one price is published, the redemption price of such unit/participation;
- (v) the value of any cash in hand, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof unless in any case the Directors are of the opinion that the same is unlikely to be paid or received in full in which case the value thereof shall be arrived at after making such discount as the Directors (with the approval of the Depositary) may consider appropriate in such case to reflect the true value thereof;
- (vi) deposits shall be valued at their principal amount plus accrued interest from the date on which the same were acquired or made;

- (vii) treasury bills shall be valued at the official close of business price on the market on which same are traded or admitted to trading as at the Valuation Point, provided that where such price is not available, same shall be valued at the probable realisation value estimated with care and good faith by a competent person (approved for the purpose by the Depositary);
- (viii) bonds, notes, debenture stocks, certificates of deposit, bank acceptances, trade bills and similar assets shall be valued at the official close of business price on the market on which these assets are traded or admitted for trading (being the market which is the sole market or in the opinion of the Directors the principal market on which the assets in question are quoted or dealt in) plus any interest accrued thereon from the date on which same were acquired;
- (ix) the value of any exchange traded futures contracts and options (including index futures) which are dealt in on a Regulated Market shall be the settlement price as determined by the market in question, provided that if such settlement price is not available for any reason or is unrepresentative, same shall be valued at the probable realisation value estimated with care and good faith by a competent person (approved for the purpose by the Depositary);
- (x) Financial derivative instruments which are not listed on any official stock exchange or traded on any other Regulated Market will be valued in accordance with market practice subject to the valuation provisions detailed in Article 11 of Regulation (EU) No 648/2012 on OTC derivatives, central counterparties and trade repositories (EMIR) and the related Commission Delegated Regulation (EU) No 149/2013. Derivative contracts which are not traded on a Regulated Market and which are not cleared by a clearing counterparty may be valued on the basis of the mark to market value of the derivative contract or if market conditions prevent marking to market, reliable and prudent marking to model may be used. Derivative contracts which are not traded on a regulated market and which are cleared by a clearing counterparty (including, without limitation, swap contracts) may be valued either using the counterparty valuation or an alternative valuation such as a valuation calculated by the Investment Manager or by an independent pricing vendor. The Company must value an OTC derivative on a daily basis. Where the Company values an OTC derivative using an alternative valuation, the Company will follow international best practice and adhere to the principles on valuation of OTC instruments established by bodies such as IOSCO and AIMA. The alternative valuation is that provided by a competent person appointed by the Company and approved for the purpose by the Depositary, or a valuation by any other means provided that the alternative method of valuation is approved by the Depositary and the alternative must be fully reconciled to the counterparty valuation on a monthly basis. Where significant differences arise these will be promptly investigated and explained. Where the Company values an OTC derivative, which is cleared by a clearing counterparty, using the clearing counterparty valuation, the valuation must be approved or verified by a party who is approved for the purpose by the Depositary and who is independent of the counterparty and the independent verification must be carried out at least weekly. Where the independent

party is related to the OTC counterparty and the risk exposure to the counterparty may be reduced through the provision of collateral, the position must also be subject to verification by an unrelated party to the counterparty on a six month basis.

- (xi) forward foreign exchange contracts will be valued in the same manner as derivative contracts which are not traded on a Regulated Market or by reference to freely available market quotations;
  - (xii) notwithstanding any of the foregoing sub-paragraphs, the Directors with the approval of the Depositary may adjust the value of any Investment if, having regard to currency, applicable rate of interest, maturity, marketability and/or such other considerations as they may deem relevant, they consider that such adjustment is required to reflect the fair value thereof;
  - (xiii) if in any case a particular value is not ascertainable as above provided or if the Directors shall consider that some other method of valuation better reflects the fair value of the relevant Investment then in such case the method of valuation of the relevant Investment shall be such as the Directors shall decide with the approval of the Depositary.
- (d) Any certificate as to Net Asset Value of Shares given in good faith (and in the absence of negligence or manifest error) by or on behalf of the Directors shall be binding on all parties.

Notwithstanding subscription monies, redemption monies and dividend amounts will be held in cash accounts in the name of the Company and treated as assets of and attributable to a Fund:-

- (a) any subscription monies received from an investor prior to the Dealing Day of a Fund in respect of which an application for Shares has been, or is expected to be, received will not be taken into account as an asset of the Fund for the purpose of determining the Net Asset Value of that Fund until subsequent to the Valuation Point in respect of the Dealing Day as of which Shares of the Fund are agreed to be issued to that investor;
- (b) any redemption monies payable to an investor subsequent to the Dealing Day of a Fund as of which Shares of that investor were redeemed will not be taken into account as an asset of the Fund for the purpose of determining the Net Asset Value of that Fund; and
- (c) any dividend amount payable to a Shareholder will not be taken into account as an asset of the Fund for the purpose of determining the Net Asset Value of that Fund (for the avoidance of doubt, from ex dividend date until payment date, the dividend amount shall be taken into account for the purpose of determining the Net Asset Value of a Fund).

## **6. Circumstances of a Winding Up**

The Company shall be wound up in the following circumstances:

- (a) by the passing of a special resolution for a winding-up;

- (b) where the Company does not commence business within a year of being incorporated or where it suspends its business for a year;
- (c) where the number of members falls below the statutory minimum (currently 7);
- (d) where the Company is unable to pay its debts and a liquidator has been appointed;
- (e) where the appropriate court in Ireland is of the opinion that the Company's affairs and the powers of the Directors have been exercised in a manner oppressive to members;
- (f) the appropriate court in Ireland is of the opinion that it is just and equitable that the Company should be wound up.

## **7. Directors' Interests**

There are no existing or proposed service contracts between any of the Directors and the Company.

- (a) Save for the contracts listed in paragraph 8 below, no Director is materially interested in any contract or arrangement subsisting at the date hereof which is unusual in its nature and conditions or significant in relation to the business of the Company.

Mr James Cayzer-Colvin is a director of the Investment Manager.

## **8. Material Contracts**

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company and are, or may be, material:

- (a) Depositary Agreement between the Company and the Depositary dated 17<sup>th</sup> August 2016 pursuant to which the Depositary was appointed as Depositary of the Company's assets subject to the overall supervision of the Company. The Depositary Agreement may be terminated by either party on 120 days written notice or forthwith by notice in writing in certain circumstances such as the unremedied material breach after service of written notice provided that the Depositary shall continue to act as Depositary until a successor Depositary approved by the Central Bank is appointed by the Company or the Company's authorisation by the Central Bank is revoked. The Depositary has the power to delegate its duties but its liability will not be affected by the fact that it has entrusted to a third party some or all of the assets in its safekeeping.

The Depositary Agreement provides that the Company shall indemnify and keep indemnified and hold harmless the Depositary (and each of its directors, officers and employees) out of the assets of the relevant Fund from and against any and all third party actions, proceedings claims, costs, demands and expenses which may be brought against suffered or incurred by the Depositary other than in circumstances where the Depositary is liable by reason of (i)

loss of financial instruments held in custody (unless the loss has arisen as a result of an external event beyond the control of the Depositary) and/or (ii) the Depositary's negligent or intentional failure to properly fulfil its obligations under the Regulations.

- (b) the Investment Management and Distribution Agreement dated 23 May 2018 between the Company and the Investment Manager. The Investment Management and Distribution Agreement provides that the appointment of the Investment Manager will continue in force unless and until terminated by the Investment Manager giving to the Company not less than twelve months' written notice although in certain circumstances (eg the insolvency of any party, unremedied breach after notice, etc) the Agreement may be terminated immediately if so required by any competent regulatory authority. The Investment Management Agreement contains indemnities in favour of the Investment Manager other than matters arising by reason of its wilful default, fraud, bad faith, negligence or recklessness in the carrying out of its duties and obligations and provisions regarding the Investment Manager's legal responsibilities;

## **9. Inspection of Documents**

Copies of the following documents will be available for inspection at any time during normal business hours on any day (excluding Saturdays, Sundays and public holidays) free of charge at the registered office of the Company in Dublin and at the office of the sponsoring stockbroker:-

- (a) the Memorandum and Articles of Association of the Company;
- (b) the latest annual and semi-annual reports of the Company (when issued).

Copies of the Prospectus, the Memorandum and Articles of Association of the Company and the latest annual and semi-annual reports of the Company may be obtained free of charge at any time during normal business hours on any day (excluding Saturdays, Sundays and public holidays) at the registered office of the Company.

A copy of the Company's prospectus and constitutional documents will also be maintained at the Investment Manager's office, as listed in the Directory section. Any complaints about any aspect of the Company may, in the first instance, be directed to the Investment Manager.

## APPENDIX I - STOCK EXCHANGES AND REGULATED MARKETS

The following is a list of regulated stock exchanges and markets on which a Fund's investments in securities and financial derivative instruments other than permitted investment in unlisted securities and OTC derivative instruments, may be listed or traded and is set out in accordance with the Central Bank's requirements. With the exception of permitted investments in unlisted securities and OTC derivative instruments, investment in securities and derivative instruments will be restricted to the stock exchanges and markets listed below, subject to approval by the Depositary as appropriate. The Central Bank does not issue a list of approved stock exchanges or markets.

(i) any exchange or market which is:

located in any Member State of the European Union; or

located in any Member State of the European Economic Area (excluding Liechtenstein (Liechtenstein, Norway and Iceland); or

located in any of the member countries of the OECD including their territories covered by the OECD Convention:

located in the United Kingdom.

(ii) any of the following exchanges or markets:-

Abu Dhabi	-	Abu Dhabi Securities Exchange
Argentina	-	Bolsa de Comercio de Buenos Aires
Argentina	-	Bolsa de Comercio de Cordoba
Argentina	-	Bolsa de Comercio de La Plata
Argentina	-	Bolsa de Comercio de Mendoza
Argentina	-	Bolsa de Comercio de Rosario
Bahrain	-	Bahrain Stock Exchange
Bangladesh	-	Dhaka Stock Exchange
Bangladesh	-	Chittagong Stock Exchange
Bosnia and Herzegovina	-	Banja Luka Stock Exchange
Bosnia and Herzegovina	-	Sarajevo Stock Exchange
Botswana	-	Botswana Stock Exchange
Brazil	-	Bahia-Sergipe-Alagoas Stock Exchange
Brazil	-	BM&F Bovespa
Brazil	-	Brasilia Stock Exchange
Brazil	-	Extremo Sul Porto Alegre Stock Exchange
Brazil	-	Minas Esperito Santo Stock Exchange
Brazil	-	Parana Curitiba Stock Exchange
Brazil	-	Pernambuco e Bahia Recife Stock Exchange
Brazil	-	Regional Fortaleza Stock Exchange
Brazil	-	Bolsa de Valores do Rio de Janeiro
Brazil	-	Santos Stock Exchange

China (PRep. of)	-	Fujian Securities Exchange
China (PRep. of)	-	Hainan Securities Exchange
China (PRep. of)	-	Shanghai Securities Exchange
China (PRep. of)	-	Shenzhen Stock Exchange
Colombia	-	Bolsa de Valores de Colombia
Dubai	-	Dubai Financial Market
Ecuador	-	Bolsa de Valores de Quito
Ecuador	-	Bolsa de Valores de Guayaquil
Egypt	-	Egyptian Exchange
Ghana	-	Ghana Stock Exchange
Hong Kong	-	Hong Kong Stock Exchange
Hong Kong	-	Growth Enterprise Market
India	-	Ahmedabad Stock Exchange
India	-	Bangalore Stock Exchange
India	-	Bombay Stock Exchange
India	-	Calcutta Stock Exchange
India	-	Cochin Stock Exchange
India	-	Delhi Stock Exchange
India	-	Gauhati Stock Exchange
India	-	Hyderabad Stock Exchange
India	-	Ludhiana Stock Exchange
India	-	Madras Stock Exchange
India	-	Magadh Stock Exchange
India	-	Mumbai Stock Exchange
India	-	National Stock Exchange of India
India	-	Pune Stock Exchange
India	-	Uttar Pradesh Stock Exchange
Indonesia	-	Indonesia Stock Exchange
Indonesia	-	Surabaya Stock Exchange
Ivory Coast	-	Bourse Régionale des Valeurs Mobilières (BRVM)
Jordan	-	Amman Financial Market
Kazakhstan	-	Central Asian Stock Exchange
Kazakhstan	-	Kazakhstan Stock Exchange
Kenya	-	Nairobi Stock Exchange
Kuwait	-	Kuwait Stock Exchange
Lebanon	-	Beirut Stock Exchange
Malaysia	-	Bursa Malaysia Berhad
Mauritius	-	Stock Exchange of Mauritius
Morocco	-	Societe de la Bourse des Valeurs de Casablanca
Nigeria	-	FMDQ
Nigeria	-	Nigerian Stock Exchange
Oman	-	Muscat Securities Market
Pakistan	-	Islamabad Stock Exchange
Pakistan	-	Karachi Stock Exchange
Pakistan	-	Lahore Stock Exchange
Peru	-	Bolsa de Valores de Lima



Philippines	-	Philippine Stock Exchange
Qatar	-	Qatar Exchange
Russia	-	Moscow Exchange
Serbia	-	Belgrade Stock Exchange
Singapore	-	Singapore Exchange
South Africa	-	Johannesburg Stock Exchange
Sri Lanka	-	Colombo Stock Exchange
Taiwan (RC)	-	Gre Tei Securities Market
Taiwan (RC)	-	Taiwan Stock Exchange Corporation
Thailand	-	Stock Exchange of Thailand
Ukraine	-	Ukrainian Exchange
United Arab Emirates	-	Abu Dhabi Securities Market
United Arab Emirates	-	Dubai Financial Market
United Arab Emirates	-	NASDAQ Dubai
Venezuela	-	Caracas Stock Exchange
Venezuela	-	Maracaibo Stock Exchange
Venezuela	-	Venezuela Electronic Stock Exchange
Vietnam	-	Hanoi Stock Exchange
Vietnam	-	Ho Chi Minh City Securities Trading Center
Zambia	-	Lusaka Stock Exchange
Zimbabwe	-	Harare Stock Exchange

(iii) any of the following markets:

the market organised by the International Capital Market Association;

The market conducted by the “**listed money market institutions**”, as described in the Bank of England publication “**The Regulations of the Wholesale Cash and OTC Derivatives Markets in GBP, Foreign Exchange and Bullion**” dated April 1988, as amended from time to time;

The UK market (i) conducted by banks and other institutions regulated by the FCA and subject to the Inter-Professional Conduct provisions of the FCA's Market Conduct Sourcebook and (ii) in non-investment products which are subject to the guidance contained in the "Non-Investment Products Code" drawn up by the participants in the London market, including the FCA and the Bank of England (formerly known as “**The Grey Paper**”).

AIM - the Alternative Investment Market in the UK, regulated and operated by the London Stock Exchange;

The OTC market in Japan regulated by the Securities Dealers Association of Japan.

NASDAQ in the United States;

The market in US government securities conducted by primary dealers regulated by the Federal Reserve Bank of New York;

The OTC market in the United States regulated by the National Association of Securities Dealers Inc. (also described as the OTC market in the United States conducted by primary and secondary dealers regulated by the Securities and Exchanges Commission and by the National Association of Securities Dealers (and by banking institutions regulated by the US Comptroller of the Currency, the Federal Reserve System or Federal Deposit Insurance Corporation));

The French market for Titres de Créances Négotiables (OTC market in negotiable debt instruments);

the OTC market in Canadian Government Bonds, regulated by the Investment Dealers Association of Canada.

SESDAQ (the second tier of the Singapore Stock Exchange).

(iv) the following derivatives exchanges:

all exchanges or markets thereof which are listed under (i), (ii) and (iii) on which derivatives trade.

any derivatives exchanges or derivative market which is:

located in any Member State of the European Economic Area excluding Liechtenstein (European Union, Norway and Iceland); or

located in any of the member countries of the OECD including their territories covered by the OECD Convention;

- and the following exchanges
- the Shanghai Futures Exchange;
- the Taiwan Futures Exchange;
- Jakarta Futures Exchange;
- the Bolsa de Mercadorias & Futuros, Brazil;
- the South African Futures Exchange;
- the Thailand Futures Exchange;
- the Malaysia Derivatives Exchange;
- Hong Kong Futures Exchange
- OTC Exchange of India
- Singapore Exchange;
- Singapore Commodity Exchange;
- SGXDT.

For the purposes only of determining the value of the assets of a Fund, the term “Recognised Exchange” shall be deemed to include, in relation to any derivatives contract utilised by a Fund, any organised exchange or market on which such contract is regularly traded.

## APPENDIX II - INVESTMENT AND BORROWING RESTRICTIONS

The permitted investments and investment restrictions applying to the Company, in accordance with the qualifications and exemptions contained in the Regulations, and in the Notices issued by the Central Bank, are set out below. The Investment Manager may 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 Shares of the Company are placed. Any such further restrictions shall be in accordance with the requirements of the Central Bank UCITS Regulations;

### General

<b>1. Permitted Investments</b>	
	Investments of a Fund are confined to:
1.1	Transferable securities and money market instruments, as prescribed in the UCITS Regulations which are either admitted to official listing on a stock exchange in a Member State or non-Member State or which are dealt on a market which is regulated, operates regularly, is recognised and open to the public in a Member State or non-Member State.
1.2	Recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year.
1.3	Money market instruments, as defined in the UCITS Regulations, other than those dealt on a regulated market.
1.4	Units of UCITS
1.5	Units of AIFs.
1.6	Deposits with credit institutions as prescribed in the UCITS Regulations.
1.7	Financial derivative instruments as prescribed in the UCITS Regulations.
<b>2. Investment Restrictions</b>	
2.1	A Fund may invest no more than 10% of net assets in transferable securities and money market instruments other than those referred to in paragraph 1.
2.2	Subject to paragraph 1.1 above the Company shall not invest any more than 10% of assets of a Fund in securities of the type to which Regulation 68(1)(d) of the UCITS Regulations apply.
2.3	Paragraph (1) does not apply to an investment by a Fund in US Securities known as “ Rule 144 A securities” provided that; <div style="margin-left: 40px;"> <p>(a) the relevant securities have been issued with an undertaking to register the securities with the SEC within 1 year of issue; and</p> <p>(b) the securities are not illiquid securities i.e. they may be realised by a Fund within 7 days at the price, or approximately at the price, which they are valued by the Fund.</p> </div>
2.4	A Fund may invest no more than 10% of net assets in transferable securities or money market instruments issued by the same body provided that the total value of transferable securities and money market instruments held in the issuing bodies in each of which it invests more than 5% is less than 40%.
2.5	Subject to the prior approval of the Central Bank, the limit of 10% (in 2.3) is raised to 25% in

	the case of bonds that are issued by a credit institution which has its registered office in a Member State and is subject by law to special public supervision designed to protect bondholders. If a Fund invests more than 5% of its net assets in these bonds issued by one issuer, the total value of these investments may not exceed 80% of the net asset value of a Fund.
2.6	The limit of 10% (in 2.3) is raised to 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State or its local authorities or by a non-Member State or public international body of which one or more Member States are members.
2.7	The transferable securities and money market instruments referred to in 2.4. and 2.5 shall not be taken into account for the purpose of applying the limit of 40% referred to in 2.3.
2.8	Deposits with any single credit institution other than a credit institution specified in Regulation 7 of the Central Bank UCITS Regulations held as ancillary liquidity shall not exceed: <p>(a) 10% of the NAV of a Fund; or</p> <p>(b) where the deposit is made with the Depositary 20% of the net assets of a Fund.</p>
2.9	The risk exposure of a Fund to a counterparty to an OTC derivative may not exceed 5% of net assets.
2.10	This limit is raised to 10% in the case of a credit institution authorised in the EEA or a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988; or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand.
2.11	Notwithstanding paragraphs 2.3, 2.7 and 2.8 above, a combination of two or more of the following issued by, or made or undertaken with, the same body may not exceed 20% of net assets: <ul style="list-style-type: none"> <li>• investments in transferable securities or money market instruments;</li> <li>• deposits, and/or</li> <li>• counterparty risk exposures arising from OTC derivatives transactions.</li> </ul>
2.12	The limits referred to in 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9 above may not be combined, so that exposure to a single body shall not exceed 35% of net assets.
2.13	Group companies are regarded as a single issuer for the purposes of 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9. However, a limit of 20% of net assets may be applied to investment in transferable securities and money market instruments within the same group.
2.14	A Fund may invest up to 100% of net assets in different transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, non-Member States or public international body of which one or more Member States are members.
2.15	The individual issuers must be listed in the prospectus and may be drawn from the following list: <p>OECD Governments (provided the relevant issues are investment grade), Government of the People's Republic of China, Government of Brazil (provided the issues are of investment grade), Government of India (provided the issues are of investment grade), Government of Singapore, European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, International Monetary Fund, Euratom, The</p>

<p>Asian Development Bank, European Central Bank, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American Development Bank, European Union, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank, Tennessee Valley Authority, Straight-A Funding LLC.</p> <p>The Fund must hold securities from at least 6 different issues, with securities from any one issue not exceeding 30% of net assets.</p>	
<b>3. Investment in Collective Investment Schemes (“CIS”)</b>	
3.1	A Fund may not invest more than 20% of net assets in any one collective investment scheme.
3.2	Investment in AIFs may not, in aggregate, exceed 30% of net assets.
3.3	The collective investment schemes in which a Fund may invest are prohibited from investing more than 10% of net assets in other open-ended collective investment schemes.
3.4	When a Fund invests in the units of other collective investment schemes that are managed, directly or by delegation, by the UCITS management company or by any other company with which the UCITS management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund’s investment in the units of such other collective investment schemes.
3.5	Where a commission (including a rebated commission) is received by the UCITS manager/investment manager/investment adviser by virtue of an investment in the units of another collective investment schemes, this commission must be paid into the property of the relevant Fund.
<b>4. Index Tracking UCITS</b>	
4.1	A Fund may invest up to 20% of net assets in shares and/or debt securities issued by the same body where the investment policy of the UCITS is to replicate an index which satisfies the criteria set out in the UCITS Regulations and is recognised by the Central Bank.
4.2	The limit in 4.1 may be raised to 35%, and applied to a single issuer, where this is justified by exceptional market conditions.
<b>5. General Provisions</b>	
5.1	An investment company, or management company acting in connection with all of the collective investment schemes it manages, may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.
5.2	<p>A Fund may acquire no more than:</p> <ul style="list-style-type: none"> <li>(i) 10% of the non-voting shares of any single issuing body;</li> <li>(ii) 10% of the debt securities of any single issuing body;</li> <li>(iii) 25% of the units of any single collective investment schemes;</li> <li>(iv) 10% of the money market instruments of any single issuing body.</li> </ul>
<b>NOTE:</b> The limits laid down in (ii), (iii) and (iv) above may be disregarded at the time of acquisition if	

at that time the gross amount of the debt securities or of the money market instruments, or the net amount of the securities in issue cannot be calculated.	
5.1 and 5.2 shall not be applicable to:	
	<ul style="list-style-type: none"> <li>(i) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;</li> <li>(ii) transferable securities and money market instruments issued or guaranteed by a non-Member State;</li> <li>(iii) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members;</li> <li>(iv) shares held by a Fund in the capital of a company incorporated in a non-member State which invests its assets mainly in the securities of issuing bodies having their registered offices in that State, where under the legislation of that State such a holding represents the only way in which a Fund can invest in the securities of issuing bodies of that State. This waiver is applicable only if in its investment policies the company from the non-Member State complies with the limits laid down in 2.3 to 2.11, 3.1, 3.2, 5.1, 5.2, 5.4, 5.5 and 5.6, and provided that where these limits are exceeded, paragraphs 5.5 and 5.6 below are observed.</li> <li>(v) Shares held by an investment company or investment companies in the capital of subsidiary companies carrying on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the repurchase of units at unit-holders' request exclusively on their behalf.</li> </ul>
5.3	A Fund need not comply with the investment restrictions herein when exercising subscription rights attaching to transferable securities or money market instruments which form part of their assets.
5.4	The Central Bank may allow recently authorised Funds to derogate from the provisions of 2.3 to 2.12, 3.1, 3.2, 4.1 and 4.2 for six months following the date of their authorisation.
5.5	If the limits laid down herein are exceeded for reasons beyond the control of a Fund, or as a result of the exercise of subscription rights, the Fund must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its shareholders.
5.6	Neither an investment company, nor a management company or a trustee acting on behalf of a unit trust or a management company of a common contractual fund, may carry out uncovered sales of: <ul style="list-style-type: none"> <li>• transferable securities;</li> <li>• money market instruments<sup>1</sup> ;</li> <li>• units of CIS; or</li> <li>• financial derivative instruments.</li> </ul>
5.7	A Fund may hold ancillary liquid assets.
<b>6. Financial Derivative Instruments ('FDIs')</b>	
6.1	A Fund's global exposure (as prescribed in the UCITS Regulations) relating to FDI must not exceed its total net asset value.

<sup>1</sup> Any short selling of money market instruments by a Fund is prohibited

6.2	Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in the UCITS Regulations. (This provision does not apply in the case of index based FDI provided the underlying index is one which meets with the criteria set out in the UCITS Regulations.)
6.3	A Fund may invest in FDIs dealt in over-the-counter (OTC) provided that the counterparties to over-the-counter transactions (OTCs) are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.
6.4	Investment in FDIs are subject to the conditions and limits laid down by the Central Bank.

### **Restrictions on Borrowing, Lending and Dealing**

- (1) Each Fund may only borrow an amount which in the aggregate does not exceed 10% of the Net Asset Value of the Fund. Such borrowings may, however, only be made on a temporary basis. Each Fund may give a charge over the assets of the Fund in order to secure borrowings.

Further, each Fund may not invest more than 10% of its Net Asset Value in partly paid securities.

- (2) Each Fund may acquire foreign currency by means of a "back-to-back" loan. Foreign currency obtained in this manner is not classed as borrowings for the purposes of the borrowing restrictions contained in the Regulations and (1) above, provided that the offsetting deposit:-
  - (i) is denominated in the base currency of the Fund; and
  - (ii) equals or exceeds the value of the foreign currency loan outstanding.

However, where foreign currency borrowings exceed the value of the back-to-back deposit, any excess is regarded as borrowing for the purpose of Regulation 69 of the Regulations and (1) above.

- (3) Each Fund may not, save as set out in (1) above, mortgage, hypothecate or in any manner transfer as security for indebtedness, any securities owned or held by the Fund provided that the purchase or sale of securities on a when-issued or delayed-delivery basis, and margin paid with respect to the writing of options or the purchase or sale of derivative contracts, are not deemed to be the pledge of the assets.
- (4) Without prejudice to the powers of each Fund to invest in transferable securities, each Fund may not lend or act as guarantor on behalf of third parties.
- (5) Each Fund may engage in stocklending and enter into repurchase and reverse repurchase agreements for the purpose of efficient portfolio management, subject to the conditions and limits set out in the Central Bank UCITS Regulations.

### APPENDIX III – GLOBAL NETWORK OF MARKETS AND SUB-CUSTODIANS

Country	Sub-Custodian	Sub-Custodian Delegates
Australia	HSBC Bank Australia Limited	
Austria	UniCredit Bank Austria A.G	
Bahrain	HSBC Bank Middle East Limited	
Bangladesh	Standard Chartered Bank	
Belgium	Deutsche Bank AG	
Bermuda	HSBC Bank Bermuda Limited	
Bosnia and Herzegovina - Federation of B & H	Raiffeisen Bank International AG	Raiffeisen Bank Bosnia DD BiH
Bosnia and Herzegovina - Republic of Srpska	Raiffeisen Bank International AG	Raiffeisen Bank Bosnia DD BiH
Botswana	Standard Chartered Bank Botswana Limited	
Brazil	Citibank, N.A.	Citibank Distribuidora de Titulos e Valores Mobiliarios S.A ("DTVM")
Bulgaria	Citibank Europe plc	
Canada	The Northern Trust Company, Canada	
Canada*	Royal Bank of Canada	
Chile	Banco de Chile	
China A	HSBC Bank (China) Company Limited	
China B	HSBC Bank (China) Company Limited	
Colombia	Cititrust Colombia S.A. Sociedad Fiduciaria	
Costa Rica	Banco Nacional de Costa Rica	
Croatia	UniCredit Bank Austria A.G.	Zagrebacka Banka d.d.
Cyprus	Citibank International Limited	
Czech Republic	UniCredit Bank Czech Republic and Slovakia, a.s.	
Denmark	Nordea Bank Danmark A/S	
Egypt	Citibank, N.A.	
Estonia	Swedbank AS	
Euro CDs	Deutsche Bank AG, London Branch	
Finland	Nordea Bank Finland plc	
France	Deutsche Bank AG	
Germany	Deutsche Bank AG	
Ghana	Standard Chartered Bank Ghana Limited	
Greece	Citibank International Limited	



<b>Country</b>	<b>Sub-Custodian</b>	<b>Sub-Custodian Delegates</b>
Hong Kong SAR	The Hongkong and Shanghai Banking Corporation Limited	
Hungary	UniCredit Bank Hungary Zrt	
India	Citibank, N.A.	
Indonesia	Standard Chartered Bank	
Ireland	The Northern Trust Company, London	
Israel	Bank Leumi Le-Israel BM	
Italy	Deutsche Bank SpA	
Japan	The Hongkong and Shanghai Banking Corporation Limited	
Jordan	Standard Chartered Bank plc, Jordan Branch	
Kazakhstan	JSC Citibank Kazakhstan	
Kenya	Standard Chartered Bank Kenya Limited	
Kuwait	HSBC Bank Middle East Limited	
Latvia	Swedbank AS	
Lebanon	HSBC Bank Middle East Limited	
Lithuania	AB SEB Bankas	
Luxembourg	Euroclear Bank S.A. / N.V	
Malaysia	HSBC Bank Malaysia Berhad	
Mauritius	The Hongkong and Shanghai Banking Corporation Limited	
Mexico	Banco Nacional de Mexico, S.A.	
Morocco	Societe Generale Marocaine de Banques	
Namibia	Standard Bank Namibia Ltd	
Netherlands	Deutsche Bank AG	
New Zealand	The Hongkong and Shanghai Banking Corporation Limited	
Nigeria	Stanbic IBTC Bank Plc	
Norway	Nordea Bank Norge ASA	
Oman	HSBC Bank Oman SAOG	
Pakistan	Citibank, N.A.	
Panama	Citibank, N.A., Panama Branch	
Peru	Citibank del Peru S.A.	
Philippines	The Hongkong and Shanghai Banking Corporation Limited	
Poland	Bank Polska Kasa Opieki SA	
Portugal	BNP Paribas Securities Services	

<b>Country</b>	<b>Sub-Custodian</b>	<b>Sub-Custodian Delegates</b>
Qatar	HSBC Bank Middle East Limited	
Romania	Citibank Europe plc	
Russia	AO Citibank	
Saudi Arabia	HSBC Saudi Arabia Limited	
Serbia	UniCredit Bank Austria A.G.	UniCredit Bank Serbia JSC
Singapore	DBS Bank Ltd	
Slovakia	Citibank Europe plc	
Slovenia	UniCredit Banka Slovenija d.d.	
South Africa	The Standard Bank of South Africa Limited	
South Korea	The Hongkong and Shanghai Banking Corporation Limited	
Spain	Deutsche Bank SAE	
Sri Lanka	Standard Chartered Bank	
Sweden	Svenska Handelsbanken AB (publ)	
Switzerland	Credit Suisse AG	
Taiwan	Bank of Taiwan	
Tanzania	Standard Chartered Bank (Mauritius) Limited	Standard Chartered Bank Tanzania Ltd
Thailand	Citibank, N.A.	
Tunisia	Banque Internationale Arabe de Tunisie	
Turkey	Deutsche Bank A.S.	

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The Directors of Polar Capital Funds public limited company (the “Company”), whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November, 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **GLOBAL TECHNOLOGY FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER , 2018**

## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and New York and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Dealing Day”	each Business Day (provided always there shall be at least two Dealing Days in each calendar month).
“Index”	<p><b>Until 31 December 2018:</b> Dow Jones World Technology Index (Bloomberg W1TEC), an index consisting of industries experiencing rapid product changes due primarily to scientific advances; the Dow Jones World Technology Index is quoted in US Dollars.</p> <p><b>With effect from 1 January 2019:</b> Dow Jones Global Technology Net Total Return Index (Bloomberg: W1TECN)</p> <p>The Dow Jones Global Technology Net Total Return Index, as currently constituted, measures the stock performance of companies in the technology sector. The stock performance represents the total return (i.e. all cash distributions reinvested) of Index constituents. The Index is quoted in US dollars. Further information can be found on <a href="http://www.us.spindices.com">www.us.spindices.com</a>.</p>
“Share Class” or “Share Classes”	such Share Class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Global Technology Fund being the US Dollar Share Class, the Sterling Share Class, the Euro Share Class, the Class R US Dollar Share Class, the Class R Sterling Share Class, the Class R Euro Share Class, the Class R CHF Hedged Share Class, the Class R Euro Hedged Share Class, Class R Euro Hedged Accumulation Share Class, the Class I US Dollar Share Class, the Class I Sterling Share Class, the Class I Euro Share Class, the Class I CHF Hedged Share Class, the Class I Sterling Hedged Share Class and Class I Euro Hedged Share Class.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

**GLOBAL TECHNOLOGY FUND  
(the “Fund”)**

**INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds, each fund representing a single portfolio of assets with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a sub-fund. As at the date of this Supplement the other existing funds of the Company are; the Japan Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European Ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

**It is not the current intention to accept subscriptions, other than from existing investors, in respect of the US Dollar Share Class, the Sterling Share Class or the Euro Share Class. However, the Directors retain the absolute discretion to accept in whole or in part any application for US Dollar Share Class, the Sterling Share Class or the Euro Share Class.**

The Share Classes have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

The base currency of the Fund is US Dollars.

**Profile of a Typical Investor: Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate a medium level of volatility that is generally associated with an equity fund, i.e. susceptible to market movements and fluctuations, and believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.**

## INVESTMENT OBJECTIVES AND POLICIES

The investment objective of the Fund is long term capital appreciation by way of investing in a globally diversified portfolio of technology companies. Although the Fund may receive income in the form of dividends, interest and from other sources, income is not a primary consideration.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

The Fund will invest at least two thirds of its total assets in technology-related companies worldwide. The Fund will take a geographically diversified approach and operate within broad asset allocation ranges, but there are no specified limits on investing in any geographical region or single country. To the extent permitted by the investment restrictions described in Appendix II of the Prospectus, the Fund will achieve its investment objectives by investing in a wide range of securities which may be listed on a Regulated Market or unlisted. Subject to the investments restrictions described in Appendix II of the Prospectus, investments will be made in transferable securities including, but not limited to, shares, equity warrants and other types of securities such as preferred shares, securities convertible into shares which may be listed on a Regulated Market or unlisted and issued by companies and governments.

The Fund may invest in and have direct access to China A shares listed on the Shanghai Stock Exchange and the Shenzhen Stock Exchange via the Shanghai-Hong Kong Stock Connect scheme and the Shenzhen-Hong Kong Stock Connect scheme (the “Connect Scheme”) (as further described in the sub-section headed “Shanghai-Hong Kong Stock Connect Scheme and Shenzhen-Hong Kong Stock Connect Scheme” in the Prospectus). Exposure to China A shares through the Connect Scheme will not be more than 10% of the Fund’s Net Asset Value.

The Fund may indirectly gain access to China A Shares by purchasing equity-related instruments, participation notes and participatory certificates.

The Fund may, subject to the investment restrictions described in Appendix II of the Prospectus, also invest in either closed-end or open-end investment funds which are listed on a Regulated Market and which invest in any of the transferable securities referred to above.

While observing the risk diversification rules set forth in the investment restrictions described in Appendix II of the Prospectus, the Fund may also invest in global American and European depository receipts.

As set out under “Financial Derivative Instruments and Techniques for Efficient Portfolio Management” in the Investment Objectives and Policies section of the Prospectus, for the purposes of maximising portfolio returns, the Fund may also, within the limits set forth in the investment restrictions described in Appendix II engage in a policy of currency hedging and make use of derivatives for efficient portfolio management when it is thought to be appropriate.

Efficient portfolio management means investment decisions involving transactions that are entered into for one or more of the following purposes: (a) a reduction of risk; (b) a reduction of cost with no increase or a minimal increase in risk; (c) generation of low level risk (relative to the expected return); (d) reduction of market exposure and (e) to protect Shareholder value when the Investment Manager feels it appropriate to do so.

The Fund may, on an ancillary basis, hold liquid assets comprising cash and money market funds listed on a Regulated Market having a residual maturity of less than 12 months, subject to the limitation on investment in other collective investment schemes below.

### **SHANGHAI-HONG KONG STOCK CONNECT SCHEME AND SHENZHEN-HONG KONG STOCK CONNECT SCHEME**

The Fund may invest in China A shares through the Connect Scheme. Please refer to the sub-section headed “Shanghai-Hong Kong Stock Connect Scheme and Shenzhen-Hong Kong Stock Connect Scheme” and the risk factor headed “Risks associated with the Connect Scheme” in the Prospectus for details.

### **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus. The Fund will not invest (i) greater than 5% of its Net Asset Value in equity warrants or (ii) greater than 15% of its Net Asset Value in securities listed or traded on emerging markets. The Fund will not invest more than 10% of its Net Asset Value in other open-ended collective investment schemes.

### **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

#### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The individual managers at Polar Capital LLP with prime responsibility for the Fund are:-

**Ben Rogoff** – joined Polar Capital in May 2003. He is joint manager of the Global Technology Fund. Prior to joining Polar Capital, Ben began his career in fund management at CMI, as a global technology analyst. He moved to Aberdeen Asset Managers in 1998 where he spent four years as a senior technology manager. Ben graduated from St Catherine’s College, Oxford in 1995.

**Nick Evans** - joined Polar Capital in September 2007. He has been lead manager of the Global Technology Fund since January 2008. Prior to joining Polar Capital, Nick was head of technology at AXA Framlington Investment Management, where he was lead manager of the AXA Framlington Global Technology Fund and the AXA World Fund (AWF) – Global Technology Fund. Previously he spent 3 years at Hill Samuel Asset Management as a Pan-European investment manager and technology analyst at Hill Samuel Asset Management. Nick has a degree in Economics from Hull University.

#### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary (“Administrator”) to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value attributable to the Fund and the Net Asset Value of the Share Classes will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading "Statutory and General Information" in the Prospectus. The Net Asset Value of the Fund will be expressed in US Dollars. The Net Asset Value of the Fund as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of "Statutory and General".

## **DIVIDEND POLICY**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund should maintain a policy of the declaration and/or reporting of an annual dividend in respect of each of the Fund's Share Classes.

Any dividend declared by the Fund will be paid only out of the Fund's net investment income return for an accounting period (i.e. the dividends, interest or other income earned by the Fund on its investments in that period less the Fund's expenses attributable to that period). Any dividend declared in respect of an accounting period will normally be paid in January of the year following that accounting period. Any dividend paid on a Share that is unclaimed by the relevant Shareholder will not earn interest; and if that dividend is not claimed within six years of its declaration it shall be forfeited and shall be escheated for the benefit of the Fund.

Dividends payable to Shareholders will be reinvested at the time such dividends are paid by subscription for further Shares, unless Shareholders specifically request that dividends be paid in cash. Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution, unless a Shareholder elects to receive dividends in cash.

Distribution entitlements of US\$100 or more will, unless instructions to the contrary are received from the Shareholder at least twenty one days before the date on which the dividend is to be paid, be reinvested in



the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution.

Any such reinvestment of a Shareholder's dividend entitlement will be made, on the relevant dividend payment date, by the Directors acting as nominee and agent for and for the account of the Shareholder concerned in their receipt of the Shareholder's income and in their payment of such income to the Company in subscription for further Shares. If a Shareholder's dividends are reinvested, there is no preliminary charge payable on the reinvestment.

A Shareholder who elects to receive dividends in cash will be deemed to have made a similar election in respect of any further Shares acquired by the Shareholder until the Shareholder revokes the election.

### **Accumulation Share Classes**

It is not the current intention to pay dividends in respect of the Accumulation Share Classes.

## **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes). As explained above under "Dividend Policy", the directors intend that the Fund should make an annual dividend payment to Shareholders out of the investment income earned by the Fund each year.

## HEDGED CLASSES

The Fund will enter into certain currency related transactions in order to hedge the currency exposure of the relevant hedged Share Class to that of the Base Currency of the Fund. Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets or liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains or losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. A Class will not be leveraged as a result of currency hedging transactions.

Where the Company seeks to hedge against currency fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and under-hedged positions will not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted levels outlined above. This review will also incorporate a procedure to ensure that under-hedged positions and positions materially in excess of 100% of Net Asset Value of the Class will not be carried forward from month to month. To the extent that hedging is successful for a particular Class the performance of the Class is likely to move in line (subject to interest rate differentials and associated dealing costs) with the performance of the underlying assets with the result that investors in that Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the Fund are denominated.

## MINIMUM SUBSCRIPTION AND MINIMUM HOLDING

### ***US Dollar Share Class, Sterling Share Class and Euro Share Class***

There is no minimum subscription or minimum holding requirement for the US Dollar Share Class, the Sterling Share Class or the Euro Share Class.

### ***Class R US Dollar Share Class, Class R Sterling Share Class, Class R Euro Share Class, Class R CHF Hedged Share Class, Class R Euro Hedged Share Class and Class R Euro Hedged Accumulation Share Class***

There is no minimum subscription or minimum holding requirement for the Class R Share Classes.

### ***Class I US Dollar Share Class, Class I Sterling Share Class, Class I Euro Share Class, Class I CHF Hedged Share Class, Class I Sterling Hedged Share Class and Class I Euro Hedged Share Class***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or

- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

The Class I Share Classes are each subject to a minimum subscription and minimum holding requirement of US\$1 million (or its foreign currency equivalent). The aggregate of an investor's investments in the US Dollar Share Class, the Sterling Share Class, the Euro Share Class, the Class R Shares, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class I Shares may be waived or reduced at the sole discretion of the Directors.

## **SUBSCRIPTIONS**

### **US Dollar Shares, Sterling Shares and Euro Shares**

It is not the current intention to accept subscriptions, other than from existing investors, in respect of the US Dollar Share Class, the Sterling Share Class or the Euro Share Class. However, the Directors retain the absolute discretion to accept in whole or in part any application for US Dollar Share Class, the Sterling Share Class or the Euro Share Class.

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information

Document in paper or electronic form) by mail, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares calculated as at the Valuation Point on the relevant Dealing Day. Any applications received after that time will be held over until the next Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmations will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned

(without interest) as soon as practicable (in U.S. Dollars or the equivalent thereof) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price will be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

## **Subscription Monies**

### Method of Payment

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### Currency of Payment

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund. However, the Company may accept payment in such other currencies as the Administrator may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares calculated as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will normally be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

Redemption requests will only be accepted 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's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him. If Shares are held in certificated form a certificate for the remaining Shares will be sent by post to the Shareholder (at his own risk).

#### Redemption Price

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting therefrom such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (i) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

#### Fractions

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and

- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

#### Method of Payment

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

#### Currency of Payment

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

#### Timing of Payment

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

#### Compulsory Redemption

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

#### **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## SWITCHING

Shareholders of a Class within the Fund (the “Original Class”) may switch free of any switching charge to another Class(es) within the Fund (the “New Class”) in accordance with the formula and procedures specified below.

Switching may be effected by telephone order to the Administrator or written application to the Administrator on such switching form as may be prescribed by the Directors. Telephone orders may be placed with the Administrator on + 353 1 4345007.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## FEES AND EXPENSES

### General

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.



## **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors' discretion.

## **Investment Management Fees**

### ***US Dollar Share Class, Sterling Share Class and Euro Share Class***

The investment management fee payable in respect of the US Dollar Shares, the Sterling Shares and the Euro Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the US Dollar Shares, the Sterling Shares and the Euro Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the US Dollar Shares, the Sterling Shares and the Euro Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per US Dollar Share exceeds the Indexed Net Asset Value per US Dollar Share as at the Payment Date multiplied by the weighted average number of total US Dollar Shares, Sterling Shares and Euro Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per US Dollar Share is calculated by adjusting the Net Asset Value per US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid.

For the purposes of the performance fee calculation, the Net Asset Value per US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the US Dollar Shares, the Sterling Shares and Euro Shares outperform the Index. If, during a performance fee period, the performance of the US Dollar Shares, the Sterling Shares and Euro Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

All performance fee payments shall be subject to the restriction that in paying a performance fee the amount of performance fee included in the Net Asset Value per US Dollar Share at the relevant Payment Date shall be the smaller of 10% of the outperformance of the Index or 10% of the appreciation in the Net Asset Value per US Dollar Share over the relevant Net Asset Value per US Dollar Share on the last day

that a performance fee was paid (the “Net Asset Value High Water Mark”). There will be a carrying forward of any unutilised performance fee.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class R US Dollar Share Class, Class R Sterling Share Class and Class R Euro Share Class***

The investment management fee payable in respect of the Class R US Dollar Shares, the Class R Sterling Shares and the Class R Euro Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R US Dollar Shares, the Class R Sterling Shares and the Class R Euro Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for the Class R US Dollar, Class R Sterling and Class R Euro Share Classes shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R US Dollar Share exceeds the Indexed Net Asset Value per Class R US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar, Class R Sterling and Class R Euro Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R US Dollar Share is calculated by adjusting the Net Asset Value per Class R US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class R US Dollar Shares, Class R Sterling Shares and Class R Euro Shares outperform the Index. If, during a performance fee period, the performance of the Class R US Dollar Shares, Class R Sterling Shares and Class R Euro Shares do not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class R CHF Hedged Share Class***

The investment management fee payable in respect of the Class R CHF Hedged Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R CHF Hedged Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

*Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of CHF 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class R CHF Hedged Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R CHF Hedged Share exceeds the Indexed Net Asset Value per Class R CHF Hedged Share as at the Payment Date multiplied by the weighted average number of total Class R CHF Hedged Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R CHF Hedged Share is calculated by adjusting the Net Asset Value per Class R CHF Hedged Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into CHF. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class R CHF Hedged Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class R CHF Hedged Shares outperform the Index. If, during a performance fee period, the performance of the Class R CHF Hedged Shares do not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### ***Class R Euro Hedged Share Class***

The investment management fee payable in respect of the Class R Euro Hedged Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R Euro Hedged Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of Euro 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class R Euro Hedged Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R Euro Hedged Share exceeds the Indexed Net Asset Value per Class R Euro Hedged Share as at the Payment Date multiplied by the weighted average number of total Class R Euro Hedged Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R Euro Hedged Share is calculated by adjusting the Net Asset Value per Class R Euro Hedged Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into Euro. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class R Euro Hedged Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class R Euro Hedged Shares outperform the Index. If, during a performance fee period, the performance of the Class R Euro Hedged Shares do not exceed the

performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### ***Class R Euro Hedged Accumulation Share Class***

The investment management fee payable in respect of the Class R Euro Hedged Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R Euro Hedged Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of Euro 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class R Euro Hedged Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R Euro Hedged Accumulation Share exceeds the Indexed Net Asset Value per Class R Euro Hedged Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class R Euro Hedged Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R Euro Hedged Accumulation Share is calculated by adjusting the Net Asset Value per Class R Euro Hedged Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into Euro. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class R Euro Hedged Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class R Euro Hedged Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class R Euro Hedged Accumulation Shares do not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I US Dollar Share Class, Class I Sterling Share Class and Class I Euro Share Class***

The investment management fee payable in respect of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I US Dollar Share exceeds the Indexed Net Asset Value per Class I US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Shares, Class I Sterling Shares and Class I Euro Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class I US Dollar Share is calculated by adjusting the Net Asset Value per Class I US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares outperform the Index. If, during a performance fee period, the performance of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares do not exceed the

performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class I CHF Hedged Share Class***

The investment management fee payable in respect of the Class I CHF Hedged Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I CHF Hedged Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of CHF 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I CHF Hedged Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I CHF Hedged Share exceeds the Indexed Net Asset Value per Class I CHF Hedged Share as at the Payment Date multiplied by the weighted average number of total Class I CHF Hedged Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I CHF Hedged Share is calculated by adjusting the Net Asset Value per Class I CHF Hedged Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into CHF. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I CHF Hedged Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I CHF Hedged Shares outperform the Index. If, during a performance fee period, the performance of the Class I CHF Hedged Shares do not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class I Sterling Hedged Share Class***

The investment management fee payable in respect of the Class I Sterling Hedged Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I Sterling Hedged Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of GBP 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I Sterling Hedged Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Sterling Hedged Share exceeds the Indexed Net Asset Value per Class I Sterling Hedged Share as at the Payment Date multiplied by the weighted average number of total Class I Sterling Hedged Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I Sterling Hedged Share is calculated by adjusting the Net Asset Value per Class I Sterling Hedged Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into GBP. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.



For the purposes of the performance fee calculation, the Net Asset Value per Class I Sterling Hedged Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I Sterling Hedged Shares outperform the Index. If, during a performance fee period, the performance of the Class I Sterling Hedged Shares do not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class I Euro Hedged Share Class***

The investment management fee payable in respect of the Class I Euro Hedged Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I Euro Hedged Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of Euro 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I Euro Hedged Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Euro Hedged Share exceeds the Indexed Net Asset Value per Class I Euro Hedged Share as at the Payment Date multiplied by the weighted average number of total Class I Euro Hedged Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I Euro Hedged Share is calculated by adjusting the Net Asset Value per Class I Euro Hedged Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into Euro. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or “swap rate” as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Euro Hedged Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I Euro Hedged Shares outperform the Index. If, during a performance fee period, the performance of the Class I Euro Hedged Shares do not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus, to include “Risks associated with Investments in PRC” and “Risks associated with the Connect Scheme”.

### **Technology and Technology Related Risk**

The value of Shares may be susceptible to factors affecting technology related industries and to greater risk and market fluctuation than investment in a broader range of portfolio securities covering different economic sectors. Technology and technology related industries may also be subject to greater government regulation than many other industries. Accordingly, changes in governmental policies and the need for regulatory approvals may have a materially adverse effect on these industries. Additionally, these companies may be subject to risk of developing technologies, competitive pressures and other factors and are dependent upon consumer and business acceptance as new technologies evolve. Many companies in the technology sector are smaller companies and are therefore also subject to the risks attendant on investing in smaller capitalisation businesses.

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The Directors of Polar Capital Funds public limited company (the “Company”), whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November, 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **JAPAN FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER, 2018**

## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin, London and Tokyo and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Dealing Day”	each Business Day (provided always there shall be at least two Dealing Days in each calendar month).
“Index”	<p>TOPIX Total Return JPY Index (Bloomberg: TPXDDVD)</p> <p>The TOPIX Total Return JPY Index, as currently constituted, represents the total return (i.e. all cash distributions reinvested) of the TOPIX Index, a capitalisation weighted index of all the companies listed on the First Section of the Tokyo Stock Exchange. The Index is supplemented by the sub-indices of the 33 industry sectors. The Index calculation excludes temporary issues and preferred stocks. The Index is quoted in Japanese yen. Further information can be found on <a href="http://www.jpx.co.jp">www.jpx.co.jp</a>.</p>
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Japan Fund being the US Dollar Share Class, the Sterling Share Class, the Japanese Yen Share Class, the Class R US Dollar Share Class, the Class R Sterling Share Class, the Class R Japanese Yen Share Class, the Class R Euro Share Class, the Class R Hedged US Dollar Share Class, the Class R Hedged Sterling Share Class, the Class R Hedged Euro Share Class, the Class R Hedged CHF Share Class, the Class I US Dollar Share Class, the Class I Sterling Share Class, the Class I Japanese Yen Share Class, the Class I Euro Share Class, the Class I Hedged US Dollar Share Class, the Class I Hedged Sterling Share Class, the Class I Hedged Euro Share Class, the Class I Hedged CHF Share Class, the Class SI Japanese Yen Share Class, the Class SI US Dollar Share Class, the Class SI Euro Share Class, the Class SI Sterling Share Class, the Class SI Hedged Euro Share Class, the Class SI Hedged GBP Share Class and the Class SI Hedged US Dollar Share Class.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

## **JAPAN FUND (the “Fund”)**

### **INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different sub-funds, each fund represents a single portfolio of assets, with segregated liability between sub-funds. Each sub-fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a sub-fund. As at the date of this Supplement the other existing sub-funds of the Company are: the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

**It is not the current intention to accept subscriptions, other than from existing investors, in respect of the US Dollar Share Class, the Sterling Share Class or the Japanese Yen Share Class. However, the Directors retain the absolute discretion to accept in whole or in part any application for US Dollar Share Class, the Sterling Share Class or the Japanese Yen Share Class.**

All Share Classes have been admitted to the Official List and trading on the Main Securities Market of the Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

The base currency of the Fund is Japanese Yen.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate a medium level of volatility that is generally associated with an equity fund, i.e. susceptible to market movements and fluctuations, and believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.

## **INVESTMENT OBJECTIVES AND POLICIES**

The investment objective of the Fund is to achieve long term capital growth by investing primarily (meaning not less than two thirds of the Fund's total assets) in securities of issuers that exercise a preponderant part of their economic activities in Japan or are organised under the laws of Japan. The Fund intends to invest up to 100% of its assets in securities listed on the Tokyo and regional Japanese exchanges that are Regulated Markets. Subject to the investment restrictions described in Appendix II of the Prospectus, investments will be made in transferable securities including but not limited to shares, equity warrants and other types of securities such as preferred shares, securities convertible into shares which may be listed on a Regulated Market or unlisted and issued by companies and governments. The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations. The Fund will seek to outperform the Index whilst striving to limit the volatility of the Funds returns. The Investment Manager will apply an investment approach which will be research driven, employing a multi-factor methodology. The Investment Manager will first analyse strategic macro trends, both in a domestic and a global context, to establish broad sectoral consequences. Then a stock picking approach will be applied to individual companies, with specific emphasis on both "value" and "growth" characteristics and on comparative opportunities. This multi-dimensional approach is flexible and continuously responsive, with the overall aim of minimising the potential for permanent capital loss.

Whilst large companies will dominate stock selection, medium and small capitalisation issues will also be utilised where opportunities arise. The Investment Manager will place great emphasis on visibility and reliability of company data.

As set out under "Financial Derivative Instruments and Techniques for Efficient Portfolio Management" in the Investment Objectives and Policies section of the Prospectus, for the purposes of maximising portfolio returns, the Fund may also, within the limits set forth in the investment restrictions described in Appendix II engage in a policy of currency hedging and make use of derivatives for efficient portfolio management when it is thought to be appropriate.

Efficient portfolio management means investment decisions involving transactions that are entered into for one or more of the following purposes: (a) a reduction of risk; (b) a reduction of cost with no increase or a minimal increase in risk; (c) generation of low level risk (relative to the expected return); (d) reduction of market exposure and (e) to protect Shareholder value when the Investment Manager feels it appropriate to do so.

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus. The Fund will not invest (i) greater than 5% of its Net Asset Value in equity warrants or (ii) greater than 15% of its Net Asset Value in securities listed or traded on emerging markets. The Fund will not invest more than 10% of its Net Asset Value in other open-ended collective investment schemes.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

## **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company.

**James Salter** - joined Polar Capital in March 2001 and is manager of the Japan Fund. Prior to joining Polar Capital, James began his career at Foreign & Colonial in 1989 where he was promoted to an assistant fund manager, and then left to join Martin Currie to take joint responsibility for the Japanese funds in the capacity of a director. Before establishing the Japanese franchise at Bonfield, which he transferred to Polar Capital, he was the senior fund manager of the Schroder Japan Growth Fund plc.

## **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company’s assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes will be calculated by the Administrator as at the Valuation Point in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the Prospectus. The Net Asset Value of the Fund will be expressed in Japanese Yen. The Net Asset Value as at the Valuation Point on a Dealing Day will normally be available the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.

## **DIVIDEND POLICY**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund should maintain a policy of the declaration and/or reporting of an annual dividend in respect of each of the Fund's Share Classes.

Any dividend declared by the Fund will be paid only out of the Fund's net investment income return for an accounting period (i.e. the dividends, interest or other income earned by the Fund on its investments in that period less the Fund's expenses attributable to that period). Any dividend declared in respect of an accounting period will normally be paid in January of the year following that accounting period. Any dividend paid on a Share that is unclaimed by the relevant Shareholder will not earn interest; and if that dividend is not claimed within six years of its declaration it shall be forfeited and shall be escheated for the benefit of the Fund.

Dividends payable to Shareholders will be reinvested at the time such dividends are paid by subscription for further Shares, unless Shareholders specifically request that dividends be paid in cash. Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account"..

Any distribution for dividend entitlements of less than JPY10,000 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution, unless a Shareholder elects to receive dividends in cash.

Distribution entitlements of JPY10,000 or more will, unless instructions to the contrary are received from the Shareholder at least twenty one days before the date on which the dividend is to be paid, be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution.

Any such reinvestment of a Shareholder's dividend entitlement will be made, on the relevant dividend payment date, by the Directors acting as nominee and agent for and for the account of the Shareholder concerned in their receipt of the Shareholder's income and in their payment of such income to the Company in subscription for further Shares. If a Shareholder's dividends are reinvested, there is no preliminary charge payable on the reinvestment.

A Shareholder who elects to receive dividends in cash will be deemed to have made a similar election in respect of any further Shares acquired by the Shareholder until the Shareholder revokes the election.

### **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the



amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes). As explained above under "Dividend Policy", the directors intend that the Fund should make an annual dividend payment to Shareholders out of the investment income earned by the Fund each year.

## **HEDGED CLASSES**

The Fund will enter into certain currency related transactions in order to hedge the currency exposure of the assets of the Fund attributable to a particular Class into the currency of denomination of the relevant Class. Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets or liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains or losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. A Class will not be leveraged as a result of currency hedging transactions.

Where the Company seeks to hedge against currency fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and under-hedged positions will not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted levels outlined above. This review will also incorporate a procedure to ensure that under-hedged positions and positions materially in excess of 100% of Net Asset Value of the Class will not be carried forward from month to month. To the extent that hedging is successful for a particular Class the performance of the Class is likely to move in line (subject to interest rate differentials and associated dealing costs) with the performance of the underlying assets with the result that investors in that Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the Fund are denominated.

## **SUBSCRIPTIONS**

### **US Dollar Share Class, Sterling Share Class and Japanese Yen Share Class**

It is not the current intention to accept subscriptions other than from existing investors in respect of the US Dollar Share Class, the Sterling Share Class or the Japanese Yen Share Class. However, the Directors retain the absolute discretion to accept in whole or in part any application for US Dollar Share Class, the Sterling Share Class or the Japanese Yen Share Class.

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An

Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day (or such later time as the Directors may determine provided that it may be received no later than the time of determination of the Net Asset Value as at the Valuation Point on the Dealing Day). The original of the Application Form (and supporting documentation in relation to money laundering prevention checks) should be promptly sent by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by mail, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate. Telephone orders may be placed with the administrator on +(353 1) 434 5007.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares calculated as at the Valuation Point on the relevant Dealing Day. Any applications received after that time will be held over until the next Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in Japanese Yen or the equivalent thereof) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription. The Directors currently intend to reject applications if, as a result of accepting them, the Net Asset Value of the Fund would materially exceed JPY 100 billion, although this figure may be updated to reflect changes in the market for Japanese securities.

## **Subscription Monies**

### **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund. However, the Company may accept payment in such other currencies as the Administrator may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **MINIMUM SUBSCRIPTIONS/HOLDINGS**

### **US Dollar Shares, Sterling Shares and Japanese Yen Shares.**

There are no applicable Minimum Subscription or Minimum Holding requirements.

### **Class R US Dollar Shares, Class R Sterling Shares, Class R Japanese Yen Shares, Class R Euro Shares, Class R Hedged US Dollar Shares, Class R Hedged Sterling Shares, Class R Hedged Euro Shares and Class R Hedged CHF Shares.**

There are no applicable Minimum Subscription or Minimum Holding requirements.

### **Class I US Dollar Shares, Class I Sterling Shares, Class I Japanese Yen Shares, Class I Euro Shares, Class I Hedged US Dollar Shares, Class I Hedged Sterling Shares, Class I Hedged Euro Shares and Class I Hedged CHF Shares.**

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

The Minimum Subscription and Minimum Holding requirement is JPY 100 Million (or its foreign currency equivalent).

The Directors may, in their sole discretion, waive or reduce, in whole or in part, the Minimum Subscription and Minimum Holding requirement.

**Class SI Japanese Yen Shares, Class SI US Dollar Shares, Class SI Euro Shares, Class SI Sterling Shares, Class SI Hedged Euro Shares, Class SI Hedged GBP Shares and Class SI Hedged US Dollar Shares**

The Minimum Subscription and Minimum Holding requirement is GBP 125 million (or its foreign currency equivalent).

The Directors may, in their sole discretion, waive or reduce, in whole or in part, the Minimum Subscription and Minimum Holding requirement.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + (353 1) 434 5007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares calculated as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day (or such later time as the Directors may determine provided that it may be received no later than the time of the determination of the Net Asset Value as at the Valuation Point on the Dealing day). If the redemption request is received after the designated time it will normally be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

Redemption requests will only be accepted 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 investors holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting therefrom such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

### **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

### **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## **SWITCHING**

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by telephone order to the Administrator or written application to the Administrator on such switching form as may be prescribed by the Directors. Telephone orders may be placed with the Administrator on + (353 1) 434 5007.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### **Investment Management Fees**

The Investment Manager is entitled to receive an investment management fee and a performance fee together with any extraordinary out of pocket expenses. The Investment Manager shall be responsible for discharging from this fee the fees of the Investment Advisers.

### ***US Dollar, Sterling and Japanese Yen Share Classes***

The investment management fee will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the US Dollar, Sterling and Japanese Yen Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for the US Dollar, Sterling and Japanese Yen Shares Classes shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per JPY Share exceeds the Indexed Net Asset Value per JPY Share as at the Payment Date multiplied by the weighted average number of total US Dollar, Sterling and Japanese Yen Shares in issue on each Dealing Day since the last performance fee was paid.



The Indexed Net Asset Value per JPY Share is calculated by adjusting the Net Asset Value per JPY Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid.

For the purposes of the performance fee calculation, the Net Asset Value per JPY Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Fund outperforms the Index. If, during a performance fee period, the performance of the Fund does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

All performance fee payments shall be subject to the restriction that in paying a performance fee the amount of performance fee included in the Net Asset Value per JPY Share at the relevant Payment Date shall be the smaller of 10% of the outperformance of the Index or 10% of the appreciation in the Net Asset Value per JPY Share over the relevant Net Asset Value per JPY Share on the last day that a performance fee was paid (the "Net Asset Value High Water Mark"). There will be a carrying forward of any unutilised performance fee.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class R US Dollar, Class R Sterling, Class R Japanese Yen and Class R Euro Share Classes.***

The investment management fee will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class R US Dollar, Class R Sterling, Class R Japanese Yen and Class R Euro Share Classes shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per JPY Share exceeds the Indexed Net Asset Value per JPY Share as at the Payment Date multiplied by the weighted average number of total US Dollar, Sterling, Japanese Yen and Euro Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per JPY Share is calculated by adjusting the Net Asset Value per JPY Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R JPY Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Fund outperforms the Index. If, during a performance fee period, the performance of the Fund does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class R Hedged US Dollar, Class R Hedged Sterling and Class R Hedged Euro and Class R Hedged CHF Share Classes***

The investment management fee will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R Hedged Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for Class R Hedged US Dollar Shares, Class R Hedged Sterling Shares, Class R Hedged Euro Shares and Class R Hedged CHF Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value for the Class R Hedged US Dollar Shares, Class R Hedged Sterling Shares, Class R Hedged Euro Shares and Class R Hedged CHF Shares exceeds the Indexed Net Asset Value for the Class R Hedged US Dollar Shares, Class R Hedged Sterling Shares, Class R Hedged Euro Shares and Class R Hedged CHF Shares as at the Payment Date multiplied by the weighted average number of Class R Hedged US Dollar Shares, Class R Hedged Sterling Shares, Class R Hedged Euro Shares and Class R Hedged CHF Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value for each Class R Hedged US Dollar Share, Class R Hedged Sterling Share, Class R Hedged Euro Shares and Class R Hedged CHF Share is calculated by adjusting the Net

Asset Value for each Class R Hedged US Dollar Share, Class R Hedged Sterling Share, Class R Hedged CHF Shares and Class R Hedged CHF Euro Share as at the date on which the last performance fee was paid for each Class R Hedged US Dollar Share, Class R Hedged Sterling Share, Class R Hedged Euro Share and Class R Hedged CHF Euro Share by the comparative performance of the Index since the date on which the last performance fee was paid for each Class R Hedged US Dollar Share, Class R Hedged Sterling Share, Class R Hedged Euro Share and Class R Hedged CHF Share or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into US Dollars, Sterling and Euros, respectively. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or “swap rate” as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Fund outperforms the Index. If, during a performance fee period, the performance of the Fund does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I US Dollar, Class I Sterling, Class I Japanese Yen and Class I Euro Share Classes.***

The investment management fee will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for Class I US Dollar, Class I Sterling, Class I Japanese Yen and Class I Euro Shares Classes shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per JPY Share exceeds the Indexed Net Asset Value per JPY Share as at the Payment Date multiplied by the weighted average number of total US Dollar, Sterling, Japanese Yen and Euro Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per JPY Share is calculated by adjusting the Net Asset Value per JPY Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I JPY Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Fund outperforms the Index. If, during a performance fee period, the performance of the Fund does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

**Class I Hedged US Dollar Share Class, Class I Hedged Sterling Share Class, Class I Hedged Euro and Class I Hedged CHF Share Class.**

The investment management fee will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I Hedged Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for Class I Hedged US Dollar, Class I Hedged Sterling, Class I Hedged Euro and Class I Hedged CHF Share Classes shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value for the Class I Hedged US Dollar Shares, the Class I Hedged Sterling Shares, Class I Hedged Euro and Class I Hedged CHF Shares exceeds the Indexed Net Asset Value for each Class I Hedged US Dollar Share, the Class I Hedged Sterling Share, Class I Hedged Euro and Class I Hedged CHF Shares as at the Payment Date multiplied by the weighted average number of Class I Hedged US Dollar Shares, the Class I Hedged Sterling Shares and Class I Hedged CHF Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value for Class I Hedged US Dollar Share, Class I Hedged Sterling Share, Class I Hedged Euro Share and Class I Hedged CHF Share is calculated by adjusting the Net Asset Value for each Class I Hedged US Dollar Share, the Class I Hedged Sterling Share, Class I Hedged Euro Share

and Class I Hedged CHF Share as at the date on which the last performance fee was paid for each Class I Hedged US Dollar Share Class, Class I Hedged Sterling Share, Class I Hedged Euro Share and Class I Hedged CHF Share Class by the comparative performance of the Index since the date on which the last performance fee was paid for each Class I Hedged US Dollar Share Class, Class I Hedged Sterling Share Class, Class I Hedged Euro Share and Class I Hedged CHF Share or the date of issue of the relevant Shares, whichever is the later.

The index performance for the relevant period is adjusted to reflect a hedge into US dollars, Sterling and Euros, respectively. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or “swap rate” as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Fund outperforms the Index. If, during a performance fee period, the performance of the Fund does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### **Class SI Japanese Yen Shares, Class SI US Dollar Shares, Class SI Euro Shares and Class SI Sterling Shares**

The investment management fee will be accrued daily and will be payable monthly in arrears, equivalent to 0.80% per annum of the Net Asset Value of the Class SI Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for Class SI Japanese Yen Shares, Class SI US Dollar Shares, Class SI Euro Shares and Class SI Sterling Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Japanese Yen Share exceeds the Indexed Net Asset Value per Japanese Yen Share as at the Payment Date multiplied by the weighted average number of total Japanese Yen, US Dollar, Sterling, and Euro Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Japanese Yen Share is calculated by adjusting the Net Asset Value per Japanese Yen Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The initial offer price of JPY1000 shall be taken as the starting price for the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

For the purposes of the performance fee calculation, the Net Asset Value per Class SI Japanese Yen Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Fund outperforms the Index. If, during a performance fee period, the performance of the Fund does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### **Class SI Hedged Euro Shares, Class SI Hedged GBP Shares and Class SI Hedged US Dollar Shares**

The investment management fee will be accrued daily and will be payable monthly in arrears, equivalent to 0.80% per annum of the Net Asset Value of the Class SI Hedged Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class SI Hedged Euro Shares, Class SI Hedged GBP Shares and Class SI Hedged US Dollar Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value for the Class SI Hedged Euro Shares, Class SI Hedged GBP Shares and Class SI Hedged US Dollar Shares exceeds the Indexed Net Asset Value for each Class SI Hedged Euro Shares, Class SI Hedged GBP Shares and Class SI Hedged US Dollar Shares as at the Payment Date multiplied by the weighted average number of Class SI Hedged Euro Shares, Class SI Hedged GBP Shares and Class SI Hedged US Dollar Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value for Class SI Hedged Euro Shares, Class SI Hedged GBP Shares and Class SI Hedged US Dollar Shares is calculated by adjusting the Net Asset Value for each Class SI Hedged Euro Share, Class SI Hedged GBP Share and Class SI Hedged US Dollar Share as at the date on which the last performance fee was paid for each Class SI Hedged Euro Share, Class SI Hedged GBP Share and Class SI Hedged US Dollar Share by the comparative performance of the Index since the date on which the last performance fee was paid for each Class SI Hedged Euro Share, Class SI Hedged GBP Share and Class SI Hedged US Dollar Share or the date of issue of the relevant Shares, whichever is the later.

The initial offer price of Euro10/GBP10/USD10 shall be taken as the starting price for the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The index performance for the relevant period is adjusted to reflect a hedge into US dollars, Sterling and Euros, respectively. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or “swap rate” as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Fund outperforms the Index. If, during a performance fee period, the performance of the Fund does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **HEALTHCARE OPPORTUNITIES FUND**

(a Fund of Polar Capital Funds public limited company)

### **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER, 2018**



## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanged/markets are open for normal banking business in Dublin and London and New York and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	<p><b>Until 31 December 2018:</b> MSCI ACWI Health Care Index (Bloomberg: MXWDOHC) is a global index that measures the performance of a group of related industries that comprise the health care sector in developed markets.</p> <p><b>With effect from 1 January 2019:</b> MSCI AC World Daily Total Return Net Health Care USD Index (Bloomberg: NDUCHC)</p> <p>The MSCI AC World Daily Total Return Net Health Care USD Index, as currently constituted, is designed to capture the large and mid cap segments across 23 Developed Markets countries. All securities in the Index are classified in the Health Care sector as per the Global Industry Classification Standard which measures the price performance of markets with the income from constituent dividend payments. The Index constituent’s dividends are reinvested after the deduction of withholding taxes (using a tax rate applicable to non-resident institutional investors who do not benefit from double taxation treaties), at the close of trading on the day the security is quoted ex-dividend (the ex-date). The Index is quoted in US dollar. Further information can be found on <a href="http://www.msci.com">www.msci.com</a>.</p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Healthcare Opportunities Fund being the US Dollar Share Class, the Sterling Share Class, the Euro Share Class, the Class R US Dollar Share Class, the Class R Sterling Share Class, the Class R Euro Share Class, the Class I US Dollar Share Class, the Class I Sterling Share Class, the Class I Euro Share Class and the Class I Euro Accumulation Share Class.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.



## **HEALTHCARE OPPORTUNITIES FUND (the “Fund”)**

### **INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

**It is not the current intention to accept subscriptions, other than from existing investors, in respect of the US Dollar Share Class, the Sterling Share Class or the Euro Share Class. However, the Directors retain the absolute discretion to accept in whole or in part any application for US Dollar Share Class, the Sterling Share Class or the Euro Share Class.**

**As the Fund will make investments in equity warrants, an investment in the Fund should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.**

Application has been made to Euronext Dublin for the Class I Euro Accumulation Shares to be admitted to the Official List and trading on the Main Securities Market. The Class I Euro Accumulation Shares are expected to be admitted to the Official List and trading on the Main Securities Market on or about 10<sup>th</sup> December , 2018. The Directors do not anticipate that an active secondary market will develop in the Class I Euro Accumulation Shares.

This Supplement and the Prospectus, including all information required to be disclosed by the Euronext Dublin listing requirements, comprise listing particulars (the “Listing Particulars”) for the purposes of the listing of the Class I Euro Accumulation Shares.

The Directors confirm that there has been no significant change in the financial or trading position of the Company and the Fund since 31<sup>st</sup> December 2017, the date to which the audited annual report included in the Listing Particulars is prepared.

Neither the admission of the Class I Euro Accumulation Shares to the Official List and to trading on the Main Securities Market nor the approval of the Listing Particulars pursuant to the listing requirements of Euronext Dublin shall constitute a warranty or representation by Euronext Dublin as to the competence of the service providers to or any party connected with the Company, the adequacy of information contained in the Listing Particulars or the suitability of the Fund for investment purposes.

No dividends were declared for the period ended 31 December 2017.

The Net Asset Value is calculated on a daily basis and will be supplied to Euronext Dublin by the Administrator.

All other Share Classes have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

The base currency of the Fund is US Dollars.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate a medium level of volatility that is generally associated with an equity fund, i.e. susceptible to market movements and fluctuations, and believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.

#### **INVESTMENT OBJECTIVE**

The investment objective of the Fund is to preserve capital and achieve long term capital appreciation.

#### **INVESTMENT POLICIES**

The Fund will seek to achieve its investment objective by investing in a globally diversified portfolio of healthcare companies. The Fund will at all times invest at least two thirds of its total assets (excluding cash) in healthcare-related companies worldwide. The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations. Subject to the investment restrictions described in Appendix II of the Prospectus, investments will be made in transferable securities including, but not limited to, shares, equity warrants and other types of securities such as preferred shares, which may be listed on a Regulated Market or unlisted, and issued by companies, and Global, American and European depository receipts. The Fund may not invest more than 10% of its Net Asset Value in unlisted securities.

The Fund will seek to outperform the MSCI Global Healthcare Index whilst striving to limit the volatility of the Fund's returns. The Investment Manager will use a multi-factor methodology to screen a broad universe of global healthcare companies. A fundamental research-driven approach (based on proprietary analysis) will then be employed to derive a concentrated portfolio of investments.

There will not be a decisive emphasis on any particular size of companies dominating the stock selection. Instead the Investment Manager will invest in large, medium and small capitalisation issues depending on market liquidity and as it judges the available opportunities. The Fund will take a geographically diversified approach and operate within broad asset allocation ranges, but there are no specified limits on investing in any geographical region or in any sub-sector of healthcare.

Non-healthcare related securities will not exceed one third of the Fund's total assets.

The Fund may, on an ancillary basis, hold liquid assets comprising cash and money market funds listed on a Regulated Market having a residual maturity of less than 12 months, subject to the limitation on investment in collective investment schemes below. The Fund may invest in other open-ended collective investment schemes, with similar investment policies to the Fund, subject to the limitation on investment in collective investment schemes below.

For the purposes of maximising portfolio returns, use may also be made of permitted derivative instruments including, but not limited to futures, options, contracts for differences, swaps and forwards, for efficient portfolio management purposes which purposes principally include the following: (a) hedging, i.e. a reduction of risk; (b) a reduction of cost with no increase or a minimal increase in risk; (c) generation of low level risk (relative to the expected return); (d) reduction of market exposure; (e) to protect Shareholder value when the Investment Manager feels it appropriate to do so and (f) to indirectly gain exposure to an underlying security where the Investment Manager feels it is more efficient to do so. Other techniques and instruments may be developed which may be suitable for use by the Fund and the Investment Manager may, (subject to the conditions and within the limits laid down by the Central Bank and in accordance with the risk management statement cleared by the Central Bank) employ such techniques and instruments for the purposes of efficient portfolio management.

The Fund may engage in stocklending and enter into repurchase and reverse repurchase agreements for the purpose of efficient portfolio management, subject to the conditions and limits set out in the Central Bank's UCITS Regulations.

## **SECURITIES FINANCING TRANSACTIONS AND EQUITY SWAPS**

The Fund may engage in securities financing transactions (stocklending arrangements and repurchase/ reverse repurchase agreements, "SFTs") and equity swaps, as described under "Repurchase / Reverse Repurchase and Stock-Lending Arrangements for the Purposes of Efficient Portfolio Management" and "Financial Derivative Instruments" in the Prospectus. The types of assets that will be subject to securities financing transactions will be equity and fixed income securities and the underlying asset of an equity swap will be an equity or equity index.

The maximum exposure of the Fund in respect of SFTs shall be 100% of the Net Asset Value of the Fund and in respect of equity swaps, shall be a maximum gross exposure of 100%. However, the Investment Manager does not anticipate that a Fund's exposure to SFTs will exceed 20% of the Net Asset Value of a Fund, and with regard to equity swaps net exposure is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund.

Further details on SFTs are set out in the Prospectus under the headings “Securities Financing Transactions and Equity Swaps”, “Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management” and “Counterparty Selection Process”.

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus. The Fund will not invest more than 10% of its Net Asset Value in other open-ended collective investment schemes.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The individual managers at Polar Capital LLP with prime responsibility for the Fund are Gareth Powell and Daniel Mahony.

**Gareth Powell** - joined Polar Capital in 2007 to establish the healthcare investment team. He is joint manager of the Healthcare Opportunities Fund. He joined Framlington in 1999, later becoming a portfolio manager on the Framlington Health Fund. In 2002, Gareth helped launch the Framlington Biotech Fund, which he managed until his departure. Gareth studied biochemistry at Oxford, during which time he worked at Yamanouchi, a leading Japanese pharmaceutical company (later to become Astellas), as well as various academic laboratories including the Sir William Dunn School of Pathology, the Wolfson Institute for Biomedical Research and Oxford Business School. He is a CFA charterholder.

**Daniel Mahony Ph.D.** - joined Polar Capital to establish the healthcare investment team in 2007. He is joint manager of the Healthcare Opportunities Fund and lead manager of the Healthcare Blue Chip Fund. Prior to joining Polar Capital, he was head of the European healthcare research team at Morgan Stanley, covering the European biotechnology, medical technology and healthcare services sectors. He also previously worked in New York for ING Barings Furman Selz following the US biotechnology sector. Before working in the investment field, Daniel worked as a research scientist for seven years with the majority of his time at Schering Plough Corporation in California. Daniel received his PhD from Cambridge University in 1995 and a first class honours degree in biochemistry from Oxford University in 1991.

### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company’s assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the Prospectus. The Net Asset Value of the Fund will be expressed in US Dollars. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.

## **DIVIDEND POLICY**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund should maintain a policy of the declaration and/or reporting of an annual dividend in respect of each of the Fund's Share Classes.

Any dividend declared by the Fund will be paid only out of the Fund's net investment income return for an accounting period (i.e. the dividends, interest or other income earned by the Fund on its investments in that period less the Fund's expenses attributable to that period). Any dividend declared in respect of an accounting period will normally be paid in January of the year following that accounting period. Any dividend paid on a Share that is unclaimed by the relevant Shareholder will not earn interest; and if that dividend is not claimed within six years of its declaration it shall be forfeited and shall be escheated for the benefit of the Fund.

Dividends payable to Shareholders will be reinvested at the time such dividends are paid by subscription for further Shares, unless Shareholders specifically request that dividends be paid in cash. Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed “Operation of Umbrella Cash Account”.

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution, unless a Shareholder elects to receive dividends in cash.

Distribution entitlements of US\$100 or more will, unless instructions to the contrary are received from the Shareholder at least twenty one days before the date on which the dividend is to be paid, be reinvested in

the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution.

Any such reinvestment of a Shareholder's dividend entitlement will be made, on the relevant dividend payment date, by the Directors acting as nominee and agent for and for the account of the Shareholder concerned in their receipt of the Shareholder's income and in their payment of such income to the Company in subscription for further Shares. If a Shareholder's dividends are reinvested, there is no preliminary charge payable on the reinvestment.

A Shareholder who elects to receive dividends in cash will be deemed to have made a similar election in respect of any further Shares acquired by the Shareholder until the Shareholder revokes the election.

### **Accumulation Share Classes**

It is not the current intention to pay dividends in respect of the Accumulation Share Classes.

## **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes). As explained above under "Dividend Policy", the directors intend that the Fund should make an annual dividend payment to Shareholders out of the investment income earned by the Fund each year.



## **INITIAL OFFER PERIOD AND PRICE**

The Initial Offer Period for the Class I Euro Accumulation Shares shall commence at 9.00 a.m. (Irish time) on 7<sup>th</sup> December, 2018 and will close at 5.00pm (Irish time) on 7<sup>th</sup> December, 2018. The Initial Offer Period may be extended or reduced by the Directors with the consent of the Depositary in accordance with the requirements of the Central Bank.

During the Initial Offer Period Class I Euro Accumulation Shares are being offered to investors at Euro 10. Thereafter, Class I Euro Accumulation Shares will be offered at the Net Asset Value per relevant Class.

During the initial offer period, subscription monies must be received by the Administrator no later than 5.00pm (Irish time) on 7<sup>th</sup> December 2018.

## **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

### ***US Dollar Share Class, Sterling Share Class and Euro Share Class***

There is no minimum subscription or minimum holding requirement for the US Dollar Share Class, the Sterling Share Class or the Euro Share Class.

### ***Class R US Dollar Share Class, Class R Sterling Share Class and Class R Euro Share Class***

There is no minimum subscription or minimum holding requirement for the Class R US Dollar Share Class, the Class R Sterling Share Class or the Class R Euro Share Class.

### ***Class I US Dollar Share Class, Class I Sterling Share Class, Class I Euro Share Class and Class I Euro Accumulation Share Class***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

The Class I US Dollar Shares, the Class I Sterling Shares, the Class I Euro Shares and the Class I Euro Accumulation Shares are each subject to a minimum subscription and minimum holding requirement of US\$1 million (or its foreign currency equivalent). The aggregate of an investor's investments in the US Dollar Share Class, the Sterling Share Class or the Euro Share Class, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class I Shares may be waived or reduced at the sole discretion of the Directors.

## **SUBSCRIPTIONS**

### **US Dollar Shares, Sterling Shares and Euro Shares**

It is not the current intention to accept subscriptions, other than from existing investors, in respect of the US Dollar Share Class, the Sterling Share Class or the Euro Share Class. However, the Directors retain the absolute discretion to accept in whole or in part any application for US Dollar Share Class, the Sterling Share Class or the Euro Share Class.

#### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by mail, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable

to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in U.S. Dollars or the equivalent thereof) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price will be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

## **Subscription Monies**

### **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund. However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

### **Minimum Subscriptions/Holdings**

There are no applicable Minimum Subscription or Minimum Holding requirements.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

Redemption requests will only be accepted 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's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting therefrom such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and

- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

### **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

### **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## SWITCHING

Shareholders of a Class within the Fund (the “Original Class”) may switch free of any switching charge to another Class(es) within the Fund (the “New Class”) in accordance with the formula and procedures specified below.

Switching may be effected by telephone order to the Administrator or written application to the Administrator on such switching form as may be prescribed by the Directors. Telephone orders may be placed with the Administrator on + 353 1 4345007.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## FEES AND EXPENSES

### General

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### Subscription of Shares

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### Investment Management Fees

### ***US Dollar Share Class, Sterling Share Class and Euro Share Class***

The investment management fee payable in respect of the US Dollar Shares, the Sterling Shares and the Euro Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the US Dollar Shares, the Sterling Shares and the Euro Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the US Dollar Shares, the Sterling Shares and the Euro Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per US Dollar Share exceeds the Indexed Net Asset Value per US Dollar Share as at the Payment Date multiplied by the weighted average number of total US Dollar Shares, Sterling Shares and Euro Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per US Dollar Share is calculated by adjusting the Net Asset Value per US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index over the same period.

For the purposes of the performance fee calculation, the Net Asset Value per US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the US Dollar Shares, the Sterling Shares and the Euro Shares outperform the Index. If, during a performance fee period, the performance of the US Dollar Shares, the Sterling Shares and the Euro Shares do not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

All performance fee payments shall be subject to the restriction that in paying a performance fee the amount of performance fee included in the Net Asset Value per US Dollar Share at the relevant Payment Date shall be the smaller of 10% of the outperformance of the Index or 10% of the appreciation in the Net Asset Value per US Dollar Share over the relevant Net Asset Value per US Dollar Share on the last day that a performance fee was paid (the "Net Asset Value High Water Mark"). There will be a carrying forward of any unutilised performance fee.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**



### ***Class R US Dollar Shares, Class R Sterling Shares and Class R Euro Shares***

The investment management fee payable in respect of the Class R US Dollar Shares, the Class R Sterling Shares and the Class R Euro Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R US Dollar Shares, the Class R Sterling Shares and the Class R Euro Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class R US Dollar, Class R Sterling and Class R Euro Shares Classes shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R US Dollar Share exceeds the Indexed Net Asset Value per Class R US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar, Class R Sterling and Class R Euro Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R US Dollar Share is calculated by adjusting the Net Asset Value per Class R US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class R US Dollar Shares, Class R Sterling Shares and Class R Euro Shares outperforms the Index. If, during a performance fee period, the performance of the Class R US Dollar Shares, Class R Sterling Shares and Class R Euro Shares do not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class I US Dollar Shares, Class I Sterling Class Shares and Class I Euro Shares Class***

The investment management fee payable in respect of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I US Dollar Share exceeds the Indexed Net Asset Value per Class I US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Shares, Class I Sterling Shares and Class I Euro Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class I US Dollar Share is calculated by adjusting the Net Asset Value per Class I US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares outperform the Index. If, during a performance fee period, the performance of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares do not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class I Euro Accumulation Share Class***

The investment management fee payable in respect of the Class I Euro Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I Euro Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of Euro 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the next Payment Date.

The performance fee payable in respect of the Class I Euro Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Euro Accumulation Share exceeds the Indexed Net Asset Value per Class I Euro Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class I Euro Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class I Euro Accumulation Share is calculated by adjusting the Net Asset Value per Class I Euro Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Euro Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I Euro Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class I Euro Accumulation Shares do not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

## RISK FACTORS

Potential investors should consider the general risk factors set out in the Prospectus.

## MISCELLANEOUS

No Director of the Company has:

- (i) had any unspent convictions in relation to indictable offences; or
- (ii) been a director of any company or partnership which, while he was a director with an executive function or partner at the time of or within the 12 months preceding such events, been declared bankrupt, went into receivership, liquidation, administration or voluntary arrangements; or
- (iii) been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies); or been disqualified by a court from acting as a director of a company or from acting in the management or conduct of affairs of any company.

As of the date of this Supplement, the Fund does not have any loan capital (including term loans) outstanding or created but unissued, and no outstanding mortgages, charges, debentures or other borrowings under acceptances or acceptance credits, hire purchase or finance lease commitments, guarantees or other contingent liabilities.

Save as disclosed in paragraph '7. Directors Interests' of the 'Statutory and General Information' section of the Prospectus, no Director or any person closely associated with a Director, the existence of which is known to or could with reasonable diligence be ascertained by that Director, whether or not through another party, have any interest in the Shares of the Fund, nor have they been granted any options in respect of the Shares of the Fund.

Whilst the Shares of the Fund are eligible for electronic settlement, Shares are not currently settled electronically.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **EMERGING MARKETS GROWTH FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER , 2018**

**NOTICE: THE EMERGING MARKETS GROWTH FUND HAS TERMINATED AND IS NO LONGER AVAILABLE FOR SUBSCRIPTION BY INVESTORS. AN APPLICATION FOR WITHDRAWAL OF APPROVAL OF THE EMERGING MARKETS GROWTH FUND WILL BE FILED WITH THE CENTRAL BANK IN DUE COURSE.**

## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Central Bank”	Central Bank of Ireland.
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	MSCI Emerging Market Total Return Index (Bloomberg Ticker: NDUEEGF), is a free float-adjusted market capitalization index that is designed to measure equity market performance of emerging markets. As of the date of this Supplement the MSCI Emerging Markets Total Return Index comprised 834 securities, had a total market capitalisation of \$4.01 trillion and consisted of the following 23 emerging market countries: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Morocco, Peru, Philippines, Poland, Qatar, Russia, South Africa, Taiwan, Thailand, Turkey and the UAE. Details of the Index can be found on the <a href="http://www.mscibarra.com">www.mscibarra.com</a> .
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Emerging Markets Growth Fund being the Class R US Dollar Shares, the Class R Sterling Shares, the Class R Euro Shares, the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

**EMERGING MARKETS GROWTH FUND**  
**(the “Fund”)**

**INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund, the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Share Classes have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. The Investment Manager will strive to limit the volatility of the Fund’s returns.**

**An investment in the Fund should be viewed as medium to long term.**

The base currency of the Fund is USD.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate a medium level of volatility that is generally associated with an equity fund, i.e. susceptible to market movements and fluctuations, and believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.

## **INVESTMENT OBJECTIVE**

The Fund's investment objective is to achieve long term capital growth.

## **INVESTMENT POLICIES**

The Fund will achieve its investment objective by investing in securities of issuers that are incorporated, have their headquarters, or exercise a significant part of their economic activities in markets/countries which are, in the Investment Manager's opinion, emerging markets/developing countries.

The securities in which the Fund will invest will include transferable securities, such as shares, equities, equity warrants, preferred shares, shares in collective investment schemes with investment policies that are consistent with the Fund's investment objective and securities convertible into shares, which may be listed on a Regulated Market or unlisted (subject to a limit of 10% of the Net Asset Value of the Fund in unlisted securities) and issued by companies.

The Fund may invest in Russian domestically traded securities. However it is not anticipated that such an investment will exceed 10% of the Net Asset Value of the Fund and investment in securities traded on Russian markets will only be made in equity securities which are listed and/or traded on the Moscow Exchange.

The Fund may invest in and have direct access to China A shares listed on the Shanghai Stock Exchange via the Shanghai-Hong Kong Stock Connect scheme (as further described in the sub-section headed "Shanghai-Hong Kong Stock Connect Scheme and Shenzhen-Hong Kong Stock Connect Scheme" in the Prospectus). Exposure to China A shares through the Shanghai-Hong Kong Stock Connect scheme will not be more than 10% of the Fund's Net Asset Value.

The Fund may indirectly gain access to China A Shares by purchasing equity-related instruments, participation notes and participatory certificates.

The Fund may invest no more than 10% of the Fund's Net Asset Value in aggregate in shares of open-ended collective investment schemes, which include UCITS or AIF exchange traded funds ("ETFs") which are considered to be collective investment schemes. The Fund may invest in ETFs for the purpose of gaining indirect exposure to the equity securities comprised in the indices tracked by the ETFs in which the Fund may invest. It is intended that the ETFs in which the Fund may invest will be listed on a Recognised Exchange, and will be domiciled in, or have exposure to, emerging markets. Investment in AIF ETFs which are considered by the Investment Manager to be transferable securities will be in accordance with the requirements of the Central Bank.

The Fund may also invest in Global, American and European depository receipts for the purpose of gaining exposure to underlying equity securities.

The financial derivative instruments which the Fund may utilise include futures, forwards, options (the Investment Manager may write put options and covered call options but will not write uncovered call options), contracts for difference, swaps and securities with embedded derivatives or elements of derivative exposure including, but not limited to, equity warrants and structured notes, such as P-Notes (which will not be leveraged), for efficient portfolio management purposes, hedging purposes, to reduce



portfolio risk or to obtain in a more efficient way exposure that would otherwise be obtained by direct investment in securities in accordance with the investment objective and policies above, and as further detailed below. The leveraged 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 commitment approach in accordance with the Regulations.

Futures, forwards, options, contracts for difference and swaps may be used to hedge against downward movements in the value of the Fund's portfolio, either by reference to specific securities (i.e. equity or equity related securities) or markets to which the Fund may be exposed. These derivative instruments may also be used to gain or reduce the Fund's exposure to equity or equity related securities or markets on a short or medium term basis where it is more efficient to use derivatives for this purpose, or to gain indirect exposure to equity or equity related securities where the Investment Manager feels that such use of financial derivative instruments is in the best interests of the Fund.

Transferable securities with embedded derivatives or elements of derivative exposure, such as equity warrants and structured notes such as P-Notes (which will not be leveraged) may be used to gain exposure to underlying equity or equity related securities as a more efficient and cheaper alternative to direct investment in that security.

**Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.**

### **Investment Approach**

The Investment Manager's investment approach combines bottom-up stock selection with top-down macro-economic research and analysis and sector and market overlay.

#### ***Top Down Analysis***

Asset allocation – Negative filters

The Investment Manager looks at global growth expectations, macroeconomic trends, government models, risk aversion, currency and the valuation environment to establish a dynamic understanding of the economic backdrop of the investment universe.

The asset allocation is mainly driven by the Investment Manager's 'negative screening', where the Investment Manager looks for countries where there are either systematic or structural issues which put them potentially at risk, in that case, these would typically be zero- to underweight.

This process allows the Investment Manager to eliminate countries that are included in the Index, form a view on which countries the Investment Manager wants to be over and underweight the Index, as well as identify non-Index countries that fulfil the Investment Manager's criteria. However, the actual Fund weighting in each country will be driven by the Investment Manager's stock selection.

Through top-down analysis the Investment Manager is able to reduce country specific risk by avoiding those countries where the risks are disproportionate to the potential rewards. Further risk management is incorporated at this stage of the investment process by looking closely at liquidity and filtering out illiquid stocks.

As a general rule the Investment Manager will not invest more than 20% of the Net Asset Value of the Fund in companies with a market capitalisation of less than USD 1billion at the time of initial investment.

### ***Sector and market overlay***

The central theme to the Investment Manager's emerging markets strategy is **investing in the economic development of emerging markets**. Hence, the Investment Manager aims to identify the sectors that will demonstrate higher than average growth within these growing economies.

The Investment Manager does this by analysing:

- **the microeconomic development within each country**

Analysis of demand dynamics in key domestic sectors favouring those with the possibility of a protracted period of high growth - when GDP per capita reaches certain levels then demand for specific goods or services may grow exponentially.

- **the comparative advantage between countries**

This includes pricing and margin advantages as well as higher growth levels. Some examples might include outsourcing in India, where there is a large pool of engineering graduates at much lower cost than in the west, or agriculture in Brazil where costs are low and water and land are readily available.

### ***Bottom Up Analysis***

#### **Stock Selection**

The Investment Manager's research efforts are directed towards fully understanding a company and its markets. The Investment Manager uses a full matrix of valuation methods to ensure that it does not overpay for growth.

The attractiveness of stocks is viewed on both a qualitative and quantitative basis. From a qualitative perspective the Investment Manager examines the operating environment, much of which comes from the sector analysis (see above) as well as the management, the assessment of which comes from company meetings. From a quantitative perspective the Investment Manager compares companies on a number of different financial variables both against other companies in the same country and against companies in similar sectors in other emerging markets, with the aim of selecting those that offer the best combination of growth outlook and valuation. As part of this process the Investment Manager engages in extensive discussions with the management of the investee companies.

### **Portfolio Construction**

The Fund will be well diversified, with a low concentration in individual holdings and typically between 50 and 80 stocks across the portfolio of the Fund.

Active risk control is an integral part of the investment process and is incorporated into every stage of portfolio construction.

### **Sell Disciplines**

While the Investment Manager's investment philosophy dictates a long-term investment horizon, the reasons for holding a stock are constantly reviewed and the Investment Manager maintains a strict sell discipline in order to manage overall Fund risk. The Investment Manager looks to sell stocks primarily for one of the following reasons:

- Valuation has become extended
- Management disappointment – either in terms of poor results or a change in strategy
- Changes in fundamentals – either at corporate, sector or country level
- Better opportunities identified elsewhere on a relative basis

### **SECURITIES FINANCING TRANSACTIONS AND EQUITY SWAPS**

The Fund may utilise equity swaps. The types of assets that will be subject to equity swaps will be equity securities or an equity index.

The maximum exposure of the Fund in respect of equity swaps shall be a maximum gross exposure of 100%. The net exposure is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund.

Further details are set out in the Prospectus under the headings “Securities Financing Transactions and Equity Swaps”, “Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management” and “Counterparty Selection Process”.

### **SHANGHAI-HONG KONG STOCK CONNECT SCHEME**

The Fund may invest in China A shares through the Shanghai-Hong Kong Stock Connect scheme. Please refer to the sub-section headed “Shanghai-Hong Kong Stock Connect Scheme and Shenzhen-Hong Kong Stock Connect Scheme” and the risk factor headed “Risks associated with the Connect Scheme” in the Prospectus for details.

### **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

## MANAGEMENT AND ADMINISTRATION

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### Investment Manager

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The individual manager at Polar Capital LLP with prime responsibility for the Fund is William Calvert.

**William Calvert** - joined Polar Capital in October 2010 as a Fund Manager to establish the emerging markets investment team. Prior to joining Polar Capital he spent thirteen years at AXA Framlington, where he was head of the emerging markets desk, working on both dedicated emerging markets portfolios and as part of the global investment team. He was portfolio manager for the AXA Framlington Emerging Markets Fund from 2004 until his departure. He joined AXA Framlington from LCF Edmond de Rothschild Securities where he was part of the country fund broking team. Prior to this he was a fund manager with Citibank, Municipal Mutual Insurance and English Association. William has a degree in Economics from Bristol University.

### Other portfolio managers include:

**Ming Kemp** - joined Polar Capital in October 2010 as a Fund Manager. Prior to joining Polar Capital, Ming spent five years at AXA Framlington as an Asian specialist, managing Asian equity portfolios for global emerging market funds and global balanced funds. Following a postgraduate career in China, Ming moved to London in 1990. Ming took up a position as an equity investment analyst at American Express Asset Management in 1995. She moved to Sarasin Investment Management in 1999 as a senior equity analyst for the Asia Pacific Market, before joining AXA Framlington in 2005. Ming has a Masters in Business Administration.

### Administrator and Depositary

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company’s assets is Northern Trust Fiduciary Services (Ireland) Limited.

## VALUATION OF ASSETS

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the Prospectus. The Net Asset Value of the Fund will be expressed in US Dollars. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.

## **DIVIDEND POLICY**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund should maintain a policy of the declaration and/or reporting of an annual dividend in respect of each of the Fund's Share Classes.

Any dividend declared by the Fund will be paid only out of the Fund's net investment income return for an accounting period (i.e. the dividends, interest or other income earned by the Fund on its investments in that period less the Fund's expenses attributable to that period). Any dividend declared in respect of an accounting period will normally be paid in January of the year following that accounting period. Any dividend paid on a Share that is unclaimed by the relevant Shareholder will not earn interest; and if that dividend is not claimed within six years of its declaration it shall be forfeited and shall be escheated for the benefit of the Fund.

Dividends payable to Shareholders will be reinvested at the time such dividends are paid by subscription for further Shares, unless Shareholders specifically request that dividends be paid in cash. Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed “Operation of Umbrella Cash Account”.

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution, unless a Shareholder elects to receive dividends in cash.

Distribution entitlements of US\$100 or more will, unless instructions to the contrary are received from the Shareholder at least twenty one days before the date on which the dividend is to be paid, be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution.

Any such reinvestment of a Shareholder's dividend entitlement will be made, on the relevant dividend payment date, by the Directors acting as nominee and agent for and for the account of the Shareholder concerned in their receipt of the Shareholder's income and in their payment of such income to the Company in subscription for further Shares. If a Shareholder's dividends are reinvested, there is no preliminary charge payable on the reinvestment.

A Shareholder who elects to receive dividends in cash will be deemed to have made a similar election in respect of any further Shares acquired by the Shareholder until the Shareholder revokes the election.



## **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes). As explained above under "Dividend Policy", the directors intend that the Fund should make an annual dividend payment to Shareholders out of the investment income earned by the Fund each year.

## **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

### ***Class R US Dollar Shares, Class R Sterling Shares and Class R Euro Shares***

There is no minimum subscription or minimum holding requirement for the Class R US Dollar Shares, the Class R Sterling Shares or the Class R Euro Shares.

### ***Class I US Dollar Shares, Class I Sterling Shares, Class I Euro Shares***

The Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares are each subject to a minimum subscription and minimum holding requirement of US\$1 million (or its foreign currency equivalent). The aggregate of an investor's investments in the US Dollar Shares, the Sterling Shares or the Euro Shares, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class I Shares may be waived or reduced at the sole discretion of the Directors.

## SUBSCRIPTIONS

### Procedure

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by mail, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.



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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

## **Subscription Monies**

### **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

Redemption requests will only be accepted 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's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

## **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

## **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

## **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

## **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## **SWITCHING**

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be

received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### **Investment Management Fees**

#### ***Class R US Dollar Shares, Class R Sterling Shares and Class R Euro Shares***

The investment management fee payable in respect of the Class R US Dollar Shares, the Class R Sterling Shares and the Class R Euro Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R US Dollar Shares, the Class R Sterling Shares and the Class R Euro Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for the Class R US Dollar, Class R Sterling Shares and Class R Euro Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R US Dollar Share exceeds the Indexed Net Asset Value per Class R US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar Shares, Class R Sterling Shares and Class R Euro Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per US Dollar Share is calculated by adjusting the Net Asset Value per US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class R US Dollar Shares outperform the Index. If, during a performance fee period, the performance of the Class R US Dollar Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### ***Class I US Dollar Shares, Class I Sterling Shares and Class I Euro Shares***

The investment management fee payable in respect of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I US Dollar Share exceeds the Indexed Net Asset Value per Class I US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Shares, Class

I Sterling Shares and Class I Euro Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per US Dollar Share is calculated by adjusting the Net Asset Value per US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I US Dollar Shares outperform the Index. If, during a performance fee period, the performance of the Class I US Dollar does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus, to include “Risks associated with Investments in the PRC” and “Risks associated with the Connect Scheme”.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **EMERGING MARKETS INCOME FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER, 2018**



## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Central Bank”	Central Bank of Ireland.
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	<p>MSCI Emerging Market Net Total Return USD Index (Bloomberg: NDUEEGF)</p> <p>The MSCI Emerging Market Net Total Return USD Index, as currently constituted, is a free float-adjusted market capitalisation index that is designed to measure equity market performance of emerging markets. The Index is quoted in US dollars. Further information can be found on <a href="http://www.msci.com">www.msci.com</a>.</p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Emerging Markets Income Fund being the Class R US Dollar Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Distribution Shares, Class R Euro Accumulation Shares, Class R GBP Distribution Shares, Class R GBP Accumulation Shares, Class I US Dollar Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Distribution Shares, Class I Euro Accumulation Shares, Class I GBP Distribution Shares, Class I GBP Accumulation Shares, Class S US Dollar Distribution Shares, Class S US Dollar Accumulation Shares, Class S Euro Distribution Shares, Class S Euro Accumulation Shares, Class S GBP Distribution Shares and Class S GBP Accumulation Shares.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

## **EMERGING MARKETS INCOME FUND (the “Fund”)**

### **INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Share Classes have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

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

**An investment in the Fund should be viewed as medium to long term.**

**Shareholders and prospective investors should note that all of the fees and expenses of the Fund will be charged to the capital of the Fund. This will 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.**

The base currency of the Fund is USD.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the

Prospectus and this Supplement), can tolerate a medium level of volatility that is generally associated with an income fund, and believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.

### **INVESTMENT OBJECTIVE**

The Fund's investment objective is to achieve both income and long term capital growth.

### **INVESTMENT POLICIES**

The Fund will achieve its investment objective by investing in securities of issuers that are incorporated, have their headquarters, or exercise a significant part of their economic activities in markets/countries which are, in the Investment Manager's opinion, emerging markets/developing countries. The investment approach utilised by the Investment Manager is further detailed below under the section headed "Investment Approach".

The securities in which the Fund will invest will include transferable securities, such as shares, equities, equity warrants, preferred shares, shares in collective investment schemes with investment policies that are consistent with the Fund's investment objective and securities convertible into shares, which may be listed on a Regulated Market or unlisted (subject to a limit of 10% of the Net Asset Value of the Fund in unlisted securities) and issued by companies.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

The Fund may invest in Russian domestically traded securities. However it is not anticipated that such an investment will exceed 10% of the Net Asset Value of the Fund and investment in securities traded on Russian markets will only be made in equity securities which are listed and/or traded on the Moscow Exchange.

The Fund may invest in and have direct access to China A shares listed on the Shanghai Stock Exchange and the Shenzhen Stock Exchange via the Shanghai-Hong Kong Stock Connect scheme and the Shenzhen-Hong Kong Stock Connect scheme respectively (together the "Connect Scheme") (as further described in the sub-section headed "Shanghai-Hong Kong Stock Connect Scheme and Shenzhen-Hong Kong Stock Connect Scheme" in the Prospectus). Exposure to China A shares through the Connect Scheme will not be more than 10% of the Fund's Net Asset Value.

The Fund may indirectly gain access to China A Shares by purchasing equity-related instruments, participation notes and participatory certificates.

The Fund may invest no more than 10% of the Fund's Net Asset Value in aggregate in shares of open-ended collective investment schemes, which include UCITS or AIF exchange traded funds ("ETFs") which are considered to be collective investment schemes. The Fund may invest in ETFs for the purpose of gaining indirect exposure to the equity securities comprised in the indices tracked by the ETFs in which the Fund may invest. It is intended that the ETFs in which the Fund may invest will be listed on a Recognised Exchange, and will be domiciled in, or have exposure to, emerging markets. Investment in

AIF ETFs which are considered by the Investment Manager to be transferable securities will be in accordance with the requirements of the Central Bank.

The Fund may also invest in Global, American and European depository receipts for the purpose of gaining exposure to emerging market underlying equity securities.

The financial derivative instruments which the Fund may utilise include futures, forwards, options (the Investment Manager may write put options and covered call options but will not write uncovered call options), contracts for difference, swaps and securities with embedded derivatives or elements of derivative exposure including, but not limited to, equity warrants and structured notes, such as P-Notes (which will not be leveraged), for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk or to obtain in a more efficient way exposure that would otherwise be obtained by direct investment in securities in accordance with the investment objective and policies above, and as further detailed below. The leveraged 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 commitment approach in accordance with the Regulations.

Futures, forwards, options, contracts for difference and swaps may be used to hedge against downward movements in the value of the Fund's portfolio, either by reference to specific securities (i.e. equity or equity related securities) or markets to which the Fund may be exposed. These derivative instruments may also be used to gain or reduce the Fund's exposure to equity or equity related securities or markets on a short or medium term basis where it is more efficient to use derivatives for this purpose, or to gain indirect exposure to equity or equity related securities where the Investment Manager feels that such use of financial derivative instruments is in the best interests of the Fund.

Transferable securities with embedded derivatives or elements of derivative exposure, such as equity warrants and structured notes such as P-Notes (which will not be leveraged) may be used to gain exposure to underlying equity or equity related securities as a more efficient and cheaper alternative to direct investment in that security.

**Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.**

As income is a core requisite for the Fund, it is envisaged that the portfolio will comprise three distinct portions. The first will be companies which enjoy both a high return of capital but little growth and are thus able to pay out a significant portion of their earnings as dividends. It is anticipated that this portion will typically not comprise more than 20% of the portfolio of the Fund. The second will be companies that do not pay dividends but which, in the Investment Manager's opinion, enjoy exceptional growth prospects and which fulfil their valuation requirements. It is envisaged that this portion will typically not comprise more than 10% of the portfolio of the Fund. The final portion will comprise the bulk of the portfolio and will comprise companies that have a history of paying dividends, where the dividends have grown over time and where the pay-out ratio and growth prospects suggest that there is scope for dividend growth in the future.

**It is anticipated that the Fund will target an overall yield of no less than 3.5%, however, this cannot be guaranteed.**

### **Investment Approach**

The Investment Manager's investment approach combines bottom-up stock selection with top-down macro-economic research and analysis and sector and market overlay.

#### ***Top Down Analysis***

Asset allocation – Negative filters

The Investment Manager looks at global growth expectations, macroeconomic trends, government models, risk aversion, currency and the valuation environment to establish a dynamic understanding of the economic backdrop of the investment universe.

The asset allocation is mainly driven by the Investment Manager's 'negative screening', where the Investment Manager looks for countries where there are either systematic or structural issues which put them potentially at risk, in that case, these would typically be zero- to underweight.

This process allows the Investment Manager to eliminate countries that are included in the Index, form a view on which countries the Investment Manager wants to be over and underweight the Index, as well as identify non-Index countries that fulfil the Investment Manager's criteria. However, the actual Fund weighting in each country will be driven by the Investment Manager's stock selection.

Through top-down analysis the Investment Manager is able to reduce country specific risk by avoiding those countries where the risks are disproportionate to the potential rewards. Further risk management is incorporated at this stage of the investment process by looking closely at liquidity and filtering out illiquid stocks.

As a general rule the Investment Manager will not invest more than 20% of the Net Asset Value of the Fund in companies with a market capitalisation of less than USD 1billion at the time of initial investment.

#### ***Sector and market overlay***

The central theme to the Investment Manager's emerging markets strategy is investing in the economic development of emerging markets. Hence, the Investment Manager aims to identify the sectors that will demonstrate higher than average growth within these growing economies.

The Investment Manager does this by analysing:

- **the microeconomic development within each country**

Analysis of demand dynamics in key domestic sectors favouring those with the possibility of a protracted period of high growth - when GDP per capita reaches certain levels then demand for specific goods or services may grow exponentially.

- **the comparative advantage between countries**

This includes pricing and margin advantages as well as higher growth levels. Some examples might include outsourcing in India, where there is a large pool of engineering graduates at much lower cost than in the west, or agriculture in Brazil where costs are low and water and land are readily available.

### ***Bottom Up Analysis***

#### **Stock Selection**

The Investment Manager's research efforts are directed towards fully understanding a company and its markets. The Investment Manager uses a full matrix of valuation methods to ensure that it does not overpay for growth.

The attractiveness of stocks is viewed on both a qualitative and quantitative basis. From a qualitative perspective the Investment Manager examines the operating environment, much of which comes from the sector analysis (see above) as well as the management, the assessment of which comes from company meetings. From a quantitative perspective the Investment Manager compares companies on a number of different financial variables both against other companies in the same country and against companies in similar sectors in other emerging markets, with the aim of selecting those that offer the best combination of growth outlook and valuation. As part of this process the Investment Manager engages in extensive discussions with the management of the investee companies.

### **Portfolio Construction**

The Fund will be well diversified, with a low concentration in individual holdings and typically between 50 and 80 stocks across the portfolio of the Fund.

Active risk control is an integral part of the investment process and is incorporated into every stage of portfolio construction. The construction of the Fund's portfolio is continuously monitored by the Investment Manager and risk control is implemented in accordance with the Investment Manager's risk management process on file with the Central Bank.

#### **Sell Disciplines**

While the Investment Manager's investment philosophy dictates a long-term investment horizon, the reasons for holding a stock are constantly reviewed and the Investment Manager maintains a strict sell discipline in order to manage overall Fund risk. The Investment Manager looks to sell stocks primarily for one of the following reasons:

- Valuation has become extended
- Management disappointment – either in terms of poor results or a change in strategy

- Changes in fundamentals – either at corporate, sector or country level
- Better opportunities identified elsewhere on a relative basis

## **FINANCING TRANSACTIONS AND SECURITIES EQUITY SWAPS**

The Fund may utilise equity swaps. The types of assets that will be subject to equity swaps will be equity securities or an equity index.

The maximum exposure of the Fund in respect of equity swaps shall be a maximum gross exposure of 100%. The net exposure is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund.

Further details are set out in the Prospectus under the headings “Securities Financing Transactions and Equity Swaps”, “Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management” and “Counterparty Selection Process”.

## **SHANGHAI-HONG KONG STOCK CONNECT SCHEME AND SHENZHEN-HONG KONG STOCK CONNECT SCHEME**

The Fund may invest in China A shares through the Connect scheme. Please refer to the sub-section headed “Shanghai-Hong Kong Stock Connect Scheme and Shenzhen-Hong Kong Stock Connect Scheme” and the risk factor headed “Risks associated with the Connect Scheme” in the Prospectus for details.

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The individual manager at Polar Capital LLP with prime responsibility for the Fund is William Calvert.

**William Calvert** - joined Polar Capital in October 2010 as a Fund Manager to establish the emerging markets investment team. Prior to joining Polar Capital he spent thirteen years at AXA Framlington, where he was head of the emerging markets desk, working on both dedicated emerging markets portfolios and as part of the global investment team. He was portfolio manager for the AXA Framlington Emerging Markets Fund from 2004 until his departure. He joined AXA Framlington from LCF Edmond de Rothschild Securities where he was part of the country fund broking team. Prior to this he was a fund manager with Citibank, Municipal Mutual Insurance and English Association. William has a degree in Economics from Bristol University.





#### **Other portfolio managers include:**

**Ming Kemp** - joined Polar Capital in October 2010 as a Fund Manager. Prior to joining Polar Capital, Ming spent five years at AXA Framlington as an Asian specialist, managing Asian equity portfolios for global emerging market funds and global balanced funds. Following a postgraduate career in China, Ming moved to London in 1990. Ming took up a position as an equity investment analyst at American Express Asset Management in 1995. She moved to Sarasin Investment Management in 1999 as a senior equity analyst for the Asia Pacific Market, before joining AXA Framlington in 2005. Ming has a Masters in Business Administration.

#### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

#### **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading "Statutory and General Information" in the Prospectus. The Net Asset Value of the Fund will be expressed in US Dollars. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of "Statutory and General".

#### **DIVIDEND POLICY**

##### **Distribution Share Classes**

##### **Dividends and Distribution Dates**

If sufficient net income is available in respect of the Fund, the Directors' current intention is to declare semi-annual distributions (including interest and dividends) of substantially the whole of the net income which will be distributed by the last Business Day of each semi-annual period as detailed below.

<b>Record Date</b>	<b>Ex-Dividend Date</b>	<b>For Distribution By</b>
30-Jun	First Business Day in July	Last Business Day in July
31-Dec	First Business Day in January	Last Business Day in January

In order to enable the Fund to pay a larger distribution amount the expenses which are attributable to the Fund are charged to capital. The effect of this is that capital will be eroded to allow higher dividends to be paid, thereby reducing the potential for future capital growth.

### **Income Equalisation**

The Fund operates equalisation in relation to all Distribution Share Classes. A Shareholder who has purchased Distribution Shares during a Distribution Period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Distribution Shares in the relevant Distribution Period. All Distribution Shares purchased during a Distribution Period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Distribution Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Distribution Share Class and is refunded to them as part of the first distribution after their purchase of Distribution Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Distribution Share Classes who redeem their Distribution Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Shareholders of Distribution Shares may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Distribution Shares. In the absence of the Shareholder making the election as above, the Fund shall reinvest the dividend payment in Distribution Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution, unless a Shareholder elects to receive dividends in cash.

Any dividend paid on a Distribution Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

### **Accumulation Share Classes**

It is not the current intention to pay dividends in respect of the Accumulation Share Classes.

### **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder (in either a Distribution Share Class or an Accumulation Share Class) who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes).

As explained above under "Dividend Policy", the Directors intend that the Fund should make an annual dividend payment to Shareholders in the Distribution Share Classes out of the investment income earned by the Fund each financial year. The Directors do not, however, intend to pay dividends in respect of the Accumulation Share Classes.

### **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

***Class R US Dollar Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Distribution Shares, Class R Euro Accumulation Shares, Class R GBP Distribution Shares and Class R GBP Accumulation Shares***

There is no minimum subscription or minimum holding requirement for the Class R US Dollar Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Distribution Shares, Class R Euro Accumulation Shares, Class R GBP Distribution Shares or Class R GBP Accumulation Shares

***Class I US Dollar Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Distribution Shares, Class I Euro Accumulation Shares, Class I GBP Distribution Shares and Class I GBP Accumulation Shares***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

The Class I US Dollar Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Distribution Shares, Class I Euro Accumulation Shares, Class I GBP Distribution Shares and Class I GBP Accumulation Shares are each subject to a minimum subscription and minimum holding requirement of US\$1 million (or its foreign currency equivalent). The aggregate of an investor's investments in the Class I US Dollar Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Distribution Shares, Class I Euro Accumulation Shares, Class I GBP Distribution Shares, Class I GBP Accumulation Shares, Class R US Dollar Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Distribution Shares, Class R Euro Accumulation Shares, Class R GBP Distribution Shares and Class R GBP Accumulation Shares, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class I Shares may be waived or reduced at the sole discretion of the Directors.

***Class S US Dollar Distribution Shares, Class S US Dollar Accumulation Shares, Class S Euro Distribution Shares, Class S Euro Accumulation Shares, Class S GBP Distribution Shares and Class S GBP Accumulation Shares***

Existing holders of Class S Shares may continue to subscribe for Class S Shares provided that they do not, at any point, redeem their holding of Class S Shares such that the number of Class S Shares held by them is less than the number of Class S Shares issued on initial subscription, unless the remaining holding, at the point of the redemption, meets the minimum holding requirement of US\$5m (or its foreign currency equivalent) (subject to the discretion of the Directors to determine otherwise). Any holder of Class S Shares who redeems their holding as outlined above will not be permitted to subscribe for Class S Shares at a future date.

The Class S US Dollar Distribution Shares, Class S US Dollar Accumulation Shares, Class S Euro Distribution Shares, Class S Euro Accumulation Shares, Class S GBP Distribution Shares and Class S GBP Accumulation Shares are each subject to a minimum subscription and minimum holding requirement of US\$5 million (or its foreign currency equivalent).

The minimum subscription and minimum holding requirement for Class S Shares may be waived or reduced at the sole discretion of the Directors.

## **SUBSCRIPTIONS**

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by mail, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-

money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares which will include an amount of accrued income (see the description of "Income Equalisation" on page 10) will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

### **Subscription Monies**

#### **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

#### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

Redemption requests will only be accepted 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's holding until the original Application Form and all

documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.



## **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

## **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

## **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

## **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## **SWITCHING**

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be

received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus. All fees and expenses shall be charged to the capital of the Fund.

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### **Investment Management Fees**

#### ***Class R US Dollar Distribution Shares, Class R Euro Distribution Shares and Class R GBP Distribution Shares***

The investment management fee payable in respect of the Class R US Dollar Distribution Shares, Class R Euro Distribution Shares and Class R GBP Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R US Dollar Distribution Shares, Class R Euro Distribution Shares and Class R GBP Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual

will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class R US Dollar Distribution Shares, Class R Euro Distribution Shares and Class R GBP Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R US Dollar Distribution Share exceeds the Indexed Net Asset Value per Class R US Dollar Distribution Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar Distribution, Class R Euro Distribution and Class R GBP Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R US Dollar Distribution Share is calculated by adjusting the Net Asset Value per Class R US Dollar Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R US Dollar Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value

The performance fee is only payable when the Class R US Dollar Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class R US Dollar Distribution Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class R US Dollar Accumulation Shares, Class R Euro Accumulation Shares and Class R GBP Accumulation Shares***

The investment management fee payable in respect of the Class R US Dollar Accumulation, Class R Euro Accumulation and Class R GBP Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R US Dollar Accumulation, Class R Euro Accumulation and Class R GBP Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### *Performance fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the Class R US Dollar Accumulation, Class R Euro Accumulation and Class R GBP Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R US Dollar Accumulation Share exceeds the Indexed Net Asset Value per Class R US Dollar Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar Accumulation, Class R Euro Accumulation and Class R GBP Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per US Dollar Share is calculated by adjusting the Net Asset Value per Class R US Dollar Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R US Dollar Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class R US Dollar Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class R US Dollar Accumulation Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class I US Dollar Distribution Shares, Class I Euro Distribution Shares and Class I GBP Distribution Shares***

The investment management fee payable in respect of the Class I US Dollar Distribution, Class I Euro Distribution and Class I GBP Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I US Dollar Distribution, Class I Euro Distribution and Class I GBP Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class I US Dollar Distribution, Class I Euro Distribution and Class I GBP Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I US Dollar Distribution Share exceeds the Indexed Net Asset Value per US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Distribution, Class I Euro Distribution and Class I GBP Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I US Dollar Distribution Share is calculated by adjusting the Net Asset Value per US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I USD Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I US Dollar Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class I US Dollar Distribution Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class I US Dollar Accumulation Shares, Class I Euro Accumulation Shares and Class I GBP Accumulation Shares***

The investment management fee payable in respect of the Class I US Dollar Accumulation, Class I Euro Accumulation and Class I GBP Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I US Dollar Accumulation, Class I Euro Accumulation and Class I GBP Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### *Performance fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the Class I US Dollar Accumulation, Class I Euro Accumulation and Class I GBP Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I US Dollar Accumulation Share exceeds the Indexed Net Asset Value per Class S US Dollar Distribution Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Accumulation, Class I Euro Accumulation and Class I GBP Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class S US Dollar Distribution Share is calculated by adjusting the Net Asset Value per US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I US Dollar Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I US Dollar Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class I US Dollar Accumulation Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class S US Dollar Distribution Shares, Class S Euro Distribution Shares and Class S GBP Distribution Shares***

The investment management fee payable in respect of the Class S US Dollar Distribution Shares, Class S Euro Distribution Shares and Class S GBP Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.6% per annum of the Net Asset Value of the Class S US Dollar Distribution Shares, Class S Euro Distribution Shares and Class S GBP Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class S US Dollar Distribution Shares, Class S Euro Distribution Shares and Class S GBP Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S US Dollar Distribution Share exceeds the Indexed Net Asset Value per Class S US Dollar Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class S US Dollar Distribution, Class S Euro Distribution and Class S GBP Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S US Dollar Accumulation Share is calculated by adjusting the Net Asset Value per Class S US Dollar Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S US Dollar Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value

The performance fee is only payable when the Class S US Dollar Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class S US Dollar Distribution Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class S US Dollar Accumulation Shares, Class S Euro Accumulation Shares and Class S GBP Accumulation Shares***

The investment management fee payable in respect of the Class S US Dollar Accumulation, Class S Euro Accumulation and Class S GBP Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.6% per annum of the Net Asset Value of the Class S US Dollar Accumulation, Class S Euro Accumulation and Class S GBP Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### *Performance fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the Class S US Dollar Accumulation, Class S Euro Accumulation and Class S GBP Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S US Dollar Accumulation Share exceeds the Indexed Net Asset Value per US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class S US Dollar Accumulation, Class S Euro Accumulation and Class S GBP Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per US Dollar Share is calculated by adjusting the Net Asset Value per US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S US Dollar Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class S US Dollar Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class S US Dollar Accumulation Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

### **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus to include "Risks associated with Investments in the PRC" and "Risks associated with the Connect Scheme".



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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November, 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **GLOBAL INSURANCE FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER, 2018**

## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and New York and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Hiscox Insurance Portfolio Fund”	a sub-fund of The Hiscox Funds OEIC, an umbrella type investment company with variable capital incorporated with limited liability in England and Wales with registered number ICVCF.
“Index”	<p>MSCI Daily TR World Net Insurance USD Index (Bloomberg: NDWUINS)</p> <p>The MSCI Daily TR World Net Insurance USD Index, as currently constituted, is a free float-adjusted market capitalisation index that is designed to measure equity market performance of a global basket of insurance companies. The Index is quoted in US dollar. Further information can be found on <a href="http://www.msci.com">www.msci.com</a>.</p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Global Insurance Fund being the Class A GBP Distribution Shares, Class B GBP Accumulation Shares, Class E GBP Distribution Shares, Class F GBP Accumulation Shares, Class R US Dollar Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Distribution Shares, Class R Euro Accumulation Shares, Class R GBP Distribution Shares, Class R GBP Accumulation Shares, Class I US Dollar Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Distribution Shares, Class I Euro Accumulation Shares, Class I GBP Distribution Shares, Class I GBP Accumulation Shares, Class I Hedged Euro Accumulation Shares and Class I Hedged US Dollar Accumulation Shares.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

**GLOBAL INSURANCE FUND**  
**(the “Fund”)**

**INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

All Share Classes have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

The base currency of the Fund is Sterling.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement) can tolerate a medium level of volatility that is generally associated with an equity fund, i.e. susceptible to market movements and fluctuations and believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long term.

Shareholders and prospective investors should note that all of the fees and expenses of the Fund will be charged to the capital of the Fund. This will 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 OBJECTIVE**

The investment objective of the Fund is to provide an attractive total return irrespective of broader economic and financial market conditions.

## **INVESTMENT POLICIES**

The Fund will seek to achieve its investment objective by investing primarily in securities of insurance related companies worldwide. These companies include insurance and reinsurance companies, life assurance companies, insurance brokerage companies and other insurance related businesses including, but not limited to, insurance claims administration companies, insurance support service companies and companies that own insurance related assets.

The securities in which the Fund will invest include transferable securities including, but not limited to, equity securities such as shares, equity warrants and securities such as preferred shares, which may be listed and/or traded on a Regulated Market or unlisted (subject to a limit of 10% of the Net Asset Value of the Fund being invested in unlisted securities) and Global, American and European depository receipts.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

The Fund will seek to outperform the MSCI World Insurance Index.

The financial derivative instruments which the Fund may utilise include futures, forwards, options (the Investment Manager may write put options and covered call options but will not write uncovered call options), contracts for difference, swaps and securities with embedded derivatives or elements of derivative exposure including, but not limited to, equity warrants and structured notes, such as P-Notes (which will not be leveraged), for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk or to obtain in a more efficient way exposure that would otherwise be obtained by direct investment in securities in accordance with the investment objective and policies above, and as further detailed below. The leveraged 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 commitment approach in accordance with the Regulations.

Futures, forwards, options, contracts for difference and swaps may be used to hedge against downward movements in the value of the Fund's portfolio, either by reference to specific securities (i.e. equity or equity related securities) or the insurance sectors to which the Fund may be exposed. These derivative instruments may also be used to gain or reduce the Fund's exposure to equity or equity related securities or the insurance sectors on a short or medium term basis where it is more efficient to use derivatives for this purpose, or to gain indirect exposure to equity or equity related securities where the Investment Manager feels that such use of financial derivative instruments is in the best interests of the Fund.

Transferable securities with embedded derivatives or elements of derivative exposure, such as equity warrants and structured notes such as P-Notes (which will not be leveraged), may be used to gain exposure to underlying equity or equity related securities as a more efficient and cheaper alternative to direct investment in that security.

**Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.**

The Fund may engage in stocklending and enter into repurchase and reverse repurchase agreements for the purpose of efficient portfolio management only, subject to the conditions and limits set out in the Central Bank's UCITS Notices.

The Investment policy of the Fund may result in the Net Asset Value of the Fund having a high volatility.

### **Investment Approach**

The Investment Manager will use a fundamental research-driven approach (based on proprietary analysis) to derive a concentrated portfolio of investments, typically investing in 30-35 insurance related companies. There will not be a decisive emphasis on any particular size of companies dominating the stock selection. Instead the Investment Manager will invest in large, medium and small capitalisation issues depending on market liquidity and as it judges the available opportunities. There are no specified limits on investing in any geographical region or in any sub-sector of insurance.

The key performance metric for evaluating insurance companies is growth in tangible equity per share. Earnings in any one year can be volatile, due to catastrophe activity or prior year reserve movements for example, and therefore proven long term growth in this metric is a key denominator. The principal valuation metric in assessing the attractiveness of insurance companies is price to book.

When assessing individual companies particular emphasis is placed on underwriting, reserving, balance sheet integrity, management and inside ownership (i.e. where senior management have a significant or meaningful stake in the business).

Once these qualitative criteria have been met, the Investment Manager then looks at valuation and how adding a company to the portfolio improves its underwriting mix before deciding to add a new holding.

The Investment Manager has a buy and hold strategy. Selling is usually triggered by:

1. Valuation i.e. the company is trading at a price to book that is excessive for its likely rate of return over the short to medium term
2. Portfolio reweighting to reflect rating changes in (re)insurance markets e.g. a prolonged period of time without catastrophe activity would weaken reinsurance rates so the Investment Manager might reduce its exposure to these companies
3. New information that causes the Investment Manager to reassess the investment case e.g. change of management and the experience/track record of new hires; new information on the integrity of reserves; underwriters expanding into new areas without the right expertise

## INVESTMENT AND BORROWING RESTRICTIONS

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus. Notwithstanding Point 3.1 of Appendix II, the Fund may not invest more than 10% of its Net Asset Value in other open-ended collective investment schemes.

## MANAGEMENT AND ADMINISTRATION

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### Investment Manager

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The individual manager at Polar Capital LLP with prime responsibility for the Fund is Nick Martin, who is assisted by Alec Foster.

**Nick Martin** - joined Polar Capital in September 2010 and is manager of the Global Insurance Fund. Nick has worked closely with Alec Foster since 2001 when he joined Hiscox plc. He participated in the management buyout of Hiscox Investment Management in 2007 when the business was renamed HIM Capital Ltd. He has developed a broad knowledge of the insurance sector during this time and from working for the chartered accountants, Mazars Neville Russell, where he specialised in audit and consultancy work for insurance companies and brokers. He is a qualified chartered accountant and obtained a first class honours degree in Econometrics and Mathematical Economics at the London School of Economics.

**Alec Foster** - joined Polar Capital in September 2010. Alec has been a partner of Polar Capital LLP since he joined in September 2010 and is adviser to the Polar Capital Global Insurance Fund which is managed by Nick Martin. Alec and Nick have worked together on the Fund for 15 years. Alec joined Hiscox plc in 1976 where he was the Group Investment Officer until 2005. He was Managing Director of Hiscox Investment Management Ltd prior to the management buyout in 2007 when the business was renamed HIM Capital Ltd. Alec launched the Hiscox Insurance Portfolio Fund (now the Polar Capital Global Insurance Fund) in 1998.

### Administrator and Depositary

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company’s assets is Northern Trust Fiduciary Services (Ireland) Limited.

## VALUATION OF ASSETS

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the

Prospectus. The Net Asset Value of the Fund will be expressed in US Dollars. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.

## **DIVIDEND POLICY**

### **Distribution Share Classes**

#### **Dividends and Distribution Dates**

If sufficient net income is available in respect of the Fund, the Directors’ current intention is to declare quarterly distributions (including interest and dividends) of substantially the whole of the net income which will be distributed by the last Business Day of each quarter as detailed below of.

<b>Record Date</b>	<b>Ex-Dividend Date</b>	<b>For Distribution By</b>
31-Mar	First Business Day in April	Last Business Day in April
30-Jun	First Business Day in July	Last Business Day in July
30-Sep	First Business Day in October	Last Business Day in October
31-Dec	First Business Day in January	Last Business Day in January

In order to enable the Fund to pay a larger distribution amount the expenses which are attributable to the Fund are charged to capital. The effect of this is that capital will be eroded to allow higher dividends to be paid, thereby reducing the potential for future capital growth.

#### **Income Equalisation**

The Fund operates equalisation in relation to all Distribution Share Classes. A Shareholder who has purchased Distribution Shares during a Distribution Period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Distribution Shares in the relevant Distribution Period. All Distribution Shares purchased during a Distribution Period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Distribution Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Distribution Share Class and is refunded to them as part of the first distribution after their purchase of Distribution Shares. Such returned equalisation may be treated as a

return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Distribution Share Classes who redeem their Distribution Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Shareholders of Distribution Shares may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Distribution Shares. In the absence of the Shareholder making the election as above, the Fund shall reinvest the dividend payment in Distribution Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution, unless a Shareholder elects to receive dividends in cash.

Any dividend paid on a Distribution Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

### **Accumulation Share Classes**

It is not the current intention to pay dividends in respect of the Accumulation Share Classes.

## **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder (in either a Distribution Share Class or an Accumulation Share Class) who is



within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes).

As explained above under "Dividend Policy", the Directors intend that the Fund should make an annual dividend payment to Shareholders in the Distribution Share Classes out of the investment income earned by the Fund each financial year. The Directors do not, however, intend to pay dividends in respect of the Accumulation Share Classes.

### **HEDGED CLASSES**

The Class I Hedged Euro Share Class is denominated in Euro and the Class I Hedged US Dollar Share Class is denominated in US\$, whereas the base currency of the Fund is Sterling. The Fund will enter into FX transactions in order to hedge the currency exposure of the assets of the Fund attributable to a particular Class into the currency of denomination of the relevant Class. Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets or liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains or losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. A Class will not be leveraged as a result of currency hedging transactions.

Where the Company seeks to hedge against currency fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and under-hedged positions will not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted levels outlined above. This review will also incorporate a procedure to ensure that under-hedged positions and positions materially in excess of 100% of Net Asset Value of the Class will not be carried forward from month to month. To the extent that hedging is successful (there can be no guarantee that if hedging is undertaken how successful this will be) for a particular Class the performance of the Class is likely to move in line (subject to interest rate differentials) with the performance of the underlying assets with the result that investors in that Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the Fund are denominated.

## MINIMUM SUBSCRIPTION AND MINIMUM HOLDING

***Class A GBP Distribution Shares, Class B GBP Accumulation Shares, Class R US Dollar Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Distribution Shares, Class R Euro Accumulation Shares, Class R GBP Distribution Shares, Class R GBP Accumulation Shares***

There is no minimum subscription or minimum holding requirement for the Class A GBP Distribution Shares, Class B GBP Accumulation Shares, Class R US Dollar Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Distribution Shares, Class R Euro Accumulation Shares, Class R GBP Distribution Shares, Class R GBP Accumulation Shares.

***Class E GBP Distribution Shares, Class F GBP Accumulation Shares, Class I US Dollar Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Distribution Shares, Class I Euro Accumulation Shares, Class I GBP Distribution Shares, Class I GBP Accumulation Shares, Class I Hedged Euro Accumulation Shares and Class I Hedged US Dollar Accumulation Shares.***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

The Class E GBP Distribution Shares, Class F GBP Accumulation Shares, Class I US Dollar Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Distribution Shares, Class I Euro Accumulation Shares, Class I GBP Distribution Shares, Class I GBP Accumulation Shares, Class I Hedged Euro Accumulation Shares and Class I Hedged US Dollar Accumulation Shares are each subject to a minimum subscription and minimum holding requirement of US\$1 million (or its foreign currency equivalent).

The aggregate of an investor's investments in the Class E GBP Distribution Shares, Class F GBP Accumulation Shares, Class I US Dollar Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Distribution Shares, Class I Euro Accumulation Shares, Class I GBP Distribution Shares, Class I GBP Accumulation Shares, Class I Hedged Euro Accumulation Shares and Class I Hedged US Dollar Accumulation Shares, Class A GBP Distribution Shares, Class B GBP Accumulation Shares, Class R US Dollar Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Distribution Shares, Class R Euro Accumulation Shares, Class R GBP Distribution Shares, Class R GBP Accumulation Shares, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class E GBP Distribution Shares, Class F GBP Accumulation Shares and all Class I Shares may be waived or reduced at the sole discretion of the Directors.

#### **ELIGIBILITY TO HOLD CLASS A GBP DISTRIBUTION SHARES, CLASS B GBP ACCUMULATION SHARES, CLASS E GBP DISTRIBUTION SHARES AND CLASS F GBP ACCUMULATION SHARES**

Class A GBP Distribution Shares, Class B GBP Accumulation Shares, Class E GBP Distribution Shares and Class F GBP Accumulation Shares will **only** (subject to the discretion of the Directors to determine otherwise) be offered to those Shareholders who were issued Class A GBP Distribution Shares, Class B GBP Accumulation Shares, Class E GBP Distribution Shares and Class F GBP Accumulation Shares as part of a scheme of amalgamation between the Fund and the Hiscox Insurance Portfolio Fund which took place on 27 May, 2011 (the "Scheme"). Class A GBP Distribution Shares, Class B GBP Accumulation Shares, Class E GBP Distribution Shares and Class F GBP Accumulation Shares will also be subject to a restriction on the transfer of those Shares only (subject to the discretion of the Directors to determine otherwise) to those Shareholders who were issued Shares as part of the Scheme. In addition, Shareholders of a Class within the Fund may not switch into the Class A GBP Distribution Shares, Class B GBP Accumulation Shares, Class E GBP Distribution Shares and Class F GBP Accumulation Shares unless (subject to the discretion of the Directors to determine otherwise) such Shareholder is eligible to hold Shares in the Class A GBP Distribution Shares, Class B GBP Accumulation Shares, Class E GBP Distribution Shares and Class F GBP Accumulation Shares.

#### **SUBSCRIPTIONS**

##### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by mail, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares which will include an amount of accrued income (see the description of "Income Equalisation" on page 8) will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares purchased during a Distribution Period (see the section headed "Dividend Policy") will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price will be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

## **Subscription Monies**

### **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

Redemption requests will only be accepted 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's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting therefrom such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and

- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

### **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

## Deferred Redemptions

In the event that redemption requests are received for redemption of Shares representing in aggregate more than 10 per cent of the total number of Shares then in issue, the Fund is entitled to reduce the requests rateably and pro rata amongst all Shareholders seeking to redeem Shares on the relevant Dealing Day and carry out only sufficient redemptions which, in aggregate, amount to 10 per cent of the Shares then in issue. Shares which are not redeemed but which would otherwise have been redeemed will be redeemed on the next Dealing Day (subject to further deferral if the deferred requests themselves exceed 10 per cent of the Shares then in issue) in priority to any other Shares for which redemption requests have been received. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## SWITCHING

Shareholders of a Class within the Fund (the “Original Class”) may switch free of any switching charge to another Class(es) within the Fund (the “New Class”) in accordance with the formula and procedures specified below, subject to the restriction that Shareholders of a Class within the Fund may not (subject to the discretion of the Directors to determine otherwise) switch into the Class A GBP Distribution Shares, Class B GBP Accumulation Shares, Class E GBP Distribution Shares and Class F GBP Accumulation Shares unless such Shareholder is eligible to hold Shares in the Class A GBP Distribution Shares, Class B GBP Accumulation Shares, Class E GBP Distribution Shares and Class F GBP Accumulation Shares (as detailed under the section headed “Initial Issue of Shares, Initial Offer Period and Initial Offer Price”). Switching may be effected written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class



## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus. All fees and expenses of the Fund shall be charged to the capital of the Fund.

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### **Investment Management Fees**

#### ***Class A GBP Distribution Shares and Class B GBP Accumulation Shares***

The investment management fee payable in respect of the Class A GBP Distribution Shares and Class B GBP Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.25% per annum of the Net Asset Value of the Class A GBP Distribution Shares and Class B GBP Accumulation Shares as at the Valuation Day plus VAT (if any).

#### *Performance Fee*

There is no performance fee payable in respect of the Class A GBP Distribution Shares and Class B GBP Accumulation Shares.

#### ***Class R US Dollar Distribution Shares, Class R Euro Distribution Shares and Class R GBP Distribution Shares.***

The investment management fee payable in respect of the Class R US Dollar Distribution Shares, Class R Euro Distribution Shares and Class R GBP Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.25% per annum of the Net Asset Value of the Class R US Dollar Distribution Shares, Class R Euro Distribution Shares and Class R GBP Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The Net Asset Value per Share at the time Shares in the relevant Class are first issued shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period

will be the period commencing on the Business Day on which Shares of the relevant Class are first issued and ending on the Payment Date.

The performance fee for the Class R US Dollar Distribution Shares, Class R Euro Distribution Shares, Class R GBP Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R GBP Distribution Share exceeds the Indexed Net Asset Value per GBP Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar Distribution, Class R Euro Distribution, Class R GBP Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per GBP Share is calculated by adjusting the Net Asset Value per GBP Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R GBP Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class R GBP Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class R GBP Distribution Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class R US Dollar Accumulation Shares, Class R Euro Accumulation Shares and Class R GBP Accumulation Shares.***

The investment management fee payable in respect of the Class R US Dollar Accumulation, Class R Euro Accumulation and Class R GBP Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.25% per annum of the Net Asset Value of the Class R US Dollar Accumulation, Class R Euro Accumulation and Class R GBP Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

Performance fee

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The Net Asset Value per Share at the time of the first issue of Shares of the relevant class will be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day on which Shares of the relevant Class are first issued and ending on the Payment Date.

The performance fee payable in respect of the Class R US Dollar Accumulation, Class R Euro Accumulation, Class R GBP Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R GBP Accumulation Share exceeds the Indexed Net Asset Value per GBP Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar Accumulation, Class R Euro Accumulation, Class R GBP Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per GBP Share is calculated by adjusting the Net Asset Value per GBP Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R GBP Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class R GBP Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class R GBP Accumulation Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### ***Class E GBP Distribution Shares and Class F GBP Accumulation Shares***

The investment management fee payable in respect of the Class E GBP Distribution Shares and Class F GBP Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class E GBP Distribution Shares and Class F GBP Accumulation Shares as at the Valuation Day plus VAT (if any).

### *Performance Fee*

There is no performance fee payable in respect of the Class E GBP Distribution Shares and Class F GBP Accumulation Shares

### ***Class I US Dollar Distribution Shares, Class I Euro Distribution Shares and Class I GBP Distribution Shares.***

The investment management fee payable in respect of the Class I US Dollar Distribution, Class I Euro Distribution and Class I GBP Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class I US Dollar Distribution, Class I Euro Distribution and Class I GBP Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The Net Asset Value per Share on the day Shares of the relevant Class are first issued shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day on which Shares of the relevant Class are first issued and ending on the Payment Date.

The performance fee for the Class I US Dollar Distribution, Class I Euro Distribution, Class I GBP Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I GBP Distribution Share exceeds the Indexed Net Asset Value per GBP Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Distribution, Class I Euro Distribution, Class I GBP Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per GBP Share is calculated by adjusting the Net Asset Value per GBP Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I GBP Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I GBP Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class I GBP Distribution Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I US Dollar Accumulation Shares, Class I Euro Accumulation Shares and Class I GBP Accumulation Shares.***

The investment management fee payable in respect of the Class I US Dollar Accumulation, Class I Euro Accumulation and Class I GBP Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class I US Dollar Accumulation, Class I Euro Accumulation and Class I GBP Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

*Performance fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The Net Asset Value per Share on the day Shares of the relevant Class are first issued will be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day on which Shares of the relevant Class are first issued and ending on the Payment Date.

The performance fee payable in respect of the Class I US Dollar Accumulation, Class I Euro Accumulation, Class I GBP Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I GBP Accumulation Share exceeds the Indexed Net Asset Value per GBP Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Accumulation, Class I Euro Accumulation, Class I GBP Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per GBP Share is calculated by adjusting the Net Asset Value per GBP Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I GBP Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I GBP Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class I GBP Accumulation Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I Hedged US Dollar Accumulation Shares.***

The investment management fee payable in respect of the Class I Hedged US Dollar Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class I Hedged US Dollar Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

*Performance fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of USD 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the next Payment Date.

The performance fee payable in respect of the Class I Hedged US Dollar Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Hedged US Dollar Accumulation Share exceeds the Indexed Net Asset Value per Class I Hedged US Dollar Accumulation Shares as at the Payment Date multiplied by the weighted average number of total Class I Hedged US Dollar Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class I Hedged US Dollar Accumulation Shares is calculated by adjusting the Class I Hedged US Dollar Accumulation Shares Net Asset Value per Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

The Index performance for the relevant period is adjusted to reflect a hedge into US Dollar. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Hedged US Dollar Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I Hedged US Dollar Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class I Hedged US Dollar Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class I Hedged Euro Accumulation Shares***

The investment management fee payable in respect of the Class I Hedged Euro Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class I Hedged Euro Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### *Performance fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of Euro 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the next Payment Date.

The performance fee payable in respect of the Class I Hedged Euro Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Hedged Euro Accumulation Share exceeds the Indexed Net Asset Value per Class I Hedged Euro Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class I Hedged Euro Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class I Hedged Euro Accumulation Share is calculated by adjusting the Class I Hedged Euro Accumulation Shares Net Asset Value per Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

The Index performance for the relevant period is adjusted to reflect a hedge into Euro. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Hedged Euro Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I Hedged Euro Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class I Hedged Euro Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus.



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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **FINANCIAL OPPORTUNITIES FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER , 2018**

## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Central Bank”	Central Bank of Ireland.
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	<p><b>Until 31 December 2018:</b> MSCI World Financials Index (Bloomberg: MXWO0FN).</p> <p><b>With effect from 1 January 2019:</b> MSCI ACWI Financials Net Total Return USD Index (Bloomberg: M1WD0FN)</p> <p>The MSCI ACWI Financials Net Total Return USD Index, as currently constituted, captures the performance of large and mid cap equities across both Developed and Emerging Markets countries. The Index is quoted in US dollar. Further information can be found on <a href="http://www.msci.com">www.msci.com</a>.</p>
“Official List” and the “Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Financial Opportunities Fund being the Class R US Dollar Distribution Shares, the Class R Sterling Distribution Shares, the Class R Euro Distribution Shares, the Class R Sterling Accumulation Shares, the Class R Euro Accumulation Shares, the Class I US Dollar Distribution Shares, the Class I Sterling Distribution Shares, the Class I Euro Distribution Shares, Class R US Dollar Accumulation Shares, the Class I US Dollar Accumulation Shares, the Class I Sterling Accumulation Shares and the Class I Euro Accumulation Shares.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

## **FINANCIAL OPPORTUNITIES FUND**

### **(the “Fund”)**

#### **INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, Global Insurance Fund, the North American Fund, the Asian Opportunities Fund, the Financial Income Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Share Classes have been admitted to the Official List and to trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

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

**Shareholders and prospective investors should note that all of the fees and expenses of the Fund will be charged to the capital of the Fund. This will 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.**

The base currency of the Fund is USD.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate a medium level of volatility that is generally associated with an equity fund, i.e. susceptible to market movements and fluctuations, and

**believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.**

## **INVESTMENT OBJECTIVE**

The Fund's investment objective is to achieve long term capital growth.

## **INVESTMENT POLICIES**

In order to achieve its objective the Fund will invest in the securities of financial sector companies and companies related to the financial sector worldwide. These companies primarily include commercial and investment banks, life and non-life insurance and reinsurance companies, asset management and brokerage companies. Other companies related to the financial sector include property and real estate companies, companies which provide support services to the financial sector (such as providing transaction services, IT services and claims administration services) and companies that own financial sector related assets, for example, conglomerates whose principal activities are financial sector related (this may include banking and property-related businesses) and it is the financial sector related aspect of the business that drives the outlook for the relevant conglomerate.

The securities in which the Fund will invest will include transferable securities, such as shares, equities, equity warrants, preferred shares, shares in collective investment schemes with investment policies that are consistent with the Fund's investment objective and securities convertible into shares, which may be listed on a Regulated Market or unlisted (subject to a limit of 10% of the Net Asset Value of the Fund in unlisted securities) and issued by companies.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

The Fund may invest in Russian domestically traded securities. However it is not anticipated that such an investment will exceed 10% of the Net Asset Value of the Fund and investment in securities traded on Russian markets will only be made in equity securities which are listed and/or traded on the") Moscow Exchange.

The Fund may invest no more than 10% of the Fund's Net Asset Value in aggregate in shares of open-ended collective investment schemes, which include UCITS or AIF exchange traded funds ("ETFs") which are considered to be collective investment schemes. The Fund may invest in ETFs for the purpose of gaining indirect exposure to the equity securities comprised in the indices tracked by the ETFs in which the Fund may invest. It is intended that the ETFs in which the Fund may invest will be listed on a Recognised Exchange, and will be domiciled in, or have exposure to, global markets, including emerging markets. Investment in AIF ETFs which are considered by the Investment Manager to be transferable securities will be in accordance with the requirements of the Central Bank.

The Fund may also invest in Global, American and European depository receipts for the purpose of gaining exposure to underlying equity securities.

The financial derivative instruments which the Fund may utilise include futures, forwards, options (the Investment Manager may write put options and covered call options but will not write uncovered call options), contracts for difference, swaps and securities with embedded derivatives or elements of derivative exposure including, but not limited to, equity warrants and structured notes, such as P-Notes (which will not be leveraged), for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk or to obtain in a more efficient way exposure that would otherwise be obtained by direct investment in securities in accordance with the investment objective and policies above, and as further detailed below. The leveraged 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 commitment approach in accordance with the Regulations.

Futures, forwards, options, contracts for difference and swaps may be used to hedge against downward movements in the value of the Fund's portfolio, either by reference to specific securities (i.e. equity or equity related securities) or markets to which the Fund may be exposed. These derivative instruments may also be used to gain or reduce the Fund's exposure to equity or equity related securities or markets on a short or medium term basis where it is more efficient to use derivatives for this purpose, or to gain indirect exposure to equity or equity related securities where the Investment Manager feels that such use of financial derivative instruments is in the best interests of the Fund.

Transferable securities with embedded derivatives or elements of derivative exposure, such as equity warrants and structured notes such as P-Notes (which will not be leveraged) may be used to gain exposure to underlying equity or equity related securities as a more efficient and cheaper alternative to direct investment in that security.

**Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.**

Whilst it is intended that the Fund be fully invested as detailed above, the Investment Manager is permitted to invest in cash and/or money market instruments for ancillary liquid asset purposes and non-government and government debt securities where this is considered to be in the best interests of the Shareholders of the Fund; for example, during periods of market uncertainty where such investment is deemed to be important for defensive purposes.

#### *Investment Strategy*

The Investment Manager's overall approach is to ensure a balance between financial sector stocks which offer growth and value depending on the economic environment. The Investment Manager will focus globally on financial sector securities (as detailed above) rather than on any one specific region.

The investment strategy of the Fund is expected to yield an income.

### **SECURITIES FINANCING TRANSACTIONS AND EQUITY SWAPS**

The Fund may utilise equity swaps. The types of assets that will be subject to equity swaps will be equity securities or an equity index.

The maximum exposure of the Fund in respect of equity swaps shall be a maximum gross exposure of 100%. The net exposure is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund.

Further details are set out in the Prospectus under the headings “Securities Financing Transactions and Equity Swaps”, “Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management” and “Counterparty Selection Process”.

## **BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The individual manager at Polar Capital LLP with prime responsibility for the Fund is John Yakas and the investment analyst is George Barrow.

**John Yakas** - joined Polar Capital in September 2010 and is manager of the Asian Opportunities Fund and the Financial Opportunities Fund. Previously, he worked for HSBC as a banker based in Hong Kong and was the head of Asian research at Fox-Pitt, Kelton. In 2003 he joined Hiscox Investment Management, which later became HIM Capital. John has won Lipper awards in the Equity Sector Banks and Other Financials Sector in 2010, 2011, 2012 and 2013 for the performance of the Asian Financials Fund. He has an MBA from London Business School and studied at the London School of Economics (BSc Econ).

**George Barrow** - joined Polar Capital in September 2010 and is a Fund Manager on the Financial Opportunities Fund and the Asian Opportunities Fund. George has built up an in depth knowledge of the banking sector covering Europe, Asia and emerging markets. Prior to joining Polar Capital he was an analyst at HIM Capital from 2008, where he completed his IMC. George has a Masters degree in International Studies from SOAS where he graduated with merit.

### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the Prospectus. The Net Asset Value of the Fund will be expressed in US Dollars. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.

## **DIVIDEND POLICY**

### **Distribution Share Class**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund should maintain a policy of the declaration of a semi-annual dividend in respect of each of the Fund's Share Classes.

### **Income Equalisation**

The Fund operates equalisation in relation to all Distribution Share Classes. A Shareholder who has purchased Distribution Shares during an accounting period will receive a distribution made up of two amounts:

- Income which has accrued from the date of purchase, and
- Capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Distribution Shares in the relevant accounting period. All Distribution Shares purchased during an accounting period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Distribution Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Distribution Share Class and is refunded to them as part of the first distribution after their purchase of Distribution Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax.

Conversely, Shareholders of all Distribution Share Classes who redeem their Shares during an accounting period will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Any dividend declared by the Fund will be paid only out of the Fund's net investment income return for an accounting period (i.e. the dividends, interest or other income earned by the Fund on its investments in that period less the Fund's expenses attributable to that period). Any dividend declared in respect of an accounting period will normally be distributed as detailed below.

<b>Record Date</b>	<b>Ex-Dividend Date</b>	<b>For Distribution By</b>
30-Jun	First Business Day in July	Last Business Day in July
31-Dec	First Business Day in January	Last Business Day in January

Any dividend paid on a Distribution Share that is unclaimed by the relevant Shareholder will not earn interest; and if that dividend is not claimed within six years of its declaration it shall be forfeited and shall be escheated for the benefit of the Fund.

Dividends payable to Shareholders will be reinvested at the time such dividends are paid by subscription for further Shares, unless Shareholders specifically request that dividends be paid in cash. Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution, unless a Shareholder elects to receive dividends in cash.

Distribution entitlements of US\$100 or more will, unless instructions to the contrary are received from the Shareholder at least twenty one days before the date on which the dividend is to be paid, be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution.

Any such reinvestment of a Shareholder's dividend entitlement will be made, on the relevant dividend payment date, by the Directors acting as nominee and agent for and for the account of the Shareholder concerned in their receipt of the Shareholder's income and in their payment of such income to the Company in subscription for further Shares. If a Shareholder's dividends are reinvested, there is no preliminary charge payable on the reinvestment.

A Shareholder who elects to receive dividends in cash will be deemed to have made a similar election in respect of any further Shares acquired by the Shareholder until the Shareholder revokes the election.



In order to enable the Fund to pay a larger distribution amount the expenses which are attributable to the Fund are charged to capital. The effect of this is that capital will be eroded to allow higher dividends to be paid, thereby reducing the potential for future capital growth.

### **Accumulation Share Class**

It is not the current intention to pay dividends in respect of the Accumulation Share Class.

## **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes). As explained above under "Dividend Policy", the directors intend that the Fund should make an annual dividend payment to Shareholders out of the investment income earned by the Fund each year.

## **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

### ***Class R Shares***

There is no minimum subscription or minimum holding requirement for the Class R Shares.

### ***Class I Shares***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

The Class I Shares are each subject to a minimum subscription and minimum holding requirement of US\$1 million (or its foreign currency equivalent). The aggregate of an investor's investments in the Class R Shares or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class I Shares may be waived or reduced at the sole discretion of the Directors.

## **SUBSCRIPTIONS**

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by mail, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such

applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned

(without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

## **Subscription Monies**

### **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the

Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

Redemption requests will only be accepted 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's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

### **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

### **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed.

Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## SWITCHING

Shareholders of a Class within the Fund (the “Original Class”) may switch free of any switching charge to another Class(es) within the Fund (the “New Class”) in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## FEES AND EXPENSES

### General

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus. **All fees and expenses of the Fund will be charged to the capital of the Fund.**

### Subscription of Shares

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### Investment Management Fees

***Class R US Dollar Distribution Shares, Class R Sterling Distribution Shares and Class R Euro Distribution Shares***



The investment management fee payable in respect of the Class R US Dollar Distribution Shares, the Class R Sterling Distribution Shares and the Class R Euro Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R US Dollar Distribution Shares, the Class R Sterling Distribution Shares and the Class R Euro Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class R US Dollar Distribution Shares, Class R Sterling Distribution Shares and Class R Euro Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R US Dollar Distribution Share exceeds the Indexed Net Asset Value per Class R US Dollar Distribution Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar Distribution Shares, Class R Sterling Distribution Shares and Class R Euro Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per US Dollar Distribution Share is calculated by adjusting the Net Asset Value per US Dollar Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R US Dollar Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class R US Dollar Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class R US Dollar Distribution Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class R US Dollar Accumulation Shares, Class R Sterling Accumulation Shares and Class R Euro Accumulation Shares***

The investment management fee payable in respect of the Class R US Dollar Accumulation Shares, the Class R Sterling Accumulation Shares and the Class R Euro Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R US Dollar Accumulation Shares, the Class R Sterling Accumulation Shares and the Class R Euro Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class R US Accumulation Dollar, Class R Sterling Accumulation Shares and Class R Euro Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R US Dollar Accumulation Share exceeds the Indexed Net Asset Value per Class R US Dollar Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar Accumulation Shares, Class R Sterling Accumulation Shares and Class R Euro Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per US Dollar Accumulation Share is calculated by adjusting the Net Asset Value per US Dollar Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The initial issue price of US\$10 will be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee is only payable when the Class R US Dollar Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class R US Dollar Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I US Dollar Distribution Shares, Class I Sterling Distribution Shares and Class I Euro Distribution Shares***

The investment management fee payable in respect of the Class I US Dollar Distribution Shares, the Class I Sterling Distribution Shares and the Class I Euro Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I US Dollar Distribution Shares, the Class I Sterling Distribution Shares and the Class I Euro Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the Class I US Dollar Distribution Shares, the Class I Sterling Distribution Shares and the Class I Euro Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I US Dollar Distribution Share exceeds the Indexed Net Asset Value per Class I US Dollar Distribution Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Distribution Shares, Class I Sterling Distribution Shares and Class I Euro Distribution Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per US Dollar Distribution Share is calculated by adjusting the Net Asset Value per US Dollar Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I US Dollar Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I US Dollar Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class I US Dollar Distribution Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I US Dollar Accumulation Shares, Class I Sterling Accumulation Shares and Class I Euro Accumulation Shares***

The investment management fee payable in respect of the Class I US Dollar Accumulation Shares, the Class I Sterling Accumulation Shares and the Class I Euro Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class

I US Dollar Accumulation Shares, the Class I Sterling Accumulation Shares and the Class I Euro Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the Class I US Dollar Accumulation Shares, the Class I Sterling Accumulation Shares and the Class I Euro Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I US Dollar Accumulation Share exceeds the Indexed Net Asset Value per Class I US Dollar Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Accumulation Shares, Class I Sterling Accumulation Shares and Class I Euro Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per US Dollar Accumulation Share is calculated by adjusting the Net Asset Value per US Dollar Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

The initial issue price of US\$10 will be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee is only payable when the Class I US Dollar Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class I US Dollar Accumulation Share does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus, to include "Investment in Equity and Equity-Related Securities" and "Emerging Markets Risk".

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **NORTH AMERICAN FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER , 2018**

## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and New York and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	<p>The MSCI North America Net Total Return USD Index (Bloomberg: NDDUNA)</p> <p>The MSCI North America Net Total Return USD Index, as currently constituted, is a free float weighted, equity index designed to measure the equity market performance of the United States and Canada. The Index is quoted in US dollars. Further details of the Index may be found on <a href="http://www.msci.com">www.msci.com</a>.</p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the North American Fund being the Class R US Dollar Shares, Class R Euro Shares, Class R GBP Shares, Class R Hedged Euro Shares, Class R Hedged GBP Shares, Class I US Dollar Shares, Class I Euro Shares, Class I GBP Shares, Class I Hedged Euro Shares, Class I Hedged GBP Shares, Class I Hedged CHF Shares, Class S US Dollar Shares, Class S Euro Shares, Class S GBP Shares, Class S Hedged Euro Shares and Class S Hedged GBP Shares.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

## **NORTH AMERICAN FUND (the “Fund”)**

### **INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Financial Opportunities Fund, the Global Insurance Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement contains information relating to the Share Classes of the North American Fund (the “Fund”). This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Fund has not declared any dividends during 2013.

The Shares have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

The base currency of the Fund is US Dollar.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate a medium level of volatility that is generally associated with an equity fund, i.e. susceptible to market movements and fluctuations, and believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.

## INVESTMENT OBJECTIVE

The investment objective of the Fund is to achieve long term capital appreciation.

## INVESTMENT POLICIES

The Fund will seek to achieve its investment objective by investing in a diversified portfolio of securities of North American companies. The Investment Manager will invest in large, medium and small capitalisation companies depending on market liquidity and as it judges the available opportunities.

The securities in which the Fund will invest will primarily include equity securities including, but not limited to ordinary and preference shares and equity warrants, which may be listed on a Regulated Market or unlisted, and issued by North American companies. The Fund may not invest more than 10% of its Net Asset Value in unlisted securities. The Fund may also invest in Global, American and European depository receipts for the purpose of gaining exposure to underlying equity securities. The Fund may invest in collective investment schemes with similar investment policies to the Fund but will invest no more than 10% of the Fund's Net Asset Value in aggregate in shares of any open-ended schemes.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

The financial derivative instruments which the Fund may utilise include futures, forwards, options (the Investment Manager may write put options and covered call options but will not write uncovered call options) contracts for difference and swaps, for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk or to obtain in a more efficient way exposure that would otherwise be obtained by direct investment in securities in accordance with the investment objective and policies above, and as further detailed below. The leveraged 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 commitment approach in accordance with the Regulations.

Futures, forwards, options, contracts for difference and swaps may be used to hedge against downward movements in the value of the Fund's portfolio, either by reference to specific securities (i.e. equity securities) or markets to which the Fund may be exposed. These derivative instruments may also be used to gain or reduce the Fund's exposure to equity securities or markets on a short or medium term basis where it is more efficient to use derivatives for this purpose, or to gain indirect exposure to equity securities where the Investment Manager feels that such use of financial derivative instruments is in the best interests of the Fund.

**Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.**

The Fund may engage in stocklending and enter into repurchase and reverse repurchase agreements for the purpose of efficient portfolio management, subject to the conditions and limits set out in the Central Bank's Central Bank UCITS Regulations.



The Fund will seek to outperform the MSCI North America Index whilst striving to limit the volatility of the Fund's returns.

### *Investment Strategy*

The Investment Manager will use both qualitative and quantitative screening methods focusing on quality and value to identify candidates for further in-depth proprietary research. This in-depth research will focus on the long term business fundamentals of the investment candidate as well as further business and stock valuation analysis before a focused portfolio is constructed. The Investment Manager expects to invest in a range of 40-60 stocks in most circumstances. This allows for both appropriate diversification, therefore mitigating stock specific risk but also allows a high degree of focus, therefore mitigating fundamental risk.

Portfolio construction is primarily driven by bottom-up fundamentals though set upon a framework that controls systematic risk.

## **SECURITIES FINANCING TRANSACTIONS AND EQUITY SWAPS**

The Fund may engage in securities financing transactions (stocklending arrangements and repurchase/ reverse repurchase agreements, "SFTs") and equity swaps, as described under "Repurchase / Reverse Repurchase and Stock-Lending Arrangements for the Purposes of Efficient Portfolio Management" and "Financial Derivative Instruments". The types of assets that will be subject to securities financing transactions will be equity and fixed income securities and the underlying asset of an equity swap will be an equity security or equity index.

The maximum exposure of the Fund in respect of SFTs shall be 100% of the Net Asset Value of the Fund and in respect of equity swaps, shall be a maximum gross exposure of 100%. However, the Investment Manager does not anticipate that a Fund's exposure to SFTs will exceed 20% of the Net Asset Value of a Fund, and with regard to equity swaps net exposure is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund.

Further details on SFTs are set out in the Prospectus under the headings "Securities Financing Transactions and Equity Swaps", "Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management" and "Counterparty Selection Process".

## **BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.



## **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The individual managers at Polar Capital LLP with prime responsibility for the Fund will be Andrew Holliman and Richard Wilson.

**Andrew Holliman** - joined Polar Capital in August 2011 to establish the North American investment team and he set up the Global Equities team in 2012. He is lead manager of the North American Fund and the Global Alpha Fund. Prior to joining Polar Capital, he spent seven years at Threadneedle where he managed the highly rated US\$2.5bn Threadneedle American Fund as well as a number of global funds including the Threadneedle Global Focus Fund and the Threadneedle and Columbia Global Extended Alpha Funds. Andrew began his investment career in 1997 as an analyst on the American and UK Smaller Caps teams at Baillie Gifford before becoming fund manager of the award winning American Fund. He graduated with a First Class BCom (Hons) in Business Studies from the University of Edinburgh, a MSc in Investment Analysis from the University of Stirling, and is a CFA Charterholder.

**Richard Wilson** - joined Polar Capital in August 2011 to establish the North American investment team and is co-manager of the North American Fund. Prior to joining Polar Capital, he spent nine years at Threadneedle where he managed more than US\$4.5bn of institutional mandates on the North American Equities team and led the Global Industrial Sector Group. Richard began his investment career in 1999 as an Analyst on the US Equities team at Merrill Lynch Investment Managers. He graduated with a First Class MA (Hons) in History of Art from the University of Edinburgh and is a CFA Charterholder.

## **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company’s assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the Prospectus. The Net Asset Value of the Fund will be expressed in US Dollars. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) on that day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.

## **DIVIDEND POLICY**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund should maintain a policy of the declaration and/or reporting of an annual dividend, payable out of net income (including interest and dividends) in respect of each of the Fund's Share Classes. Any dividend declared in respect of an accounting period will normally be paid in January of the year following that accounting period.

### **Income Equalisation**

The Fund operates equalisation in relation to all Share Classes. A Shareholder who has purchased Shares during an accounting period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Shares in the relevant accounting period. All Shares purchased during an accounting period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Share Class and is refunded to them as part of the first distribution after their purchase of Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Share Classes who redeem their Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Shareholders may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Shares. In the absence of the Shareholder making the election as above, the Fund shall reinvest the dividend payment in Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Dividends payable to Shareholders will be reinvested at the time such dividends are paid by subscription for further Shares, unless Shareholders specifically request that dividends be paid in cash. Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Distribution Shares.

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Distribution Shares, unless a Shareholder elects to receive dividends in cash.

Any dividend paid on a Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

### **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes). As explained above under "Dividend Policy", the directors intend that the Fund should make an annual dividend payment to Shareholders out of the investment income earned by the Fund each year.

### **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

***Class R US Dollar Shares, Class R Euro Shares, Class R GBP Shares, Class R Hedged Euro Shares and Class R Hedged GBP Shares***

There is no minimum subscription or minimum holding requirement for the Class R US Dollar Shares, Class R Euro Shares, Class R GBP Shares, Class R Hedged Euro Shares, Class R Hedged GBP Shares.

***Class I US Dollar Shares, Class I Euro Shares, Class I GBP Shares, Class I Hedged Euro Shares, Class I Hedged GBP Shares and Class I Hedged CHF Shares.***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

The Class I US Dollar Shares, Class I Euro Shares, Class I GBP Shares, Class I Hedged Euro Shares, Class I Hedged GBP Shares and Class I Hedged CHF Shares are each subject to a minimum subscription and minimum holding requirement of US\$1 million (or its foreign currency equivalent).

The aggregate of an investor's investments in any Class I Shares, Class R Shares and Class S Shares or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class I Shares may be waived or reduced at the sole discretion of the Directors.

***Class S US Dollar Shares, Class S Euro Shares, Class S GBP Shares, Class S Hedged Euro Shares and Class S Hedged GBP Shares.***

Existing holders of Class S Shares may subscribe for Class S Shares **provided** that they do not, at any point, redeem their holding of Class S Shares such that the number of Class S Shares held by them is less than the number of Class S Shares issued on initial subscription, unless such redemption, at the point of the redemption, meets the minimum holding requirement of US\$5m (or its foreign currency equivalent) (subject to the discretion of the Directors to determine otherwise). Any holder of Class S Shares who redeems their holding as outlined above will not be permitted to subscribe for Class S Shares at a future date.

The Class S US Dollar Shares, Class S Euro Shares, Class S GBP Shares, Class S Hedged Euro Shares and Class S Hedged GBP Shares are each subject to a minimum subscription and minimum holding requirement of US\$5 million (or its foreign currency equivalent).

The aggregate of an investor's investments in any Class R Shares, Class I Shares, Class S Shares, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class S Shares may be waived or reduced at the sole discretion of the Directors.

## **HEDGED SHARE CLASSES**

The Fund will enter into certain currency related transactions in order to hedge the currency exposure of the assets of the Fund attributable to a particular Class into the currency of denomination of the relevant Class. Any financial instruments used to implement such strategies with respect to one or more Hedged Classes shall be assets/liabilities of a Fund as a whole but will be attributable to the relevant Hedged Classes and the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Hedged Classes.

Any currency exposure of a Hedged Class may not be combined with or offset against that of any other Class of the Fund. The currency exposure of the assets attributable to a Hedged Class may not be allocated to other Classes.

Where the Investment Manager seeks to hedge against currency fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and under-hedged positions will not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted levels outlined above and are not carried forward from month to month. To the extent that hedging is successful for a particular Hedged Class the performance of the Hedged Class is likely to move in line with the performance of the underlying assets with the result that investors in that Class will not gain if the US Dollar appreciates against the currency of the Hedged Class.

## **SUBSCRIPTIONS**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the relevant Dealing Day. The originals of the signed Application Form (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by mail, facsimile or telephone order, without a requirement to submit original documentation where applications are made by facsimile or telephone order, and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to promptly provide the original Application Form within a reasonable timeframe may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.



The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price will be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

#### *Subscriptions in Specie*

In accordance with the provisions of Article 11 of the Memorandum and Articles of Association of the Company, the Company may accept in specie applications for shares in the Fund provided that the nature of the assets to be transferred into the Fund qualifies as investments of the Fund in accordance with its investment objectives, policies and restrictions. Assets so transferred shall be vested with the Depositary or arrangements shall be made to vest the assets with the Depositary. The number of Shares to be issued shall not exceed the amount that would be issued for the cash equivalent. The Depositary shall be satisfied that the terms of any exchange will not be such as are likely to result in any prejudice to the existing shareholders of a Fund.

### **Subscription Monies**

#### **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

#### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

Redemption requests will only be accepted 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's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting therefrom such sums as the Directors may consider represents an appropriate provision for Duties and Charges;

- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

### **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

## Deferred Redemptions

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## SWITCHING

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## FEES AND EXPENSES

### General

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### Subscription of Shares

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### Investment Management Fees

#### *Class R US Dollar Shares, Class R Euro Shares and Class R GBP Shares*

The investment management fee payable in respect of the Class R US Dollar, Class R Euro Shares and Class R GBP Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.35% per annum of the Net Asset Value of the Class R US Dollar, Class R Euro Shares and Class R GBP Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for the Class R US Dollar Shares, Class R Euro Shares and Class R GBP Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R US Dollar Share exceeds the Indexed Net Asset Value per Class R US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar Shares, Class R Euro Shares and Class R GBP Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R US Dollar Share is calculated by adjusting the Net Asset Value per Class R US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class R US Dollar Shares outperform the Index. If, during a performance fee period, the performance of the Class R US Dollar Shares do not exceed the

performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### ***Class R Hedged Euro Shares and Class R Hedged GBP Shares***

The investment management fee payable in respect of the Class R Hedged Euro Shares and the Class R Hedged GBP Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.35% per annum of the Net Asset Value of the Class R Hedged Euro Shares and the Class R Hedged GBP Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class R Hedged Euro Shares and Class R Hedged GBP Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value for the Class R Hedged Euro Shares and Class R Hedged GBP Shares exceeds the Indexed Net Asset Value for the Class R Hedged Euro Shares and the Class R Hedged GBP Shares as at the Payment Date multiplied by the weighted average number of Class R Hedged Euro Shares and Class R Hedged GBP Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value for each Class R Hedged Euro Share and Class R Hedged GBP Share is calculated by adjusting the Net Asset Value for each Class R Hedged Euro Share and Class R Hedged GBP Share as at the date on which the last performance fee was paid for each Class R Hedged Euro Share and Class R Hedged GBP Share by the comparative performance of the Index since the date on which the last performance fee was paid for each Class R Hedged Euro Share and Class R Hedged GBP Share or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into Euros and Sterling, respectively. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class R Hedged Euro Share or the Class R Hedged GBP Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class R Hedged Euro Shares or the Class R Hedged GBP Shares outperforms their respective Indexes. If, during a performance fee period, the performance of the Class R Hedged Euro Shares or the Class R Hedged GBP Shares does not exceed the performance of their Indexes, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I Hedged Euro Shares, Class I Hedged GBP Shares and Class I Hedged CHF Shares***

The investment management fee payable in respect of the Class I Hedged Euro Shares, the Class I Hedged GBP Shares and Class I Hedged CHF Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class I Hedged Euro Shares, the Class I Hedged GBP Shares and Class I Hedged CHF Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class I Hedged Euro Shares, Class I Hedged GBP Shares or Class I Hedged CHF Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value for each of the Class I Hedged Euro Shares, Class I Hedged GBP Shares and Class I Hedged CHF Shares exceeds the equivalent Indexed Net Asset Value for the Class I Hedged Euro Shares, the Class I Hedged GBP Shares and Class I Hedged CHF Shares as at the Payment Date multiplied by the weighted average number of Class I Hedged Euro Shares, Class I Hedged GBP Shares and Class I Hedged CHF Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value for each Class is calculated by adjusting the Net Asset Value for each Class as at the date on which the last performance fee was paid for each Class by the comparative performance of the Index since the date on which the last performance fee was paid for each Class or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into Euros, Sterling or CHF, as applicable. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Hedged Euro Share or the Class I Hedged GBP Share or the Class I Hedged CHF Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I Hedged Euro Shares, the Class I Hedged GBP Shares or the Class I Hedged CHF Shares outperform their respective Indexes. If, during a performance fee period, the performance of the Class I Hedged Euro Shares, the Class I Hedged GBP Shares or the Class I Hedged CHF Shares does not exceed the performance of their Indexes, no performance fee is payable until such unachieved performance is reclaimed.

The initial issue price of CHF 10 shall be taken as the starting price for the calculation of the first performance fee payable in respect of the Class I Hedged CHF Shares. The first performance fee period for the Class I Hedged CHF Shares will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### ***Class I US Dollar Shares, Class I Euro Shares and Class I GBP Shares***

The investment management fee payable in respect of the Class I US Dollar Shares, Class I Euro Shares and Class I GBP Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class I US Dollar Shares, Class I Euro Shares and Class I GBP Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class I US Dollar Shares, Class I Euro Shares and Class I GBP Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I US Dollar Share exceeds the Indexed Net Asset Value per Class I US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Shares, Class I Euro Shares and Class I GBP Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I US Dollar Share is calculated by adjusting the Net Asset Value per Class I US Dollar Share as at the date on which the last performance fee was paid by the



comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I US Dollar Shares outperform the Index. If, during a performance fee period, the performance of the Class I US Dollar Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class S US Dollar Shares, Class S Euro Shares and Class S GBP Shares.***

The investment management fee payable in respect of the Class S US Dollar Shares, Class S Euro Shares and Class S GBP Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.60% per annum of the Net Asset Value of the Class S US Dollar Shares, Class S Euro Shares and Class S GBP Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

*Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class S US Dollar Shares, Class S Euro Shares and Class S GBP Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S US Dollar Share exceeds the Indexed Net Asset Value per Class S US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class S US Dollar Shares, Class S Euro Shares and Class S GBP Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S US Dollar Share is calculated by adjusting the Net Asset Value per Class S US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class S US Dollar Shares outperform the Index. If, during a performance fee period, the performance of the Class S US Dollar Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class S Hedged Euro Shares and Class S Hedged GBP Shares***

The investment management fee payable in respect of the Class S Hedged Euro Shares and the Class S Hedged GBP Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.60% per annum of the Net Asset Value of the Class S Hedged Euro Shares and the Class S Hedged GBP Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### ***Performance Fee***

The Investment Manager, in addition to its management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class S Hedged Euro Shares and Class S Hedged GBP Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value for the Class S Hedged Euro Shares and Class S Hedged GBP Shares exceeds the Indexed Net Asset Value for the Class S Hedged Euro Shares and the Class S Hedged GBP Shares as at the Payment Date multiplied by the weighted average number of Class S Hedged Euro Shares and Class S Hedged GBP Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value for each Class S Hedged Euro Share and Class S Hedged GBP Share is calculated by adjusting the Net Asset Value for each Class S Hedged Euro Share and Class S Hedged GBP Share as at the date on which the last performance fee was paid for each Class S Hedged Euro Share and Class S Hedged GBP Share by the comparative performance of the Index since the date on which the last performance fee was paid for each Class S Hedged Euro Share and Class S Hedged GBP Share or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into Euros and Sterling, respectively. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class S Hedged Euro Share or the Class S Hedged GBP Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class S Hedged Euro Shares or the Class S Hedged GBP Shares outperform their respective Indexes. If, during a performance fee period, the performance of the Class S Hedged Euro Shares or the Class S Hedged GBP Shares does not exceed the performance of their Indexes, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **ASIAN OPPORTUNITIES FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER, 2018**

## DEFINITIONS

“Business Day”	means a day (other than Saturday or Sunday) on which banks and/or stock exchanges/markets in both Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Company on that day are open for business (including dealings in foreign exchange and foreign currency deposits);
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight);
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Fund being the Class A US Dollar Shares, the Class I US Dollar Shares, the Class I Euro Shares, the Class I Euro Hedged Shares, the Class I GBP Shares and the Class I GBP Hedged Shares.
“Valuation Point”	The close of business in the relevant markets on the Dealing Day.
Index	<p>MSCI AC Asia Pacific ex Japan Net Total Return USD Index (Bloomberg: NDUECAPF)</p> <p>The MSCI AC Asia Pacific ex Japan Net Total Return USD Index, as currently constituted, captures large and mid-cap representation across four of five Developed Markets countries (excluding Japan) and nine Emerging Markets countries in the Asia Pacific region. The Index covers approximately 85% of the free float-adjusted market capitalization in each country. The Index is quoted in US dollars. Further information can be found on <a href="http://www.msci.com">www.msci.com</a>.</p>

**ASIAN OPPORTUNITIES FUND**  
**(the “Fund”)**

**INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Shares have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

The base currency of the Fund is the US Dollar.

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

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate a medium level of volatility that is generally associated with an equity fund, i.e. susceptible to market movements and fluctuations, and believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.

## **INVESTMENT OBJECTIVE**

The investment objective of the Fund is to achieve medium-term capital appreciation and to generate growth of investors' capital by investing in equity securities as detailed below.

## **INVESTMENT POLICIES**

In order to achieve its objective the Fund will invest in equity securities of companies listed or traded on Regulated Markets in the Asian markets outside Japan (including Australasia) although the Fund reserves the right to invest in companies whose securities are traded on other Regulated Markets where these companies derive a substantial proportion (i.e. greater than 30 per cent) of their profits from Asian markets outside Japan (including Australasia). The Fund may also invest in listed securities (including ordinary shares, stocks and convertible bonds) issued by such companies.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

The Fund may invest in units/shares of open ended collective investments which pursue a similar objective and investment policy to the Fund (subject to a 10 per cent limit) and may also invest in unlisted securities (subject to a limit of 10 per cent of the Net Asset Value of the Fund). The Fund may invest in units/shares of closed-ended funds that represent transferable securities for the purposes of the Regulations (not subject to a 10 per cent limit). The Fund may invest more than 20 per cent of its Net Asset Value in emerging markets.

The Investment Manager expects that at least 50 per cent of the Net Asset Value of the Fund will be invested in equities of companies whose primary activity is banking, real estate/property companies, insurance and other financial services companies to include but not limited to asset managers and consumer finance companies.

As stated above, the Fund may invest in transferable securities with embedded derivatives such as convertible bonds for efficient portfolio management purposes or to obtain in a more efficient way exposure that would otherwise be obtained by direct investment in equity securities detailed above. The leveraged exposure of the Fund through the use of convertible bonds will not exceed 100 per cent of the Net Asset Value of the Fund, as measured using the commitment approach in accordance with the Regulations.

It is the policy of the Investment Manager that the Fund will be predominantly fully invested although the Fund may from time to time invest up to 100 per cent of its Net Asset Value in cash and non-government and government investment grade debt securities which are listed and/or traded on Regulated Markets for ancillary liquid asset purposes where this is considered to be in the best interests of Shareholders of the Fund; for example, during periods of market uncertainty where such investment is deemed to be important for defensive purposes. The Fund may invest in money market instruments such as open ended money market funds comprising of short-term securities representing high quality liquid debt and monetary instruments, subject to an overall limit of no more than 10 per cent of the Fund's Net Asset Value being invested in open-ended collective investment schemes.

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The individual manager at Polar Capital LLP with prime responsibility for the Fund will be John Yakas.

**John Yakas** - joined Polar Capital in September 2010 and is manager of the Asian Opportunities Fund and the Financial Opportunities Fund. Previously, he worked for HSBC as a banker based in Hong Kong and was the head of Asian research at Fox-Pitt, Kelton. In 2003 he joined Hiscox Investment Management, which later became HIM Capital. John has won Lipper awards in the Equity Sector Banks and Other Financials Sector in 2010, 2011, 2012 and 2013 for the performance of the Asian Financials Fund. He has an MBA from London Business School and studied at the London School of Economics (BSc Econ).

### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company’s assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the Prospectus. The Net Asset Value of the Fund will be expressed in US Dollars. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.



## DIVIDEND POLICY

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund should maintain a policy of the declaration and/or reporting of an annual dividend. Any dividend declared in respect of an accounting period will normally be paid in March of the year following that accounting period

<b>Record Date</b>	<b>Ex-Dividend Date</b>	<b>For Distribution By</b>
31 December (final)	First Business Day in January	31 March

Shareholders may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Distribution Shares. In the absence of the Shareholder making the election as above, the Fund shall reinvest the dividend payment in Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares, unless a Shareholder elects to receive dividends in cash.

Any dividend paid on a Distribution Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

## HEDGED CLASSES

The Fund will enter into FX transactions in order to hedge the currency exposure of the assets of the Fund attributable to a particular Class into the currency of denomination of the relevant Class. Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets or liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains or losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. A Class will not be leveraged as a result of currency hedging transactions.

Where the Company seeks to hedge against currency fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and under-hedged positions will not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted levels outlined above. This review will

also incorporate a procedure to ensure that under-hedged positions and positions materially in excess of 100% of Net Asset Value of the Class will not be carried forward from month to month. To the extent that hedging is successful (there can be no guarantee that if hedging is undertaken how successful this will be) for a particular Class the performance of the Class is likely to move in line (subject to interest rate differentials) with the performance of the underlying assets with the result that investors in that Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the Fund are denominated.

## **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

### ***Class A US Dollar Shares***

The Class A US Dollar Shares are subject to a minimum subscription and minimum holding requirement of US\$1 million (or its foreign currency equivalent).

The minimum subscription and minimum holding requirement for Class A Shares may be waived or reduced at the sole discretion of the Directors. The minimum subscription amount will be waived in respect of Shareholders who transfer from the Polar Capital Asian Financials Fund to the Fund as part of a scheme of amalgamation.

### ***Class I Shares***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

There is no minimum subscription requirement for Class I Shares.

## **SUBSCRIPTIONS**

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key

Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the Business Day prior to the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by mail, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and

- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares which will include an amount of accrued income (see the description of “Income Equalisation” on page 8) will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares purchased during a Distribution Period (see the section headed “Dividend Policy”) will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company’s register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant’s funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 3.5 per cent of the subscription price will be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

## **Subscription Monies**

### **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + 353 1 434 5007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00 (Irish time) on the relevant Business Day prior to the Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

No redemption payment will be made from an investor's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

## **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting therefrom such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

## **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

## **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

## **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

## **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.



## Compulsory Redemption

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

## Deferred Redemptions

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## SWITCHING

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below. Switching may be effected written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to a redemption fee, if any) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00 (Irish time) on the relevant Business Day prior to the Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class



## **FEES AND EXPENSES**

### **General**

The Fund shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### **Subscription of Shares**

A subscription fee of up to 3.5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### **Investment Management Fees**

#### ***Class A US Dollar Shares***

The investment management fee payable in respect of each of the Class A US Dollar Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.00% per annum of the Net Asset Value of Class A US Dollar Shares.

#### ***Performance Fee- Class A US Dollar Shares***

The Investment Manager is also entitled to receive in respect of the Class A US Dollar Shares a performance related investment management fee (a “Performance Fee”) which is accrued daily and payable annually in arrears in respect of each performance period if the Fund meets certain objectives in respect of the respective performance of the Class A US Dollar Shares. The performance periods of the Fund comprise successive calendar years ending on 31 December of each relevant year (or parts thereof, as appropriate).

In order for a Performance Fee to be payable for a Class A Share Class in respect of a performance period the respective Net Asset Value of the Class A US Dollar Shares on the last Business Day of the relevant performance period before deducting the amount of any accrual for a Performance Fee (the “Final Net Asset Value per Class A US Dollar Shares”) must exceed the Net Asset Value per Share of the Share Class at the end of any previous relevant period in which a Performance Fee was paid after the payment of such Performance Fee (a “Highwater Mark”). Where the Highwater Mark is exceeded, the Performance Fee payable per Class A US Dollar Shares is equal to 10 per cent of the amount by which the Final Net Asset Value per Class A US Dollar Shares for the relevant period exceeds the relevant Highwater Mark.

The total Performance Fee payable in respect of the relevant period will be an amount equal to the Performance Fee per Class A US Dollar Shares as calculated above multiplied by the weighted average number of Class A US Dollar Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised, and the accrual of the performance fees may be the result of market movements rather than due to the performance achieved by the Fund.**

***Class I US Dollar, Euro and GBP Shares***

The investment management fee payable in respect of each of the Class I Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1% per annum of the Net Asset Value of Class I Shares.

*Performance Fee: Class I US Dollar, Euro and GBP Shares*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class I US Dollar Shares, Class I Euro Shares and Class I GBP Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I US Dollar Share exceeds the Indexed Net Asset Value per Class I US Dollar Share as at the Payment Date multiplied by weighted average number of total Class I US Dollar Shares, Class I Euro Shares and Class I GBP Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I US Dollar Shares is calculated by adjusting the Net Asset Value per Class I US Dollar Shares as at the date on which the last performance fee was paid or the date of issue of the relevant Share Class, whichever is later, by the comparative performance of the MSCI AC Daily TR Net Asia Pacific Ex Japan USD Index (the "**Index**") over the period to the date of calculation. The Index Net Asset Value per Class I US Dollar Share will have any relevant distributions deducted.

For the purposes of the performance fee calculation, the Net Asset Value per Class I US Dollar Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I US Dollar Shares outperform the Index. If, during a performance fee period, the performance of the Class I US Dollar Shares does not exceed the performance of the Index, no performance fee is payable until such underperformance is reclaimed.

The initial issue price of USD 10 (or the Euro/GBP equivalent of USD 10) shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the next Payment Date.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class I Euro Hedged Shares***

The investment management fee payable in respect of each of the Class I Euro Hedged Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1% per annum of the Net Asset Value of Class I Euro Hedged Shares.

#### *Performance Fee: Class I Euro Hedged Shares*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Euro Hedged Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class I Euro Hedged Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Euro Hedged Share exceeds the Indexed Net Asset Value per Class I Euro Hedged Share as at the Payment Date multiplied by weighted average number of total Class I Euro Hedged Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I Euro Hedged Shares is calculated by adjusting the Net Asset Value per Class I Euro Hedged Shares as at the date on which the last performance fee was paid or the date of issue of the relevant Share Class, whichever is later, by the comparative performance of the MSCI AC Daily TR Net Asia Pacific Ex Japan USD Index (the "**Index**") over the period to the date of calculation. The Index Net Asset Value per Class I Euro Hedged Share will have any relevant distributions deducted.

The Index performance for the relevant period is adjusted to reflect a hedge into Euro. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Euro Hedged Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I Euro Hedged Shares outperform the Index. If, during a performance fee period, the performance of the Class I Euro Hedged Shares do not exceed the performance of the Index, no performance fee is payable until such underperformance is reclaimed.

The initial issue price of Euro 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the next Payment Date.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class I GBP Hedged Shares***

The investment management fee payable in respect of each of the Class I GBP Hedged Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1% per annum of the Net Asset Value of Class I GBP Hedged Shares.

### ***Performance Fee: Class I GBP Hedged Shares***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I GBP Hedged Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class I GBP Hedged Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I GBP Hedged Share exceeds the Indexed Net Asset Value per Class I GBP Hedged Share as at the Payment Date multiplied by weighted average number of total Class I GBP Hedged Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I GBP Hedged Shares is calculated by adjusting the Net Asset Value per Class I GBP Hedged Shares as at the date on which the last performance fee was paid or the date of issue of the relevant Share Class, whichever is later, by the comparative performance of the MSCI AC Daily TR Net Asia Pacific Ex Japan USD Index (the "**Index**") over the period to the date of calculation. The Index Net Asset Value per Class I GBP Hedged Share will have any relevant distributions deducted.

The Index performance for the relevant period is adjusted to reflect a hedge into GBP. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I GBP Hedged Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I GBP Hedged Shares outperform the Index. If, during a performance fee period, the performance of the Class I GBP Hedged Shares do not exceed the performance of the Index, no performance fee is payable until such underperformance is reclaimed.

The initial issue price of GBP 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the next Payment Date.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November, 2018 the Prospectus accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **INCOME OPPORTUNITIES FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER, 2018**

## DEFINITIONS

“Business Day”	means a day (other than Saturday or Sunday) on which commercial banks and/or stock exchanges/markets in both Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Company on that day are open for business (including dealings in foreign exchange and foreign currency deposits).
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”,	<p>STOXX EUROPE 600 Financials (Net Return) EUR Index (Bloomberg: SXFINR)</p> <p>The STOXX EUROPE 600 Financials (Net Return) EUR Index, as currently constituted, is a capitalisation weighted net return index of European companies involved in the financial sector such as banking, insurance, real estate and financial services. Companies are categorised according to the Industry Classification Benchmark (ICB) market standard. The Index is quoted in Euro (sterling adjusted). Further information can be found on <a href="http://www.stoxx.com">www.stoxx.com</a>.</p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Income Opportunities Fund being the Class A1 GBP Distribution Shares, Class A2 GBP Accumulation Shares, Class B1 GBP Distribution Shares, Class B2 GBP Accumulation Shares, Class R US Dollar Distribution Shares, Class R Euro Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Accumulation Shares, Class R Euro Hedged Distribution Shares, Class R Euro Hedged Accumulation Shares, Class R US Dollar Hedged Accumulation Shares, Class R US Dollar Hedged Distribution Shares, Class I US Dollar Distribution Shares, Class I Euro Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Accumulation Shares, Class I Euro Hedged Distribution Shares and Class I Euro Hedged Accumulation Shares.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

## **INCOME OPPORTUNITIES FUND** **(the “Fund”)**

### **INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Shares have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

The base currency of the Fund is Sterling.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate a medium level of volatility that is generally associated with an income fund, and believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.

**Shareholders and prospective investors should note that all of the fees and expenses of the Fund will be charged to the capital of the Fund. This will 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 OBJECTIVE**

The investment objective of the Fund is to provide an attractive level of income together with capital growth.

## **INVESTMENT POLICIES**

In order to achieve its objective the Fund will invest primarily in the equity, debt and other securities of listed financial companies.

The Fund will invest at least 25% of its gross assets on a continuous basis directly in Equity Participations.

The debt securities in which the Fund will invest will be fixed and floating rate and include, but are not limited to, preference shares, convertible bonds, debentures and bonds with the restriction that unrated debt securities will not be greater than 25% of the Net Asset Value of the Fund. The other securities in which the Fund may invest will be securities with equity characteristics, including but not limited to preferred stocks, as well as depository receipts (including global depository receipts traded) for such securities.

Investment by the Fund in the above securities is restricted to securities listed on the Regulated Markets set out from time to time in the Prospectus. Investment will be made in the securities of companies listed or traded on global Regulated Markets. To the extent that the Fund will invest in the securities of companies listed or traded in emerging markets, such investment will not exceed 20% of the Net Asset Value of the Fund. In addition, the Fund may invest in the equities of companies whose principal business is to provide support services to such financial sector companies, or companies which derive a substantial proportion of their profits from the financial sector, to include but not limited to IT/software companies and finance companies, and the securities of such companies will be listed or traded on any global Recognised Exchange. The Fund may invest up to 10% of the Net Asset Value of the Fund in unlisted securities which may include initial public offering stocks of financial companies.

The Investment Manager will ordinarily endeavour, in normal market conditions, to adhere to the above investment policies, however, the Fund may, from time to time hold up to 100% of the Fund's Net Asset Value in cash for general cash management and liquidity purposes, or if such investments were considered to be in the best interests of the Shareholders of the Fund. The Fund may invest in money market instruments such as open ended money market funds comprising of short-term securities representing high quality liquid debt and monetary instruments, subject to an overall limit of no more than 10% of the Fund's Net Asset Value being invested in open-ended collective investment schemes.

The Fund may utilise financial derivative instruments for investment and efficient portfolio management purposes as further detailed below; such financial derivative instruments may include futures, exchange traded and over-the-counter options, contracts for difference, index swaps, total return swaps, forward foreign exchange contracts, currency swaps or participation notes. The extent that the Fund may be leveraged as a result of the use of derivatives for investment purposes will vary but it is expected not to

exceed 50% of the Net Asset Value of the Fund in normal market conditions. However, the Fund has the capacity to be leveraged up to 100% of its Net Asset Value. The global exposure of the Fund shall be measured using the commitment approach.

The following is a description of the types of financial derivative instruments which may be used by the Fund.

**Exchange Traded Futures:** 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 may enter into futures contracts for both efficient portfolio management purposes and investment purposes. Equity index futures may be used to change the sensitivity to equity market price movements, with reference to the market represented by the index underlying the contract.

**Options:** The Fund may from time to time purchase or sell options for both efficient portfolio management purposes and investment purposes. The types of option contract are limited to equity option contracts, equity index option contracts, bond option contracts and foreign exchange option contracts. There are two forms of options, put and call options. Put options are contracts sold for a premium that gives one party (the buyer) the right, but not the obligation, to sell to the other party (the seller) of the contract, a specific quantity of a particular product or financial instrument at a specified price. Call options are similar contracts sold for a premium that gives the buyer the right, but not the obligation, to buy from the seller of the option at a specified price. Options may also be cash settled. The Fund may be a seller or buyer of put and call options.

**Contracts for Difference (CFDs):** The Fund may enter into CFDs for both efficient portfolio management purposes and investment purposes. CFDs may be used to change the sensitivity of the portfolio to individual equity price movements. The Fund may enter into CFDs as a replacement for direct investment in transferable securities in order to avail of cost or liquidity advantages of FDI over transferable securities. CFD are also utilised to obtain synthetic short exposures to particular issuers. CFD allows a direct exposure to the market, a sector or an individual security. Unlike a forward contract, there is no final maturity, the position being closed out at the discretion of the position taker. CFD are used to gain exposure to share price movements without buying the shares themselves. A CFD on a company's shares will specify the price of the shares when the contract was started. The contract is an agreement to pay out cash on the difference between the starting share price and when the contract is closed. In a long CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have increased in value had it been invested in the underlying security or securities, plus any dividends that would have been received on those stocks. In a short CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have decreased in value had it been invested in the underlying security or securities. The Fund must also pay the counterparty the value of any dividends that would have been received on those stocks. CFDs are OTC FDIs and the counterparty will usually be an investment bank or broker

**OTC Futures and Index Swaps:** The Fund may enter into OTC futures and index swaps contracts for both efficient portfolio management purposes and investment purposes. OTC futures and index swap contracts may be used to change the sensitivity to equity market price movements, with reference to the market represented by the index underlying the contract.

**Forward Foreign Exchange Contracts:** Forwards are not traded on exchanges but are Over the Counter (OTC) transactions. A forward contract locks-in the price at which an index or asset may be purchased or sold on a future date. In currency forward contracts, the contract holders are obligated to buy or sell the currency at a specified price, at a specified quantity and on a specified future date. Forward foreign exchange contracts may be used for the most part for hedging purposes to seek to reduce foreign exchange risk where the assets of a Fund are denominated in currencies other than the Base Currency but may also be used to take views on the direction of currency movements. The Fund may from time to time enter into currency exchange transactions to protect against fluctuations in the relative value of its portfolio positions as a result of changes in currency exchange rates.

**Forward Exchange Swaps:** A forward exchange swap contract is an agreement negotiated between two parties to exchange the return on cash for the return on varying currencies. The Fund may from time to time enter into forward currency exchange swaps transactions to protect against fluctuations in the relative value of its portfolio positions as a result of changes in currency exchange rates.

**Swaps or Participation Notes:** The Fund may from time to time purchase swaps and participation notes, the underlying securities of which are the types of securities set out above in the section “Investment Objective and Policies”, where access to such underlying securities is difficult or more risk is involved in the local settlement process. The swaps or participation notes (which include index swaps and total return swaps) will only be used to obtain access to a specific security, however the Investment Manager considers that this will only be undertaken in limited markets and limited cases. The local security will be purchased by a local branch of an internationally recognised investment bank/broker who will issue a swap or participation note on the underlying security. The counterparty to the Fund is the internationally recognised investment bank/broker. The Fund will diversify its exposure to counterparties by trading with several internationally recognised investment banks/brokers at any given time. The swap/participation note will be monitored on a daily basis by reviewing the price of the swap/participation note to the price, or the movement in the price, of the underlying security.

The use of repurchase and stock lending arrangements is permitted for the Fund for the purposes of efficient portfolio management only, subject to the conditions and limits of the Central Bank.

## **SECURITIES FINANCING TRANSACTIONS AND TOTAL RETURN SWAPS**

The Fund may engage in securities financing transactions (stocklending arrangements and repurchase/ reverse repurchase agreements, “SFTs”) and total return swaps, as described under “Repurchase / Reverse Repurchase and Stock-Lending Arrangements for the Purposes of Efficient Portfolio Management” and “Financial Derivative Instruments”. The types of assets that will be subject to securities financing transactions will be equity or fixed income securities, and the underlying asset of a total return swap will be an equity, fixed income security, convertible bond or corresponding index.

The maximum exposure of the Fund in respect of SFTs shall be 100% of the Net Asset Value of the Fund and in respect of total return swaps, shall be a maximum gross exposure of 100%. However, the

Investment Manager does not anticipate that a Fund's exposure to SFTs will exceed 20% of the Net Asset Value of a Fund, and with regard to total return swaps net exposure is likely to remain within the range -20% to +100% of the Net Asset Value of the Fund.

Further details on SFTs are set out in the Prospectus under the heading "Securities Financing Transactions and Total Return Swaps."

## **BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the "Investment Manager") to the Company. The individual manager at Polar Capital LLP with prime responsibility for the Fund will be Nick Brind.

**Nick Brind** - joined Polar Capital following the acquisition of HIM Capital in September 2010 and is manager of the Income Opportunities Fund. His investment experience covers a wide range of asset classes including UK equities, closed-end funds, fixed-income securities, global financials, private equity and derivatives. Prior to joining HIM Capital, Nick worked at New Star Asset Management. While there he managed the New Star Financial Opportunities Fund, a high-income financials fund investing in the equity and fixed-income securities of European financials companies, which outperformed its benchmark index in all 6 years that Nick managed it. Previously he worked at Exeter Asset Management and Capel-Cure Myers. At Exeter Asset Management, Nick managed the Exeter Capital Growth Fund from 1997 to 2003 which over this period was in the top decile of the IMA UK All Companies Sector. Nick has a Masters in Finance from London Business School.

### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading "Statutory and General Information" in the Prospectus. The Net Asset Value of the Fund will be expressed in Sterling. The Net Asset Value as at the

Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.

## **DIVIDEND POLICY**

### **Distribution Share Classes**

#### **Dividends and Distribution Dates**

If sufficient net income is available in respect of the Fund, the Directors’ current intention is to declare quarterly distributions (including interest and dividends) which will be distributed by the last Business Day of each quarter as detailed below of substantially the whole of the net income.

<b>Record Date</b>	<b>Ex-Dividend Date</b>	<b>For Distribution By</b>
31-Mar	First Business Day in April	Last Business Day in April
30-Jun	First Business Day in July	Last Business Day in July
30-Sep	First Business Day in October	Last Business Day in October
31-Dec	First Business Day in January	Last Business Day in January

In order to enable the Fund to pay a larger distribution amount the expenses which are attributable to the Fund are charged to capital. The effect of this is that capital will be eroded to allow higher dividends to be paid, thereby reducing the potential for future capital growth.

#### **Income Equalisation**

The Fund operates equalisation in relation to all Distribution Share Classes. A Shareholder who has purchased Distribution Shares during a Distribution Period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Distribution Shares in the relevant Distribution Period. All Distribution Shares purchased during a Distribution Period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Distribution Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Distribution Share Class and is refunded to them as part of the first distribution after their purchase of Distribution Shares. Such returned equalisation may be treated as a

return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Distribution Share Classes who redeem their Distribution Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Shareholders of Distribution Shares may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Distribution Shares. In the absence of the Shareholder making the election as above, the Fund shall reinvest the dividend payment in Distribution Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Distribution Shares, unless a Shareholder elects to receive dividends in cash.

Any dividend paid on a Distribution Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

### **Accumulation Share Classes**

It is not the current intention to pay dividends in respect of the Accumulation Share Classes

### **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

***Class A1 GBP Distribution Shares and Class A2 GBP Accumulation Shares, Class R US Dollar Distribution Shares, Class R Euro Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Accumulation Shares, Class R Euro Hedged Distribution Shares, Class R Euro Hedged Accumulation Shares, Class R US Dollar Hedged Accumulation Shares and Class R US Dollar Hedged Distribution Shares.***

There is no minimum subscription or minimum holding requirement.

***Class B1 GBP Distribution Shares and Class B2 GBP Accumulation Shares.***

The Class B1 GBP Distribution Shares and Class B2 GBP Accumulation Shares are each subject to a minimum subscription of GBP1 million (or its foreign currency equivalent).

The minimum subscription for all Class B Shares may be waived or reduced at the sole discretion of the Directors.

There is no minimum holding requirement.

***Class I US Dollar Distribution Shares, Class I Euro Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Accumulation Shares, Class I Euro Hedged Distribution Shares and Class I Euro Hedged Accumulation Shares.***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

The Class I US Dollar Distribution Shares, Class I Euro Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Accumulation Shares, Class I Euro Hedged Distribution Shares and Class I Euro Hedged Accumulation Shares are each subject to a minimum subscription of GBP1 million (or its foreign currency equivalent).

The minimum subscription for all Class I Shares may be waived or reduced at the sole discretion of the Directors.

There is no minimum holding requirement.

The aggregate of an investor's investments in the Class A1 GBP Distribution Shares, Class A2 GBP Accumulation Shares, Class R US Dollar Distribution Shares, Class R Euro Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Accumulation Shares, Class R Euro Hedged Distribution Shares and Class R Euro Hedged Accumulation Shares, Class R US Dollar Hedged Accumulation Shares, Class B1 GBP Distribution Shares, Class B2 GBP Accumulation Shares, Class I US Dollar Distribution Shares, Class I Euro Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Accumulation Shares, Class I Euro Hedged Distribution Shares and Class I Euro Hedged Accumulation Shares or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

## **HEDGED SHARE CLASSES**

The Fund will enter into certain currency related transactions in order to hedge the currency exposure of the assets of the Fund attributable to a particular Class into the currency of denomination of the relevant Class. Any financial instruments used to implement such strategies with respect to one or more Hedged Classes shall be assets/liabilities of a Fund as a whole but will be attributable to the relevant Hedged Classes and the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Hedged Classes.

Any currency exposure of a Hedged Class may not be combined with or offset against that of any other Class of the Fund. The currency exposure of the assets attributable to a Hedged Class may not be allocated to other Classes.

Where the Investment Manager seeks to hedge against currency fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and under-hedged positions will not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted levels outlined above and are not carried forward from month to month. To the extent that hedging is successful for a particular Hedged Class the performance of the Hedged Class is likely to move in line with the performance of the underlying assets with the result that investors in that Class will not gain if the US Dollar appreciates against the currency of the Hedged Class.

## **SUBSCRIPTIONS**

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by mail, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.



All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares which will include an amount of accrued income (see the description of "Income Equalisation" on page 8) will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares purchased during a Distribution Period (see the section headed "Dividend Policy") will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 3.5 per cent of the subscription price will be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

### **Subscription Monies**

#### **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

#### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request.

Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + 353 1 434 5007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

No redemption payment will be made from an investor's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting therefrom such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

### **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

### **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## SWITCHING

Shareholders of a Class within the Fund (the “Original Class”) may switch free of any switching charge to another Class(es) within the Fund (the “New Class”) in accordance with the formula and procedures specified below. Switching may be effected written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to a redemption fee, if any) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## FEES AND EXPENSES

### General

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus. All fees and expenses of the Fund shall be charged to the capital of the Fund.

### Subscription of Shares

A subscription fee of up to 3.5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### Investment Management Fees

The Investment Manager is entitled to receive a periodic investment management fee which accrues daily and is payable monthly in arrears at the following annual rates:

- 1.25% of the Net Asset Value of each of the Class A1 GBP Distribution Shares, Class A2 GBP Accumulation Shares, Class R US Dollar Distribution Shares, Class R Euro Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Accumulation Shares, Class R Euro Hedged Distribution Shares, Class R Euro Hedged Accumulation Shares, Class R US Dollar Hedged Accumulation Shares and Class R US Dollar Hedged Distribution Shares;
- 0.75% of the Net Asset Value of each of the Class B1 GBP Distribution Shares, Class B2 GBP Accumulation Shares, Class I US Dollar Distribution Shares, Class I Euro Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Accumulation Shares, Class I Euro Hedged Distribution Shares and Class I Euro Hedged Accumulation Shares.

#### *Performance Fee*

The Investment Manager is also entitled to receive a performance related investment management fee (a "Performance Fee") which is accrued daily and payable annually in arrears in respect of each performance period if the Fund meets certain objectives in respect of the performance of each Class of Shares. The performance period of the Fund comprises successive calendar years ending on 31 December of each relevant year (or parts thereof, as appropriate).

The rules governing the payment of a Performance Fee to the Investment Manager are as follows:

1. In order for a Performance Fee to be payable in respect of a performance period, the Net Asset Value per relevant Share on the last Business Day of the relevant performance period (after adding back any dividends paid by the Fund before deducting the amount of any accrual for a Performance Fee) (the "Final Net Asset Value per relevant Share") must exceed the "Hurdle" for that performance period. Where the Hurdle is exceeded, the Performance Fee payable per relevant Share of the relevant Class in the Fund is equal to 10% of the amount by which the Final Net Asset Value per relevant Share for the performance period exceeds the relevant Hurdle. The total Performance Fee payable in respect of the relevant performance period will be an amount equal to the Performance Fee per relevant Share of the relevant Class of the Fund, as calculated above, multiplied by the average number of Shares of the relevant Class in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.
2. The "Hurdle" for a performance period of the Fund is the Net Asset Value per Share Class on the last Business Day of the latest preceding performance period in respect of which a Performance Fee has been paid adjusted by the total return of the Dow Jones Stoxx Financials Index (Sterling adjusted over the period since the Performance Fee was last paid for all Classes save in respect of the Class R Euro Hedged Distribution Shares, Class R Euro Hedged Accumulation Shares, Class I Euro Hedged Distribution Shares and Class I Euro Hedged Accumulation Shares whereby the "Hurdle" for the relevant period is adjusted to reflect a hedge into EUR, and save in respect of the Class R US Dollar Hedged Accumulation Shares and the Class R US Dollar Hedged Distribution Shares whereby the "Hurdle" for the relevant period is adjusted to reflect a hedge into US Dollar . Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg). A Performance Fee cannot

be paid if the Net Asset Value per the relevant Share Class after adjusting for dividends is below the most recent Net Asset Value per relevant Share Class at which any Performance Fee has been paid after adjusting for dividends.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

The initial issue price shall be taken as the starting price for the payment of the first Performance Fee in respect of the Class R US Dollar Hedged Distribution Shares.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Hurdle.**

The Directors have the power to issue further classes of Shares in respect of the Fund to which different initial, exit, investment management and/or performance charges and fees may apply.

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **JAPAN VALUE FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**Dated 30<sup>th</sup> NOVEMBER , 2018**



## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and Tokyo and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	<p>TOPIX Total Return JPY Index (Bloomberg: TPXDDVD)</p> <p>The TOPIX Total Return JPY Index, as currently constituted, represents the total return (i.e. all cash distributions reinvested) of the TOPIX Index, a capitalisation weighted index of all the companies listed on the First Section of the Tokyo Stock Exchange. The index is supplemented by the sub-indices of the 33 industry sectors. The index calculation excludes temporary issues and preferred stocks. The Index is quoted in Japanese yen. Further information can be found on <a href="http://www.jpx.co.jp">www.jpx.co.jp</a></p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Japan Value Fund being the Class R US Dollar Share Class, the Class R Japanese Yen Share Class, , the Class R Hedged US Dollar Share Class, the Class R Hedged Sterling Share Class, the Class R Hedged Euro Share Class, , the Class I Japanese Yen Share Class, the Class I US Dollar Share Class, the Class I Sterling Share Class, the Class I Euro Share Class, the Class I Sterling Hedged Share Class, the Class I USD Hedged Share Class, the Class I Euro Hedged Share Class, the Class S Sterling Share Class, the Class S Japanese Yen Share Class, the Class S Hedged US Dollar Share Class, the Class S Hedged Sterling Share Class and the Class S Hedged Euro Share Class.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

**JAPAN VALUE FUND  
(the “Fund”)**

**INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Financial Opportunities Fund, the Global Insurance Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Share Classes have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

The base currency of the Fund is Japanese Yen.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement) and who believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.

**INVESTMENT OBJECTIVE**

The investment objective of the Fund is to achieve long term capital appreciation.

## INVESTMENT POLICIES

The Fund will seek to achieve its investment objective by investing primarily in equity securities of issuers that exercise a significant part of their economic activities in Japan or are organised under the laws of Japan.

The Fund intends to primarily invest its assets in securities listed on the Tokyo and regional Japanese exchanges that are Regulated Markets. Investment will primarily be concentrated in securities listed on the Tokyo Stock Exchange, however, the Fund may also, to a limited extent, invest in securities listed on regional Japanese exchanges. In addition, the Fund may also, to a limited extent, invest in securities listed/and or traded globally on Regulated Markets which securities provide exposure to the Japanese market.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

Subject to the investment restrictions described in Appendix II of the Prospectus, investments will be made in transferable securities including but not limited to shares, equity warrants, equity options and preferred shares, and shares/units of real estate investment trusts which may be listed on a Regulated Market or unlisted (subject to a 10% limit in unlisted securities) and issued by companies and governments.

The Fund will seek to outperform the Index whilst striving to limit the volatility of the Fund's returns.

The Investment Manager will apply an investment approach which will be research driven, employing a multi-factor methodology. The Investment Manager will first analyse strategic macro trends, both in a domestic and a global context, to establish broad sectoral consequences. A stock picking approach will then be applied to individual companies, with specific emphasis on "value".

The portfolio will be made up of large, medium and small capitalisation issues.

The financial derivative instruments which the Fund may utilise include futures, forwards, options (the Investment Manager may write put options and covered call options but will not write uncovered call options) contracts for difference and swaps, for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk or to obtain in a more efficient way exposure that would otherwise be obtained by direct investment in securities in accordance with the investment objective and policies above, and as further detailed below. The leveraged 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 commitment approach in accordance with the Regulations.

Futures, forwards, options, contracts for difference and swaps may be used to hedge against downward movements in the value of the Fund's portfolio, either by reference to specific securities (i.e. equity securities) or markets to which the Fund may be exposed. These derivative instruments may also be used to gain or reduce the Fund's exposure to equity securities or markets on a short or medium term basis where it is more efficient to use derivatives for this purpose, or to gain indirect exposure to equity securities where the Investment Manager feels that such use of financial derivative instruments is in the best interests of the Fund.

The Fund may, on an ancillary basis, hold liquid assets comprising cash and money market funds listed on a Regulated Market having a residual maturity of less than 12 months and may invest in other open-ended collective investment schemes, with similar investment policies to the Fund, subject to a limit of 10% of the Net Asset Value of the Fund being invested in aggregate in units/shares of other collective investment schemes which include UCITS or AIF exchange traded funds (“ETFs”) which are considered to be collective investment schemes. The Fund may invest in ETFs for the purpose of gaining indirect exposure to the equity securities comprised in the indices tracked by the ETFs. It is intended that the ETFs in which the Fund may invest will be listed on a Recognised Exchange, and will be domiciled in, or have exposure to, Japanese markets. Investment in AIF ETFs which are considered by the Investment Manager to be transferable securities will be in accordance with the requirements of the Central Bank.

### **BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

### **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

#### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The individual managers at Polar Capital LLP with prime responsibility for the Fund will be Gerard Cawley and Chris Smith.

**Gerard Cawley** - joined Polar Capital in January 2005 and is manager of the Japan Value Fund. Prior to joining Polar Capital, Gerard gained five years’ experience in Japanese equities at Schroder Investment Management. Gerard graduated from Dublin City University Business School and is a CFA charterholder.

**Chris Smith**- joined the Polar Capital Japan team in January 2012 as a Japanese equities analyst. Prior to joining Polar Capital, Chris gained five years’ experience working in accountancy. Chris holds a BSc (1st Class Hons) in Applied Accounting, is a Chartered Certified Accountant and a CFA Charter holder.

#### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company’s assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the Prospectus. The Net Asset Value of the Fund will be expressed in JPY. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator on that day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.

## **DIVIDEND POLICY**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund should maintain a policy of the declaration and/or reporting of an annual dividend, payable out of net income (including interest and dividends) in respect of each of the Fund's Share Classes, provided there is sufficient income available to declare an annual dividend. Any dividend declared in respect of an accounting period will normally be paid in January of the year following that accounting period.

### **Income Equalisation**

The Fund operates equalisation in relation to all Share Classes. A Shareholder who has purchased Shares during an accounting period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Shares in the relevant accounting period. All Shares purchased during an accounting period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Share Class and is refunded to them as part of the first distribution after their purchase of Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Share Classes who redeem their Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Shareholders may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Shares. In the absence of the Shareholder making the election as above,

the Fund shall reinvest the dividend payment in Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than JPY10,000 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Distribution Shares, unless a Shareholder otherwise elects to receive cash.

Any dividend paid on a Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

### **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes). As explained above under "Dividend Policy", the directors intend that the Fund should make an annual dividend payment to Shareholders out of the investment income earned by the Fund each year.

## **HEDGED CLASSES**

The Fund will enter into certain currency related transactions in order to hedge the currency exposure of the assets of the Fund attributable to a particular Class into the currency of denomination of the relevant Class. Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets or liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains or losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. A Class will not be leveraged as a result of currency hedging transactions.

Where the Company seeks to hedge against currency fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and under-hedged positions will not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted levels outlined above. This review will also incorporate a procedure to ensure that under-hedged positions and positions materially in excess of 100% of Net Asset Value of the Class will not be carried forward from month to month. To the extent that hedging is successful for a particular Class the performance of the Class is likely to move in line (subject to interest rate differentials and associated dealing costs) with the performance of the underlying assets with the result that investors in that Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the Fund are denominated.

## **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

There are no applicable Minimum Subscription or Minimum Holding requirements.

## **OFFERING OF CLASS I SHARES**

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

## **OFFERING OF CLASS S SHARES**

Existing holders of Class S Shares may continue to subscribe for Class S Shares provided that they do not, at any point, redeem their holding of Class S Shares such that the number of Class S Shares held by them is less than the number of Class S Shares held as at the 30th December 2016. Any holder of Class S Shares who redeems their holding as outlined above will not be permitted to subscribe for Class S Shares at a future date.

## SUBSCRIPTIONS

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the relevant Business Day immediately preceding the Dealing Day. The originals of the signed Application Form (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by mail, facsimile or telephone order, without a requirement to submit original documentation where applications are made by facsimile or telephone order, and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to promptly provide the original Application Form within a reasonable timeframe may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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



The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

## **Subscription Monies**

### **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

Redemption requests will only be accepted 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's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting therefrom such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

### **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

### **Deferred Redemptions**

In the event that redemption requests are received for redemption of Shares representing in aggregate more than 10 per cent of the total number of Shares then in issue, the Fund is entitled to reduce the requests rateably and pro rata amongst all Shareholders seeking to redeem Shares on the relevant Dealing Day and carry out only sufficient redemptions which, in aggregate, amount to 10 per cent of the Shares then in issue. Shares which are not redeemed but which would otherwise have been redeemed will be redeemed on the next Dealing Day (subject to further deferral if the deferred requests themselves exceed 10 per cent of the Shares then in issue) in priority to any other Shares for which redemption requests have been received. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## **SWITCHING**

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### **Subscription Fee**

A subscription fee of up to 5% may be charged at the Directors’ discretion. In the event a subscription fee is charged, an investment in the Fund should be viewed as medium to long-term.

### **Investment Management Fees**

#### ***Class R US Dollar and Class R Japanese Yen Share Classes.***

The investment management fee will be accrued daily and will be payable monthly in arrears, equivalent to 1.35% per annum of the Net Asset Value of the Fund (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for the Class R US Dollar and Class R Japanese Yen Share Classes shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Japanese Yen Share exceeds the Indexed Net Asset Value per Japanese Yen Share as at the Payment Date multiplied by the weighted average number of total US Dollar and Japanese Yen Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Japanese Yen Share is calculated by adjusting the Net Asset Value per Class R Japanese Yen Share as at the date on which the last performance fee was paid by the

comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R Japanese Yen Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Fund outperforms the Index. If, during a performance fee period, the performance of the Fund does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### ***Class R Hedged US Dollar, Class R Hedged Sterling and Class R Hedged Euro Share Classes***

The investment management fee will be accrued daily and will be payable monthly in arrears, equivalent to 1.35% per annum of the Net Asset Value of the Fund (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for Class R Hedged US Dollar Shares, Class R Hedged Sterling Shares and Class R Hedged Euro Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value for the Class R Hedged US Dollar Shares, Class R Hedged Sterling Shares and Class R Hedged Euro Shares exceeds the Indexed Net Asset Value for the Class R Hedged US Dollar Shares, Class R Hedged Sterling Shares and Class R Hedged Euro Shares as at the Payment Date multiplied by the weighted average number of Class R Hedged US Dollar Shares, Class R Hedged Sterling Shares and Class R Hedged Euro Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value for each Class R Hedged US Dollar Share, Class R Hedged Sterling Share and Class R Hedged Euro Shares is calculated by adjusting the Net Asset Value for each Class R Hedged US Dollar Share, Class R Hedged Sterling Share and Class R Hedged Euro Shares as at the date on which the last performance fee was paid for each Class R Hedged US Dollar Share, Class R Hedged Sterling Share and Class R Hedged Euro Shares by the comparative performance of the Index since the date on which the last performance fee was paid for each Class R Hedged US Dollar Share,

Class R Hedged Sterling Share and Class R Hedged Euro Share or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into US dollars, Sterling and Euros, respectively. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or “swap rate” as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class R Hedged Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Fund outperforms the Index. If, during a performance fee period, the performance of the Fund does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I Japanese Yen, Class I US Dollar, Class I Sterling and the Class I Euro Share Classes***

The investment management fee will be accrued daily and will be payable monthly in arrears, equivalent to 1.00% per annum of the Net Asset Value of the Class I Japanese Yen, Class I US Dollar, Class I Sterling and the Class I Euro Share Classes (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for Class I Japanese Yen, Class I US Dollar, Class I Sterling and the Class I Euro Share Classes shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Japanese Yen Share exceeds the Indexed Net Asset Value per Class I Japanese Yen Share Class as at the Payment Date multiplied by the weighted average number of total Class I Japanese Yen, Class I US Dollar, Class I Sterling and the Class I Euro Share Classes in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I Japanese Yen Share is calculated by adjusting the Net Asset Value per Class I Japanese Yen Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Japanese Yen, Class I US Dollar, Class I Sterling and the Class I Euro Share Classes shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I Japanese Yen Shares outperform the Index. If, during a performance fee period, the performance of the Class I Japanese Yen Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

**Class I Hedged US Dollar Share Class, Class I Hedged Sterling Share Class and Class I Euro Hedged Share Class**

The investment management fee will be accrued daily and will be payable monthly in arrears, equivalent to 1.00% per annum of the Net Asset Value of the Fund (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

*Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for Class I Hedged US Dollar, Class I Hedged Sterling Share and Class I Hedged Euro Share Classes shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value for the Class I Hedged US Dollar Shares, the Class I Hedged Sterling Shares and Class I Hedged Euro Shares exceeds the Indexed Net Asset Value for each Class I Hedged US Dollar Share, the Class I Hedged Sterling Share and Class I Hedged Euro Shares as at the Payment Date multiplied by the weighted average number of Class I Hedged US Dollar Shares, Class I Hedged Sterling Shares and Class I Hedged Euro Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value for Class I Hedged US Dollar Share, Class I Hedged Sterling Share and Class I Hedged Euro Shares is calculated by adjusting the Net Asset Value per Share for each Class I Hedged US Dollar Share, the Class I Hedged Sterling Share and Class I Hedged Euro Shares as at the date on which the last performance fee was paid for each Class I Hedged US Dollar Share, Class I Hedged Sterling Share and Class I Hedged Euro Share by the comparative performance of the Index



since the date on which the last performance fee was paid for each Class I Hedged US Dollar Share Class, Class I Hedged Sterling Share and Class I Hedged Euro Share or the date of issue of the relevant Shares, whichever is the later.

The index performance for the relevant period is adjusted to reflect a hedge into US dollars, Sterling and Euros, respectively. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or “swap rate” as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Hedged Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Fund outperforms the Index. If, during a performance fee period, the performance of the Fund does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The initial issue price of GBP10/USD10/Euro10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class S Sterling and Class S Japanese Yen Share Classes.***

The investment management fee will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Fund (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for Class S Sterling and Class S Japanese Yen Shares Classes shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Japanese Yen Share exceeds the Indexed Net Asset Value per Japanese Yen Share as at the Payment Date multiplied by the weighted average number of total Sterling and Japanese Yen Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Japanese Yen Share is calculated by adjusting the Net Asset Value per Class S Japanese Yen Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S Japanese Yen Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Fund outperforms the Index. If, during a performance fee period, the performance of the Fund does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

**Class S Hedged US Dollar Share Class, Class S Hedged Sterling Share Class and Class S Hedged Euro Share Classes.**

The investment management fee will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Fund (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for Class S Hedged US Dollar, Class S Hedged Sterling Share and Class S Hedged Euro Share Classes shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value for the Class S Hedged US Dollar Shares, the Class S Hedged Sterling Shares and Class S Hedged Euro Shares exceeds the Indexed Net Asset Value for each Class S Hedged US Dollar Share, the Class S Hedged Sterling Share and Class S Hedged Euro Shares as at the Payment Date multiplied by the weighted average number of Class S Hedged US Dollar Shares, Class S Hedged Sterling Shares and Class S Hedged Euro Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value for Class S Hedged US Dollar Share, Class S Hedged Sterling Share and Class S Hedged Euro Shares is calculated by adjusting the Net Asset Value per Share for each Class S Hedged US Dollar Share, the Class S Hedged Sterling Share and Class S Hedged Euro Shares as at

the date on which the last performance fee was paid for each Class S Hedged US Dollar Share, Class S Hedged Sterling Share and Class S Hedged Euro Share by the comparative performance of the Index since the date on which the last performance fee was paid for each Class S Hedged US Dollar Share Class, Class S Hedged Sterling Share and Class S Hedged Euro Share or the date of issue of the relevant Shares, whichever is the later.

The index performance for the relevant period is adjusted to reflect a hedge into US dollars, Sterling and Euros, respectively. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or “swap rate” as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class S Hedged Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Fund outperforms the Index. If, during a performance fee period, the performance of the Fund does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus.

The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November, 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **GLOBAL ALPHA FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**30<sup>th</sup> NOVEMBER , 2018**

**NOTICE: THE GLOBAL ALPHA FUND HAS TERMINATED AND IS NO LONGER AVAILABLE FOR SUBSCRIPTION BY INVESTORS. AN APPLICATION FOR WITHDRAWAL OF APPROVAL OF THE GLOBAL ALPHA FUND WILL BE FILED WITH THE CENTRAL BANK IN DUE COURSE.**

## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and New York and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	The MSCI All-Country World Index (Bloomberg Ticker: NDUEACWF), is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed and emerging markets. It measure the price performance of markets with the income from constituent dividend payments. The dividends are reinvested after the deduction of withholding taxes, using a tax rate applicable to non-resident institutional investors who do not benefit from double taxation treaties.
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Global Alpha Fund being the Class R US Dollar Shares, Class R Euro Shares, Class R GBP Shares, Class I US Dollar Shares, Class I Euro Shares, Class I GBP Shares, Class SI US Dollar Shares, Class SI Euro Shares, Class SI GBP Shares.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

**GLOBAL ALPHA FUND**  
**(the “Fund”)**

**INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Financial Opportunities Fund, the Global Insurance Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Share Classes have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

The base currency of the Fund is US Dollars.

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

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement) and who believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.

**INVESTMENT OBJECTIVE**

The investment objective of the Fund is to achieve long term capital appreciation.

## INVESTMENT POLICIES

The Fund will seek to achieve its investment objective by investing in a diversified portfolio of global equities.

The securities in which the Fund will invest will primarily include equity securities including, but not limited to ordinary and preference shares and equity warrants, listed on a Regulated Market.

The Fund will seek to outperform the MSCI All-Country World Index whilst striving to limit the volatility of the Fund's returns through the business cycle by investing in a diversified portfolio of equity securities of high quality medium and large capitalisation companies. In selecting such companies, the Investment Manager will use both qualitative and quantitative screening methods focusing on quality and value to identify candidates for further in-depth proprietary research. This in-depth research will focus on the long term business fundamentals of the investment candidate as well as further business and stock valuation analysis before a focused portfolio is constructed. The Investment Manager typically expects to invest in a range of 30 to 50 stocks. This allows for both appropriate diversification, therefore mitigating stock specific risk but also allows a high degree of focus, therefore mitigating fundamental risk. Portfolio construction is primarily driven by bottom-up fundamentals though set upon a framework that controls systematic risk.

To the extent that the Fund will invest in the securities of companies listed or traded in emerging markets (to include Russia), such investment is expected to typically be in the region of 10%-40% of the Net Asset Value of the Fund. Whilst the Fund may invest in Russian domestically traded securities, it is not anticipated that such an investment will exceed 15% of the Net Asset Value of the Fund and investment in securities traded on Russian markets will only be made in equity securities which are listed and/or traded on the Moscow Exchange.

The Fund may invest in and have direct access to China A shares listed on the Shanghai Stock Exchange via the Shanghai-Hong Kong Stock Connect scheme (as further described in the sub-section headed "Shanghai-Hong Kong Stock Connect Scheme and Shenzhen-Hong Kong Stock Connect Scheme" in the Prospectus). Exposure to China A shares through the Shanghai-Hong Kong Stock Connect scheme will not be more than 30% of the Fund's Net Asset Value.

The Fund may indirectly gain access to China A Shares by purchasing equity-related instruments, participation notes and participatory certificates.

The Fund may invest in Global, American and European depository receipts for the purpose of gaining exposure to underlying equity securities. The Fund may invest in collective investment schemes with similar investment policies to the Fund but will invest no more than 10% of the Fund's Net Asset Value in aggregate in shares of any open-ended schemes.

The financial derivative instruments which the Fund may utilize include futures, forwards, contracts for difference and swaps (details of which are set out in the Prospectus under the section headed "Financial Derivative Instruments and Techniques for Efficient Portfolio Management), for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk or to obtain in a more efficient way exposure to equity securities that would otherwise be obtained by direct investment in equity securities in

accordance with the investment objective and policies above over a short and medium term basis. The leveraged 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 commitment approach in accordance with the Regulations

Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.

The Fund may engage in stock-lending and enter into repurchase and reverse repurchase agreements only for the purpose of efficient portfolio management, subject to the conditions and limits set out in the Central Bank's Central Bank UCITS Regulations.

### **SECURITIES FINANCING TRANSACTIONS AND EQUITY SWAPS**

The Fund may engage in securities financing transactions (stocklending arrangements and repurchase/ reverse repurchase agreements, "SFTs") and equity swaps, as described under "Repurchase / Reverse Repurchase and Stock-Lending Arrangements for the Purposes of Efficient Portfolio Management" and "Financial Derivative Instruments". The types of assets that will be subject to securities financing transactions will be equity and fixed income securities and the underlying asset of an equity swap will be an equity or equity index.

The maximum exposure of the Fund in respect of SFTs shall be 100% of the Net Asset Value of the Fund and in respect of equity swaps, shall be a maximum gross exposure of 100%. However, the Investment Manager does not anticipate that a Fund's exposure to SFTs will exceed 20% of the Net Asset Value of a Fund, and with regard to equity swaps net exposure is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund.

Further details on SFTs are set out in the Prospectus under the headings "Securities Financing Transactions and Equity Swaps, "Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management" and "Counterparty Selection Process".

### **SHANGHAI-HONG KONG STOCK CONNECT SCHEME**

The Fund may invest in China A shares through the Shanghai-Hong Kong Stock Connect scheme. Please refer to the sub-section headed "Shanghai-Hong Kong Stock Connect Scheme and Shenzhen-Hong Kong Stock Connect Scheme" and the risk factor headed "Risks associated with the Connect Scheme" in the Prospectus for details.

### **BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.



## MANAGEMENT AND ADMINISTRATION

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### Investment Manager

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The individual managers at Polar Capital LLP with prime responsibility for the Fund will be Andrew Holliman and Andrew MacKirdy and Christophe Liégeois-Williams.

**Andrew Holliman** - joined Polar Capital in August 2011 to establish the North American investment team and he set up the Global Equities team in 2012. He is lead manager of the North American Fund and the Global Alpha Fund. Prior to joining Polar Capital, he spent seven years at Threadneedle where he managed the highly rated US\$2.5bn Threadneedle American Fund as well as a number of global funds including the Threadneedle Global Focus Fund and the Threadneedle and Columbia Global Extended Alpha Funds. Andrew began his investment career in 1997 as an analyst on the American and UK Smaller Caps teams at Baillie Gifford before becoming fund manager of the award winning American Fund. He graduated with a First Class BCom (Hons) in Business Studies from the University of Edinburgh, a MSc in Investment Analysis from the University of Stirling, and is a CFA Charterholder.

**Andrew MacKirdy** - joined Polar Capital in June 2012 to establish a long-only global equity fund along with Andrew Holliman and Christophe Liégeois-Williams. Andrew began his career at Baillie Gifford in 1995 where he worked on the Japanese, Emerging Markets, European and US desks. During this time he managed emerging market and EAFE portfolios on behalf of institutional pension funds. After 10 years, he moved to Templeton where he managed the Templeton Global Fund and various institutional global mandates. In 2008, he returned to Baillie Gifford before spending 3 years in the European/Global strategy team at Lansdowne Partners. Andrew holds a first class BAcc (Hons) degree in accountancy from the University of Dundee and an MSc (Econ) in accounting & finance from the London School of Economics and Political Science.

**Christophe Liégeois-Williams** - joined Polar Capital in June 2012 to establish a long-only global equity fund along with Andrew Holliman and Andrew MacKirdy. Prior to joining Polar Capital, he spent 7 years managing the global equity portfolio of Liberties Investments, a substantial Family Office for several ultra-high net worth individuals. He began his career in 1997 at Baillie Gifford working as an investment analyst in the European and UK teams, before stints with TAL Asset Management and Hermes Focus Funds as senior investment analyst. Christophe graduated with a French & Business degree from QMW College, University of London, an Economics degree from Grenoble University, and an MSc in Investment Analysis from the University of Stirling. He is also a CFA charterholder.

### Administrator and Depositary

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes as at the Valuation Point will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the Prospectus. The Net Asset Value of the Fund will be expressed in USD. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator on that day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.

## **DIVIDEND POLICY**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund should maintain a policy of the declaration and/or reporting of an annual dividend, payable out of net income (including interest and dividends) in respect of each of the Fund's Share Classes, provided there is sufficient income available to declare an annual dividend. Any dividend declared in respect of an accounting period will normally be paid in January of the year following that accounting period.

### **Income Equalisation**

The Fund operates equalisation in relation to all Share Classes. A Shareholder who has purchased Shares during an accounting period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Shares in the relevant accounting period. All Shares purchased during an accounting period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Share Class and is refunded to them as part of the first distribution after their purchase of Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Share Classes who redeem their Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Shareholders may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Shares. In the absence of the Shareholder making the election as above, the Fund shall reinvest the dividend payment in Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Distribution Shares, unless a Shareholder otherwise elects to receive cash.

Any dividend paid on a Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

#### **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes). As explained above under "Dividend Policy", the directors intend that the Fund should make an annual dividend payment to Shareholders out of the investment income earned by the Fund each year.

## **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

### ***Class R US Dollar Shares, Class R Euro Shares and Class R GBP Shares***

There is no minimum subscription or minimum holding requirement for the Class R US Dollar Shares, Class R Euro Shares and Class R GBP Shares.

### ***Class I US Dollar Shares, Class I Euro Shares, Class I GBP Shares***

The Class I US Dollar Shares, Class I Euro Shares and Class I GBP Shares, are each subject to a minimum subscription and minimum holding requirement of US\$1 million (or its foreign currency equivalent). Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

The aggregate of an investor's investments in any Class I Shares, Class R Shares and Class SI Shares or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class I Shares may be waived or reduced at the sole discretion of the Directors.

### ***Class SI US Dollar Shares, Class SI Euro Shares and Class SI GBP Shares***

The Class SI US Dollar Shares, Class SI Euro Shares and Class SI GBP Shares are each subject to a minimum subscription and minimum holding requirement of US \$50 million (or its foreign currency equivalent). Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

The aggregate of an investor's investments in any Class R Shares, Class I Shares, Class SI Shares, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class SI Shares may be waived or reduced at the sole discretion of the Directors.

## **SUBSCRIPTIONS**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which

representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the relevant Dealing Day. The originals of the signed Application Form (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by mail, facsimile or telephone order, without a requirement to submit original documentation where applications are made by facsimile or telephone order, and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to promptly provide the original Application Form within a reasonable timeframe may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and

- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

## **Subscription Monies**

### **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

Redemption requests will only be accepted 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's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting therefrom such sums as the Directors may consider represents an appropriate provision for Duties and Charges;

- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

### **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.



## Deferred Redemptions

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## SWITCHING

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## FEES AND EXPENSES

### General

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### Subscription Fee

A subscription fee of up to 5% may be charged at the Directors’ discretion.

### Investment Management Fees

#### ***Class R US Dollar Shares, Class R Euro Shares and Class R GBP Shares***

The investment management fee payable in respect of the Class R US Dollar, Class R Euro Shares and Class R GBP Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.35% per annum of the Net Asset Value of the Class R US Dollar, Class R Euro Shares and Class R GBP Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for the Class R US Dollar Shares, Class R Euro Shares and Class R GBP Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R US Dollar Share exceeds the Indexed Net Asset Value per Class R US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar Shares, Class R Euro Shares and Class R GBP Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R US Dollar Share is calculated by adjusting the Net Asset Value per Class R US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class R US Dollar Shares outperform the Index. If, during a performance fee period, the performance of the Class R US Dollar Shares do not exceed the

performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I US Dollar Shares, Class I Euro Shares and Class I GBP Shares,***

The investment management fee payable in respect of the Class I US Dollar Shares, Class I Euro Shares and Class I GBP Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class I US Dollar Shares, Class I Euro Shares and Class I GBP Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

*Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class I US Dollar Shares, Class I Euro Shares and Class I GBP Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I US Dollar Share exceeds the Indexed Net Asset Value per Class I US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Shares, Class I Euro Shares and Class I GBP Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I US Dollar Share is calculated by adjusting the Net Asset Value per Class I US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I US Dollar Shares outperform the Index. If, during a performance fee period, the performance of the Class I US Dollar Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class SI US Dollar Shares, Class SI Euro Shares and Class SI GBP Shares.***

The investment management fee payable in respect of the Class SI US Dollar Shares, Class SI Euro Shares and Class SI GBP Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.60% per annum of the Net Asset Value of the Class SI US Dollar Shares, Class SI Euro Shares and Class SI GBP Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

**Performance Fee**

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class SI US Dollar Shares, Class SI Euro Shares and Class SI GBP Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class SI US Dollar Share exceeds the Indexed Net Asset Value per Class SI US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class SI US Dollar Shares, Class SI Euro Shares and Class SI GBP Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class SI US Dollar Share is calculated by adjusting the Net Asset Value per Class SI US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class SI US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class SI US Dollar Shares outperform the Index. If, during a performance fee period, the performance of the Class SI US Dollar Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

### **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus to include “Emerging Markets Risk”, “Risks associated with Investments in the PRC” and “Risks associated with the Connect Scheme”.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November, 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information. If you are in any doubt about the contents of this Supplement, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser.

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**GLOBAL CONVERTIBLE FUND**

(a Fund of Polar Capital Funds public limited company)

**SUPPLEMENT**

**Dated 30<sup>th</sup> NOVEMBER, 2018**

## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Central Bank”	Central Bank of Ireland.
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“CCY Unhedged Index”	<p>Thomson Reuters Global Focus Convertible Bond Index (Bloomberg: UICBFOCU)</p> <p>The Thomson Reuters Global Focus Convertible Bond Index, as currently constituted, has no restrictions on credit rating, excludes mandatory convertible bonds, and is unhedged. The Thomson Reuters Convertible Indices family is derived from the Thomson Reuters Global Focus Convertible Bond Index (defining the liquid convertible bond universe using size and liquidity criteria). Focus Indices select larger balanced convertible bonds which meet monthly price and premium tests. The Index is quoted in US dollar. Further information can be found on <a href="http://www.thomsonreuters.com">www.thomsonreuters.com</a>.</p>
“CCY Euro Hedged Index”	<p>Thomson Reuters Global Focus Convertible Bond Index (EUR Hedged) (Bloomberg: UCBIFF14).</p> <p>The Thomson Reuters Global Focus Convertible Bond Index (EUR Hedged), as currently constituted, has no restrictions on credit rating, excludes mandatory convertible bonds, and is hedged. The Thomson Reuters Convertible Indices family is derived from the Thomson Reuters Global Focus Convertible Bond Index (defining the liquid convertible bond universe using size and liquidity criteria). Focus Indices select larger balanced convertible bonds which meet monthly price and premium tests. The Index is quoted in Euro. Further information can be found on <a href="http://www.thomsonreuters.com">www.thomsonreuters.com</a></p>
“CCY GBP Hedged Index”	<p>Thomson Reuters Global Focus Convertible Bond Index (GBP Hedged) (Bloomberg: UCBIFF50)</p> <p>The Thomson Reuters Global Focus Convertible Bond Index (GBP Hedged), as currently constituted, has no restrictions on credit rating, excludes mandatory convertible bonds, and is hedged. The Thomson Reuters Convertible Indices family is derived from the Thomson Reuters Global Focus Convertible Bond Index (defining the liquid convertible bond universe using size and liquidity criteria). Focus</p>

Indices select larger balanced convertible bonds which meet monthly price and premium tests. The Index is quoted in sterling. Further information can be found on [www.thomsonreuters.com](http://www.thomsonreuters.com).

“Official List and the Main Securities Market” the Official List and Main Securities Market of Euronext Dublin.

“Share Class” or “Share Classes” such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Global Convertible Fund being the Class R US Dollar Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Distribution Shares, Class R Euro Accumulation Shares, Class R GBP Distribution Shares, Class R GBP Accumulation Shares, Class I US Dollar Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Distribution Shares, Class I Euro Accumulation Shares, Class I GBP Distribution Shares, Class I GBP Accumulation Shares, Class S US Dollar Distribution Shares, Class SI GBP Accumulation Shares, Class I Hedged CHF Accumulation Shares, Class I Hedged GBP Distribution Shares, Class I Hedged GBP Accumulation Shares, Class I Hedged Euro Accumulation Shares, Class S US Dollar Accumulation Shares, Class S Euro Distribution Shares, Class S Euro Accumulation Shares, Class S GBP Distribution Shares, Class S GBP Accumulation Shares, Portfolio Currency Hedged Euro I Accumulation Shares, Portfolio Currency Hedged GBP I Distribution Shares, Class S Hedged CHF Accumulation Shares, Class S Hedged GBP Accumulation Shares and Class S Hedged GBP Distribution Shares.

“Valuation Point” the close of business in the relevant markets on the Dealing Day.



**GLOBAL CONVERTIBLE FUND**  
**(the “Fund”)**

**INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

Application has been made to Euronext Dublin for the Class SI GBP Accumulation Shares to be admitted to the Official List and trading on the Main Securities Market. The Shares are expected to be admitted to the Official List and trading on the Main Securities Market on or about 10<sup>th</sup> December, 2018. The Directors do not anticipate that an active secondary market will develop in the Shares.

This Supplement and the Prospectus, including all information required to be disclosed by the Euronext Dublin listing requirements, comprise listing particulars (the “Listing Particulars”) for the purposes of the listing of the Class SI GBP Accumulation Shares.

The Directors confirm that there has been no significant change in the financial or trading position of the Company and the Fund since 31<sup>st</sup> December 2017, the date to which the audited annual report included in the Listing Particulars is prepared.

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

The Net Asset Value is calculated on a daily basis and will be supplied to Euronext Dublin by the Administrator.

All other Shares Classes have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

**The Fund will be significantly invested in financial derivative instruments.**

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

**An investment in the Fund should be viewed as medium to long term.**

**Shareholders and prospective investors should note that all of the fees and expenses of the Fund will be charged to the capital of the Fund. This will 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.**

The base currency of the Fund is USD.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate a medium level of volatility that is generally associated with an income fund, and believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.

## **INVESTMENT OBJECTIVE**

The Fund’s investment objective is to generate both income and long term capital growth.

## **INVESTMENT POLICIES**

The Fund will achieve its investment objective by investing principally in a diversified portfolio of convertible bonds (the underlyings of which will be equity securities). The Fund will also invest in financial derivative instruments, as detailed below and under the section headed “Financial Derivative Instruments”. The Fund will therefore be significantly invested in financial derivative instruments. Such securities will be listed and/or traded on a Recognised Exchange.

The Fund will have a global geographical focus, and may invest more than 20% of its Net Asset Value in emerging markets.

The Fund may invest no more than 10% of the Fund’s Net Asset Value in aggregate in shares of open-ended collective investment schemes, which include UCITS or AIF exchange traded funds (“ETF’s”) which are considered to be collective investment schemes. The Fund may invest in ETFs for the purpose of gaining indirect exposure to the equity securities comprised in the indices tracked by the ETFs in which the Fund may invest. It is intended that the ETFs in which the Fund may invest will be listed on a Recognised Exchange, and will be domiciled in, or have exposure to, emerging markets. Investment in AIF ETF’s which are considered by the Investment Manager to be transferable securities will be in accordance with the requirements of the Central Bank.

The Investment Manager will seek risk adjusted returns which will include taking synthetic short positions through the use of derivatives, as detailed below, to seek to generate, protect and enhance returns achieved when required.

Derivatives will be used for investment purposes. The derivatives in which the Fund may invest are detailed below, and a description of the commercial purposes of these derivatives is detailed under the section headed "Financial Derivative Instruments."

- Futures - Equity and Fixed Income Futures, FX Futures
- Forwards – FX Forwards
- Options – Equity and fixed Income Options
- Swaps – Equity and Fixed income Swaps,
- Contracts for difference on equities and fixed income.
- Convertible and exchangeable bonds
- Warrants
- Credit Default Swaps and credit default swap options.

Use of derivatives will be subject to the conditions and within the limits laid down by the Central Bank and in accordance with the risk management statement for the Company approved by the Central Bank.

These conditions include the requirement to ensure that position exposure to the asset underlying a derivative, when combined with positions resulting from a direct investment in the same asset, will not exceed the investment restrictions set out in Appendix II of the Prospectus and the Central Bank UCITS Regulations.

The leveraged 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 commitment approach in accordance with the Regulations.

Forward foreign exchange contracts will only be used for hedging purposes (share Class hedging/ portfolio currency hedging as further described below) in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.

It is anticipated that the Fund will target an overall yield of no less than 3%, however, this cannot be guaranteed.

## **INVESTMENT STRATEGY**

The Investment Manager will use both qualitative (i.e. analyst discussions, management meetings, financial press or review of economic fundamentals and/or sector trends) and quantitative (i.e. convertible bond modeling, fundamental company analysis and comparisons of company ratios to peers) screening methods to examine credit quality and convertible profile to identify candidates for further in depth research. The in-depth analysis will focus on fundamental credit & equity analysis (i.e. proprietary financial analysis of corporate credit health and equity valuations, including: (ie. models based on historical pro-forma financial statements), analysis of credit metrics, earnings and credit trends and peer group comparisons) and seek to identify re-rating catalysts (i.e. anticipated corporate newsflow, company

earnings dates or macroeconomic data releases) for the credit, equity & convertible exposures. The Investment Manager expects to invest typically in a range of 50 to 80 positions globally in investment grade convertible bonds and may also invest in sub-investment grade convertible bonds rated B- or above, or in convertible bonds which have a comparable rating as determined by the Investment Manager. This allows for both geographic and sector diversification while still maintaining an appropriate portfolio focus on themes and opportunities that are current at the time.

## **SECURITIES FINANCING TRANSACTIONS AND EQUITY SWAPS**

The Fund may engage in securities financing transactions (stocklending arrangements and repurchase/ reverse repurchase agreements, “SFTs”) and equity swaps, as described under “Repurchase / Reverse Repurchase and Stock-Lending Arrangements for the Purposes of Efficient Portfolio Management” and “Financial Derivative Instruments”. The types of assets that will be subject to securities financing transactions will be equity and fixed income securities and the underlying asset of an equity swap will be an equity or equity index.

The maximum exposure of the Fund in respect of SFTs shall be 100% of the Net Asset Value of the Fund and in respect of equity swaps, shall be a maximum gross exposure of 200%. However, the Investment Manager does not anticipate that a Fund’s exposure to SFTs will exceed 20% of the Net Asset Value of a Fund, and with regard to equity swaps net exposure is likely to remain within the range 0% to 200% of the Net Asset Value of the Fund.

Further details on SFTs are set out in the Prospectus under the headings “Securities Financing Transactions and Equity Swaps, “Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management” and “Counterparty Selection Process”.

## **FINANCIAL DERIVATIVE INSTRUMENTS**

### Futures

Exchange trade 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 Investment Manager may enter into equity and fixed income futures contracts to hedge against changes in the values of underlying equity securities or to hedge against interest rate risk.

### Options

There are two forms of options, put and call options. Put options are contracts sold for a premium that gives one party (the buyer) the right, but not the obligation, to sell to the other party (the seller) of the contract, a specific quantity of a particular product or financial instrument at a specified price. Call options are similar contracts sold for a premium that gives the buyer the right, but not the obligation, to buy from the seller of the option at a specified price. Options may also be cash settled.

Equity and fixed income options may be purchased to hedge against changes in the values of underlying equity securities or to hedge against interest rate risk.

### Swaps

A swap is a derivative in which counterparties exchange cash flows of one party's financial instrument for those of the other party's financial instrument. The benefits in question depend on the type of financial instruments involved.

Equity and fixed income swaps may be used to hedge changes in the values of underlying equity securities or to hedge against credit risk.

### Contracts for Differences

A contract for difference is an agreement to pay out cash on the difference between the starting share price and when the contract is closed. In a long CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have increased in value had it been invested in the underlying security or securities, plus any dividends that would have been received on those stocks. In a short CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have decreased in value had it been invested in the underlying security or securities.

Contracts for differences may be used to hedge changes in the values of underlying equity securities or to hedge against credit risk.

### Convertible and Exchangeable Bonds

A convertible bond is a type of bond that the holder can convert into a specified number of shares of common stock in the issuing company or cash of equal value. It is a hybrid security with debt and equity-like features. Convertible bonds embed derivatives/leverage.

The principal strategy of the Fund is to invest in convertible bonds to gain exposure to the upside of the underlying equity whilst gaining downside protection from the bond.

### Warrants

A warrant is a security that entitles the holder to buy the underlying stock of an issuing company at a fixed exercise price until the expiry date.

Warrants may be used to gain exposure to underlying equities or convertible bonds.

### Credit Default Swaps and Credit Default Options

A credit default swap is a financial swap agreement that the seller of the CDS will compensate the buyer in the event of a loan default or other credit event.

A credit default option is an option to buy protection (payer option) or sell protection (receiver option) as a credit default swap on a specific reference credit with a specific maturity.

Credit defaults swaps and credit default options will be used to hedge against credit risk.

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The managers at Polar Capital LLP with prime responsibility for the Fund are David Keetley and Steve McCormick.

#### **David Keetley – Fund Manager**

David is an experienced convertible bond specialist, having spent 31 years in the asset class in both investment banking and investment management. He joined Polar Capital in October 2010 as a fund manager. Prior to joining Polar, David was joint CEO of Vicis Capital (UK) Ltd., which he joined in 2006 to establish and manage the International convertible portfolio of the \$5 billion New York based hedge fund. David started his career at Salomon Brothers International and moved to Bii (a subsidiary of BNP Paribas) in 1987, where he first started managing convertible portfolios. He joined Schroders in 1996 and Citigroup in 2000 (post the Citi takeover of Schroder Investment Bank), where his team became the No.1 ranked convertible origination and trading team in London. In 2002 he returned to managing convertible portfolios and in 2004 established and managed the ORN Capital Convertible Fund. David graduated with an honours degree in Civil Engineering from University of Glasgow and is a Fellow of the Chartered Institute for Securities and Investment.

#### **Stephen McCormick – Fund Manager**

Steve is a seasoned convertible bond specialist, having spent 31 years in the asset class in both investment banking and investment management. Steve joined Polar Capital in October 2010 as a fund manager. Prior to joining Polar, Steve was with Vicis Capital, a \$5 billion New York based hedge fund, where he was responsible for managing the US convertible portfolio. Steve began his career in 1986 at New York based Tucker Anthony. In 1992 Steve moved to San Francisco based Hambrecht & Quist, just as the IT and healthcare sectors began utilizing the convertible asset class. Steve then moved to help start Forum Capital, a convertible research and trading boutique, where he was named partner. He later joined Paine Webber in 1994 where he went on to manage the convertible desk. When UBS bought Paine Webber in 1998 Steve moved to Morgan Stanley which consistently retained the number 1 ranking in convertible trading and underwriting. In 2005 Steve would leave the sell-side to establish and manage Valmiki Capital. In 2006 Steve and his three-person team moved to Moore Capital where they managed a portfolio in excess of \$1 billion. Steve received a Bachelor of Science degree in Finance from Providence College.

## **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading "Statutory and General Information" in the Prospectus. The Net Asset Value of the Fund will be expressed in US Dollars. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of "Statutory and General".

## **DIVIDEND POLICY**

### **Distribution Share Classes**

#### **Dividends and Distribution Dates**

If sufficient net income is available in respect of the Fund, the Directors' current intention is to declare quarterly distributions (including interest and dividends) of substantially the whole of the net income which will be distributed by the last Business Day of each quarter as detailed below.

<b>Record Date</b>	<b>Ex-Dividend Date</b>	<b>For Distribution By</b>
31-Mar	First Business Day in April	Last Business Day in April
30-Jun	First Business Day in July	Last Business Day in July
30-Sep	First Business Day in October	Last Business Day in October
31-Dec	First Business Day in January	Last Business Day in January

In order to enable the Fund to pay a larger distribution amount the expenses which are attributable to the Fund are charged to capital. The effect of this is that capital will be eroded to allow higher dividends to be paid, thereby reducing the potential for future capital growth.

## **Income Equalisation**

The Fund operates equalisation in relation to all Distribution Share Classes. A Shareholder who has purchased Distribution Shares during a Distribution Period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Distribution Shares in the relevant Distribution Period. All Distribution Shares purchased during a Distribution Period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Distribution Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Distribution Share Class and is refunded to them as part of the first distribution after their purchase of Distribution Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Distribution Share Classes who redeem their Distribution Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Shareholders of Distribution Shares may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Distribution Shares. In the absence of the Shareholder making the election as above, the Fund shall reinvest the dividend payment in Distribution Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares of the Class to which the income distribution relates for the account of the Shareholder entitled to that income distribution, unless a Shareholder elects to receive dividends in cash.

Any dividend paid on a Distribution Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

## **Accumulation Share Classes**

It is not the current intention to pay dividends in respect of the Accumulation Share Classes.



## UK "OFFSHORE FUNDS" REGIME

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder (in either a Distribution Share Class or an Accumulation Share Class) who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes).

As explained above under "Dividend Policy", the Directors intend that the Fund should make a quarterly dividend payment to Shareholders in the Distribution Share Classes out of the investment income earned by the Fund each financial year. The Directors do not, however, intend to pay dividends in respect of the Accumulation Share Classes.

## HEDGED CLASSES

### *Class Currency Hedging*

For those classes of Shares described as Hedged Share Classes, the Fund will enter into certain currency related transactions in order to hedge the currency exposure of the relevant hedged Share Class to that of the Base Currency of the Fund. **These classes do not provide any portfolio level currency hedging.** Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets or liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains or losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. A Class will not be leveraged as a result of currency hedging transactions.

Where the Company seeks to hedge against currency fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and under-

hedged positions will not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted levels outlined above. This review will also incorporate a procedure to ensure that under-hedged positions and positions materially in excess of 100% of Net Asset Value of the Class will not be carried forward from month to month. To the extent that hedging is successful for a particular Class the performance of the Class is likely to move in line (subject to interest rate differentials and associated dealing costs) with the performance of the underlying assets with the result that investors in that Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the Fund are denominated.

#### *Portfolio Currency Hedging at Class Level*

For those classes of Shares described as Portfolio Hedged Currency Classes, the Fund will enter into certain currency related transactions in order to hedge the currency exposures within the portfolio against the currency of the relevant Share Class, along with hedging the exposure of the relevant Share Class to that of the Base Currency of the Fund. **These Classes are designed to provide the investor with a hedged currency exposure at portfolio level.** Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets or liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains or losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. A Class will not be leveraged as a result of portfolio currency hedging transactions.

Where the Company seeks to hedge against currency fluctuations, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and under-hedged positions will not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted levels outlined above and are not carried forward from month to month. To the extent that hedging is successful for a particular Class the performance of the Class is unlikely to be impacted by any currencies relative performance against the currency denomination of the relevant Class (subject to interest rate differentials and associated dealing costs).

The hedging strategy may not be implemented in circumstances where the exposure to assets of the Fund which are denominated in a non-Base Currency is non-material (generally less than 3% of the Net Asset Value of the relevant hedged Class or where the exposure is expected to be eliminated in a short period of time (generally, in less than one month).

#### **INITIAL OFFER PERIOD AND PRICE**

The Initial Offer Period for the Class SI GBP Accumulation Shares shall commence at 9.00 a.m. (Irish time) on 7<sup>th</sup> December, 2018 and will close at 5.00pm (Irish time) on 7<sup>th</sup> December, 2018. The Initial Offer Period may be extended or reduced by the Directors with the consent of the Depositary in accordance with the requirements of the Central Bank.

During the Initial Offer Period Class SI GBP Accumulation Shares are being offered to investors at GBP10. Thereafter, Class SI GBP Accumulation Shares will be offered at the Net Asset Value per relevant Class.

During the initial offer period, subscription monies must be received by the Administrator no later than 5.00pm (Irish time) on 7<sup>th</sup> December 2018.

#### **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

***Class R US Dollar Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Distribution Shares, Class R Euro Accumulation Shares, Class R GBP Distribution Shares and Class R GBP Accumulation Shares***

There is no minimum subscription or minimum holding requirement for the Class R US Dollar Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Distribution Shares, Class R Euro Accumulation Shares, Class R GBP Distribution Shares or Class R GBP Accumulation Shares

***Class I US Dollar Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Distribution Shares, Class I Euro Accumulation Shares, Class I GBP Distribution Shares, Class I GBP Accumulation Shares, and Class I Hedged CHF Accumulation Shares, Class I Hedged GBP Distribution Shares, Class I Hedged GBP Accumulation Shares, Class I Hedged Euro Accumulation Shares, Portfolio Currency Hedged Euro I Accumulation Shares and Portfolio Currency Hedged GBP I Distribution Shares***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

The Class I US Dollar Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Distribution Shares, Class I Euro Accumulation Shares, Class I GBP Distribution Shares, Class I GBP Accumulation Shares, Class I Hedged CHF Accumulation Shares, Class I Hedged GBP Distribution Shares, Class I Hedged GBP Accumulation Shares, Class I Hedged Euro Accumulation Shares, Portfolio Currency Hedged Euro I Accumulation Shares and Portfolio Currency Hedged GBP I Distribution Shares are each subject to a minimum subscription and minimum holding requirement of US\$1 million (or its foreign currency equivalent). The aggregate of an investor's investments in the Class I US Dollar Distribution Shares, Class I US Dollar Accumulation Shares, Class I Euro Distribution Shares, Class I Euro Accumulation Shares, Class I GBP Distribution Shares, Class I GBP Accumulation Shares, Class I Hedged CHF Accumulation Shares, Class I Hedged GBP Distribution Shares, Class I Hedged GBP Accumulation Shares, Class I Hedged Euro Accumulation Shares, Portfolio Currency Hedged Euro I Accumulation Shares, Portfolio Currency Hedged GBP I Distribution Shares, Class R US Dollar Distribution Shares, Class R US Dollar Accumulation Shares, Class R Euro Distribution Shares,

Class R Euro Accumulation Shares, Class R GBP Distribution Shares and Class R GBP Accumulation Shares, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class I Shares may be waived or reduced at the sole discretion of the Directors.

***Class S US Dollar Distribution Shares, Class S US Dollar Accumulation Shares, Class S Euro Distribution Shares, Class S Euro Accumulation Shares, Class S GBP Distribution Shares, Class S GBP Accumulation Shares, Class S Hedged CHF Accumulation Shares, Class S Hedged GBP Distribution Shares and Class S Hedged GBP Accumulation Shares***

The Class S US Dollar Distribution Shares, Class S US Dollar Accumulation Shares, Class S Euro Distribution Shares, Class S Euro Accumulation Shares, Class S GBP Distribution Shares, Class S GBP Accumulation Shares, Class S Hedged CHF Accumulation Shares, Class S Hedged GBP Distribution Shares and Class S Hedged GBP Accumulation Shares are each subject to a minimum subscription and minimum holding requirement of US\$5 million (or its foreign currency equivalent).

The minimum subscription and minimum holding requirement for Class S Shares may be waived or reduced at the sole discretion of the Directors.

***Class SI GBP Accumulation Shares***

It is intended that the Class S Hedged GBP Distribution Shares and Class S Hedged GBP Accumulation Shares will only be offered to existing holders of Class S Shares generally. Existing holders of Class S Shares may continue to subscribe for Class S Shares **provided** that they do not, at any point, redeem their holding of Class S Shares such that the number of Class S Shares held by them is less than the number of Class S Shares issued on initial subscription, unless such redemption, at the point of the redemption, meets the minimum holding requirement of US\$5m (or its foreign currency equivalent) (subject to the discretion of the Directors to determine otherwise). Any holder of Class S Shares who redeems their holding as outlined above will not be permitted to subscribe for Class S Shares at a future date.

The Class SI GBP Accumulation Shares are subject to a minimum subscription and minimum holding requirement of GBP55 million (or its foreign currency equivalent).

The aggregate of an investor's investments in the Class R, Class I and/or Class S Shares, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class SI Shares may be waived or reduced at the sole discretion of the Directors.

## SUBSCRIPTIONS

### Procedure

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by post or facsimile so as to be received by the Administrator no later than 5:00pm (Irish Time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5:00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by post, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. Applicants will not be entitled to receipt of redemption proceeds until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares which will include an amount of accrued income (see the description of "Income Equalisation" on page 9-10) will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

### **Subscription Monies**

#### **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

#### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 5422889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

No redemption payment will be made from an investor's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account

until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.



## **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

## **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

## **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## **SWITCHING**

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus. All fees and expenses shall be charged to the capital of the Fund.

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### **Investment Management Fees**

#### ***Class R US Dollar Distribution Shares, Class R Euro Distribution Shares and Class R GBP Distribution Shares***

The investment management fee payable in respect of the Class R Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class R Distribution Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for the Class R US Dollar Distribution, Class R GBP Distribution and Class R Euro Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R US Dollar Distribution Share exceeds the Indexed Net Asset Value per Class R US Dollar Distribution Share as at the Payment Date multiplied by the weighted average number of total

Class R US Dollar Distribution, Class R GBP Distribution and Class R Euro Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R US Dollar Distribution Share is calculated by adjusting the Net Asset Value per Class R US Dollar Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the CCY Unhedged Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R US Dollar Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class R US Dollar Distribution Shares outperform the CCY Unhedged Index. If, during a performance fee period, the performance of the Class R US Dollar Distribution Shares does not exceed the performance of the CCY Unhedged Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class R US Dollar Accumulation Shares, Class R Euro Accumulation Shares and Class R GBP Accumulation Shares***

The investment management fee payable in respect of the Class R Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

*Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class R Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class R US Dollar Accumulation, Class R GBP Accumulation and Class R Euro Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R US Dollar Accumulation Share exceeds the Indexed Net Asset Value per Class R US Dollar Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar Accumulation, Class R GBP Accumulation and Class R Euro Accumulation

Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R US Dollar Accumulation Share is calculated by adjusting the Net Asset Value per Class R US Dollar Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the CCY Unhedged Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R US Dollar Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class R US Dollar Accumulation Shares outperform the CCY Unhedged Index. If, during a performance fee period, the performance of the Class R US Dollar Accumulation Shares does not exceed the performance of the CCY Unhedged Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I US Dollar Distribution Shares, Class I Euro Distribution Shares and Class I GBP Distribution Shares***

The investment management fee payable in respect of the Class I Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Distribution Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class I US Dollar Distribution, Class I GBP Distribution and Class I Euro Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I US Dollar Distribution Share exceeds the Indexed Net Asset Value per Class I US Dollar Distribution Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Distribution, Class I GBP Distribution and Class I Euro Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I US Dollar Distribution Share is calculated by adjusting the Net Asset Value per Class I US Dollar Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the CCY Unhedged Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I US Dollar Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I US Dollar Distribution Shares outperform the CCY Unhedged Index. If, during a performance fee period, the performance of the Class I US Dollar Distribution Shares does not exceed the performance of the CCY Unhedged Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I US Dollar Accumulation Shares, Class I Euro Accumulation Shares and Class I GBP Accumulation Shares***

The investment management fee payable in respect of the Class I Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class I US Dollar Accumulation, Class I GBP Accumulation and Class I Euro Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I US Dollar Accumulation Share exceeds the Indexed Net Asset Value per Class I US Dollar Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Accumulation, Class I GBP Accumulation and Class I Euro Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I US Dollar Accumulation Share is calculated by adjusting the Net Asset Value per Class I US Dollar Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the CCY Unhedged Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I US Dollar Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I US Dollar Accumulation Shares outperform the CCY Unhedged Index. If, during a performance fee period, the performance of the Class I US Dollar Accumulation Shares does not exceed the performance of the CCY Unhedged Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### ***Class I Hedged CHF Accumulation Shares***

The investment management fee payable in respect of the Class I Hedged CHF Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I Hedged CHF Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Hedged CHF Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class I Hedged CHF Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Hedged CHF Accumulation Shares exceeds the Indexed Net Asset Value per Class I Hedged CHF Accumulation Shares as at the Payment Date multiplied by the weighted average number of total Class I Hedged CHF Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I Hedged CHF Accumulation Share is calculated by adjusting the Net Asset Value per Class I Hedged CHF Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the CCY Unhedged Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into CHF. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or “swap rate” as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Hedged CHF Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I Hedged CHF Accumulation Shares outperform the CCY Unhedged Index. If, during a performance fee period, the performance of the Class I Hedged CHF Accumulation Shares do not exceed the performance of the CCY Unhedged Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### ***Class I Hedged GBP Distribution Shares***

The investment management fee payable in respect of the Class I Hedged GBP Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I Hedged GBP Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Hedged GBP Distribution Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for the Class I Hedged GBP Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Hedged GBP Distribution Shares exceeds the Indexed Net Asset Value per Class I Hedged GBP Distribution Shares as at the Payment Date multiplied by the weighted average number of total Class I Hedged GBP Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I Hedged GBP Distribution Share is calculated by adjusting the Net Asset Value per Class I Hedged GBP Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the CCY Unhedged Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into GBP. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or “swap rate” as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Hedged GBP Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I Hedged GBP Distribution Shares outperform the CCY Unhedged Index. If, during a performance fee period, the performance of the Class I Hedged GBP Distribution Shares do not exceed the performance of the CCY Unhedged Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### ***Class I Hedged GBP Accumulation Shares***

The investment management fee payable in respect of the Class I Hedged GBP Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I Hedged GBP Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Hedged GBP Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for the Class I Hedged GBP Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Hedged GBP Accumulation Shares exceeds the Indexed Net Asset Value per Class I Hedged GBP Accumulation Shares as at the Payment Date multiplied by the weighted average number of total Class I Hedged GBP Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I Hedged GBP Accumulation Share is calculated by adjusting the Net Asset Value per Class I Hedged GBP Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the CCY Unhedged Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.



The index performance for the relevant period is adjusted to reflect a hedge into GBP. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or “swap rate” as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Hedged GBP Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I Hedged GBP Accumulation Shares outperform the CCY Unhedged Index. If, during a performance fee period, the performance of the Class I Hedged GBP Accumulation Shares do not exceed the performance of the CCY Unhedged Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### ***Class I Hedged Euro Accumulation Shares***

The investment management fee payable in respect of the Class I Hedged Euro Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I Hedged Euro Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Hedged Euro Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for the Class I Hedged Euro Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Hedged Euro Accumulation Share exceeds the Indexed Net Asset Value per Class I Hedged Euro Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class I Hedged Euro Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I Hedged Euro Accumulation Share is calculated by adjusting the Net Asset Value per Class I Hedged Euro Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the CCY Unhedged Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into Euro. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or “swap rate” as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Hedged Euro Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I Hedged Euro Accumulation Shares outperform the CCY Unhedged Index. If, during a performance fee period, the performance of the Class I Hedged Euro Accumulation Shares do not exceed the performance of the CCY Unhedged Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### ***Portfolio Currency Hedged Euro I Accumulation Shares***

The investment management fee payable in respect of the Portfolio Currency Hedged Euro I Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Portfolio Currency Hedged Euro I Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Portfolio Currency Hedged Euro I Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for the Portfolio Currency Hedged Euro I Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Portfolio Currency Hedged Euro I Accumulation Share exceeds the Indexed Net Asset Value per Portfolio Currency Hedged Euro I Accumulation Share as at the Payment Date multiplied by the weighted average number of total Portfolio Currency Hedged Euro I Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Portfolio Currency Hedged Euro I Accumulation Share is calculated by adjusting the Net Asset Value per Portfolio Currency Hedged Euro I Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the CCY Euro Hedged Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Portfolio Currency Hedged Euro I Accumulation Shares shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Portfolio Currency Hedged Euro I Accumulation Shares outperform the CCY Euro Hedged Index. If, during a performance fee period, the performance of the Portfolio Currency Hedged Euro I Accumulation Shares do not exceed the performance of the CCY Euro Hedged Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### ***Portfolio Currency Hedged GBP I Distribution Shares***

The investment management fee payable in respect of the Portfolio Currency Hedged GBP I Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Portfolio Currency Hedged GBP I Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Portfolio Currency Hedged GBP I Distribution Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the initial offer period and ending on the Payment Date.

The performance fee for the Portfolio Currency Hedged GBP I Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Portfolio Currency Hedged GBP I Distribution Share exceeds the Indexed Net Asset Value per Portfolio Currency Hedged GBP I Distribution Share as at the Payment Date multiplied by the weighted average number of total Portfolio Currency Hedged GBP I Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Portfolio Currency Hedged GBP I Distribution Share is calculated by adjusting the Net Asset Value per Portfolio Currency Hedged GBP I Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the CCY GBP Hedged Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Portfolio Currency Hedged GBP I Distribution Shares shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Portfolio Currency Hedged GBP I Distribution Shares outperform the CCY GBP Hedged Index . If, during a performance fee period, the performance of the Portfolio Currency Hedged GBP I Distribution Shares do not exceed the performance of the CCY GBP Hedged Index no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class S US Dollar Distribution Shares, Class S Euro Distribution Shares and Class S GBP Distribution Shares***

The investment management fee payable in respect of the Class S US Dollar Distribution Shares, Class S Euro Distribution Shares and Class S GBP Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.65% per annum of the Net Asset Value of the Class S US Dollar Distribution Shares, Class S Euro Distribution Shares and Class S GBP Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class S US Dollar Distribution Shares, Class S Euro Distribution Shares and Class S GBP Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S US Dollar Distribution Share exceeds the Indexed Net Asset Value per US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class S US Dollar Distribution, Class S Euro Distribution and Class S GBP Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per US Dollar share is calculated by adjusting the Net Asset Value per US Dollar share as at the date on which the last performance fee was paid by the comparative performance of the CCY Unhedged Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S US Dollar Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any distributions added back into the Net Asset Value.

The performance fee is only payable when the Class S US Dollar Distribution Shares outperform the CCY Unhedged Index. If, during a performance fee period, the performance of the Class S US Dollar Distribution Shares do not exceed the performance of the CCY Unhedged Index, no performance fee is payable until any underperformance of the CCY Unhedged Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class S US Dollar Accumulation Shares, Class S Euro Accumulation Shares and Class S GBP Accumulation Shares***

The investment management fee payable in respect of the Class S US Dollar Accumulation, Class S Euro Accumulation and Class S GBP Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.65% per annum of the Net Asset Value of the Class S US Dollar Accumulation, Class S Euro Accumulation and Class S GBP Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

**Performance fee**

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the Class S US Dollar Accumulation, Class S Euro Accumulation and Class S GBP Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S US Dollar Accumulation Share exceeds the Indexed Net Asset Value per US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class S US Dollar Accumulation, Class S Euro Accumulation and Class S GBP Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per US Dollar Share is calculated by adjusting the Net Asset Value per US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the CCY Unhedged Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S US Dollar Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class S US Dollar Accumulation Shares outperform the CCY Unhedged Index. If, during a performance fee period, the performance of the Class S US Dollar Accumulation Shares do not exceed the performance of the CCY Unhedged Index, no performance fee is payable until any underperformance of the CCY Unhedged Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class SI GBP Accumulation Shares***

The investment management fee payable in respect of the Class SI GBP Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class SI GBP Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### **Performance fee**

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of GBP10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee payable in respect of the Class SI GBP Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class SI GBP Accumulation Share exceeds the Indexed Net Asset Value per Class SI GBP Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class SI GBP Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class SI GBP Share is calculated by adjusting the Net Asset Value per Class SI GBP Accumulation as at the date on which the last performance fee was paid by the comparative performance of the CCY Unhedged Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class SI GBP Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class SI GBP Accumulation Shares outperform the CCY Unhedged Index. If, during a performance fee period, the performance of the Class SI GBP Accumulation Shares do not exceed the performance of the CCY Unhedged Index, no performance fee is payable until any underperformance of the CCY Unhedged Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class S Hedged CHF Accumulation Shares***

The investment management fee payable in respect of the Class S Hedged CHF Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.65% per annum of the Net Asset Value of the Class S Hedged CHF Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### **Performance fee**

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the Class S Hedged CHF Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S Hedged CHF Accumulation Shares exceeds the Indexed Net Asset Value per Class S Hedged CHF Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class S Hedged CHF Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S Hedged CHF Accumulation Shares is calculated by adjusting the Net Asset Value per Class S Hedged CHF Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the CCY Unhedged Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into CHF. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class S Hedged CHF Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class S Hedged CHF Accumulation Shares outperform the CCY Unhedged Index. If, during a performance fee period, the performance of the Class S Hedged CHF Accumulation Shares do not exceed the performance of the CCY Unhedged Index, no performance fee is payable until any underperformance of the CCY Unhedged Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class S Hedged GBP Distribution Shares***

The investment management fee payable in respect of the Class S Hedged GBP Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.65% per annum of the Net Asset Value of the Class S Hedged GBP Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### **Performance fee**

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the Class S Hedged GBP Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S Hedged GBP Distribution Shares exceeds the Indexed Net Asset Value per Class S Hedged GBP Distribution Share as at the Payment Date multiplied by the weighted average number of total Class S Hedged GBP Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S Hedged GBP Distribution Shares is calculated by adjusting the Net Asset Value per Class S Hedged GBP Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the CCY Unhedged Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into GBP. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.



For the purposes of the performance fee calculation, the Net Asset Value per Class S Hedged GBP Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any distributions added back into the Net Asset Value.

The performance fee is only payable when the Class S Hedged GBP Distribution Shares outperform the CCY Unhedged Index. If, during a performance fee period, the performance of the Class S Hedged GBP Distribution Shares do not exceed the performance of the CCY Unhedged Index, no performance fee is payable until any underperformance of the CCY Unhedged Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class S Hedged GBP Accumulation Shares***

The investment management fee payable in respect of the Class S Hedged GBP Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.65% per annum of the Net Asset Value of the Class S Hedged GBP Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### **Performance fee**

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the Class S Hedged GBP Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S Hedged GBP Accumulation Shares exceeds the Indexed Net Asset Value per Class S Hedged GBP Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class S Hedged GBP Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S Hedged GBP Accumulation Shares is calculated by adjusting the Net Asset Value per Class S Hedged GBP Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the CCY Unhedged Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into GBP. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class S Hedged GBP Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class S Hedged GBP Accumulation Shares outperform the CCY Unhedged Index. If, during a performance fee period, the performance of the Class S Hedged GBP Accumulation Shares do not exceed the performance of the CCY Unhedged Index, no performance fee is payable until any underperformance of the CCY Unhedged Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus.

## **MISCELLANEOUS**

No Director of the Company has:

- (i) had any unspent convictions in relation to indictable offences; or
- (ii) been a director of any company or partnership which, while he was a director with an executive function or partner at the time of or within the 12 months preceding such events, been declared bankrupt, went into receivership, liquidation, administration or voluntary arrangements; or
- (iii) been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies); or been disqualified by a court from acting as a director of a company or from acting in the management or conduct of affairs of any company.

As of the date of this Supplement, the Fund does not have any loan capital (including term loans) outstanding or created but unissued, and no outstanding mortgages, charges, debentures or other borrowings under acceptances or acceptance credits, hire purchase or finance lease commitments, guarantees or other contingent liabilities.

Save as disclosed in paragraph '7. Directors Interests' of the 'Statutory and General Information' section of the Prospectus, no Director or any person closely associated with a Director, the existence of which is known to or could with reasonable diligence be ascertained by that Director, whether or not through another party, have any interest in the Shares of the Fund, nor have they been granted any options in respect of the Shares of the Fund.

Whilst the Shares of the Fund are eligible for electronic settlement, Shares are not currently settled electronically.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November, 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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**BIOTECHNOLOGY FUND**

(a Fund of Polar Capital Funds public limited company)

**SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER, 2018**

## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and New York and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	<p><b>Until 31 December 2018:</b> NASDAQ Biotechnology Index (Bloomberg: NBI US INDEX) is a modified market capitalisation-weighted index designed to measure the performance of all NASDAQ stocks in the biotechnology sector.</p> <p><b>With effect from 1 December 2019:</b> NASDAQ Biotechnology Net Total Return Index (Bloomberg: XNBINNR)</p> <p>The NASDAQ Biotechnology Net Total Return Index, as currently constitutes, is a modified market capitalisation weighted index designed to measure the performance of NASDAQ listed stocks classified as either biotechnology or pharmaceutical. The Index is quoted in US dollars. Further information can be found on <a href="http://www.nasdaq.com">www.nasdaq.com</a>.</p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Biotechnology Fund being the Class R US Dollar Shares, the Class R Sterling Shares, the Class R Euro Shares, the Class I US Dollar Shares, the Class I Sterling Shares, the Class I Euro Shares, the Class I Sterling Hedged Shares, the Class S US Dollar Shares, the Class S Sterling Shares and the Class S Euro Shares.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

## **BIOTECHNOLOGY FUND**

### **(the “Fund”)**

#### **INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Share Classes have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

The base currency of the Fund is US Dollars.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate a medium level of volatility that is generally associated with an equity fund, i.e. susceptible to market movements and fluctuations, and believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.

#### **INVESTMENT OBJECTIVE**

The investment objective of the Fund is to preserve capital and achieve long term capital appreciation.

## INVESTMENT POLICIES

The Fund will seek to achieve its investment objective by investing in a globally diversified portfolio of biotechnology, diagnostics and life sciences tools companies.

The Fund will invest in transferable securities including, shares, equity warrants and other types of equity related securities such as preferred shares, which will be listed and/or traded on a Regulated Market, and issued by biotechnology, diagnostics and life sciences tools companies. The Fund may also invest in Global depository receipts and American and European depository receipts to gain exposure to biotechnology companies. The Fund may invest in unlisted securities subject to a limit of 10% of its Net Asset Value in unlisted securities.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

The Fund will seek to outperform the NASDAQ Biotechnology Index. The Investment Manager will use a multi-factor methodology (to include but not limited to a focus on specialist or niche markets, product development to treat as yet untreated medical needs, evidence of depth of product pipeline, extensive clinical data and potential for significant margin expansion) to screen a broad global universe of biotechnology, diagnostics and life sciences tools companies. A fundamental research-driven approach (based on proprietary analysis) will then be employed to derive a concentrated portfolio of investments. There will not be a decisive emphasis on any particular size of companies dominating the stock selection. Instead the Investment Manager will invest in large, medium and small capitalisation issues depending on market liquidity and as it judges the available opportunities.

The Fund will take a geographically diversified approach and operate within broad asset allocation ranges, but there are no specified limits on investing in any geographical region or in any sub-sector.

The Fund may invest no more than 10% of the Fund's Net Asset Value in aggregate in shares of open-ended collective investment schemes, with similar investment policies to the Fund, which include UCITS AIF exchange traded funds ("ETFs") which are considered to be collective investment schemes. The Fund may invest in ETFs for the purpose of gaining indirect exposure to the equity securities comprised in the indices (which indices will be biotechnology related indices) tracked by the ETFs in which the Fund may invest. It is intended that the ETFs in which the Fund may invest will be listed on a Regulated Market, and will be domiciled in, or have exposure to, emerging markets. Investment in AIF ETFs which are considered by the Investment Manager to be transferable securities will be in accordance with the requirements of the Central Bank.

Whilst it is intended that the Fund be fully invested as detailed above, the Investment Manager is permitted to invest in cash and/or money market instruments for ancillary liquid asset purposes and non-government and government debt securities where this is considered to be in the best interests of the Shareholders of the Fund; for example, during periods of market uncertainty where such investment is deemed to be important for defensive purposes.

The financial derivative instruments which the Fund may utilize include equity and index futures, FX forwards, contracts for difference and swaps on equities and indices, equity put and call options. (details

of which are set out below), for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk (ie. where indirect exposure to a security may protect downside risk as compared with direct exposure to a security) or to obtain in a more efficient way exposure to equity securities that would otherwise be obtained by direct investment in equity securities in accordance with the investment objective and policies above over a short and medium term basis. The leveraged 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 commitment approach in accordance with the Regulations.

## **SECURITIES FINANCING TRANSACTIONS AND EQUITY SWAPS**

The Fund may utilise equity swaps. The types of assets that will be subject to equity swaps will be equity securities or an equity index.

The maximum exposure of the Fund in respect of equity swaps shall be a maximum gross exposure of 100%. The net exposure is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund.

Further details are set out in the Prospectus under the headings “Securities Financing Transactions and Equity Swaps”, “Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management” and “Counterparty Selection Process”.

## **FINANCIAL DERIVATIVE INSTRUMENTS**

### Futures

Exchange trade 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 Investment Manager may enter into equity and index futures in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

### FX Forwards

Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.

### Options

There are two forms of options, put and call options. Put options are contracts sold for a premium that gives one party (the buyer) the right, but not the obligation, to sell to the other party (the seller) of the contract, a specific quantity of a particular product or financial instrument at a specified price. Call options are similar contracts sold for a premium that gives the buyer the right, but not the obligation, to buy from the seller of the option at a specified price. Options may also be cash settled.



Equity options may be purchased in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

### Swaps

A swap is a derivative in which counterparties exchange cash flows of one party's financial instrument for those of the other party's financial instrument. The benefits in question depend on the type of financial instruments involved.

Equity and index swaps may be used in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

### Contracts for Differences

A contract for difference is an agreement to pay out cash on the difference between the starting share price and when the contract is closed. In a long CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have increased in value had it been invested in the underlying security or securities, plus any dividends that would have been received on those stocks. In a short CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have decreased in value had it been invested in the underlying security or securities.

Contracts for differences may be used in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the "Investment Manager") to the Company. The individual manager at Polar Capital LLP with prime responsibility for the Fund will be David Pinniger, supported by Gareth Powell and Daniel Mahony.

**David Pinniger** - joined Polar Capital in August 2013 as lead manager of the Biotechnology Fund within the healthcare team. Prior to joining Polar Capital, for five years David was portfolio manager of the

International Biotechnology Trust at SV Life Sciences. He also previously spent three years working at venture capital firm Abingworth as an analyst managing biotechnology investments held across the firm's venture and specialist funds, and four years at Morgan Stanley as an analyst covering the European pharmaceuticals and biotechnology sector. David received a first class honours degree in human sciences from Oxford University in 1999 and is a CFA charterholder.

**Gareth Powell** - joined Polar Capital in 2007 to establish the healthcare investment team. He is joint manager of the Healthcare Opportunities Fund. He joined Framlington in 1999, later becoming a portfolio manager on the Framlington Health Fund. In 2002, Gareth helped launch the Framlington Biotech Fund, which he managed until his departure. Gareth studied biochemistry at Oxford, during which time he worked at Yamanouchi, a leading Japanese pharmaceutical company (later to become Astellas), as well as various academic laboratories including the Sir William Dunn School of Pathology, the Wolfson Institute for Biomedical Research and Oxford Business School. He is a CFA charterholder.

**Daniel Mahony Ph.D.** - joined Polar Capital to establish the healthcare investment team in 2007. He is joint manager of the Healthcare Opportunities Fund and lead manager of the Healthcare Blue Chip Fund. Prior to joining Polar Capital, he was head of the European healthcare research team at Morgan Stanley, covering the European biotechnology, medical technology and healthcare services sectors. He also previously worked in New York for ING Barings Furman Selz following the US biotechnology sector. Before working in the investment field, Daniel worked as a research scientist for seven years with the majority of his time at Schering Plough Corporation in California. Daniel received his PhD from Cambridge University in 1995 and a first class honours degree in biochemistry from Oxford University in 1991.

#### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

#### **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading "Statutory and General Information" in the Prospectus. The Net Asset Value of the Fund will be expressed in US Dollars. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of "Statutory and General".

## **DIVIDEND POLICY**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund should maintain a policy of the declaration and/or reporting of an annual dividend, payable out of net income (including interest and dividends) in respect of each of the Fund's Share Classes. Any dividend declared in respect of an accounting period will normally be paid in January of the year following that accounting period.

### **Income Equalisation**

The Fund operates equalisation in relation to all Share Classes. A Shareholder who has purchased Shares during an accounting period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Shares in the relevant accounting period. All Shares purchased during an accounting period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Share Class and is refunded to them as part of the first distribution after their purchase of Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Share Classes who redeem their Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Shareholders may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Shares. In the absence of the Shareholder making the election as above, the Fund shall reinvest the dividend payment in Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Distribution Shares.

Any dividend paid on a Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

### **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes). As explained above under "Dividend Policy", the directors intend that the Fund should make an annual dividend payment to Shareholders out of the investment income earned by the Fund each year.

### **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

#### ***Class R US Dollar Shares, Class R Sterling Shares, Class R Euro Shares***

There is no minimum subscription or minimum holding requirement for the Class R US Dollar Shares, the Class R Sterling Shares or the Class R Euro Shares.

#### ***Class I US Dollar Shares, Class I Sterling Shares, Class I Euro Shares***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or

- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

The Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares are each subject to a minimum subscription and minimum holding requirement of US\$1 million (or its foreign currency equivalent).

The aggregate of an investor's investments in any Class I Shares, Class R Shares and Class S Shares or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class I Shares may be waived or reduced at the sole discretion of the Directors.

### ***Class S US Dollar Shares, Class S Sterling Shares, Class S Euro Shares***

Class S Shares are only available for subscription by existing holders of Class S Shares, unless the Directors determine otherwise.

Existing holders of Class S Shares may continue to subscribe for Class S Shares **provided** that they do not, at any point, redeem their holding of Class S Shares such that the number of Class S Shares held by them is less than the number of Class S Shares issued on initial subscription. Any holder of Class S Shares who redeems their holding as outlined above will not be permitted to subscribe for Class S Shares at a future date, unless the Directors determine otherwise (ie. in circumstances where such redemption meets the minimum holding requirement of US\$5m (or its foreign currency equivalent)).

The Class S US Dollar Shares, the Class S Sterling Shares and the Class S Euro Shares are each subject to a minimum subscription and minimum holding requirement of US\$5 million (or its foreign currency equivalent).

The aggregate of an investor's investments in any Class I Shares, Class R Shares and Class S Shares or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class S Shares may be waived or reduced at the sole discretion of the Directors.

## **HEDGED CLASSES**

The Fund will enter into certain currency related transactions in order to hedge the currency exposure of the relevant hedged Share Class to that of the Base Currency of the Fund. Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets or liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains or losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency

exposure of the assets attributable to a Class may not be allocated to other Classes. A Class will not be leveraged as a result of currency hedging transactions.

Where the Company seeks to hedge against currency fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and under-hedged positions will not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted levels outlined above. This review will also incorporate a procedure to ensure that under-hedged positions and positions materially in excess of 100% of Net Asset Value of the Class will not be carried forward from month to month. To the extent that hedging is successful for a particular Class the performance of the Class is likely to move in line (subject to interest rate differentials and associated dealing costs) with the performance of the underlying assets with the result that investors in that Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the Fund are denominated.

## **SUBSCRIPTIONS**

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by post or facsimile so as to be received by the Administrator no later than 5:00pm (Irish Time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5:00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by post, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. Applicants will not be entitled to receipt of redemption proceeds until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares (which may include an amount of accrued income- see the description of "Income Equalisation" on page 9) will be available during normal business hours every Business Day at the office of the Administrator. The Net Asset Value of the Shares will also be notified to Euronext Dublin by the Administrator immediately upon calculation and will be available on [www.ise.ie](http://www.ise.ie). The latest subscription price for the Class I USD Shares will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

## **Subscription Monies**

### **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the



Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: + 353 1 5422889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

No redemption payment will be made from an investor's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

However, should a Shareholder request payment in such other currency as the Investment Manager may agree, the cost and risk of converting currency will be borne by the Shareholder.

### **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

### **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be

reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## **SWITCHING**

Shareholders of a Class within the Fund (the “Original Class”) may switch free of any switching charge to another Class(es) within the Fund (the “New Class”) in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

## Investment Management Fees

### *Class R US Dollar Shares, Class R Sterling Shares and Class R Euro Shares*

The investment management fee payable in respect of the Class R US Dollar Shares, the Class R Sterling Shares and the Class R Euro Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R US Dollar Shares, the Class R Sterling Shares and the Class R Euro Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class R US Dollar, Class R Sterling and Class R Euro Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R US Dollar Share exceeds the Indexed Net Asset Value per Class R US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar, Class R Sterling and Class R Euro Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R US Dollar Share is calculated by adjusting the Net Asset Value per Class R US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class R US Dollar Shares outperform the Index. If, during a performance fee period, the performance of the Class R US Dollar Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class I US Dollar Shares, Class I Sterling Shares and Class I Euro Shares***

The investment management fee payable in respect of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I US Dollar Share exceeds the Indexed Net Asset Value per Class I US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Shares, Class I Sterling Shares and Class I Euro Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class I US Dollar Share is calculated by adjusting the Net Asset Value per Class I US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I US Dollar Shares outperform the Index. If, during a performance fee period, the performance of the Class I US Dollar does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class I Sterling Hedged Share Class***

The investment management fee payable in respect of the Class I Sterling Hedged Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I Sterling Hedged Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of GBP 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I Sterling Hedged Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Sterling Hedged Share exceeds the Indexed Net Asset Value per Class I Sterling Hedged Share as at the Payment Date multiplied by the weighted average number of total Class I Sterling Hedged Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I Sterling Hedged Share is calculated by adjusting the Net Asset Value per Class I Sterling Hedged Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The index performance for the relevant period is adjusted to reflect a hedge into GBP. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Sterling Hedged Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I Sterling Hedged Shares outperform the Index. If, during a performance fee period, the performance of the Class I Sterling Hedged Shares do not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class S US Dollar Shares, Class Sterling Shares and Class S Euro Shares***

The investment management fee payable in respect of the Class S US Dollar Shares, the Class S Sterling Shares and the Class S Euro Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class S US Dollar Shares, the Class S Sterling Shares and the Class S Euro Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee payable in respect of the Class S US Dollar Shares, the Class S Sterling Shares and the Class S Euro Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S US Dollar Share exceeds the Indexed Net Asset Value per Class S US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class S US Dollar Shares, Class S Sterling Shares and Class S Euro Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class S US Dollar Share is calculated by adjusting the Net Asset Value per Class S US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class S US Dollar Shares outperform the Index. If, during a performance fee period, the performance of the Class S US Dollar does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

### **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **HEALTHCARE BLUE CHIP FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER, 2018**



## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and New York and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Central Bank”	Central Bank of Ireland.
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	<p>MSCI AC World Daily Total Return Net Health Care USD Index (Bloomberg: NDUCHC).</p> <p>The MSCI AC World Daily Total Return Net Health Care USD Index, as currently constituted, is designed to capture the large and mid cap segments across 23 Developed Markets countries. All securities in the Index are classified in the Health Care sector as per the Global Industry Classification Standard which measures the price performance of markets with the income from constituent dividend payments. The Index constituent’s dividends are reinvested after the deduction of withholding taxes (using a tax rate applicable to non-resident institutional investors who do not benefit from double taxation treaties), at the close of trading on the day the security is quoted ex-dividend (the ex-date). The Index is quoted in US dollar. Further information can be found on <a href="http://www.msci.com">www.msci.com</a>.</p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Healthcare Blue Chip Fund being Class I USD Distribution Shares, Class I USD Accumulation Shares, Class I Euro Distribution Shares, Class I Euro Accumulation Shares, Class I GBP Distribution Shares, Class I GBP Accumulation Shares, Class S USD Distribution Shares, Class S USD Accumulation Shares, Class S GBP Distribution Shares, Class S GBP Accumulation Shares, Class S Hedged GBP Distribution Shares, the Class SI USD Distribution Shares and the Class SI GBP Distribution Shares.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

## **HEALTHCARE BLUE CHIP FUND (the “Fund”)**

### **INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Share Classes have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

**An investment in the Fund should be viewed as medium to long term**

**Shareholders and prospective investors should note that all of the fees and expenses of the Fund will be charged to the capital of the Fund. This will 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.**

The base currency of the Fund is USD.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate a medium level of volatility that is generally associated with an equity fund, i.e. susceptible to market movements and fluctuations, and

**believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.**

### **INVESTMENT OBJECTIVE**

The Fund's investment objective is to achieve long term capital appreciation.

### **INVESTMENT POLICIES**

The Fund will seek to achieve its investment objective by investing in a globally diversified portfolio of healthcare companies.

The Fund will invest in transferable securities including, shares, equity warrants and other types of equity related securities such as preferred shares, which will be listed and/or traded on a Regulated Market, and issued by healthcare companies, to include, but not limited to, pharmaceutical, biotechnology, medical device and healthcare services companies. The Fund may also invest in Global depository receipts and American and European depository receipts to gain exposure to healthcare companies.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

The Fund may invest in unlisted healthcare securities subject to a limit of 10% of its Net Asset Value in such unlisted securities.

The Fund will seek to outperform the MSCI World Daily Total Return Net Health Care Index.

The Fund may invest no more than 10% of the Fund's Net Asset Value in aggregate in shares of open-ended collective investment schemes, with similar investment policies to the Fund, which include UCITS or AIF exchange traded funds ("ETFs") which are considered to be collective investment schemes. The Fund may invest in ETFs for the purpose of gaining indirect exposure to the equity securities comprised in the indices (which indices will be healthcare related indices to include, but not limited to, the STOXX 600 Healthcare Price Index) tracked by the ETFs in which the Fund may invest. It is intended that the ETFs in which the Fund may invest will be listed on a Regulated Market. Investment in closed-ended AIF ETFs will be considered as an investment in transferable securities and will be subject to the relevant UCITS investment restrictions relating to investment in transferable securities.

Whilst it is intended that the Fund be fully invested as detailed above, the Investment Manager is permitted to invest in cash and/or money market instruments, to include, but not limited to treasury bills, certificates of deposit, term deposits and commercial paper for ancillary liquid asset purposes and non-government and government fixed and/or floating rate investment grade bonds where this is considered to be in the best interests of the Shareholders of the Fund; for example, during periods of market uncertainty where such investment is deemed to be important for defensive purposes.

The financial derivative instruments which the Fund may utilize include equity and equity index futures (which indices will be healthcare related indices to include, but not limited to, the STOXX 600 Healthcare Price Index), FX forwards, contracts for difference, equity put and call options (details of which are set out below), for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk (i.e. where

indirect exposure to a security may protect downside risk as compared with direct exposure to a security) or to obtain in a more efficient way exposure to equity securities that would otherwise be obtained by direct investment in equity securities in accordance with the investment objective and policies above over a short and medium term basis. The leveraged 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 commitment approach in accordance with the Regulations.

## **Investment Strategy**

The Investment Manager will use a multi-factor methodology to screen a global universe of healthcare companies with a market capitalisation greater than U.S. \$5 billion. A fundamental research driven approach (based on proprietary analysis) will then be employed to derive a concentrated portfolio of investments. There will not be a decisive emphasis on any particular size of companies dominating the stock selection (save in respect of the screening threshold of greater than U.S. \$5 billion as referenced above) but the majority of the portfolio will be invested in large capitalisation companies (i.e. greater than U.S. \$10 billion). The Fund may take a geographically diversified approach and there are no specified limits on investing in any geographical region or in any sub-sector.

## **FINANCIAL DERIVATIVE INSTRUMENTS**

### Futures

Exchange trade 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 Investment Manager may enter into equity and equity index futures in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

### FX Forwards

Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.

### Options

There are two forms of options, put and call options. Put options are contracts sold for a premium that gives one party (the buyer) the right, but not the obligation, to sell to the other party (the seller) of the contract, a specific quantity of a particular product or financial instrument at a specified price. Call options are similar contracts sold for a premium that gives the buyer the right, but not the obligation, to buy from the seller of the option at a specified price. Options may also be cash settled.

Equity options may be purchased in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

#### Contracts for Differences

A contract for difference is an agreement to pay out cash on the difference between the starting share price and when the contract is closed. In a long CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have increased in value had it been invested in the underlying security or securities, plus any dividends that would have been received on those stocks. In a short CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have decreased in value had it been invested in the underlying security or securities.

Contracts for differences may be used in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

### **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

### **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

#### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The managers at Polar Capital LLP with prime responsibility for the Fund are Daniel Mahony and Gareth Powell.

**Daniel Mahony Ph.D.** - joined Polar Capital to establish the healthcare investment team in 2007. He is joint manager of the Healthcare Opportunities Fund and lead manager of the Healthcare Blue Chip Fund. Prior to joining Polar Capital, he was head of the European healthcare research team at Morgan Stanley, covering the European biotechnology, medical technology and healthcare services sectors. He also previously worked in New York for ING Barings Furman Selz following the US biotechnology sector. Before working in the investment field, Daniel worked as a research scientist for seven years with the majority of his time at Schering Plough Corporation in California. Daniel received his PhD from Cambridge University in 1995 and a first class honours degree in biochemistry from Oxford University in 1991.

**Gareth Powell** - joined Polar Capital in 2007 to establish the healthcare investment team. He is joint manager of the Healthcare Opportunities Fund. He joined Framlington in 1999, later becoming a portfolio manager on the Framlington Health Fund. In 2002, Gareth helped launch the Framlington Biotech Fund,

which he managed until his departure. Gareth studied biochemistry at Oxford, during which time he worked at Yamanouchi, a leading Japanese pharmaceutical company (later to become Astellas), as well as various academic laboratories including the Sir William Dunn School of Pathology, the Wolfson Institute for Biomedical Research and Oxford Business School. He is a CFA charterholder.

### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

### **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading "Statutory and General Information" in the Prospectus. The Net Asset Value of the Fund will be expressed in US Dollars. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of "Statutory and General".

### **DIVIDEND POLICY**

#### **Distribution Share Classes**

#### **Dividends and Distribution Dates**

If sufficient net income is available in respect of the Fund, the Directors' current intention is to declare annual distributions (including interest and dividends) of substantially the whole of the net income which will be distributed annually as detailed below.

<b>Record Date</b>	<b>Ex-Dividend Date</b>	<b>For Distribution By</b>
31 Dec	First Business Day in January	Last Business Day in January

In order to enable the Fund to pay a larger distribution amount the expenses which are attributable to the Fund are charged to capital. The effect of this is that capital will be eroded to allow higher dividends to be paid, thereby reducing the potential for future capital growth.

#### **Income Equalisation**

The Fund operates equalisation in relation to all Distribution Share Classes. A Shareholder who has purchased Distribution Shares during a Distribution Period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Distribution Shares in the relevant Distribution Period. All Distribution Shares purchased during a Distribution Period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Distribution Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Distribution Share Class and is refunded to them as part of the first distribution after their purchase of Distribution Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Distribution Share Classes who redeem their Distribution Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Shareholders of Distribution Shares may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Distribution Shares. In the absence of the Shareholder making the election as above, the Fund shall reinvest the dividend payment in Distribution Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution, unless a Shareholder elects to receive dividends in cash.

Any dividend paid on a Distribution Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

### **Accumulation Share Classes**

It is not the current intention to pay dividends in respect of the Accumulation Share Classes.

## **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder (in either a Distribution Share Class or an Accumulation Share Class) who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes).

As explained above under "Dividend Policy", the Directors intend that the Fund should make an annual dividend payment to Shareholders in the Distribution Share Classes out of the investment income earned by the Fund each financial year. The Directors do not, however, intend to pay dividends in respect of the Accumulation Share Classes.

## **HEDGED CLASSES**

The Fund will enter into FX transactions in order to hedge the currency exposure of the assets of the Fund attributable to a particular Class into the currency of denomination of the relevant Class. Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets or liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains or losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. A Class will not be leveraged as a result of currency hedging transactions.

Where the Company seeks to hedge against currency fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and under-hedged positions will not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or



under-hedged positions do not exceed/fall short of the permitted levels outlined above. This review will also incorporate a procedure to ensure that under-hedged positions and positions materially in excess of 100% of Net Asset Value of the Class will not be carried forward from month to month. To the extent that hedging is successful (there can be no guarantee that if hedging is undertaken how successful this will be) for a particular Class the performance of the Class is likely to move in line (subject to interest rate differentials) with the performance of the underlying assets with the result that investors in that Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the Fund are denominated.

## **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

### ***Class I Shares***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

Class I Shares are not subject to a minimum subscription and minimum holding requirement.

The aggregate of an investor's investments in the Class I Shares or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

### ***Class S Shares***

Existing holders of Class S Shares may continue to subscribe for Class S Shares **provided** that they do not, at any point, redeem their holding of Class S Shares such that the number of Class S Shares held by them is less than the number of Class S Shares issued on initial subscription, unless such redemption, at the point of the redemption, meets the minimum holding requirement of USD 5 million (or its foreign currency equivalent) (subject to the discretion of the Directors to determine otherwise). Any holder of Class S Shares who redeems their holding as outlined above will not be permitted to subscribe for Class S Shares at a future date.

The Class S Shares are subject to a minimum subscription and minimum holding requirement of USD 5million (or its foreign currency equivalent).

The minimum subscription and minimum holding requirement for Class S Shares may be waived or reduced at the sole discretion of the Directors.

### ***Class SI Shares***

The Class SI Shares are subject to a minimum subscription and minimum holding requirement of GBP 50 million (or its foreign currency equivalent).

The minimum subscription and minimum holding requirement for Class SI Shares may be waived or reduced at the sole discretion of the Directors.

## **SUBSCRIPTIONS**

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by post or facsimile so as to be received by the Administrator no later than 5:00pm (Irish Time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5:00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by post, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. Applicants will not be entitled to receipt of redemption proceeds until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been

received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares which will include an amount of accrued income (see the description of "Income Equalisation" on page 9-10) will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

## **Subscription Monies**

### **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 5422889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be

treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

No redemption payment will be made from an investor's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

**Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

**Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

**Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

**Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

**Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

**SWITCHING**

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus. **All fees and expenses shall be charged to the capital of the Fund.**

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### **Investment Management Fees**

#### ***Class I USD Distribution Shares, Class I Euro Distribution Shares and Class I GBP Distribution Shares***

The investment management fee payable in respect of the Class I Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.85% per annum of the Net Asset Value of the Class I Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

## *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Distribution Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee for the Class I USD Distribution, Class I GBP Distribution and Class I Euro Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I USD Distribution Share exceeds the Indexed Net Asset Value per Class I USD Distribution Share as at the Payment Date multiplied by the weighted average number of total Class I USD Distribution, Class I GBP Distribution and Class I Euro Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I USD Distribution Share is calculated by adjusting the Net Asset Value per Class I USD Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I USD Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I USD Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class I USD Distribution Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

## ***Class I USD Accumulation Shares, Class I Euro Accumulation Shares and Class I GBP Accumulation Shares***

The investment management fee payable in respect of the Class I Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.85% per annum of the Net Asset Value of the Class I Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).



### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of USD 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I USD Accumulation, Class I GBP Accumulation and Class I Euro Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I USD Accumulation Share exceeds the Indexed Net Asset Value per Class I USD Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class I USD Accumulation, Class I GBP Accumulation and Class I Euro Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I USD Accumulation Share is calculated by adjusting the Net Asset Value per Class I USD Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I USD Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I USD Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class I USD Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class S USD Distribution Shares and Class S GBP Distribution Shares***

The investment management fee payable in respect of the Class S Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.70 % per annum of the Net Asset Value of the Class S Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of USD10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class S USD Distribution Shares and Class S GBP Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S USD Distribution Share exceeds the Indexed Net Asset Value per Class S USD Distribution Share as at the Payment Date multiplied by the weighted average number of total Class S USD Distribution Shares and Class S GBP Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S USD Distribution Share is calculated by adjusting the Net Asset Value per Class S USD Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S USD Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any distributions added back into the Net Asset Value.

The performance fee is only payable when the Class S USD Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class S USD Distribution Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class S USD Accumulation Shares and Class S GBP Accumulation Shares***

The investment management fee payable in respect of the Class S Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.70 % per annum of the Net Asset Value of the Class S Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of USD10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class S USD Accumulation Shares and the Class S GBP Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S USD Accumulation Share exceeds the Indexed Net Asset Value per Class S USD Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class S USD Accumulation Shares and Class S GBP Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S USD Accumulation Share is calculated by adjusting the Net Asset Value per Class S USD Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S USD Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class S USD Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class S USD Accumulation Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class S Hedged GBP Distribution Shares***

The investment management fee payable in respect of the Class S Hedged GBP Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.70 % per annum of the Net Asset Value of the Class S Hedged GBP Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of GBP10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class S Hedged GBP Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S Hedged GBP Distribution Share exceeds the Indexed Net Asset Value per Class S Hedged GBP Distribution Share as at the Payment Date multiplied by the weighted average number of total Class S Hedged GBP Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S Hedged GBP Distribution Shares is calculated by adjusting the Net Asset Value per Class S Hedged GBP Distribution Shares as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Index performance for the relevant period is adjusted to reflect a hedge into GBP. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class S Hedged GBP Distribution Shares shall be calculated before the deduction of any unrealised performance fee and will have any distributions added back into the Net Asset Value.

The performance fee is only payable when the Class S Hedged GBP Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class S Hedged GBP Distribution Shares do not exceed the performance of the Index, no performance fee is payable until any such unachieved performance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class SI USD Distribution Shares and Class SI GBP Distribution Shares***

The investment management fee payable in respect of the Class SI Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.50 % per annum of the Net Asset Value of the Class SI Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of USD10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class SI USD Distribution Shares and Class SI GBP Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class SI USD Distribution Share exceeds the Indexed Net Asset Value per Class SI USD Distribution Share as at the Payment Date multiplied by the weighted average number of total Class SI USD Distribution Shares and Class SI GBP Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class SI USD Distribution Share is calculated by adjusting the Net Asset Value per Class SI USD Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class SI USD Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any distributions added back into the Net Asset Value.

The performance fee is only payable when the Class SI USD Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class SI USD Distribution Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

### **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **UK ABSOLUTE EQUITY FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**Dated 30<sup>th</sup> NOVEMBER, 2018**

## DEFINITIONS

“Business Day”,	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Dealing Day”,	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Official List and the Main Securities Market”,	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”,	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Fund being the Class R Sterling Share Class, the Class R US Dollar Share Class, the Class R Euro Share Class, the Class R Hedged Euro Share Class, the Class R Hedged US Dollar Share Class, the Class I Sterling Share Class, the Class I US Dollar Share Class, the Class I Euro Share Class, the Class I Hedged US Dollar Share Class, the Class I Hedged Euro Share Class the Class S Sterling Share Class, the Class S US Dollar Share Class, the Class S Euro Share Class, the Class S Hedged Euro Share Class and the Class S Hedged US Dollar Share Class.
“Valuation Point”,	12 Noon (Irish Time) on the relevant Dealing Day.



**UK ABSOLUTE EQUITY FUND**  
**(the “Fund”)**

**INTRODUCTION**

The Company is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund and the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Share Classes have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

**The Fund may, at any one time, be significantly invested in financial derivative instruments.**

The base currency of the Fund is Sterling. It is not the intention that the Class R US Dollar Share Class, the Class R Euro Share Class, the Class I US Dollar Share Class, the Class I Euro Share Class, the Class S US Dollar Share Class or the Class S Euro Share Class be hedged against the base currency of the Fund.

However, it is intended that the value of the Class R Hedged Euro Share Class, the Class R Hedged US Dollar Share Class, the Class I Hedged US Dollar Share Class, Class I Hedged Euro Share Class, , Class S Hedged US Dollar Share Class and the Class S Hedged Euro Share Class will be hedged against the base currency of the Fund.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate a medium level of volatility that is generally associated with an equity fund, i.e. susceptible to market movements and fluctuations, and

**believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.**

## **INVESTMENT OBJECTIVE**

The Fund's investment objective is to achieve a positive absolute return over rolling one year periods, notwithstanding changing market conditions. Capital is at risk and there is no guarantee that a positive return will be delivered over any one or a number of twelve month periods.

## **INVESTMENT POLICIES**

The Fund will invest directly, or indirectly through the use of financial derivative instruments, as described below, predominantly in the equities of United Kingdom companies and, to a significantly lesser degree, European and global equities should investment opportunities arise which are not covered by the UK market or where alternatives exist which offer a superior investment opportunity than equity securities quoted on the UK market. The Fund may therefore, at any one time, be significantly invested in financial derivative instruments.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

The Investment Manager will adopt what it believes to be an overall risk averse approach to investment, using derivatives, which will include taking synthetic short positions through the use of derivatives, to seek both to protect and to enhance the absolute returns achieved by hedging against any sector/market risk and by taking short positions where the investment case is that a company's share price will fall.

The derivatives in which the Fund may invest include:

- Futures - Equity futures and equity index futures (the indices may include, but shall not be limited to the FTSE 100, FTSE 250, DAX and S+P500)
- Forwards – FX forwards
- Options – Equity options and equity index options (the indices may include, but shall not be limited to the FTSE 100, FTSE 250, DAX and S+P500)
- Swaps – Equity swaps and Index swaps
- Contracts for difference on equities
- Bonds convertible into equity
- Equity warrants

Use of derivatives will be subject to the conditions and within the limits laid down by the Central Bank and in accordance with the risk management statement for the Company as cleared by the Central Bank.

Position exposure to underlying assets of derivative instruments when combined with positions resulting from direct investments will not exceed the investment restrictions set out in Appendix II of the Prospectus and Central Bank UCITS Regulations.

Under normal market conditions, the Fund's net exposure will not at any time exceed the following limits:

Net short exposure:	60%
Net long exposure:	60%

The Fund will be leveraged through the use of derivatives, and this leverage will be measured in two ways.

Firstly, the Fund's global exposure, measured using a Value-at-Risk ("VaR") method, will be managed so as not to exceed 20% of the Net Asset Value of the Fund. VaR will be calculated over a holding period of 20 working days and using a one-tailed 99% confidence level and an effective observation period (history) of risk factors of at least 1 year (250 business days), unless a shorter observation period is justified by a significant increase in price volatility (for instance extreme market conditions).

Secondly, gross leverage, calculated as the sum of the absolute notional values of the derivatives used in the Fund, is not anticipated to exceed 250 % of the Net Asset Value of the Fund at any given time. However, there may be occasions when this level of leverage is exceeded.

Subject to the investment restrictions described in Appendix II of the Prospectus, the Fund may invest in a diversified range of financial derivative instruments with exposure to underlying equities, both to enhance returns and to seek to preserve investors' capital during market falls, such as swaps, contracts for differences, convertible bonds, equity-linked notes, options, warrants, futures and other equity derivatives which may be listed on a Regulated Market or unlisted. No more than 10% of the Fund's Net Asset Value will be invested in unlisted securities.

The Fund may hold liquid assets comprising cash, money market funds listed on a Regulated Market having a residual maturity of less than 12 months and treasury bills, pending reinvestment or for the purpose of posting cash collateral to a derivative counterparty, where applicable.

The Fund may invest in other open-ended collective investment schemes, with similar investment policies to the Fund, which include UCITS and/or AIF exchange traded funds ("ETFs") which are considered to be collective investment schemes. The Fund may invest in ETFs for the purpose of gaining indirect exposure to the equity securities comprised in the indices (which indices may include, but shall not be limited to, the FTSE 100, FTSE 250, DAX and S+P500) tracked by the ETFs in which the Fund may invest. The Fund may also invest in ETF's for hedging purposes as well as to gain indirect exposure to other asset classes, such as bonds and commodities, or to gain exposure to non-UK markets, where the Investment Manager is of the view that there are investment opportunities to be made by such portfolio diversification. It is intended that the ETFs in which the Fund may invest will be listed on a Regulated Market. Investment in closed-ended AIF ETFs will be considered as an investment in transferable securities and will be subject to the relevant UCITS investment restrictions relating to investment in transferable securities. Investment in collective investment schemes will be subject to a 10% investment limit.

The Investment Manager may, within the limits set forth in the investment restrictions described in Appendix II, and in accordance with the requirements of the Central Bank, engage in a policy of currency

hedging when it is thought to be appropriate and in the best interests of the Fund. Further details of the currency hedging strategy are set out below under the section headed “Hedged Classes”.

#### Investment Strategies and Stock Selection

The investment process is designed to identify mispriced securities both on the long & short side.

The Investment Manager looks to identify securities that it believes are mispriced by the stock markets (predominantly UK markets and to a significantly lesser degree European and global markets). This typically occurs because the relevant companies are undergoing changes, either positive or negative, which have not been properly anticipated by the market. The Investment Manager seeks to identify these inflection points in corporate prospects

Once a company has been identified by the Investment Manager a detailed analysis is conducted. This includes qualitative work such as competitive and strategic analysis to understand how the company’s business model works and to understand the industry in which it operates and the competition. Quantitative work is taken to understand the business and to forecast future potential scenarios through modelling of the future profits of the company. These different scenarios are then compared to the market consensus estimates for profits and finally valuation work is undertaken to assess whether the Investment Manager’s analysis is currently priced into the shares and this also gives the Investment Manager price targets. On the long side, positions are taken where the Investment Manager sees potential changes which could increase the company’s future profits, whilst short positions are taken where the Investment Manager sees these changes negatively affecting future profits & returns. This work is iterative and is updated regularly to make sure price targets are continually updated. The Investment Manager’s investment time horizon is typically 1-3 years, but it can be quite common to see securities held for longer than this time period if the Investment Manager believes the future returns are still attractive. Equally, occasionally shorter term tactical positions could be taken to take advantage of shorter term mispricings.

#### **SECURITIES FINANCING TRANSACTIONS AND EQUITY SWAPS**

The Fund may utilise equity swaps. The types of assets that will be subject to equity swaps will be equity securities or an equity index.

The maximum exposure of the Fund in respect of equity swaps shall be a maximum gross exposure of 250%. The net exposure is likely to remain within the range -60% to +60% of the Net Asset Value of the Fund.

Further details are set out in the Prospectus under the headings “Securities Financing Transactions and Equity Swaps”, “Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management” and “Counterparty Selection Process”.

## FINANCIAL DERIVATIVE INSTRUMENTS

### Futures

Exchange trade 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 Investment Manager may enter into equity and equity index futures in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

### FX Forwards

Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.

### Options

There are two forms of options, put and call options. Put options are contracts sold for a premium that gives one party (the buyer) the right, but not the obligation, to sell to the other party (the seller) of the contract, a specific quantity of a particular product or financial instrument at a specified price. Call options are similar contracts sold for a premium that gives the buyer the right, but not the obligation, to buy from the seller of the option at a specified price. Options may also be cash settled.

Equity and equity index options may be purchased in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

### Swaps

A swap is a derivative in which counterparties exchange cash flows of one party's financial instrument for those of the other party's financial instrument. The benefits in question depend on the type of financial instruments involved.

Equity and index swaps may be used in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

### Contracts for Differences

A contract for difference is an agreement to pay out cash on the difference between the starting share price and when the contract is closed. In a long CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have increased in value had it been invested in the underlying security or securities, plus any dividends that would have been received

on those stocks. In a short CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have decreased in value had it been invested in the underlying security or securities.

Contracts for differences may be used in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

### Warrants

A warrant is a security that entitles the holder to buy the underlying stock of an issuing company at a fixed exercise price until the expiry date.

Warrants may be used to gain exposure to underlying equities.

### Convertible Bonds

A convertible bond is a type of bond that the holder can convert into a specified number of shares of common stock in the issuing company or cash of equal value. It is a hybrid security with debt and equity-like features. Convertible bonds embed derivatives/leverage.

The Fund may invest in convertible bonds to gain exposure to the upside of the underlying equity whilst gaining downside protection from the bond.

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus. The Fund will not invest more than 10% of its Net Asset Value in other open-ended collective investment schemes.

## **MANAGEMENT, ADMINISTRATION AND CUSTODY**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The individual manager at Polar Capital LLP with prime responsibility for the Fund is Guy Rushton.

**Guy Rushton** - joined Polar Capital in August 2014 as a Fund Manager. Prior to this, Guy was with Legal & General managing US\$440m of assets across long/short and long-only funds focused on UK and European equities. Guy began his tenure with L&G as a UK equity analyst, moving across to portfolio management as co-manager of the Legal & General UK Absolute Fund in 2011, becoming the sole fund manager in 2013. Up until his departure, Guy also managed the Legal & General UK Special Situations

Fund and UK Active Opportunities Fund. Prior to L&G, Guy was with Clear Capital as a healthcare equity analyst. Guy read Medicine at the University of Cambridge, graduating with a degree in Medical Sciences in 2005. He is a CFA charterholder.

### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

### **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading "Statutory and General Information" in the Prospectus. The Net Asset Value of the Fund will be expressed in Sterling. The Net Asset Value will be calculated by the Administrator as at the Valuation Point on a Dealing Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of "Statutory and General".

### **DIVIDEND POLICY**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund should maintain a policy of the declaration and/or reporting of an annual dividend in respect of each of the Fund's Share Classes. Any dividend declared in respect of an accounting period will normally be paid in January of the year following that accounting period.

### **Income Equalisation**

The Fund operates equalisation in relation to all Share Classes. A Shareholder who has purchased Shares during an accounting period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Shares in the relevant accounting period. All Shares purchased during an accounting period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from

the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Share Class and is refunded to them as part of the first distribution after their purchase of Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Share Classes who redeem their Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Any dividend declared by the Fund will be paid only out of the Fund's net investment income return for an accounting period (i.e. the dividends, interest or other income earned by the Fund on its investments in that period less the Fund's expenses attributable to that period). Any dividend declared in respect of an accounting period will normally be paid in May of the year following that accounting period. Any dividend paid on a Share that is unclaimed by the relevant Shareholder will not earn interest; and if that dividend is not claimed within six years of its declaration it shall be forfeited and shall be escheated for the benefit of the Fund.

Dividends payable to Shareholders will be reinvested at the time such dividends are paid by subscription for further Shares, unless Shareholders specifically request that dividends be paid in cash. Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution, unless a Shareholder elects to receive dividends in cash at least twenty one days before the date on which the dividend is to be paid.

Any such reinvestment of a Shareholder's dividend entitlement will be made, on the relevant dividend payment date, by the Directors acting as nominee and agent for and for the account of the Shareholder concerned in their receipt of the Shareholder's income and in their payment of such income to the Company in subscription for further Shares. If a Shareholder's dividends are reinvested, there is no preliminary charge payable on the reinvestment.

A Shareholder who elects to receive dividends in cash will be deemed to have made a similar election in respect of any further Shares acquired by the Shareholder until the Shareholder revokes the election.

### **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a



Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes). As explained above under "Dividend Policy", the directors intend that the Fund should make an annual dividend payment to Shareholders out of the net investment income earned by the Fund each year.

## **HEDGED CLASSES**

The Class I Hedged Euro Share Class, Class S Hedged Euro Share Class and the Class R Hedged Euro Share Class are denominated in Euro, and the Class I Hedged US Dollar Class, Class S Hedged US Dollar Class and the Class R Hedged US Dollar Share Class are denominated in US\$, whereas the base currency of the Fund is Sterling. The Fund will enter into FX transactions in order to hedge the currency exposure of the assets of the Fund attributable to a particular Class into the currency of denomination of the relevant Class. Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets or liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains or losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. A Class will not be leveraged as a result of currency hedging transactions.

Where the Company seeks to hedge against currency fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and under-hedged positions will not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted levels outlined above. This review will also incorporate a procedure to ensure that under-hedged positions and positions materially in excess of 100% of Net Asset Value of the Class will not be carried forward from month to month. To the extent that hedging is successful (there can be no guarantee that if hedging is undertaken how successful this will be) for a particular Class the performance of the Class is likely to move in line (subject to interest rate differentials) with the performance of the underlying assets with the result that investors in that Class will

not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the Fund are denominated.

#### **MINIMUM SUBSCRIPTION-CLASS R SHARES**

There is no minimum subscription requirement for Class R Shares.

#### **MINIMUM SUBSCRIPTION-CLASS I SHARES**

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

Class I Shares are subject to a minimum subscription of Stg£1 million (or its foreign currency equivalent). The aggregate of an investor's investments in Class R and Class S Shares or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription requirement for Class I Shares may be waived or reduced at the sole discretion of the Directors.

#### **MINIMUM SUBSCRIPTION-CLASS S SHARES**

Existing holders of Class S Shares may continue to subscribe for Class S Shares **provided** that they do not, at any point, redeem their holding of Class S Shares such that the value of Class S Shares held by them is less than the minimum holding requirement of Stg£5 million (or its foreign currency equivalent) (subject to the discretion of the Directors to determine otherwise). Any holder of Class S Shares who redeems their holding below the minimum holding requirement will not be permitted to subscribe for Class S Shares at a future date.

Class S Shares are subject to a minimum subscription of Stg£5 million (or its foreign currency equivalent). The aggregate of an investor's investments in Class R Shares, Class I Shares, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription requirement for Class S Shares may be waived or reduced at the sole discretion of the Directors.

## SUBSCRIPTIONS

### Procedure

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 11.59.59a.m. (Irish time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) two Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) by mail, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in Sterling or the equivalent thereof) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

### **Subscription Monies**

## **Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

## **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund. However, the Company may accept payment in such other currencies as the Administrator may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 5422889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 11.59.59a.m. (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

Redemption requests will only be accepted 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's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting therefrom such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

### **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within three Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material disadvantage for the Fund or its Shareholders as a whole.

### **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

### **Switching**

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by telephone order to the Administrator or written application to the Administrator on such switching form as may be prescribed by the Directors. Telephone orders may be placed with the Administrator on + 353 1 4345007.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 11.59.59a.m. (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the organisational and operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### **Investment Management Fees**

The Investment Manager is entitled to receive an investment management fee and a performance fee together with any extraordinary out of pocket expenses. The Investment Manager shall be responsible for discharging from this fee the fees of any investment advisers.

### **Class R Sterling Share Class, the Class R US Dollar Share Class and the Class R Euro Share Class**

The investment management fee in respect of Class R Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### *Performance fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee as at the Payment Date for all Class R Shares shall be equal in aggregate to 20 per cent of the amount by which the Net Asset Value per Class R Sterling Share exceeds the hurdle rate which will be 3-month GBP LIBOR<sup>2</sup> multiplied by the weighted average number of total Class R Shares in issue on each Dealing Day since the last performance fee was paid.

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<sup>2</sup> Bloomberg Ticker: BP0003M Index, as referenced here and throughout the performance fee disclosures for the Fund.



For the purposes of the performance fee calculation, the Net Asset Value per Class R Sterling Share Class shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the performance of the Class R Shares exceeds the 3-month GBP LIBOR rate. If, during a performance fee period, the performance of the Class R Shares does not exceed the 3-month GBP LIBOR rate, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

All performance fee payments shall be subject to the restriction that in paying a performance fee, the Net Asset Value per Class R Sterling Share at the relevant Payment Date shall not be less than the Net Asset Value per Class R Sterling Share Class on the last day that a performance fee was paid.

### **Class R Hedged Euro Share Class and the Class R Hedged US Dollar Share Class**

The investment management fee in respect of Class R Hedged Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.5% per annum of the Net Asset Value of the Class R Hedged Shares (before deduction of any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### *Performance Fee-Class R Hedged Euro Shares*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee as at the Payment Date for all Class R Euro Hedged Shares shall be equal in aggregate to 20 per cent of the amount by which the Net Asset Value per Class R Hedged Euro Share exceeds the hurdle rate which will be 3-month GBP LIBOR multiplied by the weighted average number of total Class R Hedged Euro Shares in issue on each Dealing Day since the last performance fee was paid.

For the purposes of the performance fee calculation, the Net Asset Value per Class R Hedged Euro Share Class shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the performance of the Class R Hedged Euro Shares exceeds the 3-month GBP LIBOR rate. If, during a performance fee period, the performance of the Class R Hedged Euro Shares does not exceed the 3-month GBP LIBOR rate, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

All performance fee payments shall be subject to the restriction that in paying a performance fee, the Net Asset Value per Class R Hedged Euro Share at the relevant Payment Date shall not be less than the Net Asset Value per Class R Hedged Euro Share Class on the last day that a performance fee was paid.

#### *Performance Fee-Class R Hedged US Dollar Shares*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee as at the Payment Date for all Class R Hedged US Dollar Shares shall be equal in aggregate to 20 per cent of the amount by which the Net Asset Value per Class R Hedged US Dollar Share exceeds the hurdle rate which will be 3-month GBP LIBOR multiplied by the weighted average number of total Class R Hedged US Dollar Shares in issue on each Dealing Day since the last performance fee was paid.

For the purposes of the performance fee calculation, the Net Asset Value per Class R Hedged US Dollar Share Class shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the performance of the Class R Hedged US Dollar Shares exceeds the 3-month GBP LIBOR rate. If, during a performance fee period, the performance of the Class R Hedged US Dollar Shares does not exceed the 3-month GBP LIBOR rate, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

All performance fee payments shall be subject to the restriction that in paying a performance fee, the Net Asset Value per Class R Hedged US Dollar Share at the relevant Payment Date shall not be less than the Net Asset Value per Class R Hedged US Dollar Share Class on the last day that a performance fee was paid.

#### **Class I Sterling Share Class, the Class I US Dollar Share Class and the Class I Euro Share Class**

The investment management fee in respect of Class I Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee as at the Payment Date for all Class I Shares shall be equal in aggregate to 20 per cent of the amount by which the Net Asset Value per Class I Sterling Share exceeds the hurdle rate which will be 3-month GBP LIBOR multiplied by the weighted average number of total Class I Shares in issue on each Dealing Day since the last performance fee was paid.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Sterling Share Class shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the performance of the Class I Shares exceeds the 3-month GBP LIBOR rate. If, during a performance fee period, the performance of the Class I Shares does not exceed the 3-month GBP LIBOR rate, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

All performance fee payments shall be subject to the restriction that in paying a performance fee, the Net Asset Value per Class I Sterling Share at the relevant Payment Date shall not be less than the Net Asset Value per Class I Sterling Share Class on the last day that a performance fee was paid.

#### **Class I Hedged US Dollar Share Class and the Class I Hedged Euro Share Class**

The investment management fee in respect of Class I Hedged Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.0% per annum of the Net Asset Value of the Class I Hedged Shares (before deduction of any accrued performance fees) as at the Valuation Day plus VAT (if any).

##### *Performance Fee-Class I Hedged US Dollar Shares*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee as at the Payment Date for all Class I Hedged US Dollar Shares shall be equal in aggregate to 20 per cent of the amount by which the Net Asset Value per Class I Hedged US Dollar Share exceeds the hurdle rate which will be 3-month GBP LIBOR multiplied by the weighted average number of total Class I Hedged US Dollar Shares in issue on each Dealing Day since the last performance fee was paid.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Hedged US Dollar Share Class shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the performance of the Class I Hedged US Dollar Shares exceeds the 3-month GBP LIBOR rate. If, during a performance fee period, the performance of the Class

I Hedged US Dollar Shares does not exceed the 3-month GBP LIBOR rate, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

All performance fee payments shall be subject to the restriction that in paying a performance fee, the Net Asset Value per Class I Hedged US Dollar Share at the relevant Payment Date shall not be less than the Net Asset Value per Class I Hedged US Dollar Share Class on the last day that a performance fee was paid.

#### *Performance Fee-Class I Hedged Euro Shares*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee as at the Payment Date for all Class I Euro Hedged Shares shall be equal in aggregate to 20 per cent of the amount by which the Net Asset Value per Class I Hedged Euro Share exceeds the hurdle rate which will be 3-month GBP LIBOR multiplied by the weighted average number of total Class I Hedged Euro Shares in issue on each Dealing Day since the last performance fee was paid.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Hedged Euro Share Class shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the performance of the Class I Hedged Euro Shares exceeds the 3-month GBP LIBOR rate. If, during a performance fee period, the performance of the Class I Hedged Euro Shares does not exceed the 3-month GBP LIBOR rate, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

All performance fee payments shall be subject to the restriction that in paying a performance fee, the Net Asset Value per Class I Hedged Euro Share at the relevant Payment Date shall not be less than the Net Asset Value per Class I Hedged Euro Share Class on the last day that a performance fee was paid.

#### **Class S Sterling Share Class, the Class S US Dollar Share Class and the Class S Euro Share Class**

The investment management fee in respect of Class S Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class S Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee as at the Payment Date for all Class S Shares shall be equal in aggregate to 20 per cent of the amount by which the Net Asset Value per Class S Sterling Share exceeds the hurdle rate which will be 3-month GBP LIBOR multiplied by the weighted average number of total Class S Shares in issue on each Dealing Day since the last performance fee was paid.

For the purposes of the performance fee calculation, the Net Asset Value per Class S Sterling Share Class shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the performance of the Class S Shares exceeds the 3-month GBP LIBOR rate. If, during a performance fee period, the performance of the Class S Shares does not exceed the 3-month GBP LIBOR rate, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

All performance fee payments shall be subject to the restriction that in paying a performance fee, the Net Asset Value per Class S Sterling Share at the relevant Payment Date shall not be less than the Net Asset Value per Class S Sterling Share Class on the last day that a performance fee was paid.

### **Class S Hedged Euro Share Class and the Class S Hedged US Dollar Share Class**

The investment management fee in respect of Class S Hedged Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class S Hedged Shares (before deduction of any accrued performance fees) as at the Valuation Day plus VAT (if any).

### *Performance Fee - Class S Hedged Euro Shares*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee as at the Payment Date for all Class S Euro Hedged Shares shall be equal in aggregate to 20 per cent of the amount by which the Net Asset Value per Class S Hedged Euro Share exceeds the hurdle rate which will be 3-month GBP LIBOR multiplied by the weighted average number of total Class S Hedged Euro Shares in issue on each Dealing Day since the last performance fee was paid.

For the purposes of the performance fee calculation, the Net Asset Value per Class S Hedged Euro Share Class shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the performance of the Class S Hedged Euro Shares exceeds the 3-month GBP LIBOR rate. If, during a performance fee period, the performance of the Class S Hedged Euro Shares does not exceed the 3-month GBP LIBOR rate, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

All performance fee payments shall be subject to the restriction that in paying a performance fee, the Net Asset Value per Class S Hedged Euro Share at the relevant Payment Date shall not be less than the Net Asset Value per Class S Hedged Euro Share Class on the last day that a performance fee was paid.

#### *Performance Fee-Class S Hedged US Dollar Shares*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The performance fee as at the Payment Date for all Class S Hedged US Dollar Shares shall be equal in aggregate to 20 per cent of the amount by which the Net Asset Value per Class S Hedged US Dollar Share exceeds the hurdle rate which will be 3-month GBP LIBOR multiplied by the weighted average number of total Class S Hedged US Dollar Shares in issue on each Dealing Day since the last performance fee was paid.

For the purposes of the performance fee calculation, the Net Asset Value per Class S Hedged US Dollar Share Class shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the performance of the Class S Hedged US Dollar Shares exceeds the 3-month GBP LIBOR rate. If, during a performance fee period, the performance of the Class S Hedged US Dollar Shares does not exceed the 3-month GBP LIBOR rate, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

All performance fee payments shall be subject to the restriction that in paying a performance fee, the Net Asset Value per Class S Hedged US Dollar Share at the relevant Payment Date shall not be less than the Net Asset Value per Class S Hedged US Dollar Share Class on the last day that a performance fee was paid.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid**

**on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the 3-month GBP LIBOR rate.**

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

### **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **EUROPEAN INCOME FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**Dated 30<sup>th</sup> NOVEMBER, 2018**



## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Central Bank”	Central Bank of Ireland.
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	<p>MSCI Europe Net Total Return EUR Index (Bloomberg: MSDEE15N)</p> <p>The MSCI Europe Net Total Return EUR Index, as currently constituted, is a free float-adjusted market capitalisation weighted index that is designed to capture the performance of large and mid cap equities across 15 developed markets countries in Europe. When securities in local currency are included, there is no hedging of their performance in the Index. The Index measures market performance, including price performance and income from regular cash distributions. Income is assumed to be reinvested in calculating the Index and thus makes up part of the total Index performance. The Index series assumes the minimum possible reinvestment of regular cash distributions. In the calculation of this Index, MSCI uses the maximum withholding tax rate applicable to non-resident institutional investors that do not benefit from double taxation treaties. For Index calculations, all dividends are converted into Euro at the spot rate of the ex-dividend date. The Index is rebalanced quarterly in February, May, August and November. The Index is quoted in Euro. Further information can be found on <a href="http://www.msci.com">www.msci.com</a>.</p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the European Income Fund being Class R Euro Distribution Shares, Class R Euro Accumulation Shares, Class R USD Distribution Shares, Class R USD Accumulation Shares, Class R GBP Distribution Shares, Class R GBP Accumulation Shares, Class R CHF Distribution Shares, Class R CHF Accumulation Shares, Class I Euro Distribution Shares, Class I Euro Accumulation Shares, Class I USD Distribution Shares, Class I USD Accumulation Shares, Class I GBP Distribution Shares, Class I GBP Accumulation Shares, Class I CHF Distribution Shares, Class I CHF

Accumulation Shares, Class S Euro Distribution Shares, Class S Euro  
Accumulation Shares, Class S USD Distribution Shares, Class S USD  
Accumulation Shares, Class S GBP Distribution Shares, Class S GBP  
Accumulation Shares, Class S CHF Distribution Shares and Class S  
CHF Accumulation Shares.

“Valuation Point”

the close of business in the relevant markets on the Dealing Day.

**EUROPEAN INCOME FUND**  
**(the “Fund”)**

**INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Share Classes have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

**An investment in the Fund should be viewed as medium to long term.**

**Shareholders and prospective investors should note that all of the fees and expenses of the Fund will be charged to the capital of the Fund. This will 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.**

The base currency of the Fund is Euro.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate the level of volatility that is generally associated

**with an equity fund, and believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.**

### **INVESTMENT OBJECTIVE**

The Fund's investment objective is to deliver strong long term risk adjusted returns to achieve both income and capital growth.

### **INVESTMENT POLICIES**

The Fund will seek to achieve its investment objective by investing in securities of issuers that are incorporated, have their headquarters, or exercise a significant part (greater than 20%) of their economic activities in European markets/ countries.

It is anticipated that the Fund will target an overall yield of 10% higher than that of the Index, however, this cannot be guaranteed.

The securities in which the Fund will invest will include transferable securities, such as equities, equity warrants, preferred shares, collective investment schemes (to include UCITS and/or AIF exchange traded funds ("ETFs") which are considered for the purposes of the Regulations to be collective investment schemes) with investment policies that are consistent with the Fund's investment objective, and securities convertible into shares, which may be listed on a Regulated Market or unlisted (subject to a limit of 10% of the Net Asset Value of the Fund in unlisted securities). Investment in closed-ended AIF ETFs will be considered as an investment in transferable securities and will be subject to the relevant UCITS investment restrictions relating to investment in transferable securities. Investment in open-ended collective investment schemes will be subject to a 10% investment limit.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

The financial derivative instruments which the Fund may utilise include futures, forwards, options (the Investment Manager may write put options and covered call options but will not write uncovered call options), contracts for difference, swaps and securities with embedded derivatives or elements of derivative exposure including equity warrants, details of which are set out below, to gain or reduce the Fund's exposure to equity or equity related securities or markets on a short or medium term basis where it is more efficient to use derivatives for this purpose, or to gain indirect exposure to equity or equity related securities where the Investment Manager feels that such use of financial derivative instruments is in the best interests of the Fund. The leveraged 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 commitment approach in accordance with the Regulations.

As income is a core requisite for the Fund, it is envisaged that the portfolio will comprise three distinct portions, with a different mix of dividend yield and earnings growth (i.e. the annual rate of growth of earnings from investments) in each portion, to meet the 10% dividend yield threshold specified above.

The first basket of securities are those with dividend yields below the Index, which have the potential for high capital appreciation but may dilute the Fund's overall yield.

The second basket of securities are the classic buy and hold positions that typically have dividend yields in line with the Index.

The third basket of securities consists of securities that yield more than the Index, but have lower growth. Security selection is key to this last basket to avoid value traps (i.e. bargain securities that may appear promising but over time do not perform) and dividend cuts. Taking a different and often longer term view than the market is key to picking the right securities for this basket.

**The balance of these three baskets will change over time to meet the Fund's income target, and securities will move between the baskets over time. The selection of these three baskets will be dependent on the particular yield requirement of the Fund. For example, if the Fund requires more income to meet its target it would hold more of the third basket of securities.**

### **Investment Approach**

The Investment Manager's investment focuses on bottom-up security selection.

The Investment Manager's investment approach is based on its view that the main inefficiency in the market is time horizon. This is driven by two main factors, being that many market participants are excessively influenced by short term noise (macro data points such as employment rates, GDP growth and, short term earnings disappointments etc.) and a general under-appreciation of the medium term compounding power of total shareholder returns (dividend yield plus earnings growth). For example, certain investors may only be interested in short term gains and losses so they distort the value of a company in the short term (by buying and selling in the short term) causing a pricing inefficiency.

The Investment Manager believes that growing dividends are a compelling investment proposition, and that they will compensate investors for the additional risk relative to bonds (where usually you know how much principal you get back). The Investment Manager sees high but flat dividend yields as less compelling. Hence the Investment Manager always looks for some growth even if it may be low relative to what many market participants find exciting.

### ***Security Selection***

The central theme to the Investment Manager's strategy is its conviction in the power of sustainable, medium term compounding of total shareholder return (dividend yield plus earnings growth). The Investment Manager is looking to identify investment opportunities which are mispriced, either reflecting excessive short term pessimism for strong franchises or a failure to price in the duration or reliability of future compounding earnings. The Investment Manager does this by analysing a company's use of cash, carrying out due diligence on their business model and financial accounts.

The Investment Manager's investment approach and security selection process as detailed above will be taken into account when selecting securities for the three baskets detailed above in the section headed 'Investment Policies' while taking into consideration the overriding requirement for income or capital at the time of selection.

## **Portfolio Construction**

The Investment Manager will typically hold between 30 and 50 securities.

The Fund is predominantly a large and mid-cap Fund. The Investment Manager will not invest in companies with a market capitalisation below €1billion and no more than 20% of the NAV will be in companies with market capitalisation below €3 billion.

While the Investment Manager may find attractive higher risk opportunities, the Investment Manager will manage risk by holding smaller position sizes in these securities.

Active risk control is an integral part of the investment process and is incorporated into every stage of portfolio construction. The construction of the Fund's portfolio is continuously monitored by the Investment Manager.

## **Sell Disciplines**

While the Investment Manager's investment philosophy dictates a long-term investment horizon, the reasons for holding a security are constantly reviewed and the Investment Manager maintains a strict sell discipline if to do so is in the best interests of the Fund and in order to manage overall Fund risk.

## **SECURITIES FINANCING TRANSACTIONS AND EQUITY SWAPS**

The Fund may utilise equity swaps. The types of assets that will be subject to equity swaps will be equity securities or an equity index.

The maximum exposure of the Fund in respect of equity swaps shall be a maximum gross exposure of 100%. The net exposure is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund.

Further details are set out in the Prospectus under the headings "Securities Financing Transactions and Equity Swaps", "Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management" and "Counterparty Selection Process".

## **FINANCIAL DERIVATIVE INSTRUMENTS**

### **Futures**

Exchange trade 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 Investment Manager may enter into equity futures in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

## **FX Forwards**

Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.

## **Options**

There are two forms of options, put and call options. Put options are contracts sold for a premium that gives one party (the buyer) the right, but not the obligation, to sell to the other party (the seller) of the contract, a specific quantity of a particular product or financial instrument at a specified price. Call options are similar contracts sold for a premium that gives the buyer the right, but not the obligation, to buy from the seller of the option at a specified price. Options may also be cash settled.

Equity options may be purchased in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

## **Contracts for Differences**

A contract for difference is an agreement to pay out cash on the difference between the starting share price and when the contract is closed. In a long CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have increased in value had it been invested in the underlying security or securities, plus any dividends that would have been received on those securities. In a short CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have decreased in value had it been invested in the underlying security or securities.

Contracts for differences may be used in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

## **Equity Warrants**

A warrant is a security that entitles the holder to buy the underlying stock of an issuing company at a fixed exercise price until the expiry date.

Equity warrants may be used to gain exposure to underlying equity or equity related securities as a more efficient and cheaper alternative to direct investment in that security.

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

## MANAGEMENT AND ADMINISTRATION

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### Investment Manager

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The manager at Polar Capital LLP with prime responsibility for the Fund is Nick Davis.

**Nick Davis** - joined Polar Capital in September 2014 to set up the European Income team. Prior to this, he was with Threadneedle where he managed the Threadneedle European Fund and Pan European Equity Dividend Fund, both of which were top quartile performers since inception. Nick was also deputy fund manager of the Threadneedle European Select Fund. Previously, he was a sell-side analyst at Sanford Bernstein and a chartered accountant with Deloitte. Nick holds an Honours degree in Economics with French from the University of Durham. He has been a member of the Institute of Chartered Accountants in England and Wales since 2007, has completed the Investment Management Certificate (IMC) and is a CFA charterholder.

### Administrator and Depositary

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

## VALUATION OF ASSETS

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the Prospectus. The Net Asset Value of the Fund will be expressed in Euro. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.



## DIVIDEND POLICY

### Distribution Share Classes

#### Dividends and Distribution Dates

If sufficient net income is available in respect of the Fund, the Directors' current intention is to declare distributions (including interest and dividends) on Distribution Shares of substantially the whole of the net income which will be distributed semi-annually as detailed below.

<b>Record Date</b>	<b>Ex-Dividend Date</b>	<b>For Distribution By</b>
31-Dec	First Business Day in January	Last Business Day in January
30-Jun	First Business Day in July	Last Business Day in July

In order to enable the Fund to pay a larger distribution amount the expenses which are attributable to the Fund are charged to capital. The effect of this is that capital will be eroded to allow higher dividends to be paid, thereby reducing the potential for future capital growth.

#### Income Equalisation

The Fund operates equalisation in relation to all Distribution Share Classes. A Shareholder who has purchased Distribution Shares during a Distribution Period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Distribution Shares in the relevant Distribution Period. All Distribution Shares purchased during a Distribution Period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Distribution Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Distribution Share Class and is refunded to them as part of the first distribution after their purchase of Distribution Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Distribution Share Classes who redeem their Distribution Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Shareholders of Distribution Shares may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Distribution Shares. In the absence of the Shareholder making the election as above, the Fund shall reinvest the dividend payment in Distribution Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments

being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution, unless a Shareholder elects to receive dividends in cash.

Any dividend paid on a Distribution Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

### **Accumulation Share Classes**

It is not the current intention to pay dividends in respect of the Accumulation Share Classes.

### **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder (in either a Distribution Share Class or an Accumulation Share Class) who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes).

As explained above under "Dividend Policy", the Directors intend that the Fund should make a semi-annual dividend payment to Shareholders in the Distribution Share Classes out of the investment income earned by the Fund each financial year. The Directors do not, however, intend to pay dividends in respect of the Accumulation Share Classes.

## MINIMUM SUBSCRIPTION AND MINIMUM HOLDING

### ***Class R Shares***

There is no minimum subscription or minimum holding requirement for the Class R Shares.

### ***Class I Shares***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

The Class I Shares are subject to a minimum subscription and minimum holding requirement of Euro 1 million (or its foreign currency equivalent).

The aggregate of an investor's investments in the Class I and Class S Shares, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class I Shares may be waived or reduced at the sole discretion of the Directors.

### ***Class S Shares***

The Class S Shares will only be available to investors who hold at least Euro 5 million in the Share Class (subject to the discretion of the Directors to determine otherwise).

It is intended that the Class S Shares will be closed to new investors when subscription monies into the Fund totalling Euro 75 million have been received from investors (subject to the discretion of the Directors to determine otherwise).

Following the closing of Class S Shares to new investors, existing holders of Class S Shares may continue to subscribe for Class S Shares **provided** that they do not, at any point, redeem their holding of Class S Shares such that the value of Class S Shares held by them is less than the minimum holding requirement of Euro 5 million (or its foreign currency equivalent) (subject to the discretion of the Directors to determine otherwise). Any holder of Class S Shares who redeems their holding below the minimum holding requirement will not be permitted to subscribe for Class S Shares at a future date.

The Class S Shares are subject to a minimum subscription and minimum holding requirement of Euro 5 million (or its foreign currency equivalent).

The minimum subscription and minimum holding requirement for Class S Shares may be waived or reduced at the sole discretion of the Directors.

## **SUBSCRIPTIONS**

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the latest Key Investor Information Document for the relevant Share Class prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the current issue of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) is updated periodically and the latest issue will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by post or facsimile so as to be received by the Administrator no later than 5:00pm (Irish Time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5:00pm (Irish time) two Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the then current relevant Key Investor Information Document in paper or electronic form) by post, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. Applicants will not be entitled to receipt of redemption proceeds until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any

return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares which will include an amount of accrued income (see the description of "Income Equalisation" on page 10-11) will be available during normal business hours every - Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

### **Subscription Monies- Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 5422889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

No redemption payment will be made from an investor's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

### **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within three Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

### **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## **SWITCHING**

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be



received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus. **All fees and expenses shall be charged to the capital of the Fund.**

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### **Investment Management Fees**

#### ***Class R Euro Distribution Shares, Class R USD Distribution Shares, Class R GBP Distribution Shares and Class R CHF Distribution Shares***

The investment management fee payable in respect of the Class R Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.35% per annum of the Net Asset Value of the Class R Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class R Distribution Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for the Class R Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R Euro Distribution Share exceeds the Indexed Net Asset Value per Class R Euro Distribution Share as at the Payment Date multiplied by the weighted average number of total Class R Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R Euro Distribution Share is calculated by adjusting the Net Asset Value per Class R Euro Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R Euro Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class R Euro Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class R Euro Distribution Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class R Euro Accumulation Shares, Class R USD Accumulation Shares, Class R GBP Accumulation Shares and Class R CHF Accumulation Shares***

The investment management fee payable in respect of the Class R Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.35% per annum of the Net Asset Value of the Class R Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class R Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of Euro 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class R Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R Euro Accumulation Share exceeds the Indexed Net Asset Value per Class R Euro Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class R Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R Euro Accumulation Share is calculated by adjusting the Net Asset Value per Class R Euro Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R Euro Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class R Euro Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class R Euro Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I Euro Distribution Shares, Class I USD Distribution Shares, Class I GBP Distribution Shares and Class I CHF Distribution Shares***

The investment management fee payable in respect of the Class I Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class I Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Distribution Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of Euro 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Euro Distribution Share exceeds the Indexed Net Asset Value per Class I Euro Distribution Share as at the Payment Date multiplied by the weighted average number of total Class I Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I Euro Distribution Share is calculated by adjusting the Net Asset Value per Class I Euro Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Euro Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I Euro Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class I Euro Distribution Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I Euro Accumulation Shares, Class I USD Accumulation Shares, Class I GBP Accumulation Shares and Class I CHF Accumulation Shares***

The investment management fee payable in respect of the Class I Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class I Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of Euro 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Euro Accumulation Share exceeds the Indexed Net Asset Value per Class I Euro Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class I Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I Euro Accumulation Share is calculated by adjusting the Net Asset Value per Class I Euro Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Euro Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I Euro Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class I Euro Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class S Euro Distribution Shares, Class S USD Distribution Shares, Class S GBP Distribution Shares and Class S CHF Distribution Shares***

The investment management fee payable in respect of the Class S Distribution Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.60% per annum of the Net Asset Value of the Class S Distribution Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of Euro 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class S Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S Euro Distribution Share exceeds the Indexed Net Asset Value per Class S Euro Distribution Share as at the Payment Date multiplied by the weighted average number of total Class S Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S Euro Distribution Share is calculated by adjusting the Net Asset Value per Class S Euro Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S Euro Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any distributions added back into the Net Asset Value.

The performance fee is only payable when the Class S Euro Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class S Euro Distribution Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class S Euro Accumulation Shares, Class S USD Accumulation Shares, Class S GBP Accumulation Shares and Class S CHF Accumulation Shares***

The investment management fee payable in respect of the Class S Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.60% per annum of the Net Asset Value of the Class S Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of Euro 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class S Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S Euro Accumulation Share exceeds the Indexed Net Asset Value per Class S Euro Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class S Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S Euro Accumulation Share is calculated by adjusting the Net Asset Value per Class S Euro Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S Euro Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class S Euro Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class S Euro Accumulation Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”), accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **EUROPEAN EX UK INCOME FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER , 2018**



## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Central Bank”	Central Bank of Ireland.
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	<p>MSCI Daily Net Total Return Europe Ex UK Euro Index (Bloomberg: MSDE15XN)</p> <p>The MSCI Daily Net Total Return Europe Ex UK Euro Index, as currently constituted, is a free float-adjusted market capitalisation weighted index that is designed to capture the performance of large and mid cap equities across 14 developed markets countries in Europe. When securities in local currency are included, there is no hedging of their performance in the Index. The Index measures market performance, including price performance and income from regular cash distributions. Income is assumed to be reinvested in calculating the Index and thus makes up part of the total Index performance. The Index series assumes the minimum possible reinvestment of regular cash distributions. In the calculation of this Index, MSCI uses the maximum withholding tax rate applicable to non-resident institutional investors that do not benefit from double taxation treaties. For Index calculations, all dividends are converted into Euro at the spot rate of the ex-dividend date. The Index is rebalanced quarterly in February, May, August and November. The Index is quoted in Euro. Further information can be found on <a href="http://www.msci.com">www.msci.com</a>.</p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Fund being Class I Euro Accumulation Shares, Class I GBP Distribution Shares, Class I GBP Accumulation Shares, Class I GBP Hedged Distribution Shares, Class I GBP Hedged Accumulation Shares, Class S GBP Distribution Shares, Class S GBP Accumulation Shares, Class S GBP Hedged Distribution Shares and Class S GBP Hedged Accumulation Shares.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

**EUROPEAN EX UK INCOME FUND**  
**(the “Fund”)**

**INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Shares have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

**An investment in the Fund should be viewed as medium to long term.**

**Shareholders and prospective investors should note that all of the fees and expenses of the Fund will be charged to the capital of the Fund. This will 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.**

The base currency of the Fund is Euro.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate the level of volatility that is generally associated

**with an equity fund, and believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.**

### **INVESTMENT OBJECTIVE**

The Fund's investment objective is to deliver strong long term risk adjusted returns to achieve both income and capital growth.

### **INVESTMENT POLICIES**

The Fund will seek to achieve its investment objective by investing in securities of issuers that are incorporated, have their headquarters, or exercise a significant part (greater than 20%) of their economic activities in European markets/ countries (excluding the United Kingdom).

It is anticipated that the Fund will target an overall yield of 10% higher than that of the Index, however, this cannot be guaranteed.

The securities in which the Fund will invest will include transferable securities, such as equities, equity warrants, preferred shares, collective investment schemes (to include UCITS and/or AIF exchange traded funds ("ETFs") which are considered for the purposes of the Regulations to be collective investment schemes) with investment policies that are consistent with the Fund's investment objective, which may be listed on a global basis on a Regulated Market or unlisted (subject to a limit of 10% of the Net Asset Value of the Fund in unlisted securities). Investment in closed-ended AIF collective investment schemes will be considered as an investment in transferable securities and will be subject to the relevant UCITS investment restrictions relating to investment in transferable securities. Investment in open-ended collective investment schemes will be subject to a 10% investment limit.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

The financial derivative instruments which the Fund may utilise include futures, forwards, options (the Investment Manager may write put options and covered call options but will not write uncovered call options), contracts for difference, swaps and securities with embedded derivatives or elements of derivative exposure such as equity warrants, details of which are set out below, to gain or reduce the Fund's exposure to equity or equity related securities or markets on a short or medium term basis where it is more efficient to use derivatives for this purpose, or to gain indirect exposure to equity or equity related securities where the Investment Manager feels that such use of financial derivative instruments is in the best interests of the Fund. The leveraged 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 commitment approach, which, in general, is based on calculating derivative exposure as the sum of the value of the assets notionally underlying each financial derivative instrument, and which is one of two methods specifically permitted under the Regulations for this purpose.

As income is a core requisite for the Fund, it is envisaged that the portfolio will comprise three distinct portions, with a different mix of dividend yield and earnings growth (i.e. the annual rate of growth of earnings from investments) in each portion, to meet the 10% dividend yield threshold specified above.

The first basket of securities are those with dividend yields below the Index, which have the potential for high capital appreciation but may dilute the Fund's overall yield.

The second basket of securities are the classic buy and hold positions that typically have dividend yields in line with the Index.

The third basket of securities consists of securities that yield more than the Index, but have lower growth. Security selection is key to this last basket to avoid value traps (i.e. bargain securities that may appear promising but over time do not perform) and dividend cuts. Taking a different and often longer term view than the market is key to picking the right securities for this basket.

**The balance of these three baskets will change over time to meet the Fund's income target, and securities will move between the baskets over time. The selection of these three baskets will be dependent on the particular yield requirement of the Fund. For example, if the Fund requires more income to meet its target it would hold more of the third basket of securities.**

### **Investment Approach**

The Investment Manager's investment focuses on bottom-up security selection.

The Investment Manager's investment approach is based on its view that the main inefficiency in the market is time horizon. This is driven by two main factors, being that many market participants are excessively influenced by short term noise (macro data points such as employment rates, GDP growth and, short term earnings disappointments etc.) and a general under-appreciation of the medium term compounding power of total shareholder returns (dividend yield plus earnings growth). For example, certain investors may only be interested in short term gains and losses so they distort the value of a company in the short term (by buying and selling in the short term) causing a pricing inefficiency.

The Investment Manager believes that growing dividends are a compelling investment proposition, and that they will compensate investors for the additional risk relative to bonds (where usually you know how much principal you get back). The Investment Manager sees high but flat dividend yields as less compelling. Hence the Investment Manager always looks for some growth even if it may be low relative to what many market participants find exciting.

### ***Security selection***

The central theme to the Investment Manager's strategy is its conviction in the power of sustainable, medium term compounding of total shareholder return (dividend yield plus earnings growth). The Investment Manager is looking to identify investment opportunities which are mispriced, either reflecting excessive short term pessimism for strong franchises or a failure to price in the duration or reliability of future compounding earnings. The Investment Manager does this by analysing a company's use of cash, carrying out due diligence on their business model and financial accounts.

The Investment Manager's investment approach and security selection process as detailed above will be taken into account when selecting securities for the three baskets detailed above in the section headed

'Investment Policies' while taking into consideration the overriding requirement for income or capital at the time of selection.

### **Portfolio Construction**

The Investment Manager will typically hold between 25 and 50 securities.

The Fund is predominantly a large and mid-cap Fund. The Investment Manager will not invest in companies with a market capitalisation below €1billion and no more than 20% of the NAV will be in companies with market capitalisation below €3 billion.

While the Investment Manager may find attractive higher risk opportunities, the Investment Manager will manage risk by holding smaller position sizes in these securities.

Active risk control is an integral part of the investment process and is incorporated into every stage of portfolio construction. The construction of the Fund's portfolio is continuously monitored by the Investment Manager.

### **Sell Disciplines**

While the Investment Manager's investment philosophy dictates a long-term investment horizon, the reasons for holding a security are constantly reviewed and the Investment Manager maintains a strict sell discipline if to do so is in the best interests of the Fund and in order to manage overall Fund risk.

## **SECURITIES FINANCING TRANSACTIONS AND EQUITY SWAPS**

The Fund may utilise equity swaps. The types of assets that will be subject to equity swaps will be equity securities or an equity index.

The maximum exposure of the Fund in respect of equity swaps shall be a maximum gross exposure of 100%. The net exposure is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund.

Further details are set out in the Prospectus under the headings "Securities Financing Transactions and Equity Swaps, "Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management" and "Counterparty Selection Process".

## **FINANCIAL DERIVATIVE INSTRUMENTS**

### **Futures**

Exchange traded 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 Investment Manager may enter into equity futures in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

### **FX Forwards**

Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.

### **Options**

There are two forms of options, put and call options. Put options are contracts sold for a premium that gives one party (the buyer) the right, but not the obligation, to sell to the other party (the seller) of the contract, a specific quantity of a particular product or financial instrument at a specified price. Call options are similar contracts sold for a premium that gives the buyer the right, but not the obligation, to buy from the seller of the option at a specified price. Options may also be cash settled.

Equity options may be purchased in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

### **Swaps**

A swap is a derivative in which counterparties exchange cash flows of one party's financial instrument for those of the other party's financial instrument. The benefits in question depend on the type of financial instruments involved.

Equity swaps may be used in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

### **Contracts for Differences**

A contract for difference is an agreement to pay out cash on the difference between the starting price of the underlying asset when the contract is opened and the price of the asset when the contract is closed. In a long CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have increased in value had it been invested in the underlying security or securities, plus any dividends that would have been received on those securities. In a short CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have decreased in value had it been invested in the underlying security or securities.

Contracts for difference may be used in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities than would otherwise be obtained by direct investment in equity securities.

## **Equity Warrants**

A warrant is a security that entitles the holder to buy the underlying stock of an issuing company at a fixed exercise price until the expiry date.

Equity warrants may be used to gain exposure to underlying equity or equity related securities as a more efficient and cheaper alternative to direct investment in that security.

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulation. These are set out in detail in Appendix II of the Prospectus.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The manager at Polar Capital LLP with prime responsibility for the Fund is Nick Davis.

**Nick Davis** - joined Polar Capital in September 2014 to set up the European Income team. Prior to this, he was with Threadneedle where he managed the Threadneedle European Fund and Pan European Equity Dividend Fund, both of which were top quartile performers since inception. Nick was also deputy fund manager of the Threadneedle European Select Fund. Previously, he was a sell-side analyst at Sanford Bernstein and a chartered accountant with Deloitte. Nick holds an Honours degree in Economics with French from the University of Durham. He has been a member of the Institute of Chartered Accountants in England and Wales since 2007, has completed the Investment Management Certificate (IMC) and is a CFA charterholder.

### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the Prospectus. The Net Asset Value of the Fund will be expressed in Euro. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.

## **DIVIDEND POLICY**

### **Distribution Share Classes**

#### **Dividends and Distribution Dates**

If sufficient net income is available in respect of the Fund, the Directors’ current intention is to declare distributions (including interest and dividends) on Distribution Shares of substantially the whole of the net income which will be distributed quarterly as detailed below.

<b>Record Date</b>	<b>Ex-Dividend Date</b>	<b>For Distribution By</b>
31-Mar	First Business Day in April	Last Business Day in April
30-Jun	First Business Day in July	Last Business Day in July
30-Sep	First Business Day in October	Last Business Day in October
31-Dec	First Business Day in January	Last Business Day in January

In order to enable the Fund to pay a larger distribution amount the expenses which are attributable to the Fund are charged to capital. The effect of this is that capital will be eroded to allow higher dividends to be paid, thereby reducing the potential for future capital growth.

#### **Income Equalisation**

The Fund operates equalisation in relation to all Distribution Share Classes. A Shareholder who has purchased Distribution Shares during a Distribution Period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Distribution Shares in the relevant Distribution Period. All Distribution Shares purchased during a Distribution Period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Distribution Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Distribution Share Class and is refunded to them as part of the first distribution after their purchase of Distribution Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Distribution Share Classes who redeem their Distribution Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.



Shareholders of Distribution Shares may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Distribution Shares. In the absence of the Shareholder making the election as above, the Fund shall reinvest the dividend payment in Distribution Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution, unless a Shareholder elects to receive dividends in cash.

Any dividend paid on a Distribution Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

### **Accumulation Share Classes**

It is not the current intention to pay dividends in respect of the Accumulation Share Classes.

## **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder (in either a Distribution Share Class or an Accumulation Share Class) who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes).

As explained above under "Dividend Policy", the Directors intend that the Fund should make a semi-annual dividend payment to Shareholders in the Distribution Share Classes out of the investment income earned by the Fund each financial year. The Directors do not, however, intend to pay dividends in respect of the Accumulation Share Classes.

## **HEDGED CLASSES**

Where the Fund invests in assets denominated in currencies other than the Base Currency, the Fund will enter into certain currency related transactions in order to hedge the currency exposure of the relevant hedged Share Class to that of the Base Currency of the Fund. Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets or liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains or losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. A Class will not be leveraged as a result of currency hedging transactions.

Where the Company seeks to hedge against currency fluctuations at Class level, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and under-hedged positions will not fall short of 95% of the portion of the Net Asset Value of the Class which is to be hedged against currency risk. Hedged positions will be reviewed daily to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted levels outlined above. This review will also incorporate a procedure to ensure that under-hedged positions and positions materially in excess of 100% of Net Asset Value of the Class will not be carried forward from month to month. To the extent that hedging is successful for a particular Class the performance of the Class is likely to move in line (subject to interest rate differentials and associated dealing costs) with the performance of the underlying assets with the result that investors in that Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the Fund are denominated.

## **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

### ***Class I Shares***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or

- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

The Class I Shares are subject to a minimum subscription and minimum holding requirement of Euro 1 million (or its foreign currency equivalent).

The aggregate of an investor's investments in the Class I and Class S Shares, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class I Shares may be waived or reduced at the sole discretion of the Directors.

### ***Class S Shares***

The Class S Shares will only be available to investors who hold at least Euro 5 million in the Share Class (subject to the discretion of the Directors to determine otherwise).

It is intended that the Class S Shares will be closed to new investors when subscription monies into the Fund totalling Euro 75 million have been received from investors (subject to the discretion of the Directors to determine otherwise).

Following the closing of Class S Shares to new investors, existing holders of Class S Shares may continue to subscribe for Class S Shares **provided** that they do not, at any point, redeem their holding of Class S Shares such that the value of Class S Shares held by them is less than the minimum holding requirement of Euro 5 million (or its foreign currency equivalent) (subject to the discretion of the Directors to determine otherwise). Any holder of Class S Shares who redeems their holding below the minimum holding requirement will not be permitted to subscribe for Class S Shares at a future date.

The Class S Shares are subject to a minimum subscription and minimum holding requirement of Euro 5 million (or its foreign currency equivalent).

The minimum subscription and minimum holding requirement for Class S Shares may be waived or reduced at the sole discretion of the Directors.

## **SUBSCRIPTIONS**

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the latest Key Investor Information Document for the relevant Share Class prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the current issue of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) is updated periodically and the latest issue will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by post or facsimile so as to be received by the Administrator no later than 5:00pm (Irish Time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5:00pm (Irish time) two Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the then current relevant Key Investor Information Document in paper or electronic form) by post, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. Applicants will not be entitled to receipt of redemption proceeds until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;

- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares which will include an amount of accrued income (see the description of "Income Equalisation" on page 10-11) will be available during normal business hours every - Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

### **Subscription Monies- Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest

will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 5422889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

No redemption payment will be made from an investor's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

### **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within three Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

## Compulsory Redemption

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

## Deferred Redemptions

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## SWITCHING

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class



- D = the currency conversion factor determined by the Administrator  
E = subscription price per Share on the relevant Dealing Day for the New Class

## FEES AND EXPENSES

### General

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus. **All fees and expenses shall be charged to the capital of the Fund.**

### Subscription of Shares

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### Investment Management Fees

The Investment Management fee will accrue daily and will be payable monthly in arrears as follows:

**Class I Shares:** 0.75% per annum of the Net Asset Value of the Class I Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

**Class S Shares:** 0.60% per annum of the Net Asset Value of the Class S Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### **Performance Fee: Class I GBP Distribution Shares**

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I GBP Distribution Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for the Class I GBP Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I GBP Distribution Share exceeds the Indexed Net Asset Value per Class I GBP Distribution Share as at the Payment Date multiplied by the weighted average number of total Class I GBP Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I GBP Distribution Share is calculated by adjusting the Net Asset Value per Class I GBP Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I GBP Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I GBP Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class I GBP Distribution Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Performance Fee: Class I Euro Accumulation Shares and Class I GBP Accumulation Shares***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of Euro 10 (or the GBP equivalent of Euro 10) shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I Euro Accumulation Share exceeds the Indexed Net Asset Value per Class I Euro Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class I Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I Euro Accumulation Share is calculated by adjusting the Net Asset Value per Class I Euro Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I Euro Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I Euro Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class I Euro Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Performance Fee: Class I GBP Hedged Distribution Shares***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I GBP Hedged Distribution Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of GBP 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I GBP Hedged Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I GBP Hedged Distribution Share exceeds the Indexed Net Asset Value per Class I GBP Hedged Distribution Share as at the Payment Date multiplied by the weighted average number of total Class I Hedged Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I GBP Hedged Distribution Share is calculated by adjusting the Net Asset Value per Class I GBP Hedged Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Index performance for the relevant period is adjusted to reflect a hedge into GBP. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I GBP Hedged Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I GBP Hedged Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class I GBP Hedged Distribution Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Performance Fee: Class I GBP Hedged Accumulation Shares***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I GBP Hedged Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of GBP 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I GBP Hedged Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I GBP Hedged Accumulation Share exceeds the Indexed Net Asset Value per Class I GBP Hedged Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class I GBP Hedged Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I GBP Hedged Accumulation Share is calculated by adjusting the Net Asset Value per Class I GBP Hedged Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Index performance for the relevant period is adjusted to reflect a hedge into GBP. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or "swap rate" as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class I GBP Hedged Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I GBP Hedged Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class I GBP Hedged Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Performance Fee: Class S GBP Distribution Shares***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class S GBP Distribution Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of the GBP equivalent of Euro 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class S GBP Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S GBP Distribution Share exceeds the Indexed Net Asset Value per Class S GBP Distribution Share as at the Payment Date multiplied by the weighted average number of total Class S GBP Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S GBP Distribution Share is calculated by adjusting the Net Asset Value per Class S GBP Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S GBP Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any distributions added back into the Net Asset Value.

The performance fee is only payable when the Class S GBP Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class S GBP Distribution Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Performance Fee: Class S GBP Accumulation Shares***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class S GBP Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The

performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The initial issue price of the GBP equivalent of Euro 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class S GBP Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S GBP Accumulation Share exceeds the Indexed Net Asset Value per Class S GBP Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class S GBP Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S GBP Accumulation Share is calculated by adjusting the Net Asset Value per Class S GBP Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S GBP Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class S GBP Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class S GBP Accumulation Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Performance Fee: Class S GBP Hedged Distribution Shares***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class S GBP Hedged Distribution Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The initial issue price of GBP 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class S GBP Hedged Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S GBP Hedged Distribution Share exceeds the Indexed Net Asset Value per Class S GBP Hedged Distribution Share as at the Payment Date multiplied by the weighted average number of total Class S GBP Hedged Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S GBP Hedged Distribution Share is calculated by adjusting the Net Asset Value per Class S GBP Hedged Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Index performance for the relevant period is adjusted to reflect a hedge into GBP. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or “swap rate” as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class S GBP Hedged Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class S GBP Hedged Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class S GBP Hedged Distribution Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Performance Fee: Class S GBP Hedged Accumulation Shares***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class S GBP Hedged Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The initial issue price of GBP 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class S GBP Hedged Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S GBP Hedged Accumulation Share exceeds the Indexed Net Asset Value per Class S GBP Hedged Accumulation Share as at the Payment

Date multiplied by the weighted average number of total Class S GBP Hedged Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S GBP Hedged Accumulation Share is calculated by adjusting the Net Asset Value per Class S GBP Hedged Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Index performance for the relevant period is adjusted to reflect a hedge into GBP. Such hedging adjustment will be calculated on a rolling one month basis using the one month currency interest differential or “swap rate” as provided by Bloomberg.

For the purposes of the performance fee calculation, the Net Asset Value per Class S GBP Hedged Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class S GBP Hedged Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class S GBP Hedged Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus.



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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”), accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **INTERNATIONAL ALPHA FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**Dated 30<sup>th</sup> NOVEMBER, 2018**

**NOTICE: THE INTERNATIONAL ALPHA FUND HAS TERMINATED AND IS NO LONGER AVAILABLE FOR SUBSCRIPTION BY INVESTORS. AN APPLICATION FOR WITHDRAWAL OF APPROVAL OF THE INTERNATIONAL ALPHA FUND WILL BE FILED WITH THE CENTRAL BANK IN DUE COURSE.**

## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Central Bank”	Central Bank of Ireland.
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the only current share class in respect of the Fund being Class SI USD Distribution Shares.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

## **INTERNATIONAL ALPHA FUND (the “Fund”)**

### **INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund, the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Shares have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there is only one Share Class, namely the Class SI USD Distribution Shares, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. An investment in the Fund should be viewed as medium to long term.**

The base currency of the Fund is US Dollar.

**Profile of a Typical Investor: Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment programme, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement and believe that the investment is suitable based upon their investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.**

## INVESTMENT OBJECTIVE

The Fund's investment objective is to achieve long term capital appreciation.

## INVESTMENT POLICIES

The Fund will seek to achieve its investment objective by investing in a diversified portfolio of International (ex USA) equities. The securities in which the Fund will invest will primarily include equity securities including, but not limited to ordinary and preference shares and equity warrants, listed on a Regulated Market. Details of additional asset classes in which the Fund may invest are detailed below. The Fund will invest in securities issued by companies predominantly, but not limited to, located in countries contained in the MSCI ACWI (ex U.S.A) Index<sup>3</sup>.

The Fund will seek to outperform the MSCI ACWI (ex USA) Index whilst striving to reduce the volatility of the Fund's returns associated with unsystematic risk (i.e. company or industry-specific risk that is inherent in each investment) by investing in a diversified portfolio of equity securities of medium and large capitalisation companies. In selecting such companies, the Investment Manager will use both qualitative and quantitative screening methods focusing on value and value creation to identify candidates for further in-depth proprietary research. The quantitative screen involves identifying the cheapest quartile (i.e. 25%) of global stocks on the basis of free cash flow yield, share price/ company earnings, share price/book value (asset value as per the company financial statements) and dividend yield. This will focus on, but not be restricted to, stocks with a market capitalization of \$2.5bn and greater with a minimum daily trading volume of \$12.5m. The qualitative screening process focuses on five areas of investigation: the general outlook on the industry (including understanding longer term supply and demand dynamics), the competition the company faces within its industry, the quality of the balance sheet (understanding whether the company's debt position is satisfactory in relation to the company's business model and cash generation), strong management (i.e. management which the Investment Manager believes have demonstrated good allocation of capital over time and act in the interests of shareholders) and stock valuation (i.e. valuing stocks taking account of the aforementioned areas of investigation). The Investment Manager typically expects to invest in a range of 30 to 50 stocks. This is set upon a framework that monitors systematic risk, specifically identifying both the underlying geographical exposure of the portfolio and the sensitivity of the portfolio to factors such as economic cycles, financial markets and government spending

To the extent that the Fund will invest in the securities of companies listed or traded in emerging markets (to include Russia), such investment is expected to typically be in the region of 0%-60% of the Net Asset Value of the Fund. Whilst the Fund may invest in Russian domestically traded securities, it is not anticipated that such an investment will exceed 15% of the Net Asset Value of the Fund and investment in securities traded on Russian markets will only be made in equity securities which are listed and/or traded on the Moscow Exchange.

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<sup>3</sup> As at the date of this Supplement, the MSCI ACWI (ex USA) Index (Bloomberg Ticker: NDUEACWZ Index) captures large and mid cap representation across 22 of 23 Developed Markets (DM) countries (excluding the USA) and 23 Emerging Markets (EM) countries. With 1,855 constituents, the index covers approximately 85% of the global equity opportunity set outside the US. DM countries include: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland and the UK. EM countries include: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Peru, Philippines, Poland, Russia, Qatar, South Africa, Taiwan, Thailand, Turkey and United Arab Emirates.

The Fund may invest in and have direct access to China A shares listed on the Shanghai Stock Exchange via the Shanghai-Hong Kong Stock Connect scheme and the Shenzhen-Hong Kong Stock Connect scheme (as further described in the sub-section headed “Shanghai-Hong Kong Stock Connect Scheme and Shenzhen-Hong Kong Stock Connect Scheme” in the Prospectus). Exposure to China A shares through the Shanghai-Hong Kong Stock Connect scheme will not be more than 30% of the Fund’s Net Asset Value.

The Fund may indirectly gain access to China A Shares by purchasing participation notes.

The Fund may invest in Global, American and European depository receipts for the purpose of gaining exposure to underlying equity securities. The Fund may invest in collective investment schemes with similar investment policies to the Fund but will invest no more than 10% of the Fund’s Net Asset Value in aggregate in shares of any open-ended schemes.

The financial derivative instruments which the Fund may use include futures, forwards and swaps (details of which are set out below and in the Prospectus under the section headed “Financial Derivative Instruments and Techniques for Efficient Portfolio Management), for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk or to obtain in a more efficient way (for example, costs of investing may be lower via a financial derivative instrument) exposure to equity securities than would otherwise be obtained by direct investment in accordance with the investment objective and policies above over a long term basis. The leveraged 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 commitment approach in accordance with the Regulations.

Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.

The Fund may engage in stock-lending and enter into repurchase and reverse repurchase agreements only for the purpose of efficient portfolio management, subject to the conditions and limits set out in the Central Bank’s UCITS Regulations.

## **SECURITIES FINANCING TRANSACTIONS**

The Fund may engage in securities financing transactions (stocklending arrangements and repurchase/ reverse repurchase agreements, “SFTs”), and equity swaps as described above within the Investment Policy and in the Prospectus under “Efficient Portfolio Management” and “Financial Derivative Instruments”. The types of assets that will be subject to securities financing transactions will be equity and fixed income securities and the underlying asset of an equity swap will be an equity or equity index.

The maximum exposure of the Fund in respect of SFTs shall be 100% of the Net Asset Value of the Fund and in respect of equity swaps, shall be a maximum gross exposure of 100%. However, the Investment Manager does not anticipate that a Fund’s exposure to SFTs will exceed 20% of the Net Asset Value of a Fund and with regard to equity swaps net exposure is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund. The collateral supporting SFTs will be valued daily at mark-to-market prices

in accordance with the requirements of the Central Bank, and daily variation margin used if the value of collateral falls (due for example to market movements) below the required collateral coverage requirements in respect of the relevant transaction.

In respect of SFTs, collateral received and any investment of such collateral must meet the requirements of the Central Bank as set out in the Central Bank UCITS Regulations and as further detailed under the section of the Prospectus headed 'Management of Cash Collateral'.

Additional detail on SFTs, namely the policy on sharing of returns and the associated risks, is given under the headings of the Prospectus "Efficient Portfolio Management", and "Risk Factors", to include counterparty risks that may apply to the Fund.

## **FINANCIAL DERIVATIVE INSTRUMENTS**

### **Futures**

Exchange traded 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 equity index that reflects the investment policy of the Fund) at a pre-determined future date and at a price agreed through a transaction undertaken on an exchange.

The Investment Manager may enter into equity futures in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment.

### **FX Forwards**

Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.

Performance may be strongly influenced by movements in FX rates due to the large exposure to non base currency securities.

### **Swaps**

A swap is a derivative in which counterparties exchange cash flows of one party's financial instrument for those of the other party's financial instrument. The benefits in question depend on the type of financial instruments involved.

Equity swaps may be used in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment.

## **Equity Warrants**

A warrant is a security that entitles the holder to buy the underlying stock of an issuing company at a fixed exercise price until the expiry date.

Equity warrants may be used to gain exposure to underlying equity or equity related securities as a more efficient and cheaper alternative to direct investment in that security.

## **SHANGHAI-HONG KONG STOCK CONNECT SCHEME**

The Fund may invest in China A shares through the Shanghai-Hong Kong Stock Connect scheme . Please refer to the sub-section headed “Shanghai-Hong Kong Stock Connect Scheme and Shenzhen-Hong Kong Stock Connect Scheme” and the risk factor headed “Risks associated with the Connect Scheme” in the Prospectus for details.

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The individual managers at Polar Capital LLP with prime responsibility for the Fund will be Andrew Holliman, Andrew MacKirdy and Christophe Liégeois-Williams.

**Andrew Holliman** - Andrew joined Polar Capital in August 2011 to establish the North American Equities team and a Global Equity Fund. Prior to joining Polar Capital, he spent seven years at Threadneedle where he managed the highly rated US\$2.5bn Threadneedle American Fund as well as a number of global funds, including the Threadneedle Global Focus Fund and the Threadneedle and Columbia Global Extended Alpha Funds. Andrew began his investment career in 1997 as an Analyst on the American and UK Smaller Companies teams at Baillie Gifford before becoming Fund Manager of the award winning American Fund. He graduated with a First Class BCom (Hons) in Business Studies from the University of Edinburgh, a MSc in Investment Analysis from the University of Stirling, and is a CFA Charterholder.

**Andrew MacKirdy** - Andrew joined Polar Capital in June 2012 to establish a long-only global equity fund along with Andrew Holliman and Christophe Liégeois-Williams. Andrew began his career at Baillie Gifford in 1995 where he worked on the Japanese, Emerging Markets, European and US desks. During this time he managed emerging market and EAFE portfolios on behalf of institutional pension funds. After 10 years, he moved to Templeton where he managed the Templeton Global Fund and various institutional global mandates. In 2008, he returned to Baillie Gifford before spending 3 years in the European/Global strategy at Lansdowne Partners. Andrew holds a first class BAcc (Hons) degree in accountancy from the

University of Dundee and an MSc (Econ) in accounting & finance from the London School of Economics and Political Science.

**Christophe Liégeois-Williams** - Christophe joined Polar Capital in June 2012 to establish a long-only global equity fund along with Andrew Holliman and Andrew MacKirdy. Prior to joining Polar Capital, he spent 7 years managing the global equity portfolio of Liberties Investments, an independent asset manager running portfolios for various foundations and endowments. He began his career in 1997 at Baillie Gifford working as an Investment Analyst in the European and UK teams, before helping to set up the European office of TAL Asset Management, a Canadian Institutional fund manager, and then joining the Hermes Focus Funds as Senior Investment Analyst in the European activist team. Christophe graduated with a French & Business degree from QMW College, University of London, an Economics degree from Grenoble University and an MSc in Investment Analysis from the University of Stirling. He is also a CFA charterholder.

### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading "Statutory and General Information" in the Prospectus. The Net Asset Value of the Fund will be expressed in USD. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of "Statutory and General".

## **DIVIDEND POLICY**

### **Distribution Share Classes**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund should maintain a policy of the declaration and/or reporting of an annual dividend, payable out of net income (including interest and dividends) in respect of each of the Fund's Share Classes, provided there is sufficient income available to declare an annual dividend. Any dividend declared in respect of an accounting period will normally be paid in January of the year following that accounting period.



## **Income Equalisation**

The Fund operates equalisation in relation to all Share Classes. A Shareholder who has purchased Shares during an accounting period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Shares in the relevant accounting period. All Shares purchased during an accounting period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Share Class and is refunded to them as part of the first distribution after their purchase of Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Share Classes who redeem their Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Shareholders may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Shares. In the absence of the Shareholder making the election as above, the Fund shall reinvest the dividend payment in Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Distribution Shares, unless a Shareholder otherwise elects to receive cash.

Any dividend paid on a Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

## **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that

election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes).

As explained above under "Dividend Policy", the Directors intend that the Fund should make an annual dividend payment to Shareholders in the Distribution Share Classes out of the investment income earned by the Fund each financial year.

## **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

### ***Class SI USD Distribution Shares***

The Class SI USD Distribution Shares are subject to a minimum subscription and minimum holding requirement of USD 10 million (or its foreign currency equivalent).

The aggregate of an investor's investments in the Class SI USD Distribution or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class SI USD Distribution Shares may be waived or reduced at the sole discretion of the Directors.

## **SUBSCRIPTIONS**

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the latest Key Investor Information Document for the relevant Share Class prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the current issue of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) is updated periodically and the latest issue will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

During the Initial Offer Period for a Class of Shares, applicants for Shares of that Class must send their completed Application Form by post or facsimile so as to be received by the Administrator no later than 5:00pm on the date of closing of the Initial Offer Period. Following the closing of the Initial Offer Period for a Class of Shares, applicants for Shares of that Class must send their completed Application Form by post or facsimile so as to be received by the Administrator no later than 5:00pm (Irish Time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5:00pm (Irish time) three Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the then current relevant Key Investor Information Document in paper or electronic form) by post, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. Applicants will not be entitled to receipt of redemption proceeds until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares which will include an amount of accrued income (see the description of "Income Equalisation" on page 10-11) will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

## **Subscription Monies- Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

## **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 5422889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

No redemption payment will be made from an investor's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

### **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within four Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

### **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## **SWITCHING**

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### **Investment Management Fees**

The Investment Management fee will accrue daily and will be payable monthly in arrears as follows:

***Class SI USD Distribution Shares:*** 0.60% per annum of the Net Asset Value of the Class SI Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### ***Performance Fee: Class SI USD Distribution Shares***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class SI USD Distribution Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The performance fee for the Class SI USD Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class SI USD Distribution Share exceeds the Indexed Net Asset Value per Class SI USD Distribution Share as at the Payment Date multiplied by weighted average number of total Class SI USD Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class SI USD Distribution Share is calculated by adjusting the Net Asset Value per Class SI USD Distribution Share as at the date on which the last performance fee was paid or the date of issue of the relevant Share Class, whichever is later, by the comparative performance of the MSCI ACWI (ex USA) Index (the “**Index**”) over the period to the date of calculation. The Index Net Asset Value per Class SI USD Distribution Share will have any relevant distributions deducted.



For the purposes of the performance fee calculation, the Net Asset Value per Class SI USD Distribution Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class SI USD Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class SI USD Distribution Shares does not exceed the performance of the Index, no performance fee is payable until such underperformance is reclaimed.

The initial issue price of USD 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the next Payment Date.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### **Establishment Expenses**

All fees and expenses relating to the establishment of the Fund (including listing costs), and the fees of the advisers to the Company, who are involved in the establishment of the Fund, will be borne by the Fund and amortised over the first five years of the Fund or such other period as the Directors may determine. If the effect of this accounting treatment becomes material in the future and there is a requirement to write off the amortised balance of establishment and organisational costs, the Directors will reconsider this policy. The establishment expenses are expected to amount to approximately €25,000. An element of such establishment costs may be payable to the Investment Manager in respect of costs incurred by the Investment Manager in respect of the establishment of the Fund.

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

### **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus, to include 'Investment in Russia, 'Risks associated with Investments in the PRC' and 'Risks associated with the Connect Scheme'.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”), accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **UK VALUE OPPORTUNITIES FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER, 2018**

## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Central Bank”	Central Bank of Ireland.
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	<p>FTSE All-Share Total Return Index (Bloomberg: ASXTR)</p> <p>The FTSE All-Share Total Return Index, as currently constituted, represents the performance of all eligible companies listed on the London Stock Exchange's main market, which pass screening for size and liquidity. The Index captures 98% of the UK's market capitalisation. The index is quoted in sterling. Further details of the Index may be found on <a href="http://www.ftse.com">www.ftse.com</a>.</p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Fund being Class R GBP Accumulation Shares, Class I GBP Accumulation Shares, Class I GBP Distribution Shares, Class S GBP Accumulation Shares and Class S GBP Distribution Shares.
“Valuation Point”	12 Noon (Irish Time) on the relevant Dealing Day.

**UK VALUE OPPORTUNITIES FUND**  
**(the “Fund”)**

**INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Financials Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the Automation & Artificial Intelligence Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Share Classes have been admitted to Official List and trading on the Main Securities Market Euronext Dublin.

Additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

**An investment in the Fund should be viewed as medium to long term.**

The base currency of the Fund is Sterling.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment programme, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement and believe that the investment is suitable based upon their investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.

## **INVESTMENT OBJECTIVE**

The Fund's investment objective is to achieve long term capital appreciation.

## **INVESTMENT POLICIES**

The Fund will seek to achieve its investment objective by primarily investing in a diversified portfolio of equity securities listed in the UK. The securities in which the Fund will invest will primarily include equity securities including, but not limited to ordinary and preference shares and equity warrants. Details of additional asset classes in which the Fund may invest are detailed below.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

The Fund will aim to outperform the Index by investing in undervalued companies or shares, whilst striving to reduce the volatility of the Fund's return by investing in a diversified portfolio.

The Investment Manager will use a bottom up, fundamental investment approach (based on its proprietary analysis) to derive a portfolio of undervalued investments which may comprise large, medium or small capitalisation companies.

The Investment Manager seeks to identify shares trading below their intrinsic value. The Investment Manager defines two different value buckets; shares that are cheap relative to their tangible asset base - called "bargain assets" and shares cheap relative to their returns - "cheap value creators". Exposure to the two buckets will change over time depending on market conditions.

The Investment Manager has created and maintains a proprietary model database of UK listed equities. These company models are screened for adherence with the Investment Manager's investment criteria, namely, cheap valuation, sustainability of intrinsic value and a strong financial position/balance sheet. In addition to the Investment Manager's in-house model, company meetings are an important part of the investment process. The Investment Manager continually monitors its database for new investment opportunities and the Fund itself for adherence with the outlined investment criteria.

The financial derivative instruments which the Fund may use are futures, forwards, swaps, equity index options and FX options (details of which are set out below and in the Prospectus under the section headed "Financial Derivative Instruments and Techniques for Efficient Portfolio Management"), for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk or to obtain in a more efficient way (for example, costs of investing may be lower via a financial derivative instrument) exposure to equity securities than would otherwise be obtained by direct investment in accordance with the investment objective and policies above over a long term basis. The leveraged 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 commitment approach in accordance with the Regulations.

Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.

The Fund may engage in stock-lending and enter into repurchase and reverse repurchase agreements only for the purpose of efficient portfolio management, subject to the conditions and limits set out in the Central Bank's UCITS Regulations.

While it is intended that the Fund be fully invested as detailed above, the Investment Manager is permitted to significantly invest in cash and/ or money market funds (subject to a 10% investment limit in aggregate in money market funds) for ancillary liquidity asset purposes and government debt securities where this is considered in the best interest for the Shareholders of the Fund; for example, during periods of market uncertainty where such investment is important for defensive purposes.

## **SECURITIES FINANCING TRANSACTIONS**

The Fund may engage in securities financing transactions (stocklending arrangements and repurchase/ reverse repurchase agreements, "SFTs"), and equity swaps as described above within the Investment Policy and in the Prospectus under "Efficient Portfolio Management" and "Financial Derivative Instruments". The types of assets that will be subject to securities financing transactions/equity swaps will be equity securities.

The maximum exposure of the Fund in respect of SFTs shall be 100% of the Net Asset Value of the Fund and in respect of equity swaps, shall be a maximum gross exposure of 100%. However, the Investment Manager does not anticipate that a Fund's exposure to SFTs will exceed 20% of the Net Asset Value of a Fund and with regard to equity swaps net exposure is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund. The collateral supporting SFTs will be valued daily at mark-to-market prices in accordance with the requirements of the Central Bank, and daily variation margin used if the value of collateral falls (due for example to market movements) below the required collateral coverage requirements in respect of the relevant transaction.

In respect of SFTs, collateral received and any investment of such collateral must meet the requirements of the Central Bank as set out in the Central Bank UCITS Regulations and as further detailed under the section below headed 'Management of Cash Collateral'.

Additional detail on SFTs, namely the policy on sharing of returns and the associated risks, is given under the headings of the Prospectus "Efficient Portfolio Management", and "Risk Factors", to include counterparty risks that may apply to the Fund.

## **FINANCIAL DERIVATIVE INSTRUMENTS**

### **Futures**

Exchange traded 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 equity index that reflects the investment policy of the Fund) at a pre-determined future date and at a price agreed through a transaction undertaken on an exchange.

The Investment Manager may enter into equity futures in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment.

### **FX Forwards**

Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.

Performance may be strongly influenced by movements in FX rates due to the large exposure to non base currency securities.

### **Swaps**

A swap is a derivative in which counterparties exchange cash flows of one party's financial instrument for those of the other party's financial instrument. The benefits in question depend on the type of financial instruments involved.

Equity swaps may be used in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment.

### **Equity Warrants**

A warrant is a security that entitles the holder to buy the underlying stock of an issuing company at a fixed exercise price until the expiry date.

Equity warrants may be used to gain exposure to underlying equity or equity related securities as a more efficient and cheaper alternative to direct investment in that security.

### **Options**

There are two forms of options, put and call options. Put options are contracts sold for a premium that gives one party (the buyer) the right, but not the obligation, to sell to the other party (the seller) of the contract, a specific quantity of a particular product or financial instrument at a specified price. Call options are similar contracts sold for a premium that gives the buyer the right, but not the obligation, to buy from the seller of the option at a specified price. Options may also be cash settled.

Equity index options may be purchased in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

### **FX Options**

A foreign exchange option (**FX option**) is a derivative financial instrument that gives the right but not the obligation to exchange money denominated in one currency into another currency at a pre-agreed exchange rate on a specified date.

FX Options will be used for hedging purposes.

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

Notwithstanding the investment and borrowing restrictions set out in Appendix II with regard to investment in collective investment schemes, the Fund may not invest more than 10% of its Net Asset Value in aggregate in units/shares of collective investment schemes.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### **Investment Manager**

Polar Capital LLP, the promoter of the Company, has been appointed as Investment Manager (the “Investment Manager”) to the Company. The managers at Polar Capital LLP with responsibility for the Fund will be Georgina Hamilton and George Godber.

**Georgina Hamilton** - joined Polar Capital in October 2016 to set up the UK Value Team. Prior to this, she was with Miton Group where she managed the CF Miton UK Value Opportunities Fund and the Miton Undervalued Assets Fund. Previously, Georgina was a lead analyst for the Undervalued Assets Fund at Matterley Asset Management. Georgina holds a double first in Biological Anthropology and Natural Sciences from Jesus College, Cambridge and is a CFA charterholder.

**George Godber** - joined Polar Capital in April 2017 to manage the Polar Capital UK Value Opportunities Fund with Georgina Hamilton. Prior to this, George managed the CF Miton UK Value Opportunities Fund and the Miton Undervalued Assets Fund at Miton Group. Previously, George co-founded Matterley Asset Management in 2008 and was co-manager of the group’s Undervalued Assets Fund. Before founding Matterley, George was a Director of Equity Sales at Credit Suisse. George holds a BSc in Economics from Bristol University.

### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company’s assets is Northern Trust Fiduciary Services (Ireland) Limited.



## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the Prospectus. The Net Asset Value of the Fund will be expressed in GBP. The Net Asset Value will be calculated by the Administrator as at the Valuation Point on a Dealing Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.

## **DIVIDEND POLICY**

### **Distribution Share Classes**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund should maintain a policy of the declaration and/or reporting of an annual dividend, payable out of net income (including interest and dividends) in respect of each of the Fund's Share Classes, provided there is sufficient income available to declare an annual dividend. Any dividend declared in respect of an accounting period will normally be paid in January of the year following that accounting period.

### **Income Equalisation**

The Fund operates equalisation in relation to all Share Classes. A Shareholder who has purchased Shares during an accounting period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- capital which represents the return of the equalisation element.

The effect is that income is distributed to Shareholders in proportion to the duration of their ownership of the Shares in the relevant accounting period. All Shares purchased during an accounting period will contain in their purchase price an amount called equalisation which represents a proportion of the income (if any) of the Fund, attributable to the relevant Share Class, that has accrued (but has not been distributed) up to the date of issue. This will be calculated daily and will be available upon request from the Administrator. The amount of equalisation is averaged across all the Shareholders of the relevant Share Class and is refunded to them as part of the first distribution after their purchase of Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of all Share Classes who redeem their Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

Shareholders may elect in their application for Shares either to receive dividends in cash or to reinvest the dividend amount in further Shares. In the absence of the Shareholder making the election as above, the Fund shall reinvest the dividend payment in Shares, until otherwise directed in writing by the Shareholder. If dividends are to be paid in cash, they will normally be paid by electronic transfer at the Shareholder's risk and expense.

Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Distribution Shares, unless a Shareholder otherwise elects to receive cash.

Any dividend paid on a Share that is not being claimed will not earn interest and, if not claimed within six years of its declaration, shall be forfeited and shall be returned to the account of, and for the benefit of the Fund.

### **Accumulation Share Classes**

It is not the current intention to pay dividends in respect of the Accumulation Share Classes.

## **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income

in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes).

As explained above under "Dividend Policy", the Directors intend that the Fund should make an annual dividend payment to Shareholders in the Distribution Share Classes out of the investment income earned by the Fund each financial year.

## **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

### ***Class R Shares***

There is no minimum subscription requirement for Class R Shares.

### ***Class I Shares***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

There is no minimum subscription requirement for Class I Shares.

### ***Class S Shares***

The Class S Shares are subject to a minimum subscription and minimum holding requirement of GBP 10 million (or its foreign currency equivalent).

The aggregate of an investor's investments in the Class S Shares or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class S Shares may be waived or reduced at the sole discretion of the Directors.

## **SUBSCRIPTIONS**

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the latest Key Investor Information Document for the relevant Share Class prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the current issue of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) is updated periodically and the latest issue will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

During the Initial Offer Period for a Class of Shares, applicants for Shares of that Class must send their completed Application Form by post or facsimile so as to be received by the Administrator no later than 5:00pm on the date of closing of the Initial Offer Period. Following the closing of the Initial Offer Period for a Class of Shares, applicants for Shares of that Class must send their completed Application Form by post or facsimile so as to be received by the Administrator no later than 11.59.59am (Irish Time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5:00pm (Irish time) two Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the then current relevant Key Investor Information Document in paper or electronic form) by post, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. Applicants will not be entitled to receipt of redemption proceeds until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares which will include an amount of accrued income (see the description of "Income Equalisation") will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

### **Subscription Monies - Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank

transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 5422889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 11.59.59am. (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

No redemption payment will be made from an investor's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

## **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

## **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

## **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

## **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

## **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within three Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

## Compulsory Redemption

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

## Deferred Redemptions

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## SWITCHING

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 11.59.59am. (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

A = number of Shares of the New Class to be allocated

B = number of Shares of the Original Class to be converted



- C = redemption price per Share on the relevant Dealing Day for the Original Class  
D = the currency conversion factor determined by the Administrator  
E = subscription price per Share on the relevant Dealing Day for the New Class

## FEES AND EXPENSES

### General

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### Subscription of Shares

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### Investment Management Fees

The Investment Management fee will accrue daily and will be payable monthly in arrears as follows:

**Class R Shares:** 1.35% per annum of the Net Asset Value of the Class I Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

**Class I Shares:** 0.75% per annum of the Net Asset Value of the Class I Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

**Class S Shares:** 0.60% per annum of the Net Asset Value of the Class S Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### Performance Fee

#### **Class R Accumulation Shares: Performance Fee**

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The initial issue price of GBP 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class R Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R GBP Accumulation Share exceeds the Indexed Net Asset Value per Class R GBP Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class R Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R GBP Accumulation Share is calculated by adjusting the Net Asset Value per Class R GBP Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R GBP Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class R GBP Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class R GBP Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I Distribution Shares: Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Distribution Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of GBP 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I GBP Distribution Share exceeds the Indexed Net Asset Value per Class I GBP Distribution Share as at the Payment Date multiplied by the weighted average number of total Class I Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I GBP Distribution Share is calculated by adjusting the Net Asset Value per Class I GBP Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I GBP Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value.

The performance fee is only payable when the Class I GBP Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class I GBP Distribution Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I Accumulation Shares: Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of GBP 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I GBP Accumulation Share exceeds the Indexed Net Asset Value per Class I GBP Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class I Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I GBP Accumulation Share is calculated by adjusting the Net Asset Value per Class I GBP Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I GBP Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I GBP Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class I GBP Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class S Distribution Shares: Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of GBP 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class S Distribution Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S GBP Distribution Share exceeds the Indexed Net Asset Value per Class S GBP Distribution Share as at the Payment Date multiplied by the weighted average number of total Class S Distribution Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S GBP Distribution Share is calculated by adjusting the Net Asset Value per Class S GBP Distribution Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S GBP Distribution Share shall be calculated before the deduction of any unrealised performance fee and will have any distributions added back into the Net Asset Value.

The performance fee is only payable when the Class S GBP Distribution Shares outperform the Index. If, during a performance fee period, the performance of the Class S GBP Distribution Shares do not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class S Accumulation Shares: Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual

will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of GBP 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class S Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S GBP Accumulation Share exceeds the Indexed Net Asset Value per Class S GBP Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class S Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S GBP Accumulation Share is calculated by adjusting the Net Asset Value per Class S GBP Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S GBP Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class S GBP Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class S GBP Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until any underperformance of the Index is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### **Establishment Expenses**

All fees and expenses relating to the establishment of the Fund (including listing costs), and the fees of the advisers to the Company, who are involved in the establishment of the Fund, will be borne by the Fund and amortised over the first five years of the Fund or such other period as the Directors may determine. If the effect of this accounting treatment becomes material in the future and there is a requirement to write off the amortised balance of establishment and organisational costs, the Directors will reconsider this policy. The establishment expenses are expected to amount to approximately €25,000. An element of such establishment costs may be payable to the Investment Manager in respect of costs incurred by the Investment Manager in respect of the establishment of the Fund.

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus.

In addition to receiving an investment management fee, the Investment Manager may also receive a performance fee. The performance fee may create an incentive for the Investment Manager to make investments for the Company which are riskier than would be the case in the absence of a fee based on the performance of the Company. However, the Investment Manager, when managing the investments of the Company, will have a degree of identity of economic interest with Shareholders.

In accordance with the requirements of the Central Bank, the Investment Manager operates a risk management process on behalf of the Fund, based on the commitment approach, the objective of which is to monitor and manage the various risks associated with financial derivative instruments. The Company will provide information to Shareholders on request on the risk management process employed by the Investment Manager on the Company's behalf, including details of the quantitative limits applied and information on the risk and yield characteristics of the main categories of investment held on behalf of the Fund.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”) accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **AUTOMATION & ARTIFICIAL INTELLIGENCE FUND**

(a Fund of Polar Capital Funds public limited company)

### **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER, 2018**

## DEFINITIONS

“Business Day”	a day on which banks and/or stock exchanges/markets are open for normal banking business in Dublin and London and New York and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Central Bank”	Central Bank of Ireland.
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	<p>MSCI ACWI Net Total Return USD Index (Bloomberg: NDUEACWF)</p> <p>The MSCI ACWI Net Total Return USD Index, as currently constituted, is a free float-adjusted market capitalisation weighted index that is designed to measure the equity market performance of developed and emerging markets. The Index measures the price performance of markets with the income from constituent dividend payments. The dividends are reinvested after the deduction of withholding taxes, using a tax rate applicable to non-resident institutional investors who do not benefit from double taxation treaties. The Index is quoted in US dollars. Further information can be found on <a href="http://www.msci.com">www.msci.com</a>.</p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Automation & Artificial Intelligence Fund being Class R USD Accumulation Shares, Class R Euro Accumulation Shares, Class I USD Accumulation Shares, Class I Euro Accumulation Shares, Class I GBP Accumulation Shares, Class S USD Accumulation Shares, Class S Euro Accumulation Shares and Class S GBP Accumulation Shares.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.



## **AUTOMATION & ARTIFICIAL INTELLIGENCE FUND (the “Fund”)**

### **INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Emerging Market Stars Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Share Classes have been admitted to the Official List and trading on the Main Securities Market of Euronext Dublin.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

**An investment in the Fund should be viewed as medium to long term.**

The base currency of the Fund is US Dollars.

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate the level of volatility that is generally associated with an equity fund, and believe that the investment is suitable based upon investment objectives and financial needs. An investment in the Fund should be viewed as medium to long-term.

### **INVESTMENT OBJECTIVE**

The Fund’s investment objective is to achieve long term capital appreciation.

## INVESTMENT POLICIES

The Fund will seek to achieve its investment objective by primarily investing in a diversified portfolio of global equity securities which may be listed or traded on a Regulated Market. The Fund is not expected to invest more than 20% of its Net Asset Value in emerging markets.

The securities in which the Fund will primarily invest will include equity and equity related securities including, but not limited to, ordinary and preference shares and financial derivative instruments as detailed below.

The Fund will invest at least 51% of its gross assets on a continuous basis directly in Equity Participations.

The financial derivative instruments which the Fund may utilise are futures, FX forwards, equity options (the Investment Manager may purchase equity options), contracts for difference, swaps and securities with embedded derivatives or elements of derivative exposure, namely equity warrants, details of which are set out below (as well as in the Prospectus under the section headed “Financial Derivative Instruments and Techniques for Efficient Portfolio Management), for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk or to obtain in a more efficient way (for example, costs of investing may be lower via a financial derivative instrument) exposure to equity securities than would otherwise be obtained by direct investment in accordance with the investment objective and policies above over a long term basis. The leveraged exposure of the Fund through the use of derivatives, as referenced above, will not exceed 100% of the Net Asset Value of the Fund, as measured using the commitment approach in accordance with the Regulations.

The Fund may invest in and have direct access to China A shares listed on the Shanghai Stock Exchange via the Shanghai-Hong Kong Stock Connect scheme or the Shenzhen Stock Exchange via the Shenzhen Hong Kong Stock Connect scheme (as further described in the sub-section headed “Stock Connect Scheme” below). Exposure to China A shares through the Shanghai-Hong Kong Stock Connect scheme and/or the Shenzhen Hong Kong Stock Connect scheme will not be more than 10% of the Fund’s Net Asset Value.

Whilst it is intended that the Fund be fully invested as detailed above, the Investment Manager is permitted to invest in cash, money market funds (subject to a 10% investment limit in aggregate in money market funds) and/or money market instruments, to include, but not limited to treasury bills, certificates of deposit, term deposits and commercial paper for ancillary liquid asset purposes and non-government and government fixed and/or floating rate investment grade bonds (S&P or Fitch rating of BBB- or above) where this is considered to be in the best interests of the Shareholders of the Fund; for example, during periods of market uncertainty where such investment is deemed to be important for defensive purposes.

The Fund may invest in collective investment schemes with similar investment policies to the Fund but will invest no more than 10% of the Fund’s Net Asset Value in aggregate in shares of any open-ended schemes.

## ***Investment Strategy***

The Investment Manager seeks to identify equity securities exposed to industrial and process automation, robotics, artificial intelligence (A.I.), and materials science, as well as businesses that the Investment Manager believes can be fundamentally transformed through the future adoption of these technologies.

The Fund will aim to outperform the Index by investing in companies or shares the future growth potential of which the Investment Manager believes is being undervalued or underestimated, whilst aiming to reduce the volatility of the Fund's returns by investing in a diversified portfolio, typically with a low concentration in individual holdings. Investors should expect an 'active' investment approach to investing in global equities as part of which the Investment Manager will actively avoid those companies it believes may be weakened competitively by their failure to innovate or adapt. For the avoidance of doubt, investment in equity securities is not limited to the constituents of the Index.

The Investment Manager will use a bottom up, fundamental investment approach (based on its proprietary analysis) to derive a portfolio of investments which may comprise large, medium or small capitalisation companies. The Investment Manager has created and maintains a proprietary database of equities that meet its investment criteria; namely those with under-appreciated growth potential, the potential for improved competitive positioning with a strong leadership team and financial position/balance sheet.

In addition to the Investment Manager's in-house research, company meetings are an important part of the investment process. The Investment Manager continually monitors its database for new investment opportunities and the Fund itself for adherence with the outlined investment criteria.

Because of the 'bottom-up' active investment approach, the geographic and foreign exchange exposure of the portfolio is likely to vary considerably from the Index. The Investment Manager may choose to reduce some of this variance with the use of FX forwards or equity derivatives as detailed above, and as further described under the section headed "Financial Derivative Instruments".

## **SECURITIES FINANCING TRANSACTIONS**

The Fund may engage in equity swaps (including, for the purposes of the discussion below, contracts for difference) as described above within the Investment Policy and in the Prospectus under "Efficient Portfolio Management" and "Financial Derivative Instruments". The types of assets that will be subject to securities financing equity swaps will be equity securities.

The maximum exposure of the Fund in respect of equity swaps shall be a maximum gross exposure of 100%. However, the Investment Manager expects that the Fund's net exposure to equity swaps is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund. The collateral supporting such securities financing transactions ("SFTs") will be valued daily at mark-to-market prices in accordance with the requirements of the Central Bank, and daily variation margin used if the value of collateral falls (due for example to market movements) below the required collateral coverage requirements in respect of the relevant transaction.

In respect of SFTs, collateral received and any investment of such collateral must meet the requirements of the Central Bank as set out in the Central Bank UCITS Regulations and as further detailed in the Prospectus under the section below headed 'Management of Collateral for OTC Financial Derivatives and Techniques for Efficient Portfolio Management'.

Additional detail on SFTs, namely the policy on sharing of returns and the associated risks, is given under the headings of the Prospectus "Efficient Portfolio Management", and "Risk Factors", to include counterparty risks that may apply to the Fund.

## **FINANCIAL DERIVATIVE INSTRUMENTS**

### **Futures**

Exchange trade 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 equity index) at a pre-determined future date and at a price agreed through a transaction undertaken on an exchange. The Investment Manager may enter into equity futures in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

### **FX Forwards**

Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in which the Fund may invest (i.e. where the currency of the assets held differs from the Base Currency of the Fund) in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.

Performance may be strongly influenced by movements in FX rates due to the large exposure to non-Base Currency securities.

### **Options**

There are two forms of options, put and call options. Put options are contracts sold for a premium that gives one party (the buyer) the right, but not the obligation, to sell to the other party (the seller) of the contract, a specific quantity of a particular product or financial instrument at a specified price. Call options are similar contracts sold for a premium that gives the buyer the right, but not the obligation, to buy from the seller of the option at a specified price. Options may also be cash settled.

Equity options may be purchased in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities than would otherwise be obtained by direct investment in equity securities.

## **Swaps**

A swap is a derivative in which counterparties exchange cash flows of one party's financial instrument for those of the other party's financial instrument. The benefits in question depend on the type of financial instruments involved.

Equity swaps may be used in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities than would otherwise be obtained by direct investment in equity securities. The Fund will pay the OTC counterparty a floating rate cash flow and in return receive a cash flow linked to positive performance of the underlying equity security. If the underlying equity security was to experience negative performance during the life of the swap then a further payment would be required from the Fund to the OTC counterparty.

## **Contracts for Difference**

A contract for difference (CFD) is an agreement to pay out cash on the difference between the price of an underlying asset at the point where the contract is entered into and the price of the asset when the contract is closed. In a long CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have increased in value had it been invested in the underlying security or securities (the Fund pays the counterparty if this value declines), plus any dividends that would have been received on those securities. In a short CFD contract, the counterparty agrees to pay the Fund the amount, if any, by which the notional amount of the CFD contract would have decreased in value had it been invested in the underlying security or securities (the Fund pays the counterparty if this value declines). The Fund would also be liable for any dividends that would have been received on those securities

CFDs may be used in circumstances where the Investment Manager feels it is a more efficient way to gain exposure to equity securities that would otherwise be obtained by direct investment in equity securities.

## **Equity Warrants**

A warrant is a security that entitles the holder to buy the underlying stock of an issuing company at a fixed exercise price until the expiry date.

Equity warrants may be used to gain exposure to underlying equity or equity related securities as a more efficient and cheaper alternative to direct investment in that security.

## **STOCK CONNECT SCHEME**

The Fund may invest in China A shares through the Shanghai-Hong Kong Stock Connect scheme and/or the Shenzhen-Hong Kong Stock Connect scheme (collectively, the "Connect Scheme").

The Shanghai-Hong Kong Stock Connect scheme is a securities trading and clearing links program developed by Hong Kong Exchanges and Clearing Limited ("HKEx"), Shanghai Stock Exchange ("SSE") and China Securities Depository and Clearing Corporation Limited ("ChinaClear") and the Shenzhen-Hong Kong Stock Connect scheme is a securities trading and clearing links programme developed by

HKEx, Shenzhen Stock Exchange (“SZSE”) and ChinaClear. The aim of the Connect Scheme is to achieve mutual stock market access between mainland China and Hong Kong.

The Shanghai-Hong Kong Stock Connect scheme enables Hong Kong and overseas investors (including the Fund) to invest in certain eligible China A shares listed on the SSE (“SSE Securities”) through their Hong Kong brokers and a securities trading service company established by The Stock Exchange of Hong Kong Limited (“SEHK”) under the Northbound Trading Link, subject to the rules of the Shanghai-Hong Kong Stock Connect scheme.

The Shenzhen-Hong Kong Stock Connect scheme enables Hong Kong and overseas investors (including the Fund) to invest in certain eligible China A shares listed on the SZSE (“SZSE Securities”) through their Hong Kong brokers and a securities trading service company established by SEHK under the Northbound Trading Link, subject to the rules of the Shenzhen-Hong Kong Stock Connect scheme.

#### Eligible Securities

##### (i) Shanghai-Hong Kong Stock Connect scheme

SSE Securities, as of the date of this Supplement, include all the constituent stocks from time to time of the SSE 180 Index and SSE 380 Index, and all the SSE-listed China A shares that are not included as constituent stocks of the relevant indices but which have corresponding H shares listed on SEHK, except the following:

- (a) SSE-listed shares which are not traded in Renminbi (“RMB”); and
- (b) SSE-listed shares which are included in the “risk alert board” (as described in the listing rules of the SSE).

##### (ii) Shenzhen-Hong Kong Stock Connect scheme

SZSE Securities, as of the date of this Supplement, include all the constituent stocks from time to time of the SZSE Component Index and SZSE Small/Mid Cap Innovation Index which have a market capitalisation of not less than RMB 6 billion, and all the SZSE-listed China A shares which have corresponding H Shares listed on SEHK, except the following:

- (a) SZSE-listed shares which are not traded in RMB; and
- (b) SZSE-listed shares which are included in the “risk alert board” or under delisting arrangement.

At the initial stage of the Shenzhen-Hong Kong Stock Connect scheme, investors eligible to trade shares that are listed on the ChiNext Board of the SZSE (“ChiNext Board”) under Northbound trading will be limited to institutional professional investors (which the Fund will qualify as such) as defined in the relevant Hong Kong rules and regulations.

It is expected that the list of eligible securities will be subject to review.

## Trading Quota

Trading under the Shanghai-Hong Kong Stock Connect scheme and the Shenzhen-Hong Kong Stock Connect scheme is subject to a daily quota ("Daily Quota"). Northbound Shanghai Trading Link under the Shanghai-Hong Kong Stock Connect scheme, Northbound Shenzhen Trading Link under the Shenzhen-Hong Kong Stock Connect scheme, Southbound Hong Kong Trading Link under the Shanghai-Hong Kong Stock Connect scheme and Southbound Hong Kong Trading Link under the Shenzhen-Hong Kong Stock Connect are respectively subject to a separate set of Daily Quota.

The Daily Quota limits the maximum net buy value of cross-boundary trades under each of the Shanghai-Hong Kong Stock Connect scheme and the Shenzhen-Hong Kong Stock Connect scheme each day. The Northbound Daily Quota is currently set at RMB13 billion for each of the Shanghai-Hong Kong Stock Connect scheme and the Shenzhen-Hong Kong Stock Connect scheme.

The Daily Quota may be increased or reduced subject to the review and approval by the relevant PRC regulators from time to time.

SEHK monitors the quota and publishes the remaining balance of the Northbound Daily Quota at scheduled times on the HKEx's website.

## Settlement and Custody

Under the Connect Scheme, The Hong Kong Securities Clearing Company Limited ("HKSCC"), a wholly-owned subsidiary of HKEx, is responsible for the clearing, settlement and the provision of depository, nominee and other related services of the trades executed by Hong Kong market participants and investors.

The China A shares traded through the Connect Scheme are issued in scripless form, so investors will not hold any physical China A shares. Hong Kong and overseas investors who have acquired SSE Securities or SZSE Securities through Northbound trading should maintain the SSE Securities or SZSE Securities with their brokers' or custodians' stock accounts with CCASS (the Central Clearing and Settlement System operated by HKSCC for the clearing securities listed or traded on SEHK).

## Corporate Actions and Shareholders' Meetings

Notwithstanding the fact that HKSCC does not claim proprietary interests in the SSE Securities and SZSE Securities held in its omnibus stock account in ChinaClear, ChinaClear as the share registrar for SSE and SZSE listed companies will still treat HKSCC as one of the shareholders when it handles corporate actions in respect of such SSE Securities and SZSE Securities.

HKSCC will monitor the corporate actions affecting SSE Securities and SZSE Securities and keep the relevant brokers or custodians participating in CCASS ("CCASS participants") informed of all such corporate actions that require CCASS participants to take steps in order to participate in them.

SSE-/SZSE-listed companies usually announce their annual general meeting/extraordinary general meeting information about two to three weeks before the meeting date. A poll is called on all resolutions

for all votes. HKSCC will advise CCASS participants of all general meeting details such as meeting date, time, venue and the number of resolutions.

#### Currency

Hong Kong and overseas investors will trade and settle SSE Securities and SZSE Securities in RMB only. Hence, the Fund will need to use RMB to trade and settle SSE Securities and SZSE Securities.

Further information about the Connect Scheme is available online at the website:

<http://www.hkex.com.hk/eng/csm/chinaConnect.asp?LangCode=en>

The Fund shall be allowed to trade SSE Securities and SZSE Securities through the Northbound Trading Link of the Connect Scheme, subject to applicable rules and regulations issued from time to time.

### **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

Notwithstanding the investment and borrowing restrictions set out in Appendix II with regard to investment in collective investment schemes, the Fund may not invest more than 10% of its Net Asset Value in aggregate in units/shares of collective investment schemes.

### **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

#### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The managers at Polar Capital LLP with prime responsibility for the Fund are

**Xuesong Zhao** - Xuesong joined Polar Capital in May 2012, having spent most of the previous four years working as an investment analyst within the Emerging Market & Asia team at Aviva Investors, where he was responsible for the technology, media and telecom sectors. Prior to that, he worked as a quantitative analyst and risk manager for the emerging market debt team at Pictet Asset Management. He started his career as a financial engineer at Algorithmics, now owned by IBM, in 2005. He holds an MSc in Finance from Imperial College of Science & Technology, a BA (Hons) in Economics from Peking University and has passed all three levels of the CFA and is a CFA charterholder.

**Ben Rogoff** – joined Polar Capital in May 2003. He is joint manager of the Global Technology Fund. Prior to joining Polar Capital, Ben began his career in fund management at CMI, as a global technology analyst. He moved to Aberdeen Asset Managers in 1998 where he spent four years as a senior technology manager. Ben graduated from St Catherine’s College, Oxford in 1995.



**Nick Evans** - joined Polar Capital in September 2007. He has been lead manager of the Global Technology Fund since January 2008. Prior to joining Polar Capital, Nick was head of technology at AXA Framlington Investment Management, where he was lead manager of the AXA Framlington Global Technology Fund and the AXA World Fund (AWF) – Global Technology Fund. Previously he spent 3 years at Hill Samuel Asset Management as a Pan-European investment manager and technology analyst at Hill Samuel Asset Management. Nick has a degree in Economics from Hull University.

### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

### **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading "Statutory and General Information" in the Prospectus. The Net Asset Value of the Fund will be expressed in US Dollar. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases as further detailed in the Articles and the Prospectus) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of "Statutory and General".

### **DIVIDEND POLICY**

#### **Accumulation Share Classes**

It is not the current intention to pay dividends in respect of the Accumulation Share Classes.

### **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes).

## **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

### ***Class R Shares***

There is no minimum subscription requirement in respect of the Class R Shares.

### ***Class I Shares***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

There is no minimum subscription requirement in respect of the Class I Shares.

### ***Class S Shares***

The Class S Shares will only be available to investors who hold at least USD 5 million in the Share Class (subject to the discretion of the Directors to determine otherwise).

The offering of Class S Shares to new investors is now closed.

Following the closing of Class S Shares to new investors, existing holders of Class S Shares may continue to subscribe for Class S Shares **provided** that they do not, at any point, redeem their holding of Class S Shares such that the value of Class S Shares held by them is less than the minimum holding requirement of USD 5 million (subject to the discretion of the Directors to determine otherwise). Any holder of Class S Shares who redeems their holding below the minimum holding requirement will not be permitted to subscribe for Class S Shares at a future date.

The Class S Shares are subject to a minimum subscription and minimum holding requirement of USD 5 million).

The minimum subscription and minimum holding requirement for Class S Shares may be waived or reduced at the sole discretion of the Directors.

The aggregate of an investor's investments in the Class R Shares, Class I Shares and any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

## **SUBSCRIPTIONS**

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the latest Key Investor Information Document for the relevant Share Class prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the current issue of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) is updated periodically and the latest issue will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by post or facsimile so as to be received by the Administrator no later than 5:00pm (Irish Time) on the relevant Dealing Day. The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5:00pm (Irish time) two Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the then current relevant Key Investor Information Document in paper or electronic form) by post, facsimile or telephone order without a requirement to submit original documentation (where applications are made by facsimile or telephone order) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. Applicants will not be entitled to receipt of redemption proceeds until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:-

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

### **Subscription Monies- Method of Payment**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Shares may be redeemed by written application through the Administrator or by telephone order to the Administrator. Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 5422889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day. If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the

redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

No redemption payment will be made from an investor's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:-

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

**Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

**Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

**Timing of Payment**

Redemption proceeds in respect of Shares will be paid within three Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

**Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

**Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

**SWITCHING**

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading "Fees and Expenses" in the Prospectus.

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors' discretion.

### **Investment Management Fees**

#### ***Class R USD Accumulation Shares and Class R Euro Accumulation Shares***

The investment management fee payable in respect of the Class R Accumulation Shares will be accrued daily and will be payable monthly in arrears in an amount which is equivalent to 1.30% per annum of the Net Asset Value of the Class R Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class R Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance



fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of USD 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class R Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class R USD Accumulation Share exceeds the Indexed Net Asset Value per Class R USD Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class R Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R USD Accumulation Share is calculated by adjusting the Net Asset Value per Class R USD Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R USD Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class R USD Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class R USD Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I USD Accumulation Shares, Class I Euro Accumulation Shares and Class I GBP Accumulation Shares***

The investment management fee payable in respect of the Class I Accumulation Shares will be accrued daily and will be payable monthly in arrears in an amount which is equivalent to 0.80% per annum of the Net Asset Value of the Class I Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class I Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance

fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of USD 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class I Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class I USD Accumulation Share exceeds the Indexed Net Asset Value per Class I USD Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class I Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class I USD Accumulation Share is calculated by adjusting the Net Asset Value per Class I USD Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I USD Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I USD Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class I USD Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class S USD Accumulation Shares, Class S Euro Accumulation Shares and Class S GBP Accumulation Shares***

The investment management fee payable in respect of the Class S Accumulation Shares will be accrued daily and will be payable monthly in arrears in an amount which is equivalent to 0.50% per annum of the Net Asset Value of the Class S Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

*Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee attributable to the Class S Accumulation Shares. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance

fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of USD 10 shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class S Accumulation Shares shall be equal in aggregate to 10 per cent of the amount by which the Net Asset Value per Class S USD Accumulation Share exceeds the Indexed Net Asset Value per Class S USD Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class S Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class S USD Accumulation Share is calculated by adjusting the Net Asset Value per Class S USD Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S USD Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class S USD Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class S USD Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### **Establishment Expenses**

All fees and expenses relating to the establishment of the Fund (including listing costs), and the fees of the advisers to the Company, who are involved in the establishment of the Fund, will be borne by the Fund and amortised over the first five years of the Fund or such other period as the Directors may determine. If the effect of this accounting treatment becomes material in the future and there is a requirement to write off the amortised balance of establishment and organisational costs, the Directors will reconsider this policy. The establishment expenses are expected to amount to approximately €25,000. An element of such establishment costs may be payable to the Investment Manager in respect of costs incurred by the Investment Manager in respect of the establishment of the Fund.

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus, to include “Risks associated with the Connect Scheme”.

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November , 2018 (the “Prospectus”), accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **EMERGING MARKET STARS FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER, 2018**

## DEFINITIONS

“Business Day”	a day on which banks and stock exchanges/markets are open for normal banking business in Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Central Bank”	Central Bank of Ireland.
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Index”	<p>MSCI Emerging Market Net Total Return USD Index (Bloomberg: NDUEEGF)</p> <p>The MSCI Emerging Market Net Total Return USD Index, as currently constituted, is a free float-adjusted market capitalization index that is designed to measure equity market performance of emerging markets. The Index is quoted in US dollar. Further information can be found on <a href="http://www.msci.com">www.msci.com</a>.</p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Emerging Market Stars Fund being the Class R US Dollar Shares, the Class R Sterling Shares, the Class R Euro Shares, the Class I US Dollar Shares, the Class I Sterling Shares, the Class I Euro Shares, Class S US Dollar Shares, the Class S Sterling Shares and the Class S Euro Shares.
“Valuation Point”	the close of business in the relevant markets on the Dealing Day.

**EMERGING MARKET STARS FUND**  
**(the “Fund”)**

**INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (terminated), the Emerging Markets Income Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund, the Asian Stars Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Shares have been admitted to the Official List and trading on the Main Securities Market.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

The base currency of the Fund is USD.

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

**An investment in the Fund should be viewed as medium to long term.**

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate the level of volatility that is generally associated with an emerging market equity fund, i.e. susceptible to market movements and fluctuations, and believe that the investment is suitable for them based upon investment objectives and financial needs.

## **INVESTMENT OBJECTIVE**

The Fund's investment objective is to achieve long term capital growth.

## **INVESTMENT POLICIES**

The Fund will seek to achieve its investment objective by primarily investing in a diversified portfolio of equity securities and equity related securities of, or relating to companies, which are domiciled, or exercise the predominant part of their economic activity, in emerging markets. The Fund is not expected to invest more than 30% of its Net Asset Value in securities issued by companies outside of the emerging markets.

The securities in which the Fund will invest will include transferable securities, such as shares, equities, equity warrants, preferred shares, shares in collective investment schemes with investment policies that are consistent with the Fund's investment objective and securities convertible into shares, which may be listed on a Regulated Market or unlisted (subject to a limit of 10% of the Net Asset Value of the Fund in unlisted securities) and issued by companies.

The Fund may invest in Russian domestically traded securities. However, it is not anticipated that such an investment will exceed 10% of the Net Asset Value of the Fund and investment in securities traded on Russian markets will only be made in equity securities which are listed and/or traded on the Moscow Exchange.

The Fund may invest in and have direct access to China A shares listed on the Shanghai Stock Exchange via the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect Schemes (as further described in the sub-section headed "Shanghai-Hong Kong Stock Connect Scheme and Shenzhen-Hong Kong Stock Connect Scheme" in the Prospectus). Exposure to China A shares through the Connect Schemes will not be more than 40% of the Fund's Net Asset Value.

The Fund may indirectly gain access to China A Shares by purchasing equity-related instruments, participation notes and participatory certificates.

The Fund may invest no more than 10% of the Fund's Net Asset Value in aggregate in shares of open-ended collective investment schemes, which include UCITS or AIF exchange traded funds ("ETFs") which are considered to be collective investment schemes. The Fund may invest in ETFs for the purpose of gaining indirect exposure to the equity securities comprised in the indices tracked by the ETFs in which the Fund may invest. It is intended that the ETFs in which the Fund may invest will be listed on a Regulated Market, and will be domiciled in, or have exposure to, emerging markets. Investment in AIF ETFs which are considered by the Investment Manager to be transferable securities will be in accordance with the requirements of the Central Bank.

The Fund may also invest in Global, American and European depository receipts for the purpose of gaining exposure to underlying equity securities.

The financial derivative instruments which the Fund may utilise include futures, forwards, options (the Investment Manager may write put options and covered call options but will not write uncovered call



options), contracts for difference, swaps and securities with embedded derivatives or elements of derivative exposure including, but not limited to, equity warrants and structured notes, such as P-Notes (which will not be leveraged), for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk or to obtain in a more efficient way exposure that would otherwise be obtained by direct investment in securities in accordance with the investment objective and policies above, and as further detailed below. The leveraged 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 commitment approach in accordance with the Regulations.

Futures, forwards, options, contracts for difference and swaps may be used to hedge against downward movements in the value of the Fund's portfolio, either by reference to specific securities (i.e. equity or equity related securities) or markets to which the Fund may be exposed. These derivative instruments may also be used to gain or reduce the Fund's exposure to equity or equity related securities or markets on a short or medium term basis where it is more efficient to use derivatives for this purpose, or to gain indirect exposure to equity or equity related securities where the Investment Manager feels that such use of financial derivative instruments is in the best interests of the Fund.

Transferable securities with embedded derivatives or elements of derivative exposure, such as equity warrants and structured notes such as P-Notes (which will not be leveraged) may be used to gain exposure to underlying equity or equity related securities as a more efficient and cheaper alternative to direct investment in that security.

**Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts.**

### **Investment Approach**

The Investment Manager's investment approach focuses primarily on fundamental bottom-up stock selection with top-down macro-economic research and analysis.

#### ***Top down analysis***

The Investment Manager seeks to identify growth opportunities by looking at global growth expectations, demand drivers, supply drivers (including those which impact changes in supply), macroeconomic trends (such as social demographic trends, monetary and fiscal policy, government models, and competitiveness) and factors impacting company valuations to establish a dynamic understanding of the economic backdrop to the investment universe.

#### ***Bottom up analysis***

The Investment Manager's research efforts are directed towards detailed analysis of a company's specific strategic position and opportunities within its industry with a view to establishing its potential for future Economic Value Add ("EVA"). The Investment Manager looks to identify companies with the

capability to generate a high, and growing level, of EVA in the future (identified over the medium to long term investment horizon).

Having established a company's opportunity for growth, its competitive position and its potential to create EVA, the Investment Manager uses a proprietary valuation model to identify its expected level of future EVA creation and its expected market value in relation to its current price.

The Investment Manager's process incorporates quantitative and qualitative analysis of environmental, societal and governance policies, performance, practices and impacts. The Investment Manager quantitative analysis (exclusionary screening) to avoid companies involved in activities deemed unacceptable or controversial from an environmental, societal and governance perspective, and uses qualitative methods (external research and internal analysis) to identify companies which can demonstrate continual improvement from an environmental, societal and governance perspective.

### ***Portfolio Construction***

The Fund will be well diversified, with a low concentration in individual holdings and typically between 45 and 65 stocks across the portfolio of the Fund.

Active risk control is an integral part of the investment process and is incorporated into every stage of portfolio construction.

### ***Sell Disciplines***

While the Investment Manager's investment philosophy dictates a long-term investment horizon, the reasons for holding a stock are constantly reviewed and the Investment Manager maintains a strict sell discipline in order to manage overall Fund risk. The Investment Manager looks to sell stocks primarily for one of the following reasons:

- Valuation has become extended
- Management disappointment – either in terms of poor results or a change in strategy
- Changes in fundamentals – either at corporate, sector or country level
- Better opportunities identified elsewhere on a relative basis

## **SECURITIES FINANCING TRANSACTIONS AND EQUITY SWAPS**

The Fund may utilise equity swaps where the underlying exposure to the listed equity is not possible or cost effective. The types of assets that will be subject to equity swaps will be equity securities or an equity index.

The maximum exposure of the Fund in respect of equity swaps shall be a maximum gross exposure of 100%. Whilst it is not intended that swaps will form a material part of the Fund, in the event there was a prohibition imposed in respect of direct investment in equity securities of emerging markets, the Fund may in that instance be significantly invested in equity swaps. Accordingly, the net exposure may be within the range 0% to 100% of the Net Asset Value of the Fund.

Further details are set out in the Prospectus under the headings “Securities Financing Transactions and Equity Swaps”, “Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management” and “Counterparty Selection Process”.

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The individual manager at Polar Capital LLP with prime responsibility for the Fund is Jorry Rask Nøddekær.

**Jorry Rask Nøddekær** – joined Polar Capital in June 2018. He is manager of the Emerging Market Stars Fund. Prior to joining Polar Capital, Jorry worked at various firms including Nordea Investment Management, Danske Capital, F&C Investment Management, New Star Asset Management and BankInvest Asset Management. Jorry studied at Aarhus University in Denmark where he gained an MSc in economics and finance.

### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company’s assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the Prospectus. The Net Asset Value of the Fund will be expressed in US Dollars. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.

## **DIVIDEND POLICY**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund will maintain a policy of the declaration and/or reporting of an annual dividend in respect of each of the Fund's Share Classes.

Any dividend declared by the Fund will be paid only out of the Fund's net investment income return for an accounting period (i.e. the dividends, interest or other income earned by the Fund on its investments in that period less the Fund's expenses attributable to that period). Any dividend declared in respect of an accounting period will normally be paid in January of the year following that accounting period. Any dividend paid on a Share that is unclaimed by the relevant Shareholder will not earn interest; and if that dividend is not claimed within six years of its declaration it shall be forfeited and shall be escheated for the benefit of the Fund.

Dividends payable to Shareholders will be reinvested at the time such dividends are paid by subscription for further Shares, unless Shareholders specifically request that dividends be paid in cash. Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed "Operation of Umbrella Cash Account".

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution, unless a Shareholder elects to receive dividends in cash.

Distribution entitlements of US\$100 or more will, unless instructions to the contrary are received from the Shareholder at least twenty-one days before the date on which the dividend is to be paid, be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution.

Any such reinvestment of a Shareholder's dividend entitlement will be made, on the relevant dividend payment date, by the Directors acting as nominee and agent for and for the account of the Shareholder concerned in their receipt of the Shareholder's income and in their payment of such income to the Company in subscription for further Shares. If a Shareholder's dividends are reinvested, there is no preliminary charge payable on the reinvestment.

A Shareholder who elects to receive dividends in cash will be deemed to have made a similar election in respect of any further Shares acquired by the Shareholder until the Shareholder revokes the election.

## **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes). As explained above under "Dividend Policy", the directors intend that the Fund should make an annual dividend payment to Shareholders out of the investment income earned by the Fund each year.

## **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

### ***Class R US Dollar Shares, Class R Sterling Shares and Class R Euro Shares***

There is no minimum subscription or minimum holding requirement for the Class R US Dollar Shares, the Class R Sterling Shares or the Class R Euro Shares.

### ***Class I US Dollar Shares, Class I Sterling Shares, Class I Euro Shares***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

There is no minimum subscription or minimum holding requirement for the Class I US Dollar Shares, the Class I Sterling Shares or the Class I Euro Shares.

### ***Class S US Dollar Shares, Class S Sterling Shares, Class S Euro Shares***

The Class S Shares will only be available to investors who hold at least USD 5 million in the Share Class (subject to the discretion of the Directors to determine otherwise).

It is intended that the Class S Shares will be closed to new investors upon the receipt of subscription monies into the Fund totalling USD 500 million (subject to the discretion of the Directors to determine otherwise).

Following the closing of Class S Shares to new investors, existing holders of Class S Shares may continue to subscribe for Class S Shares **provided** that they do not, at any point, redeem their holding of Class S Shares such that the value of Class S Shares held by them is less than the minimum holding requirement of USD 5 million (subject to the discretion of the Directors to determine otherwise). Any holder of Class S Shares who redeems their holding below the minimum holding requirement will not be permitted to subscribe for Class S Shares at a future date.

The Class S US Dollar Shares, the Class S Sterling Shares and the Class S Euro Shares are each subject to a minimum subscription and minimum holding requirement of US\$5 million (or its foreign currency equivalent).

The aggregate of an investor's investments in the Class R and/or Class I Shares, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class S Shares may be waived or reduced at the sole discretion of the Directors.

## **SUBSCRIPTIONS**

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day (in exceptional circumstances only the Directors may determine to accept applications for Shares after the stated cut-off provided such applications are received prior to 11.59pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day). The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) two Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) in writing, by facsimile, by telephone or such other electronic means as may be determined by the Company from time to time and agreed with the Administrator in accordance with the requirements of the Central Bank without a requirement to submit original documentation (where applications are made by facsimile, telephone order or such other electronic means) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;

- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and written ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused, and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

### **Method of Payment of Subscription Monies**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.



## **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request.

Redemption requests may be made in writing, by facsimile, by telephone or such other electronic means as may be determined by the Company from time to time and agreed with the Administrator in accordance with the requirements of the Central Bank and should contain such information as may be specified by the Directors or their delegate.

Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day (in exceptional circumstances only the Directors may determine to accept applications for Shares after the stated cut-off provided such applications are received prior to 11.59pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day). If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

Redemption requests will only be accepted 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's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

## **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within three Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

## **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

## **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## **SWITCHING**

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### **Investment Management Fees**

#### ***Class R US Dollar Shares, Class R Sterling Shares and Class R Euro Shares***

The investment management fee payable in respect of the Class R US Dollar Shares, the Class R Sterling Shares and the Class R Euro Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.25% per annum of the Net Asset Value of the Class R US Dollar Shares, the Class R Sterling Shares and the Class R Euro Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The initial issue price of 10 US Dollars shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class R US Dollar Shares, Class R Sterling Shares and Class R Euro Shares shall be equal in aggregate to 10% of the amount by which the Net Asset Value per Class R US

Dollar Share exceeds the Indexed Net Asset Value per Class R US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar Shares, Class R Sterling Shares and Class R Euro Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R US Dollar Share is calculated by adjusting the Net Asset Value per Class R US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value..

The performance fee is only payable when the Class R US Dollar Shares outperform the Index. If, during a performance fee period, the performance of the Class R US Dollar Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class I US Dollar Shares, Class I Sterling Shares and Class I Euro Shares***

The investment management fee payable in respect of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of 10 US Dollars shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee payable in respect of the Class I US Dollar Shares, the Class I Sterling Shares and the Class I Euro Shares shall be equal in aggregate to 10% of the amount by which the Net Asset Value per Class I US Dollar Share exceeds the Indexed Net Asset Value per Class I US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Shares, Class I Sterling Shares and Class I Euro Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class I US Dollar Share is calculated by adjusting the Net Asset Value per Class I US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value..

The performance fee is only payable when the Class I US Dollar Shares outperforms the Index. If, during a performance fee period, the performance of the Class I US Dollar Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

#### ***Class S US Dollar Shares, Class S Sterling Shares and Class S Euro Shares***

The investment management fee payable in respect of the Class S US Dollar Shares, the Class S Sterling Shares and the Class S Euro Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.375% per annum of the Net Asset Value of the Class S US Dollar Shares, the Class S Sterling Shares and the Class S Euro Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of 10 US Dollars shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee payable in respect of the Class S US Dollar Shares, the Class S Sterling Shares and the Class S Euro Shares shall be equal in aggregate to 10% of the amount by which the Net Asset Value per Class S US Dollar Share exceeds the Indexed Net Asset Value per Class S US Dollar Share as at the Payment Date multiplied by the weighted average number of total Class S US Dollar Shares, Class S Sterling Shares and Class S Euro Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class S US Dollar Share is calculated by adjusting the Net Asset Value per Class S US Dollar Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S US Dollar Share shall be calculated before the deduction of any unrealised performance fee and will have any relevant distributions added back into the Net Asset Value..

The performance fee is only payable when the Class S US Dollar Shares outperforms the Index. If, during a performance fee period, the performance of the Class S US Dollar Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### **Establishment Expenses**

All fees and expenses relating to the establishment of the Fund (including listing costs), and the fees of the advisers to the Company, who are involved in the establishment of the Fund, will be borne by the Fund and amortised over the first five years of the Fund or such other period as the Directors may determine. If the effect of this accounting treatment becomes material in the future and there is a requirement to write off the amortised balance of establishment and organisational costs, the Directors will reconsider this policy. The establishment expenses are expected to amount to approximately USD 25,000. An element of such establishment costs may be payable to the Investment Manager in respect of costs incurred by the Investment Manager in respect of the establishment of the Fund.

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus, to include “Risks associated with Investments in the PRC” and “Risks associated with the Connect Scheme”.



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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November 2018 (the “Prospectus”), accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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## **ASIAN STARS FUND**

(a Fund of Polar Capital Funds public limited company)

## **SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER, 2018**

## DEFINITIONS

“Business Day”	a day on which banks and stock exchanges/markets are open for normal banking business in Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Central Bank”	Central Bank of Ireland.
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Euronext Dublin”	the Irish Stock Exchange plc trading as Euronext Dublin.
“Index”	<p>MSCI AC Asia ex Japan Total Return USD Index (Bloomberg: NDUECAXJ Index)</p> <p>The MSCI AC Asia ex Japan Total Return USD Index, as currently constituted, captures large and mid-cap representation across two of three developed markets countries (including Hong Kong and Singapore but excluding Japan) and nine emerging markets countries (including China, India, Indonesia, Korea, Malaysia, Pakistan, the Philippines, Taiwan and Thailand) in Asia. With 646 constituents as of the date of this Supplement, the index covers approximately 85% of the free float adjusted market capitalization in each country. Further details of the Index can be found at <a href="http://www.msci.com">www.msci.com</a>.</p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the Asian Stars Fund being the Class R US Dollar Accumulation Shares, the Class R Sterling Accumulation Shares, the Class R Euro Accumulation Shares, the Class I US Dollar Accumulation Shares, the Class I Sterling Accumulation Shares, the Class I Euro Accumulation Shares, Class S US Dollar Accumulation Shares, the Class S Sterling Accumulation Shares and the Class S Euro Accumulation Shares.
“Valuation Point”	close of business in the relevant markets on the Dealing Day.

**ASIAN STARS FUND**  
**(the “Fund”)**

**INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund.

As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (which has terminated), the Emerging Markets Income Fund, the Emerging Market Stars Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (which has terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (which has terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund and the China Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

Application has been made to Euronext Dublin for the Class R US Dollar Accumulation Shares, the Class R Sterling Accumulation Shares, the Class R Euro Accumulation Shares, the Class I US Dollar Accumulation Shares, the Class I Sterling Accumulation Shares, the Class I Euro Accumulation Shares, Class S US Dollar Accumulation Shares, the Class S Sterling Accumulation Shares and the Class S Euro Accumulation Shares to be admitted to the Official List and trading on the Main Securities Market. The Shares are expected to be admitted to the Official List and trading on the Main Securities Market on or about 1<sup>st</sup> October, 2018. The Directors do not anticipate that an active secondary market will develop in the Shares.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

The base currency of the Fund is USD.

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

**An investment in the Fund should be viewed as medium to long term.**

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate the level of volatility that is generally associated with an equity fund, i.e. susceptible to market movements and fluctuations, and believe that the investment is suitable for them based upon investment objectives and financial needs.

## **INVESTMENT OBJECTIVE**

The Fund's investment objective is to achieve long term capital growth.

## **INVESTMENT POLICIES**

The Fund will seek to achieve its investment objective by primarily investing in a diversified portfolio of equity securities and equity related securities of, or relating to companies, which are domiciled, or exercise the predominant part of their economic activity, in Asian developed and emerging markets. The Fund will generally not invest more than 30% of its Net Asset Value in securities issued by companies in Japan or outside of Asia (such as Australia and New Zealand).

The securities in which the Fund will invest will include transferable securities, to include shares, equities, equity warrants, preferred shares, shares in collective investment schemes with investment policies that are consistent with the Fund's investment objective and securities convertible into shares, which may be listed on a Regulated Market or unlisted (subject to a limit of 10% of the Net Asset Value of the Fund in unlisted securities) and issued by companies.

The Fund may invest in Russian domestically traded securities. However, it is not anticipated that such an investment will exceed 10% of the Net Asset Value of the Fund and investment in securities traded on Russian markets will only be made in equity securities which are listed and/or traded on the Moscow Exchange.

The Fund may invest in and have direct access to China A shares listed on the Shanghai Stock Exchange via the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect Schemes (as further described in the sub-section headed “Shanghai-Hong Kong Stock Connect Scheme and Shenzhen-Hong Kong Stock Connect Scheme” in the Prospectus). The Fund may be significantly invested via the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect Schemes.

The Fund may indirectly gain access to China A Shares by purchasing equity-related instruments, participation notes and participatory certificates.

The Fund may invest directly in Indian equities (and if necessary, will register as a foreign portfolio investor in India for the purpose) or may invest indirectly by purchasing equity-related instruments, participation notes and participatory certificates.

The Fund may invest no more than 10% of the Fund's Net Asset Value in aggregate in shares of open-ended collective investment schemes, which include UCITS or AIF exchange traded funds (“ETFs”)

which are considered to be collective investment schemes. The Fund may invest in ETFs for the purpose of gaining indirect exposure to the equity securities comprised in the indices tracked by the ETFs in which the Fund may invest. It is intended that the ETFs in which the Fund may invest will be listed on a Regulated Market, and will be domiciled in, or have exposure to, Asian developed and emerging markets. Investment in AIF ETFs which are considered by the Investment Manager to be transferable securities will be in accordance with the requirements of the Central Bank.

The Fund may also invest in Global, American and European depository receipts for the purpose of gaining exposure to underlying equity securities.

The financial derivative instruments which the Fund may utilise include futures, forwards, options (the Investment Manager may write put options and covered call options but will not write uncovered call options), contracts for difference, equity swaps and securities with embedded derivatives or elements of derivative exposure including, but not limited to, equity warrants and structured notes, such as P-Notes (which will not be leveraged), for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk, to obtain in a more efficient way exposure that would otherwise be obtained by direct investment in securities in accordance with the investment objective and policies above, and as further detailed below, or in instances where a direct exposure to the underlying security is not possible. The leveraged 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 commitment approach in accordance with the Regulations.

Futures, forwards, options, contracts for difference and equity swaps may be used to hedge against downward movements in the value of the Fund's portfolio, either by reference to specific securities (i.e. equity or equity related securities) or markets to which the Fund may be exposed. These derivative instruments may also be used to gain or reduce the Fund's exposure to equity or equity related securities or markets on a short or medium term basis where it is more efficient to use derivatives for this purpose, or to gain indirect exposure to equity or equity related securities where the Investment Manager feels that such use of financial derivative instruments is in the best interests of the Fund.

Transferable securities with embedded derivatives or elements of derivative exposure, to include equity warrants and structured notes to include P-Notes (which will not be leveraged) may be used to gain exposure to underlying equity or equity related securities as a more efficient and cheaper alternative to direct investment in that security.

**Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts. Performance may be strongly influenced by movement in FX rates due to the large exposure to non-Base Currency securities.**

### **Investment Approach**

The Investment Manager's investment approach focuses primarily on fundamental bottom-up stock selection with top-down macro-economic research and analysis.

### ***Top down analysis***

The Investment Manager seeks to identify growth opportunities by looking at global growth expectations, demand drivers, supply drivers (including those which impact changes in supply), macroeconomic trends (such as social demographic trends, monetary and fiscal policy, government models, and competitiveness) and factors impacting company valuations to establish a dynamic understanding of the economic backdrop to the investment universe.

### ***Bottom up analysis***

The Investment Manager's research efforts are directed towards detailed analysis of a company's specific strategic position and opportunities within its industry with a view to establishing its potential for future Economic Value Add ("EVA"). The Investment Manager looks to identify companies with the capability to generate a high, and growing level, of EVA in the future (identified over the medium to long term investment horizon).

Having established a company's opportunity for growth, its competitive position and its potential to create EVA, the Investment Manager uses a proprietary valuation model to identify its expected level of future EVA creation and its expected market value in relation to its current price.

The Investment Manager's process incorporates quantitative and qualitative analysis of environmental, societal and governance policies, performance, practices and impacts. The Investment Manager uses quantitative analysis (exclusionary screening) to avoid companies involved in activities deemed unacceptable or controversial from an environmental, societal and governance perspective, and uses qualitative methods (third party research and internal analysis) to identify companies which can demonstrate continual improvement from an environmental, societal and governance perspective.

### ***Portfolio Construction***

The Fund will be well diversified, with a low concentration in individual holdings and typically between 40 and 55 stocks across the portfolio of the Fund.

Active risk control is an integral part of the investment process and is incorporated into every stage of portfolio construction.

### ***Sell Disciplines***

While the Investment Manager's investment philosophy dictates a long-term investment horizon, the reasons for holding a stock are constantly reviewed and the Investment Manager maintains a strict sell discipline in order to manage overall Fund risk. The Investment Manager looks to sell stocks primarily for one of the following reasons:

- Valuation has become extended
- Management disappointment – either in terms of poor results or a change in strategy
- Changes in fundamentals – either at corporate, sector or country level

- Better opportunities identified elsewhere on a relative basis

## **SECURITIES FINANCING TRANSACTIONS AND EQUITY SWAPS**

The Fund may utilise equity swaps where the underlying exposure to the listed equity is not possible or cost effective. The types of assets that will be subject to equity swaps will be equity securities or an equity index. Further details on the underlying of the equity swap will be detailed within the Company's annual report.

The maximum exposure of the Fund in respect of equity swaps shall be a maximum gross exposure of 100%. Whilst it is not intended that swaps will form a material part of the Fund, in the event there was a prohibition imposed in respect of direct investment in equity securities of Asian emerging markets, the Fund may in that instance be significantly invested in equity swaps. Accordingly, the net exposure is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund.

Further details are set out in the Prospectus under the headings "Securities Financing Transactions and Equity Swaps", "Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management" and "Counterparty Selection Process".

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the "Investment Manager") to the Company. The individual manager at Polar Capital LLP with prime responsibility for the Fund is Jorry Rask Nøddekær.

**Jorry Rask Nøddekær** – joined Polar Capital in June 2018. Prior to joining Polar Capital, Jorry worked at various firms including Nordea Investment Management, Danske Capital, F&C Investment Management, New Star Asset Management and BankInvest Asset Management. Jorry studied at Aarhus University in Denmark where he gained an MSc in economics and finance.

### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company's assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the Prospectus. The Net Asset Value of the Fund will be expressed in US Dollars. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.

## **DIVIDEND POLICY**

The Fund will aim to seek capital growth rather than to produce a significant income return for Shareholders. Nonetheless, in order to assist those Shareholders who wish the income return on their investment to be separately identified from its capital growth, the Directors intend that the Fund will maintain a policy of the declaration and/or reporting of an annual dividend in respect of each of the Fund's Share Classes.

Any dividend declared by the Fund will be paid only out of the Fund's net investment income return for an accounting period (i.e. the dividends, interest or other income earned by the Fund on its investments in that period less the Fund's expenses attributable to that period). Any dividend declared in respect of an accounting period will normally be paid in January of the year following that accounting period. Any dividend paid on a Share that is unclaimed by the relevant Shareholder will not earn interest; and if that dividend is not claimed within six years of its declaration it shall be forfeited and shall be escheated for the benefit of the Fund.

Dividends payable to Shareholders will be reinvested at the time such dividends are paid by subscription for further Shares, unless Shareholders specifically request that dividends be paid in cash. Failure by a Shareholder (who has specifically elected to receive dividends in cash) to provide required documentation in connection with anti-money laundering procedures will result in –dividend payments being held in an Umbrella Cash Account until receipt of required documentation. Further details in respect of the operation of the Company's Umbrella Cash Account are set out in the Prospectus under the section headed “Operation of Umbrella Cash Account”.

Any distribution for dividend entitlements of less than US\$100 (or its foreign currency equivalent) in value will automatically be reinvested in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution, unless a Shareholder elects to receive dividends in cash.

Distribution entitlements of US\$100 or more will, unless instructions to the contrary are received from the Shareholder at least twenty-one days before the date on which the dividend is to be paid, be reinvested



in the subscription of further Shares of the class to which the income distribution relates for the account of the Shareholder entitled to that income distribution.

Any such reinvestment of a Shareholder's dividend entitlement will be made, on the relevant dividend payment date, by the Directors acting as nominee and agent for and for the account of the Shareholder concerned in their receipt of the Shareholder's income and in their payment of such income to the Company in subscription for further Shares. If a Shareholder's dividends are reinvested, there is no preliminary charge payable on the reinvestment.

A Shareholder who elects to receive dividends in cash will be deemed to have made a similar election in respect of any further Shares acquired by the Shareholder until the Shareholder revokes the election.

### **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes). As explained above under "Dividend Policy", the directors intend that the Fund should make an annual dividend payment to Shareholders out of the investment income earned by the Fund each year.

### **INITIAL OFFER PERIOD AND PRICE**

The Initial Offer Period for the Class R US Dollar Accumulation Shares, the Class R Sterling Accumulation Shares, the Class R Euro Accumulation Shares, the Class I US Dollar Accumulation Shares, the Class I Sterling Accumulation Shares, the Class I Euro Accumulation Shares, Class S US Dollar Accumulation Shares, the Class S Sterling Accumulation Shares and the Class S Euro

Accumulation Shares shall commence at 9.00am (Irish time) on 17<sup>th</sup> August, 2018 and will close at 5.00pm (Irish time) on 11<sup>th</sup> January, 2019. The Initial Offer Period may be extended or reduced by the Directors with the consent of the Depositary in accordance with the requirements of the Central Bank.

During the Initial Offer Period Class R US Dollar Accumulation Shares, Class R Sterling Accumulation Shares, Class R Euro Accumulation Shares, Class I US Dollar Accumulation Shares, Class I Sterling Accumulation Shares, Class I Euro Accumulation Shares, Class S US Dollar Accumulation Shares, Class S Sterling Accumulation Shares and Class S Euro Accumulation Shares are being offered to investors at USD 10 and the Sterling/Euro currency equivalent of USD 10, depending on the currency of denomination of each Share Class. Thereafter, Class R US Dollar Accumulation Shares, Class R Sterling Accumulation Shares, Class R Euro Accumulation Shares, Class I US Dollar Accumulation Shares, Class I Sterling Accumulation Shares, Class I Euro Accumulation Shares, Class S US Dollar Accumulation Shares, Class S Sterling Accumulation Shares and Class S Euro Accumulation Shares will be offered at the Net Asset Value per relevant Class.

During the initial offer period, subscription monies must be received by the Administrator no later than 5.00pm (Irish time) on 11<sup>th</sup> January, 2019.

#### **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

##### ***Class R US Dollar Accumulation Shares, Class R Sterling Accumulation Shares and Class R Euro Accumulation Shares***

There is no minimum subscription or minimum holding requirement for the Class R US Dollar Accumulation Shares, the Class R Sterling Accumulation Shares or the Class R Euro Accumulation Shares.

##### ***Class I US Dollar Accumulation Shares, Class I Sterling Accumulation Shares, Class I Euro Accumulation Shares***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

There is no minimum subscription or minimum holding requirement for the Class I US Dollar Accumulation Shares, the Class I Sterling Accumulation Shares or the Class I Euro Accumulation Shares.

##### ***Class S US Dollar Accumulation Shares, Class S Sterling Accumulation Shares, Class S Euro Accumulation Shares***

The Class S Shares will only be available to investors who hold at least USD 5 million in the Share Class (subject to the discretion of the Directors to determine otherwise).

It is intended that the Class S Shares will be closed to new investors upon the receipt of subscription monies into the Fund totalling USD 300 million (subject to the discretion of the Directors to determine otherwise).

Following the closing of Class S Shares to new investors, existing holders of Class S Shares may continue to subscribe for Class S Shares **provided** that they do not, at any point, redeem their holding of Class S Shares such that the value of Class S Shares held by them is less than the minimum holding requirement of USD 5 million (subject to the discretion of the Directors to determine otherwise). Any holder of Class S Shares who redeems their holding below the minimum holding requirement will not be permitted to subscribe for Class S Shares at a future date.

The Class S US Dollar Accumulation Shares, the Class S Sterling Accumulation Shares and the Class S Euro Accumulation Shares are each subject to a minimum subscription and minimum holding requirement of USD 5 million (or its foreign currency equivalent).

The aggregate of an investor's investments in the Class R and/or Class I Shares, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class S Shares may be waived or reduced at the sole discretion of the Directors.

## **SUBSCRIPTIONS**

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day (in exceptional circumstances only the Directors may determine to accept applications for Shares after the stated cut-off provided such applications are received prior to 11.59pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day). The

originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Irish time) two Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) in writing, by facsimile, by telephone or such other electronic means as may be determined by the Company from time to time and agreed with the Administrator in accordance with the requirements of the Central Bank without a requirement to submit original documentation (where applications are made by facsimile, telephone order or such other electronic means) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and written ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused, and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

### **Method of Payment of Subscription Monies**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

### **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request. Redemption requests may be made in writing, by facsimile, by telephone or such other electronic means as may be determined by the Company from time to time and agreed with the Administrator in accordance with the requirements of the Central Bank and should contain such information as may be specified by the Directors or their delegate.

Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day (in exceptional circumstances only the Directors may determine to accept applications for Shares after the stated cut-off provided such applications are received prior to 11.59pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day). If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

Redemption requests will only be accepted 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's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

## **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

## **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

## **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

## **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

## **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within three Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

## **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

## **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## **SWITCHING**

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be received by the Administrator by 5.00pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where



- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### **Investment Management Fees**

#### ***Class R US Dollar Accumulation Shares, Class R Sterling Accumulation Shares and Class R Euro Accumulation Shares***

The investment management fee payable in respect of the Class R US Dollar Accumulation Shares, the Class R Sterling Accumulation Shares and the Class R Euro Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.25% per annum of the Net Asset Value of the Class R US Dollar Accumulation Shares, the Class R Sterling Accumulation Shares and the Class R Euro Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the “Payment Date”) where there is a performance fee payable.

The initial issue price of 10 US Dollars shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class R US Dollar Accumulation Shares, Class R Sterling Accumulation Shares and Class R Euro Accumulation Shares shall be equal in aggregate to 10% of the amount by which the Net Asset Value per Class R US Dollar Accumulation Share exceeds the Indexed Net Asset Value per Class R US Dollar Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar Accumulation Shares, Class R Sterling Accumulation Shares

and Class R Euro Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R US Dollar Accumulation Share is calculated by adjusting the Net Asset Value per Class R US Dollar Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R US Dollar Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class R US Dollar Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class R US Dollar Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I US Dollar Accumulation Shares, Class I Sterling Accumulation Shares and Class I Euro Accumulation Shares***

The investment management fee payable in respect of the Class I US Dollar Accumulation Shares, the Class I Sterling Shares and the Class I Euro Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class I US Dollar Accumulation Shares, the Class I Sterling Accumulation Shares and the Class I Euro Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of 10 US Dollars shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee payable in respect of the Class I US Dollar Accumulation Shares, the Class I Sterling Accumulation Shares and the Class I Euro Accumulation Shares shall be equal in aggregate to 10% of the amount by which the Net Asset Value per Class I US Dollar Accumulation Share exceeds the

Indexed Net Asset Value per Class I US Dollar Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Accumulation Shares, Class I Sterling Accumulation Shares and Class I Euro Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class I US Dollar Accumulation Share is calculated by adjusting the Net Asset Value per Class I US Dollar Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I US Dollar Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I US Dollar Accumulation Shares outperforms the Index. If, during a performance fee period, the performance of the Class I US Dollar Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class S US Dollar Accumulation Shares, Class S Sterling Accumulation Shares and Class S Euro Accumulation Shares***

The investment management fee payable in respect of the Class S US Dollar Accumulation Shares, the Class S Sterling Accumulation Shares and the Class S Euro Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.375% per annum of the Net Asset Value of the Class S US Dollar Accumulation Shares, the Class S Sterling Accumulation Shares and the Class S Euro Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of 10 US Dollars shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee payable in respect of the Class S US Dollar Accumulation Shares, the Class S Sterling Accumulation Shares and the Class S Euro Accumulation Shares shall be equal in aggregate to 10% of the amount by which the Net Asset Value per Class S US Dollar Accumulation Share exceeds the Indexed Net Asset Value per Class S US Dollar Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class S US Dollar Accumulation Shares, Class S Sterling Accumulation Shares and Class S Euro Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class S US Dollar Accumulation Share is calculated by adjusting the Net Asset Value per Class S US Dollar Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S US Dollar Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class S US Dollar Accumulation Shares outperforms the Index. If, during a performance fee period, the performance of the Class S US Dollar Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### **Establishment Expenses**

All fees and expenses relating to the establishment of the Fund (including listing costs), and the fees of the advisers to the Company, who are involved in the establishment of the Fund, will be borne by the Fund and amortised over the first five years of the Fund or such other period as the Directors may determine. If the effect of this accounting treatment becomes material in the future and there is a requirement to write off the amortised balance of establishment and organisational costs, the Directors will reconsider this policy. The establishment expenses are expected to amount to approximately USD 25,000. An element of such establishment costs may be payable to the Investment Manager in respect of costs incurred by the Investment Manager in respect of the establishment of the Fund.

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

### **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus, to include "Risks associated with Investments in the PRC" and "Risks associated with the Connect Scheme".

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The Directors of Polar Capital Funds public limited company, whose names appear under the heading “Management and Administration” in the prospectus of the Company dated 30<sup>th</sup> November 2018 (the “Prospectus”), accept responsibility for the information contained in the Prospectus and in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of the information.

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

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**CHINA STARS FUND**

(a Fund of Polar Capital Funds public limited company)

**SUPPLEMENT**

**DATED 30<sup>th</sup> NOVEMBER, 2018**

## DEFINITIONS

“Business Day”	a day on which banks and stock exchanges/markets are open for normal banking business in Dublin and London and/or in any other or further financial centre which the Directors may determine to be relevant for the operations of the Fund on that day (including dealings in foreign exchange and foreign currency deposits).
“Central Bank”	Central Bank of Ireland.
“Dealing Day”	each Business Day (provided always there shall be at least one Dealing Day per fortnight).
“Euronext Dublin”	the Irish Stock Exchange plc trading as Euronext Dublin.
“Index”	<p>MSCI All China Net Total Return USD Index (Bloomberg: M1ACN)</p> <p>The MSCI All China Net Total Return USD Index, as currently constituted, captures large and mid cap representation across Chinese securities listed in China and Hong Kong as well as in the US and Singapore. The Index is comprehensive, aiming to cover the global large and mid cap China equity opportunity set. The Index is quoted in US dollar. Further details of the Index can be found at <a href="http://www.msci.com">www.msci.com</a>.</p>
“Official List and the Main Securities Market”	the Official List and Main Securities Market of Euronext Dublin.
“Share Class” or “Share Classes”	such class of Shares in a Fund as the Directors from time to time designate, the current share classes in respect of the China Stars Fund being the Class R US Dollar Accumulation Shares, the Class R Sterling Accumulation Shares, the Class R Euro Accumulation Shares, the Class I US Dollar Accumulation Shares, the Class I Sterling Accumulation Shares, the Class I Euro Accumulation Shares, Class S US Dollar Accumulation Shares, the Class S Sterling Accumulation Shares and the Class S Euro Accumulation Shares.
“Valuation Point”	close of business in the relevant markets on the Dealing Day.

**CHINA STARS FUND**  
**(the “Fund”)**

**INTRODUCTION**

Polar Capital Funds public limited company (the “Company”) is authorised in Ireland by the Central Bank as a UCITS for the purposes of the Regulations. The Company is an open-ended investment company with variable capital and is structured as an umbrella fund consisting of a number of different funds. Each fund represents a single portfolio of assets, with segregated liability between funds. Each fund may have more than one Share Class allocated to it. A separate portfolio of assets will not be maintained for separate Share Classes within a fund. As at the date of this Supplement the other existing funds of the Company are: the Japan Fund, the Global Technology Fund, the Healthcare Opportunities Fund, the Emerging Markets Growth Fund (which has terminated), the Emerging Markets Income Fund, the Emerging Market Stars Fund, the Global Insurance Fund, the Financial Opportunities Fund, the North American Fund, the Asian Opportunities Fund, the Income Opportunities Fund, the Japan Value Fund, the Global Alpha Fund (which has terminated), the Global Convertible Fund, the Biotechnology Fund, the Healthcare Blue Chip Fund, the UK Absolute Equity Fund, the European Income Fund, the European ex UK Income Fund, the International Alpha Fund (which has terminated), the UK Value Opportunities Fund, the Automation & Artificial Intelligence Fund and the Asian Stars Fund.

**This Supplement forms part of and should be read in conjunction with the general description of the Company contained in the current Prospectus together with the most recent audited annual report and accounts and, if published after such report, a copy of the latest unaudited semi-annual report.**

The Shares have been admitted to the Official List and trading on the Main Securities Market.

As at the date of this Supplement, there are no other Share Classes in the Fund, but additional Share Classes may be added in the future in accordance with the requirements of the Central Bank.

The base currency of the Fund is USD.

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

**An investment in the Fund should be viewed as medium to long term.**

**Profile of a Typical Investor:** Investment in the Fund is suitable only for those persons and institutions for whom such investment does not represent a complete investment program, who understand the degree of risk involved (as detailed in the “Risk Factors” section of the Prospectus and this Supplement), can tolerate the level of volatility that is generally associated with an equity fund, i.e. susceptible to market movements and fluctuations, and believe that the investment is suitable for them based upon investment objectives and financial needs.

## **INVESTMENT OBJECTIVE**

The Fund's investment objective is to achieve long term capital growth.

## **INVESTMENT POLICIES**

The Fund will seek to achieve its investment objective by primarily investing in a diversified portfolio of equity securities and equity related securities of, or relating to companies, which are domiciled, or exercise the predominant part of their economic activity, in The Peoples' Republic of China, Hong Kong and Taiwan (together "Greater China"). The Fund is not expected to invest more than 40% of its Net Asset Value in securities issued by companies outside of Greater China.

The securities in which the Fund will invest will include transferable securities, to include shares, equities, equity warrants, preferred shares, shares in collective investment schemes with investment policies that are consistent with the Fund's investment objective and securities convertible into shares, which may be listed on a Regulated Market or unlisted (subject to a limit of 10% of the Net Asset Value of the Fund in unlisted securities) and issued by companies.

The Fund may invest in and have direct access to China A shares listed on the Shanghai Stock Exchange via the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect Schemes (as further described in the sub-section headed "Shanghai-Hong Kong Stock Connect Scheme and Shenzhen-Hong Kong Stock Connect Scheme" in the Prospectus). The Fund may be significantly invested via the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect Schemes.

The Fund may indirectly gain access to China A Shares by purchasing equity-related instruments, participation notes and participatory certificates.

The Fund may invest no more than 10% of the Fund's Net Asset Value in aggregate in shares of open-ended collective investment schemes, which include UCITS or AIF exchange traded funds ("ETFs") which are considered to be collective investment schemes. The Fund may invest in ETFs for the purpose of gaining indirect exposure to the equity securities comprised in the indices tracked by the ETFs in which the Fund may invest. It is intended that the ETFs in which the Fund may invest will be listed on a Regulated Market, and will be domiciled in, or have exposure to, Greater China. Investment in AIF ETFs which are considered by the Investment Manager to be transferable securities will be in accordance with the requirements of the Central Bank.

The Fund may also invest in Global, American and European depository receipts for the purpose of gaining exposure to underlying equity securities.

The financial derivative instruments which the Fund may utilise include futures, forwards, options (the Investment Manager may write put options and covered call options but will not write uncovered call options), contracts for difference, equity swaps and securities with embedded derivatives or elements of derivative exposure including, but not limited to, equity warrants and structured notes, such as P-Notes (which will not be leveraged), for efficient portfolio management purposes, hedging purposes, to reduce portfolio risk, to obtain in a more efficient way exposure that would otherwise be obtained by direct



investment in securities in accordance with the investment objective and policies above, and as further detailed below, or in instances where a direct exposure to the underlying security is not possible. The leveraged 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 commitment approach in accordance with the Regulations.

Futures, forwards, options, contracts for difference and equity swaps may be used to hedge against downward movements in the value of the Fund's portfolio, either by reference to specific securities (i.e. equity or equity related securities) or markets to which the Fund may be exposed. These derivative instruments may also be used to gain or reduce the Fund's exposure to equity or equity related securities or markets on a short or medium term basis where it is more efficient to use derivatives for this purpose, or to gain indirect exposure to equity or equity related securities where the Investment Manager feels that such use of financial derivative instruments is in the best interests of the Fund.

Transferable securities with embedded derivatives or elements of derivative exposure, to include equity warrants and structured notes to include P-Notes (which will not be leveraged) may be used to gain exposure to underlying equity or equity related securities as a more efficient and cheaper alternative to direct investment in that security.

**Forward foreign exchange contracts will only be used for hedging purposes or to alter the currency exposure of the underlying assets in accordance with the limits set out by the Central Bank. The Fund will not be leveraged as a result of engaging in forward foreign exchange contracts. Performance may be strongly influenced by movement in FX rates due to the large exposure to non-Base Currency securities.**

### **Investment Approach**

The Investment Manager's investment approach focuses primarily on fundamental bottom-up stock selection with top-down macro-economic research and analysis.

#### ***Top down analysis***

The Investment Manager seeks to identify growth opportunities by looking at global growth expectations, demand drivers, supply drivers (including those which impact changes in supply), macroeconomic trends (such as social demographic trends, monetary and fiscal policy, government models, and competitiveness) and factors impacting company valuations to establish a dynamic understanding of the economic backdrop to the investment universe.

#### ***Bottom up analysis***

The Investment Manager's research efforts are directed towards detailed analysis of a company's specific strategic position and opportunities within its industry with a view to establishing its potential for future Economic Value Add ("EVA"). The Investment Manager looks to identify companies with the capability to generate a high, and growing level, of EVA in the future (identified over the medium to long term investment horizon).

Having established a company's opportunity for growth, its competitive position and its potential to create EVA, the Investment Manager uses a proprietary valuation model to identify its expected level of future EVA creation and its expected market value in relation to its current price.

The Investment Manager's process incorporates quantitative and qualitative analysis of environmental, societal and governance policies, performance, practices and impacts. The Investment Manager uses quantitative analysis (exclusionary screening) to avoid companies involved in activities deemed unacceptable or controversial from an environmental, societal and governance perspective, and uses qualitative methods (third party research and internal analysis) to identify companies which can demonstrate continual improvement from an environmental, societal and governance perspective.

### ***Portfolio Construction***

The Fund will be well diversified, with a low concentration in individual holdings and typically between 30 and 50 stocks across the portfolio of the Fund.

Active risk control is an integral part of the investment process and is incorporated into every stage of portfolio construction.

### ***Sell Disciplines***

While the Investment Manager's investment philosophy dictates a long-term investment horizon, the reasons for holding a stock are constantly reviewed and the Investment Manager maintains a strict sell discipline in order to manage overall Fund risk. The Investment Manager looks to sell stocks primarily for one of the following reasons:

- Valuation has become extended
- Management disappointment – either in terms of poor results or a change in strategy
- Changes in fundamentals – either at corporate, sector or country level
- Better opportunities identified elsewhere on a relative basis

## **SECURITIES FINANCING TRANSACTIONS AND EQUITY SWAPS**

The Fund may utilise equity swaps where the underlying exposure to the listed equity is not possible or cost effective. The types of assets that will be subject to equity swaps will be equity securities or an equity index. Further details on the underlying of the equity swap will be detailed within the Company's annual report.

The maximum exposure of the Fund in respect of equity swaps shall be a maximum gross exposure of 100%. Whilst it is not intended that swaps will form a material part of the Fund, in the event there was a prohibition imposed in respect of direct investment in equity securities of Greater China, the Fund may in that instance be significantly invested in equity swaps. Accordingly, the net exposure is likely to remain within the range 0% to 100% of the Net Asset Value of the Fund.

Further details are set out in the Prospectus under the headings “Securities Financing Transactions and Equity Swaps, “Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management” and “Counterparty Selection Process”.

## **INVESTMENT AND BORROWING RESTRICTIONS**

The Company is a UCITS and, accordingly, the Fund is subject to the investment and borrowing restrictions set out in the Regulations. These are set out in detail in Appendix II of the Prospectus.

## **MANAGEMENT AND ADMINISTRATION**

Detailed descriptions of the Directors and service providers to the Company are set out in the Prospectus.

### **Investment Manager**

Polar Capital LLP has been appointed as Investment Manager (the “Investment Manager”) to the Company. The individual manager at Polar Capital LLP with prime responsibility for the Fund is Jorry Rask Nøddekær.

**Jorry Rask Nøddekær** – joined Polar Capital in June 2018. Prior to joining Polar Capital, Jorry worked at various firms including Nordea Investment Management, Danske Capital, F&C Investment Management, New Star Asset Management and BankInvest Asset Management. Jorry studied at Aarhus University in Denmark where he gained an MSc in economics and finance.

### **Administrator and Depositary**

The administrator, registrar, transfer agent and secretary to the Company is Northern Trust International Fund Administration Services (Ireland) Limited.

The Depositary of the Company’s assets is Northern Trust Fiduciary Services (Ireland) Limited.

## **VALUATION OF ASSETS**

The Net Asset Value of the Fund and the Net Asset Value attributable to the Share Classes, as at the Valuation Point, will be calculated by the Administrator in accordance with the requirements of the Articles and full details are set out under the heading “Statutory and General Information” in the Prospectus. The Net Asset Value of the Fund will be expressed in US Dollars. The Net Asset Value as at the Valuation Point on a Dealing Day will be calculated by the Administrator the next Business Day and will normally be available by 5.00pm (Irish Time) the next Business Day.

The value of instruments or securities which are quoted, listed or dealt in on a Regulated Market shall (save in certain specific cases) be the last traded price on such Regulated Market as at the Valuation Point, or the mid-price where no trades occurred on such day. Further details are set out in the Articles of Association and in the Prospectus under the heading of “Statutory and General”.

## **DIVIDEND POLICY**

### **Accumulation Share Classes**

It is not the current intention to pay dividends in respect of the Accumulation Share Classes.

### **UK "OFFSHORE FUNDS" REGIME**

For the purposes of the provisions of UK tax legislation concerning investment in arrangements that are "offshore funds" for UK tax purposes, each Share Class will separately represent such an "offshore fund". In order to protect the position of Shareholders within the scope of UK taxation, the Directors intend that the Company will elect for each Share Class to be treated as a "reporting fund" under those provisions for each of the Fund's accounting periods. On the assumption that the UK tax authorities accept that election, the treatment of each Share Class as a "reporting fund" should mean that any gain accruing to a Shareholder within the scope of UK taxation of chargeable gains on the sale, redemption or other disposal of Shares will be treated, subject to the Shareholder's individual circumstances, as a capital gain rather than as income.

The status of each Share Class as a "reporting fund" will not be dependent on the Fund's distributing any particular part of its income to Shareholders (as was the case under the provisions, commonly known as the "distributor status" rules, in force prior to the commencement of the "reporting funds" regime). Instead, a Shareholder who is within the scope of UK income taxation will generally be liable, subject to the Shareholder's individual circumstances, to UK income tax or corporation tax on the excess (if any) of the Shareholder's pro rata share of the Fund's "reportable income" for an accounting period over the amount of any dividend payment made to the Shareholder by the Fund in respect of that accounting period.

The Fund's "reportable income", for this purpose, means, broadly, the income shown in the Fund's accounts for an accounting period, subject to the addition of certain sums to the Fund's accounts income in specified circumstances (such as where the Fund invests in other entities which constitute "offshore funds" for UK tax purposes). As explained above under "Dividend Policy", the directors intend that the Fund should make an annual dividend payment to Shareholders out of the investment income earned by the Fund each year.

### **MINIMUM SUBSCRIPTION AND MINIMUM HOLDING**

#### ***Class R US Dollar Accumulation Shares, Class R Sterling Accumulation Shares and Class R Euro Accumulation Shares***

There is no minimum subscription or minimum holding requirement for the Class R US Dollar Shares, the Class R Sterling Shares or the Class R Euro Shares.

#### ***Class I US Dollar Accumulation Shares, Class I Sterling Accumulation Shares, Class I Euro Accumulation Shares***

Subject to the discretion of the Company and the Investment Manager (taking into account applicable local regulations), the Class I Shares are for institutional investors or intended for providers of advisory services or discretionary investment management who:

- I. provide advisory services or discretionary investment management; or
- II. have separate fee arrangements with their clients and do not receive or retain trailer fees or any other fee, rebate or payment from the Fund in relation to those services and activities.

There is no minimum subscription or minimum holding requirement for the Class I US Dollar Shares, the Class I Sterling Shares or the Class I Euro Shares.

***Class S US Dollar Accumulation Shares, Class S Sterling Accumulation Shares, Class S Euro Accumulation Shares***

The Class S Shares will only be available to investors who hold at least USD 5 million in the Share Class (subject to the discretion of the Directors to determine otherwise).

It is intended that the Class S Shares will be closed to new investors upon the receipt of subscription monies into the Fund totalling USD 100 million (subject to the discretion of the Directors to determine otherwise).

Following the closing of Class S Shares to new investors, existing holders of Class S Shares may continue to subscribe for Class S Shares **provided** that they do not, at any point, redeem their holding of Class S Shares such that the value of Class S Shares held by them is less than the minimum holding requirement of USD 5 million (subject to the discretion of the Directors to determine otherwise). Any holder of Class S Shares who redeems their holding below the minimum holding requirement will not be permitted to subscribe for Class S Shares at a future date.

The Class S US Dollar Accumulation Shares, the Class S Sterling Accumulation Shares and the Class S Euro Accumulation Shares are each subject to a minimum subscription and minimum holding requirement of USD 5 million (or its foreign currency equivalent).

The aggregate of an investor's investments in the Class R and/or Class I Shares, or any other Share Class(es) that may be established in the future, may be taken into account for the purpose of satisfying the minimum subscription requirement should an investor wish to switch Share Classes in accordance with the switching provisions set out below.

The minimum subscription and minimum holding requirement for Class S Shares may be waived or reduced at the sole discretion of the Directors.

## **SUBSCRIPTIONS**

### **Procedure**

All applicants must complete (or arrange to have completed under conditions approved by the Directors) the application form prescribed by the Directors in relation to the Fund ("Application Form"). An

Application Form is available from the Administrator and sets out the methods by which and to whom the subscription monies should be sent. Application Forms shall (save as determined by the Company) be irrevocable.

Applicants are required to obtain a copy of the Key Investor Information Document for the Fund and its Share Classes prior to subscribing to the Fund. Applicants will be required to represent (which representation will form part of the Application Form) that they have received a copy of the relevant Key Investor Information Document in paper or electronic form. The Key Investor Information Document(s) will be available at [www.polarcapital.co.uk](http://www.polarcapital.co.uk).

Applicants for Shares must send their completed Application Form by mail or facsimile so as to be received by the Administrator no later than 5.00pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day (in exceptional circumstances only the Directors may determine to accept applications for Shares after the stated cut-off provided such applications are received prior to 11.59pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day). The originals of the Application Forms (and supporting documentation in relation to money laundering prevention checks) should be sent promptly by post to arrive as soon as possible after the time for receipt of such application. If the application is received after the designated time it will be held over until the following Dealing Day and Shares will then be issued at the subscription price in respect of that Dealing Day. Subscription monies must be received no later than 5.00pm (Dublin time) two Business Days following the relevant Dealing Day.

Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator (subject to an investor having received a copy of the relevant Key Investor Information Document in paper or electronic form) in writing, by facsimile, by telephone or such other electronic means as may be determined by the Company from time to time and agreed with the Administrator in accordance with the requirements of the Central Bank without a requirement to submit original documentation (where applications are made by facsimile, telephone order or such other electronic means) and such applications should contain such information as may be specified from time to time by the Directors or their delegate.

All subscriptions will be dealt with on a forward pricing basis, i.e. by reference to the subscription price (as determined below) for Shares as at the Valuation Point on the relevant Dealing Day.

Failure to provide the original Application Form by the relevant time may, at the discretion of the Directors, result in the compulsory redemption of the relevant Shares. However, applicants will be unable to redeem Shares on request until the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures) has been received by the Administrator from an investor and the anti-money laundering procedures have been completed. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures). Further, investors will not receive any return on their investment in these circumstances. In addition, failure to promptly provide required anti-money laundering documentation within a reasonable timeframe following an initial subscription may result in subsequent subscriptions being refused.

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

The subscription price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares calculated in respect of the relevant Valuation Point on the relevant Dealing Day and adding thereto such sum as the Directors may consider represents an appropriate figure for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting amount to the nearest two decimal places.

The latest subscription price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

All Shares will be registered and will be issued in inscribed form only. Ownership will be evidenced by entry on the Company's register of Shareholders and written ownership confirmation will be issued to Shareholders.

Fractions of the Shares will, if necessary, be issued to three decimal places. If an applicant requests a whole number of Shares, subscription monies in excess of the amount needed to purchase the Shares will be retained by the Company for the benefit of the Fund.

The Company reserves the right to reject any application in whole or in part at its absolute discretion, in which event the amount paid on application or the balance thereof (as the case may be) will be returned (without interest) as soon as practicable (in the designated currency of the relevant Share Class) at the risk and cost of the applicant.

The Administrator will issue a written confirmation to successful applicants confirming ownership. Once completed applications have been received by the Administrator, they are irrevocable (unless otherwise agreed by the Directors).

Applications for Shares may be refused, and Shares will not be issued until receipt of notification that an applicant's funds have been cleared in the full amount of any subscription. Subject thereto, Shares are deemed to be issued on the relevant Dealing Day.

An initial fee of up to 5 per cent of the subscription price may be payable by applicants for Shares. This fee will be payable at least to the extent that the fees and/or expenses of intermediaries need to be met but may otherwise be waived if and to such extent as the Directors may determine.

The Directors reserve the right from time to time to resolve to close the Fund to new subscriptions either for a specified period or until they otherwise determine. During any such period, Shares will not be available for subscription.

## **Method of Payment of Subscription Monies**

Subscription payments net of all bank charges should be paid by telegraphic transfer to the bank account specified at the time of dealing (except where local banking practices do not allow electronic bank transfers). Other methods of payment are subject to the prior approval of the Administrator. No interest will be paid in respect of payments received in circumstances where the application is held over until the subsequent Dealing Day.

## **Currency of Payment**

Subscription monies are payable in the designated currency of the relevant Share Class of the Fund.

However, the Company may accept payment in such other currencies as the Investment Manager may agree at the prevailing exchange rate quoted by the Company's bankers. The cost and risk of converting currency will be borne by the applicant.

## **REDEMPTIONS**

### **Procedure**

Every Shareholder will have the right to require the Company to redeem his Shares in the Fund on any Dealing Day (save during any period when the calculation of the Net Asset Value is suspended in the circumstances set out in the Prospectus) on furnishing to the Administrator a redemption request.

Redemption requests may be made in writing, by facsimile, by telephone or such other electronic means as may be determined by the Company from time to time and agreed with the Administrator in accordance with the requirements of the Central Bank and should contain such information as may be specified by the Directors or their delegate.

Postal or facsimile instructions for redemption of Shares should be sent to the Administrator at George's Court, 54-62 Townsend Street, Dublin 2, Ireland (Fax No: +353 1 542 2889). Telephone orders may be placed with the Administrator on + 353 1 4345007.

All redemption requests are dealt with on a forward pricing basis, i.e. by reference to the redemption price for Shares as at the Valuation Point on the relevant Dealing Day.

Redemption requests in respect of the Fund must be received by the Administrator by 5.00pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day (in exceptional circumstances only the Directors may determine to accept applications for Shares after the stated cut-off provided such applications are received prior to 11.59pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day). If the redemption request is received after the designated time it will be treated as a request for redemption on the following Dealing Day and Shares will be redeemed at the redemption price for that day. Shares will be redeemed at the redemption price calculated as at the relevant Dealing Day.

Redemption requests will only be accepted 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's holding until the original Application Form and all documentation required by the Administrator (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. Any withheld redemption proceeds will be held in a non-interest bearing account until receipt of the original Application Form and all documentation required by the Administrator (including any documents in connection with anti-money laundering procedures).

Redemption requests shall (save as determined by the Directors) be irrevocable and may be sent by facsimile at the risk of the relevant Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Redemption Price**

The redemption price per Share shall be ascertained by:

- (a) determining the Net Asset Value attributable to the relevant class of Shares as at the relevant Valuation Point and deducting there from such sums as the Directors may consider represents an appropriate provision for Duties and Charges;
- (b) dividing the amount calculated under (a) above by the number of Shares of the relevant class of the Fund in issue at the relevant Valuation Point; and
- (c) adjusting thereto such amount as may be necessary to round the resulting sum to the nearest two decimal places.

The latest redemption price for Shares will be available during normal business hours every Business Day at the office of the Administrator and will be published daily in the Financial Times.

### **Fractions**

Apart from circumstances in which a Shareholder is redeeming his entire holding of Shares in the Fund:

- (a) fractions of Shares will be issued where any part of the redemption monies for Shares represents less than the redemption price for one Share, provided however that fractions shall not be less than 0.001 of a Share; and
- (b) redemption monies representing less than 0.001 of a Share will not be returned to a Shareholder but will be retained by the Company for the benefit of the Fund.

### **Method of Payment**

Redemption payments will be made by electronic transfer to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing, at the risk and expense of the Shareholder.

### **Currency of Payment**

Shareholders will normally be repaid in the designated currency of the relevant Share Class.

### **Timing of Payment**

Redemption proceeds in respect of Shares will be paid within three Business Days after the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator. Redemption payments will not be paid to any party other than the redeeming Shareholder.

In the case of a partial redemption of a Shareholder's holding, the Administrator will advise the Shareholder of the remaining Shares held by him.

### **Compulsory Redemption**

The Company shall have the right to redeem compulsorily any Share at the redemption price or to require the transfer of any Share to a Qualified Holder if in their opinion (i) such Share is held by a person other than a Qualified Holder; or (ii) where the holding of Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Fund or its Shareholders as a whole.

### **Deferred Redemptions**

Where the Company receives in respect of any Dealing Day requests for redemptions which in the aggregate exceed at least 10% of the total number of Shares in issue in that Fund or exceed at least 10% of the Net Asset Value of the Fund on that Dealing Day, the Directors, if in their sole discretion acting in good faith believe it shall be necessary or desirable in order not to prejudice the interests of the Shareholders not making such request, or on the grounds of liquidity or other like reason, may refuse to redeem any Shares in excess of 10% of the total number of Shares in issue in the Fund or in excess of 10% of the Net Asset Value of the Fund. Any request for redemption on such Dealing Day shall be reduced rateably and the redemption requests shall be treated as if they were received on each subsequent Dealing Day until all the Shares to which the original request related have been redeemed. Shares will be redeemed at the redemption price prevailing on the Dealing Day on which they are redeemed.

## **SWITCHING**

Shareholders of a Class within the Fund (the "Original Class") may switch free of any switching charge to another Class(es) within the Fund (the "New Class") in accordance with the formula and procedures specified below.

Switching may be effected by written application to the Administrator on such switching form as may be prescribed by the Directors.

No switches will be made during any period in which the rights of Shareholders to require the redemption of their Shares are suspended. The general provisions on procedures for redemptions (including provisions relating to the redemption fee) will apply equally to switching. Notice of switching must be

received by the Administrator by 5.00pm (Irish time) on the Business Day immediately preceding the relevant Dealing Day (or such later time as the Directors may determine).

The number of Shares to be issued in the New Class will be calculated in accordance with the following formula:

$$A = \frac{B \times C \times D}{E}$$

Where

- A = number of Shares of the New Class to be allocated
- B = number of Shares of the Original Class to be converted
- C = redemption price per Share on the relevant Dealing Day for the Original Class
- D = the currency conversion factor determined by the Administrator
- E = subscription price per Share on the relevant Dealing Day for the New Class

## **FEES AND EXPENSES**

### **General**

The Class of Shares of the Fund on offer pursuant to this Supplement shall bear its attributable proportion of the operating expenses of the Company (including the Fund). These are set out in detail under the heading “Fees and Expenses” in the Prospectus.

### **Subscription of Shares**

A subscription fee of up to 5% of the Net Asset Value per Share may be charged at the Directors’ discretion.

### **Investment Management Fees**

#### ***Class R US Dollar Accumulation Shares, Class R Sterling Accumulation Shares and Class R Euro Accumulation Shares***

The investment management fee payable in respect of the Class R US Dollar Accumulation Shares, the Class R Sterling Accumulation Shares and the Class R Euro Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 1.25% per annum of the Net Asset Value of the Class R US Dollar Accumulation Shares, the Class R Sterling Accumulation Shares and the Class R Euro Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### ***Performance Fee***

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual

will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of 10 US Dollars shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee for the Class R US Dollar Accumulation Shares, Class R Sterling Accumulation Shares and Class R Euro Accumulation Shares shall be equal in aggregate to 10% of the amount by which the Net Asset Value per Class R US Dollar Accumulation Share exceeds the Indexed Net Asset Value per Class R US Dollar Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class R US Dollar Accumulation Shares, Class R Sterling Accumulation Shares and Class R Euro Accumulation Shares in issue on each Dealing Day since the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

The Indexed Net Asset Value per Class R US Dollar Accumulation Share is calculated by adjusting the Net Asset Value per Class R US Dollar Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class R US Dollar Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class R US Dollar Accumulation Shares outperform the Index. If, during a performance fee period, the performance of the Class R US Dollar Accumulation Shares does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

***Class I US Dollar Accumulation Shares, Class I Sterling Accumulation Shares and Class I Euro Accumulation Shares***

The investment management fee payable in respect of the Class I US Dollar Accumulation Shares, the Class I Sterling Accumulation Shares and the Class I Euro Accumulation Shares will be accrued daily and will be payable monthly in arrears, equivalent to 0.75% per annum of the Net Asset Value of the Class I US Dollar Accumulation Shares, the Class I Sterling Accumulation Shares and the Class I Euro Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of 10 US Dollars shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee payable in respect of the Class I US Dollar Accumulation Shares, the Class I Sterling Accumulation Shares and the Class I Euro Accumulation Shares shall be equal in aggregate to 10% of the amount by which the Net Asset Value per Class I US Dollar Accumulation Share exceeds the Indexed Net Asset Value per Class I US Dollar Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class I US Dollar Accumulation Shares, Class I Sterling Accumulation Shares and Class I Euro Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class I US Dollar Accumulation Share is calculated by adjusting the Net Asset Value per Class I US Dollar Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class I US Dollar Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class I US Dollar Accumulation Shares outperforms the Index. If, during a performance fee period, the performance of the Class I US Dollar Accumulation does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

### ***Class S US Dollar Accumulation Shares, Class S Sterling Accumulation Shares and Class S Euro Accumulation Shares***

The investment management fee payable in respect of the Class S US Dollar Accumulation Shares, the Class S Sterling Accumulation Shares and the Class S Euro Accumulation Shares will be accrued daily

and will be payable monthly in arrears, equivalent to 0.375% per annum of the Net Asset Value of the Class S US Dollar Accumulation Shares, the Class S Sterling Accumulation Shares and the Class S Euro Accumulation Shares (before deduction for any accrued performance fees) as at the Valuation Day plus VAT (if any).

#### *Performance Fee*

The Investment Manager, in addition to its investment management fee, is entitled to receive (out of the assets of the Fund) a performance fee. The performance fee will accrue on a daily basis and the accrual will be reflected in the Net Asset Value. The performance fee shall be payable annually on 31 December (the "Payment Date") where there is a performance fee payable.

The initial issue price of 10 US Dollars shall be taken as the starting price for the calculation of the first performance fee payable. The first performance fee period will be the period commencing on the Business Day immediately following the close of the Initial Offer Period and ending on the Payment Date.

The performance fee payable in respect of the Class S US Dollar Accumulation Shares, the Class S Sterling Accumulation Shares and the Class S Euro Accumulation Shares shall be equal in aggregate to 10% of the amount by which the Net Asset Value per Class S US Dollar Accumulation Share exceeds the Indexed Net Asset Value per Class S US Dollar Accumulation Share as at the Payment Date multiplied by the weighted average number of total Class S US Dollar Accumulation Shares, Class S Sterling Accumulation Shares and Class S Euro Accumulation Shares in issue on each Dealing Day since the last performance fee was paid.

The Indexed Net Asset Value per Class S US Dollar Accumulation Share is calculated by adjusting the Net Asset Value per Class S US Dollar Accumulation Share as at the date on which the last performance fee was paid by the comparative performance of the Index since the date on which the last performance fee was paid or at the date of issue of the relevant Shares, whichever is later.

For the purposes of the performance fee calculation, the Net Asset Value per Class S US Dollar Accumulation Share shall be calculated before the deduction of any unrealised performance fee.

The performance fee is only payable when the Class S US Dollar Accumulation Shares outperforms the Index. If, during a performance fee period, the performance of the Class S US Dollar does not exceed the performance of the Index, no performance fee is payable until such unachieved performance is reclaimed.

The Depositary shall verify the calculation of the performance fee as at each Payment Date.

**Where performance fees are payable by the Company, these will be based on net realised and net unrealised gains and losses as at each Payment Date. As a result, performance fees may be paid on unrealised gains which may subsequently never be realised. The performance fee is only payable on the increase over the Indexed Net Asset Value.**

## **Establishment Expenses**

All fees and expenses relating to the establishment of the Fund (including listing costs), and the fees of the advisers to the Company, who are involved in the establishment of the Fund, will be borne by the Fund and amortised over the first five years of the Fund or such other period as the Directors may determine. If the effect of this accounting treatment becomes material in the future and there is a requirement to write off the amortised balance of establishment and organisational costs, the Directors will reconsider this policy. The establishment expenses are expected to amount to approximately USD 25,000. An element of such establishment costs may be payable to the Investment Manager in respect of costs incurred by the Investment Manager in respect of the establishment of the Fund.

Details of the other fees and expenses relating to the Company and Shareholders are set out in the Prospectus.

## **RISK FACTORS**

Potential investors should consider the general risk factors set out in the Prospectus, to include “Risks associated with Investments in the PRC” and “Risks associated with the Connect Scheme”.