

**GMO INVESTMENTS ICAV**

(the “ICAV”)

(a collective asset-management vehicle with segregated liability between sub-funds constituted in Ireland with registration number C155870 and is constituted outside Singapore)

**SINGAPORE PROSPECTUS**

for

**GMO Climate Change Investment Fund  
GMO Resources UCITS Fund**

(the “Funds”)

This Singapore Prospectus incorporates and is not valid without the attached Irish prospectus of the ICAV dated 21 July 2023, as amended by the first supplemental prospectus dated 24 August 2023 (together, the “**Irish Prospectus**”). Unless the context otherwise requires, terms defined in the Irish Prospectus shall have the same meaning when used in this Singapore Prospectus except where specifically provided for by this Singapore Prospectus.

**GMO INVESTMENTS ICAV  
DIRECTORY**

**Registered Office**

78 Sir John Rogerson's Quay  
Dublin 2  
Ireland

**Manager**

Waystone Management Company (IE) Limited  
4th Floor  
35 Shelbourne Road  
Dublin 4  
Ireland

**Investment Adviser**

Grantham, Mayo, Van Otterloo & Co. LLC  
53 State Street, 33<sup>rd</sup> Floor,  
Boston  
Massachusetts 02109  
U.S.A.

**Depository**

State Street Custodial Services (Ireland) Limited  
78 Sir John Rogerson's Quay  
Dublin 2  
Ireland

**Singapore Representative**

GMO Singapore Pte. Limited  
6 Battery Road #34-01  
Singapore 049909

**Auditors**

PricewaterhouseCoopers  
One Spencer Dock  
North Wall Quay  
Dublin 1  
Ireland

**Legal Advisers to the ICAV as to Singapore law**

Allen & Gledhill LLP  
One Marina Boulevard #28-00  
Singapore 018989

**Please refer to the Directory of the Irish Prospectus for further information.**

# GMO INVESTMENTS ICAV

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## GMO INVESTMENTS ICAV

*The collective investment schemes offered in this Singapore Prospectus, i.e. GMO Climate Change Investment Fund and GMO Resources UCITS Fund (each a “Fund” and collectively, the “Funds”), are recognised schemes under the Securities and Futures Act 2001 of Singapore. A copy of this Singapore Prospectus has been lodged with and registered by the Monetary Authority of Singapore (the “MAS”). The MAS assumes no responsibility for the contents of this Singapore Prospectus. Registration of this Singapore Prospectus with the MAS does not imply that the Securities and Futures Act 2001 of Singapore (the “SFA”), or any other legal or regulatory requirements have been complied with. The MAS has not, in any way, considered the investment merits of the schemes.*

### 1. Basic Information

#### 1.1 The ICAV

The ICAV, GMO Investments ICAV, is a collective asset-management vehicle constituted in Ireland. Please refer to the “SUMMARY”, “INTRODUCTION” and “GENERAL” sections of the Irish Prospectus for further information.

It is structured as an umbrella fund offering separate and distinct sub-funds which may from time to time be established by the ICAV. The ICAV currently offers for subscription the sub-funds of the ICAV referred to in paragraph 5.1 of this Singapore Prospectus.

#### 1.2 Date of registration and expiry date of this Singapore Prospectus

This Singapore Prospectus is registered by the MAS on 27 November 2023 and shall be valid for a period of 12 months from the date of the registration of this Singapore Prospectus i.e. up to and including 26 November 2024 and shall expire on 27 November 2024.

#### 1.3 Constituent documents of the ICAV

You may inspect the constituent documents of the ICAV, namely a copy of the Instrument of Incorporation, on request at the address of the Singapore Representative at 6 Battery Road #34-01, Singapore 049909 during usual business hours (subject to such reasonable restrictions and conditions as the Singapore Representative may from time to time impose).

#### 1.4 Disclaimer and other important information

- (a) The directors of the ICAV (“**Directors**”) accept full responsibility for the accuracy of the information set out in this Singapore Prospectus. The Directors confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Singapore Prospectus misleading.
- (b) This Singapore Prospectus does not constitute an offer or solicitation for the purchase of shares in the ICAV, the Funds or a class of the Funds, as the context so requires (“**Shares**”) to any one 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. This Singapore Prospectus may be used only in connection with this offering of Shares by the ICAV or its approved distributors.
- (c) Investment in the Funds requires consideration of the normal risks involved in investment and participation in securities. Details of the risks involved are set out in paragraph 8 of this Singapore Prospectus.

- (d) You should seek independent professional advice to ascertain (i) the possible tax consequences, (ii) the legal requirements, (iii) any foreign exchange restrictions or exchange control requirements which you may encounter under the laws of the countries of your citizenship, residence or domicile, and which may be relevant to your subscription, holding or disposal of Shares, and (iv) should be aware of and observe all applicable laws and regulations of any relevant jurisdiction that may be applicable to you.
- (e) As at the date of this Singapore Prospectus, no application has been made for any of the Funds to be listed on any stock exchange.
- (f) Unless allowed by the ICAV, you should note that you may only purchase Shares from the ICAV's approved distributors. If you purchased Shares through an approved distributor, you may only sell those Shares through the same approved distributor. You should note that Shares are sold in accordance with the provisions of this Singapore Prospectus. Please see paragraph 9 of this Singapore Prospectus for more details.
- (g) Please refer to the "SUMMARY" section and the "TAXATION" of the Irish Prospectus for further information.
- (h) The Shares are capital markets products other than prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).
- (i) You consent and acknowledge that any personal data provided to the ICAV, the Manager, the Singapore Representative and/or other appointed representatives, agents and/or service providers of the ICAV, the Manager, the Singapore Representative and/or each of their affiliates and related corporations ("**Recipients**", each a "**Recipient**"), whether directly or through approved distributors or agents or otherwise collected by or on behalf of a Recipient in connection with the subscription of Shares such as the Depository, including any personal data relating to third party individuals (e.g. beneficial owners, directors or authorised signatories who are natural persons) ("**Data**") may be collected, used and disclosed by a Recipient for the following purposes: (i) updating and maintaining the register of holders of the Shares (the "**Shareholders**" and each a "**Shareholder**"); (ii) processing instructions or trades of investors or persons acting on behalf of investors; (iii) complying with any applicable rules, laws or regulations, regulatory policies, guidelines or industry codes, orders, directions or requests issued by any court, legal or regulatory bodies (whether in Singapore or otherwise) including rules and regulations as set out in the "TAXATION" section of the Irish Prospectus and those relating to anti-money laundering and countering the financing of terrorism and the carrying out of audit checks, surveillance and investigation; (iv) preventing, detecting and investigating crime, offence or unlawful activity including but not limited to fraud, money-laundering, terrorist financing and bribery, and analysing and managing commercial risks; (v) complying with any applicable treaty or agreement with or between Singapore and a foreign jurisdiction; (vi) fulfilling a judgment or order of court or of any other tribunal within Singapore and in an applicable foreign jurisdiction; (vii) providing client-related services, including providing customer support, responding to queries or feedback given by investors or persons acting on behalf of investors, and generating, communicating with and disseminating notices, reports, correspondence, statements, invoices, confirmations and advices to investors or persons acting on behalf of investors; (viii) verifying the identity of investors

or persons acting on behalf of investors; (ix) reviewing and approving investors' account(s), and the conduct of initial and anticipatory credit checks and assessments, relevant checks, ongoing assessment and verification of ongoing credit worthiness and standing; (x) legal claims, actions or proceedings including but not limited to drafting and reviewing documents, obtaining legal advice and facilitating dispute resolution or exercising or enforcing the rights of a Recipient under contract or pursuant to applicable laws and regulations; (xi) administering, operating, processing or managing the Shares of the Funds; (xii) meeting or complying with the Recipient's internal policies and procedures; (xiii) handling feedback, queries or complaints; (xiv) maintaining the security of the Recipient's premises including but not limited to the use of forms of surveillance such as security cameras; (xv) facilitating any proposed or actual business assignment, transfer, participation or sub-participation in any of the Recipient's rights or obligations in respect of the investor's relationship with the Recipient; (xvi) all purposes reasonably related to one or more of the foregoing; and (xvii) conducting general administration in relation to the foregoing.

Where you provide personal data relating to third party individuals to a Recipient, you warrant that the prior consent of such third party individual, which will allow a Recipient to collect, use and disclose that personal data in the manner and for the purposes described above, has been obtained, and consents and acknowledges to all such collection, use and disclosure on behalf of that third party individual.

You consent and acknowledge that Data may be disclosed and transferred to the following parties, in Singapore or in a foreign jurisdiction, for the purposes set out above: (i) any person or entity including government authorities, regulatory bodies, courts and tribunals to whom a Recipient is under an obligation to make disclosure pursuant to any domestic or foreign legal process, legal obligation or regulatory obligation; (ii) related corporations of the Manager; and (iii) any agent, contractor or third party service provider who provides administrative, mailing, data processing, business process, human resource, information technology or other services to a Recipient in connection with the operation of the business of a Recipient or the administration and operation of the Funds.

You undertake to ensure that all information provided to the Recipient is true, accurate and complete and that changes to any such information shall be notified to the Recipient in a timely manner.

- (j) Please also refer to the "Data Protection Notice" section of the Irish Prospectus for further information on the use, transfer and retention of personal data by the ICAV.
- (k) You should note that (a) the Funds may invest in financial derivative instruments ("FDIs") for investment and efficient portfolio management purposes and (b) the net asset value of the Funds may be subject to volatility as a result of their investment policy and/or such use of financial derivative instruments.

### **1.5 Appendix or Appendices to this Singapore Prospectus**

The general provisions which apply to the Funds are set out in the main body of this Singapore Prospectus. The provisions which are specific to each Fund is set out in the Appendix to this Singapore Prospectus relevant to that Fund.

## **2. Management and Administration of the ICAV**

### **2.1 The ICAV**

The ICAV is an Irish collective asset-management vehicle established under the laws of Ireland pursuant to the ICAV Act and the UCITS Regulations. It was established on 28 June 2016 under registration number C155870 and was authorised by the Central Bank of Ireland on 28 October 2016. Its sole object, as set out in Clause 2 of the Instrument of Incorporation and required by Section 6(3)(a) of the ICAV Act, is the collective investment of its funds in property and giving members the benefit of the results of the management of its funds. The ICAV is organised in the form of an umbrella fund with segregated liability between sub-funds. The Instrument of Incorporation provides for separate sub-funds, each sub-fund comprising a separate and distinct portfolio of assets and liabilities. Additional sub-funds may be established by the ICAV with the prior approval of the Central Bank of Ireland. The Instrument of Incorporation provides that the ICAV may offer separate classes of shares, each representing interests in a sub-fund. Further classes of shares may be established in accordance with the requirements of the Central Bank of Ireland.

Please refer to the “INTRODUCTION” and the “ADMINISTRATION OF THE ICAV” sections of the Irish Prospectus for further information.

**Past performance of the ICAV is not necessarily indicative of its future or likely performance.**

### **2.2 Directors and key executives of the ICAV**

The Directors are responsible for managing the business affairs of the ICAV.

**The list of Directors and key executives of the ICAV and their particulars may be changed from time to time without notice.**

#### **Directors**

##### **David Bohan**

Mr. David Bohan is the Chairman of the ICAV’s board of Directors. Since 2003, he has served as legal counsel for the Investment Adviser (as defined below in paragraph 4.2). Prior to joining the Investment Adviser, Mr. Bohan was an attorney at the Boston law firm Goodwin Procter, LLP, beginning in 1996, where his area of expertise was advising clients in the area of investment management. Prior to joining Goodwin Procter he was with the Liberty Mutual Insurance Group from 1988 to 1995. Mr. Bohan earned a J.D. magna cum laude from Suffolk University Law School and a B.S. in Computer Science from the University of Massachusetts at Amherst.

##### **Eimear Cowhey**

Ms. Eimear Cowhey has over 20 years’ experience in the offshore funds industry and currently acts as an independent director to a number of Irish companies and investment funds. From 1999 to 2006 she held various executive positions within The Pioneer Group, including Head of Legal and Compliance and Head of Product Development. From 1992 to 1999 she was Global Fund Director and Head Legal Counsel of Invesco Asset Management. She qualified in 1990 as an Irish solicitor with the Irish law firm William Fry and holds a Bachelor of Civil Law received from University College Dublin in 1986. She also holds a C. Dip. A. F. (Certified Diploma in Accounting and Finance) which was received from the Chartered Association of Certified Accountants in 1989. She is a former Council member and past Chairman of the IFIA and a former member of the IFSC Funds Group, a joint government/industry group to advise the

government of investment fund related matters. Ms. Cowhey lectures at the Law Society of Ireland on Financial Services and Investment Funds law and is a regular conference speaker.

### **Arron Day**

Mr. Arron Day is Chief Executive Officer of GMO UK Limited. He has over 20 years' experience in the investment management industry across a broad range of asset classes and fund structures, specialising in Irish funds. Since joining GMO UK Limited in 2007 he has held a variety of senior positions including Head of Operations and Finance. Prior to joining GMO UK Limited he worked for M&G Investments. Mr. Day earned his B.A. in Business Administration from Anglia Ruskin University and received the SII Diploma in Global Operations Management in 2008.

### **John Fitzpatrick**

Mr. John Fitzpatrick has over 25 years' experience in the management of mutual funds and currently acts as an independent director and consultant in relation to a number of management companies and investment funds. Mr. Fitzpatrick was an Executive Director and Head of Product Development and Technical Sales at Northern Trust Investor Services (Ireland) Limited between 1990 and 2005. Prior to joining Northern Trust, Mr. Fitzpatrick worked for PricewaterhouseCoopers and KPMG, where he specialised in company law and tax planning. He has worked at the senior level in all aspects of the mutual fund industry since 1978. Mr. Fitzpatrick is a chartered member of the Chartered Institute of Securities and Investments.

Please refer to the "MANAGEMENT AND ADMINISTRATION" section of the Irish Prospectus under the sub-heading "The Board of Directors of the ICAV and the Manager" for further information on the Directors.

### **Key Executives**

There are currently no key executives of the ICAV apart from the Directors.

## **2.3 The Manager**

The ICAV has appointed KBA Consulting Management Limited ("**KBA**") as its management company pursuant to a management agreement entered into between the ICAV and KBA (the "**Management Agreement**"). Effective 29 September 2023, KBA has formally merged with Waystone Management Company (IE) Limited ("**WMC**" or the "**Manager**") in accordance with Irish law. There is no change in the service provider or corporate entity and there are no material operating changes as a result of the merger. Post-merger, the surviving entity is WMC.

WMC is domiciled in Ireland. It is regulated in Ireland by the Central Bank of Ireland and has been authorised to act as an Undertakings for Collective Investment in Transferable Securities ("**UCITS**") management company since 2011. WMC will continue to carry out the management, distribution and administration services in respect of the ICAV, under the terms of the Management Agreement. It may, with the written consent of the ICAV, delegate all the powers, duties and discretions exercisable in respect of its obligations under the Management Agreement as it and any delegate may from time to time agree.

The Manager has delegated the investment management responsibilities in respect of the Fund to the Investment Adviser.

In the event that WMC becomes insolvent, the Management Agreement may be terminated by the ICAV upon notice in writing to WMC. The ICAV may then elect to appoint another entity as the management company in accordance with the applicable home laws.

Please refer to the “MANAGEMENT AND ADMINISTRATION” section of the Irish Prospectus under the sub-heading “The Manager” for further information.

**Past performance of the Manager is not necessarily indicative of its future or likely performance.**

## **2.4 Directors and key executives of the Manager**

### **Tim Madigan (Irish Resident) (Independent)**

Mr. Madigan is Independent Non-Executive Chairperson for the Company. He is also Independent Non-Executive Chairperson for Waystone Management (UK) Limited. He serves as an independent non-executive director for a number of investment funds, both Irish-domiciled (UCITS and AIFs) and Luxembourg-domiciled (AIFs), as well as for an Irish cross-border life insurance company (where he also acts as chair of the Audit Committee). He was previously an independent non-executive director of a UK life insurance company (where he also acted as chair of the Risk and Compliance Committee). From 2010 to 2011 Mr. Madigan was finance director of Aviva Investment Management Europe, where he led the set-up of the finance function for Aviva Europe's Dublin based centre of excellence, established to manage treasury assets and investment management mandates. Prior to this, Mr. Madigan was managing director of cross-border life insurance company Aviva Life International from 2006 to 2010. Previously he was finance director for that company. In this role he chaired the Investment Committee as well as leading a strategic review of business in 2009 following the onset of the global financial crisis. He holds a bachelor's degree in Business Studies (Finance) from the University of Limerick, is a Fellow of the Association of Chartered Certified Accountants and is a Certified Investment Fund Director. He served as an elected Council member of the Irish Fund Directors Association from 2016 to 2020.

### **Andrew Bates (Irish Resident) (Independent)**

Mr. Bates is an Independent Non-Executive Director for the Company as well as Chair of its Risk Committee. He currently serves as Chair and non-executive director for a number of Central Bank regulated operating companies and fund product vehicles. Mr. Bates was the Head of the Financial Services practice at Dillon Eustace LLP spending almost 30 years as a legal advisor, working with a wide variety of financial services companies and fund promoters on establishment and authorisation matters, product design contract negotiations, outsourcing, cross border passporting and on various interactions with regulators. Recognised as a leading lawyer in his practice areas by Chambers, by the IFLR 1000 and by the Legal 500, Mr. Bates has also previously serviced as a Council Member of Irish Funds for 3 years. Mr. Bates holds a Diploma in Company Direction from the Institute of Directors, as well as a Bachelor of Civil Law from University College Dublin.

### **Rachel Wheeler (UK Resident)**

Ms. Wheeler is CEO of Global Management Company Solutions at Waystone and Non-Executive Director for the Company. A leading asset management general counsel, Ms. Wheeler brings to Waystone over 20 years of experience in managing legal and regulatory risk and working with the corresponding regulatory bodies. At Waystone, Ms. Wheeler oversees its management companies and MiFID services globally, ensuring that a uniform, best-in-class operational process is applied to all entities within her remit. Ms. Wheeler plays a pivotal role in all operational and strategic matters and works closely with Waystone's leadership team on its growth strategy, including future acquisitions.

Ms. Wheeler joined Waystone from GAM Investments where she served as Group General Counsel and as a member of the Senior Leadership Team. Prior to this, Ms. Wheeler served

as General Counsel at Aviva Investors where she was a member of the Executive Team. Ms. Wheeler has held senior positions in the legal teams of USS Investment Management, Bank of New York Mellon, Gartmore Investment Management and Merrill Lynch Investment Management. Ms. Wheeler began her career as a solicitor in corporate and financial services law at Simmons & Simmons. Ms. Wheeler has a postgraduate diploma in Law and Legal Practice Course from the College of Law, Guildford and a BA (Hons) in History from the University of Wales.

**James Allis (Irish Resident)**

Mr. Allis serves as the European Fund Services Chief Operating Officer and is currently Executive Director for the Company. Mr. Allis has been active in the financial services industry since 2004. He joined Waystone in 2016 and has served for a time as the Company's CEO, Chief Operations Officer and prior to that, as the Designated Person responsible for Operational Risk Management. Mr. Allis has overseen a range of international investment management clients covering both AIFM and UCITS. His remits have covered product development, risk, valuation, due diligence, and audit. Mr. Allis has also been a Board member of Waystone's Irish MiFID firm and has acted as chairperson for the risk committee of the company. Prior to joining Waystone, Mr. Allis worked for Citco Fund Services, Dublin as Senior Account Manager, leading a team to work on a wide array of structures. Mr. Allis holds a Bachelor of Business Studies in Finance and a Masters in International Relations, both from Dublin City University. Mr. Allis was also a member of the Irish Funds Organizational Risk Working Group for over two years and is certified by PRMIA.

**Andrew Kehoe (Irish Resident)**

Mr. Kehoe is the CEO and Executive Director for the Company. At Waystone, he oversees the Irish management company business and works closely with the CEO of Waystone's Global Management Company Solutions and senior management in Waystone's management companies in other jurisdictions to help ensure that a uniform, best in class operational process is applied across all entities and that group strategy is implemented at an Irish level. He is also responsible for Waystone's fund consulting services in Ireland.

Mr. Kehoe has been a lawyer since 2002 and has a broad range of experience at law firms in the U.S. and Ireland. Mr. Kehoe was previously the CEO of KB Associates and, before that, was responsible for both the legal and business development teams at KB Associates. He also previously acted as the CEO of the KB Associates' MiFID distribution firm in Malta. Prior to joining KB Associates, Mr. Kehoe was a managing partner at a New York City law firm and worked as an investment funds solicitor in Dublin. Mr. Kehoe holds a Bachelor of Science in Business from Fairfield University, a Juris Doctor law degree from New York Law School and a Diploma in International Investment Funds from the Law Society of Ireland. He is admitted to the Roll of Solicitors in Ireland, England and Wales, and is a member of the New York, New Jersey and Connecticut Bars.

**Samantha Mevlitt (Irish Resident)**

Ms. Mevlit is the Finance Director of the European Fund Services at the Waystone Group and a Non-Executive Director for the Company. Having joined Waystone in 2016 Ms. Mevlit has been actively involved in numerous acquisitions and restructurings that have supported the Company's growth and continued success. At Waystone, Ms. Mevlit oversees the financial operations of the European entities, which includes its Management Companies and MiFID entities, ensuring that they are operating to the strategy of the management team and that they conform to all the statutory, regulatory and revenue requirements. Ms. Mevlit is a CIMA qualified Chartered Management Accountant and has a Master of Business Studies in Project

Management (Hons) for the Michael Smurfit School of Business and a Bachelor of Business Studies (Hons) from Waterford Institute of Technology.

**Keith Hazley (Irish Resident)**

Mr. Hazley serves as an Executive Director for the Company and is the representative member on both the Investment Committee and Valuation Committee of the Company. He was the Designated Person responsible for Investment Management until October 2022. He brings to the role extensive leadership experience in trading, investment and technology development in the hedge fund industry. Mr. Hazley was previously the Head of Risk at Waystone's Irish MiFID Firm, as well as a Non-Executive Director of Luna Technologies Ltd., a fund administration software company, and Altitude Fund Solutions Limited, a fund portal software company, and a Director of Lambay Fund Services Ltd. He has served as an independent director on several Boards of hedge funds. Mr. Hazley holds a Bachelor of Business Studies degree from Trinity College, Dublin, a Master of Business Administration degree from City of London University and a Diploma in Company Direction, Institute of Directors, London. He is an Approved Principal by the Commodity Futures Trading Commission and a Member of the Institute of Directors in Ireland.

**Key Executives**

There are currently no key executives of the Manager apart from its directors.

## **2.5 The Investment Adviser**

The Manager has delegated the investment management responsibilities in respect of the Funds to Grantham, Mayo, Van Otterloo & Co. LLC (referred herein as the “**Investment Adviser**”).

The Investment Adviser is domiciled in Boston, Massachusetts, United States and has been managing collective investment schemes and discretionary funds since 1977. It is regulated in the United States by the Securities and Exchange Commission.

In the event that the Investment Adviser becomes insolvent, the investment advisory agreement entered into between the Manager, the ICAV and Investment Adviser may be terminated by the Manager upon notice in writing to the Investment Adviser and the ICAV. The Manager may then seek to appoint another entity.

Please refer to the “MANAGEMENT AND ADMINISTRATION” section of the Irish Prospectus under the sub-heading “Investment Adviser” for further information.

**Past performance of the Investment Adviser is not necessarily indicative of its future or likely performance.**

## **2.6 Directors and key executives of the Investment Adviser**

The Investment Adviser’s board of directors has eight members, including those individuals whose sole function at the Investment Adviser is service on the board. The Investment Adviser’s board determines firm-wide direction and holds ultimate firm authority on all matters. Brief biographies for each member of the Investment Adviser’s board of directors are listed below.

### **Stephen Casper**

Mr. Casper is a member of the Investment Adviser’s board of directors. He has more than thirty years’ experience in the financial services industry which includes senior leadership roles at The Rohatyn Group, Vastardis Capital Services, Fischer Francis Trees & Watts, Inc., and the Rockefeller Family Office. He is currently the Lead Independent Director at MarketAxess Holdings and serves on the boards of the KLS Funds, CaringKind, a charity focused on support services for the Alzheimer’s community in New York City, and the Brooklyn Museum, where he is also a member of the Investment Committee. He was previously on the board of the Depository Trust and Clearing Corporation. Mr. Casper holds a B.B.A. from Baruch College of the City University of New York and an M.S. in Finance and Accounting from the Wharton School of Business.

### **Arjun Divecha**

Mr. Divecha is the head and founder of the Investment Adviser’s Emerging Markets Equity team. He is also a member of the Investment Adviser’s board of directors. Prior to joining the Investment Adviser in 1993, he spent 12 years at BARRA directing software development, marketing, client service and emerging markets research and development. Mr. Divecha holds a Bachelor of Technology in Aeronautical Engineering from the Indian Institute of Technology, Bombay and an M.B.A. in Finance from Cornell University.

### **Jeremy Grantham**

Mr. Grantham co-founded the Investment Adviser in 1977 and is a member of the Investment Adviser’s Asset Allocation team, serving as the firm’s long-term investment strategist. He is a member of the Investment Adviser’s board of directors and has also served on the investment boards of several non-profit organizations. Prior to the Investment Adviser’s founding, Mr.

Grantham was co-founder of Batterymarch Financial Management in 1969 where he recommended commercial indexing in 1971, one of several claims to being first. He began his investment career as an economist with Royal Dutch Shell. Mr. Grantham earned his undergraduate degree from the University of Sheffield (U.K.) and an M.B.A. from Harvard Business School. He is a member of the Academy of Arts and Sciences, holds a CBE from the UK and is a recipient of the Carnegie Medal for Philanthropy.

### **Scott Hayward**

Mr. Hayward is the Chief Executive Officer of the Investment Adviser and a member of the Investment Adviser's board of directors. Prior to joining the Investment Adviser in 2017, he served as the Chief Executive Officer and Chairman of Quantitative Management Associates LLC (QMA) for 11 years. Previously, he was the Head of Client Relations at QMA and Jennison Associates (both affiliates of Prudential Financial, Inc.). Prior to joining QMA and Jennison Associates in 2003, Mr. Hayward served as Managing Director, Head of Institutional Client Services and Marketing at J.P. Morgan Asset Management. Prior to that, he was a Vice President and served in a variety of roles in the investment bank, private bank, and corporate divisions at J.P. Morgan & Co. Mr. Hayward earned his BA in Political Science from Boston College.

### **Ben Inker**

Mr. Inker is head of the Investment Adviser's Asset Allocation team and a member of the Investment Adviser's board of directors. He joined the Investment Adviser in 1992 following the completion of his B.A. in Economics from Yale University. In his years at GMO, Mr. Inker has served as an analyst for the Quantitative Equity and Asset Allocation teams, as a portfolio manager of several equity and asset allocation portfolios, as co-head of International Quantitative Equities, and as CIO of Quantitative Developed Equities. He is a CFA charterholder.

### **Peg McGetrick**

Ms. McGetrick is a member of the Investment Adviser's board of directors. Previously, Ms. McGetrick was a founding partner of Liberty Square Asset Management and portfolio manager. In her previous employment with the Investment Adviser from 1984 to 1996, she was a portfolio manager on the International Active Equity team and was also partner of the firm from 1988 through 1997. Ms. McGetrick began her investment career in non-U.S. equities in 1982 as an analyst for The Commonfund for International Investments. She currently serves on the board of Save the Children, where she is also chair of the Investment Committee, and formerly served on the Investment Committees of Partners Healthcare System, Providence College, and The Wheeler School. Ms. McGetrick graduated from Providence College with a Bachelor of Science degree in Psychology and Business Management and holds a Master of Science degree in Finance from Fairfield University.

### **Andrea Muller**

Ms. Muller is a member of the Investment Adviser's board of directors. She is an experienced CEO and financial services executive with a diverse global background in asset management, credit rating, investment banking, and law in addition to significant board and working experience with investment boutiques. She spent most of her career outside of the U.S., including 15 years in Asia and 10 years in Europe, in addition to 8 years in the U.S. Ms. Muller currently serves as a Non-Executive Director on the board of directors at Burford Capital Limited and on Advisory Boards for Forward Risk and Intelligence and the Business Law Scholars Program at Georgetown University Law Center. Previously, she was a member of the Operating

Committee for Principal Global Investors, including as CEO of Asia and Global Head of Institutional Business. Prior to that, she was Head of Asia-Pacific for Fitch Ratings and Managing Director at UBS in both France and Singapore specializing in capital markets and institutional asset management sales. Ms. Muller began her career at Shearman & Sterling, where she was a European partner and worked as a corporate lawyer in both New York and Paris. She has a B.S. from Georgetown University School of Foreign Service, a Masters in European Union Studies from the College of Europe in Belgium, and a J.D. from Georgetown Law Center.

### **Mark Nitzberg**

Dr. Nitzberg is a member of the Investment Adviser's board of directors. He has more than twenty-five years' experience founding, managing, and advising technology-oriented companies. Dr. Nitzberg is currently Executive Director of the Center for Human-Compatible Artificial Intelligence and Head of Strategic Outreach for Berkeley Artificial Intelligence Research at the University of California, Berkeley. He also currently serves in advisory and executive roles for DM Group, Grabango, Akvo Foundation USA, Caruma Technologies, and Cambrian Group. Previously, he was Director of Computer Vision Products at A9, an Amazon subsidiary focused on search engine and search advertising technology, following Amazon's acquisition of The Blindsight Corporation, where Dr. Nitzberg was the founding CEO. Prior to that, he co-founded Smartleaf, a provider of automated portfolio rebalancing and tax optimization solutions for wealth managers, RIAs, broker-dealers, and banks. He also co-founded RapidCare, Inc., and served in leadership roles at Viaweb. Dr. Nitzberg earned his B.A. in Mathematics and Music Composition from the University of Oregon and his Ph.D. in Computer Science from Harvard University.

### **Key Executives**

There are currently no key executives of the Investment Adviser apart from its directors.

### **3. Depositary**

The Depositary is State Street Custodial Services (Ireland) Limited, and is regulated by the Central Bank of Ireland. The Depositary may delegate to third parties any part of its safekeeping functions.

The Depositary has been entrusted with ensuring that the sale, issue, repurchase, redemption and cancellation of Shares are carried out in accordance with the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011, as such may be amended, supplemented or replaced from time to time (the "**UCITS Regulations**"), the Directive, the ICAV Act and the Instrument of Incorporation and that all necessary information in this regard is exchanged between the parties as well as ensuring that the value of the Shares is calculated in accordance with the UCITS Regulations, the Directive and the Instrument of Incorporation.

The Depositary may delegate to third parties any part of its safekeeping functions. The Depositary's liability shall not be affected by any delegation of its functions under the depositary agreement entered into between the ICAV and the Depositary, pursuant to which the Depositary was appointed depositary of the ICAV. Information about the safekeeping functions which have been delegated and the identification of the relevant delegates and sub-delegates are contained in Schedule VI of the Irish Prospectus.

In the event that the Depositary shall be unable to pay its debts as they fall due or go into liquidation or receivership, the depositary agreement may be terminated by the ICAV upon notice in writing to the Depositary. The ICAV would then seek to appoint another entity.

Please refer to the “MANAGEMENT AND ADMINISTRATION” section of the Irish Prospectus under the sub-heading “The Depositary” for further information.

#### **4. Other Parties**

##### **4.1 The Singapore Representative**

The Singapore Representative of the ICAV is GMO Singapore Pte. Limited whose address is at 6 Battery Road #34-01, Singapore 049909. The Singapore Representative carries out or procures the carrying out of certain administrative functions in respect of the Funds in Singapore as required under section 287 of the SFA.

In addition, the Singapore Representative is the ICAV's local agent in Singapore to accept service of process.

##### **4.2 The Registrar**

The registrar of the ICAV is State Street Fund Services (Ireland) (the “**Administrator**”).

A share certificate in respect of Shares will not be issued. The Administrator maintains a register of Shareholders of the ICAV in which all issues, repurchases, conversions and transfers of Shares will be recorded.

If you are a Shareholder, you may inspect relevant extracts relating to your information in the register of Shareholders upon request at the registered address of the Singapore Representative at 6 Battery Road #34-01, Singapore 049909 during usual business hours (subject to such reasonable restrictions as the Singapore Representative may impose). If you have subscribed for Shares through the approved distributors of the ICAV, you may also check with the distributor through whom you subscribe for Shares for further details.

##### **4.3 The Auditors**

The auditors of the ICAV are PricewaterhouseCoopers.

##### **4.4 The Administrator**

The Manager has appointed State Street Fund Services (Ireland) Limited as administrator in respect of the ICAV. The Administrator is responsible for performing the day-to-day administration of the ICAV and for providing fund accounting for the ICAV, including the calculation of the net asset value of the ICAV, the Funds or a class of the Funds (“**Net Asset Value**”) and (in respect of any Shares) the Net Asset Value attributable to the Shares issued in respect of the Funds or a class of the Funds divided by the number of Shares in issue in respect of the Funds or that class of the Funds (the “**Net Asset Value per Share**”) and for providing registration, transfer agency and related services to the ICAV.

Please refer to the “MANAGEMENT AND ADMINISTRATION” section of the Irish Prospectus under the sub-heading “The Administrator” for further information.

#### **5. Structure of the Funds**

##### **5.1 The Funds**

The Funds are sub-funds of the ICAV, an umbrella fund with segregated liability between sub-

funds, each having its own investment objective, focus and approach.

## 5.2 Class(es) of Shares

The ICAV may from time to time establish classes of Shares within the Funds (each a “**Class**” and collectively the “**Classes**”). Each Class of Share may be distinguished on the basis of minimum subscription, currency of denomination, hedging policy, initial and annual charges and applicable distribution policy. A separate pool of assets for each Class within each Fund will not be maintained.

The Classes of Shares in the Funds which are currently available for subscription are set out in the relevant Appendix to this Singapore Prospectus.

Please refer to the “INTRODUCTION” section of the Irish Prospectus for further information on the features of each class.

## 5.3 Distribution policy

Each Fund may issue distributing and non-distributing classes of Shares. The distribution policy in respect of each Fund or a Class of a Fund is set out in the relevant Appendix to this Singapore Prospectus.

It is not the current intention of the Directors to declare a dividend in respect of any Class of Shares in the Funds, but rather to reinvest all income and capital gains. However, the Directors may, upon advance notice to Shareholders, decide to change the dividend policy of, and declare a dividend in respect of, any Class of Shares in the Funds.

Where such dividend is declared, it may be paid out of dividend and net interest income earned plus net realised and net unrealised capital gains after the deduction of expenses in that accounting period attributable to the relevant Class.

Please refer to the “DIVIDEND POLICY” section of the Irish Prospectus for further information.

**Shareholders should note that any distribution made in respect of a Fund or a Class may reduce the Net Asset Value of that Fund or a Class of that Fund, and a payment of dividend out of capital represents a return of the amount invested and a reduction of the portion of net assets allocated to that Fund or that Class.**

## 6. Investment Objective, Focus and Approach

6.1 The investment objectives, focus, approach and other features specific to each Fund are set out in the following Appendix to this Singapore Prospectus:

<u>Fund</u>	<u>Appendix</u>
GMO Climate Change Investment Fund	1
GMO Resources UCITS Fund	2

Please refer to the “INVESTMENT OBJECTIVE AND POLICIES OF THE FUNDS”, “CHANGES IN INVESTMENT OBJECTIVE OR POLICIES” sections of the Irish Prospectus for further information.

Details on investment and borrowing restrictions applicable to the Funds are set out in the “INVESTMENT RESTRICTIONS” and “BORROWING POLICY” sections of the Irish Prospectus.

## 6.2 Securities Lending and Repurchase Transactions

The Funds may, where the Investment Adviser deems it appropriate in the context of the investment return objective of the relevant Fund, engage in repurchase, reverse repurchase and stock-lending arrangements, each as described in the section entitled “DESCRIPTIONS AND RISKS OF FUND INVESTMENTS” in the Irish Prospectus for efficient portfolio management purposes. In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Funds with a level of risk that is consistent with the risk profile of the relevant Fund.

The Funds may make secured loans of its portfolio securities amounting to not more than 100% of their total assets. For these purposes, total assets include the collateral received from such loans. Under such arrangements, securities loans are made to brokers pursuant to agreements requiring that the loans be continuously collateralised by cash, liquid securities, or shares of other investment companies with a value at least equal at all times to the market value of the loaned securities (marked to market daily).

Securities loans will be made to brokers that have a credit rating by an agency registered and supervised by ESMA, and that rating shall be taken into account by the Funds in the credit assessment process. Where the broker is downgraded to A-2 or below (or comparable rating) by the relevant credit rating agency, this shall result in a new credit assessment being conducted of the counterparty by the relevant Fund without delay. Securities loans are made to brokers pursuant to agreements requiring that the loans be continuously collateralized by cash, liquid securities, letters of credit, shares of other investment companies, or such other collateral as may be permitted under a Fund’s securities lending program with a value at all times at least equal to the market value of the loaned securities (marked to market daily) plus a premium. Daily market fluctuations could cause the value of loaned securities to be more or less than the value of the collateral received. When this occurs, the collateral is adjusted and settled on the following business day.

The Funds currently do not expect conflicts of interest to arise in relation to such securities lending transactions. None of the brokers are related to the Funds, the ICAV, or the Investment Adviser. The Funds do not intend to lend the securities of the scheme to its related corporation. However, should any potential conflicts of interest arise, such conflicts of interest will be managed in accordance with Paragraph 16 of this Singapore Prospectus.

You should note that securities lending may involve additional risks for each Fund. The risks in lending portfolio securities, as with other extensions of credit, consist of the possible delay in the recovery of the securities or possible loss of rights in the collateral should the borrower fail financially, including possible impairment of a Fund’s ability to vote the securities. As with other extensions of credit, a Fund bears the risk of delay in the recovery of loaned securities and of loss of rights in the collateral should the borrower fail financially. A Fund also bears the risk that the value of investments made with collateral may decline. The Fund bears the risk of total loss with respect to the investment of collateral.

Securities lending can generate additional revenue for the benefit of a Fund. No revenue or income from securities lending would accrue to the Investment Adviser.

Please refer to the relevant Appendix of the Singapore Prospectus for details on securities lending and/or repurchase transactions (if any) engaged in by a Fund.

### **6.3 Use of Financial Derivative Instruments**

- (i) The Funds may use FDIs for purposes of investment and efficient portfolio management. The Funds may not be leveraged in excess of 100% of its Net Asset Value as a result of its use of derivatives. Please refer to the sections entitled “INVESTMENT OBJECTIVE AND POLICIES OF THE FUNDS” and “DESCRIPTIONS AND RISKS OF FUND INVESTMENTS” of the Irish Prospectus for further information on the Funds’ use of FDIs.
- (ii) The commitment approach will be used to determine the Funds’ exposure to FDIs. This approach calculates leverage by measuring the market value of the underlying exposures of derivatives relative to the Funds’ Net Asset Value.
- (iii) The ICAV will ensure that the risk management and compliance procedures are adequate and have been or will be implemented and that it has the necessary expertise to manage the risk relating to the use of FDIs. The ICAV shall be entitled to modify the risk management and compliance procedures and controls from time to time as it deems fit and in the interests of the Funds, without prior notice to Shareholders.
- (iv) You may obtain supplementary information relating to the risk management methods employed by the Funds, including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments on request to the Singapore Representative.

## **7. Fees and Charges**

- 7.1** The fees and charges payable in relation to each Fund are set out in the relevant Appendix to this Singapore Prospectus.
- 7.2** Please refer to the “FEES AND EXPENSES” section of the Irish Prospectus for further information.
- 7.3** You should note that approved distributors of the ICAV through whom you subscribe for Shares may (depending on the specific nature of services provided to you) impose other fees and charges that are not disclosed in this Singapore Prospectus. You should therefore check with such distributors as to whether any additional fees and charges are imposed.

## **8. Risks**

### **8.1 General risks**

Investors should consider and satisfy themselves as to the risks of investing in each Fund. Generally, some of the risk factors that should be considered by investors are political, regulation and reporting, currency, market, liquidity, settlement, custodial and foreign investment risks.

Prospective investors should be aware that the value of Shares and the returns derived from them can fluctuate and can go down as well as up and that investors may not get back their original investment. There can be no assurance that each Fund will achieve its investment objectives or that investors will get back their original investment. Past performance of each Fund should not be construed as an indication of its future performance.

An investment in each Fund is meant to produce returns over the long-term. Investors should not expect to obtain short-term gains from such investment.

Investors should obtain advice from qualified financial advisers pursuant to a separate engagement before investing or subscribing into a Fund. In the event that investors choose not to obtain advice from qualified financial advisers, investors should assess and consider whether a Fund is suitable for them.

- 8.2** You should note that the Funds are not denominated in Singapore dollars and that if you invest in an unhedged Class the ICAV will not employ any hedging to remove the Funds' currency exposure against the Singapore dollar. Therefore, if your reference currency is Singapore dollars and you invest in a Class that is an unhedged Class denominated in Singapore dollars, you are still exposed to exchange rate risks.
- 8.3** The Funds are not listed in Singapore and you can repurchase your Shares only on Dealing Days as described in paragraph 10.1 below.
- 8.4** The approach taken by the ICAV to help manage the liquidity of the Funds is to activate liquidity management tools, such as a dilution adjustment, the imposition of redemption gates and the suspension of valuation of Shares and of sales and repurchases, as described in paragraphs 10.1(b) and 13.1. The activation of such liquidity management tools may have an adverse impact on your repurchases from the Funds. For instance, the suspension of repurchases as described in paragraph 13.1 will mean that you will not be able to repurchase from each Fund during the suspension period and the imposition of the 10% limit on the number of Shares that can be repurchased on any Dealing Day (redemption gate) as described in paragraph 10.1 may mean you may not be able to repurchase from the Funds on that Dealing Day. Please refer to the section entitled "ADMINISTRATION OF THE ICAV" under the headings "Dilution Adjustments", "Repurchase Requests" and "Temporary Suspension of Valuation of the Shares and of Sales and Repurchases" in the Irish Prospectus for further details.

**8.5 Specific Risks**

The key risks specific to each Fund are set out in the relevant Appendix to this Singapore Prospectus.

Please refer to the "RISK FACTORS" section of the Irish Prospectus for a description of the general and specific risks that may affect your investment in a Fund. The list in the "RISK FACTORS" section of the Irish Prospectus does not purport to be exhaustive. You should consider these risks carefully before making any investment decisions.

**The above should not be considered an exhaustive list of the risks which potential investors should consider before investing in each Fund. Potential investors should be aware that an investment in each Fund may be exposed to other risks of an exceptional nature from time to time.**

**9. Subscription and Issue of Shares**

If you apply to subscribe for Shares, the Administrator, the Investment Adviser, the Manager, the ICAV and/or its approved distributors may require a detailed verification of your identity for the purpose of conforming to the customer due diligence measures for the prevention of money laundering. The Administrator, the Investment Adviser, the Manager, the ICAV and its approved distributors reserve the right to request from you such information as they determine to be necessary to carry out the verification. If you delay or fail to produce any such information, the Administrator, the Investment Adviser, the Manager, the ICAV and/or its approved distributors may refuse to accept your application and any subscription monies received. Please refer to the "ADMINISTRATION OF THE ICAV" section of the Irish Prospectus under the heading "Anti-Money Laundering Procedures" for further information.

## 9.1 How Shares may be purchased and paid for

You should note that Shares may only be purchased from the approved distributors of the ICAV.

You may purchase Shares at the prevailing Net Asset Value per Share by submitting an application form to approved distributors or through the website of the approved distributors (if applicable). Your application for Shares should be accompanied by such documents as may be required by the approved distributors and the subscription monies in full.

You may use cash to purchase Shares with payment to be settled by telegraphic transfer.

Subscription monies should be provided by investors in the currency of denomination of the relevant class. However, subscription monies may, at the absolute discretion of the Investment Adviser who will determine the matter in the best interests of investors as a whole, be received in currencies other than the currency of denomination of the relevant class. In such event, a subscription fee of up to 0.005% of the subscription monies may, at the absolute discretion of the Investment Adviser, be payable. The relevant conversion rate shall be determined as of the close of business on the Business Day (as defined in paragraph 9.4 below) preceding the Dealing Day (as defined in paragraph 9.4 below) and investors shall bear all exchange rate currency risks during the period between the receipt of cleared funds representing subscription monies by the Administrator and the close of business on the Business Day preceding the relevant Dealing Day.

Subscriptions using Supplementary Retirement Scheme (“**SRS**”) monies are currently available through certain Singapore distributors only. You should check with your relevant appointed Singapore distributors on the availability of such subscription and any further details relating to such SRS subscriptions. If you wish to subscribe for Shares using monies in your SRS account, you will have to give a written authorisation to the relevant SRS operator for monies to be withdrawn from your SRS account to pay for the subscription of Shares.

Please refer to the “ADMINISTRATION OF THE ICAV” section of the Irish Prospectus under the heading “Application for Shares” for further information.

## 9.2 The Minimum Initial Investment and Minimum Subsequent Investment amounts

The minimum initial investment and minimum subsequent investment amounts for Shares in each Fund or a Class thereof are set out in the relevant Appendix to this Singapore Prospectus.

Please refer to the section “SUMMARY” under the header “Subscriptions” of the Irish Prospectus for further details.

**Please note that approved distributors may impose different minimum amount requirements on their clients which may apply to you.**

## 9.3 Initial Offer Period and Initial Subscription Price

In the case of a new sub-fund or Class thereof, Shares will be offered at an initial subscription price during an initial offer period. The initial offer period for the Shares shall start and end on such date and be for such period as determined by the Directors.

Where applicable, the initial subscription price and the initial offer period for Shares in each Fund or a Class thereof can be found in the relevant Appendix to this Singapore Prospectus.

Please refer to the relevant Appendix for details on the minimum size and other conditions applicable to each Fund or a Class of a Fund.

Please refer to the section “ADMINISTRATION OF THE ICAV” under the header “Subscription

Price” of the Irish Prospectus for further details.

#### 9.4 Pricing and Dealing Deadline

Save for Shares being offered during the initial offer period, Shares in each Fund or a Class thereof are issued on a forward pricing basis and the price at which the Shares will be issued (being the relevant Net Asset Value per Share as determined on the Dealing Day on which they are issued) will not be ascertainable at the time of application.

“**Dealing Day**” means, unless otherwise determined by the Manager and notified in advance to Shareholders, each Business Day provided that there shall be at least one Dealing Day per fortnight.

“**Business Day**” unless otherwise determined by the Manager and notified in advance to Shareholders, means any day on which the New York Stock Exchange is open for regular trading and retail banks are open for business in Dublin and London. Retail banks are not typically open for business in Dublin on 27 December (or a replacement date if December 27 falls on a weekend); however, such day shall be a Business Day for the purposes hereof unless the New York Stock Exchange is not open for regular trading and retail banks are also not open for business in London, or the Manager determines otherwise and notifies Shareholders in advance of the same. You should refer to the section “ADMINISTRATION OF THE ICAV” under the headers “Determination of Net Asset Value” and “Subscription Price” of the Irish Prospectus for information on how the Net Asset Value per Share of a Fund and the subscription price is calculated.

The dealing deadline is at 2.00 p.m. Irish time on the Business Day preceding the Dealing Day (the “**Dealing Deadline**”) or such other time on or prior to such Dealing Day as the ICAV may from time to time specify.

If your application for subscription is received before the Dealing Deadline on a Dealing Day, Shares will be issued at the relevant Net Asset Value per Share for that Dealing Day. If your application is received after the Dealing Deadline on a Dealing Day or on a day which is not a Dealing Day, Shares will be issued at the relevant Net Asset Value per Share for the next Dealing Day.

If you are submitting your subscription application through an approved distributor in Singapore, you may only do so at the times specified by that approved distributor. The deadline by which subscription applications must be received may also vary amongst approved distributors. **You should therefore confirm the applicable deadline by which your subscription application must be received and dealing procedures with the relevant approved distributor.**

#### 9.5 How the number of Shares allotted is determined

The number of Shares allotted will be calculated once the relevant Net Asset Value per Share has been ascertained.

The following is an illustration of the number of Shares that a Shareholder of the relevant Class of a Fund will receive based on an investment amount of \$10,000, a notional Net Asset Value per Share of \$10.00 (the actual Net Asset Value per Share will fluctuate) and a notional subscription charge of 0.005%: -

$$\boxed{\$10,000 \quad - \quad \$0.50 \quad = \quad \$9999.50 \quad \div \quad \$10.00 \quad = \quad 999.95}$$

Gross Investment Sum	0.005% Subscription charge*	Net Investment Sum	Notional Net Asset Value per Share	Number of Shares
*There is currently no subscription charge on the Classes imposed by each Fund. There may be an anti-dilution adjustment imposed as stated in the relevant Appendix to this Singapore Prospectus for each Fund.				
N.B. All numerical figures used for the purpose of this illustration are hypothetical and are not indicative of the future or likely performance of any Class or Fund.				

A subscription charge may be imposed by the approved distributors or you may have to pay additional fees and charges (including any additional taxes or commissions, where applicable) to the approved distributors, depending on the specific nature of services provided to you by the approved distributors. You should check with the approved distributors to confirm the applicable fees and charges incurred in Singapore on the issuance of Shares.

## 9.6 Dilution-Adjustments

Please note that in calculating the Net Asset Value per Share for a Fund on any Dealing Day, the Investment Adviser may, at its discretion, adjust the Net Asset Value per Share by applying a dilution adjustment where: (1) the cash-flows into or out of the Fund attributable to net subscriptions or repurchases exceed certain pre-determined percentage thresholds relating to the Fund's Net Asset Value; or (2) in any other cases where there are net subscriptions or repurchases in the Fund and the Investment Adviser reasonably believes that imposing a dilution adjustment is in the best interests of existing Shareholders. The Investment Adviser's intention is to only exercise this discretion to cover dealing costs and to preserve the value of the Fund's assets.

The dilution adjustment amount for a Fund will be calculated from time to time and applied by reference to the estimated costs of dealing in the underlying investments of the Fund. Where there are net cashflows into the Fund in excess of the applicable pre-determined threshold (if any), the dilution adjustment will increase the Net Asset Value per Share and/or initial subscription price per Share. Where there are net cash-flows out of the Fund in excess of the applicable pre-determined threshold (if any), the dilution adjustment will decrease the Net Asset Value per Share and/or initial subscription price per Share. The Net Asset Value per Share and/or initial subscription price per Share, as adjusted by any dilution adjustment, will be applicable to all transactions in Shares in the Fund on the relevant Dealing Day. Therefore, for an investor who subscribes to the Fund on a Dealing Day when the dilution adjustment increases the Net Asset Value per Share and/or initial subscription price per Share, the cost per Share to the investor will be greater than it would have been absent the dilution adjustment. For an investor who repurchases a certain number of Shares from the Fund on a Dealing Day when the dilution adjustment decreases the Net Asset Value per Share, the amount received by the investor in repurchase proceeds for the Share redeemed will be less than it would have been absent the dilution adjustment. More information about the dilution adjustments applied on a particular Dealing Day can be obtained by Shareholders upon request from the Investment Adviser.

The investors in a Fund benefit from the anti-dilution adjustments because the transactions incurred costs are borne by the transacting Shareholders. There can be no assurance that the adjustment factor established at any point in time will match the incurred transaction costs. If set too high, transacting Shareholders could be adversely impacted and, if set too low, the Fund could be adversely impacted. When either no adjustment factor has been set (e.g., because

transaction costs are low) or the transactions on a given Dealing Day fall below the adjustment threshold, no dilution protection will be applied and the Fund will bear the transaction costs.

You should also take note of the following:

- (i) a Fund's performance will be calculated based on the Net Asset Value of the Fund after the dilution adjustment has been applied and therefore the returns of the Fund may be influenced by the level of subscription and/or repurchase activity;
- (ii) dilution adjustment could increase the variability of the returns of a Fund since the returns are calculated based on the adjusted Net Asset Value per Share; and
- (iii) the fees and charges applicable to a Fund (including fees based on the Net Asset Value of the Fund) will be based on the Net Asset Value before the dilution adjustment is applied.

The Investment Adviser's intention is to set the adjustment factor at a level it believes would cover dealing costs and to preserve the value of a Fund's assets. There is currently no established maximum adjustment factor and the actual adjustment factor at any point in time could vary.

You should refer to the section "ADMINISTRATION OF THE ICAV" under the heading "Dilution Adjustments" in the Irish Prospectus for more details.

#### **9.7 Confirmation of purchase**

Upon the acceptance and process of an application for Shares by the ICAV, a subscription confirmation note will normally be issued by the ICAV within 2 Dealing Days of the Administrator's receipt of the applications accepted.

If you purchased Shares through an approved distributor, the confirmation note will be sent to the approved distributor. You should therefore contact the relevant approved distributor for details on the period within which you will be sent a confirmation of your purchase.

#### **9.8 Issue of Shares**

The ICAV has the exclusive right to effect the creation and issue of Shares in respect of the Funds or any Classes, and the acceptance or non-acceptance of applications for purchase of Shares is at the absolute discretion of the ICAV and in the best interests of the relevant Fund or Class.

#### **9.9 Closure to new subscriptions**

You should note that a Fund or a Class of a Fund may at any time be closed to new subscriptions for such period(s) as may be determined by the ICAV without notice to existing Shareholders in such Fund or Class. Such Fund or Class may subsequently be re-opened to new subscriptions at the discretion of the ICAV.

You can contact the ICAV or its approved distributors to obtain information on whether a particular Fund or a Class is closed to new subscriptions or may be closed to new subscriptions.

#### **10. Repurchase of Shares**

If you apply to sell your Shares, the Administrator, the Investment Adviser, the Manager, the ICAV and/or its approved distributors may require, amongst other types of information, a detailed verification of your identity for the purpose of conforming to the customer due diligence measures for the prevention of money laundering. The Administrator, the Investment Adviser, the Manager, the ICAV and its approved distributors reserve the right to request from you such

information as they determine to be necessary to carry out the verification. If you delay or fail to produce any such information, the Administrator, the Investment Adviser, the Manager, the ICAV and/or its approved distributors may defer payment of your repurchase proceeds until you produce the required information.

#### **10.1 How Shares may be repurchased or sold**

- (a) If you purchased Shares through an approved distributor, you may only sell Shares through the same approved distributor. You should note that Shares are sold in accordance with the provisions of this Singapore Prospectus and the Instrument of Incorporation of the ICAV. You may sell your Shares in a Fund at the prevailing Net Asset Value per Share in full or partially by submitting a duly signed written instruction or a completed repurchase form (specifying the Fund and the number of Shares to be repurchased) to the relevant approved distributor. In the case of partial repurchases, the minimum holding and the minimum repurchase requirements must be satisfied.
- (b) Where repurchase requests on any Dealing Day exceed 10% of the Net Asset Value of a Fund, the Manager and/or the ICAV may defer the excess repurchase requests to subsequent Dealing Days and shall repurchase such Shares pro rata to the total number of Shares in the Fund held by the Shareholders who have submitted repurchase requests for that Dealing Day. The ICAV shall treat the deferred repurchase requests as if they were received for each subsequent Dealing Day (in relation to which the ICAV has the same power of deferral at the then prevailing limit) until all the Shares to which the original request related have been repurchased. In such cases, the ICAV may reduce requests pro rata on the next and following Dealing Days so as to give effect to the above limitation.
- (c) Please refer to the “ADMINISTRATION OF THE ICAV” section of the Irish Prospectus under the heading “Repurchase Requests” for further information.

#### **10.2 Minimum Holding and Minimum Repurchase amount**

The ICAV has a right to impose a minimum repurchase or minimum holding amount in respect of a sub-fund of the ICAV or a Class thereof.

Where applicable, please refer to the relevant Appendix of the Singapore for details on the minimum repurchase or minimum holding amount applicable to a Fund or a Class of a Fund.

**Please note that approved distributors may impose different minimum amount requirements on their clients which may apply to you.**

#### **10.3 Pricing and Dealing Deadline**

As Shares in each Fund or Class are priced on a forward pricing basis, the price at which Shares will be repurchased (being the relevant Net Asset Value per Share as determined on the Dealing Day on which they are repurchased) will not be available at the time of submission of the repurchased request.

You should refer to the section “ADMINISTRATION OF THE ICAV” under the header “Determination of Net Asset Value” of the Irish Prospectus for information on how the Net Asset Value per Share of each Fund is calculated.

The Dealing Deadline is at 2.00 p.m. Irish time on the business day preceding the Dealing Day or such other time on or prior to such Dealing Day as the ICAV may from time to time specify.

Shares shall be repurchased at the applicable Net Asset Value per Share applicable on the

Dealing Day on which the repurchase request is effective, subject to any applicable dilution adjustment. If you are submitting your repurchase request through an approved distributor in Singapore, you may only do so during the times specified by that approved distributor. The deadline by which your repurchase request must be received may also vary amongst approved distributors. **You should therefore confirm the applicable deadline by which your repurchase request must be received and dealing procedures with the relevant approved distributor.**

#### 10.4 How the repurchase proceeds are calculated

The repurchase proceeds which would be payable will be calculated once the relevant Net Asset Value per Share has been ascertained.

The following is an illustration of the repurchase proceeds that a Shareholder will receive based on a repurchase of 1,000 Shares and a notional Net Asset Value per Share of \$10.00 (the actual Net Asset Value per Share will fluctuate):-

1,000	x	\$10.00	=	\$10,000.00	Nil	=	\$10,000.00
Shares to be repurchased		Notional Asset Value per Share		Net Value Gross Repurchase Proceeds	-	Notional repurchase fee*	Repurchase Proceeds Payable
*There is currently no repurchase fee on the Classes imposed by the Funds. There may be an anti-dilution adjustment imposed as stated in the relevant Appendix to this Singapore Prospectus for each Fund.							
N.B. All numerical figures used for the purpose of this illustration are hypothetical and are not indicative of the future or likely performance of a Class or Fund.							

You should note that the published repurchase price is indicative in nature and can change during the period between the submission and processing of the repurchase request.

A repurchase fee may be imposed by the approved distributors or you may have to pay additional fees and charges (including any additional taxes or commissions, where applicable) to the approved distributors depending on the specific nature of services provided to you by the approved distributors. You should check with the approved distributors to confirm the applicable fees and charges incurred in Singapore on the repurchase (or conversion) of Shares.

#### 10.5 Payment of repurchase proceeds

Repurchase proceeds will normally be paid by the ICAV by the third Business Day following the first Dealing Day after the acceptance of the repurchase request and any other relevant documentation. The maximum time period between the deadline for receipt of a properly documented repurchase request and the payment of repurchase proceeds will be 10 Business Days.

If you purchased Shares through an approved distributor, your repurchase proceeds will normally be paid to the approved distributor. You should therefore contact the relevant approved distributor for details on its payment policy (including the manner and the period within which you will receive your repurchase proceeds) as the payment policy amongst the ICAV's approved distributors may vary.

If you had purchased your Shares with SRS monies, your repurchase proceeds will be paid to you by transferring the proceeds to the relevant bank for credit to your SRS account or otherwise in accordance with the provisions of any applicable law, regulations or guidelines. Where your SRS account has been closed, your repurchase proceeds will be paid to you in accordance with the provisions of any applicable law, regulations or guidelines.

The ICAV may be required to withhold on withholdable payments as set out in the "ADMINISTRATION OF THE ICAV" section of the Irish Prospectus under the heading "Withholdings and Deductions".

#### 10.6 Mandatory Repurchases by the ICAV

The ICAV may compulsorily repurchase or transfer your Shares under certain circumstances. This includes situations where your holding falls below the minimum holding amount in respect of a sub-fund of the ICAV or a Class thereof. Please refer to the “ADMINISTRATION OF THE ICAV” section of the Irish Prospectus under the heading “Mandatory Repurchase of Shares and Forfeiture of Dividend” for further information.

## **11. Switching / Conversion of Shares**

- 11.1** With the consent of the Manager, a Shareholder may convert Shares of one Fund into Shares of another Fund on giving notice to the Administrator in such form as the Administrator may require provided that the shareholding satisfies the minimum investment criteria and provided that the original application is received within the time limits specified above in the case of subscriptions. The conversion is effected by the repurchase of Shares of one Fund and subscribing for the Shares of the other Fund with the repurchase proceeds. A transaction charge of up to 2.00 per cent. of the value of the Shares to be converted may be retained by the Fund in which the Shares are held prior to conversion to cover the costs of disposing of the assets of the Fund in order to give effect to the conversion. No further transaction costs will be payable
- 11.2** Please refer to the “ADMINISTRATION OF THE ICAV” section of the Irish Prospectus under the heading “Conversion of Shares” for further information.

## **12. Obtaining Prices of Shares**

- 12.1** The Net Asset Value per Share of the relevant Classes of Shares or Funds available under this Singapore Prospectus are published 1 Business Day after the relevant Dealing Day on the website [www.gmo.com](http://www.gmo.com) and is available in the “Offshore Funds” section of the Bloomberg price and market information service.
- 12.2** The indicative Net Asset Value per Share of the relevant Classes of Shares or Funds available under this Singapore Prospectus may also be available from other publications or media in Singapore at the initiative of third party publishers.
- 12.3** You should note that the publication and the frequency of the publication of the prices in such third party publications or media are dependent on the publication policies of the relevant publisher or media concerned. **You should note that the ICAV, the Manager, the Investment Adviser and the Singapore Representative does not accept any responsibility for any errors on the part of any third party publishers in their publications or for any non-publication of prices by such publisher and shall incur no liability in respect of any action taken or loss suffered by investors in reliance upon such publications.**

## **13. Suspension of Valuation and Dealings**

- 13.1** The ICAV may temporarily suspend the determination of the Net Asset Value of any Shares, the sale of Shares and the right of Shareholders to require the repurchase or exchange of Shares of any Class during certain circumstances as described in the “ADMINISTRATION OF THE ICAV” section of the Irish Prospectus under the heading “Temporary Suspension of Valuation of the Shares and of Sales and Repurchases”.

## **14. Performance of the Funds**

- 14.1** Please refer to the relevant Appendix for the following details relating to each Fund:
- 14.1.1 past performance of the Classes of each Fund;
  - 14.1.2 benchmark of each Fund;
  - 14.1.3 expense ratio of the Classes of each Fund; and

14.1.4 turnover ratio of each Fund.

**You should note that past performance of a Fund or a Class should not be construed as an indication of its future performance.**

## **15. Soft Dollar Commissions/Arrangements**

**15.1** Subject to its obligation to seek best execution, the Investment Adviser its delegates and affiliates may use a portion of the commissions generated when executing transactions on behalf of the ICAV to acquire external research and brokerage services in accordance with applicable law. Specifically, the Investment Adviser may utilize commissions (typically only for transactions in listed equities) to purchase eligible brokerage and research services (i) where those services provide lawful and appropriate assistance in the investment decision-making process for the relevant Fund and other discretionary client accounts that the Investment Adviser manages, and (ii) where the Investment Adviser in good faith believes the amount of the client commission is reasonable in relation to the value of the product or services provided by the broker/dealer.

## **16. Conflicts of Interest**

**16.1** The ICAV has adopted a policy designed to ensure that in all transactions, a reasonable effort is made to avoid conflicts of interest, and when they cannot be avoided, such conflicts are managed so that the Funds and their Shareholders are fairly treated. Please refer to the "GENERAL" section of the Irish Prospectus under the heading "Conflicts of Interest" for further information.

## **17. Reports and Accounts**

**17.1** The ICAV's year-end is 30 September in each year.

**17.2** The annual report and audited accounts of the ICAV will be forwarded to Shareholders (by post or, where a Shareholder so elects, by electronic mail or other form of electronic communication, including by posting them on the website of the ICAV) within 4 months of the end of each financial year.

**17.3** The ICAV will also prepare a semi-annual report and unaudited accounts within a period of 2 months after the end of the semi-annual period ending on 31 March in each year which will be made available to Shareholders on request free of charge.

**17.4** You may obtain the ICAV's latest semi-annual report and accounts and annual report and account (inclusive of the auditor's report) on request to the Singapore Representative at the office of the Singapore Representative. You may also download the ICAV's semi-annual report and accounts and annual report and accounts (inclusive of the auditor's report) from the Singapore Representative's website at [www.gmo.com](http://www.gmo.com).

**17.5** Please refer to the section "GENERAL" under the header "Reports" of the Irish Prospectus for further information.

## **18. Queries and Complaints**

**18.1** For all enquiries and any complaints about the ICAV or any of the Funds, please contact the Singapore Representative at:

Address           6 Battery Road #34-01  
Singapore 049909

Tel No            +65 3163 2200

Fax No +65 3163 2249  
E-mail [complaints@gmo.com](mailto:complaints@gmo.com)  
Website [www.gmo.com](http://www.gmo.com)

## **19. Other Material Information**

### **19.1 Winding up**

All of the Shares or all of the Shares in a Fund or class may be repurchased by the ICAV in the following circumstances: (i) a majority of votes cast at a general meeting of the ICAV or the Fund or class, as appropriate, approve the repurchase of the Shares; (ii) if so determined by the ICAV, provided that not less than 21 days' written notice has been given to the holders of the Shares of the ICAV or the Fund or the class, as appropriate, that all of the Shares of the ICAV, the Fund or the class, as the case may be, shall be repurchased by the ICAV; or (iii) if no replacement depositary shall have been appointed during the period of 3 months commencing on the date the Depositary or any replacement thereof shall have notified the Manager of its desire to retire as depositary or shall have ceased to be approved by the Central Bank of Ireland. On a winding up or if all of the Shares or classes in any Fund are to be repurchased, the assets available for distribution (after satisfaction of creditors' claims) shall be distributed pro rata to the holders of the Shares in proportion to the number of the Shares held in that Fund.

Please refer to the section "GENERAL" under the header "Termination" of the Irish Prospectus for further information.

### **19.2 Irish Prospectus**

Other material information relating to the ICAV and the Funds is set out in the Irish Prospectus.

## Appendix 1 - GMO Climate Change Investment Fund<sup>1</sup>

This Appendix sets out the fund details of the GMO Climate Change Investment Fund, a sub-fund under the ICAV (referred to in this Appendix as the “Fund”).

### 1. Base currency

The base currency of the Fund is U.S. dollars (“USD”).

### 2. Classes of Shares

The ICAV is currently offering Shares in the following Classes in the Fund:

Classes of Shares	Currency of Class	Distribution or dividend policy*	Inception Date
A USD	USD	Nil. All income and capital gains of the Fund will be reinvested.	17 August 2018
A EUR	Euro (“EUR”)		16 March 2018
A GBP	Great Britain Pound (“GBP”)		14 March 2018
A SGD	Singapore Dollar (“SGD”)		19 May 2023
A AUD	Australia Dollar (“AUD”)		Not incepted yet**
A HKD	Hong Kong Dollar (“HKD”)		Not incepted yet**
Z SGD	SGD		21 September 2021
J USD	USD		30 January 2023
J GBP	GBP		Not incepted yet**
J EUR	EUR		Not incepted yet**
J SGD	SGD	Not incepted yet**	

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<sup>1</sup> The Fund is an ESG Fund under Circular No. CFC 02/2022 on the Disclosure and Reporting Guidelines for ESG Funds issued by the MAS.

Classes of Shares	Currency Class	Distribution or dividend policy*	Inception Date
J AUD	AUD		Not incepted yet**
J HKD	HKD		Not incepted yet**
R SGD	SGD		21 December 2022
R USD	USD		21 December 2022

\* The Directors may, upon advance notice to Shareholders, decide to change the dividend policy of, and declare a dividend in respect of, any Class of Shares in the Fund. Where such dividend is declared, it may be paid out of dividend and net interest income earned plus net realised and net unrealised capital gains after the deduction of expenses in that accounting period attributable to the relevant Class. **Shareholders should note that a payment of dividend out of capital represents a return of the amount invested and a reduction of the portion of net assets allocated to the Fund or a Class.**

\*\* These Classes have not been incepted as at the date of this Singapore Prospectus. Please refer to paragraph 7 below for further details. Classes not yet incepted may be launched at such later date at such initial offer period (if any) and initial offer price (if any) as the Directors may determine in their discretion. The Directors may at their discretion decide not to proceed with the launch of any Class not yet incepted and in such event, the contributions of the applicants to the relevant Class will be refunded without interest.

### 3. Investment Objective, Focus and Approach

#### *Investment Objective*

The investment objective of the Fund is to seek high total return.

#### *Investment Focus and Approach*

The Investment Adviser seeks to achieve the Fund's investment objective by investing primarily in equities of companies the Investment Adviser believes are positioned to directly or indirectly benefit from efforts to curb or mitigate the long-term effects of global climate change, to address the environmental challenges presented by global climate change, or to improve the efficiency of resource consumption. The Investment Adviser considers such companies to include companies involved in industries relating to clean energy, batteries and storage, electric grid, energy efficiency, recycling and pollution control, agriculture, water, and businesses that service such industries. Due to the far-reaching effects and evolving innovation related to climate change, the Investment Adviser expects the universe of such companies to be involved in a wide array of businesses. The term "equities" refers to direct and indirect investments in common and preferred stocks and other stock-related securities, such as convertible securities and depositary receipts, master limited partnerships ("MLPs") and income trusts. The Fund may invest in long and short positions in a range of global equity, bond and currency markets using exchange-traded futures and forward exchange contracts as well as making other investments as described below.

The sustainability indicators used to measure the attainment of each of the environmental or social characteristics promoted by the Fund are:

- (a) the requirement that investee companies generate 50% or more of revenues from activities related to Climate Change Mitigation or Climate Change Adaptation (each as defined in the SFDR Annex of the Fund) as determined by the Investment Adviser or are projected by the Investment Adviser at the time of investment to generate 50% or more of revenues from such activities within a five year period; and
- (b) the percentage of holdings that comply with the exclusions detailed in the SFDR Annex of the Fund under the section entitled “What are the binding elements of the investment strategy used to select the investments to attain the sustainable investment objective?”. Essentially, the Investment Adviser will exclude companies that are part of the Carbon Underground 200 list, which is a list of the top 100 coal and the top 100 oil and gas publicly-traded reserve holders globally, ranked by the potential carbon emissions content of their reported reserves.

For the purposes of (a) above, the Investment Adviser considers activities related to “Climate Change Mitigation” to be those that contribute to the clean energy transition or lower carbon intensity activities, including, without limitation, companies in the following sectors: clean energy (e.g., solar, wind biofuels); batteries and storage; electric grid; energy efficiency; and efficiency technology and materials. The Investment Adviser considers activities related to “Climate Change Adaptation” to be those that aid the world’s ability to adapt to actual and expected climate change and its impacts, including, without limitation, companies in the following sectors: agriculture (e.g., farming, timber, fish farming); water treatment, efficiency and recycling; and energy-efficient air conditioning.

The transferable securities and liquid financial assets in which the Fund may invest generally must be listed or traded on a Regulated Market (as defined in Schedule I of the Irish Prospectus), except that up to 10 per cent. of the Net Asset Value of the Fund may be invested in other securities that are not listed or traded on a Regulated Market. The Regulated Markets in which the Fund’s investments will be listed or traded are set out in Schedule I of the Irish Prospectus.

The permitted investments of the Fund will include long and short positions in equity and equity-related securities, debt securities, money market instruments, currencies, interest rates and derivatives as described below. Short positions will be achieved through the use of derivative instruments such as swaps, futures and options. Such securities and instruments and the reference assets underlying such derivatives may be located, listed or traded anywhere in the world and may have any market capitalisation.

The Investment Adviser selects the securities the Fund buys or sells based on its evaluation of issuers’ published financial information and corporate behaviour (such as profit warnings, share issuance or repurchase, and director dealings in company stock), sustainability and other environmental, social and governance (“ESG”), securities’ prices, commodities’ prices, equity and bond markets, the overall global economy, and governmental policies. In selecting investments, the Investment Adviser assesses the governance of companies and issuers in which the Fund may invest, and in particular may review their management behaviour, accounting practices, and responsiveness to shareholders and other stakeholders. The Investment Adviser may meet with company management to confirm conclusions drawn from the Investment Adviser’s research, and may use discussions with management and on-site visits as an integral part of the investment selection process. In addition, the Investment Adviser will exclude companies that are part of the Carbon Underground 200 list, which is a list of the

top 100 coal and the top 100 oil and gas publicly-traded reserve holders globally, ranked by the potential carbon emissions content of their reported reserves.

In selecting securities for the Fund, the Investment Adviser uses a combination of investment methods to identify securities the Investment Adviser believes have positive return potential. Some of these methods evaluate individual issuers or groups of issuers based on the ratio of their security price to historical financial information and forecasted financial information, such as profitability, cash flow and earnings, and a comparison of these ratios to current and historical industry, market or company averages. Other methods focus on patterns of information, such as price movement or volatility of a security or groups of securities. The Fund may invest its assets in securities of companies of any market capitalisation and may invest a significant portion of its assets in securities of companies with smaller market capitalisation. The Fund may also utilize an event-driven strategy, such as merger arbitrage. The Fund has no limit on the amount it may invest in any single asset class, sector, country, or region. At times, the Fund may have substantial exposure to a single industry, asset class, sector, country or region. The Fund is permitted to invest directly and indirectly in securities of issuers tied economically to any country in the world, including emerging countries. Typically, the absolute value of the Fund's total notional exposure (through long and short positions) to investments in Emerging Market Countries (as defined in the section entitled "DEFINITIONS" of the Irish Prospectus, and which includes Russia) is not expected to exceed 50 per cent. of the Net Asset Value of the Fund. However, in certain circumstances such as where the Investment Adviser is of the opinion that assets or markets in Emerging Market Countries are significantly over- or undervalued, the level of such exposure may be greater but is not expected to exceed 80 per cent. of the Net Asset Value of the Fund. In any case, the net exposure of the Fund to Emerging Market Countries may be materially less than the levels indicated above.

In its promotion of environmental characteristics, the Investment Adviser seeks to identify companies whose businesses directly or indirectly contribute to efforts to curb or mitigate the long-term effects of global climate change, address the environmental challenges presented by global climate change, or improve the efficiency of resource consumption. It uses both fundamental and quantitative methods in constructing the Fund's portfolio. For investments selected primarily through fundamental methods, ESG factors are assessed in the course of a deep analysis of a potential investment's characteristics and integrated holistically into the Investment Adviser's decision-making process. Investments driven primarily through quantitative techniques rely more generally on the use of third-party standards, guidelines and metrics, data from issuers comprised in portfolios managed or advised by the Investment Adviser (including the Fund, other funds or accounts), company reports and publicly available information. Its quantitative analysis includes assessments of information at both industry and issuer levels. The Fund's investments may include companies whose own activities may present material sustainability risks, but whose businesses are essential for combatting climate change. The Investment Adviser actively engages with these companies, among others, on material ESG issues with an aim of promoting more sustainable corporate behaviour.

With respect to the Fund's sustainable investments, the Investment Adviser employs a framework that is based upon assessing the direct and indirect effect of the products and services of the underlying companies. The Investment Adviser's assessment of such contribution considers the relationship between the product and/or service and the relevant aspects of climate change or resource consumption they relate to and the materiality of the contribution they make to the promotion of sustainable characteristics.

The Fund will measure contribution to the attainment of the promoted environmental or social characteristics by requiring that investee companies generate 50% or more of revenues from

activities related to Climate Change Mitigation or Climate Change Adaptation as determined by the Investment Adviser or are projected by the Investment Adviser at the time of investment to generate 50% or more of revenues from such activities within a five year period.

The Fund's sustainable investments will not include companies which contravene the OECD Guidelines for Multinational Enterprises or the UN Guiding Principles on Business and Human Rights. The Investment Adviser uses data from third party providers to identify potential contraventions. In the event that there are differences between the third party data providers' views of an investee company's alignment with the OECD Guidelines for Multinational Enterprises or with the UN Guiding Principles on Business and Human Rights, or the Investment Adviser disagrees with the conclusions reached by one or more such third party data providers, the Investment Adviser will carry out its own assessment which may be informed by the third party data and its own internal research.

In addition, the Investment Adviser will exclude companies that are part of the Carbon Underground 200 list, which is a list of the top 100 coal and the top 100 oil and gas publicly-traded reserve holders globally, ranked by the potential carbon emissions content of their reported reserves. The ESG-related exclusions referred to above apply at the time of acquisition of the relevant securities and in the event of any subsequent inadvertent holding of securities in breach of these principles or exclusions, the Investment Adviser shall dispose of any such securities as soon as reasonably practicable having regard to the best interests of the Fund and its Shareholders.

The Investment Adviser intends that 100% of the Fund's direct and indirect investments, excluding cash on deposit and other ancillary liquid assets, will be aligned with the environmental and social characteristics described above. In addition, the Fund will have a minimum proportion of 70% of sustainable investments. The factors the Investment Adviser considers and investment methods the Investment Adviser uses can change over time. All strategies employed by the Investment Adviser in respect of the Fund as of the date of this Prospectus are disclosed. Any new strategy or change of existing strategy: (a) will not change the Fund's investment objective nor materially change the Fund's investment policies unless Shareholder approval is received in accordance with the section entitled "CHANGES IN INVESTMENT OBJECTIVE OR POLICIES" of the Irish Prospectus; and (b) shall be set out in a supplemental Irish Prospectus or a revised Irish Prospectus. The Fund has not designated a reference benchmark and the Investment Adviser does not manage the Fund to, or control the Fund's risk relative to, any securities index or securities benchmark.

The Fund may, where the Investment Adviser deems it appropriate and for the purposes of gaining exposure to equities, debt, money market instruments, currencies and related derivatives, invest in collective investment schemes. The Fund may, subject to the limits set out in Schedule II, invest up to 10 per cent. of its Net Asset Value in the aggregate in UCITS Equivalent Schemes (as defined in the section entitled "DEFINITIONS" of the Irish Prospectus) and in UCITS. Such investment in collective investment schemes includes investing in other Funds (i.e. other sub-funds of the ICAV). However, the Fund may not invest in another Fund which itself holds Shares in other Funds. Where the Fund invests in another Fund, the rate of the annual management and/or investment management fee charged in respect of the portion of its assets invested in the other Fund (whether such fee is paid directly at the investing Fund level, indirectly at the level of the investee Fund, or a combination of both) shall not exceed the rate of the maximum annual management fee and/or investment management fee which may be charged in respect of the balance of the investing Fund's assets.

As an alternative to investing directly in equities, the Fund may invest in exchange-traded and over-the-counter ("**OTC**") derivatives and exchange traded funds ("**ETFs**"). The Fund also may

invest in derivatives and ETFs in an attempt to obtain or adjust elements of its long or short investment exposure and as a substitute for securities lending. ETFs may embed derivatives and/or leverage. The Fund may invest in options, futures, forwards, swaps, contracts for differences, interest rate caps, floors, and collars, swaptions, warrants, rights and convertible securities for investment purposes and efficient portfolio management purposes as set out in the section entitled “DESCRIPTIONS AND RISKS OF FUND INVESTMENTS” of the Irish Prospectus. In addition, the Fund may engage in repurchase, reverse repurchase and stock-lending transactions for efficient portfolio management purposes only. In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Fund with a level of risk that is consistent with the risk profile of the Fund. Further details of the risk profile of the Fund are set out in the section entitled “RISK FACTORS” of the Irish Prospectus.

The Fund may invest in bonds, government securities and structured notes, each of which is described below. The debt securities in which the Fund may invest shall include investment grade, non-investment grade and unrated debt securities of any credit quality and having any maturity or duration. Such debt securities may be supranational, government or corporate securities and may be fixed or floating rate securities. Investments in unrated debt securities shall not exceed in aggregate 5 per cent. of the Net Asset Value of the Fund.

The Fund may take active long and short currency positions in a particular currency or currencies through exchange-traded and OTC derivatives (i.e., forwards, futures, options and swaps), some of which may operate as a hedge of its currency exposure. The Investment Adviser will re-allocate among currencies on an opportunistic basis, based on its proprietary models and judgment.

As a result of its derivative positions, the Fund may have gross investment exposures in excess of its net assets (i.e. the Fund is leveraged) and in such cases may be subject to heightened risk of loss. The Fund’s performance can depend substantially, if not primarily, on the performance of assets or indices underlying its derivatives even though it does not own those assets or the assets underlying the indices. For the purposes of compliance with the UCITS Regulations, the market risk of the Fund will be measured using the commitment approach. The commitment approach calculates leverage by measuring the market value of the underlying exposures of derivatives relative to the Fund’s Net Asset Value. The Fund may not be leveraged in excess of 100 per cent. of its Net Asset Value as a result of its use of derivatives.

The Fund also may invest in cash directly (e.g., Treasury bills, Treasury floating rate notes, Treasury notes, Federal Home Loan Bank discount notes, U.K. government bills, German government bills, Japanese government bills), in funds managed by the Investment Adviser or its affiliates, in money market funds unaffiliated with the Investment Adviser, or directly in the types of investments typically held by money market funds.

The Fund may from time to time engage in repurchase transaction, securities commodities lending and securities or commodities borrowing, a buy-sell back transaction or sell-buy back transaction and a margin lending transaction for the purposes of efficient portfolio management.

Please refer to “INVESTMENT OBJECTIVE AND POLICIES OF THE FUNDS” of the Irish Prospectus under the heading “GMO Quality Investment Fund” for further information.

#### **4. Product Suitability**

The Fund is only suitable for investors who:

- are seeking capital growth over a medium to long term period;

- want to invest in a fund that is positioned to directly or indirectly benefit from efforts to curb or mitigate the long-term effects of global climate change ;
- are prepared to accept a moderate level of volatility.

**You should consult your financial advisers if in doubt whether the Fund is suitable for you.**

## **5. Key risks specific to the Fund**

The Fund is primarily subject to the risks mentioned below. As you could lose money by investing in the Funds, be sure to read all risk disclosures carefully before investing. For more details, please refer to paragraph 8 of the Singapore Prospectus and the “RISK FACTORS” section of the Irish Prospectus.

- |  |                          |
|--|--------------------------|
| • Focused Investment Risk                          | • Commodities Risk       |
| • Market Risk – Equities                           | • Currency Risk          |
| • Management and Operational Risk                  | • Derivatives Risk       |
| • Small Company Risk                               | • Counterparty Risk      |
| • Risks Related to the Jurisdiction of Investments | • Leveraging Risk        |
| • Illiquidity Risk                                 | • Large Shareholder Risk |
| • Market Disruption and Geopolitical Risk          | • Merger Arbitrage Risk  |
| • Sustainability Risk                              |                          |

6. Fees and Charges

<b>Fees payable in relation to the Fund</b>	
<b>Fees payable by investors</b>	
Subscription charge*	Nil
Repurchase fee*	Nil
Switching charge*	Up to 2% of the Net Asset Value of the Shares to be exchanged.
<b>Fees payable by the Fund</b>	
Investment Advisory Fee  (a) Retained by the Investment Adviser  (b) Paid by the Investment Adviser to distributors (trailer fee)	<p><u>Classes A USD, A EUR, A GBP, A SGD, A AUD and A HKD</u></p> <ul style="list-style-type: none"> <li>• Currently 0.75% per annum; Maximum 0.75% per annum.</li> </ul> <p>(a) 100% of Investment Advisory Fee # (b) 0% of Investment Advisory Fee #</p> <p><u>Class Z SGD</u></p> <ul style="list-style-type: none"> <li>• Currently 0% per annum. **</li> </ul> <p><u>Classes J USD, J GBP, J EUR, J SGD, J AUD and J HKD</u></p> <ul style="list-style-type: none"> <li>• Currently 1.50% per annum; Maximum 1.50% per annum</li> </ul> <p>(a) 50% of Investment Advisory Fee# (b) 50% of Investment Advisory Fee#</p> <p><u>Classes R USD and R SGD</u></p> <ul style="list-style-type: none"> <li>• Currently 1.60% per annum; Maximum 1.60% per annum</li> </ul> <p>(a) 50% of Investment Advisory Fee# (b) 50% of Investment Advisory Fee#</p>
Manager's Fee	Up to 0.01% per annum
Annual Administrator and Depositary Fee	Currently 0.06%. This may vary depending on, <i>inter alia</i> , the asset level of the Fund and investor transaction levels.
Other substantial fee or charge (i.e. 0.1% or more of the Fund's asset value)	N/A

# Your distributor is required to disclose to you the amount of trailer fee it receives from the Investment Adviser.

\* A subscription charge, a repurchase fee and/or a switching charge may be imposed by the approved distributors or you may have to pay additional fees and charges (including any additional taxes or commissions, where applicable) to the approved distributors, depending on the specific nature of services provided to you by the approved distributors. You should check with the approved distributors to confirm the applicable fees and charges incurred in Singapore on the issuance of Shares.

\*\* An Investment Advisory Fee may be payable by investors pursuant to a separate fee arrangement agreed between the Investment Adviser and the relevant investor.

**Please refer to the “FEES AND EXPENSES” section of the Irish Prospectus for further information.**

## 7. Subscription price and offer period

7.1 The initial subscription price for the Shares of new Classes of the Fund are as follows:

Fund	Class	Initial subscription price
GMO Climate Change Investment Fund	A AUD	A\$20
	A HKD	HKD 200
	J GBP	£20
	J EUR	€20
	J SGD	SGD 20
	J AUD	A\$20
	J HKD	HKD 200

7.2 The initial offer period for the Shares of new Classes of the Fund are as follows:

- (i) The initial offer period for the A AUD, A HKD, J GBP, J EUR, J SGD, J AUD and J HKD Class Shares started at 9 a.m. (Irish time) on 28 April 2022 and shall end at 5 p.m. (Irish time) on 14 April 2023, or such date or such period as determined by the Directors.

7.3 For existing Classes and (in the case of a new Class) following the expiry of the initial offer period, Shares in a Class of the Fund will be issued on a forward pricing basis and the price at which the Shares will be issued will be based on the relevant Net Asset Value per Share in accordance with paragraph 9.4 of this Singapore Prospectus. You should note that in calculating the Net Asset Value per Share for a Class on any Dealing Day, the Investment Adviser may at its discretion adjust the Net Asset Value per Share by applying a dilution adjustment. Please refer to paragraph 9.6 of this Singapore Prospectus for further details on dilution adjustments and paragraph 12.1 of this Singapore Prospectus on where you may obtain prices of the relevant Classes of Shares of the Fund.

## 8. Minimum Initial Investment and Minimum Subsequent Investment

Fund	Class	Minimum initial investment	Minimum subsequent investment
GMO Climate	A USD	US\$1,000,000	N/A

<b>Fund</b>	<b>Class</b>	<b>Minimum initial investment</b>	<b>Minimum subsequent investment</b>
Change Investment Fund	A EUR	EUR equivalent of US\$1,000,000	N/A
	A GBP	GBP equivalent of US\$1,000,000	N/A
	A SGD	SGD equivalent of US\$ 1,000,000	N/A
	A AUD	AUD equivalent of US\$1,000,000	N/A
	A HKD	HKD equivalent of US\$1,000,000	N/A
	Z SGD	SGD equivalent of US\$50,000,000	N/A
	J USD	US\$1,000,000	N/A
	J GBP	GBP equivalent of US\$1,000,000	N/A
	J EUR	EUR equivalent of US\$1,000,000	N/A
	J SGD	SGD equivalent of US\$1,000,000	N/A
	J AUD	AUD equivalent of US\$1,000,000	N/A
	J HKD	HKD equivalent of US\$1,000,000	N/A
	R SGD	SGD equivalent of US\$1,000,000	N/A
	R USD	US\$1,000,000	N/A

9. Minimum repurchase and Minimum holding

Fund	Class	Minimum repurchase	Minimum Holding
GMO Climate Change Investment Fund	A USD	N/A	USD equivalent of £200,000
	A EUR	N/A	EUR equivalent of £200,000
	A GBP	N/A	£200,000
	A SGD	N/A	SGD equivalent of £200,000
	A AUD	N/A	AUD equivalent of £200,000
	A HKD	N/A	HKD equivalent of £200,000
	Z SGD	N/A	SGD equivalent of £200,000
	J USD	N/A	USD equivalent of £200,000
	J GBP	N/A	£200,000
	J EUR	N/A	EUR equivalent of £200,000
	J SGD	N/A	SGD equivalent of £200,000
	J AUD	N/A	AUD equivalent of £200,000
	J HKD	N/A	HKD equivalent of £200,000
	R SGD	N/A	SGD equivalent of £200,000
	R USD	N/A	USD equivalent of £200,000

**10. Performance of the Fund and benchmark**

**10.1** The performance of the Fund as at 30 September 2023 is shown in the table below and is calculated on an average annual compounded basis.

Class/Benchmark	Currency	1 year	Average annual compounded return (%)			
			3 years	5 years	10 years	Since Inception
<b>A USD Class</b> <i>Inception date:</i> <i>17 August 2018</i>	USD	-1.83%	6.38%	7.43%	N/A	7.51%
MSCI ACWI Index*	USD	20.80%	6.90%	6.46%	N/A	6.80%
<b>A EUR Class</b> <i>Inception date:</i> <i>16 March 2018</i>	EUR	-8.98%	10.11%	9.46%	N/A	8.44%
MSCI ACWI Index*	EUR	11.78%	10.61%	8.45%	N/A	9.00%
<b>A GBP Class</b> <i>Inception date:</i> <i>14 March 2018</i>	GBP	-10.15%	8.38%	8.86%	N/A	7.99%
MSCI ACWI Index*	GBP	10.48%	8.97%	7.88%	N/A	8.68%
<b>A SGD Class **</b> <i>Inception date:</i> <i>19 May 2023</i>	SGD	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Index*	SGD	N/A	N/A	N/A	N/A	N/A
<b>A AUD Class **</b>	AUD	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Index*	AUD	N/A	N/A	N/A	N/A	N/A
<b>A HKD Class **</b>	HKD	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Index*	HKD	N/A	N/A	N/A	N/A	N/A
<b>Z SGD Class</b> <i>Inception date:</i> <i>21 September 2021</i>	SGD	-16.78%	N/A	N/A	N/A	-16.10%
MSCI ACWI Index*	SGD	-16.14%	N/A	N/A	N/A	-16.52%
<b>J USD Class **</b> <i>Inception date:</i> <i>30 January 2023</i>	USD	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Index*	USD	N/A	N/A	N/A	N/A	N/A
<b>J GBP Class **</b>	GBP	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Index*	GBP	N/A	N/A	N/A	N/A	N/A
<b>J EUR Class **</b>	EUR	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Index*	EUR	N/A	N/A	N/A	N/A	N/A

<b>J SGD Class **</b>	SGD	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Index*	SGD	N/A	N/A	N/A	N/A	N/A
<b>J AUD Class **</b>	AUD	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Index*	AUD	N/A	N/A	N/A	N/A	N/A
<b>J HKD Class **</b>	HKD	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Index*	HKD	N/A	N/A	N/A	N/A	N/A
<b>R SGD Class **</b> <i>Inception date:</i> <i>21 December 2022</i>	SGD	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Index*	SGD	N/A	N/A	N/A	N/A	N/A
<b>R USD Class **</b> <i>Inception date:</i> <i>21 December 2022</i>	USD	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Index*	USD	N/A	N/A	N/A	N/A	N/A

The returns of the Classes are calculated on an offer-to-bid (taking into account any applicable subscription charge and repurchase fee). Where dividends have been declared or made, returns are calculated on the assumption that all dividends are reinvested, taking into account all charges payable upon such reinvestment.

\* The performance of the MSCI ACWI Index is shown for comparison purposes only. Please refer to paragraph 10.2 of Appendix 1 of this Singapore Prospectus for further information. Any reference to the index should not be interpreted to be a benchmark against which the Fund's performance is or will be measured. The returns of the index are calculated on an offer-to-bid in the currency of the relevant Class.

\*\* The track record of at least one year is not yet available as at the date of this Singapore Prospectus as the A SGD, J USD, R SGD and R USD Classes have been incepted for less than one year, and the A AUD, A HKD, J GBP, J EUR, J SGD, J AUD and J HKD Classes have not yet been incepted.

**You should note that the past performance of the Fund or a Class is not necessarily indicative of the future performance of the Fund or that Class.**

## 10.2 Benchmark

The performance of the Fund is not measured against any benchmark as there is no benchmark against which the performance of the Fund can be suitably managed. The Investment Adviser considers a broad universe of companies focused on climate change mitigation and adaptation that spans the capitalization spectrum – such a universe is not considered to reflect the allocations of any traditional benchmark. As a consequence, the Fund uses a proprietary investment universe and uses the MSCI ACWI Index for performance comparison purposes only.

## 10.3 10.3 Expense Ratios

The expense ratios of the Fund over the financial year ended 30 September 2023 are shown in the table below.

<b>Fund</b>	<b>Class</b>	<b>Expense Ratio for the financial year ended 30 September 2023</b>
GMO Climate Change Investment Fund	A USD	0.83%
	A EUR	0.83%
	A GBP	0.83%
	Z SGD	0.08%
	A SGD*	0.83%
	A AUD	N.A.
	A HKD	N.A.
	J GBP	N.A.
	J EUR	N.A.
	J SGD	N.A.
	J AUD	N.A.
	J HKD	N.A.
	J USD*	1.58%
	R SGD*	1.68%
R USD*	1.68%	

\* The expense ratios for the A SGD, J USD, R SGD and R USD Classes are annualized as they have been incepted for less than 1 year.

The expense ratios of the A AUD, A HKD, J GBP, J EUR, J SGD, J HKD and J AUD Classes for the financial year ended 30 September 2023 are not available as at the date of this Singapore Prospectus as these Classes were each not yet incepted as at 30 September 2023.

The following expenses (where applicable) are excluded from the calculation of the expense ratios:

- (a) brokerage and other transaction costs;
- (b) interest expenses;
- (c) performance fee;
- (d) foreign exchange gains and losses;
- (e) front or back-end loads and other costs arising on the purchase or sale of a foreign exchange unit trust or mutual fund;
- (f) tax deducted at source or arising on income received; and
- (g) dividends and other distributions paid to holders.

#### **10.4 Turnover Ratio**

The turnover ratio of the Fund based on unaudited figures for the year ended 30 September 2023 (calculated based on the lesser of purchases or sales expressed as a percentage over average Net Asset Value) is shown in the table below:

<b>Fund</b>	<b>Turnover ratio</b>
GMO Climate Change Investment Fund	50.0%

## Appendix 2 - GMO Resources UCITS Fund

This Appendix sets out the fund details of the GMO Resources UCITS Fund, a sub-fund under the ICAV (referred to in this Appendix as the “Fund”).

### 1. Base currency

The base currency of the Fund is U.S. dollars (“USD”).

### 2. Classes of Shares

The ICAV is currently offering Shares in the following Classes in the Fund:

Classes of Shares	Currency of Class	Distribution or dividend policy*	Inception Date
A AUD	Australian Dollar (“AUD”)	Nil. All income and capital gains of the Fund will be reinvested.	27 February 2023
A USD	USD		29 March 2021
A EUR	Euro (“EUR”)		1 March 2023
A GBP	Great Britain Pound (“GBP”)		1 April 2021
A SGD	Singapore Dollar (“SGD”)		29 November 2021
A HKD	Hong Kong Dollar (“HKD”)		Not incepted yet**
E USD	USD		9 May 2023 <sup>^</sup>

\* The Directors may, upon advance notice to Shareholders, decide to change the dividend policy of, and declare a dividend in respect of, any Class of Shares in the Fund. Where such dividend is declared, it may be paid out of dividend and net interest income earned plus net realised and net unrealised capital gains after the deduction of expenses in that accounting period attributable to the relevant Class. **Shareholders should note that a payment of dividend out of capital represents a return of the amount invested and a reduction of the portion of net assets allocated to the Fund or a Class.**

\*\* These Classes have not been incepted as at the date of this Singapore Prospectus. Please refer to paragraph 7 below for further details. Classes not yet incepted may be launched at such later date at such initial offer period (if any) and initial offer price (if any) as the Directors may determine in their discretion. The Directors may at their discretion decide not to proceed with the launch of any Class not yet incepted and in such event, the contributions of the applicants to the relevant Class will be refunded without interest.

^ As at the date of this Singapore Prospectus, the E USD Class (incepted 9 May 2023) is not yet available for subscriptions in Singapore. In the future, the E USD Class may be made available for subscriptions in Singapore at the Directors' sole discretion.

### 3. Investment Objective, Focus and Approach

#### *Investment Objective*

The investment objective of the Fund is to seek total return.

#### *Investment Focus and Approach*

The Investment Adviser seeks to achieve the Fund's investment objective by investing the Fund's assets primarily in equities of companies in the natural resources sector (as defined below). Given the expected growth and industrialisation of emerging countries, the Investment Adviser believes that global demand for many natural resources will increase and, given the limited supply of many natural resources, that prices of these natural resources will increase over a long time period. In managing the Fund, the Investment Adviser seeks to invest in the securities of companies that it believes will benefit from, and avoid companies it believes will be adversely affected by, this expected long-term increase in natural resource prices. The Investment Adviser expects the Fund's long-term performance to have a low correlation to the performance of equity markets. The Fund may invest directly and indirectly in common and preferred stocks as well as other stock-related securities (such as convertible securities, depositary receipts, and equity real estate investment trusts ("**REITs**") and income trusts) and may take such positions directly or indirectly (e.g., through its use of derivatives or through Underlying Funds (as defined in the section entitled "DEFINITIONS" of the Irish Prospectus)).

The Fund considers the "natural resources sector" to include companies that own, produce, refine, process, transport, and market natural resources and companies that provide related equipment, infrastructure, and services. The sector includes, for example, the following industries: integrated oil, oil and gas exploration and production, gold and other precious metals, steel and iron ore production, energy services and technology, base metal production, forest products, farming products, paper products, chemicals, building materials, coal, water, alternative energy sources, and environmental services. The Fund is permitted to invest directly and indirectly (e.g., through Underlying Funds or derivatives) in securities of companies tied economically to any country in the world, including emerging countries. In addition to its investments in companies in the natural resources sector, the Fund also may invest up to 20 per cent. of its net assets in securities of any type of company.

The transferable securities and liquid financial assets in which the Fund may invest generally must be listed or traded on a Regulated Market (as defined in Schedule I of the Irish Prospectus), except that up to 10 per cent. of the Net Asset Value of the Fund may be invested in other securities that are not listed or traded on a Regulated Market. The Regulated Markets in which the Fund's investments will be listed or traded are set out in Schedule I of the Irish Prospectus.

The permitted investments of the Fund will include long and short positions in equity and equity-related securities, debt securities, money market instruments, currencies, interest rates and derivatives as described below. Short positions will be achieved through the use of derivative instruments such as swaps, futures and options. Such securities and instruments and the reference assets underlying such derivatives may be located, listed or traded anywhere in the world and may have any market capitalisation.

The Investment Adviser selects the securities the Fund buys and sells based on its evaluation of companies' published financial information and corporate behaviour (such as profit warnings, share issuance or repurchase, and director dealings in company stock), sustainability and other environmental, social, and governance ("**ESG**") criteria, securities' prices, commodities' prices, equity and bond markets, the overall global economy, and governmental policies. In selecting

investments, the Investment Adviser assesses the governance of all companies and issuers in which the Fund may invest, and in particular may review their management behaviour, accounting practices, and responsiveness to shareholders and other stakeholders. The Investment Adviser may meet with company management to confirm impressions conclusions drawn from the Investment Adviser's research, and may use discussions with management and on-site visits as an integral part of the investment selection process.

In selecting securities for the Fund, the Investment Adviser identifies securities that the Investment Adviser believes have positive return potential relative to other securities of companies in the natural resources sector. The Investment Adviser evaluates individual companies or groups of companies based on the ratio of their security price to historical financial information and forecasted financial information, such as profitability, cash flow and earnings, and a comparison of these ratios to current and historical industry, market or company averages. The Investment Adviser also reviews patterns of information, such as price movement or volatility of a security or groups of securities relative to other securities in the natural resources sector. At times, the Fund may have substantial exposure to a single asset class, industry, sector, country, region, issuer or currency or companies with similar market capitalisations. The Fund may invest its assets in securities of companies of any market capitalisation and may invest significantly in securities of companies with smaller market capitalisations. The Fund may also utilise an event-driven strategy, such as merger arbitrage transactions (i.e. transactions relating to investment in the securities of companies that are targets of merger transactions in order to capture the difference in the value of the target company and its price in the marketplace, as described in more detail in the section entitled "DESCRIPTIONS AND RISKS OF FUND INVESTMENTS – Merger Arbitrage Transactions" of the Irish Prospectus) when investing in companies that are consistent with the Fund's investment policy. The factors the Investment Adviser considers and investment methods the Investment Adviser uses can change over time. All strategies employed by the Investment Adviser in respect of the Fund as of the date of this Prospectus are disclosed. Any new strategy or change of existing strategy: (a) will not change the Fund's investment objective nor materially change the Fund's investment policies unless Shareholder approval is received in accordance with the section entitled "CHANGES IN INVESTMENT OBJECTIVE OR POLICIES" of the Irish Prospectus; and (b) shall be set out in a Supplemental Irish Prospectus or a revised Irish Prospectus. The Investment Adviser does not manage the Fund to, or control the Fund's risk relative to, any securities index or securities benchmark.

Typically, the absolute value of the Fund's total notional exposure (through long and short positions) to investments in Emerging Market Countries (as defined in the section entitled "DEFINITIONS" of the Irish Prospectus, and which includes Russia) is not expected to exceed 50 per cent. Of the Net Asset Value of the Fund. However, in certain circumstances such as where the Investment Adviser is of the opinion that assets or markets in Emerging Market Countries are significantly over- or undervalued, the level of such exposure may be greater but is not expected to exceed 80 per cent. of the Net Asset Value of the Fund. In any case, the net exposure of the Fund to Emerging Market Countries may be materially less than the levels indicated above.

The Fund may, where the Investment Adviser deems it appropriate and for the purposes of gaining exposure to equities, debt, money market instruments, currencies and related derivatives, invest in collective investment schemes. The Fund may, subject to the limits set out in Schedule II, invest up to 10 per cent. of its Net Asset Value in the aggregate in UCITS Equivalent Schemes (as defined in the section entitled "DEFINITIONS" of the Irish Prospectus) and in UCITS. Such investment in collective investment schemes includes investing in other Funds (i.e. other sub-funds of the ICAV). However, the Fund may not invest in another Fund

which itself holds Shares in other Funds. Where the Fund invests in another Fund, the rate of the annual management and/or investment management fee charged in respect of the portion of its assets invested in the other Fund (whether such fee is paid directly at the investing Fund level, indirectly at the level of the investee Fund, or a combination of both) shall not exceed the rate of the maximum annual management fee and/or investment management fee which may be charged in respect of the balance of the investing Fund's assets.

As an alternative to investing directly in equities, the Fund may invest in exchange-traded and over-the-counter ("OTC") derivatives and exchange traded funds ("ETFs") (which for the avoidance of doubt shall not include U.S. ETFs). The Fund also may invest in derivatives and ETFs in an attempt to obtain or adjust elements of its long or short investment exposure, and as a substitute for securities lending. ETFs may embed derivatives and/or leverage. The Fund may invest in options, futures, forwards, swaps, contracts for differences, interest rate caps, floors, and collars, swaptions, warrants, rights and convertible securities for investment purposes and efficient portfolio management purposes as set out in the section entitled "DESCRIPTIONS AND RISKS OF FUND INVESTMENTS" of the Irish Prospectus. In addition, the Fund may engage in repurchase, reverse repurchase and stock-lending transactions for efficient portfolio management purposes only. In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Fund with a level of risk that is consistent with the risk profile of the Fund. Further details of the risk profile of the Fund are set out below in the section entitled "RISK FACTORS" of the Irish Prospectus.

The Fund may invest in bonds, Brady bonds, government securities, municipal securities, Euro bonds, auction rate securities, variable rate securities, indexed securities (including currency-indexed securities, inverse floating obligations and inflation-indexed bonds), structured notes, zero coupon securities, firm commitments and when-issued securities, each of which is described below. The debt securities in which the Fund may invest shall include investment grade, non-investment grade and unrated debt securities of any credit quality and having any maturity or duration. Such debt securities may be supranational, government or corporate securities and may be fixed or floating rate securities. Investments in unrated debt securities shall not exceed in aggregate 5 per cent. of the Net Asset Value of the Fund. Investments in structured notes shall not exceed in aggregate 5 per cent. of the Net Asset Value of the Fund.

The Fund may take active long and short currency positions in a particular currency or currencies through exchange-traded and OTC derivatives (i.e., forwards, futures, options and swaps), some of which may operate as a hedge of its currency exposure. The Investment Adviser will re-allocate among currencies on an opportunistic basis, based on its proprietary models and judgment (e.g., when the investment outlook has changed, when cash flows occur, or when there has been a significant change in market valuation levels).

As a result of its derivative positions, the Fund may have gross investment exposures in excess of its net assets (i.e. the Fund is leveraged) and in such cases may be subject to heightened risk of loss. The Fund's performance can depend substantially, if not primarily, on the performance of assets or indices underlying its derivatives even though it does not own those assets or the assets underlying the indices. For the purposes of compliance with the UCITS Regulations, the market risk of the Fund will be measured using the commitment approach. The commitment approach calculates leverage by measuring the market value of the underlying exposures of derivatives relative to the Fund's Net Asset Value. The Fund may not be leveraged in excess of 100 per cent. of its Net Asset Value as a result of its use of derivatives.

The Fund also may invest in cash directly (e.g., Treasury bills, Treasury floating rate notes, Treasury notes, Federal Home Loan Bank discount notes, U.K. government bills, German government bills, Japanese government bills), in funds managed by the Investment Adviser or its affiliates, in money market funds unaffiliated with the Investment Adviser, or directly in the types of investments typically held by money market funds.

Please refer to “INVESTMENT OBJECTIVE AND POLICIES OF THE FUNDS” of the Irish Prospectus under the heading “GMO Resources UCITS Fund” for further information.

#### **4. Product Suitability**

The Fund is only suitable for investors who:

- are seeking capital growth over a medium to long term period;
- want to invest in a fund that is positioned to benefit from long-term increases in natural resource prices.;
- are prepared to accept a moderate level of volatility.

**You should consult your financial advisers if in doubt whether the Fund is suitable for you.**

#### **5. Key risks specific to the Fund**

The Fund is primarily subject to the risks mentioned below. As you could lose money by investing in the Funds, be sure to read all risk disclosures carefully before investing. For more details, please refer to paragraph 8 of the Singapore Prospectus and the “RISK FACTORS” section of the Irish Prospectus.

- Focused Investment Risk
- Market Risk – Equities
- Management and Operational Risk
- Small Company Risk
- Risks Related to the Jurisdiction of Investments
- Illiquidity Risk
- Market Disruption and Geopolitical Risk
- Sustainability Risk
- Commodities Risk
- Currency Risk
- Derivatives Risk
- Counterparty Risk
- Leveraging Risk
- Large Shareholder Risk
- Merger Arbitrage Risk

## 6. Fees and Charges

<b>Fees payable in relation to the Fund</b>	
<b>Fees payable by investors</b>	
Subscription charge*	Nil
Repurchase fee*	Nil
Switching charge*	Up to 2% of the Net Asset Value of the Shares to be exchanged.
<b>Fees payable by the Fund</b>	
Investment Advisory Fee  (a) Retained by the Investment Adviser  (b) Paid by the Investment Adviser to distributors (trailer fee)	Classes A AUD, A USD, A EUR, A GBP, A SGD, A HKD  <ul style="list-style-type: none"> <li>• Currently 0.65% per annum; Maximum 0.65% per annum.</li> </ul> (a) 100% of Annual Management Fee# (b) 0% of Annual Management Fee#  Class E USD  <ul style="list-style-type: none"> <li>• Currently 0.73% per annum; Maximum 0.73% per annum.</li> </ul> (a) At least 99.93% of Annual Management Fee# (b) Up to 0.07% of Annual Management Fee#
Manager's Fee	Up to 0.01% per annum
Annual Administrator and Depositary Fee	Currently 0.09%. This may vary depending on, <i>inter alia</i> , the asset level of the Fund and investor transaction levels.
Other substantial fee or charge (i.e. 0.1% or more of the Fund's asset value)	N/A

# Your distributor is required to disclose to you the amount of trailer fee it receives from the Investment Adviser.

\* A subscription charge, a repurchase fee and/or a switching charge may be imposed by the approved distributors or you may have to pay additional fees and charges (including any additional taxes or commissions, where applicable) to the approved distributors, depending on the specific nature of services provided to you by the approved distributors. You should check with the approved distributors to confirm the applicable fees and charges incurred in Singapore on the issuance of Shares.

**Please refer to the "FEES AND EXPENSES" section of the Irish Prospectus for further information.**

## 7. Subscription price and offer period

7.1 The initial subscription price for the Shares of new Classes of the Fund are as follows:

Fund	Class	Initial subscription price
GMO Resources UCITS Fund	A HKD	HK \$200

7.2 The initial offer period for the A HKD Class Shares shall start on 24 February 2021 (9.am. Irish Time) and end on 12 July 2022 (5.p.m. Irish Time) or such date or such period as determined by the Directors.

7.3 For existing Classes and (in the case of a new Class) following the expiry of the initial offer period, Shares in a Class of the Fund will be issued on a forward pricing basis and the price at which the Shares will be issued will be based on the relevant Net Asset Value per Share in accordance with paragraph 9.4 of this Singapore Prospectus. You should note that in calculating the Net Asset Value per Share for a Class on any Dealing Day, the Investment Adviser may at its discretion adjust the Net Asset Value per Share by applying a dilution adjustment. Please refer to paragraph 9.6 of this Singapore Prospectus for further details on dilution adjustments and paragraph 12.1 of this Singapore Prospectus on where you may obtain prices of the relevant Classes of Shares of the Fund.

#### 8. Minimum Initial Investment and Minimum Subsequent Investment

Fund	Class	Minimum initial investment	Minimum subsequent investment
GMO Resources UCITS Fund	A USD	US\$1,000,000	N/A
	A AUD	AUD equivalent of US\$1,000,000	N/A
	A EUR	EUR equivalent of US\$1,000,000	N/A
	A GBP	GBP equivalent of US\$1,000,000	N/A
	A SGD	SGD equivalent of US\$1,000,000	N/A
	A HKD	HKD equivalent of US\$1,000,000	N/A
	E USD	US\$1,000,000	N/A

#### 9. Minimum repurchase and Minimum holding

Fund	Class	Minimum repurchase	Minimum Holding
GMO Resources UCITS Fund	A USD	N/A	USD equivalent of £200,000
	A AUD	N/A	AUD equivalent of £200,000

<b>Fund</b>	<b>Class</b>	<b>Minimum repurchase</b>	<b>Minimum Holding</b>
	A EUR	N/A	EUR equivalent of £200,000
	A GBP	N/A	£200,000
	A SGD	N/A	SGD equivalent of £200,000
	A HKD	N/A	HKD equivalent of £200,000
	E USD	N/A	USD equivalent of £200,000

**10. Performance of the Fund and benchmark**

10.1 The performance of the Fund as at 30 September 2023 is shown in the table below and is calculated on an average annual compounded basis.

Class/Benchmark	Currency	1 year	Average annual compounded return (%)			
			3 years	5 years	10 years	Since Inception
<b>A USD Class</b> <i>Inception date:</i> <i>29 March 2021</i>	USD	10.43%	N/A	N/A	N/A	2.31%
MSCI ACWI Commodity Producers Index*	USD	22.68%	N/A	N/A	N/A	14.52%
MSCI ACWI*	USD	20.80%	N/A	N/A	N/A	0.79%
<b>A EUR Class **</b> <i>Inception date:</i> <i>1 March 2023</i>	EUR	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Commodity Producers Index*	EUR	N/A	N/A	N/A	N/A	N/A
MSCI ACWI*	EUR	N/A	N/A	N/A	N/A	N/A
<b>A AUD Class **</b> <i>Inception date:</i> <i>27 February 2023</i>	AUD	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Commodity Producers Index*	AUD	N/A	N/A	N/A	N/A	N/A
MSCI ACWI*	AUD	N/A	N/A	N/A	N/A	N/A
<b>A GBP Class ^</b> <i>Inception date:</i> <i>1 April 2021</i>	GBP	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Commodity Producers Index*	GBP	N/A	N/A	N/A	N/A	N/A
MSCI ACWI*	GBP	N/A	N/A	N/A	N/A	N/A
<b>A SGD Class</b> <i>Inception date:</i> <i>29 November 2021</i>	SGD	5.13%	N/A	N/A	N/A	-1.45%
MSCI ACWI Commodity Producers Index*	SGD	16.70%	N/A	N/A	N/A	15.59%
MSCI ACWI*	SGD	14.91%	N/A	N/A	N/A	-4.67%
<b>A HKD Class **</b>	HKD	N/A	N/A	N/A	N/A	N/A

MSCI ACWI Commodity Producers Index*	HKD	N/A	N/A	N/A	N/A	N/A
MSCI ACWI*	HKD	N/A	N/A	N/A	N/A	N/A
<b>E USD Class ^^</b> <i>Inception Date: 09 May 2023</i>	USD	N/A	N/A	N/A	N/A	N/A
MSCI ACWI Commodity Producers Index*	USD	N/A	N/A	N/A	N/A	N/A
MSCI ACWI*	USD	N/A	N/A	N/A	N/A	N/A

The returns of the Classes are calculated on an offer-to-bid (taking into account any applicable subscription charge and repurchase fee). Where dividends have been declared or made, returns are calculated on the assumption that all dividends are reinvested, taking into account all charges payable upon such reinvestment.

\* The performance of the MSCI ACWI Commodity Producers Index and the MSCI ACWI is shown for comparison purposes only. Please refer to paragraph 10.2 of Appendix 1 of this Singapore Prospectus for further information. Any reference to the index should not be interpreted to be a benchmark against which the Fund's performance is or will be measured. The returns of the index are calculated on an offer-to-bid in the currency of the relevant Class.

\*\* As at the date of this Singapore Prospectus, the A AUD and A EUR Classes have not yet been incepted for at least a year, and the A HKD Class has not yet been incepted. Accordingly, a track record of at least one year is not available for these Classes.

^ As at 3 August 2022, the A GBP Class was fully redeemed. Accordingly, there is insufficient data to produce a useful indication of past performance as at 30 September 2023 for this Class. For the avoidance of doubt, this Class remains open for further subscriptions.

^^ As at the date of this Singapore Prospectus, the E USD Class is not yet available for subscriptions in Singapore, and has not yet been incepted for at least a year. Accordingly, a track record of at least one year is not available for this Class. For the avoidance of doubt, this Class may be open for subscriptions in Singapore in the future.

**You should note that the past performance of the Fund or a Class is not necessarily indicative of the future performance of the Fund or that Class.**

## 10.2 Benchmark

The performance of the Fund is not measured against any benchmark as there is no benchmark against which the performance of the Fund can be suitably managed. The Investment Adviser considers a broad universe of companies that the Investment Adviser believes will benefit from long-term increases in natural resource prices that spans the capitalization spectrum – such a universe is not considered to reflect the allocations of any traditional benchmark. As a consequence, the Fund uses a proprietary investment universe and uses the the MSCI ACWI Commodity Producers Index and the MSCI ACWI for performance comparison purposes only.

## 10.3 Expense Ratios

The expense ratios of the Fund over the financial year ended 30 September 2023 are shown in the table below.

Fund	Class	Expense Ratio for the financial year ended 30 September 2023
GMO Resources UCITS Fund	A USD	0.76%
	A AUD*	0.76%
	A EUR*	0.76%
	A GBP	N/A <sup>^</sup>
	A HKD	N/A <sup>^^</sup>
	A SGD	0.76%

\* The expense ratios for the A AUD and A EUR Classes are annualized as they have been incepted for less than 1 year.

^ As the A GBP Class has been fully redeemed as at 3 August 2022, the expense ratio of this Class for the financial year ended 30 September 2023 is not available.

^^ The expense ratio of the A HKD Class for the financial year ended 30 September 2023 is not available as it has not yet been incepted as at 30 September 2023.

The following expenses (where applicable) are excluded from the calculation of the expense ratios:

- (a) brokerage and other transaction costs;
- (b) interest expenses;
- (c) performance fee;
- (d) foreign exchange gains and losses;
- (e) front or back-end loads and other costs arising on the purchase or sale of a foreign exchange unit trust or mutual fund;
- (f) tax deducted at source or arising on income received; and
- (g) dividends and other distributions paid to holders.

#### 10.4 Turnover Ratio

The turnover ratio of the Fund based on unaudited figures for the year ended 30 September 2023 (calculated based on the lesser of purchases or sales expressed as a percentage over average Net Asset Value) is shown in the table below:

<b>Fund</b>	<b>Turnover ratio</b>
GMO Resources UCITS Fund	62.4%

Signed:



---

David Bohan  
Director  
(signed by Arron Day for and on behalf of David Bohan)

Signed:



---

Eimear Cowhey  
Director  
(signed by Arron Day for and on behalf of Eimear Cowhey)

Signed:



---

Arron Day  
Director

Signed:



---

John Fitzpatrick  
Director  
(signed by Arron Day for and on behalf of John Fitzpatrick)

The Directors of the ICAV whose names appear on page iv accept responsibility for the information contained in this document. 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 such information.

---

# **GMO INVESTMENTS ICAV**

(an Irish collective asset-management vehicle having registration number C155870)

**AN UMBRELLA FUND WITH SEGREGATED  
LIABILITY BETWEEN SUB-FUNDS**

---

## **PROSPECTUS**

for

**GMO SGM Major Markets Investment Fund  
GMO Climate Change Investment Fund  
GMO Equity Dislocation Investment Fund  
GMO Emerging Country Debt UCITS Fund  
GMO Usonian Japan Value Fund  
GMO Resources UCITS Fund  
GMO Climate Change Select Investment Fund  
GMO Emerging Markets Ex-China Equity Fund  
GMO Quality Select Investment Fund  
GMO US Quality Select Investment Fund**

Dated 21 July 2023

**PURSUANT TO AN EXEMPTION FROM THE U.S. COMMODITY FUTURES TRADING COMMISSION IN CONNECTION WITH POOLS WHOSE PARTICIPANTS ARE LIMITED TO “QUALIFIED ELIGIBLE PERSONS”, AN OFFERING MEMORANDUM FOR THESE POOLS IS NOT REQUIRED TO BE, AND HAS NOT BEEN, FILED WITH THE COMMISSION. THE U.S. COMMODITY FUTURES TRADING COMMISSION DOES NOT PASS UPON THE MERITS OF PARTICIPATING IN A POOL OR UPON THE ADEQUACY OR ACCURACY OF AN OFFERING MEMORANDUM. CONSEQUENTLY, THE U.S. COMMODITY FUTURES TRADING COMMISSION HAS NOT REVIEWED OR APPROVED THIS OFFERING OR ANY OFFERING MEMORANDUM FOR THESE POOLS. THIS DOCUMENT CONTAINS IMPORTANT INFORMATION ABOUT THE ICAV AND THE FUNDS AND SHOULD BE READ CAREFULLY BEFORE INVESTING. IF YOU**

**HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS PROSPECTUS YOU SHOULD CONSULT YOUR BANK MANAGER, STOCKBROKER, LEGAL ADVISER, ACCOUNTANT OR OTHER FINANCIAL ADVISER.**

**YOU SHOULD ALSO BE AWARE THAT THIS COMMODITY POOL MAY TRADE FOREIGN FUTURES OR OPTIONS CONTRACTS. TRANSACTIONS ON MARKETS LOCATED OUTSIDE THE UNITED STATES, INCLUDING MARKETS FORMALLY LINKED TO A UNITED STATES MARKET, MAY BE SUBJECT TO REGULATIONS WHICH OFFER DIFFERENT OR DIMINISHED PROTECTION TO THE POOL AND ITS PARTICIPANTS. FURTHER, UNITED STATES REGULATORY AUTHORITIES MAY BE UNABLE TO COMPEL THE ENFORCEMENT OF THE RULES OF REGULATORY AUTHORITIES OR MARKETS IN NON-UNITED STATES JURISDICTIONS WHERE TRANSACTIONS FOR THE POOL MAY BE EFFECTED.**

*Certain terms used in this Prospectus are defined in the section entitled “Definitions”.*

#### ***Authorisation of the Central Bank***

*The ICAV has been authorised by the Central Bank as a UCITS within the meaning of the UCITS Regulations. The authorisation of the ICAV is not an endorsement or guarantee of the ICAV by the Central Bank nor is the Central Bank responsible for the contents of this Prospectus. Authorisation of the ICAV by the Central Bank does not constitute a warranty by the Central Bank as to the performance of the ICAV and the Central Bank shall not be liable for the performance or default of the ICAV or of the Funds. The ICAV is an umbrella fund with segregated liability between sub-funds.*

#### ***Investment Risks***

*There can be no assurance that a Fund will achieve its investment objective. It should be appreciated that the value of Shares may go down as well as up. An investment in a Fund involves investment risks, including possible loss of the entire amount invested. The capital return and income of a Fund are based on the capital appreciation and income on the investments it holds, less expenses incurred. Therefore, a Fund’s return may be expected to fluctuate in response to changes in such capital appreciation or income. Investors’ attention is drawn to the specific risk factors set out in the section of this document entitled “Risk Factors”. A Fund may invest extensively in a wide variety of exchange-traded and OTC derivatives as described in this Prospectus for investment purposes and efficient portfolio management purposes, including the derivatives referred to in the section entitled “Descriptions and Risks of Fund Investments”. It is recommended that for retail investors an investment in a Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. To protect existing Shareholders: (i) subscriptions and repurchases of Shares may, at the absolute discretion of the Investment Adviser, be subject to a subscription fee (up to 0.005 per cent. of the subscription monies) and a repurchase fee (up to 0.005 per cent. of the repurchase proceeds), as appropriate, by the relevant Fund and such charges shall be payable to the Fund; and (ii) a dilution adjustment may, at the absolute discretion of the Investment Adviser, be made on a Dealing Day and reflected in the Net Asset Value per Share at which subscriptions and repurchases of Shares are effected. For details on the maximum subscription and repurchase fees payable in respect of the Funds, please refer to the section entitled “Fees and Expenses” and “Administration of the ICAV – Dilution Adjustments”. Therefore, the difference at any one time between the sale and repurchase prices of these Shares means that an investment in them should be viewed as medium to long-term.*

#### ***Selling Restrictions***

*The distribution of this Prospectus and the offering or purchase of the Shares may be restricted in certain jurisdictions. No persons receiving a copy of this Prospectus or the accompanying application form in any such jurisdiction may treat this Prospectus or such application form as constituting an invitation to them to subscribe for Shares, nor should they in any event use such application form, unless in the relevant jurisdiction such an invitation could lawfully be made to them and such application form*

*could lawfully be used without compliance with any registration or other legal requirements. Accordingly, this Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation. It is the responsibility of any persons in possession of this Prospectus and any persons wishing to apply for Shares pursuant to this Prospectus to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for Shares should inform themselves as to the legal requirements of so applying and any applicable exchange control regulations and taxes in the countries of their respective citizenship, residence, incorporation or domicile.*

*Before investing in a Fund an investor shall be required to confirm whether the investor is an Irish Resident for tax purposes. Please refer to the section entitled "Taxation" for further information in relation to Irish tax considerations.*

*The Shares have not been and will not be registered under the 1933 Act, or any U.S. state securities laws, and neither the Funds nor the ICAV have been or will be registered under the 1940 Act. Except as otherwise described herein, such Shares may not be offered or sold, directly or indirectly to, or for the benefit of, any U.S. Person. For this purpose, a U.S. Person has the meaning set forth in the section entitled "Definitions". The Directors may authorise the offer and sale of Shares to a limited number or category of U.S. Persons, in such a manner that will not require the registration of the ICAV, the Funds, or the Shares under the securities laws of the United States, or any state thereof.*

#### **Marketing Rules**

*Shares are offered only on the basis of the information contained in the current Prospectus and the latest audited annual accounts and any subsequent half-yearly report. Investors should note that the auditor's report on the ICAV's annual accounts is made only to the ICAV and the Shareholders as a body at the date of the auditor's report.*

*Any further information or representation given or made by any dealer, salesman or other person should be disregarded and accordingly should not be relied upon. Neither the delivery of this Prospectus nor the offer, issue or sale of Shares shall, under any circumstances, constitute a representation that the information given in this Prospectus is correct as of any time subsequent to the date of this Prospectus. Statements made in this Prospectus are based on the law and practice currently in force in Ireland and are subject to changes therein.*

*This Prospectus may be translated into other languages provided that any such translation shall be a direct translation of the English text. In the event of any inconsistency or ambiguity in relation to the meaning of any word or phrase in translation, the English text shall prevail and all disputes as to the terms thereof shall be governed by, and construed in accordance with, the laws of Ireland.*

*This Prospectus should be read in its entirety before making an application for Shares.*

#### **COMMODITY FUTURES TRADING COMMISSION NOTICE**

**ALL SHARES IN THE ICAV AND THE FUNDS ARE OFFERED ONLY TO "ACCREDITED INVESTORS" UNDER THE 1933 ACT AND "QUALIFIED PURCHASERS" OR "KNOWLEDGEABLE EMPLOYEES" UNDER THE 1940 ACT OR REGULATIONS THEREUNDER, OR TO NON-U.S. PERSONS. PURSUANT TO AN EXEMPTION FROM THE COMMODITY FUTURES TRADING COMMISSION IN CONNECTION WITH POOLS WHOSE PARTICIPANTS ARE LIMITED TO "QUALIFIED ELIGIBLE PERSONS," THE OFFERING MEMORANDUM FOR THIS POOL WILL NOT BE REQUIRED TO BE, AND HAS NOT BEEN, FILED WITH THE COMMISSION. THE COMMODITY FUTURES TRADING COMMISSION DOES NOT PASS UPON THE MERITS OF PARTICIPATING IN A POOL OR UPON THE ADEQUACY OR ACCURACY OF AN OFFERING MEMORANDUM. CONSEQUENTLY, THE COMMODITY FUTURES TRADING**

**COMMISSION HAS NOT REVIEWED OR APPROVED THIS OFFERING OR ANY OFFERING MEMORANDUM FOR THESE POOLS.**

**Sustainable Finance Disclosures Regulation**

*Information about the environmental or social characteristics promoted by GMO Climate Change Investment Fund, GMO Emerging Markets Ex-China Equity Fund, GMO Quality Select Investment Fund and GMO US Quality Select Investment Fund, as Article 8 Funds, and the sustainable investment objective pursued by GMO Climate Change Select Fund, as an Article 9 Fund, is available at Schedule VIII.*

## GMO INVESTMENTS ICAV

### ***Board of Directors of the ICAV***

Mr. David Bohan  
Ms. Eimear Cowhey  
Mr. Arron Day  
Mr. John Fitzpatrick

### ***Registered Office of the ICAV***

78 Sir John Rogerson's Quay  
Dublin 2  
Ireland

### ***Manager***

KBA Consulting Management Limited  
4<sup>th</sup> Floor  
35 Shelbourne Road  
Ballsbridge  
Dublin 4  
Ireland

### ***Distributor and U.K. Facilities Agent***

GMO UK Limited  
No.1 London Bridge  
London SE1 9BG  
England

### ***Distributor***

GMO Netherlands B.V.  
Gustav Mahlerplein 109-115  
26th floor  
1082 MS Amsterdam  
The Netherlands

### ***Administrator***

State Street Fund Services (Ireland) Limited  
78 Sir John Rogerson's Quay  
Dublin 2  
Ireland

### ***Investment Adviser***

Grantham, Mayo, Van Otterloo & Co. LLC  
40 Rowes Wharf  
Boston  
Massachusetts 02110  
U.S.A.

### ***Depositary***

State Street Custodial Services (Ireland)  
Limited  
78 Sir John Rogerson's Quay  
Dublin 2  
Ireland

### ***Auditors***

PricewaterhouseCoopers  
One Spencer Dock  
North Wall Quay  
Dublin 1  
Ireland

### ***Legal Advisers***

Arthur Cox LLP  
Ten Earlsfort Terrace  
Dublin 2  
Ireland

### ***Corporate Secretary***

Bradwell Limited  
Ten Earlsfort Terrace  
Dublin 2  
Ireland

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## GMO INVESTMENTS ICAV

### SUMMARY

#### Structure

The ICAV is an Irish collective asset-management vehicle established under the laws of Ireland pursuant to the ICAV Act and the UCITS Regulations. The ICAV was established on 28 June 2016 under registration number C155870 and was authorised by the Central Bank on 28 October 2016. Its sole object, as set out in Clause 2 of the Instrument of Incorporation and required by Section 6(3)(a) of the ICAV Act, is the collective investment of its funds in property and giving members the benefit of the results of the management of its funds.

The ICAV is organised in the form of an umbrella fund with segregated liability between sub-funds. The Instrument of Incorporation provides for separate sub-funds, each sub-fund comprising a separate and distinct portfolio of assets and liabilities. Additional sub-funds may be established by the ICAV with the prior approval of the Central Bank. The Instrument of Incorporation provides that the ICAV may offer separate Classes of Shares, each representing interests in a sub-fund. Further Classes of Shares may be established in accordance with the requirements of the Central Bank.

The Subscriber Shares do not entitle the holders to participate in the assets of any sub-fund.

#### Investment Objective and Policies

##### *GMO SGM Major Markets Investment Fund*

The Fund's investment objective is to seek long-term total return.

The Fund may invest in long and short positions in a range of global equity, bond, currency, and commodity markets using exchange-traded and over-the-counter (OTC) futures and forward currency contracts, as well as making other investments as described in this Prospectus.

The Benchmark for the Fund is the FTSE 3-Month Treasury Bill Index. Details of the Benchmark are set out in Schedule V. The Fund seeks annualised excess returns of 5 per cent. (gross of fees) above its Benchmark and annualised volatility of approximately 6-10 per cent., each over a complete market cycle. The Fund does not maintain a specified interest rate duration for its portfolio. **The above are targets and not forecasts and there can be no guarantee or assurance that the Fund will achieve a return which meets or exceeds any change in the Benchmark or that the Fund will be subject to the levels of volatility referred to.**

##### *GMO Climate Change Investment Fund*

The Fund's investment objective is to seek high total return. The Fund pursues its investment objective by investing primarily in equities of companies the Investment Adviser believes are positioned to directly or indirectly benefit from efforts to curb or mitigate the long-term effects of global climate change, to address the environmental challenges presented by global climate change, or to improve the efficiency of resource consumption.

The Fund does not seek to allocate its investments in line with or seek to control risk relative to any securities market index or benchmark.

### ***GMO Equity Dislocation Investment Fund***

The Fund's investment objective is to seek high total return. The Fund pursues its investment objective primarily by taking long and short positions in equity securities in markets throughout the world that the Investment Adviser believes exhibit substantial deviations from their fair value.

The Investment Adviser does not manage the Fund to, or control the Fund's risk relative to, any securities index or securities benchmark.

### ***GMO Emerging Country Debt UCITS Fund***

The Fund's investment objective is to seek a total return in excess of that of its Benchmark, the J.P. Morgan Emerging Markets Bond Index Global Diversified.

The Fund pursues its investment objective by investing primarily in non-local currency denominated debt ("external debt") of Emerging Market Country sovereign and quasi-sovereign issuers.

**There can be no guarantee or assurance that the returns of the Fund will meet or exceed its Benchmark.**

### ***GMO Usonian Japan Value Fund***

The Fund's investment objective is to seek long term capital appreciation.

The Fund pursues its investment objective by investing in equity securities of Japanese companies of any capitalisation, industry or sector that the Investment Adviser believes are attractively valued, profitable and conservatively capitalised to reflect a strong asset base and a low debt level.

The Fund does not seek to allocate its investments in line with, or seek to control risk relative to, any securities market index or benchmark.

### ***GMO Resources UCITS Fund***

The Fund's investment objective is to seek total return.

The Fund pursues its investment objective by investing in equities of companies in the natural resources sector, namely companies that own, produce, refine, process, transport, and market natural resources and companies that provide related equipment, infrastructure, and services.

The Fund does not seek to allocate its investments in line with, or seek to control risk relative to, any securities market index or benchmark.

### ***GMO Climate Change Select Investment Fund***

The Fund's investment objective is to seek high total return by investing primarily in equities of companies the Investment Adviser believes are positioned to directly or indirectly contribute to efforts to mitigate the long-term effects of global climate change, as well as to address the environmental challenges presented by global climate change or to improve the efficiency of resource consumption. While the Fund has sustainable investment as its objective as described in the foregoing sentence, a reduction in carbon emissions does not form part of such objective.

### ***GMO Emerging Markets Ex-China Equity Fund***

The objective of the Fund is to seek to achieve a return in excess of its Benchmark, the MSCI Emerging Markets ex-China Index, through investment in equity securities listed or traded on Regulated Markets

of Emerging Market Countries in Asia (excluding China), Latin America, the Middle East, Africa and Europe or equity securities listed or traded on Regulated Markets of issuers who derive a substantial portion of their income from Emerging Market Countries.

**There can be no guarantee or assurance that the returns of the Fund will meet or exceed its Benchmark.**

#### ***GMO Quality Select Investment Fund***

The Fund's investment objective is to seek total return through investment in equities and equity-related securities of companies the Investment Adviser believes to be high quality. The Fund may make security investments in companies the stocks of which are listed or traded on Regulated Markets anywhere in the world. Investments in Emerging Market Countries will not exceed 20 per cent. of the Net Asset Value of the Fund.

The Fund does not seek to allocate its investments in line with, or seek to control risk relative to, the S&P 500 Index, the MSCI World Index, or any other securities market index or benchmark.

#### ***GMO US Quality Select Investment Fund***

The Fund's investment objective is to seek total return through investment in equities and equity-related securities of companies that the Investment Adviser believes to be high quality and which are classified as "U.S." by one or more index or data providers.

The Fund does not seek to allocate its investments in line with, or seek to control risk relative to, the S&P 500 Index or any other securities market index or benchmark.

#### **Taxation**

As an investment undertaking within the meaning of section 739B(1) of the TCA, the ICAV is generally exempt from Irish tax on its income and gains and the ICAV will not be required to account for any Irish tax in respect of Shareholders who are not Irish Residents provided that the necessary signed declarations are in place. The ICAV may be required to account for tax in respect of Shareholders who are Irish Resident Shareholders. Shareholders who are not Irish Residents will not be liable to Irish tax on income from their Shares or gains made on the disposal of their Shares, provided that the Shares are not held directly or indirectly by or for a branch or agency in Ireland. Generally, no stamp duty or other tax is payable in Ireland on the subscription, issue, holding, repurchase or transfer of Shares. Where any subscription for or repurchase of Shares is satisfied by an in specie transfer of Irish securities or other Irish property, Irish stamp duty may arise on the transfer of such securities or property. A gift or inheritance of Shares may be liable to Irish capital acquisitions tax. The ICAV may be subject to, and/or accrue, withholding, capital gains, transaction-based and other taxes imposed by jurisdictions in which the Funds make investments. In addition, the Foreign Account Tax Compliance provisions of FATCA generally impose a U.S. federal reporting and withholding tax regime with respect to certain U.S. source income earned and gross proceeds from the sale or other disposal of property.

The ICAV will not be managed to minimise taxes. Potential investors are advised to consult their own tax advisers as to the implications of an investment in the ICAV. Please refer to the section entitled "Taxation" for further information.

#### **Dividends**

Please refer to the section entitled "Dividend Policy" for further information on the dividend policy of the Funds.

## Subscriptions

The table below sets forth the minimum initial investment per Shareholder in the Funds.

<b>Fund/Class</b>	<b>Minimum Initial Investment per Shareholder</b>
GMO SGM Major Markets Investment Fund – A Classes	US\$1,000,000 (or currency equivalent thereof)
GMO SGM Major Markets Investment Fund – B Classes	US\$10,000,000 (or currency equivalent thereof)
GMO SGM Major Markets Investment Fund – C Classes	US\$5,000,000 (or currency equivalent thereof)
GMO SGM Major Markets Investment Fund – D Classes	US\$5,000,000 (or currency equivalent thereof)
GMO Climate Change Investment Fund – A Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Climate Change Investment Fund – R Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Climate Change Investment Fund – Z Classes	US\$50,000,000 (or currency equivalent thereof)
GMO Equity Dislocation Investment Fund – A Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Equity Dislocation Investment Fund – K Classes	US\$50,000,000 (or currency equivalent thereof)
GMO Equity Dislocation Investment Fund – L Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Equity Dislocation Investment Fund – D Classes	US\$50,000,000 (or currency equivalent thereof)
GMO Equity Dislocation Investment Fund – R Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Equity Dislocation Investment Fund – Z Classes	US\$50,000,000 (or currency equivalent thereof)
GMO Emerging Country Debt UCITS Fund – A Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Emerging Country Debt UCITS Fund – F Classes	US\$20,000,000 (or currency equivalent thereof)
GMO Emerging Country Debt UCITS Fund – G Classes	US\$250,000,000 (or currency equivalent thereof)
GMO Emerging Country Debt UCITS Fund – H Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Emerging Country Debt UCITS Fund – J Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Emerging Country Debt UCITS Fund – Z Classes	US\$50,000,000 (or currency equivalent thereof)
GMO Usonian Japan Value Fund – A Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Usonian Japan Value Fund – C Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Usonian Japan Value Fund – Z Classes	US\$50,000,000 (or currency equivalent thereof)
GMO Resources UCITS Fund – A Classes	US\$1,000,000 (or currency equivalent thereof)

<b>Fund/Class</b>	<b>Minimum Initial Investment per Shareholder</b>
GMO Resources UCITS Fund – D Classes	US\$125,000,000 (or currency equivalent thereof)
GMO Resources UCITS Fund – E Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Climate Change Select Investment Fund - A Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Climate Change Select Investment Fund - D Classes	US\$125,000,000 (or currency equivalent thereof)
GMO Climate Change Select Investment Fund - E Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Emerging Markets Ex-China Equity Fund - A Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Emerging Markets Ex-China Equity Fund - E Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Quality Select Investment Fund – A Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Quality Select Investment Fund – D & DH Classes	US\$125,000,000 (or currency equivalent thereof)
GMO Quality Select Investment Fund – E Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Quality Select Investment Fund – R Classes	US\$1,000,000 (or currency equivalent thereof)
GMO US Quality Select Investment Fund – A Classes	US\$1,000,000 (or currency equivalent thereof)
GMO US Quality Select Investment Fund – D Classes	US\$125,000,000 (or currency equivalent thereof)
GMO US Quality Select Investment Fund – E Classes	US\$1,000,000 (or currency equivalent thereof)

Subscriptions of lesser amounts may be accepted at the absolute discretion of the Investment Adviser or the Distributor.

It is intended that Shares in the Funds will be marketed to institutional investors and made available to investors meeting the minimum subscription requirements.

### **Fees and Expenses**

Investors’ attention is drawn to the details of the fees and expenses charged set out in the section entitled “Fees and Expenses”.

### **Dealing Days**

Shares may be issued or repurchased on a Dealing Day by sending an application form and a purchase order form or repurchase form, as appropriate, to the Administrator to arrive no later than 2.00 p.m. (Irish time) on the Business Day preceding the Dealing Day or, in exceptional circumstances which will be fully documented, such other time as may be agreed between the relevant investor and the Distributor (the exercise of such power having been delegated to the Distributor by the Manager). Each Business Day shall be a Dealing Day, except where the Net Asset Value determination has been temporarily suspended in the circumstances outlined in the section entitled “Administration of the ICAV - Temporary Suspension of Valuation of the Shares and of Sales and Repurchases”.

**Investor Restrictions**

The Shares may not be offered or sold in any jurisdiction in which such offer or sale is not lawful or in which the person making such offer or sale is not qualified to do so or to anyone to whom it is unlawful to make such an offer or sale. Except as otherwise provided in this Prospectus, Shares may not be purchased or held by or for the account of any U.S. Person. Applicants and transferees will be required to certify whether or not they are Irish Residents.

**Investment Risks**

An investment in a Fund involves investment risks, including possible loss of the amount invested. There can be no assurance that a Fund will achieve its investment objective. A more detailed description of certain investment risks relevant to investors in the ICAV is set out in the sections entitled “Investment Objective and Policies of the Funds” and “Risk Factors”.

## DEFINITIONS

In this Prospectus the following words and phrases shall have the meanings indicated below:

“1933 Act”	means the U.S. Securities Act of 1933, as amended;
“1940 Act”	means the U.S. Investment Company Act of 1940, as amended;
“Administrator”	means State Street Fund Services (Ireland) Limited;
“Administration Agreement”	means the agreement dated 28 October 2016 between GMO Investment Management Company (Ireland) Limited, the ICAV and the Administrator, as amended by a GDPR Data Processing Addendum dated 25 May 2018 and an amendment administration agreement dated 3 August 2020, as novated by a Novation and Amendment Agreement dated 1 January 2022 in favour of the Manager, pursuant to which the Administrator was appointed as administrator of the ICAV, and as may be further amended from time to time;
“ADRs”	means American Depositary Receipts;
“AIF”	means alternative investment fund;
“AIMA”	means the Alternative Investment Management Association;
“Article 8 Fund”	means a Fund that is classified pursuant to Article 8 of the Sustainable Finance Disclosures Regulation and aims to promote environmental or social characteristics;
“Article 9 Fund”	means a Fund that is classified pursuant to Article 9 of the Sustainable Finance Disclosures Regulation and has sustainable investment as an investment objective;
“A\$” or “AUD”	means Australian Dollars, the lawful currency of the Commonwealth of Australia;
“Base Currency”	means the base currency of a Fund as specified in the section entitled “Investment Objective and Policies of the Funds”;
“Benchmark”	means, in respect of: (a) GMO SGM Major Markets Investment Fund, the FTSE 3-Month Treasury Bill Index; (b) GMO Emerging Country Debt UCITS Fund, the J.P. Morgan Emerging Markets Bond Index Global Diversified; and (c) GMO Emerging Markets Ex-China Equity Fund, the MSCI Emerging Markets ex-China Index. Details of the Benchmarks are set out in Schedule V;
“Benchmark Regulation”	means Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No 596/2014, as such may be amended, supplemented or replaced from time to time;
“Business Day”	means, unless otherwise determined by the Manager and notified in advance to Shareholders, any day on which the New York Stock Exchange is open for regular trading and retail banks are open for business

in Dublin and London and (in the case of GMO SGM Major Markets Investment Fund and GMO Emerging Country Debt UCITS Fund) New York and (in the case of GMO Usonian Japan Value Fund) Japan. Retail banks are not typically open for business in Dublin on 27 December (or a replacement date if December 27 falls on a weekend); however, such day shall be a Business Day for purposes hereof unless the New York Stock Exchange is not open for regular trading and retail banks are also not open for business in London and (in the case of GMO SGM Major Markets Investment Fund and GMO Emerging Country Debt UCITS Fund) New York and (in the case of GMO Usonian Japan Value Fund) Japan, or the Manager determines otherwise and notifies Shareholders in advance of the same;

“CAD”	means Canadian Dollars, the lawful currency of Canada;
“CCP”	means central counterparty;
“CEA”	means the U.S. Commodity Exchange Act;
“Central Bank”	means the Central Bank of Ireland or any successor regulatory authority with responsibility for the authorisation and supervision of the ICAV;
“Central Bank Act”	means the Central Bank (Supervision and Enforcement) Act 2013, as such may be amended, supplemented or replaced from time to time;
“Central Bank Regulations”	means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations 2019, as such may be amended, supplemented or replaced from time to time;
“CFTC”	means the U.S. Commodity Futures Trading Commission;
“CHF”	means the Swiss franc, the lawful currency of Switzerland;
“China”	means the People’s Republic of China (which for purposes of this prospectus excludes Taiwan and, for avoidance of doubt, includes Hong Kong);
“class” or “Class”	means any class of Shares;
“Class A”	means, as the context requires, Class A AUD, Class A CAD, Class A CHF, Class A DKK, Class A EUR, Class A GBP, Class A HKD, Class A NOK, Class A SEK, Class A SGD, Class A JPY and/or Class A USD of a Fund;
“Class B”	means, as the context requires, Class B AUD, Class B CAD, Class B CHF, Class B EUR, Class B GBP, Class B JPY and/or Class B USD of a Fund;
“Class C”	means, as the context requires, Class C EUR, Class C GBP, Class C GBP Distributing and/or Class C USD of a Fund;
“Class D”	means, as the context requires, Class D EUR, Class D GBP and/or Class D USD of a Fund;
“Class DH”	means, as the context requires, Class DH NOK of a Fund;

“Class E”	means, as the context requires, Class E EUR, Class E GBP, Class E USD and/or Class E SGD of a Fund;
“Class F”	means, as the context requires, Class F USD of a Fund;
“Class G”	means, as the context requires, Class G USD, Class G EUR, Class G CHF and/or Class G GBP of a Fund;
“Class H”	means, as the context requires, Class H USD, Class H EUR, Class H CHF and/or Class H GBP of a Fund;
“Class J”	means, as the context requires, Class J USD, Class J EUR, Class J CHF, Class J GBP, Class J SGD, Class J AUD and/or Class J HKD of a Fund;
“Class K”	means, as the context requires, Class K USD, Class K EUR, and/or Class K GBP of a Fund;
“Class L”	means, as the context requires, Class L USD, Class L EUR, and/or Class L GBP of a Fund;
“Class NV”	means, as the context requires, Class NV USD of a Fund;
“Class R”	means, as the context requires, Class R USD and/or Class R SGD of a Fund;
“Class Z”	means, as the context requires, Class Z USD, Class Z SGD, Class Z GBP and/or Class Z AUD of a Fund;
“Class Expenses”	means the expenses of registering a class in any jurisdiction or with any stock exchange, regulated market or settlements system and such other expenses arising from such registration and such further expenses howsoever arising as may be disclosed in this Prospectus;
“Clearing Member”	means a member of a clearing house;
“Connected Person”	means the ICAV or the Depositary, and the delegates or sub-delegates of the ICAV or the Depositary (excluding any non-group company sub-custodians appointed by the Depositary), and any associated or group company of the ICAV, the Depositary, any delegate or sub-delegate;
“Contractual Settlement Arrangements”	means arrangements whereby the Depositary or an affiliate or another entity provides overdraft, temporary borrowing or similar facilities to pay for portfolio transactions entered into by the Fund pending receipt by the Fund of subscription monies or other expected cashflows;
“CPI”	means Consumer Price Index;
“Dealing Day”	means, unless otherwise determined by the Manager and notified in advance to Shareholders, each Business Day provided that there shall be at least one Dealing Day per fortnight;
“Depositary”	means State Street Custodial Services (Ireland) Limited;
“Depositary Agreement”	means the agreement dated 28 October 2016 among the ICAV, the Manager and the Depositary, as amended by a GDPR Data Processing Addendum dated 25 May 2018, pursuant to which the Depositary was

	appointed as depositary of the ICAV, and as may be further amended from time to time;
“Depositary Receipts”	means ADRs, EDRs and GDRs;
“Directive”	means Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations, and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS), as amended, supplemented or replaced from time to time;
“Directors”	means the directors of the ICAV for the time being and any duly constituted committee thereof;
“Distributor”	means GMO UK Limited, GMO Netherlands B.V., or any other distributor appointed in respect of the ICAV from time to time;
“DKK”	means the Danish Krone, the lawful currency of Denmark;
“EDRs”	means European Depositary Receipts;
“EEA”	means the European Economic Area;
“Emerging Market Country”	means, in respect of: <ul style="list-style-type: none"> <li>(a) GMO SGM Major Markets Investment Fund, GMO Climate Change Investment Fund, GMO Equity Dislocation Investment Fund, GMO Resources UCITS Fund, GMO Emerging Markets Ex-China Equity Fund and GMO Quality Select Investment Fund, any country whose market is not treated as a “developed market” in the MSCI World Index or MSCI EAFE Index;</li> <li>(b) GMO Emerging Country Debt UCITS Fund, any country that is included in the Fund’s Benchmark or that has a similar national domestic product or default history to those of countries included in the Fund’s Benchmark;</li> </ul> and, in the case of any Fund, such other countries as the Investment Adviser may from time to time deem to be emerging market countries;
“EMIR”	means Regulation (EU) No 648/2012 of the European Parliament and Council on OTC derivatives, central counterparties and trade repositories dated 4 July 2012, as such may be amended, supplemented or replaced from time to time;
“ERISA”	means the Employee Retirement Income Security Act of 1974, as amended;
“ESG”	means environmental, social and governance;
“ESMA”	means the European Securities and Markets Authority;
“ETF”	means an exchange-traded fund, the units of which may, depending on the circumstances, be classified under the UCITS Regulations as units in a UCITS, units in an AIF or transferable securities. For the avoidance of doubt, for shares or units in an exchange-traded fund to constitute

	transferable securities within the meaning of the UCITS Regulations, the relevant fund must be closed-ended and the shares or units must fulfil the other criteria applicable to transferable securities under the UCITS Regulations;
“€” or “EUR” or “Euro”	means the currency unit referred to in the Second Council Regulation (EC) no. 974/98 of 3 May 1998 on the introduction of the euro;
“EU”	means the European Union;
“Exchange”	means a national securities exchange;
“Expense Threshold Amount”	has the meaning set out in the section entitled “Fees and Expenses – Reimbursable Expenses”;
“Fannie Mae”	means the Federal National Mortgage Association;
“FATCA”	means the U.S. Hiring Incentives to Restore Employment Act;
“FHLBs”	means Federal Home Loan Banks;
“Form ADV”	means the Investment Adviser’s most recent Form ADV submitted to the U.S. Securities and Exchange Commission;
“Freddie Mac”	means the Federal Home Loan Mortgage Corporation;
“Fund”	means each of GMO SGM Major Markets Investment Fund, GMO Climate Change Investment Fund, GMO Equity Dislocation Investment Fund, GMO Emerging Country Debt UCITS Fund, GMO Usonian Japan Value Fund, GMO Resources UCITS Fund, GMO Climate Change Select Investment Fund, GMO Emerging Markets Ex-China Equity Fund, GMO Quality Select Investment Fund, GMO US Quality Select Investment Fund, and any other sub-fund from time to time established by the ICAV. For the purpose of this Prospectus, where the context indicates, references to the “Fund” shall refer to GMO SGM Major Markets Investment Fund, GMO Climate Change Investment Fund, GMO Equity Dislocation Investment Fund, GMO Emerging Country Debt UCITS Fund, GMO Usonian Japan Value Fund and GMO Resources UCITS Fund, GMO Climate Change Select Investment Fund, GMO Emerging Markets Ex-China Equity Fund, GMO Quality Select Investment Fund and GMO US Quality Select Investment Fund;
“Fund Cash Account”	means a cash account in which Investor Monies are held that is not an Umbrella Cash Account;
“G7”	means the group of seven major industrialised nations, whose current member countries are Canada, France, Germany, Italy, Japan, the U.K. and the U.S.;
“GDRs”	means Global Depositary Receipts;
“Ginnie Mae”	means the Government National Mortgage Association;
“GMO”	means the Investment Adviser and its affiliated companies;
“GMO Australia”	means GMO Australia Limited and the GMO Australia Partnership;

“HK\$” or “HKD”	means Hong Kong Dollars, the lawful currency of Hong Kong;
“Hurdle”	means, in respect of: (i) Class K USD and Class L USD, the FTSE 3-Month Treasury Bill Index; (ii) Class K EUR and Class L EUR, the Barclays EUR Overnight Index; and (iii) Class K GBP and Class L GBP, the Barclays GBP Overnight Index; and (iv) Class R USD of GMO Equity Dislocation Investment Fund, the FTSE 3-Month Treasury Bill Index;
“ICAV”	means GMO Investments ICAV;
“ICAV Act”	means the Irish Collective Asset-management Vehicles Act 2015, as such may be amended, supplemented or replaced from time to time, including any regulations made by ministerial order thereunder and any conditions imposed thereunder by the Central Bank;
“Initial Offer Period”	means the period determined by the Manager during which Shares in a Fund or a class are first offered for subscription;
“Instrument of Incorporation”	means the instrument of incorporation of the ICAV;
“Investment Adviser”	means Grantham, Mayo, Van Otterloo & Co. LLC;
“Investment Advisory Agreement”	means the investment advisory agreement dated 1 January 2022 between the Manager, the ICAV and the Investment Adviser, pursuant to which the Investment Adviser was appointed as investment adviser of the ICAV, and as may be further amended from time to time;
“Investor Money Regulations”	means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Investment Firms) Regulations 2017, as such may be amended, supplemented or replaced from time to time;
“Investor Monies”	means subscription monies received from, and repurchase monies due to, investors in a Fund and, if applicable, distribution monies due to Shareholders of a Fund;
“IO/PO Strips”	means interest-only or principal-only STRIPS;
“IOSCO”	means the International Organization of Securities Commissions;
“IPO”	means an initial public offering;
“Irish Resident”	has the meaning set out in the section entitled “Taxation”;
“IRS”	means the U.S. Internal Revenue Service;
“ISDA Agreements”	means International Swaps and Derivatives Association, Inc. Master Agreements;
“JPY”	means Japanese yen, the lawful currency of Japan;
“LEPOs”	means low exercise price options;
“Manager”	means KBA Consulting Management Limited;
“Management Agreement”	means the management agreement dated 1 January 2022 between the Manager and the ICAV, as amended from time to time, pursuant to which the Manager was appointed as manager of the ICAV;

“Member State”	means a member state of the EU;
“Moody’s”	means Moody’s Investor Services, Inc., the rating agency;
“MSCI EAFE Index”	means the MSCI EAFE (Europe, Australasia, and Far East) Index (MSCI Standard Index Series, net of withholding tax), which is an independently maintained and widely published index comprised of international large and mid-capitalisation stocks;
“MSCI World Index”	means a free float-adjusted market capitalisation weighted index that is designed to measure the equity market performance of developed markets. As of 30 December 2022, the MSCI World Index consisted of the following 23 developed market country indices: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, the U.K, and the United States;
“NASDAQ”	means the market regulated by the National Association of Securities Dealers in the U.S.;
“Net Asset Value” or “NAV”	means the Net Asset Value of the ICAV, a Fund or a class as appropriate, calculated as described herein;
“Net Asset Value per Share”	means in respect of any Shares the Net Asset Value attributable to the Shares issued in respect of a Fund or a class divided by the number of Shares in issue in respect of that Fund or class;
“NOK”	means the Norwegian Krone, the lawful currency of Norway;
“Norges Bank List of Excluded Companies”	means the list of companies that are designated from time to time by Norges Bank Investment Management to have contributed to violations of fundamental ethical norms, manufacture certain types of weapon, base their operations on coal, or produce tobacco;
“NSD”	means the Russian National Settlement Depository;
“OECD”	means the Organisation for Economic Co-Operation and Development;
“OTC”	means over-the-counter;
“P-Notes”	means participatory notes;
“Performance Fee Rate”	means, for all Classes K and L, and Class R USD of GMO Equity Dislocation Investment Fund, 20 per cent.;
“Regulated Market”	means any stock exchange or regulated market in the EU or a stock exchange or regulated market which is provided for in the Instrument of Incorporation and set forth in Schedule I;
“Reimbursable Expenses”	has the meaning set out in the section entitled “Fees and Expenses – Reimbursable Expenses”;
“REIT”	means a real estate investment trust or other pooled investment vehicle that invests primarily in income producing real property or real property related loans or interests;

“Relevant Institution”	means an EU credit institution, a credit institution authorised in a member state of the EEA (Norway, Iceland, Liechtenstein) or a credit institution authorised by a signatory other than an EU Member State or a member state of the EEA, to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, the U.K. and the U.S.) or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand;
“Revenue Commissioners”	means the Revenue Commissioners of Ireland;
“SEC”	means the U.S. Securities and Exchange Commission;
“Securities Financing Transactions Regulation”	means Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012, as such may be amended, supplemented or replaced from time to time;
“Securities Financing Transaction”	means any of the following: a repurchase transaction, securities or commodities lending and securities or commodities borrowing, a buy-sell back transaction or sell-buy back transaction and a margin lending transaction;
“SEK”	means Swedish krona, the lawful currency of Sweden;
“SFDR” or “Sustainable Finance Disclosures Regulation”	means the EU Sustainable Finance Disclosures Regulation (2019/2088), as amended, on sustainability-related disclosures in the financial services sector;
“SFDR Level 2 Regulation”	means Commission Delegated Regulation (EU) 2022/1288 supplementing Regulation EU 2019/2088;
“SGD”	means Singapore Dollars, the lawful currency of Singapore;
“Share” or “Shares”	means any share or shares in the ICAV, a Fund or a class, as the context so requires;
“Shareholder”	means a holder of Shares;
“Sterling” or “GBP” or “£”	means pounds sterling, the lawful currency of the U.K.;
“STRIPS”	means Separate Trading of Registered Interest and Principal Securities;
“Subscriber Shares”	means the initial Share capital of 2 Shares of no par value subscribed for EUR 2;
“Supplemental Prospectus”	means any supplemental prospectus issued in connection with a Fund from time to time in accordance with the requirements of the Central Bank;
“S&P”	means Standard & Poor’s, the rating agency;
“Taxonomy Regulation”	means Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088, as may be amended from time to time;

“TCA”	Taxes Consolidation Act 1997, as amended;
“UCITS”	means an undertaking or undertakings for collective investment in transferable securities established under the Directive;
“UCITS Equivalent Scheme”	means any of the following open-ended collective investment schemes: <ul style="list-style-type: none"> <li>(a) schemes established in Guernsey and authorised as Class A Schemes;</li> <li>(b) schemes established in Jersey as Recognised Funds;</li> <li>(c) schemes established in the Isle of Man as Authorised Schemes;</li> <li>(d) retail investor alternative investment funds authorised by the Central Bank provided such investment funds comply in all material respects with the provisions of the UCITS Regulations and the Central Bank UCITS Regulations;</li> <li>(e) alternative investment funds authorised in a member state of the EEA, the U.K., the U.S., Jersey, Guernsey or the Isle of Man and which comply, in all material respects with the provisions of the UCITS Regulations and the Central Bank UCITS Regulations; and</li> <li>(f) such other schemes as may be permitted by the Central Bank and set out in this Prospectus;</li> </ul>
“UCITS Level 2 Regulation”	means Commission Delegated Regulation (EU) 2016/438 of 17 December 2015 supplementing Directive 2009/65/EC of the European Parliament and of the Council with regard to obligations of depositaries, as such may be amended, supplemented or replaced from time to time;
“UCITS Regulations”	means the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011, as such may be amended, supplemented or replaced from time to time;
“United Nations Global Compact List of Delisted Participants”	means the list of participants that have been delisted on the voluntary United Nations pact to encourage businesses and firms worldwide to adopt sustainable and socially responsible policies; <sup>1</sup>
“U.K.”	means the United Kingdom;
“Umbrella Cash Account”	means an umbrella cash account in the name of the ICAV;
“Underlying Funds”	means other investment funds in which a Fund may invest;
“U.S.”	means the United States of America (including the States and the District of Columbia), its territories, possessions and all other areas subject to its jurisdiction;
“U.S. Code”	means the U.S. Internal Revenue Code;
“US\$” or “U.S. Dollar”	means U.S. Dollars, the lawful currency of the U.S.;

<sup>1</sup> The full list of delisted participants is available at: <https://www.unglobalcompact.org/participation/report/cop/create-and-submit/expelled>

or “USD”

“U.S. Person”

means “U.S. Person” as defined in Regulation S under the 1933 Act;

“Valuation Point”

means 4.00 p.m. (Eastern Standard Time) on the Business Day preceding a Dealing Day;

“VaR”

means value-at-risk.

## INTRODUCTION

The ICAV is an Irish collective asset-management vehicle established under the laws of Ireland pursuant to the ICAV Act and the UCITS Regulations. The ICAV was established on 28 June 2016 under registration number C155870 and was authorised by the Central Bank on 28 October 2016. Its sole object, as set out in Clause 2 of the Instrument of Incorporation and required by Section 6(3)(a) of the ICAV Act, is the collective investment of its funds in property and giving members the benefit of the results of the management of its funds.

The ICAV is organised in the form of an umbrella fund with segregated liability between sub-funds. The Instrument of Incorporation provides for separate sub-funds, each sub-fund comprising a separate and distinct portfolio of assets and liabilities. The Instrument of Incorporation provides that the ICAV may offer separate Classes of Shares, each representing interests in a sub-fund. The ICAV has obtained the approval of the Central Bank for the establishment of GMO SGM Major Markets Investment Fund, GMO Climate Change Investment Fund, GMO Equity Dislocation Investment Fund, GMO Emerging Country Debt UCITS Fund, GMO Usonian Japan Value Fund, GMO Resources UCITS Fund, GMO Climate Change Select Investment Fund, GMO Emerging Markets Ex-China Equity Fund, GMO Quality Select Investment Fund and GMO US Quality Select Investment Fund.

A Fund may issue one or more Classes of Shares. A separate pool of assets for each Class within the Fund will not be maintained.

Currently twenty-two Classes of Shares may be issued in respect of GMO SGM Major Markets Investment Fund which include the following: Class A USD, Class B USD, Class C USD, Class D USD, Class E USD, Class A EUR, Class B EUR, Class C EUR, Class D EUR, Class E EUR, Class A GBP, Class B GBP, Class D GBP, Class E GBP, Class A AUD, Class B AUD, Class A CAD, Class B CAD, Class A JPY, Class B JPY, Class A CHF, and Class B CHF.

Currently twenty-four Classes of Shares may be issued in respect of GMO Climate Change Investment Fund which include the following: Class A USD, Class E USD, Class J USD, Class NV USD, Class R USD, Class A CHF, Class A DKK, Class A EUR, Class E EUR, Class J EUR, Class A GBP, Class C GBP Distributing, Class E GBP, Class J GBP, Class A NOK, Class A SEK, Class A SGD, Class J SGD, Class R SGD, Class Z SGD, Class A AUD, Class J AUD, Class A HKD and Class J HKD.

Currently seventeen Classes of Shares may be issued in respect of GMO Equity Dislocation Investment Fund which include the following: Class A USD, Class A EUR, Class A GBP, Class A SGD, Class A HKD, Class A CHF, Class D USD, Class D EUR, Class K USD, Class K EUR, Class K GBP, Class L USD, Class L EUR, Class L GBP, Class R USD, Class Z GBP and Class Z AUD.

Currently eighteen Classes of Shares may be issued in respect of GMO Emerging Country Debt UCITS Fund which include the following: Class A USD, Class F USD, Class G USD, Class H USD, Class J USD, Class Z USD, Class A EUR, Class G EUR, Class H EUR, Class J EUR, Class A CHF, Class G CHF, Class H CHF, Class J CHF, Class A GBP, Class G GBP, Class H GBP, and Class J GBP.

Currently eight Classes of Shares may be issued in respect of GMO Usonian Japan Value Fund which include the following: Class A GBP, Class C GBP, Class C GBP Distributing, Class A USD, Class Z USD, Class A EUR, Class A CHF and Class A JPY.

Currently thirteen Classes of Shares may be issued in respect of GMO Resources UCITS Fund which include the following: Class A USD, Class D USD, Class A GBP, Class A EUR, Class D EUR, Class A JPY, Class A CHF, Class A DKK, Class A AUD, Class A SGD, Class A HKD, Class E EUR and Class E USD.

Currently eleven Classes of Shares may be issued in respect of GMO Climate Change Select Investment Fund which includes the following: Class A USD, Class D USD, Class E USD, Class A CHF, Class A DKK, Class A EUR, Class E EUR, Class A GBP, Class E GBP, Class A NOK and Class A SEK.

Currently six Classes of Shares may be issued in respect of GMO Emerging Markets Ex-China Equity Fund which includes the following: Class A USD, Class A EUR, Class A GBP, Class E USD, Class E EUR and Class E GBP.

Currently thirteen classes of Shares may be issued in respect of GMO Quality Select Investment Fund which include the following: Class A USD, Class A GBP, Class A EUR, Class A SGD, Class A DKK, Class D USD, Class DH NOK, Class E USD, Class E GBP, Class E EUR, Class E SGD, Class R USD and Class R SGD.

Currently nine classes of Shares may be issued in respect of GMO US Quality Select Investment Fund which include the following: Class A USD, Class A GBP, Class A EUR, Class D USD, Class D GBP, Class D EUR, Class E USD, Class E GBP and Class E EUR.

Further Classes of Shares may be issued in respect of a Fund in accordance with the requirements of the Central Bank. For GMO SGM Major Markets Investment Fund, GMO Equity Dislocation Investment Fund, nine classes of GMO Emerging Country Debt UCITS Fund (Class G EUR, Class H EUR, Class J EUR, Class G CHF, Class H CHF, Class J CHF, Class G GBP, Class H GBP and Class J GBP), one class of GMO Resources UCITS Fund (Class A JPY), one class of GMO Climate Change Investment Fund (Class Z SGD) and one class of GMO Quality Select Investment Fund (Class DH NOK), the Investment Adviser will seek to hedge the currency exposure between the Base Currency and the currency of denomination of those Classes denominated in other currencies. See the sections entitled “Risk Factors - Currency Risk” and “Descriptions and Risks of Fund Investments - Currency Transactions.”

With the prior approval of the Central Bank, the ICAV from time to time may create additional sub-funds, the investment policies and objectives for which shall be outlined in a Supplemental Prospectus or a revised Prospectus, together with details of the initial offer period, the initial subscription price for each Share and such other relevant information in relation to the additional sub-funds as the Directors may deem appropriate, or the Central Bank may require, to be included. Each Supplemental Prospectus shall form part of, and should be read in conjunction with, this Prospectus.

## **INVESTMENT OBJECTIVE AND POLICIES OF THE FUNDS**

### **GMO SGM Major Markets Investment Fund**

The Fund’s investment objective is to seek long-term total return.

The Fund may invest in long and short positions in a range of global equity, bond, currency, and commodity markets using exchange-traded and over-the-counter (OTC) futures and forward currency contracts as well as making other investments as described below.

The transferable securities and liquid financial assets in which the Fund may invest generally must be listed or traded on a Regulated Market, except that up to 10 per cent. of the Net Asset Value of the Fund may be invested in other securities that are not listed or traded on a Regulated Market. The Regulated Markets in which the Fund’s investments will be listed or traded are set out in Schedule I.

The Fund is expected to invest, directly and indirectly, in a wide range of assets that are eligible investments for UCITS as described in below. The permitted investments of the Fund will include long and short positions in equity and equity-related securities, debt securities, money market instruments, currencies, interest rates, instruments (e.g., swaps, futures and options) relating to commodities indices which are cleared by the Central Bank, and derivatives as described below. Short positions will be achieved through the use of derivative instruments such as swaps, futures and options. Such securities and instruments and the reference assets underlying such derivatives may be located, listed or traded anywhere in the world, may have any market capitalisation and may belong to any industry sector. The Fund is expected to invest primarily in major markets. The determination of what constitutes a “major market” is based on the Investment Adviser’s analysis of which markets are the best fit for the strategy, from time to time, given the Fund’s size and the size, liquidity and volatility of the relevant markets. Therefore, while the securities

and instruments in which the Fund may invest are global, the Investment Adviser will determine which of the markets relevant to those securities and instruments are “major markets” for the purposes of the strategy.

At any given time, the Fund may be invested in some or all of these asset classes and may take long or short positions in these asset classes. In constructing the Fund’s portfolio, the Investment Adviser seeks to take advantage of its proprietary investment models for systematic global tactical asset allocation and market selection. The Investment Adviser will re-allocate among asset classes on an opportunistic basis, based on its proprietary models and judgment, when the investment outlook has changed, when cash flows occur, or when there has been a significant change in market valuation levels.

The systematic investment process that the Investment Adviser follows in constructing the Fund’s portfolio is based on the following strategies:

- *Value-Based Strategies.* Value factors compare the price of an asset class or market to an economic fundamental value. Generally, value strategies include yield analysis (i.e. analysis of the income return on an investment, such as the interest or dividends received from holding a particular security) and mean reversion analysis (i.e. analysis based on the theory that prices and returns eventually move back towards the mean or average).
- *Sentiment-Based Strategies.* Generally, sentiment-based strategies assess factors such as risk aversion of investors, analyst behaviour (the historical reactions of financial analysts in the market and any bias which may be evident from that data), and momentum (the rate of acceleration of an economic, price or volume movement).

The factors considered and models used by the Investment Adviser may change over time. The Investment Adviser may discontinue strategies or add new strategies as a result of additional research, changing market conditions, or other factors. All strategies employed by the Investment Adviser in respect of the Fund as of the date of this Prospectus are disclosed. Any new strategy or change of existing strategy: (a) will not change the Fund’s investment objective nor materially change the Fund’s investment policies unless Shareholder approval is received in accordance with the section entitled “Changes in Investment Objective or Policies”; and (b) shall be set out in a Supplemental Prospectus or a revised Prospectus.

The Benchmark for the Fund is the FTSE 3-Month Treasury Bill Index. Details of the Benchmark are set out in Schedule V. The Fund seeks annualised excess returns of 5 per cent. (gross of fees) above its Benchmark and annualised volatility of approximately 6-10 per cent., each over a complete market cycle. The Fund does not maintain a specified interest rate duration for its portfolio. **The above are targets and not forecasts and there can be no guarantee or assurance that the Fund will achieve a return which meets or exceeds any change in the Benchmark or that the Fund will be subject to the levels of volatility referred to.**

In implementing the Fund’s investment strategy, the Investment Adviser seeks to take risk positions for the Fund that, in the Investment Adviser’s view, are proportionate to return opportunities. As a result, during periods when the Investment Adviser believes return opportunities are high relative to the risks involved, the Fund may take more risk (as measured by expected volatility) than it would during periods when the Investment Adviser believes return opportunities are low relative to the risks involved. Expected volatility is the standard deviation of the portfolio’s expected return.

The equity securities in which the Fund may invest include common stocks, Depositary Receipts, convertibles, preferred stocks, ETFs, private placements, rights, warrants and indexed securities.

The Fund may invest in bonds, asset-backed and mortgage-backed securities, Brady bonds, government securities, municipal securities, Euro bonds, auction rate securities, variable rate securities, distressed or defaulted securities, indexed securities (including currency-indexed securities, inverse floating obligations and inflation-indexed bonds), structured notes, zero coupon securities, firm commitments, when-issued securities and to-be-announced securities, each of which is described below. The debt securities in which

the Fund may invest shall include investment grade, non-investment grade and unrated debt securities of any credit quality and having any maturity or duration. Such debt securities may be supranational, government or corporate securities and may be fixed, floating or auction rate securities. Investments in unrated debt securities shall not exceed in aggregate 5 per cent. of the Net Asset Value of the Fund.

The Fund typically invests in assets not held as margin for derivatives transactions in cash directly (e.g., Treasury bills, Treasury floating rate notes, Treasury notes, Federal Home Loan Bank discount notes, U.K. government bills, German government bills, Japanese government bills), money market funds unaffiliated with the Investment Adviser, or directly in the types of investments typically held by money market funds. The Fund also may invest in debt securities of any credit quality (including below investment grade securities (commonly referred to as “high yield” or “junk” bonds), maturity or duration.

The Fund may take active long and short currency positions in a particular currency or currencies through exchange-traded and OTC derivatives (i.e., forwards, futures, options and swaps), some of which may operate as a hedge of its currency exposure. The Investment Adviser will re-allocate among currencies on an opportunistic basis, based on its proprietary models and judgment.

The commodities indices to which the Fund may seek exposure through instruments such as swaps, futures and options may relate to multiple or single commodity sectors (e.g. energy, metals, livestock and/or agriculture). Such indices must be cleared by the Central Bank. The purpose of seeking such exposure is to help broaden the set of asset classes that the Fund can use to reach its total return objective. As of the date of this Prospectus, the Fund may obtain exposure to any of the following indices which have received clearance from the Central Bank:

- Bloomberg Commodity Index (BCOM).
- Goldman Sachs Equal Weight Strategy
- Goldman Sachs Overweight Brent Crude Strategy 00
- Goldman Sachs Overweight Gold Strategy 00
- Goldman Sachs Overweight Natural Gas Strategy 00
- Goldman Sachs Overweight Crude Oil Strategy 00
- S&P GSCI Aluminum Capped Component ER
- S&P GSCI Coffee Capped Component ER
- S&P GSCI Copper Capped Component ER
- S&P GSCI Corn Capped Component ER
- S&P GSCI Live Cattle Capped Component ER
- S&P GSCI Cotton Capped Component ER
- S&P GSCI Gold Capped Component ER
- S&P GSCI Lean Hogs Capped Component ER
- S&P GSCI Heating Oil Capped Component ER
- S&P GSCI Kansas Wheat Capped Component ER
- S&P GSCI Brent Crude Capped Component ER
- S&P GSCI Natural Gas Capped Component ER
- S&P GSCI Nickel Capped Component ER
- S&P GSCI Silver Capped Component ER
- S&P GSCI Sugar Capped Component ER
- S&P GSCI Wheat Capped Component ER
- S&P GSCI Zinc Capped Component ER

Further information on the above indices shall be available upon request from the Investment Adviser. Further information on indices to which the Fund may seek exposure may be provided, upon request, by the Investment Adviser. Such indices are re-balanced on a periodic basis (typically annually), but such re-balancing frequency is not expected to have a material effect on the costs incurred by the Fund within this strategy.

Typically, the absolute value of the Fund’s total notional exposure (through long and short positions) to investments in Emerging Market Countries (including Russia) is not expected to exceed 50 per cent. of the

Net Asset Value of the Fund. However, in certain circumstances such as where the Investment Adviser is of the opinion that assets or markets in Emerging Market Countries are significantly over- or undervalued, the level of such exposure may be greater but is not expected to exceed 80 per cent. of the Net Asset Value of the Fund. In any case, the net exposure of the Fund to Emerging Market Countries may be materially less than the levels indicated above.

The Fund may, where the Investment Adviser deems it appropriate and for the purposes of gaining exposure to equities, debt, money market instruments, currencies and related derivatives, and instruments relating to commodities indices, invest in collective investment schemes. The Fund may, subject to the limits set out in Schedule II, invest up to 10 per cent. of its Net Asset Value in the aggregate in UCITS Equivalent Schemes and in UCITS. Such investment in collective investment schemes includes investing in other Funds (i.e. other sub-funds of the ICAV). However, the Fund may not invest in another Fund which itself holds Shares in other Funds. Where the Fund invests in another Fund, the rate of the annual management and/or investment management fee charged in respect of the portion of its assets invested in the other Fund (whether such fee is paid directly at the investing Fund level, indirectly at the level of the investee Fund, or a combination of both) shall not exceed the rate of the maximum annual management fee and/or investment management fee which may be charged in respect of the balance of the investing Fund's assets.

The Fund may:

- (i) invest extensively in options, futures, forwards, swaps, contracts for differences, interest rate caps, floors, and collars, swaptions, warrants, rights, convertible securities and indexed investments for investment purposes and efficient portfolio management purposes as set out in the section entitled "Descriptions and Risks of Fund Investments";
- (ii) engage in repurchase, reverse repurchase and stock-lending transactions for efficient portfolio management purposes only;

each as described in the section entitled "Descriptions and Risks of Fund Investments". In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Fund with a level of risk that is consistent with the risk profile of the Fund. Further details of the risk profile of the Fund are set out below in the section entitled "Risk Factors".

As a result of its derivative positions, the Fund typically has gross investment exposures in excess of its net assets (i.e. the Fund typically is leveraged) and therefore is subject to heightened risk of loss. The Fund's performance can depend substantially, if not primarily, on the performance of assets or indices underlying its derivatives even though it does not own those assets or the assets underlying the indices.

For the purposes of compliance with the UCITS Regulations, the market risk of the Fund will be measured using the VaR methodology. In accordance with the requirements of the Central Bank, the Fund is subject to an absolute VaR limit of 20 per cent. of the Fund's Net Asset Value, based on a 20 Business Day holding period, a historical observation period of at least one year (250 Business Days) unless a shorter observation period is justified by a significant increase in price volatility and a 99 per cent. one-tailed confidence interval. VaR is a statistical methodology that seeks to predict, using historical data, the likely maximum loss that the Fund could suffer, calculated to a specific one-tailed confidence level (i.e. 99 per cent.) However, the Fund may from time to time experience a change in Net Asset Value over a 20 Business Day holding period greater than 20 per cent. of the Net Asset Value. Please see Schedule IV for details of the standards that currently apply to the calculation of the absolute VaR of the Fund.

In accordance with the requirements of the Central Bank, the Investment Adviser will manage the Fund subject to the above VaR limits. Depending on market conditions, the Fund may employ leverage from time to time. In this context, "leverage" is calculated, in accordance with the requirements of the Central Bank, as the sum of the notionals of the derivatives used. Applying this calculation method, it is possible for the leverage of the Fund to be as high as 10 times (1000 per cent.) of the Net Asset Value of the Fund.

Please see Schedule IV for an illustration of how leverage is calculated using the “sum of notionals” method and how use of this method can result in high leverage computations. The disclosed level of leverage is not intended to be an additional risk exposure limit for the Fund. Furthermore, it is not intended that the leverage level by itself be indicative of the risk profile of the Fund. Leverage is just one of many risk factors the Investment Adviser considers in constructing a portfolio and investors are advised to read carefully the section entitled “Risk Factors” and Schedule IV which gives a summary of the back-testing, stress testing and other aspects of the Fund’s risk limitation procedures which apply in both normal and abnormal market conditions.

The Base Currency of the Fund shall be U.S. Dollars. However, the Fund may issue classes denominated in U.S. Dollars and other currencies.

For further information on the investments referred to in this section, see the section entitled “Descriptions and Risks of Fund Investments”.

**There can be no assurance that the returns of the Fund will meet or exceed its Benchmark.**

### **GMO Climate Change Investment Fund**

The Fund’s investment objective is to seek high total return.

The Investment Adviser seeks to achieve the Fund’s investment objective by investing primarily in equities of companies the Investment Adviser believes are positioned to directly or indirectly benefit from efforts to curb or mitigate the long-term effects of global climate change, to address the environmental challenges presented by global climate change, or to improve the efficiency of resource consumption.

The Investment Adviser considers such companies to include companies involved in industries relating to clean energy, batteries and storage, electric grid, energy efficiency, recycling and pollution control, agriculture, water, and businesses that service such industries. Due to the far-reaching effects and evolving innovation related to climate change, the Investment Adviser expects the universe of such companies to be involved in a wide array of businesses. The term “equities” refers to direct and indirect investments in common and preferred stocks and other stock-related securities, such as convertible securities and Depositary Receipts, MLPs and income trusts. The Fund may invest in long and short positions in a range of global equity, bond and currency markets using exchange-traded futures and forward exchange contracts as well as making other investments as described below. The transferable securities and liquid financial assets in which the Fund may invest generally must be listed or traded on a Regulated Market, except that up to 10 per cent. of the Net Asset Value of the Fund may be invested in other securities that are not listed or traded on a Regulated Market. The Regulated Markets in which the Fund’s investments will be listed or traded are set out in Schedule I.

The permitted investments of the Fund will include long and short positions in equity and equity-related securities, debt securities, money market instruments, currencies, interest rates and derivatives as described below. Short positions will be achieved through the use of derivative instruments such as swaps, futures and options. Such securities and instruments and the reference assets underlying such derivatives may be located, listed or traded anywhere in the world and may have any market capitalisation.

The Investment Adviser selects the securities the Fund buys or sells based on its evaluation of issuers’ published financial information and corporate behaviour (such as profit warnings, share issuance or repurchase, and director dealings in company stock), sustainability and other ESG (environmental, social and governance) criteria, securities’ prices, commodities’ prices, equity and bond markets, the overall global economy, and governmental policies. In selecting investments, the Investment Adviser assesses the governance of companies and issuers in which the Fund may invest, and in particular may review their management behaviour, accounting practices, and responsiveness to shareholders and other stakeholders. The Investment Adviser may meet with company management to confirm conclusions drawn from the Investment Adviser’s research, and may use discussions with management and on-site visits as an integral part of the investment selection process.

In addition, the Investment Adviser will exclude companies that are part of the Carbon Underground 200 list, which is a list of the top 100 coal and the top 100 oil and gas publicly-traded reserve holders globally, ranked by the potential carbon emissions content of their reported reserves.

In selecting securities for the Fund, the Investment Adviser uses a combination of investment methods to identify securities the Investment Adviser believes have positive return potential. Some of these methods evaluate individual issuers or groups of issuers based on the ratio of their security price to historical financial information and forecasted financial information, such as profitability, cash flow and earnings, and a comparison of these ratios to current and historical industry, market or company averages. Other methods focus on patterns of information, such as price movement or volatility of a security or groups of securities. The Fund may invest its assets in securities of companies of any market capitalisation and may invest a significant portion of its assets in securities of companies with smaller market capitalisation. The Fund may also utilize an event-driven strategy, such as merger arbitrage. The Fund has no limit on the amount it may invest in any single asset class, sector, country, or region. At times, the Fund may have substantial exposure to a single industry, asset class, sector, country or region. The Fund is permitted to invest directly and indirectly in securities of issuers tied economically to any country in the world, including emerging countries. Typically, the absolute value of the Fund's total notional exposure (through long and short positions) to investments in Emerging Market Countries (including Russia) is not expected to exceed 50 per cent. of the Net Asset Value of the Fund. However, in certain circumstances such as where the Investment Adviser is of the opinion that assets or markets in Emerging Market Countries are significantly over- or undervalued, the level of such exposure may be greater but is not expected to exceed 80 per cent. of the Net Asset Value of the Fund. In any case, the net exposure of the Fund to Emerging Market Countries may be materially less than the levels indicated above.

The factors the Investment Adviser considers and investment methods the Investment Adviser uses can change over time. All strategies employed by the Investment Adviser in respect of the Fund as of the date of this Prospectus are disclosed. Any new strategy or change of existing strategy: (a) will not change the Fund's investment objective nor materially change the Fund's investment policies unless Shareholder approval is received in accordance with the section entitled "Changes in Investment Objective or Policies"; and (b) shall be set out in a Supplemental Prospectus or a revised Prospectus. The Fund has not designated a reference benchmark and the Investment Adviser does not manage the Fund to, or control the Fund's risk relative to, any securities index or securities benchmark.

The Fund may, where the Investment Adviser deems it appropriate and for the purposes of gaining exposure to equities, debt, money market instruments, currencies and related derivatives, invest in collective investment schemes. The Fund may, subject to the limits set out in Schedule II, invest up to 10 per cent. of its Net Asset Value in the aggregate in UCITS Equivalent Schemes and in UCITS. Such investment in collective investment schemes includes investing in other Funds (i.e. other sub-funds of the ICAV). However, the Fund may not invest in another Fund which itself holds Shares in other Funds. Where the Fund invests in another Fund, the rate of the annual management and/or investment management fee charged in respect of the portion of its assets invested in the other Fund (whether such fee is paid directly at the investing Fund level, indirectly at the level of the investee Fund, or a combination of both) shall not exceed the rate of the maximum annual management fee and/or investment management fee which may be charged in respect of the balance of the investing Fund's assets.

As an alternative to investing directly in equities, the Fund may invest in exchange-traded and OTC derivatives and ETFs. The Fund also may invest in derivatives and ETFs in an attempt to obtain or adjust elements of its long or short investment exposure and as a substitute for securities lending. ETFs may embed derivatives and/or leverage. The Fund may invest in options, futures, forwards, swaps, contracts for differences, interest rate caps, floors, and collars, swaptions, warrants, rights and convertible securities for investment purposes and efficient portfolio management purposes as set out in the section entitled "Descriptions and Risks of Fund Investments". In addition, the Fund may engage in repurchase, reverse repurchase and stock-lending transactions for efficient portfolio management purposes only. In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Fund with a level of risk that is consistent with the

risk profile of the Fund. Further details of the risk profile of the Fund are set out below in the section entitled “Risk Factors”.

The Fund may invest in bonds, government securities and structured notes, each of which is described below. The debt securities in which the Fund may invest shall include investment grade, non-investment grade and unrated debt securities of any credit quality and having any maturity or duration. Such debt securities may be supranational, government or corporate securities and may be fixed or floating rate securities. Investments in unrated debt securities shall not exceed in aggregate 5 per cent. of the Net Asset Value of the Fund.

The Fund may take active long and short currency positions in a particular currency or currencies through exchange-traded and OTC derivatives (i.e., forwards, futures, options and swaps), some of which may operate as a hedge of its currency exposure. The Investment Adviser will re-allocate among currencies on an opportunistic basis, based on its proprietary models and judgment.

As a result of its derivative positions, the Fund may have gross investment exposures in excess of its net assets (i.e. the Fund is leveraged) and in such cases may be subject to heightened risk of loss. The Fund’s performance can depend substantially, if not primarily, on the performance of assets or indices underlying its derivatives even though it does not own those assets or the assets underlying the indices. For the purposes of compliance with the UCITS Regulations, the market risk of the Fund will be measured using the commitment approach. The commitment approach calculates leverage by measuring the market value of the underlying exposures of derivatives relative to the Fund’s Net Asset Value. The Fund may not be leveraged in excess of 100 per cent. of its Net Asset Value as a result of its use of derivatives.

The Fund also may invest in cash directly (e.g., Treasury bills, Treasury floating rate notes, Treasury notes, Federal Home Loan Bank discount notes, U.K. government bills, German government bills, Japanese government bills), in funds managed by the Investment Adviser or its affiliates, in money market funds unaffiliated with the Investment Adviser, or directly in the types of investments typically held by money market funds.

The Base Currency of the Fund shall be U.S. Dollars. However, the Fund may issue classes denominated in U.S. Dollars and other currencies.

For further information on the investments referred to in this section, see the section entitled “Descriptions and Risks of Fund Investments”.

### **GMO Equity Dislocation Investment Fund**

The Fund’s investment objective is to seek high total return.

The Fund pursues its investment objective primarily by taking long and short positions in equity securities in markets throughout the world that the Investment Adviser believes exhibit substantial deviations from their fair value. In doing so, the Fund seeks to be near neutral in respect of its exposure to global equity markets. In other words, the Fund will seek to limit overall equity market risk and seek to profit from both increasing and decreasing prices in specific securities within those markets. The Fund may invest directly and indirectly in common and preferred stocks as well as other stock-related securities (such as convertible securities, depositary receipts, and equity real estate investment trusts (REITs) and income trusts) and may take such positions directly or indirectly (e.g., through its use of derivatives or through other collective investment schemes). The Fund may invest in long and short positions in a range of equity and currency markets using exchange-traded futures and forward exchange contracts as well as making other investments as described below. Short positions will be achieved through the use of derivative instruments such as swaps, futures and options. Such securities and instruments and the reference assets underlying such derivatives may be located, listed or traded anywhere in the world and may have any market capitalisation.

The transferable securities and liquid financial assets in which the Fund may invest generally must be listed

or traded on a Regulated Market, except that up to 10 per cent. of the Net Asset Value of the Fund may be invested in other securities that are not listed or traded on a Regulated Market. The Regulated Markets in which the Fund's investments will be listed or traded are set out in Schedule I.

The Investment Adviser selects the securities the Fund buys or sells based on its evaluation of issuers' published financial information and corporate behaviour (such as profit warnings, share issuance or repurchase, and director dealings in company stock), sustainability and other ESG (environmental, social and governance) criteria, securities' prices, commodities' prices, equity and bond markets, the overall global economy, and governmental policies. The Investment Adviser utilises third-party data to identify companies engaged in the manufacture, supply or distribution of cluster munitions, as well as companies primarily involved in the production and mining of coal, coal-related products and other consumable fuels related to the generation of energy, or the manufacturer of cigarettes and other tobacco products, and removes these companies from consideration for additional investment. Additionally, as part of the Investment Adviser's ongoing portfolio management and review process, it monitors the portfolio for exposure to various ESG metrics, including portfolio weighted average overall and individual ESG rankings of companies, the exposure of the portfolio to highly ranked and poorly ranked companies based on these ESG scores, and exposure of the portfolio to factors contributing to these scores, such as carbon intensity and board independence. The Investment Adviser uses a quantitative model to assist it in making its evaluations based on these inputs.

In selecting long and short positions for the Fund, the Investment Adviser uses a combination of investment methods to identify securities the Investment Adviser believes have greater or lesser return potential, respectively, relative to other securities. The Investment Adviser seeks to add value by looking beyond traditional value metrics to understand a security's intrinsic value, taking into consideration an issuer's quality and growth prospects, and using additional indicators of mispricings to gain a differentiated view into issuer fundamentals. Using both historical financial information and forecasted financial information, such as book value, cash flow and earnings, as well as measures of historical and forecast earnings volatility, the Investment Adviser looks to incorporate an estimate of future growth by building out future estimates of book value and earnings through time. These forecast values are then discounted back to arrive at an estimated value. In constructing the Fund's portfolio, the Investment Adviser considers a number of factors, including position size, market capitalisation, liquidity, transaction costs and exposure to particular industries, sectors, countries, regions, or currencies. The Fund has no limit on the amount it may invest in any single asset class, sector, country, or region. At times, the Fund may have substantial exposure to a single industry, asset class, sector, country or region.

The factors the Investment Adviser considers and investment methods the Investment Adviser uses can change over time. All strategies employed by the Investment Adviser in respect of the Fund as of the date of this Prospectus are disclosed. Any new strategy or change of existing strategy: (a) will not change the Fund's investment objective nor materially change the Fund's investment policies unless Shareholder approval is received in accordance with the section entitled "Changes in Investment Objective or Policies"; and (b) shall be set out in a Supplemental Prospectus or a revised Prospectus.

Typically, the absolute value of the Fund's total notional exposure (through long and short positions) to investments in Emerging Market Countries (including Russia) is not expected to exceed 50 per cent. of the Net Asset Value of the Fund. However, in certain circumstances such as where the Investment Adviser is of the opinion that assets or markets in Emerging Market Countries are significantly over- or undervalued, the level of such exposure may be greater, but is not expected to exceed 80 per cent. of the Net Asset Value of the Fund. In any case, the net exposure of the Fund to Emerging Market Countries may be materially less than the levels indicated above.

The Fund may, where the Investment Adviser deems it appropriate and for the purposes of gaining exposure to equities, money market instruments, currencies and related derivatives, invest in collective investment schemes. The Fund may, subject to the limits set out in Schedule II, invest up to 10 per cent. of its Net Asset Value in the aggregate in UCITS Equivalent Schemes and in UCITS. Such investment in collective investment schemes includes investing in other sub-funds of the ICAV. However, the Fund may not invest in another sub-fund of the ICAV which itself holds Shares in other sub-funds of the ICAV.

Where the Fund invests in another fund managed by the Investment Adviser, the rate of the annual management and/or investment management fee charged in respect of the portion of its assets invested in such fund (whether such fee is paid directly at the Fund level, indirectly at the level of such fund, or a combination of both) shall not exceed the rate of the maximum annual management fee and/or investment management fee which may be charged in respect of the balance of the Fund's assets.

As an alternative to investing directly in equities, the Fund may invest in exchange-traded and OTC derivatives and ETFs. The Fund also may invest in derivatives and ETFs in an attempt to obtain or adjust elements of its long or short investment exposure, and as a substitute for securities lending. ETFs may embed derivatives and/or leverage. The Fund may invest in options, futures, forwards, swaps, contracts for differences, interest rate caps, floors, and collars, swaptions, warrants, rights and convertible securities for investment purposes and efficient portfolio management purposes as set out in the section entitled "Descriptions and Risks of Fund Investments". In addition, the Fund may engage in repurchase, reverse repurchase and stock-lending transactions for efficient portfolio management purposes only. In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Fund with a level of risk that is consistent with the risk profile of the Fund. Further details of the risk profile of the Fund are set out below in the section entitled "Risk Factors".

The Fund may take active long and short currency positions in a particular currency or currencies through exchange-traded and OTC derivatives (i.e., forwards, futures, options and swaps), some of which may operate as a hedge of its currency exposure. The Investment Adviser will re-allocate among currencies on an opportunistic basis, based on its proprietary models and judgment.

The Fund also may invest in cash directly (e.g., Treasury bills, Treasury floating rate notes, Treasury notes, Federal Home Loan Bank discount notes, U.K. government bills, German government bills, Japanese government bills), in funds managed by the Investment Adviser or its affiliates, in money market funds unaffiliated with the Investment Adviser, or directly in the types of investments typically held by money market funds.

As a result of its derivative positions, the Fund may have gross investment exposures in excess of its net assets (i.e. the Fund may be leveraged) and in such cases may be subject to heightened risk of loss. The Fund's performance can depend substantially, if not primarily, on the performance of assets or indices underlying its derivatives even though it does not own those assets or the assets underlying the indices.

For the purposes of compliance with the UCITS Regulations, the market risk of the Fund will be measured using the VaR methodology. In accordance with the requirements of the Central Bank, the Fund is subject to an absolute VaR limit of 14 per cent. of the Fund's Net Asset Value, based on a 20 Business Day holding period, a historical observation period of at least one year (250 Business Days) unless a shorter observation period is justified by a significant increase in price volatility and a 95 per cent. one-tailed confidence interval. VaR is a statistical methodology that seeks to predict, using historical data, the likely maximum loss that the Fund could suffer, calculated to a specific one-tailed confidence level (i.e. 95 per cent.). However, the Fund may from time to time experience a change in Net Asset Value over a 20 Business Day holding period greater than 14 per cent. of the Net Asset Value. Please see Schedule IV for details of the standards that currently apply to the calculation of the absolute VaR of the Fund.

In accordance with the requirements of the Central Bank, the Investment Adviser will manage the Fund subject to the above VaR limits. Depending on market conditions, the Fund may employ leverage from time to time. In this context, "leverage" is calculated, in accordance with the requirements of the Central Bank, as the sum of the notionals of the derivatives used. Applying this calculation method, it is possible for the leverage of the Fund to be as high as 4 times (400 per cent.) of the Net Asset Value of the Fund. Please see Schedule IV for an illustration of how leverage is calculated using the "sum of notionals" method and how use of this method can result in high leverage computations. The disclosed level of leverage is not intended to be an additional risk exposure limit for the Fund. Furthermore, it is not intended that the leverage level by itself be indicative of the risk profile of the Fund. Leverage is just one of many risk factors the Investment Adviser considers in constructing a portfolio and investors are advised to read carefully the

section entitled “Risk Factors” and Schedule IV which gives a summary of the back-testing, stress testing and other aspects of the Fund’s risk limitation procedures which apply in both normal and abnormal market conditions.

The Base Currency of the Fund shall be U.S. Dollars. However, the Fund may issue classes denominated in U.S. Dollars and other currencies.

For further information on the investments referred to in this section, see the section entitled “Descriptions and Risks of Fund Investments”.

**There can be no assurance that the returns of the Fund will meet or exceed its Benchmark.**

### **GMO Emerging Country Debt UCITS Fund**

The Fund’s investment objective is to seek a total return in excess of that of its Benchmark, the J.P. Morgan Emerging Markets Bond Index Global Diversified.

The Fund pursues its investment objective by investing primarily in non-local currency denominated debt (“external debt”) of Emerging Market Country sovereign and quasi-sovereign issuers. “Sovereign” refers to a government and “quasi-sovereign” refers to a governmental agency, political subdivision or other instrumentality or issuer that is majority-owned, directly or indirectly, or whose obligations are guaranteed, by a government. In general, the Fund considers the Emerging Market Country issuers described above to be in countries that are included in the Fund’s Benchmark or that have similar national domestic products or default histories to those of countries included in the Fund’s Benchmark. Notwithstanding the foregoing, unless and until such time as relevant sanctions and/or divestment laws (namely those imposed by the US, the EU and/or Australia) are no longer in place, (i) the Fund will not purchase securities issued by any company domiciled in Russia or issued by the government of Russia that are subject to such sanctions (“Russian securities”); and (ii) the Fund shall divest from any Russian securities it holds when it is able to do so in a prudent manner that is consistent with the Fund’s investment objectives having regard to market conditions, consistent with its responsibilities to the Shareholders and in accordance with applicable sanctions laws. The Fund’s performance is likely to be more volatile than that of its Benchmark.

The Fund typically gains its investment exposure by purchasing debt investments or by using derivatives, typically credit default swaps. The Fund may invest in debt investments of all credit qualities, including securities that are in default, and may invest in corporate bonds. The debt investments in which the Fund invests includes below investment grade debt investments, which are commonly referred to as “high yield” or “junk” bonds, although these terms are not generally used to refer to emerging country debt securities. The debt investments in which the Fund invests are usually denominated in U.S. Dollars, Euros, Japanese yen, Swiss francs, or British pounds sterling, although the Fund also may invest in debt investments that are denominated in local currencies. After hedging, U.S. Dollars typically comprise at least 75 per cent. of the Fund’s exposures. To the extent that the Fund invests in less liquid debt instruments, it will typically do so with the intention of holding them for an extended period of time.

When constructing the portfolio, the Investment Adviser considers risk at both the portfolio and individual security level and generally takes into account interest rate duration, credit spread duration, liquidity, transaction costs and default duration as well as the idiosyncratic risk of each investment. When making investment decisions, the Investment Adviser typically relies more heavily on its assessment of the risk-reward characteristics of individual investments in a given country than on its outlook for that particular country. The Investment Adviser uses fundamental analytical techniques as the basis for its analysis of both individual investments and country outlook. In performing its analysis with respect to country outlook, the Investment Adviser typically incorporates aspects of ESG (environmental, social, and governance) criteria. In selecting investments, the Investment Adviser assesses the governance of companies and issuers in which the Fund may invest, and in particular may review their management behaviour, accounting practices, and responsiveness to shareholders and other stakeholders. The Investment Adviser may meet with company management to confirm conclusions drawn from the Investment Adviser’s research, and may use discussions with management and on-site visits as an integral part of the investment selection

process. Furthermore, in addition to issuer-level ESG analysis, the Investment Adviser believes that country-level ESG risks also have a potential to significantly impact returns, and has implemented into its investment selection process an ESG assessment framework that sources data from public sources (combined with the Investment Adviser's own analysis) to review the ESG practices in each market in which the Fund may invest.

The factors the Investment Adviser considers and investment methods the Investment Adviser uses can change over time. The Investment Adviser may eliminate strategies or add new strategies in response to additional research, changing market conditions, or other factors. All strategies employed by the Investment Adviser in respect of the Fund as of the date of this Prospectus are disclosed. Any new strategy or change of existing strategy: (a) will not change the Fund's investment objective nor materially change the Fund's investment policies unless Shareholder approval is received in accordance with the section entitled "Changes in Investment Objective or Policies"; and (b) shall be set out in a Supplemental Prospectus or a revised Prospectus.

The transferable securities and liquid financial assets in which the Fund may invest generally must be listed or traded on a Regulated Market, except that up to 10 per cent. of the Net Asset Value of the Fund may be invested in other securities that are not listed or traded on a Regulated Market. The Regulated Markets in which the Fund's investments will be listed or traded are set out in Schedule I.

The Fund may invest in bonds, Brady bonds, government securities, Euro bonds, variable rate securities, distressed or defaulted securities, indexed securities (including currency-indexed securities, inverse floating obligations and inflation-indexed bonds) and zero coupon securities, each of which is described below. The Fund may also invest in asset-backed and mortgage-backed securities, auction rate securities, structured notes, when-issued securities and to-be-announced securities, each of which is described below. The debt securities in which the Fund may invest shall include investment grade, non-investment grade and unrated debt securities of any credit quality and having any maturity or duration. Such debt securities may be supranational, government or corporate securities and may be fixed, floating or auction rate securities.

In addition, the Fund may purchase participations in or assignments of floating rate mortgages or other loans that are liquid and meet the criteria to be money market instruments under the UCITS Regulations (in particular, they will provide for interest rate adjustments at least every 397 days). Such loans may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations may be listed or unlisted and will not exceed 10 per cent. of the Net Asset Value of the Fund in aggregate.

The Fund may, where the Investment Adviser deems it appropriate and for the purposes of gaining exposure to debt and related derivatives, invest in collective investment schemes. The Fund may, subject to the limits set out in Schedule II, invest up to 10 per cent. of its Net Asset Value in the aggregate in UCITS Equivalent Schemes and in UCITS. Such investment in collective investment schemes includes investing in other Funds (i.e., other sub-funds of the ICAV). However, the Fund may not invest in another Fund which itself holds Shares in other Funds. Where the Fund invests in another Fund, the rate of the annual management and/or investment management fee charged in respect of the portion of its assets invested in the other Fund (whether such fee is paid directly at the investing Fund level, indirectly at the level of the investee Fund, or a combination of both) shall not exceed the rate of the maximum annual management fee and/or investment management fee which may be charged in respect of the balance of the investing Fund's assets.

The Fund may:

- (i) invest in options, futures, forwards, swaps, contracts for differences, interest rate caps, floors, and collars, swaptions, warrants, rights, convertible securities and indexed investments for investment

purposes and efficient portfolio management purposes as set out in the section entitled “Descriptions and Risks of Fund Investments”;

- (ii) engage in repurchase, reverse repurchase and stock-lending transactions for efficient portfolio management purposes only;

each as described in the section entitled “Descriptions and Risks of Fund Investments”. The underlying assets of the options and swaps will be debt securities or other instruments that the Fund may invest in accordance with the above investment policy. In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Fund with a level of risk that is consistent with the risk profile of the Fund. Further details of the risk profile of the Fund are set out below in the section entitled “Risk Factors”.

In the event the Fund issues Classes of Shares denominated in currencies other than the Base Currency that are hedged back to the Base Currency, the Fund may take active long and short currency positions in a particular currency or currencies through exchange-traded and OTC derivatives (i.e., forwards, futures, options and swaps), some of which may operate as a hedge of its currency exposure.

As a result of its derivative positions, the Fund typically has gross investment exposures in excess of its net assets (i.e. the Fund typically is leveraged) and therefore is subject to heightened risk of loss. The Fund’s performance can depend substantially, if not primarily, on the performance of assets or indices underlying its derivatives even though it does not own those assets or the assets underlying the indices.

For the purposes of compliance with the UCITS Regulations, the market risk of the Fund will be measured using the VaR methodology. In accordance with the requirements of the Central Bank, the Fund is subject to a relative VaR limit of twice the VaR of its reference portfolio, the J.P. Morgan Emerging Markets Bond Index Global Diversified, based on a 20 Business Day holding period, a historical observation period of at least one year (250 Business Days) unless a shorter observation period is justified by a significant increase in price volatility, and a 99 per cent. one-tailed confidence interval. VaR is a statistical methodology that seeks to predict, using historical data, the likely maximum loss that the Fund could suffer, calculated to a specific one-tailed confidence level (i.e., 99 per cent.). However, the Fund may from time to time experience a change in Net Asset Value over a 20 Business Day holding period greater than twice the VaR of its reference portfolio. Please see Schedule IV for details of the standards that currently apply to the calculation of the VaR of the Fund.

In accordance with the requirements of the Central Bank, the Investment Adviser will manage the Fund subject to the above VaR limits. Depending on market conditions, the Fund may employ leverage from time to time. In this context, “leverage” is calculated, in accordance with the requirements of the Central Bank, as the sum of the notionals of the derivatives used. Applying this calculation method, it is possible for the leverage of the Fund to be as high as 10 times (1000 per cent.) of the Net Asset Value of the Fund. Please see Schedule IV for an illustration of how leverage is calculated using the “sum of notionals” method and how use of this method can result in high leverage computations. The disclosed level of leverage is not intended to be an additional risk exposure limit for the Fund. Furthermore, it is not intended that the leverage level by itself be indicative of the risk profile of the Fund. Leverage is just one of many risk factors the Investment Adviser considers in constructing a portfolio and investors are advised to read carefully the section entitled “Risk Factors” and Schedule IV which gives a summary of the back-testing, stress testing and other aspects of the Fund’s risk limitation procedures which apply in both normal and abnormal market conditions.

The Base Currency of the Fund shall be U.S. Dollars. However, the Fund may issue classes denominated in other currencies in addition to U.S. Dollars.

For further information on the investments referred to in this section, see the section entitled “Descriptions and Risks of Fund Investments”.

**There can be no assurance that the returns of the Fund will meet or exceed its Benchmark.**

## **GMO Usonian Japan Value Fund**

The Fund's investment objective is to seek long term capital appreciation.

Under normal circumstances, the Fund will invest in equity securities of Japanese companies of any capitalisation, industry or sector that the Investment Adviser believes are attractively valued, profitable and conservatively capitalised to reflect a strong asset base and a low debt level.

The Fund's investments in equity securities may include common stock, preferred stocks and convertible preferred securities (in which preferred stocks may be converted into common stock). While the Fund invests primarily in equity securities of Japanese issuers and issuers domiciled outside of Japan but whose securities primarily trade on Japanese exchanges, it may invest in securities of Japanese issuers on any Regulated Market or the securities of issuers located anywhere in the world, whose primary business market is Japan.

The Fund also may also achieve the exposure to Japanese companies as outlined above by investing in ADRs, EDRs, and GDRs, and may also obtain market exposure to Japanese companies through investment in ETFs (which for the avoidance of doubt shall not include U.S. ETFs). Investment in ADRs, EDRs and GDRs shall not exceed 10 per cent. of the assets of the Fund.

The transferable securities and liquid financial assets in which the Fund may invest generally must be listed or traded on a Regulated Market, except that up to 10 per cent. of the Net Asset Value of the Fund may be invested in other securities that are not listed or traded on a Regulated Market. The Regulated Markets in which the Fund's investments will be listed or traded are set out in Schedule I.

The Investment Adviser's investment process is a bottom-up approach that seeks to identify companies with attractive valuations relative to the net assets of the companies. Its bottom-up security selection process allows the Investment Adviser to thoroughly assess company-specific risk and long-term upside potential. The Investment Adviser employs a four-step investment process. First, the Investment Adviser uses a quantitative screen to identify a group of value-oriented securities (securities that the Investment Adviser believes are undervalued and represent minimal downside risk with an attractive upside). Second, the Investment Adviser conducts a thorough fundamental analysis of each company, focusing on key balance sheet information to determine the net assets of the company. In the third step, the Investment Adviser analyses the companies' senior management and their business strategies to identify competent senior management teams that are committed to unlocking value. Finally, the Investment Adviser determines whether to buy, wait, or pass on those companies that have passed the first three steps, taking into account whether or not the investment would result in the Fund gaining unintended exposure to other asset classes or markets and the risks associated with them, such as fluctuations in commodity prices or investments rates as a result of making the investment and other factors including political risk, monetary policy risk and regulatory risk. The Investment Adviser generally will sell a security when one or more of the following occurs: (1) the Investment Adviser's estimate of full valuation is realised; (2) a more attractive stock is identified (in which case the least attractive stock in the portfolio is sold); (3) there is significant negative news relating to the security; or (4) a company is acquired for cash. In the case of acquisitions for stock, the Investment Adviser will evaluate the acquiring company.

The factors the Investment Adviser considers and investment methods the Investment Adviser uses can change over time. All strategies employed by the Investment Adviser in respect of the Fund as of the date of this Prospectus are disclosed. Any new strategy or change of existing strategy: (a) will not change the Fund's investment objective nor materially change the Fund's investment policies unless Shareholder approval is received in accordance with the section entitled "Changes in Investment Objective or Policies"; and (b) shall be set out in a Supplemental Prospectus or a revised Prospectus. The Investment Adviser does not manage the Fund to, or control the Fund's risk relative to, any securities index or securities benchmark.

The Fund may, subject to the limits set out in Schedule II, invest up to 10 per cent. of its Net Asset Value in the aggregate in UCITS Equivalent Schemes and in UCITS. Such investment in collective investment schemes may include investing in other Funds (i.e. other sub-funds of the ICAV). However, the Fund may

not invest in another Fund which itself holds Shares in other Funds. Where the Fund invests in another Fund, the rate of the annual management and/or investment management fee charged in respect of the portion of its assets invested in the other Fund (whether such fee is paid directly at the investing Fund level, indirectly at the level of the investee Fund, or a combination of both) shall not exceed the rate of the maximum annual management fee and/or investment management fee which may be charged in respect of the balance of the investing Fund's assets.

The Fund also may invest in cash directly (e.g., Treasury bills, Treasury floating rate notes, Treasury notes, Federal Home Loan Bank discount notes, U.K. government bills, German government bills, Japanese government bills), in funds managed by the Investment Adviser or its affiliates, in money market funds unaffiliated with the Investment Adviser, or directly in the types of investments typically held by money market funds. If deemed appropriate, the Fund may take a temporary defensive investment strategy and move all or a substantial portion of the portfolio to cash or high quality short-term money market instruments including fixed and variable rate treasury bills, commercial paper and certificates of deposit. For example, a defensive investment strategy may be warranted in exceptional market conditions, such as a market crash or major crisis.

The Fund may use forward currency exchange contracts in order to hedge currency foreign exchange risks arising for hedged Classes of Shares of the Fund. For the purposes of compliance with the UCITS Regulations, the market risk of the Fund will be measured using the commitment approach. The commitment approach calculates leverage by measuring the market value of the underlying exposures of derivatives relative to the Fund's Net Asset Value. The Fund may not be leveraged in excess of 100 per cent. of its Net Asset Value as a result of its use of derivatives.

The Base Currency of the Fund shall be Japanese Yen. However, the Fund may issue classes denominated in Japanese Yen and other currencies.

For further information on the investments referred to in this section, see the section entitled "Descriptions and Risks of Fund Investments".

### **GMO Resources UCITS Fund**

The Fund's investment objective is to seek total return.

The Investment Adviser seeks to achieve the Fund's investment objective by investing the Fund's assets primarily in equities of companies in the natural resources sector (as defined below). Given the expected growth and industrialisation of emerging countries, the Investment Adviser believes that global demand for many natural resources will increase and, given the limited supply of many natural resources, that prices of these natural resources will increase over a long time period. In managing the Fund, the Investment Adviser seeks to invest in the securities of companies that it believes will benefit from, and avoid companies it believes will be adversely affected by, this expected long-term increase in natural resource prices. The Investment Adviser expects the Fund's long-term performance to have a low correlation to the performance of equity markets. The Fund may invest directly and indirectly in common and preferred stocks as well as other stock-related securities (such as convertible securities, depositary receipts, and equity real estate investment trusts (REITs) and income trusts) and may take such positions directly or indirectly (e.g., through its use of derivatives or through Underlying Funds).

The Fund considers the "natural resources sector" to include companies that own, produce, refine, process, transport, and market natural resources and companies that provide related equipment, infrastructure, and services. The sector includes, for example, the following industries: integrated oil, oil and gas exploration and production, gold and other precious metals, steel and iron ore production, energy services and technology, base metal production, forest products, farming products, paper products, chemicals, building materials, coal, water, alternative energy sources, and environmental services. The Fund is permitted to invest directly and indirectly (e.g., through Underlying Funds or derivatives) in securities of companies tied economically to any country in the world, including emerging countries. In addition to its investments in companies in the natural resources sector, the Fund also may invest up to 20 per cent. of its net assets in

securities of any type of company.

The transferable securities and liquid financial assets in which the Fund may invest generally must be listed or traded on a Regulated Market, except that up to 10 per cent. of the Net Asset Value of the Fund may be invested in other securities that are not listed or traded on a Regulated Market. The Regulated Markets in which the Fund's investments will be listed or traded are set out in Schedule I.

The permitted investments of the Fund will include long and short positions in equity and equity-related securities, debt securities, money market instruments, currencies, interest rates and derivatives as described below. Short positions will be achieved through the use of derivative instruments such as swaps, futures and options. Such securities and instruments and the reference assets underlying such derivatives may be located, listed or traded anywhere in the world and may have any market capitalisation.

The Investment Adviser selects the securities the Fund buys and sells based on its evaluation of companies' published financial information and corporate behaviour (such as profit warnings, share issuance or repurchase, and director dealings in company stock), sustainability and other ESG (environmental, social, and governance) criteria, securities' prices, commodities' prices, equity and bond markets, the overall global economy, and governmental policies. In selecting investments, the Investment Adviser assesses the governance of all companies and issuers in which the Fund may invest, and in particular may review their management behaviour, accounting practices, and responsiveness to shareholders and other stakeholders. The Investment Adviser may meet with company management to confirm impressions conclusions drawn from the Investment Adviser's research, and may use discussions with management and on-site visits as an integral part of the investment selection process.

In selecting securities for the Fund, the Investment Adviser identifies securities that the Investment Adviser believes have positive return potential relative to other securities of companies in the natural resources sector. The Investment Adviser evaluates individual companies or groups of companies based on the ratio of their security price to historical financial information and forecasted financial information, such as profitability, cash flow and earnings, and a comparison of these ratios to current and historical industry, market or company averages. The Investment Adviser also reviews patterns of information, such as price movement or volatility of a security or groups of securities relative to other securities in the natural resources sector. At times, the Fund may have substantial exposure to a single asset class, industry, sector, country, region, issuer or currency or companies with similar market capitalisations. The Fund may invest its assets in securities of companies of any market capitalisation and may invest significantly in securities of companies with smaller market capitalisations. The Fund may also utilise an event-driven strategy, such as merger arbitrage transactions (i.e. transactions relating to investment in the securities of companies that are targets of merger transactions in order to capture the difference in the value of the target company and its price in the marketplace, as described in more detail in the section "Descriptions and Risks of Fund Investments – Merger Arbitrage Transactions") when investing in companies that are consistent with the Fund's investment policy. The factors the Investment Adviser considers and investment methods the Investment Adviser uses can change over time. All strategies employed by the Investment Adviser in respect of the Fund as of the date of this Prospectus are disclosed. Any new strategy or change of existing strategy: (a) will not change the Fund's investment objective nor materially change the Fund's investment policies unless Shareholder approval is received in accordance with the section entitled "Changes in Investment Objective or Policies"; and (b) shall be set out in a Supplemental Prospectus or a revised Prospectus. The Investment Adviser does not manage the Fund to, or control the Fund's risk relative to, any securities index or securities benchmark.

Typically, the absolute value of the Fund's total notional exposure (through long and short positions) to investments in Emerging Market Countries (including Russia) is not expected to exceed 50 per cent. of the Net Asset Value of the Fund. However, in certain circumstances such as where the Investment Adviser is of the opinion that assets or markets in Emerging Market Countries are significantly over- or undervalued, the level of such exposure may be greater but is not expected to exceed 80 per cent. of the Net Asset Value of the Fund. In any case, the net exposure of the Fund to Emerging Market Countries may be materially less than the levels indicated above.

The Fund may, where the Investment Adviser deems it appropriate and for the purposes of gaining exposure to equities, debt, money market instruments, currencies and related derivatives, invest in collective investment schemes. The Fund may, subject to the limits set out in Schedule II, invest up to 10 per cent. of its Net Asset Value in the aggregate in UCITS Equivalent Schemes and in UCITS. Such investment in collective investment schemes includes investing in other Funds (i.e. other sub-funds of the ICAV). However, the Fund may not invest in another Fund which itself holds Shares in other Funds. Where the Fund invests in another Fund, the rate of the annual management and/or investment management fee charged in respect of the portion of its assets invested in the other Fund (whether such fee is paid directly at the investing Fund level, indirectly at the level of the investee Fund, or a combination of both) shall not exceed the rate of the maximum annual management fee and/or investment management fee which may be charged in respect of the balance of the investing Fund's assets.

As an alternative to investing directly in equities, the Fund may invest in exchange-traded and OTC derivatives and ETFs (which for the avoidance of doubt shall not include U.S. ETFs). The Fund also may invest in derivatives and ETFs in an attempt to obtain or adjust elements of its long or short investment exposure, and as a substitute for securities lending. ETFs may embed derivatives and/or leverage. The Fund may invest in options, futures, forwards, swaps, contracts for differences, interest rate caps, floors, and collars, swaptions, warrants, rights and convertible securities for investment purposes and efficient portfolio management purposes as set out in the section entitled "Descriptions and Risks of Fund Investments". In addition, the Fund may engage in repurchase, reverse repurchase and stock-lending transactions for efficient portfolio management purposes only. In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Fund with a level of risk that is consistent with the risk profile of the Fund. Further details of the risk profile of the Fund are set out below in the section entitled "Risk Factors".

The Fund may invest in bonds, Brady bonds, government securities, municipal securities, Euro bonds, auction rate securities, variable rate securities, indexed securities (including currency-indexed securities, inverse floating obligations and inflation-indexed bonds), structured notes, zero coupon securities, firm commitments and when-issued securities, each of which is described below. The debt securities in which the Fund may invest shall include investment grade, non-investment grade and unrated debt securities of any credit quality and having any maturity or duration. Such debt securities may be supranational, government or corporate securities and may be fixed or floating rate securities. Investments in unrated debt securities shall not exceed in aggregate 5 per cent. of the Net Asset Value of the Fund. Investments in structured notes shall not exceed in aggregate 5 per cent. of the Net Asset Value of the Fund.

The Fund may take active long and short currency positions in a particular currency or currencies through exchange-traded and OTC derivatives (i.e., forwards, futures, options and swaps), some of which may operate as a hedge of its currency exposure. The Investment Adviser will re-allocate among currencies on an opportunistic basis, based on its proprietary models and judgment (e.g., when the investment outlook has changed, when cash flows occur, or when there has been a significant change in market valuation levels).

As a result of its derivative positions, the Fund may have gross investment exposures in excess of its net assets (i.e. the Fund is leveraged) and in such cases may be subject to heightened risk of loss. The Fund's performance can depend substantially, if not primarily, on the performance of assets or indices underlying its derivatives even though it does not own those assets or the assets underlying the indices. For the purposes of compliance with the UCITS Regulations, the market risk of the Fund will be measured using the commitment approach. The commitment approach calculates leverage by measuring the market value of the underlying exposures of derivatives relative to the Fund's Net Asset Value. The Fund may not be leveraged in excess of 100 per cent. of its Net Asset Value as a result of its use of derivatives.

The Fund also may invest in cash directly (e.g., Treasury bills, Treasury floating rate notes, Treasury notes, Federal Home Loan Bank discount notes, U.K. government bills, German government bills, Japanese government bills), in funds managed by the Investment Adviser or its affiliates, in money market funds unaffiliated with the Investment Adviser, or directly in the types of investments typically held by money market funds.

The Base Currency of the Fund shall be U.S. Dollars. However, the Fund may issue classes denominated in U.S. Dollars and other currencies.

For further information on the investments referred to in this section, see the section entitled “Descriptions and Risks of Fund Investments”.

### **GMO Climate Change Select Investment Fund**

The Fund’s investment objective is to seek high total return by investing in equities of companies the Investment Adviser believes are positioned to directly or indirectly contribute to efforts to curb or mitigate the long-term effects of global climate change, to address the environmental challenges presented by global climate change, or to improve the efficiency of resource consumption. While the Fund has sustainable investment as its objective as described in the foregoing sentence, a reduction in carbon emissions does not form part of such objective.

It is anticipated that the invested assets of the Fund will be primarily comprised of investments in the types of companies that contribute to the Fund’s sustainable investment objective. The remainder of the Fund’s invested assets will be invested for the purposes of cash management, hedging or other efficient portfolio management purposes which are in line with the Fund’s sustainable investment objective (the “remainder investments”). Having regard to the safeguards implemented by the Investment Adviser and the proportion of the Fund exposed to such remainder investments, it is not anticipated that such investments will impair the Fund’s ability to deliver the sustainable investment objective of the Fund in a material respect as the invested assets of the Fund will be primarily comprised of investments in the types of companies that contribute to the Fund’s sustainable investment objective. The Investment Adviser shall ensure that the investments of the Fund do not significantly harm either the environmental or social objective set out in the SFDR, taking into account the life cycle of products and services provided by the economic activities engaged in by the relevant companies, and the companies in which the Fund invests follow good governance practices, in particular with respect to sound management structure, employee relations, remuneration of staff and tax compliance. In selecting investments, the Investment Adviser shall assess the governance practices of companies and issuers in which the Fund may invest, and in particular may review their management behaviour, accounting practices, and responsiveness to shareholders and other stakeholders.

The Investment Adviser considers the companies positioned to directly or indirectly contribute to the Fund’s sustainable investment objective to include companies involved in industries relating to clean energy, batteries and storage, electric grid, energy efficiency, recycling and pollution control, agriculture, water, and businesses that service such industries. Due to the far-reaching effects and evolving innovation related to climate change, the Investment Adviser expects the universe of such companies to be involved in a wide array of businesses. The term “equities” refers to direct and indirect investments in common and preferred stocks and other stock-related securities, such as convertible securities and Depositary Receipts, MLPs and income trusts. The transferable securities and liquid financial assets in which the Fund may invest generally must be listed or traded on a Regulated Market, except that up to 10 per cent. of the Net Asset Value of the Fund may be invested in other securities that are not listed or traded on a Regulated Market. The Regulated Markets in which the Fund’s investments will be listed or traded are set out in Schedule I.

The Fund may invest in long and short positions in a range of global equity, bond and currency markets using exchange-traded futures and forward exchange contracts as well as making other investments as described below. The permitted investments of the Fund will include long and short positions in equity and equity-related securities, debt securities, money market instruments, currencies, interest rates and derivatives as described below. Short positions will be achieved through the use of derivative instruments such as swaps, futures and options. Such securities and instruments and the reference assets underlying such derivatives may be located, listed or traded anywhere in the world and may have any market capitalisation.

The Investment Adviser selects the securities the Fund buys or sells based on its evaluation of issuers’

published financial information and corporate behaviour (such as profit warnings, share issuance or repurchase, and director dealings in company stock), sustainability and other ESG (environmental, social and governance) criteria, securities' prices, commodities' prices, equity and bond markets, the overall global economy, and governmental policies. The Investment Adviser may meet with company management to confirm conclusions drawn from the Investment Adviser's research, and may use discussions with management and on-site visits as an integral part of the investment selection process.

The Investment Adviser will measure the attainment of its sustainable investment objective by using a framework that is based upon assessing the direct and indirect effect of the products and services of the underlying companies. The Fund will apply performance indicators, derived from third party frameworks (such as the United Nation's Sustainable Development Goals) to measure the sustainable investment objectives in respect of each portfolio company. All companies in the Fund's portfolio (other than remainder investments) are included because their products and/or services directly or indirectly contribute to the sustainable investment objective of the Fund. The Investment Adviser's assessment of such contribution considers the relationship between the product and/or service and the relevant aspects of climate change or resource consumption they relate to and the materiality of the contribution they make to the sustainable investment objective. The Investment Adviser excludes companies based on ESG criteria and discloses such companies on an exclusion list maintained on its website at [www.gmo.com/ccs-exclusion-list.com](http://www.gmo.com/ccs-exclusion-list.com). The exclusion list is informed by external lists, such as the Norges Bank List of Excluded Companies, along with other external and internal inputs. The exclusion list also contains companies that the Investment Adviser believes are directly complicit in violations of core international norms and conventions, as described in the United Nations Global Compact Principles. The exclusion list disclosed on the website does not include private companies outside of the Fund's investable universe. Fund factsheets on the investment strategy employed by the Investment Adviser to pursue the Fund's sustainable investment objective are available at [www.gmo.com](http://www.gmo.com).

In selecting securities for the Fund, the Investment Adviser uses a combination of the following investment methods to identify securities the Investment Adviser believes both have positive return potential and contribute to the Fund's sustainable investment objective. The Investment Adviser calculates the positive return potential and evaluates individual issuers or groups of issuers based on the ratio of their security price to historical financial information and forecasted financial information, such as profitability, cash flow and earnings, and compares these ratios to current and historical industry, market or company averages. The Investment Adviser may also focus on patterns of information, such as price movement or volatility of a security or groups of securities. The Fund may invest its assets in securities of issuers of any market capitalisation and may invest a significant portion of its assets in securities of issuers with smaller market capitalisation. The Fund also may also utilize an event-driven strategy, such as merger arbitrage. The Fund has no limit on the amount it may invest in any single asset class, sector, country, or region. At times, the Fund may have substantial exposure to a single industry, asset class, sector, country or region. The Fund is permitted to invest directly and indirectly in securities of issuers tied economically to any country in the world, including emerging countries. Typically, the absolute value of the Fund's total notional exposure (through long and short positions) to investments in Emerging Market Countries (including Russia) is not expected to exceed 50 per cent. of the Net Asset Value of the Fund. However, in certain circumstances such as where the Investment Adviser is of the opinion that assets or markets in Emerging Market Countries are significantly over- or undervalued, the level of such exposure may be greater but is not expected to exceed 80 per cent. of the Net Asset Value of the Fund. In any case, the net exposure of the Fund to Emerging Market Countries may be materially less than the levels indicated above.

The factors the Investment Adviser considers and investment methods the Investment Adviser uses can change over time. All strategies employed by the Investment Adviser in respect of the Fund as of the date of this Prospectus are disclosed. Any new strategy or change of existing strategy: (a) will not change the Fund's investment objective nor materially change the Fund's investment policies unless Shareholder approval is received in accordance with the section entitled "Changes in Investment Objective or Policies"; and (b) shall be set out in a Supplemental Prospectus or a revised Prospectus. The Fund has not designated a reference benchmark and the Investment Adviser does not manage the Fund to, or control the Fund's risk relative to, any securities index or securities benchmark.

The Fund may, where the Investment Adviser deems it appropriate and for the purposes of gaining exposure to equities, debt, money market instruments, currencies and related derivatives, invest in collective investment schemes. The Fund may, subject to the limits set out in Schedule II, invest up to 10 per cent. of its Net Asset Value in the aggregate in UCITS Equivalent Schemes and in UCITS. Such investment in collective investment schemes includes investing in other Funds (i.e. other sub-funds of the ICAV). However, the Fund may not invest in another Fund which itself holds Shares in other Funds. Where the Fund invests in another Fund, the rate of the annual management and/or investment management fee charged in respect of the portion of its assets invested in the other Fund (whether such fee is paid directly at the investing Fund level, indirectly at the level of the investee Fund, or a combination of both) shall not exceed the rate of the maximum annual management fee and/or investment management fee which may be charged in respect of the balance of the investing Fund's assets.

As an alternative to investing directly in equities for the purposes of pursuing the Fund's sustainable investment objective, the Fund may invest in exchange-traded and OTC derivatives and ETFs. The Fund also may invest in derivatives and ETFs in an attempt to obtain or adjust elements of its long or short investment exposure, in a manner consistent with its sustainable investment objective, and as a substitute for securities lending. ETFs may embed derivatives and/or leverage. The Fund may invest in options, futures, forwards, total return swaps, warrants and rights for investment purposes and efficient portfolio management purposes as set out in the section entitled "Descriptions and Risks of Fund Investments". In addition, the Fund may engage in repurchase and reverse repurchase transactions for efficient portfolio management purposes only. In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Fund with a level of risk that is consistent with the risk profile of the Fund. Further details of the risk profile of the Fund are set out below in the section entitled "Risk Factors".

The Fund may invest in bonds and government securities, each of which is described below. The debt securities in which the Fund may invest shall include investment grade, non-investment grade and unrated debt securities of any credit quality and having any maturity or duration. Such debt securities may be supranational, government or corporate securities and may be fixed or floating rate securities. Investments in unrated debt securities shall not exceed in aggregate 5 per cent. of the Net Asset Value of the Fund.

The Fund may take active long and short currency positions in a particular currency or currencies through exchange-traded and OTC derivatives (i.e., forwards, options and swaps), some of which may operate as a hedge of its currency exposure. The Investment Adviser will re-allocate among currencies on an opportunistic basis, based on its proprietary models and judgment (e.g., when the investment outlook has changed, when cash flows occur, or when there has been a significant change in market valuation levels).

As a result of its derivative positions, the Fund may have gross investment exposures in excess of its net assets (i.e. the Fund is leveraged) and in such cases may be subject to heightened risk of loss. The Fund's performance can depend substantially, if not primarily, on the performance of assets or indices underlying its derivatives even though it does not own those assets or the assets underlying the indices. For the purposes of compliance with the UCITS Regulations, the market risk of the Fund will be measured using the commitment approach. The commitment approach calculates leverage by measuring the market value of the underlying exposures of derivatives relative to the Fund's Net Asset Value. The Fund may not be leveraged in excess of 100 per cent. of its Net Asset Value as a result of its use of derivatives.

The Fund also may invest in cash directly (e.g., Treasury bills, Treasury floating rate notes, Treasury notes, Federal Home Loan Bank discount notes, U.K. government bills, German government bills, Japanese government bills), in funds managed by the Investment Adviser or its affiliates, in money market funds unaffiliated with the Investment Adviser, or directly in the types of investments typically held by money market funds.

The Base Currency of the Fund shall be U.S. Dollars. However, the Fund may issue classes denominated in U.S. Dollars and other currencies.

For further information on the investments referred to in this section, see the section entitled "Descriptions

and Risks of Fund Investments”.

### **GMO Emerging Markets Ex-China Equity Fund**

The Fund will aim to achieve a return in excess of its Benchmark, the MSCI Emerging Markets ex-China Index.

The Fund pursues its objective through investing in equity securities listed or traded on Regulated Markets of Emerging Market Countries in Asia (excluding China), Latin America, the Middle East, Africa and Europe or equity securities listed or traded on Regulated Markets of issuers that, at the time of purchase, are organised under the laws of an Emerging Market Country (excluding China) or maintain their principal place of business in an Emerging Market Country (excluding China) or derive significant revenues or profits from goods produced or sold, investments made, or services performed in Emerging Market Countries (excluding China), or have substantial assets in Emerging Market Countries (excluding China). In addition, the Fund may invest in companies that the Investment Adviser believes are likely to benefit from growth in the Emerging Market Countries. The Investment Adviser expects that the Fund will have a value bias relative to its Benchmark. The Investment Adviser uses proprietary quantitative techniques and fundamental analytical techniques to evaluate and select countries, sectors, and equity investments based on factors including, but not limited to, valuation, quality, patterns of price movement and volatility, and macroeconomic factors. In constructing the Fund’s portfolio, the Investment Adviser considers the trade-off among forecasted returns, risk relative to the Benchmark, transaction costs, and liquidity. The Investment Adviser may also adjust the Fund’s portfolio for the following factors: position size; market capitalisation; and exposure to particular industries, sectors, countries, regions, or currencies. It is not proposed to concentrate investments in any one industry or geographic sector, however, at times, the Fund may have substantial exposure to a single asset class, industry, sector, country, region, issuer, or currency or companies with similar market capitalisations. The Fund may invest in securities of companies of any market capitalisation. The factors GMO considers and investment methods GMO uses can change over time.

The Fund’s currency exposure may differ from the currency exposure represented by its equity investments. In addition, the Fund may overweight and underweight its positions in particular currencies relative to its Benchmark.

The equity securities in which the Fund may invest shall include, without limitation, common stocks, depositary receipts (ADRs, EDRs or GDRs) and related securities such as convertibles, preferred stocks, income trusts, royalty trusts, MLPs, ETFs (which for the avoidance of doubt shall not include U.S. ETFs), REITs, private placements, rights and warrants. The Fund may invest in ETFs that are classified under the Regulations as transferable securities, some of which may hold derivatives such as futures, forwards, options, swaps or other instruments. In addition, the Fund may also invest in recently issued transferable securities which will be admitted to official listing on a Regulated Market within one year. Investments in REITs shall not exceed in aggregate 5.00 per cent. of the Net Asset Value of the Fund.

The Fund may, where the Investment Adviser deems it appropriate and for the purposes of gaining exposure to equities or otherwise pursuing the investment return objective of the Fund, invest in collective investment schemes. The Fund may, subject to the limits set out in Schedule II, invest up to 10 per cent. of its Net Asset Value in the aggregate in UCITS and UCITS Equivalent Schemes.

The Fund may, where the Investment Adviser deems it appropriate in the context of the investment return objective of the Fund, invest in futures, forwards, options, swaps, contracts for differences and engage in repurchase, reverse repurchase and stock-lending arrangements, as described in the section entitled “Descriptions and Risks of Fund Investments” for efficient portfolio management purposes. In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Fund with a level of risk that is consistent with the risk profile of the Fund. In particular, but without limitation, the Fund may also use derivatives and ETFs: (i) in an attempt to reduce investment exposures (which may result in a reduction below zero); and (ii) in an attempt to adjust elements of the Fund’s investment exposure. Derivatives may also be used as an

alternative to securities lending. For the purposes of compliance with the UCITS Regulations, the market risk of the Fund will be measured using the commitment approach. The commitment approach calculates leverage by measuring the market value of the underlying exposures of derivatives relative to the Fund's Net Asset Value. The Fund may not be leveraged in excess of 100 per cent. of its Net Asset Value as a result of its use of derivatives.

The Fund may invest up to 5 per cent. of its Net Asset Value in debt securities of the companies referred to above. The debt securities in which the Fund may invest include bonds, Brady bonds, government securities, municipal securities, Euro bonds, auction rate securities, adjustable rate securities, distressed or defaulted securities, government securities, indexed securities (including currency-indexed securities, inverse floating obligations and inflation-indexed bonds), structured notes, zero coupon securities, firm commitments, when-issued securities and to-be-announced securities, each of which is described below. The debt securities in which the Fund may invest shall include investment grade, non-investment grade and unrated debt securities of any credit quality and having any maturity or duration. Such debt securities may be supranational, government or corporate securities and may be fixed or floating rate securities.

The Base Currency of the Fund shall be U.S. Dollars.

**There can be no assurance that the returns of the Fund will meet or exceed its Benchmark.**

### **GMO Quality Select Investment Fund**

The Fund seeks total return by investing in equities and equity-related securities of companies the Investment Adviser believes to be of high quality. A high quality company is generally one that the Investment Adviser believes has an established business that will deliver a high level of return on past investments and that will utilise cash flows in the future by making investments with potential for high levels of return on capital or by returning cash to shareholders through dividends, share buybacks, or other mechanisms.

The Fund will be managed to maintain a portfolio-level carbon footprint that is below the level of that of the MSCI World Index<sup>2</sup>. In the event that the carbon footprint of the Fund exceeds at any given time the carbon footprint of the MSCI World Index for reasons beyond the control of the Investment Adviser, the Investment Adviser shall adopt as a priority objective the remedying of that situation, taking due account of the interests of Shareholders.

In selecting securities for the Fund, the Investment Adviser uses a combination of investment methods, typically considering both systematic factors, based on profitability, profit stability, leverage, and other publicly available financial information, and judgmental factors, based on an assessment of future profitability, capital allocation, sustainability against competitive forces, and growth opportunities. The Investment Adviser may also rely on valuation methodologies, such as discounted cash flow analysis and multiples of price to earnings, revenues, book value or other fundamental metrics. Security selection is subject to the portfolio-level carbon footprint constraint and exclusions described herein. Separately, the Investment Adviser may consider ESG (environmental, social and governance) criteria insofar as they relate to the valuation of investments, as well as trading patterns, such as price movement or volatility of a security or groups of securities.

The Fund may make security investments in companies the stocks of which are listed or traded on Regulated Markets anywhere in the world. At times, the Fund may have substantial exposure to a single asset class, industry, country, region, currency or issuer. The Fund may invest in securities of companies of any market capitalisation. The factors the Investment Adviser considers and investment methods it uses can change over time. The Investment Adviser does not manage the Fund to, or control the Fund's risk relative to, any securities index or securities benchmark.

<sup>2</sup> Carbon footprint is measured in accordance with Annex 1 to the SFDR Level 2 Regulation save for the exclusion of scope 3 GHG emissions as a consequence of insufficient data coverage.

The Investment Adviser excludes from the investment universe of the Fund: (i) companies that appear on Norges Bank's exclusion list <https://www.nbim.no/en/responsible-investment/exclusion-of-companies/>; and (ii) companies determined by the Investment Adviser to be in the following industries: fossil fuels, tobacco, alcohol, gambling, adult entertainment, and controversial munitions. The Investment Adviser's methodology for determining industry classifications is available at <https://www.gmo.com/europe/IDM/> and may change from time to time.

The equity securities in which the Fund may invest shall include, without limitation, common stocks, depositary receipts (ADRs, EDRs or GDRs) and related securities such as convertibles, preferred stocks, income trusts, royalty trusts, MLPs, ETFs, REITs, private placements, rights and warrants. The Fund may invest in ETFs that are classified under the UCITS Regulations as transferable securities, some of which may hold derivatives such as futures, forwards, options, swaps or other instruments. In addition, the Fund may also invest in recently issued transferable securities which will be admitted to official listing on a Regulated Market within one year. The Fund reserves the right to make tactical allocations of up to 20 per cent. of its Net Asset Value to investments in cash and debt securities (e.g., for liquidity management and/or defensive purposes). Such securities shall be rated at least investment grade by a rating agency or rated lower than investment grade by the rating agencies or unrated but deemed by the Investment Adviser, having analysed the safety of principal and interest payments on such debt securities, to be of at least investment grade. Such debt securities may be government or corporate securities and may be fixed or floating rate. Investments in Emerging Market Countries shall not exceed in aggregate 20 per cent. of the Net Asset Value of the Fund. Investments in REITs shall not exceed in aggregate 15 per cent. of the Net Asset Value of the Fund.

The Fund may hold shares in fewer than 100 companies. The Fund does not seek to control risk relative to any securities market index or benchmark.

The Fund may, where the Investment Adviser deems it appropriate and for the purposes of gaining exposure to equities or otherwise pursuing the investment objective of the Fund, invest in collective investment schemes. The Fund may, subject to the limits set out in Schedule II, invest up to 10 per cent. of its Net Asset Value in the aggregate in UCITS Equivalent Schemes and in UCITS.

The Fund may, where the Investment Adviser deems it appropriate in the context of the investment objective of the Fund, invest in a wide variety of exchange-traded and OTC derivatives, including futures, forwards, options, swaps, contracts for differences, rights and warrants and securities embedding derivatives such as convertibles and engage in repurchase, reverse repurchase and stock-lending arrangements, each as described in the section entitled "Descriptions and Risks of Fund Investments" for efficient portfolio management purposes. In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Fund with a level of risk that is consistent with the risk profile of the Fund. In particular, but without limitation, the Fund may also use derivatives and ETFs: (i) in an attempt to reduce investment exposures (which may result in a reduction below zero); and (ii) in an attempt to adjust elements of the Fund's investment exposure. Derivatives may also be used as an alternative to securities lending. The Fund may not be leveraged in excess of 100 per cent. of its Net Asset Value as a result of its use of derivatives.

The Base Currency of the Fund shall be U.S. Dollars.

**There can be no assurance that the Fund will achieve its objective of total return.**

### **GMO US Quality Select Investment Fund**

The Fund seeks total return through investment in equities and equity-related securities of companies that the Investment Adviser believes to be high quality and which are classified as "U.S." by one or more index or data providers. A high quality company is generally one that the Investment Adviser believes has an established business that will deliver a high level of return on past investments and that will utilise cash flows in the future by making investments with potential for high levels of return on capital or by returning cash to shareholders through dividends, share buybacks, or other mechanisms.

The Fund will be managed to maintain a portfolio-level carbon footprint that is below the level of that of the S&P 500<sup>3</sup>. In the event that the carbon footprint of the Fund exceeds at any given time the carbon footprint of the S&P 500 for reasons beyond the control of the Investment Adviser, the Investment Adviser shall adopt as a priority objective the remedying of that situation, taking due account of the interests of Shareholders.

In selecting securities for the Fund, the Investment Adviser uses a combination of investment methods, typically considering both systematic factors, based on profitability, profit stability, leverage, and other publicly available financial information, and judgmental factors, based on an assessment of future profitability, capital allocation, sustainability against competitive forces, and growth opportunities. The Investment Adviser may also rely on valuation methodologies, such as discounted cash flow analysis and multiples of price to earnings, revenues, book value or other fundamental metrics. Security selection is subject to the portfolio-level carbon footprint constraint and exclusions described herein. Separately, the Investment Adviser may consider ESG (environmental, social and governance) criteria insofar as they relate to the valuation of investments, as well as trading patterns, such as price movement or volatility of a security or groups of securities.

At times, the Fund may have substantial exposure to a single asset class, industry or issuer. The Fund may invest in securities of companies of any market capitalisation. The factors the Investment Adviser considers and investment methods it uses can change over time. The Investment Adviser does not manage the Fund to, or control the Fund's risk relative to, any securities index or securities benchmark.

The Investment Adviser excludes from the investment universe of the Fund: (i) companies that appear on Norges Bank's exclusion list <https://www.nbim.no/en/responsible-investment/exclusion-of-companies/>; and (ii) companies determined by the Investment Adviser to be in the following industries: fossil fuels, tobacco, alcohol, gambling, adult entertainment, and controversial munitions. The Investment Adviser's methodology for determining industry classifications is available at <https://www.gmo.com/europe/IDM/> and may change from time to time.

The equity securities in which the Fund may invest shall include, without limitation, common stocks and related securities such as convertibles, preferred stocks, income trusts, royalty trusts, MLPs, ETFs, REITs, private placements, rights and warrants. The Fund may invest in ETFs that are classified under the UCITS Regulations as transferable securities, some of which may hold derivatives such as futures, forwards, options, swaps or other instruments. In addition, the Fund may also invest in recently issued transferable securities which will be admitted to official listing on a Regulated Market within one year. The Fund reserves the right to make tactical allocations of up to 20 per cent. of its Net Asset Value to investments in cash and debt securities (e.g., for liquidity management and/or defensive purposes). Such securities shall be rated at least investment grade by a rating agency or rated lower than investment grade by the rating agencies or unrated but deemed by the Investment Adviser, having analysed the safety of principal and interest payments on such debt securities, to be of at least investment grade. Such debt securities may be government or corporate securities and may be fixed or floating rate. Investments in REITs shall not exceed in aggregate 15 per cent. of the Net Asset Value of the Fund.

The Fund may hold shares in fewer than 100 companies.

The Fund may, where the Investment Adviser deems it appropriate and for the purposes of gaining exposure to equities or otherwise pursuing the investment objective of the Fund, invest in collective investment schemes. The Fund may, subject to the limits set out in Schedule II, invest up to 10 per cent. of its Net Asset Value in the aggregate in UCITS Equivalent Schemes and in UCITS.

The Fund may, where the Investment Adviser deems it appropriate in the context of the investment objective of the Fund, invest in a wide variety of exchange-traded and OTC derivatives, including futures,

<sup>3</sup> Carbon footprint is measured in accordance with Annex I to the SFDR Level 2 Regulation save for the exclusion of scope 3 GHG emissions as a consequence of insufficient data coverage.

forwards, options, swaps, contracts for differences, rights and warrants and securities embedding derivatives such as convertibles and engage in repurchase, reverse repurchase and stock-lending arrangements, each as described in the section entitled “Descriptions and Risks of Fund Investments” for efficient portfolio management purposes. In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Fund with a level of risk that is consistent with the risk profile of the Fund. In particular, but without limitation, the Fund may also use derivatives and ETFs: (i) in an attempt to reduce investment exposures (which may result in a reduction below zero); and (ii) in an attempt to adjust elements of the Fund’s investment exposure. Derivatives may also be used as an alternative to securities lending. The Fund may not be leveraged in excess of 100 per cent. of its Net Asset Value as a result of its use of derivatives.

The Base Currency of the Fund shall be U.S. Dollars.

**There can be no assurance that the Fund will achieve its objective of total return.**

### **LONG AND SHORT POSITION EXPOSURE**

The Investment Adviser expects that typically a Fund will hold short positions on equity and equity-related securities, debt securities, money market instruments, currencies, indices (including commodities indices) and/or interest rates, to the extent permitted by its investment policy. A Fund will not physically short assets but instead will hold any short positions exclusively through derivatives of the types referred to above. For the avoidance of doubt, the Investment Adviser considers: “Debt Securities Exposure” to include direct bond holdings (excluding direct bond holdings with a maturity date of, or are subject to regular yield adjustments every, 397 days or less) and credit default derivatives; and “Interest Rate Exposure” to include interest rate futures, swaps, options and bond futures. It is anticipated that the net notional exposure of a Fund to long and short positions will generally be in the following approximate ranges for the asset classes referred to:

<b>Asset Class</b>	<b>Anticipated Net Long (+) / Net Short (-) Exposure as a Percentage of NAV</b>
Long Equity Exposure	0 to +125 per cent.
Short Equity Exposure	-100 to 0 per cent.
Long Debt Securities Exposure	0 to +100 per cent.
Short Debt Securities Exposure	-100 to 0 per cent.
Long Commodity Exposure	0 to +100 per cent.
Short Commodity Exposure	-100 to 0 per cent.
Long FX Exposure	0 to +100 per cent.
Short FX Exposure	-100 to 0 per cent.
Long Interest Rate Exposure	0 to +100 per cent.
Short Interest Rate Exposure	-100 to 0 per cent.
<b>Total Long Exposure</b>	<b>0 to +150 per cent.</b>
<b>Total Short Exposure</b>	<b>-150 to 0 per cent.</b>

### **SUSTAINABLE FINANCE DISCLOSURES REGULATION**

### ***GMO SGM Major Markets Investment Fund***

The Fund is neither an Article 8 Fund nor an Article 9 Fund within the meaning of SFDR.

The Manager has adopted the Investment Adviser's policy in relation to the integration of sustainability risks into investment decisions for the Fund. A sustainability risk is an ESG event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment. The investment decisions of the Investment Adviser in relation to the Fund are driven by investment selection models of value-based strategies and sentiment-based strategies which do not integrate sustainability risks. Further, the Fund uses derivatives on index baskets that do not filter individual stocks on sustainability ratings. Accordingly, sustainability risks are not deemed relevant to the investment decision-making process for the Fund and the Investment Adviser does not carry out an assessment of the likely impact of sustainability risks on the returns of the Fund.

The Manager, acting through the Investment Adviser as its delegate, does not consider the principal adverse impacts ("PAIs") of its investment decisions on sustainability factors, within the meaning of Article 4(1)(a) of SFDR, for the time being. The Investment Adviser does not currently do so because, among other reasons, the Investment Adviser is not, in its view, currently in a position to obtain and/or measure all the data which it would be required by SFDR to report, or to do so systematically, consistently and at a reasonable cost with respect to all its investment strategies to investors. This is in part because underlying investments are not widely required to, and may not currently, report by reference to the same data. In addition, the European Commission has requested advice from the European Supervisory Authorities on (i) streamlining and developing further the regulatory framework; (ii) potentially extending the lists of universal indicators for PAIs; and (iii) refining the content of all the PAI indicators and their respective definitions, applicable methodologies, metrics, and presentation. The Investment Adviser's position on this matter will be reviewed as and when there is more regulatory certainty and at least annually.

Further information on the Investment Adviser's approach to sustainability risks is available at [GMO - SFDR framework](#).

### ***GMO Climate Change Investment Fund***

The Fund is an Article 8 Fund within the meaning of SFDR. **Information about the environmental or social characteristics promoted by the Fund is available at Schedule VIII.**

The Manager has adopted the Investment Adviser's policy in relation to the integration of sustainability risks into investment decisions for the Fund. A sustainability risk is an ESG event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment.

The Investment Adviser has integrated sustainability risks, as a sub-set of risks generally that could cause an actual or potential material negative impact on the value of an investment, as part of its investment decision-making process for the Fund. If the Investment Adviser determines that sustainability risks could cause such a material negative impact, the Investment Adviser may conduct sustainability risk-related due diligence and/or take steps to mitigate sustainability risks and preserve the value of the investment. The Investment Adviser is committed to continuously improving its understanding of how the integration of ESG factors can improve the Fund's investment results and seeks to focus on ESG considerations which can improve the Fund's risk-adjusted return potential.

The Fund may be exposed to certain potential sustainability risks as, amongst others, reflected in the section of the Prospectus entitled "Risk Factors – Sustainability Risk". Notwithstanding the foregoing, sustainability risks will not be relevant to certain non-core activities undertaken by the Fund (for example, hedging). As of the date hereof, the portfolio of the Fund is comprised of different investments that may change over time as a result of specific investment decisions made and accordingly the identification and assessments of risks, including sustainability risks, will take place on an investment-by-investment basis

as noted above. The Investment Adviser does not maintain a minimum level of holding of sustainable investments in the Fund. The Investment Adviser's assessment is that integration of known sustainability risks in investment decisions, combined with a diversified portfolio appropriate for the Fund in light of its investment objective and strategy, should help mitigate the potential material negative impact of sustainability risks on the returns of the Fund, although there can be no assurance that all such risks will be mitigated in whole or in part, nor identified prior to the date of investment.

Further information on the Investment Adviser's approach to sustainability risks is available at [GMO - SFDR framework](#).

### ***GMO Equity Dislocation Investment Fund***

The Fund is neither an Article 8 Fund nor an Article 9 Fund within the meaning of SFDR.

The Manager has adopted the Investment Adviser's policy in relation to the integration of sustainability risks into investment decisions for the Fund. A sustainability risk is an ESG event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment.

The Investment Adviser has integrated sustainability risks, as a sub-set of risks generally that could cause an actual or potential material negative impact on the value of an investment, as part of its investment decision-making process for the Fund. If the Investment Adviser determines that sustainability risks could cause such a material negative impact, the Investment Adviser may conduct sustainability risk-related due diligence and/or take steps to mitigate sustainability risks and preserve the value of the investment. The Investment Adviser is committed to continuously improving its understanding of how the integration of ESG factors can improve the Fund's investment results and seeks to focus on ESG considerations which can improve the Fund's risk-adjusted return potential.

The Fund may be exposed to certain potential sustainability risks as, amongst others, reflected in the section of the Prospectus entitled "Risk Factors – Sustainability Risk". Notwithstanding the foregoing, sustainability risks will not be relevant to certain non-core activities undertaken by the Fund (for example, hedging). As of the date hereof, the portfolio of the Fund is comprised of different investments that may change over time as a result of specific investment decisions made and accordingly the identification and assessments of risks, including sustainability risks, will take place on an investment-by-investment basis as noted above. The Investment Adviser's assessment is that integration of known sustainability risks in investment decisions, combined with a diversified portfolio appropriate for the Fund in light of its investment objective and strategy, should help mitigate the potential material negative impact of sustainability risks on the returns of the Fund, although there can be no assurance that all such risks will be mitigated in whole or in part, nor identified prior to the date of investment.

The Manager, acting through the Investment Adviser as its delegate, does not consider the PAIs of its investment decisions on sustainability factors, within the meaning of Article 4(1)(a) of SFDR, for the time being. The Investment Adviser does not currently do so because, among other reasons, the Investment Adviser is not, in its view, currently in a position to obtain and/or measure all the data which it would be required by SFDR to report, or to do so systematically, consistently and at a reasonable cost with respect to all its investment strategies to investors. This is in part because underlying investments are not widely required to, and may not currently, report by reference to the same data. In addition, the European Commission has requested advice from the European Supervisory Authorities on (i) streamlining and developing further the regulatory framework; (ii) potentially extending the lists of universal indicators for PAIs; and (iii) refining the content of all the PAI indicators and their respective definitions, applicable methodologies, metrics, and presentation. The Investment Adviser's position on this matter will be reviewed as and when there is more regulatory certainty and at least annually.

Further information on the Investment Adviser's approach to sustainability risks is available at [GMO - SFDR framework](#).

### ***GMO Emerging Country Debt UCITS Fund***

The Fund is neither an Article 8 Fund nor an Article 9 Fund within the meaning of SFDR.

The Manager has adopted the Investment Adviser's policy in relation to the integration of sustainability risks into investment decisions for the Fund. A sustainability risk is an ESG event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment. The Investment Adviser generally measures any relevant ESG matters using third-party standards, guidelines and metrics, data from issuers comprised in portfolios managed or advised by the Investment Adviser (including the Fund, other funds or accounts), company reports and publicly available information, as the Investment Adviser deems relevant from time to time.

The Investment Adviser has integrated sustainability risks, as a sub-set of risks generally that could cause an actual or potential material negative impact on the value of an investment, as part of its investment decision-making process for the Fund. If the Investment Adviser determines that sustainability risks could cause such a material negative impact, the Investment Adviser may conduct sustainability risk-related due diligence and/or take steps to mitigate sustainability risks and preserve the value of the investment. The Investment Adviser is committed to continuously improving its understanding of how the integration of ESG factors can improve the Fund's investment results and seeks to focus on ESG considerations which can improve the Fund's risk-adjusted return potential.

One of the ways it does so is to estimate, via a quantitative process, the creditworthiness (that is, the risk of default) of sovereign emerging countries in comparison to those countries' bond yields, towards decisions on how much of the portfolio to allocate to each country and/or sector. In addition to traditional economic and financial inputs into this process, the Investment Adviser curates ESG-related data from various public sources towards creating its own ESG scores, which are then included as inputs into the process. The Investment Adviser also considers qualitative ESG-related criteria that are not easily quantifiable in its decision-making process. All things being equal, this means that countries / issuers with better ESG quality, according to the Investment Adviser's methodology, will tend to appear more creditworthy under this approach and, assuming similar yields to those of their lower ESG quality counterparts, attract a larger share of the portfolio's assets than would be the case had ESG-related considerations not been taken into account. The Investment Adviser does not seek to exclude holdings deemed inconsistent with its ESG criteria.

The Fund may be exposed to certain potential sustainability risks as, amongst others, reflected in the section of the Prospectus entitled "Risk Factors – Sustainability Risk". Notwithstanding the foregoing, sustainability risks will not be relevant to certain non-core activities undertaken by the Fund (for example, cash management). As of the date hereof, the portfolio of the Fund is comprised of different investments that may change over time as a result of specific investment decisions made and accordingly the identification and assessments of risks, including sustainability risks, will take place on an investment-by-investment basis as noted above. The Investment Adviser's assessment is that integration of known sustainability risks in investment decisions, combined with a diversified portfolio appropriate for the Fund in light of its investment objective and strategy, should help mitigate the potential material negative impact of sustainability risks on the returns of the Fund, although there can be no assurance that all such risks will be mitigated in whole or in part, nor identified prior to the date of investment.

The Manager, acting through the Investment Adviser as its delegate, does not consider the PAIs of its investment decisions on sustainability factors, within the meaning of Article 4(1)(a) of SFDR, for the time being. The Investment Adviser does not currently do so because, among other reasons, the Investment Adviser is not, in its view, currently in a position to obtain and/or measure all the data which it would be required by SFDR to report, or to do so systematically, consistently and at a reasonable cost with respect to all its investment strategies to investors. This is in part because underlying investments are not widely required to, and may not currently, report by reference to the same data. In addition, the European Commission has requested advice from the European Supervisory Authorities on (i) streamlining and developing further the regulatory framework; (ii) potentially extending the lists of universal indicators for PAIs; and (iii) refining the content of all the PAI indicators and their respective definitions, applicable

methodologies, metrics, and presentation. The Investment Adviser's position on this matter will be reviewed as and when there is more regulatory certainty and at least annually.

Further information on the Investment Adviser's approach to sustainability risks is available at [GMO - SFDR framework](#).

### ***GMO Usonian Japan Value Fund***

The Fund is neither an Article 8 Fund nor an Article 9 Fund within the meaning of SFDR.

The Manager has adopted the Investment Adviser's policy in relation to the integration of sustainability risks into investment decisions for the Fund. A sustainability risk is an ESG event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment.

The Manager, acting through the Investment Adviser as its delegate, does not consider the PAIs of its investment decisions on sustainability factors, within the meaning of Article 4(1)(a) of SFDR, for the time being. The Investment Adviser does not currently do so because, among other reasons, the Investment Adviser is not, in its view, currently in a position to obtain and/or measure all the data which it would be required by SFDR to report, or to do so systematically, consistently and at a reasonable cost with respect to all its investment strategies to investors. This is in part because underlying investments are not widely required to, and may not currently, report by reference to the same data. In addition, the European Commission has requested advice from the European Supervisory Authorities on (i) streamlining and developing further the regulatory framework; (ii) potentially extending the lists of universal indicators for PAIs; and (iii) refining the content of all the PAI indicators and their respective definitions, applicable methodologies, metrics, and presentation. The Investment Adviser's position on this matter will be reviewed as and when there is more regulatory certainty and at least annually.

Further information on the Investment Adviser's approach to sustainability risks is available at [GMO - SFDR framework](#)

### ***GMO Resources UCITS Fund***

The Fund is neither an Article 8 Fund nor an Article 9 Fund within the meaning of SFDR.

The Manager has adopted the Investment Adviser's policy in relation to the integration of sustainability risks into investment decisions for the Fund. A sustainability risk is an ESG event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment.

The Investment Adviser has integrated sustainability risks, as a sub-set of risks generally that could cause an actual or potential material negative impact on the value of an investment, as part of its investment decision-making process for the Fund. If the Investment Adviser determines that sustainability risks could cause such a material negative impact, the Investment Adviser may conduct sustainability risk-related due diligence and/or take steps to mitigate sustainability risks and preserve the value of the investment. The Investment Adviser is committed to continuously improving its understanding of how the integration of ESG factors can improve the Fund's investment results and seeks to focus on ESG considerations which can improve the Fund's risk-adjusted return potential.

The Fund may be exposed to certain potential sustainability risks as, amongst others, reflected in the section of the Prospectus entitled "Risk Factors – Sustainability Risk". Notwithstanding the foregoing, sustainability risks will not be relevant to certain non-core activities undertaken by the Fund (for example, hedging). As of the date hereof, the portfolio of the Fund is comprised of different investments that may change over time as a result of specific investment decisions made and accordingly the identification and assessments of risks, including sustainability risks, will take place on an investment-by-investment basis as noted above. The Investment Adviser's assessment is that integration of known sustainability risks in investment decisions, combined with a diversified portfolio appropriate for the Fund in light of its investment objective and strategy, should help mitigate the potential material negative impact of

sustainability risks on the returns of the Fund, although there can be no assurance that all such risks will be mitigated in whole or in part, nor identified prior to the date of investment.

The Manager, acting through the Investment Adviser as its delegate, does not consider the PAIs of its investment decisions on sustainability factors, within the meaning of Article 4(1)(a) of SFDR, for the time being. The Investment Adviser does not currently do so because, among other reasons, the Investment Adviser is not, in its view, currently in a position to obtain and/or measure all the data which it would be required by SFDR to report, or to do so systematically, consistently and at a reasonable cost with respect to all its investment strategies to investors. This is in part because underlying investments are not widely required to, and may not currently, report by reference to the same data. In addition, the European Commission has requested advice from the European Supervisory Authorities on (i) streamlining and developing further the regulatory framework; (ii) potentially extending the lists of universal indicators for PAIs; and (iii) refining the content of all the PAI indicators and their respective definitions, applicable methodologies, metrics, and presentation. The Investment Adviser's position on this matter will be reviewed as and when there is more regulatory certainty and at least annually.

Further information on the Investment Adviser's approach to sustainability risks is available at [GMO - SFDR framework](#).

#### ***GMO Climate Change Select Investment Fund***

The Fund is an Article 9 Fund within the meaning of SFDR. **Information about the manner in which the Fund seeks to achieve its sustainable investment objective of the is available at Schedule VIII.**

The Manager has adopted the Investment Adviser's policy in relation to the integration of sustainability risks into investment decisions for the Fund. A sustainability risk is an ESG event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment. The Investment Adviser has integrated sustainability risks, as a sub-set of risks generally that could cause an actual or potential material negative impact on the value of an investment, as part of its investment decision-making process for the Fund. If the Investment Adviser determines that sustainability risks could cause such a material negative impact, the Investment Adviser may conduct sustainability risk-related due diligence and/or take steps to mitigate sustainability risks and preserve the value of the investment. The Investment Adviser is committed to continuously improving its understanding of how the integration of ESG factors can improve the Fund's investment results and seeks to focus on ESG considerations which can improve the Fund's risk-adjusted return potential. The Investment Adviser has adopted a framework in relation to the SFDR which gives further detail in relation to the integration of sustainability risk, whether material or likely to be material, in the Investment Adviser's investment decision making processes, including the organisational, risk management and governance aspects of such processes. A copy of such framework document can be found at [GMO - SFDR framework](#).

The Fund may be exposed to certain potential sustainability risks as, amongst others, reflected in the section of the Prospectus entitled "Risk Factors – Sustainability Risk". Notwithstanding the foregoing, sustainability risks will not be relevant to certain non-core activities undertaken by the Fund (for example, hedging). The portfolio of the Fund will be comprised of different investments that may change over time as a result of specific investment decisions made and accordingly the identification and assessments of risks, including sustainability risks, will take place on an investment-by-investment basis as noted above. The Investment Adviser's assessment is that integration of known sustainability risks in investment decisions, combined with a diversified portfolio appropriate for the Fund in light of its investment objective and strategy, should help mitigate the potential material negative impact of sustainability risks on the returns of the Fund, although there can be no assurance that all such risks will be mitigated in whole or in part, nor identified prior to the date of investment.

Further information on the Investment Adviser's approach to sustainability risks is available at [GMO - SFDR framework](#).

#### ***GMO Emerging Markets Ex-China Equity Fund***

The Fund is an Article 8 Fund within the meaning of SFDR. **Information about the environmental or social characteristics the Fund promotes is available at Schedule VIII.**

The Manager has adopted the Investment Adviser's policy in relation to the integration of sustainability risks into investment decisions for the Fund. A sustainability risk is an ESG event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment.

The Investment Adviser has integrated sustainability risks, as a sub-set of risks generally that could cause an actual or potential material negative impact on the value of an investment, as part of its investment decision-making process for the Fund. If the Investment Adviser determines that sustainability risks could cause such a material negative impact, the Investment Adviser may conduct sustainability risk-related due diligence and/or take steps to mitigate sustainability risks and preserve the value of the investment. The Investment Adviser is committed to continuously improving its understanding of how the integration of ESG factors can improve the Fund's investment results and seeks to focus on ESG considerations which can improve the Fund's risk-adjusted return potential.

The Fund may be exposed to certain potential sustainability risks as, amongst others, reflected in the section of the Prospectus entitled "Risk Factors – Sustainability Risk". Notwithstanding the foregoing, sustainability risks will not be relevant to certain non-core activities undertaken by the Fund (for example, hedging). The portfolio of the Fund will be comprised of different investments that may change over time as a result of specific investment decisions made and accordingly the identification and assessments of risks, including sustainability risks, will take place on an investment-by-investment basis as noted above. The Investment Adviser does not maintain a minimum level of holding of sustainable investments in the Fund. The Investment Adviser's assessment is that integration of known sustainability risks in investment decisions, combined with a diversified portfolio appropriate for the Fund in light of its investment objective and strategy, should help mitigate the potential material negative impact of sustainability risks on the returns of the Fund, although there can be no assurance that all such risks will be mitigated in whole or in part, nor identified prior to the date of investment.

Further information on the Investment Adviser's approach to sustainability risks is available at [GMO - SFDR framework](#).

#### ***GMO Quality Select Investment Fund***

The Fund is an Article 8 Fund within the meaning of SFDR. **Information about the environmental or social characteristics the Fund promotes is available at Schedule VIII.**

The Manager has adopted the Investment Adviser's policy in relation to the integration of sustainability risks into investment decisions for the Fund. A sustainability risk is an ESG event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment.

The Investment Adviser has integrated sustainability risks, as a sub-set of risks generally that could cause an actual or potential material negative impact on the value of an investment, as part of its investment decision-making process for the Fund. If the Investment Adviser determines that sustainability risks could cause such a material negative impact, the Investment Adviser may conduct sustainability risk-related due diligence and/or take steps to mitigate sustainability risks and preserve the value of the investment. The Investment Adviser is committed to continuously improving its understanding of how the integration of ESG factors can improve the Fund's investment results and seeks to focus on ESG considerations which can improve the Fund's risk-adjusted return potential.

The Fund may be exposed to certain potential sustainability risks as, amongst others, reflected in the section of the Prospectus entitled "Risk Factors – Sustainability Risk". Notwithstanding the foregoing, sustainability risks will not be relevant to certain non-core activities undertaken by the Fund (for example, hedging). The portfolio of the Fund will be comprised of different investments that may change over time as a result of specific investment decisions made and accordingly the identification and assessments of

risks, including sustainability risks, will take place on an investment-by-investment basis as noted above. The Investment Adviser does not maintain a minimum level of holding of sustainable investments in the Fund. The Investment Adviser's assessment is that integration of known sustainability risks in investment decisions, combined with a diversified portfolio appropriate for the Fund in light of its investment objective and strategy, should help mitigate the potential material negative impact of sustainability risks on the returns of the Fund, although there can be no assurance that all such risks will be mitigated in whole or in part, nor identified prior to the date of investment.

Further information on the Investment Adviser's approach to sustainability risks is available at [GMO - SFDR framework](#).

### ***GMO US Quality Select Investment Fund***

The Fund is an Article 8 Fund within the meaning of SFDR. **Information about the environmental or social characteristics the Fund promotes is available at Schedule VIII.**

The Manager has adopted the Investment Adviser's policy in relation to the integration of sustainability risks into investment decisions for the Fund. A sustainability risk is an ESG event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment.

The Investment Adviser has integrated sustainability risks, as a sub-set of risks generally that could cause an actual or potential material negative impact on the value of an investment, as part of its investment decision-making process for the Fund. If the Investment Adviser determines that sustainability risks could cause such a material negative impact, the Investment Adviser may conduct sustainability risk-related due diligence and/or take steps to mitigate sustainability risks and preserve the value of the investment. The Investment Adviser is committed to continuously improving its understanding of how the integration of ESG factors can improve the Fund's investment results and seeks to focus on ESG considerations which can improve the Fund's risk-adjusted return potential.

The Fund may be exposed to certain potential sustainability risks as, amongst others, reflected in the section of the Prospectus entitled "Risk Factors – Sustainability Risk". Notwithstanding the foregoing, sustainability risks will not be relevant to certain non-core activities undertaken by the Fund (for example, hedging). The portfolio of the Fund will be comprised of different investments that may change over time as a result of specific investment decisions made and accordingly the identification and assessments of risks, including sustainability risks, will take place on an investment-by-investment basis as noted above. The Investment Adviser does not maintain a minimum level of holding of sustainable investments in the Fund. The Investment Adviser's assessment is that integration of known sustainability risks in investment decisions, combined with a diversified portfolio appropriate for the Fund in light of its investment objective and strategy, should help mitigate the potential material negative impact of sustainability risks on the returns of the Fund, although there can be no assurance that all such risks will be mitigated in whole or in part, nor identified prior to the date of investment.

Further information on the Investment Adviser's approach to sustainability risks is available at [GMO - SFDR framework](#).

### **TAXONOMY REGULATION**

The Taxonomy Regulation establishes an EU-wide framework or criteria for environmentally sustainable economic activities in respect of six environmental objectives. It builds on the disclosure requirements under the SFDR by introducing additional disclosure obligations in respect of Article 8 and 9 Funds that invest in an economic activity that contributes to an environmental objective. These Funds are required to disclose (a) information on the environmental objective to which the investments underlying the Fund contribute (b) a description of how and to what extent the underlying investments of the Fund are in

economic activities that qualify as environmentally sustainable and are aligned with the Taxonomy Regulation (c) the proportion, as a percentage of the Fund's portfolio, of investments in environmentally sustainable economic activities which are aligned with the Taxonomy Regulation (including the proportion, as a percentage of the Fund's portfolio, of enabling and transitional activities, as described in the Taxonomy Regulation). These disclosure obligations are being phased-in – from 1 January 2022 in respect to the first two environmental objectives (climate change mitigation and climate change adaptation) and from 1 January 2023 in respect of the remaining four environmental objectives.

For Funds that are not Article 8 or 9 Funds, the underlying investments do not take into account the EU criteria for environmentally sustainable economic activities.

See Schedule VIII for details of the extent to which the Article 8 and Article 9 Funds commit to make investments that take into account the EU criteria for environmentally sustainable economic activities.

## **CHANGES IN INVESTMENT OBJECTIVE OR POLICIES**

Any change in the investment objective and any material change to the investment policies of a Fund will be subject to the approval of Shareholders of that Fund evidenced by a majority vote of such Shareholders in general meeting or by a resolution in writing signed by all of the Shareholders. In the event of a change in investment objective and/or material change in investment policies of a Fund, a reasonable notification period must be provided by the Fund to Shareholders to enable Shareholders to repurchase their Shares prior to the implementation of the changes. Details of any non-material changes to the investment policies of a Fund will be disclosed to Shareholders in the periodic reports of the Fund.

## **PROFILE OF A TYPICAL INVESTOR**

Each of GMO SGM Major Markets Investment Fund, GMO Climate Change Investment Fund, GMO Equity Dislocation Investment Fund, GMO Emerging Country Debt UCITS Fund, GMO Usonian Japan Value Fund, GMO Resources UCITS Fund, GMO Climate Change Select Investment Fund, GMO Quality Select Investment Fund and GMO US Quality Select Investment Fund is considered to be suitable for institutional investors seeking capital growth over a medium to long-term period with a moderate level of volatility. GMO Emerging Markets Ex-China Equity Fund is considered to be suitable for institutional investors seeking capital growth over a 5 to 10 year period with fluctuating levels of volatility typically associated with emerging markets. Such institutional investors may include institutional investors that are investing on their own account or institutional investors that are distributors, platforms and other intermediaries that may provide for indirect participation by retail investors in the relevant Fund.

## **BORROWING POLICY**

A Fund may not borrow money, except as follows:

- (a) the Fund may borrow up to 10 per cent. of its Net Asset Value provided such borrowing is on a temporary basis; and
- (b) the Fund may acquire foreign currency by means of a “back to back” loan. Foreign currency obtained in this manner is not classified as borrowing for the purpose of Regulation 103 of the UCITS Regulations, 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.

A Fund may create a charge over its assets in order to secure borrowings. Credit balances (e.g., cash) may not be offset against borrowings when determining the percentage of borrowings outstanding.

## **DIVIDEND POLICY**

The ICAV may issue distributing and non-distributing classes of Shares. Unless otherwise stated below, it is not the current intention of the Directors to declare a dividend in respect of any class of Shares in the Funds, but rather to reinvest all income and capital gains. However, the Directors may, upon advance notice to Shareholders, decide to change the dividend policy of, and declare a dividend in respect of, any class of Shares in a Fund. Should the Directors make such a determination, the details of such dividend policy (including details of dividend declaration and payment dates) shall be set out in a revised Prospectus or a Supplemental Prospectus. Where such dividend is declared, it may be paid out of dividend and net interest income earned plus net realised and net unrealised capital gains after the deduction of expenses in that accounting period attributable to the relevant Class.

It is proposed that the ICAV will declare dividends semi-annually in respect of the Classes listed below to Shareholders of record as of 31 March and 30 September in each year (or in the event that 31 March and/or 30 September in any year does not fall on a Business Day, the Business Day preceding that date) and will pay dividends within eight weeks of each ex-dividend date out of dividend and net interest income earned after the deduction of expenses (including taxes) in that accounting period attributable to the relevant class. The ex-dividend date is the first Business Day following each record date. Payment will be made to all Shareholders who held Shares at the record date of 31 March and/or 30 September in the relevant year (or in the event that 31 March and/or 30 September in any year does not fall on a Business Day, the Business Day preceding that date).

<b>Fund</b>	<b>Class</b>
GMO Usonian Japan Value Fund	Class C GBP Distributing
GMO Climate Change Investment Fund	Class C GBP Distributing

Shareholders in distributing Classes may agree with the Investment Adviser to automatically re-invest dividends into the Fund. If automatic re-investment is not elected, dividend proceeds will be paid by bank transfer. Any dividend which is unclaimed six years from the date it became payable shall be forfeited and become the property of the relevant Fund.

A Fund may be required to withhold tax on dividends paid to Shareholders at the applicable rate, unless it has received from the Shareholder declarations in the prescribed form. The ICAV reserves the right to repurchase such number of Shares held by such Shareholder as may be necessary to discharge any such tax liability that may arise. Please refer to the section entitled “Taxation” for further information.

## **BENCHMARK CHANGE**

The Investment Adviser may, in its absolute discretion, change the Benchmark (if any) of a Fund to another cash or equivalent benchmark. In the event that the Benchmark changes, Shareholders in the Fund will be provided an opportunity to repurchase their Shares prior to the effectiveness of the change. Shareholders choosing to repurchase any Shares will be subject to the dilution adjustment, as applicable, on repurchased amounts. See the section entitled “Fees and Expenses”. A change in the Benchmark will not change a Fund’s investment objective nor materially change the Fund’s investment policies unless Shareholder approval is received in accordance with the section entitled “Changes in Investment Objective or Policies”.

## **INVESTMENT RESTRICTIONS**

Each Fund’s investments will be limited to investments permitted by the UCITS Regulations, as set out in Schedule II. If the UCITS Regulations are altered during the life of a Fund, the investment restrictions may be changed to take account of any such alterations but any such changes shall be in accordance with the Central Bank’s requirements and Shareholders will be advised of such changes in the next succeeding annual or semi-annual report of the ICAV.

## FUND PERFORMANCE REFERENCE INDICES

The section entitled “Investment Objectives and Policies of the Funds” sets out whether each Fund seeks performance in excess of a Benchmark, or whether the Fund does not seek to allocate its investments in line with, or seek to control risk relative to, any securities market index or benchmark. Each of the Funds may, however, have indices to which their performance is compared (the “Comparative Indices”). Details of the Fund’s performance relative to any Comparative Indices is available in the Fund’s KIID and marketing materials, and will be presented for indicative and illustrative purposes only. The Benchmarks and Comparative Indices, as applicable, for each of the Funds is set out in the following table:

<b>Fund</b>	<b>Benchmark</b>	<b>Comparative Indices</b>
GMO SGM Major Markets Investment Fund	FTSE 3-Month Treasury Bill Index	S&P 500
GMO Climate Change Investment Fund	None	MSCI ACWI Index
GMO Equity Dislocation Investment Fund	None	FTSE 3-Month Treasury Bill Index, NASDAQ, a composite of the Long MSCI All Country World Index (“ACWI”) Value Index (USD) and Short MSCI ACWI Growth Index (USD)
GMO Emerging Country Debt UCITS Fund	J.P. Morgan Emerging Markets Bond Index Global Diversified	None
GMO Usonian Japan Value Fund	None	TOPIX Total Return Index, MSCI Japan Value Index
GMO Resources UCITS Fund	None	MSCI ACWI Commodity Producers Index MSCI ACWI
GMO Climate Change Select Investment Fund	None	MSCI ACWI Index
GMO Emerging Markets Ex-China Equity Fund	MSCI Emerging Markets ex-China Index	MSCI Emerging Markets ex-China Value Index
GMO Quality Select Investment Fund	None	MSCI World Index, S&P 500 Index
GMO US Quality Select Investment Fund	None	S&P 500 Index

Each of the Funds is actively-managed and, although a portion of a Fund’s assets may from time to time be components of and have similar weightings to one or more of the Comparative Indices, the Investment Adviser may or may not invest a significant proportion of the Fund in assets that are included in the Comparative Indices. In addition, these indices employ different investment guidelines and criteria than the Fund. As a result, the holdings in the Fund may differ significantly from the assets that comprise the indices and the volatility of the indices presented may be materially different from that of the performance of the Fund. There is no guarantee that the Fund’s performance will match or exceed any particular index. Except where otherwise stated, the performance of the indices has not been selected to represent an appropriate benchmark to compare to the performance of the Fund, but rather is disclosed to allow for comparison of the Fund’s performance to that of well-known and widely recognised indices.

## DESCRIPTIONS AND RISKS OF FUND INVESTMENTS

Further information on certain investments that may be made by the Funds, and the risks associated with their use, is set out below. In particular, the Investment Adviser may, where the Investment Adviser deems it appropriate in order to pursue the investment return objective of a Fund, employ investment techniques and instruments listed below for efficient portfolio management purposes and for investment purposes,

subject to the conditions and within the limits from time to time laid down by the Central Bank (see Schedule III). A list of the Regulated Markets on which derivative instruments (other than OTC derivative instruments) may be quoted or traded is set out in Schedule I. Furthermore, new techniques and instruments may be developed which may be suitable for use by a Fund in the future and the Fund may employ such techniques and instruments in accordance with the requirements of the Central Bank. The Investment Adviser employs a risk management process which assists it in measuring, monitoring and managing the various risks associated with derivatives used by the Funds. Any derivatives not included in the risk management process will not be utilised until such time as a revised risk management process has been cleared by the Central Bank.

Where a Fund invests in Underlying Funds, the Fund will be indirectly exposed to the investment practices of the Underlying Funds in which it invests, and is therefore subject to all risks associated with the practices of the Underlying Funds. **UNLESS OTHERWISE NOTED HEREIN, THE INVESTMENT PRACTICES AND ASSOCIATED RISKS DETAILED BELOW ALSO INCLUDE THOSE TO WHICH THE FUNDS INDIRECTLY MAY BE EXPOSED THROUGH ITS INVESTMENT IN THE UNDERLYING FUNDS. ANY REFERENCES TO INVESTMENTS MADE BY THE FUNDS INCLUDE THOSE THAT MAY BE MADE BOTH DIRECTLY BY THE FUND AND INDIRECTLY BY THE FUND (E.G., THROUGH ITS INVESTMENTS IN THE UNDERLYING FUNDS OR THROUGH ITS INVESTMENTS IN DERIVATIVES OR SYNTHETIC INSTRUMENTS).**

References in this section to the “Fund” may, as the context requires, refer to GMO SGM Major Markets Investment Fund, GMO Climate Change Investment Fund, GMO Equity Dislocation Investment Fund, GMO Emerging Country Debt UCITS Fund, GMO Usonian Japan Value Fund, GMO Resources UCITS Fund, GMO Climate Change Select Investment Fund, GMO Emerging Markets Ex-China Equity Fund, GMO Quality Select Investment Fund and/or GMO US Quality Select Investment Fund. References in this section to actions undertaken or investments held by the “Fund” may, as the context requires, refer to those by or in respect of GMO SGM Major Markets Investment Fund, GMO Climate Change Investment Fund, GMO Equity Dislocation Investment Fund, GMO Emerging Country Debt UCITS Fund, GMO Usonian Japan Value Fund, GMO Resources UCITS Fund, GMO Climate Change Select Investment Fund, GMO Emerging Markets Ex-China Equity Fund, GMO Quality Select Investment Fund and/or GMO US Quality Select Investment Fund.

### **Portfolio Turnover**

Based on the Investment Adviser’s assessment of market conditions, the Investment Adviser may trade the Fund’s investments more frequently at some times than at others, resulting in a higher portfolio turnover rate. The Investment Adviser has not placed any limit on the rate of portfolio turnover and portfolio assets may be sold without regard to the time they have been held. High portfolio turnover rates may create additional taxable income for investors. A high rate of portfolio turnover involves correspondingly greater expenses (such as brokerage commissions and transaction costs) than a lower rate, may act to reduce the Fund’s investment profits, or create a loss for investors and may result in increased tax costs for investors depending on the tax provisions applicable to such investors. The after-tax impact of portfolio turnover is not considered when making investment decisions for the Fund. Please refer to the section entitled “Taxation” for further information.

### **Accelerated Transactions**

For the Fund to take advantage of certain available investment opportunities, the Investment Adviser may need to make investment decisions on an expedited basis. In such cases, the information available to the Investment Adviser at the time of an investment decision may be limited. The Investment Adviser may not, therefore, have access to the detailed information necessary for a full analysis and evaluation of the investment opportunity.

## Securities Lending

A Fund may make secured loans of its portfolio securities amounting to not more than 100 per cent. of its total assets. For these purposes, total assets include the collateral received from such loans. The risks in lending portfolio securities, as with other extensions of credit, consist of the possible delay in the recovery of the securities or possible loss of rights in the collateral should the borrower fail financially, including possible impairment of the Fund's ability to vote the securities. However, securities loans will be made to brokers that have a credit rating by an agency registered and supervised by ESMA, and that rating shall be taken into account by the Fund in the credit assessment process. Where the broker is downgraded to A-2 or below (or comparable rating) by the relevant credit rating agency, this shall result in a new credit assessment being conducted of the counterparty by the Fund without delay. Securities loans are made to brokers pursuant to agreements requiring that the loans be continuously collateralised by cash, liquid securities, letters of credit, shares of other investment companies, or such other collateral as may be permitted under a Fund's securities lending program with a value at all times at least equal to the market value of the loaned securities (marked to market daily) plus a premium. Daily market fluctuations could cause the value of loaned securities to be more or less than the value of the collateral received. When this occurs, the collateral is adjusted and settled on the following business day. If a loan is collateralised by government or other securities, the Fund may receive a fee from the borrower. If a loan is collateralised by cash, the Fund typically invests the cash collateral for its own account in one or more money market funds (in which case the Fund will bear its pro rata share of such money market fund's fees and expenses), or directly in interest-bearing, short-term securities, and typically pays a fee to the borrower. The Investment Adviser may retain lending agents on behalf of the Fund that would be compensated based on a percentage of the Fund's return on its securities lending. The Fund also may pay various fees in connection with securities loans, including shipping fees and custodian fees.

As with other extensions of credit, the Fund bears the risk of delay in the recovery of loaned securities and of loss of rights in the collateral should the borrower fail financially. The Fund also bears the risk that the value of investments made with collateral may decline. The Fund bears the risk of total loss with respect to the investment of collateral. Any income or gains and losses from investing and reinvesting any cash collateral delivered by a borrower pursuant to a loan generally are at the Fund's risk, and to the extent any such losses reduce the amount of cash below the amount required to be returned to the borrower upon the termination of any loan, the Fund may be required by the securities lending agent to pay or cause to be paid to such borrower an amount equal to such shortfall in cash, possibly requiring it to liquidate other portfolio securities to satisfy its obligations.

New regulations require certain bank-regulated counterparties and certain of their affiliates to include in certain financial contracts, including many securities lending agreements, terms that delay or restrict the rights of counterparties, such as the Funds, to terminate such agreements, foreclose upon collateral, exercise other default rights or restrict transfers of credit support in the event that the counterparty and/or its affiliates are subject to certain types of resolution or insolvency proceedings. It is possible that these new requirements, as well as potential additional government regulation and other developments in the market, could adversely affect a Fund's ability to terminate existing securities lending agreements or to realise amounts to be received under such agreements in the event the counterparty or its affiliate becomes subject to a resolution or insolvency proceeding.

Voting rights or rights to consent with respect to the loaned securities pass to the borrower. The Fund has the right to call loans at any time on reasonable notice or to exercise voting rights associated with the security and will do so if both (i) the Investment Adviser receives adequate notice of a proposal upon which shareholders are being asked to vote, and (ii) the Investment Adviser believes that the benefits to the Fund of voting on such proposal outweigh the benefits to the Fund of having the security remain out on loan. However, the Fund bears the risk of delay in the return of the security, impairing the Fund's ability to vote on such matters. The Investment Adviser may use third-party service providers to assist it in identifying and evaluating proposals, and to assist it in recalling loaned securities for proxy voting purposes.

## **Depository Receipts**

The Fund may invest in Depository Receipts if issues of such Depository Receipts are available that are consistent with the Fund's investment objective. Depository Receipts generally evidence an ownership interest in a corresponding security on deposit with a financial institution. Transactions in Depository Receipts usually do not settle in the same currency as the underlying securities are denominated or traded. Generally, ADRs are designed for use in the U.S. securities markets and EDRs are designed for use in European securities markets. GDRs may be traded in any public or private securities market and may represent securities held by institutions located anywhere in the world. GDRs and other types of Depository Receipts are typically issued by foreign banks or trust companies, although they may be issued by financial institutions, and evidence ownership interests in a security or pool of securities issued by a corporation.

Because the value of a Depository Receipt is dependent upon the market price of an underlying security, Depository Receipts are subject to most of the risks associated with investing in securities directly. Depository Receipts may be issued as sponsored or unsponsored programs. See the section entitled "Descriptions and Risks of Fund Investments – Risks Related to the Jurisdiction of Investments". Depository Receipts also may be subject to illiquidity risk.

## **Convertible Securities**

A convertible security is a security (a bond or preferred stock) that may be converted at a stated price within a specified period into a specified number of shares of common stock of the same or a different issuer. Convertible securities are senior to common stock in a corporation's capital structure, but are usually subordinated to senior debt obligations of the issuer. Convertible securities provide holders, through their conversion feature, an opportunity to participate in increases in the market prices of their underlying securities. The price of a convertible security is influenced by the market price of the underlying security, and tends to increase as the market price rises and decrease as the market price declines. The Investment Adviser regards convertible securities as a form of equity security.

The Fund's investments in convertible securities may include "broken" or "busted" convertibles, which are convertible securities for which the market price of the common stock has fallen significantly below the conversion price of the convertible and, as a result, the conversion feature holds little market value.

The Fund may acquire convertibles either actively or passively (e.g., as a result of corporate actions). The Fund may use convertibles to obtain exposure to an issuer or to acquire the equity securities of such issuer consistent with the Fund's investment policies. The value of a convertible security is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors also may have an effect on the convertible security's investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, as in the case of "broken" or "busted" convertibles, the price of the convertible security is governed principally by its investment value. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed income security. Generally, the amount of the premium decreases as the convertible security approaches maturity.

A convertible security may be subject to redemption or conversion under specified circumstances and/or at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by the Fund is called for redemption, the Fund will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party.

## **Preferred Stocks**

The Fund may invest in preferred stocks, including convertible and non-convertible preferred and preference stocks that are senior to common stock. Preferred stocks are equity securities that are senior to common stock with respect to the right to receive dividends and a fixed share of the proceeds resulting from the issuer's liquidation. Some preferred stocks also entitle their holders to receive additional liquidation proceeds on the same basis as holders of the issuer's common stock, and thus represent an ownership interest in the issuer. Depending on the features of the particular security, holders of preferred stock may bear the risks disclosed in this Prospectus regarding equity or fixed income securities.

Investment in preferred stocks involves certain risks. Certain preferred stocks contain provisions that allow an issuer under certain conditions to skip or defer distributions. If the Fund owns a preferred stock that is deferring its distribution, it may be required to report income for tax purposes despite the fact that it is not receiving current income on this position. Preferred stocks often are subject to legal provisions that allow for redemption in the event of certain tax or legal changes or at the issuer's call. In the event of redemption, the Fund may not be able to reinvest the proceeds at comparable rates of return. Preferred stocks are subordinated to bonds and other debt securities in an issuer's capital structure in terms of priority for corporate income and liquidation payments, and therefore will be subject to greater credit risk than those debt securities. Preferred stocks may trade less frequently and in a more limited volume and may be subject to more abrupt or erratic price movements than many other securities, such as common stocks, corporate debt securities, and government securities.

## **Mezzanine Securities**

The Fund may invest in mezzanine securities, which are unsecured securities that are senior to common stock or other equities, but that are subordinated to substantial amounts of senior debt. Holders of mezzanine securities are generally not entitled to receive any payments in bankruptcy or liquidation until senior creditors are paid in full. In addition, the legal remedies available to holders of mezzanine securities are normally limited by contractual restrictions benefiting senior creditors. In the event a company in which a Fund holds mezzanine securities cannot generate adequate cash flow to meet senior debt service, the Fund may suffer a partial or total loss of capital invested. In situations where some or all of the senior debt is unsecured, distributions in respect of mezzanine securities may be substantially less than distributions payable to other unsecured creditors. Because issuers of mezzanine securities are often highly leveraged, their relatively high debt-to-equity ratios create increased risks that their operations cannot generate adequate cash flow to meet senior debt service.

## **Income Trusts**

The Fund may invest in income trusts. Income trusts are investment trusts that hold income-producing assets and distribute income generated by such assets to the "unitholders" of the trust, which are entitled to participate in the trust's income and capital as its beneficiaries.

Income trusts generally invest in assets that provide a return to the trust and its unitholders based on the cash flows of an underlying business. Such assets may include equity and debt instruments, royalty interests or real properties. The income trust can receive interest, royalty or lease payments from an operating entity carrying on a business, as well as dividends and a return of capital.

Income trusts also may include royalty trusts, a particular type of income trust whose securities are listed on a stock exchange and which controls an underlying company whose business relates to, without limitation, the acquisition, exploitation, production and sale of oil and natural gas.

Investments in income trusts (including royalty trusts) are subject to operating risk based on the income trust's underlying assets and their respective businesses. Such risks may include lack of or limited operating histories. Income trusts are particularly subject to interest rate risk and increases in interest rates offered by competing investments may diminish the value of trust units. Changes in the interest rate also may affect the value of future distributions from the income trust's underlying assets or the value of the

underlying assets themselves. Interest rate risk is also present within the income trusts themselves because they often hold very long-term capital assets, and much of the excess distributable income is derived from a maturity (or duration) mismatch between the life of the asset and the life of the financing associated with it. In an increasing interest rate environment, the income trust's distributions to its unitholders may decrease. Income trusts also may be subject to additional risk, including, without limitation, limited access to debt markets.

Income trusts do not guarantee minimum distributions or returns of capital to unitholders. The amount of distributions paid on a trust's units will vary from time to time based on production levels, commodity prices, royalty rates and certain expenses, deductions and costs, as well as on the distribution payout ratio policy adopted. The reduction or elimination of distributions to unitholders may decrease the value of trust units. Income trusts generally pay out to unitholders the majority of the cash flow that they receive from the production and sale of underlying assets. As a result of distributing the bulk of their cash flow to unitholders, the ability of a trust to finance internal growth is limited. Therefore, income trusts typically grow through acquisition of additional assets, funded through the issuance of additional equity or, where the trust is able, additional debt. Because an income trust may make distributions to unitholders in excess of its net income, unitholder equity may decline over time.

### **Warrants and Rights**

The Fund may purchase or otherwise receive warrants or rights. The Fund may use warrants and rights to obtain exposure to, or acquire, the underlying equity or other securities of an issuer consistent with the Fund's investment policies. The Fund may receive rights passively (e.g., as a result of corporate actions) because of the Fund's existing holdings in equity or other securities issued by the rights issuer. However, the Fund may also acquire or dispose of rights on the secondary market.

Warrants and rights generally give the holder the right to receive, upon exercise, a security of the issuer at a stated price. The Fund typically uses warrants and rights in a manner similar to its use of options on securities, as described in the section entitled "Descriptions and Risks of Fund Investments – Options, Futures, and Forward Contracts" below. Risks associated with the use of warrants and rights are generally similar to risks associated with the use of options. Unlike most options, however, warrants and rights are issued in specific amounts, and warrants generally have longer terms than options. Warrants and rights are not likely to be as liquid as exchange-traded options backed by a recognised clearing agency. In addition, the terms of warrants or rights may limit the Fund's ability to exercise the warrants or rights at such time, or in such quantities, as the Fund would otherwise wish.

### **Non-Standard Warrants**

From time to time, certain Funds may use non-standard warrants, including GDP warrants, low exercise price warrants or low exercise price options ("LEPOs"), and participatory notes ("P-Notes"), to gain exposure to issuers in certain countries. GDP warrants require the issuer (a country) to make payments to the holder that vary based on the issuer's gross domestic product or economic growth. LEPOs are different from standard warrants in that they do not give their holders the right to receive a security of the issuer upon exercise. Rather, LEPOs pay the holder the difference in price of the underlying security between the date the LEPO was purchased and the date it is sold. P-Notes are a type of equity-linked derivative that generally are traded over-the-counter and constitute general unsecured contractual obligations of the banks or brokers that issue them. Generally, banks and brokers associated with non-U.S.-based brokerage firms buy securities listed on certain non-U.S. exchanges and then issue P-Notes that are designed to replicate the performance of certain issuers and markets. The performance results of P-Notes will not replicate exactly the performance of the issuers or markets that the notes seek to replicate due to transaction costs and other expenses. The return on a P-Note that is linked to a particular underlying security generally is increased to the extent of any dividends paid in connection with the underlying security. However, the holder of a P-Note typically does not receive voting or other rights as it would if it directly owned the underlying security, and P-Notes present similar risks to investing directly in the underlying security. Additionally, LEPOs and P-Notes entail the same risks as other OTC derivatives. These include the risk that the counterparty or issuer of the LEPO or P-Note may not be able to fulfill its obligations, that the

holder and counterparty or issuer may disagree as to the meaning or application of contractual terms, or that the instrument may not perform as expected. See “Risk Factors — Derivatives Risk” and “— Counterparty Risk” below. Additionally, while LEPOs or P-Notes may be listed on an exchange, there is no guarantee that a liquid market will exist or that the counterparty or issuer of a LEPO or P-Note will be willing to repurchase such instrument when a Fund wishes to sell it.

### **Options, Futures, and Forward Contracts**

The Fund may use options, futures contracts (or “futures”), and forward contracts for investment purposes and for efficient portfolio management purposes. See the section entitled “Risk Factors – Derivatives Risk” for more information regarding the various derivatives strategies the Fund may employ using options, futures, and forward contracts. The use of options contracts, futures contracts, forward contracts, and options on futures contracts involves risk. Thus, while the Fund may benefit from the use of options, futures, forward contracts, and options on futures, unanticipated changes in interest rates, securities prices, currency exchange rates, or other underlying assets or reference rates may adversely affect the Fund’s performance.

***Options on Securities, ETFs, and Indices.*** The Fund may purchase and sell put and call options on equity, fixed income, or other securities, ETFs, or indices in standardised exchange-traded contracts. An option on a security, ETF, or index is a contract that gives the holder of the option, in return for a premium, the right (but not the obligation) to buy from (in the case of a call) or sell to (in the case of a put) the writer of the option the security underlying the option (or the cash value of the index underlying the option) at a specified price. Upon exercise, the writer of an option on a security has the obligation to deliver the underlying security upon payment of the exercise price or to pay the exercise price upon delivery of the underlying security. Upon exercise, the writer of an option on an ETF or index is required to pay the difference between the cash value of the ETF or index and the exercise price multiplied by the specified multiplier for the ETF or index option.

Call options may be purchased for speculative purposes (to increase the Fund’s return), to provide exposure to increases in the market (e.g., with respect to temporary cash positions) or to hedge against an increase in the price of securities, currencies, or other investments that the Fund intends to purchase (in the future) or has sold short. Similarly, put options may be purchased for speculative purposes (to increase the Fund’s return) or to hedge against a decrease in the market generally or in the price of securities or other investments held by the Fund. Buying options may reduce the Fund’s returns, but by no more than the amount of the premiums paid for the options. The Fund may seek to increase its return by selling (“writing”) put and call options, for which it receives a premium. In particular, the Fund may write options on securities in circumstances where the Investment Adviser believes such options can be sold at a rate of return that is attractive relative to the risks being taken. The Fund also may purchase options where the Investment Adviser believes such options can be purchased at an attractive rate of return.

***Purchasing Options on Securities and Indices.*** Among other reasons, the Fund may purchase a put option to hedge against a decline in the value of a portfolio security or other asset. If such a decline occurs, the put option will permit the Fund to sell the security or other asset at the higher exercise price or to close out the option at a profit. By using put options in this manner, the Fund will reduce any profit it might otherwise have realised in the underlying security or other asset by the amount of the premium paid for the put option and by its transaction costs. In order for a put option purchased by the Fund to be profitable, the market price of the underlying security or other asset must decline sufficiently below the exercise price to cover the premium paid by the Fund and transaction costs.

Among other reasons, the Fund may purchase call options to hedge against an increase in the price of securities or other assets the Fund anticipates purchasing in the future. If such a price increase occurs, a call option will permit the Fund to purchase the securities or other assets at the exercise price or to close out the option at a profit. The premium paid for the call option, plus any transaction costs, will reduce the benefit, if any, that the Fund realises upon exercise of the option and, unless the price of the underlying security or other asset rises sufficiently, the option may expire worthless to the Fund. Thus, for a call option purchased by the Fund to be profitable, the market price of the underlying security or other asset must rise sufficiently above the exercise price to cover the premium paid by the Fund to the writer and transaction

costs.

In the case of both call and put options, the purchaser of an option risks losing the premium paid for the option plus related transaction costs if the option expires worthless.

**Writing Options on Securities, ETFs, and Indices.** Because the Fund receives a premium for writing a put or call option, the Fund may seek to increase its return by writing call or put options on securities, ETFs, or indices. The premium the Fund receives for writing an option will increase the Fund's return in the event the option expires unexercised or is closed out at a profit. The size of the premium the Fund receives reflects, among other things, the relationship of the market price and volatility of the underlying security, ETF, or index to the exercise price of the option, the remaining term of the option, supply and demand, and interest rates.

The Fund may write a call option on a security or other instrument held by the Fund (commonly known as "writing a covered call option"). In such case, the Fund limits its opportunity to profit from an increase in the market price of the underlying security above the exercise price of the option. Alternatively, the Fund may write a call option on securities or other instruments in which it may invest but that are not currently held by the Fund (commonly known as "writing a naked call option"). During periods of declining securities prices or when prices are stable, writing these types of call options can be a profitable strategy to increase the Fund's income with minimal capital risk. However, when securities prices increase, the Fund is exposed to an increased risk of loss, because if the price of the underlying security or instrument exceeds the option's exercise price, the Fund will suffer a loss equal to the amount by which the market price exceeds the exercise price at the time the call option is exercised, minus the premium received. Calls written on securities or other instruments that the Fund does not own are riskier than calls written on securities or other instruments owned by the Fund because there is no underlying security or other instrument held by the Fund that can act as a partial hedge. When such a call is exercised, the Fund must purchase the underlying security or other instrument to meet its call obligation or make a payment equal to the value of its obligation in order to close out the option. Calls written on securities or other instruments that the Fund does not own have speculative characteristics and the potential for loss is theoretically unlimited. There is also a risk, especially with less liquid preferred and debt securities, that the securities or other instruments may not be available for purchase.

The Fund also may write a put option on a security, ETF, index, or other instrument. In so doing, the Fund assumes the risk that it may be required to purchase the underlying security or other instrument for an exercise price higher than its then-current market price, resulting in a loss on exercise equal to the amount by which the market price of the security or other instrument is below the exercise price minus the premium received.

**OTC Options.** The Fund also may invest in OTC options. OTC options differ from exchange-traded options in that they are two-party contracts, with price and other terms negotiated between the buyer and seller, and generally do not have as much market liquidity as exchange-traded options.

**Closing Options Transactions.** The holder of an option may terminate its position in a put or call option it has purchased by allowing it to expire or by exercising the option. If an option is American-style, it may be exercised on any day up to its expiration date. In contrast, a European-style option may be exercised only on its expiration date.

In addition, a holder of an option may terminate its obligation prior to the option's expiration by effecting an offsetting closing transaction. In the case of exchange-traded options, the Fund, as a holder of an option, may effect an offsetting closing sale transaction by selling an option of the same series as the option previously purchased. The Fund realises a loss from a closing sale transaction if the premium received from the sale of the option is less than the premium paid to purchase the option (plus transaction costs). Similarly, the Fund that has written an option may effect an offsetting closing purchase transaction by buying an option of the same series as the option previously written. The Fund realises a loss from a closing purchase transaction if the cost of the closing purchase transaction (option premium plus transaction costs) is greater than the premium received from writing the option. If the Fund desires to sell a security on which it has written a call option, it will effect a closing purchase prior to or concurrently with the sale

of the security. There can be no assurance, however, that a closing purchase or sale can be effected when the Fund desires to do so.

***Risk Factors in Options Transactions.*** The market price of an option is affected by many factors, including changes in the market prices or dividend rates of underlying securities (or in the case of indices, the securities in such indices); the time remaining before expiration; changes in interest rates or exchange rates; and changes in the actual or perceived volatility of the relevant stock market and underlying securities. The market price of an option also may be adversely affected if the market for the option becomes less liquid. In addition, since an American-style option allows the holder to exercise its rights any time before the option's expiration, the writer of an American-style option has no control over when it will be required to fulfill its obligations as a writer of the option. (The writer of a European-style option is not subject to this risk because the holder may exercise the option only on its expiration date.)

The Fund's ability to use options in its investment program depends on the liquidity of the options market. In addition, that market may not exist when the Fund seeks to close out an option position. If the Fund were unable to close out an option that it had purchased on a security, it would have to exercise the option in order to realise any profit or the option may expire worthless. As the writer of a call option on a portfolio security, during the option's life, the Fund foregoes the opportunity to profit from increases in the market value of the security underlying the call option above the sum of the premium and the strike price of the call, but retains the risk of loss (net of premiums received) should the price of the underlying security decline. Similarly, as the writer of a call option on a securities index, the Fund foregoes the opportunity to profit from increases in the index over the strike price of the option, though it retains the risk of loss (net of premiums received) should the price of the Fund's portfolio securities decline. If the Fund writes a call option and does not hold the underlying security, the amount of the Fund's potential loss is unlimited. See Schedule III, paragraph 21 for details of situations in which the Fund may seek to cover exposure under a call option (written by the Fund) other than by holding the underlying asset.

An exchange-traded option may be closed out by means of an offsetting transaction only on an Exchange, which provides a secondary market for an option of the same series. If a liquid secondary market for an exchange-traded option does not exist, the Fund might not be able to effect an offsetting closing transaction for a particular option. Reasons for the absence of a liquid secondary market on an Exchange include the following: (i) insufficient trading interest in some options; (ii) restrictions by an Exchange on opening or closing transactions, or both; (iii) trading halts, suspensions, or other restrictions on particular classes or series of options or underlying securities; (iv) unusual or unforeseen interruptions in normal operations on an Exchange; (v) inability to handle current trading volume; or (vi) discontinuance of options trading (or trading in a particular class or series of options) (although outstanding options on an Exchange that were issued by the Options Clearing Corporation should continue to be exercisable in accordance with their terms). In addition, the hours of trading for options on an Exchange may not conform to the hours of trading of the underlying securities, creating a risk of significant changes in the prices of underlying securities that are not immediately reflected in the options markets.

The Exchanges generally have established limits on the maximum number of options an investor or group of investors acting in concert may write. These limits could restrict the Fund's ability to purchase or write options on a particular security.

An OTC option may be closed, or a position transferred, only with the consent of the counterparty, although either party may engage in an offsetting transaction that puts that party in the same economic position as if it had closed out the option with the counterparty; however, the exposure to counterparty risk may differ. OTC options generally involve greater credit and counterparty risk than exchange-traded options. For further details of these and other risks associated with OTC options, please see below the section entitled "Risk Factors - Risks of Derivative Instruments".

Purchasing and writing put and call options are highly specialised activities and entail greater than ordinary market risks.

No guarantee exists that the Fund will be able to effect a closing purchase or a closing sale with respect to a specific option at any particular time. See the section entitled "Descriptions and Risks of Fund

Investments - Swap Contracts and Contracts for Differences – Risk Factors in Swap Contracts, OTC Options, and Other Two-Party Contracts” for a discussion of counterparty risk and other risks associated with investing in OTC options.

**Currency Options and Quantity-Adjusting (“Quanto”) Options.** The Fund may purchase and sell options on currencies. Options on currencies possess many of the same characteristics as options on securities and generally operate in a similar manner. Funds that are permitted to invest in securities denominated in foreign currencies may purchase or sell options on currencies. In addition, the Fund may purchase and sell quanto options, which are cash-settled options in which the underlying asset (often an index) is denominated in a currency other than the currency in which the option is settled. See the section entitled “Descriptions and Risks of Fund Investments - Currency Transactions” for more information on the Fund’s use of currency options.

**Futures.** To the extent consistent with applicable law and its investment restrictions, the Fund is permitted to invest in futures contracts on, among other things, financial instruments (such as a government security or other fixed income security), individual equity securities (“single stock futures”), securities indices, interest rates, currencies, inflation indices, commodity index-related derivatives and commodities indices. Futures contracts on securities indices are referred to herein as “Index Futures.” The purchase of futures contracts can serve as a long hedge, and the sale of futures contracts can serve as a limited short hedge. The purchase and sale of futures contracts also may be used for speculative purposes.

Certain futures contracts are physically settled (i.e. involve the making and taking of delivery of a specified amount of an underlying security or other asset). For instance, the sale of futures contracts on currencies or financial instruments creates an obligation of the seller to deliver a specified quantity of an underlying currency or financial instrument called for in the contract for a stated price at a specified time. Conversely, the purchase of such futures contracts creates an obligation of the purchaser to pay for and take delivery of the underlying currency or financial instrument called for in the contract for a stated price at a specified time. In some cases, the specific instruments delivered or taken, respectively, on the settlement date are not determined until on or near that date. That determination is made in accordance with the rules of the exchange on which the sale or purchase was made.

Some futures contracts are cash settled (rather than physically settled), which means that the purchase price is subtracted from the current market value of the instrument and the net amount, if positive, is paid to the purchaser by the seller of the futures contract and, if negative, is paid by the purchaser to the seller of the futures contract. In particular, Index Futures are agreements pursuant to which two parties agree to take or make delivery of an amount of cash equal to the difference between the value of a securities index at the close of the last trading day of the contract and the price at which the index contract was originally written. Although the value of a securities index might be a function of the value of certain specified securities, no physical delivery of these securities is made.

The purchase or sale of a futures contract differs from the purchase or sale of a security or option in that no price or premium is paid or received. Instead, an amount of cash, government securities, or other liquid assets equal in value to a percentage of the face amount of the futures contract must be deposited with the broker. This amount is known as initial margin. The amount of the initial margin is generally set by the market on which the contract is traded (margin requirements on exchanges may be different than those on European exchanges). Subsequent payments to and from the broker, known as variation margin, are made on a daily basis as the price of the underlying futures contract fluctuates, making the long and short positions in the futures contract more or less valuable, a process known as “marking to the market.” Prior to the settlement date of the futures contract, the position may be closed by taking an opposite position. A final determination of variation margin is then made, additional cash is required to be paid to or released by the broker, and the purchaser realises a loss or gain. In addition, a commission is paid to the broker on each completed purchase and sale.

Although some futures contracts call for making or taking delivery of the underlying securities, currencies, or other underlying instrument, in most cases futures contracts are closed before the settlement date without the making or taking of delivery by offsetting purchases or sales of matching futures contracts (i.e. with the same exchange, underlying financial instrument, currency, or index, and delivery month). If the price

of the initial sale exceeds the price of the offsetting purchase, the seller is paid the difference and realises a gain. Conversely, if the price of the offsetting purchase exceeds the price of the initial sale, the seller realises a loss. Similarly, a purchase of a futures contract is closed out by selling a corresponding futures contract. If the offsetting sale price exceeds the original purchase price, the purchaser realises a gain, and, if the original purchase price exceeds the offsetting sale price, the purchaser realises a loss. Any transaction costs must also be included in these calculations.

Funds that invest in futures contracts may be subject to risks related to rolling. When investing in futures contracts, a Fund will generally seek to “roll” its futures positions rather than hold them through expiration. In some circumstances, the prices of futures contracts with near-term expirations are lower than the prices of similar futures contracts with longer-term expirations, resulting in a cost to “roll” the futures contracts. The actual realisation of a potential roll cost will depend on the difference in prices of futures contracts with near- and longer-term expirations, and the rolling of futures positions may result in losses to a Fund.

In some jurisdictions, for example the U.S., futures contracts are traded only on regulated commodity exchanges or boards of trade, known as “contract markets”, and must be executed through a futures commission merchant or brokerage firm that is a member of the relevant market. The Fund also may purchase futures contracts on other exchanges or similar entities, which are not regulated and may not be subject to the same degree of regulation as regulated contract markets. See the section entitled “Risk Factors – Additional Risks of Options on Securities, Futures Contracts, and Options on Futures Contracts Traded on Exchanges”.

In order to purchase and sell futures contracts and certain swaps the Investment Adviser and/or the Fund will be required to file notices and financial and/or other statements with the CFTC, the National Futures Association (“NFA”) and/or other relevant regulatory agencies, and to make certain of their books and records available to these and other U.S. agencies.

***Index Futures.*** To the extent consistent with applicable law and its investment restrictions, the Fund may purchase or sell Index Futures. The Fund may close open positions on a contract market on which Index Futures are traded at any time up to and including the expiration day. In general, all positions that remain open at the close of business on that day must be settled on the next business day (based on the value of the relevant index on the expiration day). Additional or different margin requirements as well as settlement procedures may apply to stock Index Futures.

***Interest Rate Futures.*** The Fund may engage in transactions involving the use of futures on interest rates. These transactions may be in connection with investments in government securities and other fixed income securities.

***Inflation-Linked Futures.*** The Fund may engage in transactions involving inflation-linked futures, including CPI futures, which are exchange-traded futures contracts that represent the inflation on a notional value of \$1,000,000 for a period of three months, as implied by the CPI. Inflation-linked futures may be used by the Fund to hedge the inflation risk in nominal bonds (i.e. non-inflation-indexed bonds) thereby creating “synthetic” inflation-indexed bonds. The Fund also may combine inflation-linked futures with U.S. Treasury futures contracts to create “synthetic” inflation-indexed bonds issued by the U.S. Treasury. See the section entitled “Descriptions and Risks of Fund Investments - Indexed Investments – Inflation-Indexed Bonds” for a discussion of inflation-indexed bonds.

***Currency Futures.*** The Fund is permitted to invest in securities denominated in foreign currencies may buy and sell futures contracts on currencies. See the section entitled “Descriptions and Risks of Fund Investments - Currency Transactions” for a description of the Fund’s use of currency futures.

***Options on Futures Contracts.*** Options on futures contracts give the purchaser the right in return for the premium paid to assume a long position (in the case of a call option) or a short position (in the case of a put option) in a futures contract at the option exercise price at any time during the period of the option (in the case of an American-style option) or on the expiration date (in the case of European-style option). Upon exercise of a call option, the holder acquires a long position in the futures contract and the writer is assigned the opposite short position. In the case of a put option, the holder acquires a short position and

the writer is assigned the opposite long position in the futures contract. Accordingly, in the event that an option is exercised, the parties will be subject to all the risks associated with the trading of futures contracts, such as payment of initial and variation margin deposits.

The Fund may use options on futures contracts in lieu of writing or buying options directly on the underlying securities or purchasing and selling the underlying futures contracts. For example, to hedge against a possible decrease in the value of its portfolio securities, the Fund may purchase put options or write call options on futures contracts rather than selling futures contracts. Similarly, the Fund may hedge against a possible increase in the price of securities the Fund expects to purchase by purchasing call options or writing put options on futures contracts rather than purchasing futures contracts. In addition, the Fund may purchase and sell interest rate options on U.S. Treasury or Eurodollar futures to take a long or short position on interest rate fluctuations. Options on futures contracts generally operate in the same manner as options purchased or written directly on the underlying investments. See the section entitled “Descriptions and Risks of Fund Investments - Currency Transactions” for a description of the Fund’s use of options on currency futures.

The Fund is also required to deposit and maintain margin with respect to put and call options on futures contracts written by it. Such margin deposits may vary depending on the nature of the underlying futures contract (and the related initial margin requirements), the current market value of the option, and other futures positions held by the Fund.

A position in an option on a futures contract may be terminated by the purchaser or seller prior to expiration by effecting a closing purchase or sale transaction, subject to the availability of a liquid secondary market, which is the purchase or sale of an option of the same type (i.e. the same exercise price and expiration date) as the option previously purchased or sold. The difference between the premiums paid and received represents the Fund’s profit or loss on the transaction.

In order to purchase and sell futures contracts and certain swaps, the Investment Adviser and/or the Fund will be required to file notices and financial and/or other statements with the CFTC, the National Futures Association and/or other relevant regulatory agencies, and to make certain of their books and records available to these and other agencies.

**Commodity Index Futures and Options on Commodity Index Futures.** The Fund may have direct or indirect exposure to futures contracts on commodities indices (“commodity futures”) and options on commodity futures. Futures contracts on commodities indices operate in a manner similar to Index Futures.

**Forward Contracts.** A forward contract is a contract to buy or sell an underlying security or currency at a pre-determined price on a specific future date. The initial terms of the contract are set so that the contract has no value at the outset. Forward prices are obtained by taking the spot price of a security or currency and adding to it the cost of carry. No money is transferred upon entering into a forward contract and the trade is delayed until the specified date when the underlying security or currency is exchanged for cash. Subsequently, as the price of the underlying security or currency moves, the value of the contract also changes, generally in the same direction.

Forward contracts involve a number of the same characteristics and risks as futures contracts but there also are several differences. Forward contracts are not market traded, and are not necessarily marked to market on a daily basis. They settle only at the pre-determined settlement date. This can result in deviations between forward prices and futures prices, especially in circumstances where interest rates and futures prices are positively correlated. Second, in the absence of exchange trading and involvement of clearing houses, there are no standardised terms for forward contracts. Accordingly, the parties are free to establish such settlement times and underlying amounts of a security or currency as desirable, which may vary from the standardised provisions available through any futures contract. Finally, forward contracts, as two party obligations for which there is no secondary market, involve counterparty credit risk not present with futures.

Recently finalised FINRA rules include mandatory margin requirements for the to-be-announced (“TBA”) market with limited exceptions. TBAs have historically not been required to be collateralised. The

collateralisation of TBA trades is intended to mitigate counterparty credit risk between trade and settlement, but could increase the cost of TBA transactions and impose added operational complexity.

Forward currency contracts are contracts between two parties to purchase and sell a specific quantity of a particular currency at a specified price, with delivery and settlement to take place on a specified future date. Currency transactions involve significant risk. Currency exchange rates may fluctuate significantly over short periods of time. They generally are determined by the forces of supply and demand in the foreign exchange markets, the relative merits of investments in different countries, actual or perceived changes in interest rates and other complex factors. Currency exchange rates also can be affected unpredictably as a result of intervention (or the failure to intervene) by governments or central banks, or by currency controls or political developments, including repatriation limitations. The Fund's exposure to foreign dollar currencies means that a change in the value of any such currency against the base currency will result in a change in the base currency value of the Fund's assets.

***Risk Factors in Futures and Futures Options Transactions.*** Investment in futures contracts involves risk. A purchase or sale of futures contracts may result in losses in excess of the amount invested in the futures contract. If a futures contract is used for hedging, an imperfect correlation between movements in the price of the futures contract and the price of the security, currency, or other investment being hedged creates risk. Correlation is higher when the investment being hedged underlies the futures contract. Correlation is lower when the investment being hedged is different than the security, currency, or other investment underlying the futures contract, such as when a futures contract on an index of securities is used to hedge a single security, a futures contract on one security (e.g., government bonds) is used to hedge a different security (e.g., a mortgage-backed security) or when a futures contract in one currency is used to hedge a security denominated in another currency. In the case of Index Futures and futures on commodity indices, changes in the price of those futures contracts may not correlate perfectly with price movements in the relevant index due to market distortions. In the event of an imperfect correlation between a futures position and the portfolio position (or anticipated position) intended to be hedged, the Fund may realise a loss on the futures contract at the same time the Fund is realising a loss on the portfolio position intended to be hedged. To compensate for imperfect correlations, the Fund may purchase or sell futures contracts in a greater amount than the hedged investments if the volatility of the price of the hedged investments is historically greater than the volatility of the futures contracts. Conversely, the Fund may purchase or sell fewer futures contracts if the volatility of the price of the hedged investments is historically less than that of the futures contract. The successful use of transactions in futures and related options for hedging also depends on the direction and extent of exchange rate, interest rate and asset price movements within a given time frame. For example, to the extent equity prices remain stable during the period in which a futures contract or option is held by the Fund investing in equity securities (or such prices move in a direction opposite to that anticipated), the Fund may realise a loss on the futures transaction, which is not fully or partially offset by an increase in the value of its portfolio securities. As a result, the Fund's total return for such period may be less than if it had not engaged in the hedging transaction.

All participants in the futures market are subject to margin deposit and maintenance requirements. Instead of meeting margin calls, investors may close futures contracts through offsetting transactions, which could distort normal correlations. The margin deposit requirements in the futures market are less onerous than margin requirements in the securities market, allowing for more speculators who may cause temporary price distortions. Furthermore, the low margin deposits normally required in futures trading permit a high degree of leverage. Accordingly, a relatively small price movement in a futures contract can result in immediate and substantial losses. Trading hours for certain stock Index Futures may not correspond perfectly with the trading hours of the exchange to which a particular stock Index Future relates. As a result, the lack of continuous arbitrage may cause a disparity between the price of certain stock Index Futures and the value of the relevant index.

The Fund may purchase futures contracts (or options on them) as an anticipatory hedge against a possible increase in the price of a currency in which securities the Fund anticipates purchasing is denominated. In such instances, the currency may instead decline. If the Fund does not then invest in those securities, the Fund may realise a loss on the futures contract that is not offset by a reduction in the price of the securities purchased.

The Fund's ability to engage in the futures and options on futures strategies described above depends on the liquidity of those instruments. Trading interest in various types of futures and options on futures cannot be predicted. Therefore, no assurance can be given that the Fund will be able to utilise these instruments at all or that their use will be effective. In addition, a liquid market may not exist at a time when the Fund seeks to close out a futures or option on a futures contract position, and that Fund would remain obligated to meet margin requirements until the position is closed. The liquidity of a secondary market in a futures contract may be adversely affected by "daily price fluctuation limits" established by commodity exchanges to limit the amount of fluctuation in a futures contract price during a single trading day. Once the daily limit has been reached, no trades of the contract may be entered at a price beyond the limit, thus preventing the liquidation of open futures positions. In the past, prices have exceeded the daily limit on several consecutive trading days. Short (and long) positions in Index Futures or futures on commodities indices may be closed only by purchasing (or selling) a futures contract on the exchange on which the Index Futures or commodity futures, as applicable, are traded.

As discussed above, if the Fund purchases or sells a futures contract, it is only required to deposit initial and variation margin as required by relevant regulations and the rules of the contract market. The Fund's Net Asset Value will generally fluctuate with the value of the security or other instrument underlying a futures contract as if it were already in the Fund's portfolio. Futures transactions can have the effect of investment leverage. Furthermore, if the Fund combines short and long positions, in addition to possible declines in the values of its investment securities, the Fund will incur losses if the index underlying the long futures position underperforms the index underlying the short futures position. For further details of these and other risks associated with futures transactions, please see below under the section entitled "Risk Factors – Derivatives Risk".

In addition, if a futures broker of the Fund becomes bankrupt or insolvent, or otherwise defaults on its obligations to the Fund, the Fund may not receive all amounts owing to it in respect of its trading, despite the futures clearing house fully discharging all of its obligations. In the event of the bankruptcy of a futures broker, the Fund could be limited to recovering only a *pro rata* share of all available funds segregated on behalf of the futures broker's combined customer accounts. Also, in contrast to the treatment of margin provided for cleared derivatives, the futures broker does not typically notify the futures clearing house of the amount of margin provided by the futures broker to the futures clearing house that is attributable to each customer. Therefore, the Fund is subject to the risk that its margin will be used by the futures clearing house to satisfy the obligations of another customer of its futures broker. In addition, in the event of the bankruptcy or insolvency of a clearing house, the Fund might experience a loss of funds deposited through its futures broker as margin with the clearing house, a loss of unrealised profits on its open positions, and the loss of funds owed to it as realised profits on closed positions. Such a bankruptcy or insolvency might also cause a substantial delay before the Fund could obtain the return of funds owed to it by a futures broker who was a member of such clearing house. Furthermore, if a futures broker does not comply with the applicable regulations or its agreement with the Fund, or in the event of fraud or misappropriation of customer assets by a futures broker, the Fund could have only an unsecured creditor claim in an insolvency of the futures broker with respect to the margin held by the futures broker.

***Additional Risks of Options on Securities, Futures Contracts, and Options on Futures Contracts Traded on Exchanges.*** Options on securities, futures contracts, options on futures contracts, and options on currencies may be traded on exchanges in other jurisdictions, including jurisdictions outside the EU. Such transactions may not be regulated as effectively as similar transactions in the EU and may be subject to greater risks than trading on EU exchanges. For example, some exchanges in such jurisdictions may be principal markets so that no common clearing facility exists and a trader may look only to the broker for performance of the contract. The lack of a common clearing facility creates counterparty risk. When a counterparty's obligations are not fully secured by collateral, then the Fund is essentially an unsecured creditor of the counterparty. If a counterparty defaults, the Fund will have contractual remedies against that counterparty (whether or not the obligation is collateralised), but there is no assurance that a counterparty will be able to meet its obligations pursuant to such contracts or that, in the event of default, the Fund will succeed in enforcing those remedies. Counterparty risk still exists even if a counterparty's obligations are secured by collateral if the Fund's interest in collateral is not perfected or additional collateral is not posted promptly as required. When seeking to enforce a contractual remedy, the Fund also

is subject to the risk that the parties may interpret contractual terms (e.g., the definition of default) differently. Counterparty risk is greater for derivatives with longer maturities where events may intervene to prevent settlement. Counterparty risk is also greater when the Fund has entered into derivatives contracts with a single or small group of counterparties as it sometimes does as a result of its use of swaps and other OTC derivatives. If a dispute occurs, the cost and unpredictability of the legal proceedings required for the Fund to enforce its contractual rights may lead the Fund to decide not to pursue its claims against the counterparty. The Fund thus assumes the risk of being unable to obtain payments owed under such futures contracts or of those payments being delayed or made only after the Fund has incurred the costs of litigation. To the extent that the Investment Adviser's view with respect to a particular counterparty changes adversely (whether due to external events or otherwise), the Fund's existing transactions with that counterparty will not necessarily be required to be terminated or modified. In addition, the Fund may enter into new transactions with a counterparty that the Investment Adviser no longer considers a desirable counterparty if the transaction is primarily designed to reduce the Fund's overall risk of potential exposure to that counterparty (e.g., re-establishing the transaction with a lower notional amount or entering into a countervailing trade with the same counterparty). In addition, unless the Fund hedges against fluctuations in the exchange rate between the currencies in which trading is done on these exchanges and other currencies, any profits that the Fund might realise in trading could be offset (or worse) by adverse changes in the exchange rate. The value of options and futures in these jurisdictions also may be adversely affected by other factors unique to investing outside the EU. See the section entitled "Risk Factors – Counterparty Risk" and "Descriptions and Risks of Fund Investments - Risks Related to the Jurisdiction of Investments."

### **Swap Contracts and Contracts for Differences**

The Fund may use swap contracts (or "swaps") and other two-party contracts for the same or similar purposes as options, futures, and forward contracts. See the section entitled "Risk Factors – Derivatives Risk" for more information regarding the various derivatives strategies the Fund may employ using swap contracts and other two-party contracts.

**Swap Contracts.** The Fund may directly or indirectly use various different swaps, such as swaps on securities and securities indices, total return swaps, interest rate swaps, basis swaps, currency swaps, credit default swaps, variance swaps, commodity index swaps, inflation swaps, municipal swaps, dividend swaps, volatility swaps, correlation swaps, and other types of available swap agreements. Swap contracts are two-party contracts entered into primarily by institutional investors for periods ranging from a few weeks to a number of years. Under a typical swap, one party may agree to pay a fixed rate or a floating rate determined by reference to a specified instrument, rate, or index, multiplied in each case by a specified amount ("notional amount"), while the other party agrees to pay an amount equal to a different floating rate multiplied by the same notional amount. On each payment date, the parties' obligations are netted, with only the net amount paid by one party to the other.

Swap contracts are typically individually negotiated and structured to provide exposure to a variety of different types of investments or market factors. Swap contracts may be entered into for hedging or non-hedging purposes and therefore may increase or decrease the Fund's exposure to the underlying instrument, rate, asset or index. Swaps can take many different forms and are known by a variety of names. The Fund is not limited to any particular form or variety of swap agreement if the Investment Adviser determines it is consistent with the Fund's investment objective and policies.

The Fund may enter into swaps on securities, baskets of securities or securities indices. For example, the parties to a swap contract may agree to exchange returns calculated on a notional amount of a security, basket of securities, or securities index (e.g., S&P 500 Index). Additionally, the Fund may use total return swaps, which typically involve commitments to pay amounts computed in the same manner as interest in exchange for a market-linked return, both based on notional amounts. The Fund may use such swaps to gain investment exposure to the underlying security or securities where direct ownership is either not legally possible or is economically unattractive. To the extent the total return of the security, basket of securities, or index underlying the transaction exceeds or falls short of the offsetting interest rate obligation, the Fund will receive a payment from or make a payment to the counterparty, respectively.

In addition, the Fund may enter into interest rate swaps (including municipal swaps) in order to protect

against declines in the value of fixed income securities held by the Fund. In such an instance, the Fund may agree with a counterparty to pay a fixed rate (multiplied by a notional amount) and the counterparty pay a floating rate multiplied by the same notional amount. If interest rates rise, resulting in a diminution in the value of the Fund's portfolio, the Fund would receive payments under the swap that would offset, in whole or in part, such diminution in value. The Fund also may enter into swaps to modify its exposure to particular currencies using cross-currency swaps. For instance, the Fund may enter into a cross-currency swap between the U.S. Dollar and the Japanese yen in order to increase or decrease its exposure to each such currency. Cross-currency swaps are contracts between two counterparties to exchange interest and principal payments in different currencies. The Fund entering into a cross-currency swap is exposed to both interest rate risk and foreign currency exchange risk. The Fund may also enter into basis swaps in order to limit interest-rate risk as a result of the difference between borrowing and lending rates. Basis swaps are interest rate swaps that involve the exchange of two floating interest rate payments and may involve the exchange of two different currencies.

The Fund may use inflation swaps (including inflation swaps tied to the CPI), which involve commitments to pay a regular stream of inflation-indexed cash payments in exchange for receiving a stream of nominal interest payments (or vice versa), where both payment streams are based on a notional amount. The nominal interest payments may be based on either a fixed interest rate or variable interest rate, such as LIBOR. Inflation swaps may be used to hedge the inflation risk in nominal bonds (i.e. non-inflation-indexed bonds), thereby creating synthetic inflation-indexed bonds, or combined with U.S. Treasury futures contracts to create synthetic inflation-indexed bonds issued by the U.S. Treasury. See the section entitled "Descriptions and Risks of Fund Investments - Indexed Investments – Inflation-Indexed Bonds."

In addition, the Fund may directly or indirectly use credit default swaps to take an active long or short position with respect to the likelihood of default by a corporate or sovereign issuer of fixed income securities (including asset-backed securities). In a credit default swap, one party pays, in effect, an insurance premium through a stream of payments to another party in exchange for the right to receive a specified return in the event of default (or similar events) by one or more third parties on their obligations. For example, in purchasing a credit default swap, the Fund may pay a premium in return for the right to put specified bonds or loans to the counterparty, such as an issuer or basket of such issuers, upon issuer default (or similar events) at their par (or other agreed-upon) value. Rather than exchange the bonds for the par value, a single cash payment may be due from the protection seller representing the difference between the par value of the bonds and the current market value of the bonds (which may be determined through an auction). The Fund, as the purchaser in a credit default swap, bears the risk that the investment might expire worthless. It also would be subject to counterparty risk – the risk that the counterparty may fail to satisfy its payment obligations to the Fund in the event of a default (or similar event) (see the section entitled "Risk Factors – Counterparty Risk" and "Descriptions and Risks of Fund Investments – Swap Contracts and Contracts for Differences - Risk Factors in Swap Contracts, OTC Options, and Other Two-Party Contracts"). In addition, as a purchaser in a credit default swap, the Fund's investment would only generate income in the event of an actual default (or similar event) by the issuer of the underlying obligation. The Fund also may invest in credit default indices, which are indices that reflect the performance of a credit default swap on a basket of underlying bonds.

The Fund also may use credit default swaps for investment purposes by selling a credit default swap, in which case the Fund will receive a premium from its counterparty in return for the Fund's taking on the obligation to pay the par (or other agreed-upon) value to the counterparty upon issuer default (or similar events). As the seller in a credit default swap, the Fund effectively adds economic leverage to its portfolio because, in addition to its total net assets, the Fund is subject to investment exposure on the notional amount of the swap. If no event of default (or similar event) occurs, the Fund would keep the premium received from the counterparty and generally would have no payment obligations, with the exception of an initial payment made on the credit default swap or any margin requirements with the credit default swap counterparty. For credit default swap agreements, trigger events for payment under the agreement vary by the type of underlying investment (e.g., corporate and sovereign debt, asset-backed securities, and credit default swap indices) and by jurisdiction (e.g., U.S., Europe and Asia).

The Fund may use dividend swaps. Under a dividend swap, one party pays to the other party the dividends

paid with respect to a notional amount of a security (or a basket or index of securities) during the term of the swap, in exchange for interest rate or other payments. To the extent the dividends paid on the security, basket of securities, or index underlying the transaction exceeds or falls short of the offsetting obligation, the Fund will receive a payment from or make a payment to the counterparty, respectively.

In addition, the Fund may use volatility swaps. Volatility swaps involve the exchange of forward contracts on the future realised volatility of a given underlying asset, and allow the Fund to take positions on the volatility of that underlying asset. The Fund also may use a particular type of volatility swap, known as a variance swap agreement, which involves an agreement by two parties to exchange cash flows based on the measured variance (volatility squared) of a specified underlying asset. One party agrees to exchange a “fixed rate” or strike price payment for the “floating rate” or realised price variance on the underlying asset with respect to the notional amount. At inception, the strike price chosen is generally fixed at a level such that the fair value of the swap is zero. As a result, no money changes hands at the initiation of the contract. At the expiration date, the amount paid by one party to the other is the difference between the realised price variance of the underlying asset and the strike price multiplied by the notional amount. A receiver of the realised price variance would receive a payment when the realised price variance of the underlying asset is greater than the strike price and would make a payment when that variance is less than the strike price. A payer of the realised price variance would make a payment when the realised price variance of the underlying asset is greater than the strike price and would receive a payment when that variance is less than the strike price. This type of agreement is essentially a forward contract on the future realised price variance of the underlying asset.

The Fund may use correlation swaps, which provide exposure to increases or decreases in the correlation between the prices of different assets or market rates. Correlation swaps involve receiving a stream of payments based on the actual average correlation between or among the price movements of two or more underlying variables over a period of time, in exchange for making a regular stream of payments based on a fixed “strike” correlation level (or vice versa), where both payment streams are based on a notional amount. The underlying variables may include, without limitation, commodity prices, exchange rates, interest rates and stock indices.

The Fund may have direct or indirect exposure to commodity swaps on one or more broad-based commodities indices (e.g., the commodity indices listed in the investment policy of the Fund).

***Contracts for Differences.*** Contracts for differences are swap arrangements in which the parties agree that their return (or loss) will be based on the relative performance of two different groups or baskets of securities. Often, one or both baskets will be an established securities index. The Fund’s return will be based on changes in value of theoretical long futures positions in the securities comprising one basket (with an aggregate face value equal to the notional amount of the contract for differences) and theoretical short futures positions in the securities comprising the other basket. The Fund also may use actual long and short futures positions and achieve similar market exposure by netting the payment obligations of the two contracts. The Fund will only enter into contracts for differences (and analogous futures positions) when the Investment Adviser believes that the basket of securities constituting the long position will outperform the basket constituting the short position. If the short basket outperforms the long basket, the Fund will realise a loss – even in circumstances when the securities in both the long and short baskets appreciate in value. In addition, the Fund may use contracts for differences that are based on the relative performance of two different groups or baskets of commodities. Often, one or both baskets is a commodities index. Contracts for differences on commodities operate in a similar manner to contracts for differences on securities described above.

The Fund may enter into swaps and contracts for differences for hedging, risk management and for investment leverage. When using swaps for hedging, the Fund may enter into a swap on either an asset-based or liability-based basis, depending on whether it is hedging its assets or its liabilities. For risk management or leverage purposes the Fund may also enter into a contract for differences in which the notional amount of the theoretical long position is greater than the notional amount of the theoretical short position.

***Interest Rate Caps, Floors, and Collars.*** The Fund may use interest rate caps, floors, and collars for the

same or similar purposes as they use interest rate futures contracts and related options and, as a result, will be subject to similar risks. See the sections entitled “Descriptions and Risks of Fund Investments - Options, Futures, and Forward Contracts – Risk Factors in Options Transactions” and “Descriptions and Risks of Fund Investments - Options, Futures, and Forward Contracts – Risk Factors in Futures and Futures Options Transactions.” Like interest rate swap contracts, interest rate caps, floors, and collars are two-party agreements in which the parties agree to pay or receive interest on a notional principal amount and are generally individually negotiated with a specific counterparty. The purchaser of an interest rate cap receives interest payments from the seller to the extent that the return on a specified index exceeds a specified interest rate. The purchaser of an interest rate floor receives interest payments from the seller to the extent that the return on a specified index falls below a specified interest rate. The purchaser of an interest rate collar receives interest payments from the seller to the extent that the return on a specified index falls outside the range of two specified interest rates.

**Swaptions.** An option on a swap agreement, also called a “swaption,” is an OTC option that gives the buyer the right, but not the obligation, to enter into a swap on a specified future date in exchange for paying a market-based premium. A receiver swaption gives the owner the right to receive the total return of a specified asset, reference rate, or index (such as a call option on a bond). A payer swaption gives the owner the right to pay the total return of a specified asset, reference rate, or index (such as a put option on a bond). Swaptions also include options that allow one of the counterparties to terminate or extend an existing swap.

**Risk Factors in Swap Contracts, OTC Options, and Other Two-Party Contracts.** The Fund may only close out a swap, contract for differences, cap, floor, collar, or OTC option (including swaption) with its particular counterparty, and may only transfer a position with the consent of that counterparty. If a counterparty fails to meet or disputes its contractual obligations, goes bankrupt, or otherwise experiences a business interruption, the Fund could miss investment opportunities or otherwise be forced to hold investments it would prefer to sell, resulting in losses for the Fund. If the counterparty defaults, the Fund will have contractual remedies, but there can be no assurance that the counterparty will be able to meet its contractual obligations or that the Fund will be able to enforce its rights. For example, because the contract for each OTC derivatives transaction is individually negotiated with a specific counterparty, the Fund is subject to the risk that a counterparty may interpret contractual terms (e.g., the definition of default) differently than the Fund. The cost and unpredictability of the legal proceedings required for the Fund to enforce its contractual rights may lead it to decide not to pursue its claims against the counterparty. Counterparty risk is greater for derivatives with longer maturities where events may intervene to prevent settlement. Counterparty risk is also greater when the Fund has concentrated its derivatives with a single or small group of counterparties as it sometimes does as a result of its use of swaps and other OTC derivatives. To the extent the Fund has significant exposure to a single counterparty, this risk will be particularly pronounced for the Fund. The Fund, therefore, assumes the risk that it may be unable to obtain payments the Investment Adviser believes are owed under an OTC derivatives contract or that those payments may be delayed or made only after the Fund has incurred the costs of litigation. In addition, counterparty risk is pronounced during unusually adverse market conditions and is particularly acute in environments in which financial services firms are exposed (as they were in 2008) to systemic risks of the type evidenced by the insolvency of Lehman Brothers and subsequent market disruptions. Fixed income investments are also subject to illiquidity risk. See the sections entitled “Risk Factors – Illiquidity Risk” and “Risk Factors – Counterparty Risk”.

The credit rating of a counterparty can be expected to be adversely affected by greater-than-average volatility in the markets, even if the counterparty’s net market exposure is small relative to its capital.

To the extent that the Fund uses swap contracts, it is subject to the creditworthiness of the counterparties because some types of swap contracts have terms longer than six months (and, in some cases, decades). The creditworthiness of a counterparty may be adversely affected by greater than average volatility in the markets, even if the counterparty’s net market exposure is small relative to its capital.

Counterparty risk with respect to derivatives has been and will continue to be affected by new rules and regulations relating to the derivatives market. Some derivatives transactions are required to be centrally cleared, and a party to a cleared derivatives transaction is subject to the credit risk of the clearing house and

the Clearing Member through which it holds its cleared position. Credit risk of market participants with respect to derivatives that are centrally cleared is concentrated in a few clearing houses, and it is not clear how an insolvency proceeding of a clearing house would be conducted and what impact an insolvency of a clearing house would have on the financial system. Also, the Fund might not be fully protected in the event of the bankruptcy of the Fund's Clearing Member because the Fund would be limited to recovering only a pro rata share of the funds held by the Clearing Member on behalf of customers for cleared derivatives. Although a Clearing Member is required to segregate assets from customers with respect to cleared derivatives positions from the Clearing Member's proprietary assets, if a Clearing Member does not comply with the applicable regulations, or in the event of fraud or misappropriation of customer assets by a Clearing Member, the Fund could have only an unsecured creditor claim in an insolvency of the Clearing Member with respect to the assets held by the Clearing Member.

Also, in the event of a counterparty's (or its affiliate's) insolvency, the possibility exists that the Fund's ability to exercise remedies, such as the termination of transactions, netting of obligations or realisation on collateral, could be stayed or eliminated under special resolution regimes adopted in the EU, the U.S. and various other jurisdictions. Such regimes provide government authorities with broad authority to intervene when a financial institution is experiencing financial difficulty. In particular, in the EU, governmental authorities could reduce, eliminate, or convert to equity the liabilities to the Fund of a counterparty experiencing financial difficulties (sometimes referred to as a "bail in").

***Additional Risk Factors in OTC Derivatives Transactions.*** OTC derivatives are also subject to documentation risk, which is the risk that ambiguities, inconsistencies, or errors in the documentation relating to a derivative transaction lead to a dispute with the counterparty or unintended investment results.

Additionally, participants in OTC derivatives markets typically are not subject to the same level of credit evaluation and regulatory oversight as are members of exchange-based markets and, therefore, OTC derivatives generally expose the Fund to greater counterparty risk than exchange-traded derivatives.

Among other trading agreements, the Fund may be party to ISDA Agreements or other similar types of agreements with select counterparties that generally govern OTC derivative transactions entered into by the Fund. The ISDA Agreements typically include representations and warranties as well as contractual terms related to collateral, events of default, termination events, and other provisions. Termination events may include the decline in the net assets of the Fund below a certain level over a specified period of time and entitle a counterparty to elect to terminate early with respect to some or all the transactions under the ISDA Agreement with that counterparty. Such an election by one or more of the counterparties could have a material adverse impact on the Fund's operations.

***Additional Risk Factors in Cleared Derivatives Transactions.*** Under recently adopted rules and regulations, transactions in some types of swaps (including interest rate swaps and credit default swaps on North American and European indices) are required to be centrally cleared. In a transaction involving those swaps ("cleared derivatives"), the Fund's counterparty is a clearing house, rather than a bank or broker. Since the Fund is not a member of clearing houses and only Clearing Members can participate directly in the clearing house, the Fund holds cleared derivatives through accounts with Clearing Members. In cleared derivative positions, the Fund makes payments (including margin payments) to and receive payments from a clearing house through its accounts with Clearing Members. Clearing Members guarantee performance of their clients' obligations to the clearing house.

In some ways, cleared derivative arrangements are less favourable to investment funds than those with respect to OTC derivatives (commonly referred to as "bilateral arrangements"), for example, by requiring that funds provide more margin for their cleared derivative positions. Also, as a general matter, in contrast to an OTC derivatives position, following a period of notice to the Fund, a Clearing Member at any time can require termination of an existing cleared derivatives position. Clearing houses also have broad rights to increase margin requirements for existing positions or to terminate those positions at any time. Any increase in margin requirements or termination of existing cleared derivative positions by the Clearing Member or the clearing house could interfere with the ability of the Fund to pursue its investment strategy and an increase in margin requirements by a Clearing Member could expose the Fund to greater credit risk to its Clearing Member. Also, the Fund is subject to risk if it enters into a derivatives transaction that is

required to be cleared (or that the Investment Adviser expects to be cleared), and no Clearing Member is willing or able to clear the transaction on the Fund's behalf. In those cases, the position might have to be terminated, and the Fund could lose some or all of the benefit of the position, including loss of an increase in the value of the position and/or loss of hedging protection. In addition, the documentation governing the relationship between the Fund and its Clearing Members generally is less favourable to the Fund than the documentation for typical OTC derivatives. For example, documentation relating to cleared derivatives generally includes a one-way indemnity by the Fund in favour of the Clearing Member for losses the Clearing Member incurs as the Fund's Clearing Member. Also, such documentation typically does not provide the Fund any remedies if the Clearing Member defaults or becomes insolvent. While futures contracts entail similar risks, the risks likely are more pronounced for cleared swaps due to their more limited liquidity and market history.

Some types of cleared derivatives are required to be executed on a swap execution facility. A swap execution facility is a trading platform where multiple market participants can execute derivatives by accepting bids and offers made by multiple other participants in the platform. While this execution requirement is designed to increase transparency and liquidity in the cleared derivatives market, trading on a swap execution facility can create additional costs and risks for the Fund. For example, swap execution facilities typically charge fees, and if the Fund executes derivatives on a swap execution facility through a broker intermediary, the intermediary may impose fees as well. Also, the Fund may be required to indemnify a swap execution facility, or a broker intermediary who executes cleared derivatives on a swap execution facility on the Fund's behalf, against any losses or costs that may be incurred as a result of the Fund's transactions on the swap execution facility.

If the Fund wishes to execute a package of transactions that include a swap that is required to be executed on a swap execution facility as well as other transactions (e.g., a transaction that includes both a security and an interest rate swap that hedges interest rate exposure with respect to such security), the Fund may be unable to execute all components of the package on the swap execution facility. In that case, the Fund would need to trade some components of the package on the swap execution facility and other components in another manner, which could subject the Fund to the risk that some components will be executed successfully and others not, or that the components would be executed at different times, leaving the Fund with an unhedged position for a period of time.

The U.S. government and the EU have adopted mandatory minimum margin requirements for OTC derivatives. These and other rules and regulations could, among other things, further restrict the Fund's ability to engage in, or increase the cost to the Fund of, derivatives transactions, for example, by making some types of derivatives no longer available to the Fund or otherwise limiting liquidity. The implementation of the clearing requirement has increased the costs of derivatives transactions for the Fund since the Fund has to pay fees to their Clearing Members and are typically required to post more margin for cleared derivatives than they have historically posted for OTC derivatives. The costs of derivatives transactions could increase further as Clearing Members raise their fees to cover the costs of additional capital requirements and other regulatory changes applicable to the Clearing Members, and when rules imposing mandatory minimum margin requirements on bilateral swaps become effective. While these rules and regulations and central clearing of some derivatives transactions are designed to reduce systemic risk (i.e. the risk that the interdependence of large derivatives dealers could cause them to suffer liquidity, solvency or other challenges simultaneously), there is no assurance that they will achieve that result.

***Risks of Qualified Financial Contracts.*** Regulations adopted by federal banking regulators under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), which took effect throughout 2019, require that certain qualified financial contracts ("QFCs") with counterparties that are part of U.S. or foreign global systemically important banking organisations (each a "covered counterparty") be amended to include contractual restrictions on close-out and cross-default rights. QFCs include, but are not limited to, securities contracts, commodities contracts, forward contracts, repurchase agreements, securities lending agreements and swaps agreements, as well as related master agreements, security agreements, credit enhancements, and reimbursement obligations. If a covered counterparty of a Fund or certain of the covered counterparty's affiliates were to become subject to certain insolvency proceedings, the Fund may be temporarily unable to exercise certain default rights, and the QFC may be transferred to

another entity. These requirements may impact the Fund's credit and counterparty risks.

### **Use of Futures and Related Options, Interest Rate Floors, Caps and Collars, Certain Types of Swap Contracts and Related Instruments – Commodity Pool Operator Status**

The Fund is a commodity pool under the CEA, and the Investment Adviser is registered as a "commodity pool operator" under the CEA with respect to the Fund. As a result, additional CFTC-mandated disclosure, reporting and recordkeeping obligations apply to the Fund and compliance with the CFTC's regulatory requirements could increase Fund expenses, adversely affecting the Fund's total return.

### **Merger Arbitrage Transactions**

Some Funds engage in transactions in which the Fund purchases securities at prices below the value of the consideration the Investment Adviser expects the Fund to receive upon consummation of a proposed merger, exchange offer, tender offer, or other similar transaction ("merger arbitrage transactions").

Merger arbitrage transactions focus on securities of companies that are targets of merger transactions in order to capture the difference in the value of the target company and its price in the marketplace. The Investment Adviser typically employs a process-driven and quantitative approach to value complex merger offers and to measure and manage risk, though fundamental analysis may also be employed. Merger arbitrage transactions are generally affected by: (i) the risk-free rate of return at the time an investment position relating to the merger transaction is established; (ii) the likelihood a merger transaction is completed or fails, and the gains or losses associated with each outcome; (iii) market risk; and (iv) a merger arbitrage premium, which is the share price spread (i.e. the difference in the share price at which the Fund transacts) in the event of a successful merger for absorbing the risk that the transaction could have failed, or in the event of an unsuccessful merger for absorbing the risk that the transaction would be completed. See the section entitled "Risk Factors – Event-Driven Risk".

### **Currency Transactions**

Currency exchange rates may fluctuate significantly over short periods of time. They generally are determined by the forces of supply and demand in the currency exchange markets, trade balances, the relative merits of investments in different countries, actual or perceived changes in interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation, and other complex factors. Currency exchange rates also can be affected unpredictably as a result of intervention (or the failure to intervene) by governments, central banks, or supranational agencies such as the International Monetary Fund, or by currency or exchange controls or political and economic developments abroad. Currencies in which the Fund's assets are denominated, or in which the Fund has taken a long position, may be devalued against other currencies, resulting in a loss to the Fund. Similarly, currencies in which the Fund has taken a short position may increase in value relative to other currencies, resulting in a loss to the Fund.

In addition, some currencies are illiquid (e.g., currencies of Emerging Market Countries), and the Fund may not be able to convert these currencies into the Base Currency in which case the Investment Adviser may have to purchase such currency at an unfavourable exchange rate. Exchange rates for many currencies (e.g., Emerging Market Country currencies) are affected by exchange control regulations.

The Fund may invest in securities denominated in foreign currencies and may buy or sell foreign currencies or deal in forward foreign currency contracts, currency futures contracts and related options, and options on currencies. The Fund may use such currency instruments for hedging, investment, and/or currency risk management. Currency risk management may include taking overweighted or underweighted currency positions relative to both the securities portfolio of the Fund and the Fund's performance benchmark or index. The Fund also may purchase forward foreign currency contracts in conjunction with securities denominated in the Base Currency in order to create a synthetic foreign currency-denominated security that approximates desired risk and return characteristics when the non-synthetic securities either are not available in other markets or possess undesirable characteristics.

The Fund is not required to enter into such transactions with regard to its foreign currency denominated securities and will not do so unless deemed appropriate by the Investment Adviser. By entering into the above hedging transactions, the Fund may be required to forego the benefits of advantageous changes in the exchange rates. When the Fund uses currency instruments for investment and currency risk management, the foreign currency exposure of the Fund may differ substantially from the currencies in which the Fund's investment securities are denominated. The Fund may therefore be subject to the risk of adverse currency movements.

The Fund typically will not adjust its currency hedging positions daily, and does not seek to provide a "perfect hedge" back into its Base Currency. As a result, notwithstanding their hedging positions, the Fund may be "net short" (i.e. under-hedged) or "net long" (i.e. over-hedged) with respect to their respective Base Currency exposures. The Investment Adviser is not obligated to hedge the currency exposure between the Base Currency and the currency of denomination of the share classes and such currency exposure may only be partially hedged. Where hedging is employed, although not intended, over-hedged and under-hedged positions may arise due to factors outside of the control of the Investment Adviser. Over-hedged positions will not be permitted to exceed 105 per cent. of the Net Asset Value of the class. Hedged positions will be kept under review to ensure that over-hedged positions do not exceed the permitted level. This review will also incorporate a procedure to ensure that positions materially in excess of 100 per cent. will not be carried forward from month to month. A position shall be over-hedged where the currency forward or other derivative attributable to a specific class hedges an amount of the currency of denomination of that class in excess of the Net Asset Value of the class. Under-hedged positions will not be permitted to fall below 95 per cent. of the portion of the Net Asset Value of the class which is to be hedged, and any under-hedged position will be kept under review to ensure it is not carried forward from month to month. Class currency transactions will be clearly attributable to a specific class (therefore currency exposures of different currency classes may not be combined or offset and currency exposures of assets of the Fund may not be allocated to separate classes). Costs and gains/losses of the hedging transactions will accrue solely to the relevant class.

Forward foreign currency contracts are contracts between two parties to purchase and sell a specified quantity of a particular currency at a specified price, with delivery and settlement to take place on a specified future date. A forward foreign currency contract can reduce the Fund's exposure to changes in the value of the currency it will deliver and can increase its exposure to changes in the value of the currency it will receive for the duration of the contract. The effect on the value of the Fund is similar to the effect of selling securities denominated in one currency and purchasing securities denominated in another currency. Contracts to sell a particular foreign currency would limit any potential gain that might be realised by the Fund if the value of the hedged currency increases. In addition, it is not always possible to hedge fully or perfectly against currency fluctuations affecting the value of the securities denominated in foreign currencies because the value of such securities also is likely to fluctuate because of independent factors not related to currency fluctuations. If a forward foreign currency contract is used for hedging, an imperfect correlation between movements in the price of the forward foreign currency contract and the price of the currency or other investment being hedged creates risk.

Forward foreign currency contracts involve a number of the same characteristics and risks as currency futures contracts (discussed below) but there also are several differences. Forward foreign currency contracts settle only at the pre-determined settlement date. This can result in deviations between forward foreign currency prices and currency futures prices, especially in circumstances where interest rates and currency futures prices are positively correlated. Second, in the absence of exchange trading and involvement of clearing houses, there are no standardised terms for forward currency contracts. Accordingly, the parties are free to establish such settlement times and underlying amounts of a currency as desirable, which may vary from the standardised provisions available through any currency futures contract.

The Fund also may purchase or sell currency futures contracts and related options. Currency futures contracts are contracts to buy or sell a standard quantity of a particular currency at a specified future date and price. However, currency futures can be and often are closed out prior to delivery and settlement. In addition, the Fund may use options on currency futures contracts, which give their holders the right, but

not the obligation, to buy (in the case of a call option) or sell (in the case of a put option) a specified currency futures contract at a fixed price during a specified period. See the section entitled “Descriptions and Risks of Fund Investments - Options, Futures, and Forward Contracts – Futures” for more information on futures contracts and options on futures contracts.

The Fund also may purchase or sell options on currencies. Options on currencies possess many of the same characteristics as options on securities and generally operate in a similar manner. They may be traded on an exchange or in the OTC markets. Options on currencies traded on exchanges may be subject to position limits, which may limit the ability of the Fund to reduce foreign currency risk using options. See the section entitled “Descriptions and Risks of Fund Investments - Options, Futures, and Forward Contracts – Currency Options” for more information on currency options.

### **Repurchase Agreements**

The Fund may enter into repurchase agreements with banks and brokers. A repurchase agreement is a contract under which the Fund acquires a security (usually an obligation of the government in the jurisdiction where the transaction is initiated or in whose currency the agreement is denominated) for a relatively short period (usually less than a week) for cash and subject to the commitment of the seller to repurchase the security for an agreed-upon price on a specified date. The repurchase price exceeds the acquisition price and reflects an agreed-upon market rate unrelated to the coupon rate on the purchased security. Repurchase agreements afford the Fund the opportunity to earn a return on temporarily available cash without market risk, although the Fund bears the risk of a seller’s failure to meet its obligation to pay the repurchase price when it is required to do so. Such a default may subject the Fund to expenses, delays, and risks of loss including: (i) possible declines in the value of the underlying security while the Fund seeks to enforce its rights thereto; (ii) possible reduced levels of income and lack of access to income during this period; and (iii) the inability to enforce its rights and the expenses involved in attempted enforcement. Entering into repurchase agreements entails certain risks, which include the risk that the counterparty to the repurchase agreement may not be able to fulfill its obligations, as discussed above, that the parties may disagree as to the meaning or application of contractual terms, or that the instrument may not perform as expected. See the section entitled “Risk Factors – Credit Risk”.

### **Reverse Repurchase Agreements and Similar Transactions**

The Fund may enter into reverse repurchase agreements and similar transactions with banks and brokers to enhance return. Reverse repurchase agreements involve sales by the Fund of portfolio securities concurrently with an agreement by the Fund to repurchase the same securities at a later date at a fixed price. During the reverse repurchase agreement period, the Fund continues to receive principal and interest payments on the securities and also has the opportunity to earn a return on the collateral furnished by the counterparty to secure its obligation to redeliver the securities.

Similar transactions into which the Fund may enter involve the Fund selling securities for delivery in the current month and simultaneously contracting to repurchase substantially similar (same type and coupon) securities on a specified future date. During the time period, the Fund foregoes principal and interest paid on the securities. The Fund is compensated by the difference between the current sales price and the forward price for the future purchase (often referred to as the “drop”) as well as by the interest earned on the cash proceeds of the initial sale.

If the buyer in a reverse repurchase agreement files for bankruptcy or becomes insolvent, the Fund’s use of proceeds from the sale of its securities may be restricted while the other party or its trustee or receiver determines whether to honour the Fund’s right to repurchase the securities. Furthermore, in that situation the Fund may be unable to recover the securities it sold in connection with a reverse repurchase agreement and as a result would realise a loss equal to the difference between the value of the securities and the payment it received for them. This loss would be greater to the extent the buyer paid less than the value of the securities the Fund sold to it (e.g., a buyer may only be willing to pay US\$95 for a bond with a market value of US\$100). The Fund’s use of reverse repurchase agreements also subjects the Fund to interest costs based on the difference between the sale and repurchase price of a security involved in such a transaction. Additionally, repurchase agreements and reverse repurchase agreements entail the same risks

as OTC derivatives. These include the risk that the counterparty to the reverse repurchase agreement may not be able to fulfill its obligations, as discussed above, that the parties may disagree as to the meaning or application of contractual terms, or that the instrument may not perform as expected. See the sections entitled “Risk Factors – Risks Related to the Jurisdiction of Investments”, “Risk Factors – Derivatives Risk – Synthetic Short Selling” and “Risk Factors – Credit Risk”. Repurchase/reverse repurchase agreements or securities lending do not constitute borrowing or lending for the purposes of Regulation 103 and Regulation 111 of the UCITS Regulations respectively.

### **Illiquid Investments, Private Placements, Restricted Securities, and IPOs and Other Limited Opportunities**

Subject to the UCITS Regulations and the Central Bank Regulations, the Fund may invest a portion of its net assets in illiquid investments. For this purpose, “illiquid investments” are investments that the Fund reasonably expects cannot be sold or disposed of under current market conditions within seven calendar days without the sale or disposition significantly changing the market value of the investment. In considering the Fund’s ability to sell or dispose of an investment within seven days without significantly changing the investment’s market value, the Fund considers the portion of the investment that the Fund reasonably anticipates selling in response to redemption requests. The determination that any investment is or is not an “illiquid investment” requires the Fund to make a number of market-based and other assumptions about future events and thus should not be viewed as a guarantee or an assurance that the Fund will be able to dispose of any portion of a particular investment within any particular period of time.

A repurchase agreement maturing in more than seven days is considered illiquid, unless it can be terminated after a notice period of seven days or less.

***Private Placements and Restricted Investments.*** Illiquid investments include securities of private issuers, securities traded in unregulated or shallow markets, securities issued by entities deemed to be affiliates of a Fund, and securities that are purchased in private placements. Because relatively few purchasers of these securities may exist, especially in the event of adverse economic and liquidity conditions or adverse changes in the issuer’s financial condition, a Fund may not be able to initiate a transaction or liquidate a position in such investments at a desirable price. Disposing of illiquid investments may involve time-consuming negotiation and legal expenses, and selling them promptly at an acceptable price may be difficult or impossible.

At times, the inability to sell illiquid investments can make it more difficult to determine their fair value for purposes of computing a Fund’s Net Asset Value. The judgment of a competent person or other person responsible for the valuation of such securities normally plays a greater role in valuing these securities than in valuing publicly traded securities. The Fund may only invest in private placements and restricted investments that are eligible investments for UCITS.

Restricted securities are generally only sold to institutional investors in private sales from the issuer or from an affiliate of the issuer. These securities may be less liquid than securities registered for sale to the general public. The liquidity of a restricted security may be affected by a number of factors, including: (i) the credit quality of the issuer; (ii) the frequency of trades and quotes for the security; (iii) the number of dealers willing to purchase or sell the security and the number of other potential purchasers; (iv) dealer undertakings to make a market in the security; and (v) the nature of the security and the nature of marketplace trades. Also, restricted securities may be difficult to value because market quotations may not be readily available.

The Fund may have to bear the expense of registering restricted securities for resale and the risk of substantial delay in effecting registration. The Fund may be unable to sell restricted and other illiquid investments at the most opportune times or at prices approximating the value at which they purchased such securities. If it sells its securities in a registered offering, the Fund may be deemed to be an “underwriter” for purposes of applicable securities law. In such event, the Fund may be liable to purchasers of the securities under applicable securities law if the registration statement or equivalent document prepared by the issuer, or the prospectus forming a part of it, is materially inaccurate or misleading, although the Fund

may have a due diligence defence. While the Fund typically will be indemnified by the issuer against such liabilities, the issuer may not have the financial resources to satisfy its indemnification obligations.

In addition, a debtor in a reorganisation case may be granted a trading restriction order by a bankruptcy court in order to protect such debtor's net operating losses and/or similar losses from a tax perspective (a "NOL Order"). Such an order may prohibit or severely restrict the ability of some creditors to sell their claims and interests in the debtor. The Fund's ability to transfer its interests in such a debtor may be impaired, delayed or prohibited as a consequence of a NOL Order. The Fund also may incur added expenses if it attempts to challenge or limit the scope of a NOL Order, and such an attempt may not be successful. Similarly, issuers with net operating losses sometimes adopt shareholder rights plans or similar arrangements in order to preserve the ability to utilise such net operating losses in the future; any such actions could also limit or otherwise adversely impact the Fund's ability to transfer or dispose of its interests in any such issuer.

***IPOs and Other Limited Opportunities.*** The Fund may purchase securities of companies that are offered pursuant to an IPO or other similar limited opportunities. The Fund may only invest in these securities where they are deemed to be eligible investments for UCITS. Although companies can be any age or size at the time of their IPO, they are often smaller and have a limited operating history, which involves a greater potential for the value of their securities to be impaired following the IPO. The price of a company's securities may be highly unstable at the time of its IPO and for a period thereafter due to factors such as market psychology prevailing at the time of the IPO, the absence of a prior public market, the small number of shares available, and limited availability of investor information. In the case of securities purchased by the Fund in IPOs, such securities shall be valued at the offering price until such time as the securities are listed or traded on a Regulated Market. Securities purchased in IPOs have a tendency to fluctuate in value significantly shortly after the IPO relative to the price at which they were purchased. These fluctuations could impact the Net Asset Value and return earned on the Shares. Investors in IPOs can be adversely affected by substantial dilution in the value of their shares, by sales of additional shares, and by concentration of control in existing management and principal shareholders. In addition, all of the factors that affect the performance of an economy or equity markets may have a greater impact on the shares of IPO companies. IPO securities tend to involve greater risk due, in part, to public perception and the lack of publicly available information and trading history.

### **Debt and Other Fixed Income Securities Generally**

Debt and other fixed income securities include fixed and floating rate securities of any maturity. Fixed rate securities pay a specified rate of interest or dividends. Floating rate securities pay a rate that is adjusted periodically by reference to a specified index or market rate. Fixed and floating rate securities include securities issued by governments and related agencies, and by a wide range of private issuers, and generally are referred to as "fixed income securities." Indexed bonds are a type of fixed income security whose principal value and/or interest rate is adjusted periodically according to a specified instrument, index, or other statistic (e.g., another security, inflation index, currency, or commodity). See the sections entitled "Descriptions and Risks of Fund Investments - Variable Rate Securities" and "Descriptions and Risks of Fund Investments - Indexed Investments." In addition, the Fund may create "synthetic" bonds which approximate desired risk and return profiles. This may be done where a "non-synthetic" security having the desired risk/return profile either is unavailable (e.g., short-term securities of certain foreign governments) or possesses undesirable characteristics (e.g., interest payments on the security would be subject to withholding taxes). See, for example, the section entitled "Descriptions and Risks of Fund Investments - Options, Futures, and Forward Contracts – Inflation-Linked Futures" above.

Holders of fixed income securities are exposed to both market and credit risk. Market risk (or "interest rate risk") relates to changes in a security's value as a result of changes in interest rates. In general, the values of fixed income securities increase when interest rates fall and decrease when interest rates rise. Credit risk relates to the ability of an issuer to make payments of principal and interest. Obligations of issuers are subject to bankruptcy, insolvency and other laws that affect the rights and remedies of creditors. Fixed income securities denominated in foreign currencies also are subject to the risk of a decline in the value of the denominating currency.

Because interest rates vary, the future income of the Fund that invests in floating rate fixed income securities cannot be predicted with certainty. To the extent the Fund invests in indexed securities, the future income of the Fund also will be affected by changes in those securities' indices over time (e.g., changes in inflation rates, currency rates, or commodity prices).

The Fund may invest in a wide range of debt and fixed income instruments, including, but not limited to, asset-backed and mortgage-backed securities, Brady bonds, Euro bonds, auction rate securities, government securities, structured notes and zero coupon securities, each of which is described below.

### **Cash and Other High Quality Investments**

The Fund may temporarily invest a portion of its assets in cash or cash equivalents pending other investments or to maintain liquid assets required in connection with its investments. These cash equivalents and other high quality debt securities may include money market instruments, such as government-issued securities, bankers' acceptances, commercial paper, and bank certificates of deposit. If a custodian holds cash on behalf of the Fund, the Fund may be an unsecured creditor in the event of the insolvency of the custodian. In addition, the Fund will be subject to credit risk with respect to such a custodian, which may be heightened to the extent the Fund takes a temporary defensive position.

### **Government Securities**

The Fund may invest in all types of debt instruments. Government securities include securities issued or guaranteed by the U.S. or other governments or their authorities, agencies, or instrumentalities or by supra-national agencies. Different kinds of government securities have different kinds of government support. For example, some U.S. government securities (e.g., U.S. Treasury bonds) are supported by the full faith and credit of the U.S. Other U.S. government securities are issued or guaranteed by federal agencies or government-chartered or -sponsored enterprises but are neither guaranteed nor insured by the U.S. government (e.g., debt securities issued by the Freddie Mac, Fannie Mae, and FHLBs). Similarly, some foreign government securities are supported by the full faith and credit of a foreign national government or political subdivision and some are not. Foreign government securities of some countries may involve varying degrees of credit risk as a result of financial or political instability in those countries or the possible inability of the Fund to enforce its rights against the foreign government. As with issuers of other fixed income securities, sovereign issuers may be unable or unwilling to satisfy their obligations to pay principal or interest payments.

The U.S. Federal Housing Finance Agency ("FHFA") and the U.S. White House have made public statements regarding plans to consider ending the conservatorships of Fannie Mae and Freddie Mac. In the event that Fannie Mae and Freddie Mac are taken out of conservatorship, it is unclear how the capital structure of Fannie Mae and Freddie Mac would be constructed and what effects, if any, there may be on Fannie Mae's and Freddie Mac's creditworthiness and guarantees of certain mortgage-backed securities. It is also unclear whether the U.S. Treasury would continue to enforce its rights or perform its obligations under the Senior Preferred Stock certificate. Should Fannie Mae's and Freddie Mac's conservatorship end, there could be an adverse impact on the value of their securities, which could cause losses to the Funds.

Supra-national agencies are agencies whose member nations make capital contributions to support the agencies' activities. Examples include the International Bank for Reconstruction and Development (the World Bank), the Asian Development Bank, and the Inter-American Development Bank.

As with other fixed income securities, government securities expose their holders to market risk because their values typically change as interest rates fluctuate. For example, the value of government securities may fall during times of rising interest rates. Yields on government securities tend to be lower than those of corporate securities of comparable maturities. Generally, when interest rates on short-term U.S. Treasury obligations equal or approach zero, a fund that invests a substantial portion of its assets in U.S. Treasury obligations will have a negative return unless the Investment Adviser waives or reduces its management fees.

On 3 June 2019, under the FHFA's "Single Security Initiative," Freddie Mac and Fannie Mae have entered

into a joint initiative to develop a common securitisation platform for the issuance of a “uniform mortgage-backed security” or “UMBS,” in place of their separate offerings of “to be announced” (TBA)-eligible mortgage-backed securities. The Single Security Initiative seeks to generally align the characteristics of Freddie Mac and Fannie Mae mortgage-backed securities. The effects it may have on the market for mortgage-backed securities are uncertain and the issuance of UMBS may not achieve the intended results and may have unanticipated or adverse effects on the market for mortgage-backed securities.

In addition to investing directly in government securities, the Fund may purchase certificates of accrual or similar instruments evidencing undivided ownership interests in interest payments and/or principal payments of U.S. government securities and foreign government securities. The Fund also may invest in STRIPS, which are interests in separately traded interest and principal component parts of U.S. Treasury obligations that represent future interest payments, principal payments, or both, are direct obligations of the U.S. government, and are transferable through the federal reserve book-entry system. Certificates of accrual and similar instruments may be more volatile than other government securities.

### **Loans (Including Bank Loans), Loan Participations, and Assignments**

The Fund may acquire interests in loans either directly (by way of sale or assignment) or indirectly (by way of participation) where such interests constitute eligible investments for UCITS. Any loan participation acquired by the Fund shall be liquid and will provide for interest rate adjustments at least every 397 days.

Some Funds may invest in direct debt instruments, which are interests in amounts owed to lenders or lending syndicates, to suppliers of goods or services, or to other parties by a corporate, governmental, or other borrower. Such “loans” may include bank loans, promissory notes, and loan participations, or in the case of suppliers of goods or services, trade claims or other receivables. Investments in direct debt instruments are subject to a Fund’s policies regarding the quality of debt investments generally. Such instruments may include term loans and revolving loans, may pay interest at a fixed or floating rate, and may be senior or subordinated. The Funds may acquire interests in loans either directly (by way of sale or assignment) or indirectly (by way of participation).

Purchases of loans and other forms of direct indebtedness depend primarily upon the creditworthiness of the borrower for payment of principal and interest, and adverse changes in the creditworthiness of the borrower may affect its ability to pay principal and interest. Direct debt instruments may not be rated by any rating agency. In the event of non-payment of interest or principal, loans that are secured offer a Fund more protection than comparable unsecured loans. However, no assurance can be given that the collateral for a secured loan can be liquidated or that the proceeds will satisfy the borrower’s obligation. Investment in the indebtedness of borrowers with low creditworthiness involves substantially greater risks, and may be highly speculative. Borrowers that are in bankruptcy or restructuring may never pay off their indebtedness, or may pay only a small fraction of the amount owed. Investments in sovereign debt similarly involve the risk that the governmental entities responsible for repayment of the debt may be unable or unwilling to pay interest and repay principal when due. The bank loans acquired by a Fund may be below investment grade, unrated, and/or undersecured.

When investing in a loan participation, a Fund typically purchases participation interests in a portion of a lender’s or participant’s interest in a loan but has no direct contractual relationship with the borrower. Participation interests in a portion of a debt obligation typically result in a contractual relationship only with the institution participating in the interest, not with the borrower. The Fund must rely on the seller of the participation interest not only for the enforcement of the Fund’s rights against the borrower but also for the receipt and processing of principal, interest, or other payments due under the loan. This may subject the Fund to greater delays, expenses, and risks than if the Fund could enforce its rights directly against the borrower. In addition, the Fund generally will have no rights of set-off against the borrower, and the Fund may not directly benefit from the collateral supporting the debt obligation in which it has purchased the participation. A participation agreement also may limit the rights of the Fund to vote on changes that may be made to the underlying loan agreement, such as waiving a breach of a covenant. In addition, under the terms of a participation agreement, the Fund may be treated as a creditor of the seller of the participation interest (rather than of the borrower), thus exposing the Fund to the credit risk of the seller in addition to

the credit risk of the borrower. Additional risks include inadequate perfection of a loan's security interest, the possible invalidation or compromise of an investment transaction as a fraudulent conveyance or preference under relevant creditors' rights laws, the validity and seniority of bank claims and guarantees, environmental liabilities that may arise with respect to collateral securing the obligations, and adverse consequences resulting from participating in such instruments through other institutions with lower credit quality.

Bank loans and participation interests may not be readily marketable and may be subject to restrictions on resale. There can be no assurance that future levels of supply and demand in loan or loan participation trading will provide an adequate degree of liquidity and no assurance that the market will not experience periods of significant illiquidity in the future.

Investments in loans through direct assignment of a lender's interests may involve additional risks to a Fund. For example, if a secured loan is foreclosed, the Fund could become part owner of any collateral, and would bear the costs and liabilities associated with owning and disposing of the collateral. In addition, under legal theories of lender liability, the Fund potentially might be held liable as a co-lender.

A loan is often administered by a bank or other financial institution that acts as agent for all holders. The agent administers the terms of the loan, as specified in the loan agreement. Unless, under the terms of the loan or other indebtedness a Fund has direct recourse against the borrower, it may have to rely on the agent to enforce its rights against the borrower.

The Investment Adviser may, with respect to its management of investments in certain loans for a Fund, seek to remain flexible to purchase and sell other securities in the borrower's capital structure, by remaining "public." In such cases, the Investment Adviser will seek to avoid receiving material, non-public information about the borrowers to which the Fund may lend (through assignments, participations or otherwise). The Investment Adviser's decision not to use material, non-public information about borrowers may place the Investment Adviser at an information disadvantage relative to other lenders. Also, in instances where lenders are asked to grant amendments, waivers or consents in favor of the borrower, the Investment Adviser's ability to assess the significance of the amendment, waiver or consent or its desirability from a Fund's point of view may be materially and adversely affected.

When the Investment Adviser's employees, on-site consultants, partners, members, directors, or officers come into possession of material, non-public information about the issuers of loans that may be held by a Fund or other accounts managed by the Investment Adviser (either intentionally or inadvertently), or material, non-public information is otherwise attributed to the Investment Adviser, the Investment Adviser's ability to trade in other securities of the issuers of these loans for the account of the Investment Adviser may be limited pursuant to applicable securities laws. Such limitations on the Investment Adviser's ability to trade could have an adverse effect on a Fund. In many instances, these trading restrictions could continue in effect for a substantial period of time.

Direct indebtedness purchased by a Fund may include letters of credit, revolving credit facilities, or other standby financing commitments obligating the Fund to pay additional cash on demand. These commitments may have the effect of requiring the Fund to increase its investment in a borrower at a time when it would not otherwise have done so. A Fund is required to maintain liquid assets to cover the Fund's potential obligations under standby financing commitments.

Loans may not be considered "securities," and a Fund that purchases a loan may not be entitled to rely on anti-fraud and other protections under the federal securities laws.

#### **ESMA Guidelines on ETFs and other UCITS Issues - Disclosure**

If the Fund invests in total return swaps or other derivative instruments with similar characteristics, the underlying asset or index may be comprised of equity or debt securities, money market instruments or other eligible investments which are consistent with the investment objective and policies of the Fund. The counterparties to such transactions are typically banks, investment firms, broker-dealers, collective investment schemes or other financial institutions or intermediaries. The risk of the counterparty defaulting

on its obligations under the total return swap and its effect on investor returns are set out above and further described in the sections entitled “Risk Factors - Swap Contracts and Contracts for Differences – Risk Factors in Swap Contracts, OTC Options, and Other Two-Party Contracts”.

It is not intended that the counterparties to total return swaps entered into by the Fund assume any discretion over the composition or management of the Fund’s investment portfolio or over the underlying of the derivative instruments, or that the approval of the counterparty is required in relation to any portfolio transactions by the Fund.

### **Securities Financing Transactions Regulation - Disclosure**

The Fund may enter into the following transactions:

- (i) total return swaps as set out in the section entitled “Descriptions and Risks of Fund Investments – Swap Contracts and Contracts for Differences”;
- (ii) repurchase agreements as set out in the section entitled “Descriptions and Risks of Fund Investments – Repurchase Agreements”;
- (iii) reverse repurchase agreements as set out in the section entitled “Descriptions and Risks of Fund Investments – Reverse Repurchase Agreements and Similar Transactions”; and
- (iv) securities lending arrangements as set out in the section entitled “Descriptions and Risks of Fund Investments – Securities Lending”.

The Fund may enter into total return swaps for investment purposes and for efficient portfolio management purposes, and enter into other types of Securities Financing Transactions for efficient portfolio management purposes only. In this context, efficient portfolio management purposes include: the reduction of risk, the reduction of cost and the generation of additional capital or income for the Fund with a level of risk that is consistent with the risk profile of the Fund.

If the Fund invests in total return swaps or Securities Financing Transactions, the relevant asset or index may be comprised of equity or debt securities, money market instruments or other eligible investments which are consistent with the investment objective and policies of the Fund. Subject to the investment restrictions laid down by the Central Bank as set out in Schedule III, and also any investment restrictions set out in the section entitled “Investment Objective and Policies of the Fund”, the Fund can invest up to 100 per cent. of its Net Asset Value in total return swaps and Securities Financing Transactions. It is anticipated that the Fund will generally invest in the range of 0 – 50 per cent. of its Net Asset Value in total return swaps and Securities Financing Transactions.

The Fund shall only enter into total return swaps and Securities Financing Transactions with counterparties that satisfy the criteria (including those relating to legal status, country of origin and minimum credit rating) as set out in paragraphs 6 and 39 of Schedule III and adopted by the Investment Adviser.

The categories of collateral which may be received by the Fund is set out in Schedule III and includes cash and non-cash assets such as equities, debt securities and money market instruments. Collateral received by the Fund will be valued in accordance with the valuation methodology set out under the section entitled “Administration of the ICAV – Determination of Net Asset Value”. Collateral received by the Fund will be marked-to-market daily and daily variation margins will be used.

Where the Fund receives collateral as a result of entering into total return swaps or Securities Financing Transactions, there is a risk that the collateral held by the Fund may decline in value or become illiquid. In addition, there can also be no assurance that the liquidation of any collateral provided to the Fund to secure a counterparty’s obligations under a total return swap or Securities Financing Transaction would satisfy the counterparty’s obligations in the event of a default by the counterparty. Where the Fund provides collateral as a result of entering into total return swaps or Securities Financing Transactions, it is exposed

to the risk that the counterparty will be unable or unwilling to honour its obligations to return the collateral provided.

For a summary of certain other risks applicable to total return swaps and Securities Financing Transactions, see the sections entitled “Descriptions and Risks of Fund Investments – Swap Contracts and Contracts for Differences”, “Descriptions and Risks of Fund Investments – Repurchase Agreements”, “Descriptions and Risks of Fund Investments – Reverse Repurchase Agreements and Similar Transactions”, and “Descriptions and Risks of Fund Investments – Securities Lending”.

The Fund may provide certain of its assets as collateral to counterparties in connection with total return swaps and Securities Financing Transactions. If the Fund has over-collateralised (i.e., provided excess collateral to the counterparty) in respect of such transactions, it may be an unsecured creditor in respect of such excess collateral in the event of the counterparty’s insolvency. If the Depositary or its sub-custodian or a third party holds collateral on behalf of the Fund, the Fund may be an unsecured creditor in the event of the insolvency of such entity.

There are legal risks involved in entering into total return swaps or Securities Financing Transactions which may result in loss due to the unexpected application of a law or regulation or because contracts are not legally enforceable or documented correctly.

Subject to the restrictions laid down by the Central Bank as set out in paragraphs 35 to 36 of Schedule III, the Fund may re-invest cash collateral that it receives. If cash collateral received by the Fund is re-invested, the Fund is exposed to the risk of loss on that investment. Should such a loss occur, the value of the collateral will be reduced and the Fund will have less protection if the counterparty defaults. The risks associated with the re-investment of cash collateral are substantially the same as the risks which apply to the other investments of the Fund.

Direct and indirect operational costs and fees arising from total return swaps or Securities Financing Transactions may be deducted from the revenue delivered to the Fund (e.g., as a result of revenue sharing arrangements). These costs and fees do not and should not include hidden revenue. All the revenues arising from such efficient portfolio management techniques, net of direct and indirect operational costs, will be returned to the Fund. The entities to which direct and indirect costs and fees may be paid include banks, investment firms, broker-dealers, securities lending agents or other financial institutions or intermediaries and may be related parties to the Investment Adviser or the Depositary.

### **Securitisation Regulation**

On 17 January 2018 the new Securitisation Regulation (Regulation EU 2017/2402) (the “Securitisation Regulation”) came into force and applies across the EU from 1 January 2019. The Securitisation Regulation replaces the existing sector-specific approach to securitisation regulation with a new set of rules that apply to all European securitisations. UCITS such as the ICAV will be within scope of the Securitisation Regulation. Investors should be aware that there are material differences between the current EU risk retention requirements and the requirements which will apply under the Securitisation Regulation.

The definition of “securitisation” is intended to capture any transaction or scheme where the credit risk associated with an exposure or a pool of exposures is tranching. Essentially, the definition includes any investment with tranches or classes where payments in the transaction or scheme are dependent on the performance of the exposure or of the pool of exposures and the participation in losses differs between the tranches during the life of the transaction or scheme.

Institutional investors such as a Fund must ensure that the originator, sponsor or original lender of a securitisation retains at least a 5 per cent. net economic interest in the securitisation. These rules will mean that the Investment Adviser or the sub-investment manager of the relevant Fund will need to conduct due diligence before an investment is made in a securitisation position and continue to perform due diligence during the period the investment continues in a securitisation. This new direct approach is intended to complement the existing due diligence requirements on institutional investors to verify before investing

whether or not the securitising entity has retained risk. As a consequence, the new direct approach requires securitising entities established in the EU to retain risk even if the investors are located outside of the EU and are not institutional investors. The UCITS Directive has been amended to include a new provision stating that where UCITS are exposed to securitisation positions which do not meet the requirements of the Securitisation Regulation, the UCITS shall “in the best interests of the investors in the relevant UCITS, act and take corrective action”.

The Securitisation Regulation applies to securitisations the securities of which are issued on or after 1 January 2019 or which create new securitisation positions on or after that date. Preexisting securitisations will be required to continue to apply the rules in place immediately prior to the effective date of the Securitisation Regulation unless new securities are issued or new positions created. Where a Fund wishes to invest in securities issued on or after 1 January 2019, and/or new securitisation positions created on or after that date, such securities and/or positions must comply with the requirements of the Securitisation Regulation.

### **European Benchmark Regulation**

Regulation (EU) 2016/1011 (the “Benchmark Regulation”) was published in the Official Journal of the EU on 29 June 2016 and entered into force on 30 June 2016. It is directly applicable law across the EU. The majority of its provisions are in force since 1 January 2018. The Benchmark Regulation applies principally to “administrators” and also, in some respects, to “contributors” and certain “users” of “benchmarks”. The Benchmark Regulation, among other things: (i) requires benchmark administrators to be authorised (or, if non-EU-based, to be subject to an equivalent regulatory regime) and makes significant changes to the way in which benchmarks falling within scope of the Benchmark Regulation are governed (including reforms of governance and control arrangements, obligations in relation to input data, certain transparency and record-keeping requirements and detailed codes of conduct for contributors); and (ii) prevents certain uses of “benchmarks” provided by unauthorised administrators by supervised entities in the EU.

The scope of the Benchmark Regulation is wide and, in addition to so-called “critical benchmark” indices, could also potentially apply to many interest rate and foreign exchange rate indices, equity indices and other indices (including “proprietary” indices or strategies) where used to determine the amount payable under or the value or performance of certain financial instruments traded on a trading venue, financial contracts and investment funds.

This could adversely affect the investments of the Funds that reference, either in whole or in part, a benchmark, if: (a) the underlying benchmark administrator does not obtain authorisation or, if based in a non-EU jurisdiction, the administrator is not otherwise recognised as equivalent; or (b) the methodology or other terms of the benchmark could be changed in order to comply with the terms of the Benchmark Regulation, and such changes could (among other things) have the effect of reducing or increasing the rate or level, or affecting the volatility, of the published rate or level of the relevant benchmark.

The benchmark administrator for each Fund’s Benchmark and any relevant Hurdle has: (a) been included in the register maintained by ESMA under the Benchmarks Regulation; or (b) has been exempted from this requirement. The Investment Adviser will receive a performance fee in respect of certain Classes of Shares based upon the amount by which a Class out-performs its Hurdle. Hurdles and benchmarks may be discontinued if they do not comply with the requirements of the Benchmark Regulation, or if the administrator of the Hurdle or benchmark either fails to apply for authorisation or is refused authorisation by its home regulator. If advised by the Investment Adviser that the Hurdle or benchmark will cease to exist or will change materially, the Directors will request that the Investment Adviser identify a suitable replacement index for consideration and approval by the Board and instruct that the performance fee calculation methodology is amended as appropriate. If no suitable replacement is identified then the performance fee methodology will be amended to remove the reference as appropriate. Any changes to the performance fee methodology requires the approval of the Central Bank and, depending on the nature of the change (i.e., if the change would result in an increase in the performance fee payable), the approval of the Shareholders. If any proposed changes when implemented change the way in which a Hurdle is calculated, this could adversely affect the relevant Fund’s profitability, Net Asset Value and Share price.

The Benchmark Regulation imposed conditions under which only compliant benchmarks may be used in new contracts after 2021. In July 2017, the head of the U.K.'s Financial Conduct Authority announced a desire to phase out the use of LIBOR by the end of 2021. That announcement suggests that LIBOR may cease to be published after that time. Various financial industry groups have begun planning for that transition, but there are obstacles to converting certain securities and transactions to a new benchmark. Transition planning is at an early stage and the nature of a substitute rate, if any, is unknown, and neither the effect of the transition process nor its ultimate success is certain. To identify a successor rate for U.S. Dollar LIBOR, the Alternative Reference Rates Committee ("ARRC"), a U.S.-based group convened by the Federal Reserve Board and the Federal Reserve Bank of New York, was formed. The ARRC has identified the Secured Overnight Financing Rate ("SOFR") as its preferred alternative rate for LIBOR. SOFR is a measure of the cost of borrowing cash overnight, collateralised by U.S. Treasury securities, and is based on directly observable U.S. Treasury-backed repurchase transactions. Although SOFR appears to be the preferred replacement rate for U.S. Dollar LIBOR, at this time, it is not possible to predict the effect of any such changes, any establishment of alternative reference rates or other reforms to LIBOR that may be enacted in the United States, the U.K. or elsewhere.

The transition process might lead to increased volatility and illiquidity in markets for instruments whose terms currently include LIBOR. It could also lead to a reduction in the value of some LIBOR-based investments and reduce the effectiveness of new hedges placed against existing LIBOR-based instruments. While some LIBOR-based instruments may contemplate a scenario where LIBOR is no longer available by providing for an alternative rate-setting methodology and/or increased costs for certain LIBOR-related instruments or financing transactions, not all may have such provisions and there may be significant uncertainty regarding the effectiveness of any such alternative methodologies, resulting in prolonged adverse market conditions for a Fund. Since the usefulness of LIBOR as a benchmark could deteriorate during the transition period, these effects could occur prior and/or subsequent to the end of 2021. There also remains uncertainty and risk regarding the willingness and ability of issuers to include enhanced provisions in new and existing contracts or instruments. All of the aforementioned may adversely affect a Fund's performance or Net Asset Value.

### **Municipal Securities**

Municipal obligations are issued by or on behalf of states, territories and possessions of the U.S., including Puerto Rico, and their political subdivisions, agencies and instrumentalities and the District of Columbia to obtain funds for various public purposes. Municipal obligations are subject to more credit risk than U.S. government securities that are supported by the full faith and credit of the U.S. The ability of municipalities to meet their obligations will depend on the availability of tax and other revenues, economic, political, and other conditions within the state and municipality, and the underlying fiscal condition of the state and municipality. As with other fixed income securities, municipal securities also expose their holders to market risk because their values typically change as interest rates fluctuate. The two principal classifications of municipal obligations are "notes" and "bonds."

Municipal notes are generally used to provide for short-term capital needs, such as to finance working capital needs of municipalities or to provide various interim or construction financing, and generally have maturities of one year or less. They are generally payable from specific revenues expected to be received at a future date or are issued in anticipation of long-term financing to be obtained in the market to provide for the repayment of the note.

Municipal bonds, which meet longer-term capital needs and generally have maturities of more than one year when issued, have two principal classifications: "general obligation" bonds and "revenue" bonds. Issuers of general obligation bonds, the proceeds of which are used to fund a wide range of public projects including the construction or improvement of schools, highways and roads, water and sewer systems and a variety of other public purposes, include states, counties, cities, towns and regional districts. The basic security behind general obligation bonds is the issuer's pledge of its full faith, credit, and taxing power for the payment of principal and interest.

Revenue bonds have been issued to fund a wide variety of capital projects including: electric, gas, water and sewer systems; highways, bridges and tunnels; port and airport facilities; colleges and universities; and hospitals. The principal security for a revenue bond is generally the net revenues derived from a particular facility or group of facilities or, in some cases, from the proceeds of a special excise or other specific revenue source.

Although the principal security behind these bonds varies widely, many provide additional security in the form of a debt service reserve fund whose monies also may be used to make principal and interest payments on the issuer's obligations. In addition to a debt service reserve fund, some authorities provide further security in the form of a state's ability (without obligation) to make up deficiencies in the debt reserve fund.

Securities purchased for the Fund may include variable/floating rate instruments, variable mode instruments, put bonds, and other obligations that have a specified maturity date but also are payable before maturity after notice by the holder. There are, in addition, a variety of hybrid and special types of municipal obligations as well as numerous differences in the security of municipal obligations both within and between the two principal classifications (i.e. notes and bonds). The Fund also may invest in credit default swaps on municipal securities. See the section entitled "Descriptions and Risks of Fund Investments – Swap Contracts and Contracts for Differences – Risk Factors in Swap Contracts, OTC Options and Other Two-Party Contracts."

***Puerto Rico Municipal Securities.*** Municipal obligations issued by the Commonwealth of Puerto Rico or its political subdivisions, agencies, instrumentalities, or public corporations may be affected by economic, market, political, and social conditions in Puerto Rico. Puerto Rico currently is experiencing significant fiscal and economic challenges, including substantial debt service obligations, high levels of unemployment, underfunded public retirement systems, and persistent government budget deficits. These challenges and uncertainties have been exacerbated by hurricane Maria and the resulting natural disaster in Puerto Rico. These challenges may negatively affect the value of the Fund's investments in Puerto Rico municipal securities. Major ratings agencies have downgraded the general obligation debt of Puerto Rico to below investment grade and continue to maintain a negative outlook for this debt, which increases the likelihood that the rating will be lowered further. In both August 2015 and January 2016, Puerto Rico defaulted on its debt by failing to make full payment due on its outstanding bonds, and there can be no assurance that Puerto Rico will be able to satisfy its future debt obligations. Further downgrades or defaults may place additional strain on the Puerto Rico economy and may negatively affect the value, liquidity, and volatility of the Fund's investments in Puerto Rico municipal securities. In 2016, the Puerto Rico Oversight, Management, and Economic Stability Act, known as "PROMESA," was signed into law. Among other things, PROMESA established a federally-appointed Oversight Board to oversee Puerto Rico's financial operations and provides Puerto Rico a path to restructuring its debts, thus increasing the risk that Puerto Rico may never pay off municipal indebtedness, or may pay only a small fraction of the amount owed. Proceedings under PROMESA remain ongoing, and it is unclear at this time how those proceedings will be resolved or what impact they will have on the value of a Fund's investments in Puerto Rico municipal securities.

### **Auction Rate Securities**

The Fund may invest in auction rate securities. Auction rate securities consist of auction rate municipal securities and auction rate preferred securities sold through an auction process issued by closed-end investment companies, municipalities and governmental agencies. Provided that the auction mechanism is successful, auction rate securities usually permit the holder to sell the securities in an auction at par value at specified intervals. The dividend is reset by "Dutch" auction in which bids are made by brokers and other institutions for a certain amount of securities at a specified minimum yield. The dividend rate set by the auction is the lowest interest or dividend rate that covers all securities offered for sale. While this process is designed to permit auction rate securities to be traded at par value, there is the risk that an auction will fail due to insufficient demand for the securities. Since February 2008, numerous auctions have failed due to insufficient demand for securities and have continued to fail for an extended period of time. Failed auctions may adversely impact the liquidity of auction rate securities investments. Although some issuers

of auction rate securities are redeeming or are considering redeeming such securities, such issuers are not obligated to do so and, therefore, there is no guarantee that a liquid market will exist for the Fund's investments in auction rate securities at a time when the Fund wishes to dispose of such securities.

### **Real Estate-Related Investments**

The Fund may invest in real estate-related investments such as securities of companies principally engaged in the real estate industry. Companies in the real estate industry and real estate-related investments may include, for example, entities that either own properties or make construction or mortgage loans, real estate developers, and companies with substantial real estate holdings. Each of these types of investments is subject to risks similar to those associated with direct ownership of real estate. Factors affecting real estate values include the supply of real property in particular markets, overbuilding, changes in zoning laws, casualty or condemnation losses, delays in completion of construction, changes in operations costs and property taxes, levels of occupancy, adequacy of rent to cover operating expenses, possible environmental liabilities, regulatory limitations on rent, fluctuations in rental income, increased competition, and other risks related to local and regional market conditions. The value of real estate-related investments also may be affected by changes in interest rates, macroeconomic developments, and social and economic trends. For instance, during periods of declining interest rates, certain real estate-related companies may hold mortgages that the mortgagors elect to prepay, which prepayment may diminish the yield on securities issued by those companies. Some real estate-related companies have relatively small market capitalisations, which can tend to increase the volatility of the market prices of their securities.

Real estate-related companies can be listed and traded on national securities exchanges or can be traded privately between individual owners. An exchange-traded company is generally more liquid than a company that is not traded on a securities exchange. The Fund may invest in both exchange-traded and privately-traded real estate-related companies.

In general, the value of a real estate-related company's shares changes in light of factors affecting the real estate industry, including changes in the value of the underlying property owned by the company and the quality of any credit extended. These companies are also subject to the risk of fluctuations in income from underlying real estate assets, poor performance by their manager and the manager's inability to manage cash flows generated by the company's assets, prepayments and defaults by borrowers, self-liquidation, and adverse changes in the tax laws.

By investing in real estate-related companies indirectly through the Fund, an investor will bear not only their proportionate share of the expenses of the Fund, but also, indirectly, similar expenses of such company. In addition, real estate-related companies depend generally on their ability to generate cash flow to make distributions to investors. Investments in these companies are subject to risks associated with the direct ownership of real estate.

In addition certain investments in real estate-related companies may cause adverse tax consequences for non-resident investors, including the Fund. For example, gain on the sale or other disposition of "U.S. real property interests," as defined in section 897 of the Code, will be taxed at a rate of 21 per cent. and potentially an additional 30 per cent. "branch profits" tax. Other jurisdictions, including Australia and Canada, may treat dispositions of certain real property interests by non-resident investors in a similar manner.

### **Asset-Backed and Related Securities**

The Fund may invest in asset-backed securities. An asset-backed security is a fixed income security that predominantly derives its creditworthiness from cash flows relating to a pool of assets. There are a number of different types of asset-backed and related securities, including mortgage-backed securities, securities backed by other pools of collateral (such as automobile loans, student loans, sub-prime mortgages, and credit card receivables). Investments in asset-backed securities are subject to all of the market risks for fixed income securities under the section entitled "Risk Factors – Market Risk – Fixed Income".

***Mortgage-Backed Securities.*** Mortgage-backed securities are asset-backed securities backed by pools of

residential and commercial mortgages, which may include sub-prime mortgages. Mortgage-backed securities may be issued by government agencies or instrumentalities (including those whose securities are neither guaranteed nor insured by the U.S. government, such as Freddie Mac, Fannie Mae, and FHLBs), or non-governmental issuers. Interest and principal payments (including prepayments) on the mortgage loans underlying mortgage-backed securities pass through to the holders of the mortgage-backed securities. Prepayments occur when the mortgagor on an individual mortgage loan prepays the remaining principal before the loan's scheduled maturity date. Unscheduled prepayments of the underlying mortgage loans may result in early payment of the applicable mortgage-backed securities held by the Fund. The Fund may be unable to invest prepayments in an investment that provides as high a yield as the mortgage-backed securities. Consequently, early payment associated with mortgage-backed securities may cause these securities to experience significantly greater price and yield volatility than traditional fixed income securities. Many factors affect the rate of mortgage loan prepayments, including changes in interest rates, general economic conditions, further deterioration of worldwide economic and liquidity conditions, the location of the property underlying the mortgage, the age of the mortgage loan, governmental action, including legal impairment of underlying home loans, changes in demand for products financed by those loans, the inability of borrowers to refinance existing loans (e.g., sub-prime mortgages), and social and demographic conditions. During periods of falling interest rates, the rate of mortgage loan prepayments usually increases, which tends to decrease the life of mortgage-backed securities. During periods of rising interest rates, the rate of mortgage loan prepayments usually decreases, which tends to increase the life of mortgage-backed securities.

Mortgage-backed securities are subject to varying degrees of credit risk, depending on whether they are issued by government agencies or instrumentalities (including those whose securities are neither guaranteed nor insured by those governments) or by non-governmental issuers. Securities issued by private organisations may not be readily marketable. When worldwide economic and liquidity conditions deteriorated in 2008, mortgage-backed securities became subject to greater illiquidity risk. These conditions may occur again. Also, government actions and proposals affecting the terms of underlying home loans, changes in demand for products (e.g., automobiles) financed by those loans, and the inability of borrowers to refinance existing loans (e.g., sub-prime mortgages), have had, and may continue to have, adverse valuation and liquidity effects on mortgage-backed securities. Although liquidity of mortgage-backed securities has improved, there can be no assurance that in the future the market for mortgage-backed securities will continue to improve and become more liquid. In addition, mortgage-backed securities are subject to the risk of loss of principal if the obligors of the underlying obligations default in their payment obligations, and to certain other risks described in "Other Asset-Backed Securities" below. The risk of defaults associated with mortgage-backed securities is generally higher in the case of mortgage-backed investments that include sub-prime mortgages. See the section entitled "Risk Factors – Market Risk – Asset-Backed Securities" and "– Credit Risk" in the Prospectus for more information regarding credit and other risks associated with investments in asset-backed securities.

Mortgage-backed securities may include Variable Rate Securities as such term is defined in "Variable Rate Securities" below.

***Other Asset-Backed Securities.*** Similar to mortgage-backed securities, other types of asset-backed securities may be issued by government agencies or instrumentalities (including those whose securities are neither guaranteed nor insured by the U.S. government), or non-governmental issuers. These securities include securities backed by pools of automobile loans, educational loans, home equity loans, and credit card receivables. The underlying pools of assets are securitised through the use of trusts and special purpose entities. These securities may be subject to risks associated with changes in interest rates and prepayment of underlying obligations similar to the risks of investment in mortgage-backed securities described immediately above. Similar to mortgage-backed securities, other asset-backed securities face illiquidity risk from worldwide economic and liquidity conditions as described above in the section entitled "Descriptions and Risks of Fund Investments – Asset-Backed and Related Securities - Mortgage-Backed Securities." The risk of investing in asset-backed securities has increased since 2008 because performance of the various sectors in which the assets underlying asset-backed securities are concentrated (e.g., auto loans, student loans, sub-prime mortgages, and credit card receivables) has become more highly correlated.

Payment of interest on asset-backed securities and repayment of principal largely depends on the cash flows generated by the underlying assets backing the securities and, in certain cases, may be supported by letters of credit, surety bonds, or other credit enhancements. The amount of market risk associated with asset-backed securities depends on many factors, including the deal structure (e.g., the amount of underlying assets or other support available to produce the cash flows necessary to service interest and make principal payments), the quality of the underlying assets, the level of credit support, if any, provided for the securities, and the credit quality of the credit-support provider, if any. Principal repayments of asset-backed securities are at risk if obligors of the underlying obligations default in payment of the obligations and the defaulted obligations exceed the securities' credit support. The issuance of underlying assets may be subject to bankruptcy, insolvency and other laws affecting the rights and remedies of creditors. In addition, the existence of insurance on an asset-backed security does not guarantee that principal and/or interest will be paid because the insurer could default on its obligations. During the 2008 global financial crisis, a significant number of asset-backed security insurers have defaulted on their obligations.

The market value of an asset-backed security may be affected by the factors described above and other factors, such as the availability of information concerning the pool and its structure, the creditworthiness of the servicing agent for the pool, the originator of the underlying assets, or the entities providing the credit enhancement. The market value of asset-backed securities also can depend on the ability of their servicers to service the underlying collateral and is, therefore, subject to risks associated with servicers' performance. In some circumstances, a servicer's or originator's mishandling of documentation for underlying assets (e.g., failure to properly document a security interest in the underlying collateral) can affect the rights of the holders of those underlying assets. In addition, the insolvency of an entity that generated the assets underlying an asset-backed security is likely to result in a decline in the market price of that security as well as costs and delays.

Certain types of asset-backed securities present additional risks that are not presented by mortgage-backed securities. In particular, certain types of asset-backed securities may not have the benefit of a security interest in the related assets. For example, many securities backed by credit card receivables are unsecured. In addition, the Fund may invest in securities backed by pools of corporate or sovereign bonds, bank loans to corporations, or a combination of bonds and loans, many of which may be unsecured. Even when security interests are present, the ability of an issuer of certain types of asset-backed securities to enforce those interests may be more limited than that of an issuer of mortgage-backed securities. For instance, automobile receivables generally are secured by automobiles rather than by real property. Most issuers of automobile receivables permit loan servicers to retain possession of the underlying assets. In addition, because of the large number of underlying vehicles involved in a typical issue of asset-backed securities and technical requirements under applicable law, the trustee for the holders of the automobile receivables may not have a proper security interest in all of the automobiles. Therefore, recoveries on repossessed automobiles may not be available to support payments on these securities.

In addition, certain types of asset-backed securities may experience losses on the underlying assets as a result of certain rights provided to consumer debtors under applicable law. In the case of certain consumer debt, such as credit card debt, debtors are entitled to the protection of consumer credit laws, many of which give such debtors the right to set off certain amounts owed on their credit cards (or other debt), thereby reducing their balances due. For instance, a debtor may be able to offset certain damages for which a court has determined that the creditor is liable to the debtor against amounts owed to the creditor by the debtor on their credit card.

### **Variable Rate Securities**

The Fund may invest in variable rate securities. Variable rate securities are securities that have interest rates that reset at periodic intervals, usually by reference to an interest rate index or market interest rate. Variable rate securities include government securities and securities of other issuers. Some variable rate securities are backed by pools of mortgage loans. Although the rate adjustment feature may act as a buffer to reduce sharp changes in the value of variable rate securities, changes in market interest rates or changes in the issuer's creditworthiness may still affect their value. Because the interest rate is reset only

periodically, changes in the interest rates on variable rate securities may lag changes in prevailing market interest rates. Also, some variable rate securities (or, in the case of securities backed by mortgage loans, the underlying mortgages) are subject to caps or floors that limit the maximum change in interest rate during a specified period or over the life of the security. Because of the rate adjustments, variable rate securities are less likely than non-variable rate securities of comparable quality and maturity to increase significantly in value when market interest rates fall.

### **Below Investment Grade Securities**

The Fund may invest some or all of its assets in securities or instruments rated below investment grade (that is, rated below Baa3/P-2 by Moody's or below BBB-/A-2 by S&P for a particular security/commercial paper, or securities unrated by Moody's or S&P that are determined by the Investment Adviser to be of comparable quality to securities so rated) at the time of purchase, including securities in the lowest rating categories and comparable unrated securities ("Below Investment Grade Securities") (commonly referred to as "high yield" or "junk" bonds) including distressed and defaulted debt securities, and having any maturity or duration. In addition, the Fund may hold securities that are downgraded to below investment grade status after the time of purchase by the Fund. The lower rating of Below Investment Grade Securities reflects a greater possibility that adverse changes in the financial condition of the obligor or in general economic, regulatory or other conditions (including, for example, a substantial period of rising interest rates or declining earnings) may impair the ability of the obligor to make payment of principal and interest. Many issuers of Below Investment Grade Securities are highly leveraged, and their relatively high debt-to-equity ratios create increased risks that their operations might not generate sufficient cash flow to service their debt obligations. In addition, many issuers of Below Investment Grade Securities may be (i) in poor financial condition; (ii) experiencing poor operating results; (iii) having substantial capital needs or negative net worth; or (iv) facing special competitive or product obsolescence problems, and may include companies involved in bankruptcy or other reorganisations or liquidation proceedings. Compared to higher quality fixed income securities, Below Investment Grade Securities offer the potential for higher investment returns but subject holders to greater credit and market risk. The ability of an issuer of Below Investment Grade Securities to meet principal and interest payments is considered speculative. The Fund's investments in Below Investment Grade Securities are more dependent on the Investment Adviser's own credit analysis than its investments in higher quality bonds. Certain of these securities may not be publicly traded, and therefore it may be difficult to obtain information as to the true condition of the issuers. Overall declines in the below investment-grade bond and other markets may adversely affect such issuers by inhibiting their ability to refinance their debt at maturity. Below Investment Grade Securities are often issued in connection with leveraged acquisitions or recapitalisations in which the issuers incur a substantially higher amount of indebtedness than the level at which they had previously operated. Below Investment Grade Securities have historically experienced greater default rates than has been the case for investment-grade securities.

Below Investment Grade Securities are often less liquid than higher rated securities. Reduced liquidity can affect the values of Below Investment Grade Securities, make their valuation and sale more difficult, and result in greater volatility. Because Below Investment Grade Securities are difficult to value and are more likely to be fair valued (see the section entitled "Administration of the ICAV – Determination of Net Asset Value"), particularly during erratic markets, the prices realised on their sale may differ from the values at which they are carried by the Fund. In addition, as with other types of investments, the market for Below Investment Grade Securities has historically been subject to disruptions that have caused substantial volatility in the prices of such securities. The market for Below Investment Grade Securities may be more severely affected than other financial markets by economic recession or substantial interest rate increases, changing public perceptions, or legislation that limits the ability of certain categories of financial institutions to invest in Below Investment Grade Securities. Consolidation in the financial services industry has resulted in there being fewer market makers for Below Investment Grade Securities, which may result in the further risk of illiquidity and volatility with respect to Below Investment Grade Securities held by the Fund, and this trend may continue in the future. Furthermore, Below Investment Grade Securities held by the Fund may not be registered under the Securities Act, and, unless so registered, the Fund will not be able to sell such Below Investment Grade Securities except pursuant to an exemption from registration under the Securities Act. This may further limit the Fund's ability to sell Below Investment Grade

Securities or to obtain the desired price for such securities.

Below Investment Grade Securities are generally unsecured and may be subordinate to other obligations of the obligor, including obligations to senior creditors, trade creditors and employees.

Securities in the lowest investment-grade category (BBB or Baa) also have some speculative characteristics. Such characteristics relate to the assumption of risk in anticipation of gain but recognising the greater level of risk associated with such investment. Lower-rated securities are typically more speculative as there is potentially a higher rate of return from such investments but also a higher risk of loss.

### **Distressed or Defaulted Debt Securities**

The Fund may invest in distressed or defaulted debt securities for investment purposes. Distressed or defaulted securities are securities, claims, and obligations of issuers which are experiencing (or that are expected to experience) significant financial or business difficulties (including companies involved in bankruptcy or other reorganisation and liquidation proceedings). The Fund may purchase distressed securities and instruments of all kinds, including equity and debt instruments and, in particular, claims held by trade or other creditors, bonds, notes, beneficial interests in liquidating trusts or other similar types of trusts, fee interests and financial interests in real estate, partnership interests and similar financial instruments, executory contracts and participations therein, many of which are not publicly traded and which may involve a substantial degree of risk.

Investments in distressed or defaulted debt securities generally are considered speculative and typically involve substantial risks not normally associated with investments in higher quality securities, including adverse business, financial or economic conditions that can lead to payment defaults and insolvency proceedings on the part of their issuers.

In particular, defaulted obligations might be repaid, if at all, only after lengthy workout or bankruptcy proceedings, during which the issuer might not make any interest or other payments. The amount of any recovery may be adversely affected by the relative priority of the Fund's investment in the issuer's capital structure. The ability to enforce obligations may be adversely affected by actions or omissions of predecessors in interest that give rise to counterclaims or defenses, including causes of action for equitable subordination or debt recharacterisation. In addition, such investments, collateral securing such investments, and payments made in respect of such investments may be challenged as fraudulent conveyances or to be subject to avoidance as preferences under certain circumstances.

Investments in distressed securities inherently have more credit risk than do investments in similar securities and instruments of non-distressed companies, and the degree of risk associated with any particular distressed securities may be difficult or impossible for the Investment Adviser to determine within reasonable standards of predictability. The level of analytical sophistication, both financial and legal, necessary for successful investment in distressed securities is unusually high.

If the Investment Adviser's assessment of the eventual recovery value of a defaulted debt security proves incorrect, a Fund is likely to lose a substantial portion or all of its investment or may be required to accept cash or instruments worth less than its original investment.

Investments in financially distressed companies domiciled in other jurisdictions involve additional risks. Bankruptcy law and creditor reorganisation processes may differ substantially from those in such jurisdictions, resulting in greater uncertainty as to the rights of creditors, the enforceability of such rights, reorganisation timing and the classification, seniority and treatment of claims. In certain developing countries, although bankruptcy laws have been enacted, the process for reorganisation remains highly uncertain.

## **Master Limited Partnerships**

A master limited partnership (“MLP”) generally is a publicly traded company organised as a limited partnership or limited liability company and treated as a partnership for U.S. federal income tax purposes. MLPs may derive income and gains from, among other things, the exploration, development, mining or production, processing, refining, transportation (including pipelines transporting gas, oil, or products thereof), or the marketing of any mineral or natural resources. MLPs generally have two classes of owners, the general partner and limited partners. The general partner of an MLP is typically owned by one or more of the following: a major energy company, an investment fund, or the direct management of the MLP. The general partner may be structured as a private or publicly traded corporation or other entity. The general partner typically controls the operations and management of the MLP through an up to 2 per cent. equity interest in the MLP plus, in many cases, ownership of common units and subordinated units. Limited partners own the remainder of the partnership through ownership of common units and have a limited role in the partnership’s operations and management.

MLP securities in which a Fund may invest can include, but are not limited to: (i) equity securities of MLPs, including common units, preferred units or convertible subordinated units; (ii) debt securities of MLPs, including debt securities rated below investment grade; (iii) securities of MLP affiliates (i.e. securities in the parent companies or other affiliates of the MLP); (iv) securities of open-end funds, closed-end funds or ETFs that invest primarily in MLP securities; or (v) exchange-traded notes whose returns are linked to the returns of MLPs or MLP indices.

The risks of investing in an MLP are generally those inherent in investing in a partnership as opposed to a corporation. For example, state law governing partnerships is often less restrictive than state law governing corporations. Accordingly, there may be fewer protections afforded investors in an MLP than investors in a corporation. Additional risks involved with investing in an MLP are risks associated with the specific industry or industries in which the partnership invests.

## **Brady Bonds**

The Fund may invest in Brady Bonds for investment purposes. Brady Bonds are securities created through the restructuring of commercial bank loans to public and private entities under a debt restructuring plan introduced by former U.S. Secretary of the Treasury Nicholas F. Brady (the “Brady Plan”). Brady Plan debt restructurings have been implemented in Mexico, Uruguay, Venezuela, Costa Rica, Argentina, Nigeria, the Philippines, and other Emerging Market Countries.

Brady Bonds may be collateralised, are issued in various currencies (but primarily the U.S. Dollar), and are traded in OTC secondary markets. U.S. Dollar-denominated, collateralised Brady Bonds, which may be fixed-rate bonds or floating-rate bonds, are generally collateralised in full as to principal by U.S. Treasury zero coupon bonds having the same maturity as the bonds.

The valuation of a Brady Bond typically depends on an evaluation of: (i) any collateralised repayments of principal at final maturity; (ii) any collateralised interest payments; (iii) the uncollateralised interest payments; and (iv) any uncollateralised repayments of principal at maturity (the uncollateralised amounts constitute the “residual risk”). In light of the history of prior defaults by the issuers of Brady Bonds, investments in Brady Bonds may be viewed as speculative regardless of the current credit rating of the issuer. There are very few remaining Brady Bonds in existence today.

## **Euro Bonds**

The Fund may invest in Euro Bonds for investment purposes. Euro bonds are securities denominated in U.S. Dollars or another currency and sold to investors outside of the country whose currency is used. Euro bonds may be issued by government or corporate issuers, and are typically underwritten by banks and brokerage firms in numerous countries. While Euro bonds often pay principal and interest in U.S. Dollars held in banks outside of the U.S. (“Eurodollars”), some Euro bonds may pay principal and interest in other currencies. Euro bonds are subject to the same risks as other fixed income securities. See the section

entitled “Descriptions and Risks of Fund Investments - Debt and Other Fixed Income Securities Generally.”

### **Zero Coupon Securities**

The Fund may invest in “zero coupon” fixed income securities. “Zero coupon” fixed income securities accrue interest income at a fixed rate based on initial purchase price and length to maturity, but the securities do not pay interest in cash on a current basis. The market value of zero coupon securities is often more volatile (particularly in the short term) than that of non-zero coupon fixed income securities of comparable quality and maturity. Zero coupon securities include IO/PO Strips and STRIPS.

### **Indexed Investments**

The Fund may invest in various transactions and instruments that are designed to track the performance of an index (including, but not limited to, securities indices and credit default indices). Indexed securities are securities the repurchase values and/or coupons of which are indexed to a specific instrument, group of instruments, index, or other statistic. Indexed securities typically, but not always, are debt securities or deposits whose value at maturity or coupon rate is determined by reference to other securities, securities or inflation indices, currencies, or other financial indicators.

While investments that track the performance of an index may increase the number, and thus the diversity, of the underlying assets to which the Fund is exposed, such investments are subject to many of the same risks of investing in the underlying assets that comprise the index discussed elsewhere in this section, as well as certain additional risks that are not typically associated with investments in such underlying assets. An investment that is designed to track the performance of an index may not replicate and maintain exactly the same composition and relative weightings of the assets in the index. Additionally, the liquidity of the market for such investments may be subject to the same conditions affecting liquidity in the underlying assets and markets and could be relatively less liquid in certain circumstances. The performance of indexed securities depends on the performance of the security, security index, inflation index, currency, or other instrument to which they are indexed. Interest rate changes also may influence performance. Indexed securities also are subject to the credit risks of the issuer, and their values are adversely affected by declines in the issuer’s creditworthiness.

The Fund’s investments in certain indexed securities, including inflation-indexed bonds, may generate taxable income in excess of the interest they pay to the Fund. In addition, the increasing popularity of passive index-based investing may have the potential to increase security price correlations and volatility. As passive strategies generally buy or sell securities based simply on inclusion and representation in an index, securities prices will have an increasing tendency to rise or fall based on whether money is flowing into or out of passive strategies rather than based on an analysis of the prospects and valuation of individual securities. This may result in increased market volatility as more money is invested through passive strategies.

***Currency-Indexed Securities.*** Currency-indexed securities have maturity values or interest rates determined by reference to the values of one or more foreign currencies. Currency-indexed securities also may have maturity values or interest rates that depend on the values of a number of different foreign currencies relative to each other.

***Inverse Floating Obligations.*** Indexed securities in which the Fund may invest include so-called “inverse floating obligations” or “residual interest bonds” on which the interest rates typically decline as the index or reference rates, typically short-term interest rates, increase and increase as index or reference rates decline. An inverse floating obligation may have the effect of investment leverage to the extent that its interest rate varies by a magnitude that exceeds the magnitude of the change in the index or reference rate of interest. Generally, leverage will result in greater price volatility.

***Inflation-Indexed Bonds.*** The Fund may invest in inflation-indexed bonds and in futures contracts on inflation-indexed bonds. See the section entitled “Descriptions and Risks of Fund Investments - Options, Futures, and Forward Contracts – Inflation-Linked Futures” for a discussion of inflation-linked futures.

Inflation-indexed bonds are fixed income securities whose principal value is adjusted periodically according to the rate of inflation. Two structures are common. The U.S. Treasury and some other issuers use a structure that accrues inflation into the principal value of the bond. Most other issuers pay out the CPI accruals as part of a semiannual coupon.

Inflation-indexed securities issued by the U.S. Treasury (“TIPS”) have maturities of approximately three, five, ten, or thirty years, although it is possible that securities that have other maturities will be issued in the future. U.S. Treasury securities pay interest on a semi-annual basis equal to a fixed percentage of the inflation-adjusted principal amount. For example, if the Fund purchased an inflation-indexed bond with a par value of \$1,000 and a 3 per cent. real rate of return coupon (payable 1.5 per cent. semi-annually), and the rate of inflation over the first six months was 1 per cent., the mid-year par value of the bond would be \$1,010 and the first semi-annual interest payment would be \$15.15 (\$1,010 times 1.5 per cent.). If inflation during the second half of the year resulted in the whole year’s inflation equaling 3 per cent., the end-of-year par value of the bond would be \$1,030 and the second semi-annual interest payment would be \$15.45 (\$1,030 times 1.5 per cent.).

If the periodic adjustment rate measuring inflation falls, the principal value of inflation-indexed bonds will be adjusted downward and, consequently, the interest they pay (calculated with respect to a smaller principal amount) will be reduced. The U.S. government guarantees the repayment of the original bond principal upon maturity (as adjusted for inflation) in the case of a TIPS, even during a period of deflation, although the inflation-adjusted principal received could be less than the inflation-adjusted principal that had accrued to the bond at the time of purchase. However, the current market value of the bonds is not guaranteed and will fluctuate. The Fund also may invest in other inflation-related bonds which may or may not provide a similar guarantee. If a guarantee of principal is not provided, the adjusted principal value of the bond repaid at maturity may be less than the original principal.

The market price of inflation-indexed bonds (including TIPS) normally changes when real interest rates change. Their value typically declines during periods of rising real interest rates (i.e. nominal interest rate minus inflation) and increases during periods of declining real interest rates. Real interest rates, in turn, are tied to the relationship between nominal interest rates (i.e. stated interest rates) and the rate of inflation. Therefore, if the rate of inflation rises at a faster rate than nominal interest rates, real interest rates (i.e. nominal interest rate minus inflation) might decline, leading to an increase in value of inflation-indexed bonds. In contrast, if nominal interest rates increase at a faster rate than inflation, real interest rates might rise, leading to a decrease in value of inflation-indexed bonds. In some interest rate environments, such as when real interest rates are rising faster than nominal interest rates, the market price of inflation-indexed bonds may decline more than the price of non-inflation-indexed (or nominal) fixed income bonds with similar maturities. Moreover, if the index measuring inflation falls, the principal value of inflation-indexed bond investments will be adjusted downward, and, consequently, the interest they pay (calculated with respect to a smaller principal amount) will be reduced.

Although inflation-indexed bonds protect their holders from long-term inflationary trends, short-term increases in inflation may result in a decline in value. In addition, inflation-indexed bonds do not protect holders from increases in interest rates due to reasons other than inflation (such as changes in currency exchange rates).

The periodic adjustment of U.S. inflation-indexed bonds is tied to the Consumer Price Index for Urban Consumers (“CPI-U”), which is calculated monthly by the U.S. Bureau of Labor Statistics. The CPI-U is a measurement of changes in the cost of living, made up of components such as housing, food, transportation, and energy. Inflation-indexed bonds issued by a foreign government are generally adjusted to reflect changes in a comparable inflation index calculated by the foreign government. No assurance can be given that the CPI-U or any foreign inflation index will accurately measure the real rate of inflation in the prices of goods and services. In addition, no assurance can be given that the rate of inflation in a foreign country will correlate to the rate of inflation in the U.S.

### **Structured Notes**

Similar to indexed securities, structured notes are derivative debt securities, the interest rate or principal of

which is determined by reference to changes in the value of a specific asset, reference rate, or index (the “reference”) or the relative change in two or more references. The interest rate or the principal amount payable upon maturity or redemption may increase or decrease, depending upon changes in the reference. The terms of a structured note may provide that, in certain circumstances, no principal is due at maturity and, therefore, may result in a loss of invested capital. Structured notes may be indexed positively or negatively, so that appreciation of the reference may produce an increase or decrease in the interest rate or value of the principal at maturity. In addition, changes in the interest rate or the value of the principal at maturity may be fixed at a specified multiple of the change in the value of the reference, making the value of the note particularly volatile.

Structured notes may entail a greater degree of market risk than other types of debt securities because the investor bears the risk of the reference. Structured notes also may be more volatile, less liquid, and more difficult to price accurately than less complex securities or more traditional debt securities. Structured notes may be listed or traded on a Regulated Market anywhere in the world. It is intended that they will provide exposure to equity and equity-related securities, debt securities, money market instruments, currencies and interest rates. The Fund will only invest in structured notes that are freely transferable.

### **Firm Commitments, When-Issued Securities, and TBAs**

The Fund may enter into firm commitments and similar agreements with banks or brokers for the purchase or sale of securities at an agreed-upon price on a specified future date. For example, a fund that invests in fixed income securities may enter into a firm commitment agreement if the Investment Adviser anticipates a decline in interest rates and believes it is able to obtain a more advantageous future yield by committing currently to purchase securities to be issued later. The Fund generally does not earn income on the securities it has committed to purchase until after delivery. The Fund may take delivery of the securities or, if deemed advisable as a matter of investment strategy, may sell the securities before the settlement date. When payment is due on when-issued or delayed-delivery securities, the Fund makes payment from then-available cash flow or the sale of securities, or from the sale of the when-issued or delayed-delivery securities themselves (which may have a value greater or less than what the Fund paid for them).

The Fund may purchase or sell securities, including mortgage-backed securities, in the TBA market. A TBA purchase commitment is a security that is purchased or sold for a fixed price and the underlying securities are announced at a future date. The seller does not specify the particular securities to be delivered. Instead, the Fund agrees to accept any security that meets specified terms. For example, in a TBA mortgage-backed security transaction, a fund and the seller would agree upon the issuer, interest rate and terms of the underlying mortgages. The seller would not identify the specific underlying mortgages until it issues the security. The purchaser of TBA securities generally is subject to increased market risk and interest rate risk because the delivered securities may be less favourable than anticipated by the purchaser. The rules requiring mandatory minimum margin for TBA trades are not yet effective.

### **Investments in Other Investment Companies or Other Pooled Investments**

Subject to applicable regulatory requirements, the Fund may invest in shares of both open- and closed-end investment companies (including other funds managed by the Investment Adviser or its affiliates, money market funds, and ETFs). Investing in another investment company exposes the Fund to all the risks of that investment company and, in general, subjects it to a *pro rata* portion of the other investment company’s fees and expenses. Subject to the UCITS Regulations and the Central Bank Regulations, the Fund also may invest in private investment funds, investment vehicles, or investment structures provided that such investment is cleared in advance with the Central Bank.

ETFs are hybrid investment companies that are registered as open-end investment companies or unit investment trusts (“UITs”) but possess some of the characteristics of closed-end funds. ETFs in which the Fund may invest typically hold a portfolio of either bonds or other fixed income instruments or common stocks that is intended to track the price and dividend performance of a particular index. Unlike the index, an ETF incurs administrative expenses and transaction costs in trading securities. In addition, the timing and magnitude of cash inflows and outflows from and to investors buying and repurchasing shares in the ETF could create cash balances that cause the ETF’s performance to deviate from the index (which remains

“fully invested” at all times). Performance of an ETF and the index it is designed to track also may diverge because the composition of the index and the securities held by the ETF may occasionally differ. The Fund also may invest in actively-managed ETFs. Common examples of ETFs include S&P Depository Receipts (“SPDRs”), Vanguard ETFs, and iShares, which may be purchased from the UIT or investment company issuing the securities or in the secondary market (SPDRs, Vanguard ETFs, and iShares are predominantly listed on the NYSE Arca). The market prices for ETF shares may be higher or lower than the ETF’s net asset value. The sale and repurchase prices of ETF shares purchased from the issuer are based on the issuer’s net asset value.

Units of ETFs may, depending on the circumstances, be classified under the UCITS Regulations as units in a UCITS, units in an AIF or transferable securities. For the avoidance of doubt, for units in an ETF to constitute transferable securities within the meaning of the UCITS Regulations, the relevant fund must be closed-ended and the units must fulfil the other criteria applicable to transferable securities under the UCITS Regulations.

### **Collateral Policy**

The policy that will be applied to collateral arising from OTC derivative transactions or efficient portfolio management techniques relating to the Fund is to adhere to the requirements set out in Schedule III. This sets out the permitted types of collateral, level of collateral required and haircut policy and, in the case of cash collateral, the re-investment policy prescribed by the Central Bank pursuant to the UCITS Regulations and the Central Bank Regulations. The categories of collateral which may be received by the Fund include cash and non-cash assets such as equities, debt securities and money market instruments. From time to time and subject to the requirements in Schedule III, the policy on levels of collateral required and haircuts may be adjusted, at the absolute discretion of the Investment Adviser, where this is determined to be appropriate in the context of the specific counterparty, the characteristics of the asset received as collateral, market conditions or other circumstances. The haircuts applied (if any) by the Investment Adviser are adapted for each class of assets received as collateral, taking into account the characteristics of the assets such as the credit standing and/or the price volatility, as well as the outcome of any stress tests performed in accordance with the requirements in Schedule III. Each decision to apply a specific haircut, or to refrain from applying any haircut, to a certain class of assets should be justified on the basis of this policy.

If cash collateral received by the Fund is re-invested, the Fund is exposed to the risk of loss on that investment. Should such a loss occur, the value of the collateral will be reduced and the Fund will have less protection if the counterparty defaults. The risks associated with the re-investment of cash collateral are substantially the same as the risks which apply to the other investments of the Fund. For further details see the section entitled “Risk Factors”.

### **Costs, Fees and Revenues arising from Efficient Portfolio Management Techniques**

Direct and indirect operational costs and fees arising from the efficient portfolio management techniques of stock lending, repurchase and reverse repurchase arrangements may be deducted from the revenue delivered to the Fund (e.g., as a result of revenue sharing arrangements). These costs and fees do not and should not include hidden revenue. All the revenues arising from such efficient portfolio management techniques, net of direct and indirect operational costs, will be returned to the Fund. The entities to which direct and indirect costs and fees may be paid include banks, investment firms, broker-dealers, securities lending agents or other financial institutions or intermediaries and may be related parties to the Investment Adviser or the Depositary.

The revenues arising from such efficient portfolio management techniques for the relevant reporting period, together with the direct and indirect operational costs and fees incurred and the identity of the counterparty(ies) to these efficient portfolio management techniques, will be disclosed in the annual and semi-annual reports of the ICAV.

### **Legal and Regulatory Risk**

Legal, tax, and regulatory changes could occur during the term of the Fund that may adversely affect the

Fund. New (or revised) laws or regulations or interpretations of existing law may be issued by the Revenue Commissioners, the IRS or Treasury Department, the CFTC, the SEC, the U.S. Federal Reserve, the Central Bank or other regulators, or other governmental regulatory authorities, or self-regulatory organisations that supervise the financial markets that could adversely affect the Fund. The Fund also may be adversely affected by changes in the enforcement or interpretation of existing statutes and rules by these regulators, governmental regulatory authorities or self-regulatory organisations. For example, there has been an increase in governmental, as well as self-regulatory, scrutiny of the alternative investment industry. It is impossible to predict what, if any, changes in regulations may occur, but any regulation that restricts the ability of the Fund or any Underlying Funds to trade in securities could have a material adverse impact on the Fund's performance.

In addition, the securities and futures markets are subject to comprehensive statutes, regulations, and margin requirements. The CFTC, the SEC, the Federal Deposit Insurance Corporation, other regulators, and self-regulatory organisations and exchanges are authorised to take extraordinary actions in the event of market emergencies. The regulation of securitisation and derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by supranational, governmental and judicial action.

The U.S. government has enacted legislation that provides for new regulation of the derivatives market, including clearing, margin, reporting and registration requirements. The CFTC, SEC and other federal regulators have been tasked with developing the rules and regulations enacting the provisions of the Dodd-Frank Act. The EU (and some other countries) have adopted similar requirements that affect the Fund when it enters into derivatives transactions with a counterparty subject to those requirements. The extent to which it affects the Fund will depend on the classification and/or location of the Fund's counterparty.

The U.S. government has adopted mandatory minimum margin requirements for bilateral derivatives. Similar requirements have been adopted by the EU and are being implemented on a phased basis. Such requirements could increase the amount of margin required to be provided by the Fund in connection with its derivatives transactions and, therefore, make derivatives transactions more expensive.

These new regulations could, among other things, restrict the Fund's ability to engage in derivatives transactions (e.g., by making certain types of derivatives transactions no longer available to the Fund) and/or increase the costs of such derivatives transactions, and the Fund may be unable to execute its investment strategy as a result.

The CFTC and certain futures exchanges have established limits, referred to as "position limits," on the maximum net long or net short positions which any person may hold or control in particular options and futures contracts. The CFTC has proposed position limits for certain swaps. All positions owned or controlled by the same person or entity, even if in different accounts, may be aggregated for purposes of determining whether the applicable position limits have been exceeded. Thus, even if the Fund does not intend to exceed applicable position limits, it is possible that different clients managed by the Investment Adviser and its affiliates may be aggregated for this purpose. Although it is possible that the trading decisions of the Investment Adviser may have to be modified and that positions held by the Fund may have to be liquidated in order to avoid exceeding such limits, the Investment Adviser believes that this is unlikely. The modification of investment decisions or the elimination of open positions, if it occurs, may adversely affect the profitability of the Fund.

The regulators in certain jurisdictions have in the past adopted rules requiring reporting of all short positions above a certain de minimis threshold and may adopt rules requiring monthly public disclosure in the future. If the Fund's short positions or its strategy become generally known, it could have a significant effect on the Investment Adviser's ability to implement its investment strategy. In particular, it would make it more likely that other investors could cause a "short squeeze" in the securities held short by the Fund forcing the Fund to cover its positions at a loss. Such reporting requirements also may limit the Investment Adviser's ability to access management and other personnel at certain companies where the Investment Adviser seeks to take a short position.

Recently adopted rules implementing the credit risk retention requirements of the Dodd-Frank Act for

asset-backed securities require the sponsor of certain securitisation vehicles to retain, and to refrain from transferring, selling, conveying to a third party, or hedging 5 per cent. of the credit risk in assets transferred, sold, or conveyed through the issuance of such vehicle, subject to certain exceptions. These requirements may increase the costs to originators, securitisers, and, in certain cases, collateral managers of securitisation vehicles in which the Fund may invest, which costs could be passed along to such Fund as an investor in such transactions.

Investors should also be aware that some EU regulated institutions (banks, certain investment firms, and authorised managers of alternative investment funds and insurance and reinsurance undertakings) are currently restricted from investing in securitisations (including U.S.-related securitisations), unless, in summary: (i) the institution is able to demonstrate that it has undertaken certain due diligence in respect of various matters, including on the underlying assets, and (in the case of authorised managers of alternative investment funds and insurance and reinsurance undertakings) the sponsor and the originator of the securitisation; and (ii) the originator, sponsor, or original lender of the securitisation has explicitly disclosed to the institution that it will retain, on an ongoing basis, a net economic interest of not less than 5 per cent. of specified credit risk tranches or asset exposures related to the securitisation. In January 2019, UCITS such as the Fund will become subject to similar restrictions. The costs of compliance, in the case of any securitisation within the EU risk retention rules in which the Fund has invested or is seeking to invest, could be indirectly borne by the Fund and the other investors in the securitisation. For further details, see the section entitled “Descriptions and Risks of Fund Investments – Securitisation Regulation”.

### **Other Instruments and Future Developments**

The Fund may take advantage of other securities and instruments (including customised derivative instruments) that are not presently contemplated for use by the Fund or are not currently available, but which may be developed, to the extent that such opportunities are both consistent with the Fund’s investment objective and legally permissible for the Fund, and, if such securities or instruments are not sufficiently provided for in this Prospectus, the Fund will issue a revised Prospectus or Supplemental Prospectus to provide information on such investments.

### **U.S. Commodity Futures Trading Commission Disclosure**

The Investment Adviser is currently registered with the CFTC as a commodity pool operator and is a member of the National Futures Association. Pursuant to an exemption from the CFTC in connection with pools whose participants are limited to “qualified eligible persons,” an offering memorandum for these pools is not required to be, and has not been, filed with the commission. The CFTC does not pass upon the merits of participating in a pool or upon the adequacy or accuracy of an offering memorandum. Consequently, the CFTC has not reviewed or approved this offering or any offering memorandum for these pools.

### **RISK FACTORS**

**Investors’ attention is drawn to the following risk factors. Investing in the Funds involves many risks. The risks of investing in a particular Fund depend on the types of investments in its portfolio and the investment strategies the Investment Adviser employs on its behalf. This section describes the principal risks and some related risks but does not describe every potential risk of investing in the Funds. The Funds could be subject to additional risks because of the types of investments they make and market conditions, which may change over time. Investors should also refer to the description of various risk factors specific to the assets and techniques described in the sections above entitled “Descriptions and Risks of Fund Investments”. References in this section to the “Fund” may, as the context requires, refer to GMO SGM Major Markets Investment Fund, GMO Climate Change Investment Fund, GMO Equity Dislocation Investment Fund, GMO Emerging Country Debt UCITS Fund, GMO Usonian Japan Value Fund, GMO Resources UCITS Fund, GMO Climate Change Select Investment Fund, GMO Emerging Markets Ex-China Equity Fund, GMO Quality Select Investment Fund and/or GMO US Quality Select Investment Fund. References in this section to actions undertaken or investments held by the “Fund” may, as the context requires, refer to those by or in respect of GMO SGM Major Markets Investment Fund, GMO Climate Change Investment**

**Fund, GMO Equity Dislocation Investment Fund, GMO Emerging Country Debt UCITS Fund, GMO Usonian Japan Value Fund, GMO Resources UCITS Fund, GMO Climate Change Select Investment Fund, GMO Emerging Markets Ex-China Equity Fund, GMO Quality Select Investment Fund and/or GMO US Quality Select Investment Fund.**

**An investment in a Fund, by itself, generally does not provide a complete investment programme but rather is intended to serve as part of an investor's overall portfolio of investments. An investment in a Fund is not a bank deposit and, therefore, is not insured or guaranteed by any government agency.**

### **Investment Risk**

There can be no assurance that the Fund will achieve its investment objective. Prospective investors should read the entire Prospectus and consult with their own advisers before subscribing for Shares. Shares should only be purchased as a supplement to an overall investment programme and only by investors able to undertake the risks involved. The Investment Adviser's assessment of the prospects of investments may not prove accurate. No assurance can be given that any investment or trading strategy implemented by the Investment Adviser on behalf of the Fund will be successful and, because of the speculative nature of the Fund's investment and trading strategy, investors may suffer a significant loss of their invested capital, including loss of the entire investment. **The value of Shares may rise or fall, as the capital value of the securities in which the Fund invests may fluctuate.** The investment income of the Fund is based on the income earned on the securities it holds, less expenses incurred. Therefore, the Fund's investment income may be expected to fluctuate in response to changes in such expenses or income.

### **Management and Operational Risk**

The Fund is subject to management risk because, in relying on the Investment Adviser to achieve its investment objective, it runs the risk that the Investment Adviser's investment techniques (which may be fundamental, quantitative, or a combination of the two) will fail to produce desired results and cause the Fund to incur significant losses. The Investment Adviser also may fail to use derivatives effectively, choosing to hedge or not to hedge positions at disadvantageous times. Additionally, the Fund could produce results consistent with the expected annualised volatility over a complete market cycle yet experience shorter periods of significantly higher volatility.

As described in section entitled "Investment Objective and Policies of the Fund", the Investment Adviser may use quantitative models for a Fund as part of its investment process and those models are one of the key components of investment decisions. Such Fund runs the risk that the models will not accurately predict future market movements. In addition, the models rely on assumptions and data that are subject to limitations (e.g., inaccuracies, staleness) that could adversely affect their predictive value, and also run the risk that the Investment Adviser's assessment of an investment (including a security's fundamental fair (or intrinsic) value) is wrong.

The usefulness of those models may be reduced by the faulty incorporation of mathematical models into computer code, by reliance on proprietary and third-party technology that may include bugs or viruses, and by the retrieval of imperfect data for processing by the model. These risks are more likely to occur at times during which the Investment Adviser is making changes to its models. Any of these risks could adversely affect the Fund's performance.

There can be no assurance that key personnel of the Investment Adviser will continue to be employed by the Investment Adviser. The loss of their services could have an adverse impact on the Investment Adviser's ability to achieve the Fund's investment objective.

The Fund is also subject to operational risks resulting from other services provided by the Investment Adviser and other service providers, including pricing, administrative, accounting, tax, legal, custody, transfer agency, and other operational services. Examples of such operational risks include the possibility of loss caused by inadequate procedures and controls, human error, and system failures by a service provider. For example, trading delays or errors could prevent the Fund from benefiting from investment

gains or avoiding losses. The Investment Adviser is not contractually liable to the Fund for losses associated with operational risk absent its willful misfeasance, fraud, bad faith, negligence, or reckless disregard of its contractual obligations to provide services to the Fund. Other Fund service providers also have contractual limitations on their liability to the Fund for losses resulting from their errors.

The Fund and its service providers (including the Investment Adviser) are susceptible to cyber-attacks and to technological malfunctions that have effects similar to those of a cyber-attack. Cyber-attacks include, among others, stealing, corrupting or preventing access to data maintained online or digitally, preventing legitimate users from accessing information or services on a website, releasing confidential information without authorisation and disrupting operations. Successful cyber-attacks against, or security breakdowns of, the Fund, the Investment Adviser, a sub-adviser, or the Depositary, transfer agent, or other service provider may adversely affect the Fund or its Shareholders. For instance, cyber-attacks may interfere with the processing of Shareholder transactions, affect the Fund's ability to calculate its Net Asset Value, cause the release or misappropriation of private Shareholder information or confidential Fund information, impede trading, interfere with the use of quantitative models, cause reputational damage, and subject the Fund to regulatory fines, penalties or financial losses, and additional compliance costs. The Fund's service providers regularly experience cyber-attacks and expect that they will continue to do so. While the Investment Adviser has established business continuity plans and systems designed to prevent, detect and respond to cyber-attacks, those plans and systems have inherent limitations. In addition, the global spread of COVID-19 has caused the Funds and their service providers to implement business continuity plans, including widespread use of work-from-home arrangements, which may make the Funds and their service providers more susceptible to cyber-attacks. Similar types of cyber security risks also are present for issuers of securities in which the Fund invests, which could have material adverse consequences for those issuers and result in a decline in the market price of their securities. Furthermore, as a result of cyber-attacks, technological disruptions, malfunctions, or failures, an exchange or market may close or suspend trading in specific securities or the entire market, which could prevent the Fund from, among other things, buying or selling securities or accurately pricing its securities. The Fund cannot directly control cyber security plans and systems of its service providers, its counterparties, issuers of securities in which the Fund invests, or securities markets and exchanges, and the Funds' service providers, counterparties and issuers may have limited, if any, indemnification obligations to the Investment Adviser or the Funds, each of whom could be negatively impacted as a result.

### **New Fund Risk**

GMO Equity Dislocation Investment Fund, GMO Usonian Japan Value Fund, GMO Resources UCITS Fund, GMO Climate Change Select Investment Fund, GMO Emerging Markets Ex-China Equity Fund, GMO Quality Select Investment Fund and GMO US Quality Select Investment Fund have little or no past performance data. Although GMO Resources UCITS Fund will implement an existing strategy of the Investment Adviser and GMO Usonian Japan Value Fund will implement an existing strategy of an investment advisory business recently acquired by the Investment Adviser, there can be no assurance that the Fund will experience performance similar to that of the existing strategy. There can be no guarantee of the Investment Adviser's ability to identify investments and implement the Funds' strategies.

### **Market Risk – Equities**

Where the Fund invests in equities, it runs the risk that the market price of an equity will decline. That decline may be attributable to factors affecting the issuer, such as a failure to keep up with technological advances or reduced demand for its goods or services, or to factors affecting a particular industry, such as a decline in demand, labour or raw material shortages or increased production costs. A decline also may be attributable to general market conditions not specifically related to a company or industry, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. Equities generally have significant price volatility, and their market prices can decline in a rapid or unpredictable manner. Equities that are characterised as relatively cyclical often are especially sensitive to economic cycles, which means they typically underperform non-cyclical equities during economic downturns. Performance of cyclical equities can be significantly affected by, among other factors, cyclical revenue generation, consumer confidence

and changing consumer preferences, and the performance of domestic and international economies. If the Fund purchases an equity for what the Investment Adviser believes is less than its fundamental fair (or intrinsic) value as assessed by GMO and GMO's assessment proves to be incorrect, the Fund runs the risk that the market price of the equity will not appreciate or will decline. The market prices of equities trading at high multiples of current earnings often are more sensitive to changes in future earnings expectations than the market prices of equities trading at lower multiples.

The Fund may invest in companies that are in the process of exiting, or that have recently exited, the bankruptcy process. Investments in post-reorganisation securities typically entail a higher degree of risk than investments in securities that have not recently undergone a reorganisation or restructuring. Moreover, post-reorganisation securities can be subject to heavy selling or downward pricing pressure after the completion of a bankruptcy reorganisation or restructuring. If the Fund's evaluation of the anticipated outcome of an investment should prove inaccurate, the Fund could experience a loss.

### **Currency Risk**

Currency risk is the risk that fluctuations in exchange rates will adversely affect the market value of the Fund's investments. Currency risk includes the risk that the currencies in which the Fund's investments are traded in which the Fund receives income will decline in value. Currency risk also includes the risk that the currency to which the Fund has obtained exposure through hedging declines in value relative to the currency being hedged, in which event the Fund is likely to realise a loss on both the hedging instrument and the currency being hedged. Currency exchange rates can fluctuate significantly for many reasons. See the section entitled "Risk Factors - Market Disruption and Geopolitical Risk".

The Fund may use derivatives to take currency positions that are under- or over-weighted (in some cases significantly) relative to the currency exposure of its portfolio and its Benchmark (if any). If the exchange rates of the currencies involved do not move as expected, the Fund could lose money on both its holdings of a particular currency and the derivative. See also the section entitled "Risk Factors – Risks of Investments".

Some currencies are illiquid (e.g., some currencies of Emerging Market Countries), and the Fund may not be able to convert them into the Base Currency or may be able to do so only at an unfavourable exchange rate. Exchange rates for many currencies are affected by exchange control regulations.

Derivative transactions in currencies (such as futures, forward contracts, options, and swaps) may involve leveraging risk in addition to currency risk, as described in the section entitled "Risk Factors - Leveraging Risk." In addition, the obligations of counterparties in currency derivative transactions are often not secured by collateral, which increases counterparty risk. See the section entitled "Risk Factors – Credit Risk".

Where Shares of the Fund are available in a class which is denominated in a different currency from the Fund's Base Currency, investors in Shares of that class should note that the Net Asset Value of the Fund will be calculated in the Fund's Base Currency and will be stated in the other currency at the current exchange rate between the Base Currency and such other currency. Fluctuations in that exchange rate may affect the performance of the Shares of that class independent of the performance of the Fund's investments. However, the Investment Adviser may, at its absolute discretion, seek to hedge the currency exposure between the Base Currency and the currency of denomination of that class as more particularly set out in the section entitled "Descriptions and Risks of Fund Investments - Currency Transactions". Unless otherwise indicated in this Prospectus, the Investment Adviser is not obligated to do so and such currency exposure may only be partially hedged. If hedging is employed, there is no guarantee or assurance that the hedging will be successful. To the extent that such hedging is unsuccessful, the performance of the class may differ from the performance of the underlying assets. Depending on the level of the hedging employed, investors in a hedged class will not benefit or will only benefit to a limited extent if the class currency falls against the Base Currency and/or the currency in which the assets of the Fund are denominated.

### **Market-Risk – Fixed Income**

Funds that invest in fixed income investments (including bonds, notes, bills, synthetic debt instruments, and asset-backed securities) are subject to various market risks. The market price of a fixed income investment can decline due to market-related factors, including rising interest rates and widening credit spreads, or decreased liquidity due, for example, to market uncertainty about the value of a fixed income investment (or class of fixed income investments). In addition, the market price of fixed income investments with complex structures, such as asset-backed securities, and sovereign and quasi-sovereign debt investments, can decline due to uncertainty about their credit quality and the reliability of their payment streams. Some fixed income investments also are subject to unscheduled prepayment, and the Fund may be unable to invest prepayments at as high a yield as was provided by the fixed income investment. When interest rates rise, fixed income investments also may be repaid more slowly than anticipated, causing a decrease in their market price. During periods of economic uncertainty and change, the market price of the Fund's investments in below investment grade investments (commonly referred to as "high yield" or "junk" bonds) may be particularly volatile. Often below investment grade investments are subject to greater sensitivity to interest rate and economic changes than higher rated bonds and can be more difficult to value (see the section entitled "Administration of the ICAV - Determination of Net Asset Value"), exposing the Fund to the risk that the price at which it sells them will be less than the price at which they were valued when held by the Fund. See the sections entitled "Risk Factors - Credit Risk" and "Risk Factors - Illiquidity Risk" for more information about these risks.

A principal risk run by the Fund with a significant investment in fixed income investments is that an increase in prevailing interest rates will cause the market price of those securities to decline. The risk associated with increases in interest rates (also called "interest rate risk") is generally greater for Funds investing in fixed income investments with longer durations. In addition, in managing the assets of the Fund, the Investment Adviser may seek to evaluate potential investments in part by considering the volatility of interest rates. The value of the Fund's investments would likely be significantly reduced if the Investment Adviser's assessment proves incorrect.

The extent to which the market price of a fixed income investment changes with changes in interest rates is referred to as interest rate duration, which can be measured mathematically or empirically. A longer-maturity investment generally has longer interest rate duration because its fixed rate is locked in for a longer period of time. Floating-rate or variable-rate investments, however, generally have shorter interest rate durations because their interest rates are not fixed but rather float up and down as interest rates change. Conversely, inverse floating-rate investments have durations that move in the opposite direction from short-term interest rates and thus tend to underperform fixed rate investments when interest rates rise but outperform them when interest rates decline. Fixed income investments paying no interest, such as zero coupon and principal-only securities, are subject to additional interest rate risk.

The market price of inflation-indexed bonds (including Inflation-Protected Securities issued by the U.S. Treasury) typically declines during periods of rising real interest rates (i.e. nominal interest rate minus inflation) and increases during periods of declining real interest rates. In some interest rate environments, such as when real interest rates are rising faster than nominal interest rates, the market price of inflation-indexed bonds may decline more than the price of non-inflation-indexed (or nominal) fixed income bonds with similar maturities.

When interest rates on short-term government obligations equal or approach zero, a Fund that invests a substantial portion of its assets in such obligations will have a negative return unless the Investment Adviser waives or reduces its management fee.

Fixed income securities denominated in foreign currencies also are subject to currency risk. See the section entitled "Risk Factors - Currency Risk."

In response to government intervention, economic or market developments, or other factors, markets for fixed income investments may experience periods of high volatility, reduced liquidity or both. During those periods, a Fund could have unusually high Shareholder redemptions, requiring it to generate cash by selling portfolio investments when it would otherwise not do so, including at unfavourable prices. The risks

associated with rising interest rates are generally greater during periods when prevailing interest rates are at or near their historic lows. Moreover, fixed income investments will be difficult to value during such periods. The U.S. Federal Reserve Bank recently decreased interest rates back to near historically low levels. A substantial increase in interest rates could have a material adverse effect on fixed income investments and on the performance of the Funds, particularly Funds with material fixed income exposures. Other actions by central banks or regulators (such as intervention in foreign currency markets or imposition of currency controls) also could have a material adverse effect on the Funds.

### **Market Disruption and Geopolitical Risk**

The Funds are subject to the risk that geopolitical and other events (e.g., wars, pandemics, sanctions and terrorism) will disrupt securities markets, adversely affect global economies and markets and exacerbate the effects of other risks to which the Funds are subject, thereby reducing the value of the Funds' investments. Sudden or significant changes in the supply or prices of commodities or in other economic inputs (e.g., the marked decline in oil prices in late 2014, as well as in early 2020) may have material and unexpected effects on both global securities markets and individual countries, regions, sectors, companies, or industries. Terrorism in the U.S. and around the world has increased geopolitical risk. The terrorist attacks on 11 September 2001 resulted in the closure of some U.S. securities markets for four days, and similar attacks are possible in the future. Securities markets may be susceptible to market manipulation or other fraudulent trading practices, which could disrupt their orderly functioning or reduce the prices of securities traded on them held by the Funds. Fraud and other deceptive practices committed by an issuer of securities held by a Fund, when discovered, will likely cause a steep decline in the market price of those securities and thus negatively affect the value of the Fund's investments. In addition, when discovered, financial fraud may contribute to overall market volatility, which can negatively affect a Fund's investment program.

While the U.S. government has always honoured its credit obligations, a default by the U.S. government (as has been threatened in the recent past) would be highly disruptive to the U.S. and global securities markets and could significantly reduce the value of the Funds' investments. Similarly, political events within the U.S. have resulted, and may in the future result, in shutdowns of government services, which could adversely affect the U.S. economy, reduce the value of many Fund investments, and impair the operation of the U.S. or other securities markets. Climate change regulation (such as decarbonisation legislation or other mandatory controls to reduce emissions of greenhouse gases) could significantly affect many of the companies in which the Funds invest by, among other things, increasing those companies' operating costs and capital expenditures. Uncertainty over the sovereign debt of several EU countries, as well as uncertainty over the continued existence of the EU itself, has disrupted and may continue to disrupt markets in the U.S. and around the world. If a country changes its currency or if the EU dissolves, the world's securities markets likely would be significantly disrupted.

Following the UK's withdrawal from the EU ("Brexit"), the U.K. and the EU entered into the EU-U.K. Trade and Cooperation Agreement on 30 December 2020, applying as of 1 January 2021 to govern their future relationship on a number of areas (the "Treaty"). Although the EU and the U.K. agreed the Treaty, trade in goods and services between the U.K. and the EU could be disrupted through the imposition of new customs checks and processes at the border. The UK's departure from the customs union and the single market has rendered its access to EU markets significantly more restricted than it has been until now. The Treaty does not cover the UK's future relationship with the EU on financial services. In March 2021, the U.K. and the EU did conclude their technical discussions on the Memorandum of Understanding (the "MOU") referred to in the Joint Declaration on Financial Services Cooperation agreed alongside the Treaty. This is designed to facilitate voluntary regulatory cooperation in financial services between the U.K. and the EU. However, the MOU has not yet been signed and is limited in scope, providing a platform for dialogue rather than definitive rules. While some EU directives contemplate access to EU markets by financial services firms established in countries deemed to have equivalent standards, even if U.K. domestic law continues to be equivalent to EU law (which is not guaranteed even under the terms of the MOU in its current form), there is no certainty that the EU will facilitate equivalence decisions in a timely fashion. Where the EU makes such equivalence decisions, it could unilaterally revoke them at short notice. It is therefore expected that there will be disruption, at least initially, in all areas in which there is currently

harmonising EU legislation, because the current legal framework has ceased to apply to the U.K. with nothing to replace it unless and until the U.K. negotiates alternative arrangements with the EU and/or with individual Member States, possibly deriving from the process envisaged in the MOU.

While the full impact of Brexit is unknown, Brexit has already resulted in volatility in European and global markets. Potential negative long-term effects could include, among others, increased volatility and illiquidity, and potentially lower economic growth in markets in the U.K., Europe, and globally, which may adversely affect the value of a Fund's investments. The consequences of the U.K.'s or another country's exit from the EU also could threaten the stability of the Euro and could negatively affect the financial markets of other countries in the European region and beyond, which may include companies or assets held or considered for prospective investment by the Investment Adviser.

War, terrorism, economic uncertainty, and related geopolitical events, such as sanctions, tariffs, the imposition of exchange controls or other cross-border trade barriers, have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on U.S. and world economies and markets generally. For example, the U.S. has imposed economic sanctions, which consist of asset freezes, restrictions on dealings in debt and equity, and industry-specific restrictions against the certain governments, officials, institutions and companies (including, in recent years, against countries such as China, Russia and Venezuela). These sanctions, any additional sanctions or intergovernmental actions or even the threat of further sanctions could result, in a decline in the value and liquidity of securities of companies in such countries, a weakening of the currencies of those countries, or other adverse consequences to their economies. Sanctions impair the ability of the Funds to buy, sell, receive or deliver the securities that are subject to the sanctions and may require the Funds to divest their holdings in those securities at inopportune times. In addition, trade disputes (such as the "trade war" between the U.S. and China that intensified in 2018 and 2019) may affect investor and consumer confidence and adversely affect financial markets and the broader economy, perhaps suddenly and to a significant degree. Events such as these and their impact on the Funds are impossible to predict.

Natural and environmental disasters (such as the earthquake and tsunami in Japan in early 2011), epidemics or pandemics (such as the outbreak of a novel coronavirus known as COVID-19 beginning in late 2019 (described below)), and systemic market dislocations (such as the kind surrounding the insolvency of Lehman Brothers in 2008) can adversely affect the market price of the Funds' investments. During such market disruptions, the Funds' exposure to the risks described elsewhere in this "Description of Principal Risks" section will likely increase. Market disruptions, including sudden government interventions, can also prevent the Funds from implementing their investment programs and achieving their investment objectives. For example, by causing the Funds' derivatives counterparties to discontinue or limit offering derivatives on some underlying commodities, securities, reference rates. To the extent a Fund has focused its investments in the stock index of a particular region, adverse geopolitical and other events in that region could have a disproportionate impact on the Fund.

A global outbreak of COVID-19 and subsequent efforts to contain its spread have resulted in, among other things: extreme volatility and reduced liquidity in financial markets; exchange trading suspensions and closures; higher default rates; travel restrictions and disruptions; significant disruptions to business operations and supply chains; lower consumer demand for goods and services; significant job losses and increasing unemployment; event and service cancellations and restrictions; significant challenges in healthcare service preparation and delivery; prolonged quarantine; as well as general concern and uncertainty. The impact of this pandemic and any other epidemic or pandemic that may arise in the future could adversely affect the economies of many nations or the entire global economy, and the financial performance of individual issuers, sectors, industries, asset classes, and markets in significant and unforeseen ways. Extraordinary actions taken by governments and central banks to support local and global economies and the financial markets in response to the COVID-19 pandemic may not succeed or have the intended effect, and in some cases, have resulted in a large expansion of government deficits and debt, the long-term consequences of which are not known. This crisis or other public health crises may also exacerbate other pre-existing political, social, economic, market and financial risks. The duration of the COVID-19 pandemic and its effects cannot be determined with certainty. The effects of the COVID-19 pandemic or any other future epidemic or pandemic could impair a Fund's ability to maintain operational

standards (such as with respect to satisfying redemption requests), disrupt the operations of a Fund's service providers, exacerbate other risks that apply to a Fund, and adversely affect the value and liquidity of a Fund's investments.

### **Potential for Insufficient Investment Opportunities**

The Investment Adviser may not be able to identify and obtain a sufficient number of investment opportunities for the Fund. In particular, the Fund will compete with a broad spectrum of investors for portfolio investments. Increased competition for, or a diminishment in the available supply of, portfolio investments could result in lower returns on such portfolio investments.

### **Small Company Risk**

Companies with smaller market capitalisations tend to have limited product lines, markets, or financial resources, lack the competitive strength of larger companies, have inexperienced managers or depend on a smaller group of key employees than larger companies. In addition, their securities often are less widely held and trade less frequently and in lesser quantities, and their market prices often fluctuate more, than the securities of companies with larger market capitalisations. Market risk and illiquidity risk are particularly pronounced for securities of these companies.

### **Futures Contracts Risk**

The risk of loss relating to some uses of futures contracts is potentially unlimited. The ability to establish and close out positions in futures contracts requires a liquid secondary market. There is no assurance that a liquid secondary market on an exchange will exist for any particular futures contract at any particular time. In the event no such market exists for a particular contract, it might not be possible to effect closing transactions, and the Fund will be unable to terminate its exposure to the contract. In using futures contracts, the Fund relies on the Investment Adviser's ability to predict market and price movements correctly; the skills needed to use such futures contracts successfully are different from those needed for traditional portfolio management. If the Fund uses futures contracts for hedging purposes, there is a risk that movements in the prices of the contracts will not correlate perfectly with movements in the securities or index underlying the contracts or movements in the prices of the Fund's investments that are subject to the hedge. The prices of futures, for a number of reasons, may not correlate perfectly with movements in the securities or index underlying them. For example, participants in the futures markets are subject to margin deposit requirements. Such requirements may cause investors to take actions with respect to their futures positions that they would not otherwise take. The margin requirements in the futures markets may be less onerous than margin requirements in the securities markets in general, and as a result those markets may attract more speculators than the securities markets do. Increased participation by speculators in those markets may cause temporary price distortions. Due to the possibility of price distortion, even a correct forecast of general market trends by the Investment Adviser still may not result in a successful futures investment or investments. The risk of a position in a futures contract may be very large compared to the relatively low level of margin the Fund is required to deposit. In many cases, a relatively small price movement in a futures contract may result in immediate and substantial loss or gain to the Fund relative to the size of a required margin deposit. The Fund will incur brokerage fees in connection with its exchange-traded derivatives transactions.

The Fund will typically be required to post margin with its futures commission merchant in connection with its positions in futures contracts. For example, should the futures commission merchant become insolvent, the Fund may be unable to recover all (or any) of the margin it has posted with the futures commission merchant, or to realise the value of an increase in the price of its positions. The Fund also may be unable to reenter or may be delayed in recovering margin or other amounts deposited with a futures commission merchant or futures clearinghouse. For example, should the futures commission merchant become insolvent, a Fund may be unable to recover all (or any) of the margin it has deposited or realise the value of an increase in the price of its positions.

The CFTC and various exchanges have established limits referred to as “speculative position limits” on the maximum net long or net short positions that any person and certain of its affiliated entities may hold or control in a particular futures contract. Trading limits are imposed on the number of contracts that any person and its affiliated entities may trade on a particular trading day. An exchange may order the liquidation of positions found to be in violation of these limits and it also may impose sanctions or restrictions. In addition, the CFTC recently adopted rules that, once effective, will expand materially the contracts subject to federal limits. As a result of those limits, the Investment Adviser will be precluded from taking positions in certain futures contracts or OTC derivatives as a result of positions held by other clients of the Investment Adviser or by the Investment Adviser or its affiliates themselves.

Some Funds invest in futures contracts traded on exchanges outside the U.S. Neither those contracts nor the foreign exchange contracts are subject to regulation by the CFTC or other U.S. regulatory entities, including without limitation as to the execution, delivery, and clearing of transactions. U.S. regulators lack the power to compel enforcement of the rules of those exchanges or the laws of the foreign country in question. Margin and other payments made by the Fund may not be afforded the same protections as are afforded those payments in the U.S., including in connection with the insolvency of an executing or clearing broker or a clearinghouse or exchange. Foreign futures contracts may be less liquid and more volatile than U.S. contracts.

### **Derivatives Risk**

The Fund may invest in derivatives, which are financial contracts whose value depends on, or is derived from, the value of underlying assets (such as securities, commodities or currencies), reference rates (such as interest rates, currency exchange rates or inflation rates), or indices. The use of derivatives involves the risk that their value may not change as expected relative to changes in the value of the assets, rates, or indices they are designed to track. Derivatives include, but are not limited to, futures contracts, forward contracts, currency contracts, swap contracts, contracts for differences, options on securities and indices, options on futures contracts, options on swap contracts, interest rate caps, floors and collars, reverse repurchase agreements, and other over-the-counter (OTC) contracts. The following is a general discussion of some risk factors and issues concerning the use of derivatives that investors should understand before investing in the Fund. Please also see the description of certain risks associated with specific derivative instruments and other investment techniques as described in the section entitled “Descriptions and Risks of Fund Investments”.

The use of derivatives involves risks that are in addition to, and potentially greater than, the risks of investing directly in securities. In particular, the Fund’s use of OTC derivatives exposes it to the risk that the counterparties will be unable or unwilling to make timely settlement payments or otherwise honour their obligations. An OTC derivatives contract typically can be closed, or a position transferred, only with the consent of the other party to the contract. If the counterparty defaults, the Fund will still have contractual remedies but may not be able to enforce them. Because the contract for each OTC derivative is individually negotiated, the counterparty may interpret contractual terms (e.g., the definition of default) differently than the Fund, and if it does, the Fund may decide not to pursue its claims against the counterparty to avoid the cost and unpredictability of legal proceedings. The Fund, therefore, runs the risk of being unable to obtain payments the Investment Adviser believes are owed to the Fund under OTC derivatives contracts, or of those payments being delayed or made only after the Fund has incurred the cost of litigation. See the section entitled “Risk Factors – Counterparty Risk”.

The Fund may invest in derivatives that: (i) do not require the counterparty to post collateral (e.g., forward currency contracts); (ii) require collateral but that do not provide for the Fund’s security interest in it to be perfected; (iii) require a significant upfront deposit by the Fund unrelated to the derivative’s fundamental fair (or intrinsic) value; or (iv) do not require that collateral be regularly marked-to-market. When a counterparty’s obligations are not fully secured by collateral, the Fund runs a greater risk of not being able to recover what it is owed if the counterparty defaults. Derivatives also present other risks described in this section, including market risk, illiquidity risk, currency risk, credit risk, and counterparty risk.

If a derivative transaction is particularly large or if the relevant market is illiquid (as is the case with many over-the-counter derivatives), it may not be possible to initiate a transaction or liquidate a position at an advantageous price. Less liquid derivative instruments also may fall more in price than other securities during market falls.

Many derivatives, in particular OTC derivatives, are complex and their valuation often requires modeling and judgment, which increases the risk of mispricing or improper valuation and exposes the Fund to the risk that the valuations generated by GMO's pricing models are different from amounts the Fund realises when it closes or sells a derivative. Valuation risk is more pronounced when the Fund enters into OTC derivatives with specialised terms because the value of those derivatives in some cases is determined only by reference to similar derivatives with more standardised terms. As a result, the Fund runs a risk that inaccurate valuations will result in increased cash payments to counterparties, under-collateralisation and/or errors in the calculation of the Fund's Net Asset Value.

A Fund's use of derivatives may not be effective or have the desired results. Moreover, suitable derivatives will not be available in all circumstances. For example, the cost of taking some derivative positions may be prohibitive, and if a counterparty or its affiliate is deemed to be an affiliate of the Fund, none of the Funds will be permitted to trade with that counterparty.

OTC swap contracts and other OTC derivatives are highly susceptible to illiquidity risk (see the section entitled "Risk Factors - Illiquidity Risk") and counterparty risk (see the section entitled "Risk Factors – Credit Risk"). These derivatives are also subject to documentation risk, which is the risk that ambiguities, inconsistencies or errors in the documentation relating to a derivative transaction will lead to a dispute with the counterparty or unintended investment results. In addition, see the section entitled "Risk Factors - Commodities Risk" for a discussion of risks specific to commodity-related derivatives. Because many derivatives have a leverage component (i.e. a notional value in excess of the assets needed to establish and/or maintain the derivative position), adverse changes in the value or level of the underlying asset, rate or index could result in a loss substantially greater than the amount invested in the derivative itself. See the section entitled "Risk Factors - Leveraging Risk".

The Fund's use of derivatives may be subject to special tax rules that could subject the Fund to tax liability that it would not incur if it invested directly in the underlying assets or generate additional taxable income for investors. In addition, the tax treatment of the Fund's use of derivatives will sometimes be unclear.

Further details of particular risks of derivative instruments are set out below.

*Market Risk:* This is the general risk applicable to all investments that the value of a particular investment will change in a way detrimental to the Fund's interests.

*Lack of Correlation Risk:* Derivatives also involve the risk that changes in their value may not correlate perfectly with the assets, rates or indices they are designed to track. For example, there can be no assurance that the short positions the Fund holds will act as an effective hedge against its long positions. Any lack of correlation between the short and long positions in securities, currencies or other assets held by the Fund could result in significant losses for the Fund.

*Synthetic Short Selling:* The Fund is not permitted to enter into physical short sales. A Fund may however take short positions through derivatives in respect of underlying assets in furtherance of the Fund's investment objective and in accordance with the UCITS Regulations. In general, short selling involves selling assets the seller does not own in anticipation of a decline in their market value and borrowing the same assets for delivery to the purchaser, with an obligation to replace the borrowed assets at a later date. Short selling allows the investor to profit from a decline in market price of an asset to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. A short sale creates the risk of an unlimited loss, in that the price of the underlying asset could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. There can be no assurance that the assets necessary to cover the short position will be available for purchase. Purchasing assets to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

In taking short positions through derivatives, the Fund will be exposed to the same market risks, and is seeking the same financial reward, as if it were entering into physical short sales. Taking short positions through derivatives involves trading on margin and accordingly can involve greater risk than investments based on long positions. Due to regulatory or legislative action taken by regulators around the world as a result of recent volatility in the global financial markets, taking short positions on certain assets has been restricted. The levels of restriction vary across different jurisdictions and are subject to change in the short to medium term. These restrictions have made it difficult and in some cases impossible for numerous market participants either to continue to implement their investment strategies or to control the risk of their open positions. Accordingly, the Investment Adviser may not be in a position to fully express its negative views in relation to certain assets, companies or sectors and the ability of the Investment Adviser to fulfil the investment objective of the Fund may be constrained.

*Derivatives Regulation:* The U.S. government has enacted legislation that provides for new regulation of the derivatives market, including clearing, margin, reporting, and registration requirements. The EU (and some other countries) has enacted similar legislation and is implementing on a phased basis similar requirements, which will affect the Fund when it enters into a derivatives transaction with a counterparty subject to those requirements. Because these requirements are new and evolving (and some of the rules are not yet final), their impact on the Fund remains unclear.

Transactions in some types of swaps (including interest rate swaps and credit default swaps on North American and European indices) are required to be centrally cleared. In a transaction involving those swaps (“cleared derivatives”), the Fund’s counterparty is a clearing house rather than a bank or broker. Since the Fund is not a Clearing Member and only Clearing Members can participate directly in the clearing house, the Fund will hold cleared derivatives through accounts at Clearing Members. In cleared derivative positions, the Fund will make payments (including margin payments) to and receive payments from a clearing house through the Fund’s accounts at Clearing Members. Clearing Members guarantee performance of their clients’ obligations to the clearing house.

In some ways, cleared derivative arrangements are less favourable to investment funds than those with respect to OTC derivatives (commonly referred to as “bilateral arrangements”), for example, by requiring that funds provide more margin for their cleared derivative positions. Also, as a general matter, in contrast to an OTC derivatives position, following a period of notice to a fund, a Clearing Member at any time can require termination of an existing cleared derivatives position. Clearing houses also have broad rights to increase the margin required for existing positions or to terminate those positions at any time. Any increase in margin requirements or termination of existing cleared derivative positions by the Clearing Member or the clearing house could interfere with the ability of the Fund to pursue its investment strategy, and an increase in margin held by a Clearing Member could expose the Fund to greater credit risk to its Clearing Member. Also, the Fund is subject to risk if it enters into a derivatives transaction that is required to be cleared (or that the Investment Adviser expects to be cleared), and no Clearing Member is willing or able to clear the transaction on the Fund’s behalf. In those cases, the position might have to be terminated, and the Fund could lose some or all of the benefit of the position, including loss of an increase in the value of the position and loss of hedging protection. In addition, the documentation governing the relationship between the Fund and Clearing Members generally is less favourable to the Fund than the documentation for typical OTC derivatives. For example, documentation relating to cleared derivatives generally includes a one-way indemnity by the Fund in favour of the Clearing Member for losses the Clearing Member incurs as the Fund’s Clearing Member. Also, such documentation typically does not provide the Fund any remedies if the Clearing Member defaults or becomes insolvent. While futures contracts entail similar risks, the risks are more likely to be more pronounced for cleared derivatives due to their more limited liquidity and market history.

Some types of cleared derivatives are required to be executed on a swap execution facility. A swap execution facility is a trading platform where multiple market participants can execute derivatives by accepting bids and offers made by multiple other participants in the platform. While this execution requirement is designed to increase transparency and liquidity in the cleared derivatives market, trading on a swap execution facility can create additional costs and risks for the Fund. For example, swap execution facilities typically charge fees, and if the Fund executes derivatives on a swap execution facility through a

broker intermediary, the intermediary may impose fees as well. Also, the Fund may be required to indemnify a swap execution facility, or a broker intermediary who executes cleared derivatives on a swap execution facility on the Fund's behalf, against any losses or costs that may be incurred as a result of the Fund's transactions on the swap execution facility.

The U.S. government and the EU have adopted mandatory minimum margin requirements for bilateral derivatives. Variation margin requirements became effective in March 2017 and new initial margin requirements will become effective in 2020 or 2021. Similar requirements were adopted by the EU which began to take effect in 2017. Such requirements could increase the amount of margin the Fund needs to post in connection with its derivatives transactions and, therefore, make derivatives transactions more expensive.

These and other rules and regulations could, among other things, further restrict the Fund's ability to engage in, or increase the cost to the Fund of, derivatives transactions, for example, by making some types of derivatives no longer available to the Fund or otherwise limiting liquidity. The implementation of the clearing requirement has increased the cost of derivatives transactions for the Fund, since the Fund has to pay fees to its Clearing Members and is typically required to post more margin for cleared derivatives than funds have historically posted for OTC derivatives. The cost of derivatives transactions could increase further as Clearing Members raise their fees to cover the cost of additional capital requirements and other regulatory changes applicable to the Clearing Members. While these rules and regulations and central clearing of some derivatives transactions are designed to reduce systemic risk (i.e. the risk that the interdependence of large derivatives dealers could cause them to suffer liquidity, solvency or other challenges simultaneously), there is no assurance that they will achieve that result.

*European Market Infrastructure Regulation:* The Fund may enter into OTC derivative contracts. EMIR establishes certain requirements for OTC derivatives contracts including mandatory clearing obligations for certain classes of OTC derivatives and a margin posting obligation for OTC derivative contracts not subject to clearing, bilateral risk-management requirements and reporting requirements.

The implications of EMIR for the Fund include, without limitation, the following:

- (a) clearing obligation: certain standardised OTC derivative transactions will be subject to mandatory clearing through a CCP. Clearing derivatives through a CCP may result in additional costs and may be on less favourable terms than would be the case if such derivative was not required to be centrally cleared;
- (b) risk mitigation techniques: for those of its OTC derivatives which are not subject to central clearing, the Fund is required to put in place risk mitigation requirements (which will include the collateralisation of these OTC derivatives). These risk mitigation requirements may increase the cost of the Fund pursuing its investment strategy (or hedging risks arising from its investment strategy); and
- (c) reporting obligations: the execution, modification and/or termination of each of the Fund's OTC derivative transactions must be reported to a trade depository or the European Securities and Markets Authority. This reporting obligation may increase the costs to the Fund of utilising OTC derivatives.

EMIR was amended as part of the European Commission's REFIT programme and the amending regulations Regulation 834/2019 ("EMIR REFIT") entered into force on 28 May 2019 and applied from 17 June 2019. EMIR REFIT introduced certain key obligations relating to clearing, reporting and risk-mitigation (margining). Although EMIR REFIT allows for certain clearing exemptions and provides for thresholds below which no reporting is required, there can be no assurance as to whether the investments described herein made by a Fund will be affected by EMIR REFIT or any change thereto or review thereof.

*Other Risks:* Other risks in using derivatives include the risk of mispricing or improper valuation of derivatives. Many derivatives, in particular OTC derivatives, are complex and often valued subjectively.

Improper valuations can result in increased cash payment requirements to counterparties or a loss of value to the Fund. Furthermore, derivatives do not perfectly track the value of the assets, rates or indices they are designed to track. The risk may be more pronounced when outstanding notional amounts in the market exceed the amounts of the referenced assets. Consequently, the Fund's use of derivatives may not always be an effective means of furthering the Fund's investment objective.

## **Options**

The Fund is permitted to write options. The market price of an option is affected by many factors, including changes in the market prices or dividend rates of underlying securities (or in the case of indices, the securities in such indices); the time remaining before expiration; changes in interest rates or exchange rates; and changes in the actual or perceived volatility of the relevant stock market and underlying securities. The market price of an option also may be adversely affected if the market for the option becomes less liquid. In addition, since an American-style option allows the holder to exercise its rights at any time before the option's expiration, the writer of an American-style option has no control over when it will be required to fulfill its obligations as a writer of the option. (The writer of a European-style option is not subject to this risk because the holder may exercise the option only on its expiration date). If the Fund writes a call option and does not hold the underlying security, the Fund's potential loss is unlimited.

National securities exchanges generally have established limits on the maximum number of options an investor or group of investors acting in concert may write. When applicable, these limits sometimes restrict the Fund's ability to purchase or write options on a particular security.

Unlike exchange-traded options, which are standardised with respect to the underlying securities, expiration date, contract size, and strike price, the terms of OTC options (i.e. options not traded on exchanges) generally are established through negotiation with the other party to the option contract. While the Fund has greater flexibility to tailor an OTC option, OTC options generally expose the Fund to greater credit risk than exchange-traded options, which are guaranteed by the clearing organisation of the exchanges where they are traded. Purchasing and writing put and call options are highly specialised activities and entail greater than ordinary market risks.

## **Leveraging Risk**

The use of traditional borrowing (including to meet redemption requests), reverse repurchase agreements and other derivatives and securities lending creates leverage (i.e. the Fund's investment exposures exceed its Net Asset Value). Leverage increases the Fund's losses when the value of its investments (including derivatives) declines. Because many derivatives have a leverage component (i.e. a notional value in excess of the assets needed to establish or maintain the derivative position), adverse changes in the value or level of the underlying asset, rate, or index may result in a loss substantially greater than the amount invested in the derivative itself. In the case of swaps, the risk of loss generally is related to a notional principal amount, even if the parties have not made any initial investment. Notional amounts of swap transactions are not subject to any limitations, and swap contracts may expose the Fund to unlimited risk of loss. Certain derivatives have the potential for unlimited loss, regardless of the size of the initial investment. Similarly, the Fund's portfolio will be leveraged and can incur losses if the value of the Fund's assets declines between the time a redemption request is received or deemed to be received by the Fund (which in some cases may be the business day prior to actual receipt of the transaction activity by the Fund) and the time at which the Fund liquidates assets to meet redemption requests. Such a decline in the value of the Fund's assets is more likely in the case where the time period between the NAV determination and corresponding liquidation of assets could be longer due to time zone differences and market schedules. In the case of redemptions representing a significant portion of the Fund's portfolio, the leverage effects described above can be significant and could expose the Fund and non-redeeming shareholders to material losses.

A Fund may manage some of its derivative positions by offsetting derivative positions against one another or against other assets. To the extent offsetting positions do not behave in relation to one another as expected, the Fund may perform as if it were leveraged.

Some Funds are permitted to purchase securities on margin or to take synthetic short positions in securities, either of which creates leverage. To the extent the market prices of securities pledged to counterparties to secure the Fund's margin account or short positions decline, the Fund may be required to deposit additional funds with the counterparty to avoid having the pledged securities liquidated to compensate for the decline.

### **Event-Driven Risk**

While implementing an event-driven strategy, a Fund may purchase securities at prices below the value of the consideration that the Investment Adviser expects the Fund to receive upon consummation of a proposed merger, acquisition, exchange offer, tender offer or other similar transaction ("event-driven transactions"). The purchase price paid by the Fund may substantially exceed the consideration received upon the closing of the transaction, resulting in losses to the Fund.

If a Fund utilizes an event-driven strategy and the transaction (such as a merger) later appears likely to be delayed or unlikely to be consummated or, in fact, is not consummated or is delayed, the market price of the securities purchased by the Fund may decline sharply, resulting in losses to the Fund. The risk/reward payout of event-driven strategies (such as merger arbitrage strategies) typically is asymmetric, with the losses in failed transactions often far exceeding the gains in successful transactions. A proposed transaction can fail to be consummated for many reasons, including regulatory and antitrust restrictions, industry weakness, company specific events, failed financings and general market declines.

Event-driven strategies are subject to the risk of overall market movements, and a Fund may experience losses even if a transaction is consummated. A Fund's investments in derivatives to hedge or otherwise adjust long or short investment exposure in connection with an event-driven strategy may not perform as the Investment Adviser expected or may otherwise reduce the Fund's gains or increase its losses. Also, a Fund may be unable to hedge against market fluctuations or other risks.

A Fund's participation in event-driven transactions could result in tax inefficiencies.

### **Focused Investment Risk**

Overall risk can be reduced by geographic or industry diversification, and increased by focusing investments in a limited number of asset classes, sectors, industries, issuers, currencies, countries, or regions (or sectors within a country or region) that are subject to the same or similar risk factors and Funds with investments whose prices are closely correlated are subject to greater overall risk than Funds with investments that are more diversified or whose prices are not as closely correlated.

A Fund that invests in the securities of a small number of issuers has greater exposure to adverse developments affecting those issuers and to a decline in the market price of those issuers' securities than a Fund investing in the securities of a larger number of issuers.

The political and economic prospects of one country or group of countries within the same geographic region may affect other countries in that region or that country's trading partners, and a recession, debt crisis, or decline in the value of the currency of one country can spread to other countries or to that country's trading partners. Furthermore, companies tied economically to (or related to) a particular geographic region, country or type of market (e.g., Emerging Market Countries) are vulnerable to events affecting other companies in that region, country or type of market because they often share common characteristics, are exposed to similar business risks and regulatory burdens and often react similarly to specific economic, market, political or other developments.

To the extent a Fund invests in the securities of relatively few issuers, it is particularly exposed to adverse developments affecting those issuers, and a decline in the market price of a particular security held by the Fund is likely to affect the Fund's performance more than if the Fund invested in the securities of a larger number of issuers.

There are no limitations on the amount a Fund may invest in the securities of any one sector or geography. Accordingly, the Fund's securities may be more susceptible to any single economic, market, political or regulatory occurrence than the securities of a diversified investment fund.

Because GMO Resources UCITS Fund concentrates its investments in the natural resources sector, it is particularly exposed to adverse developments, including adverse price movements, affecting issuers in the natural resources sector and is subject to greater risks than a fund that invests in a wider range of industries. In addition, the market prices of securities of companies in the natural resources sector are often more volatile (particularly in the short term) than those of securities of companies in other industries. Some of the commodities used as raw materials or produced by these companies are subject to broad price fluctuations as a result of industry-wide supply and demand factors. Companies in the natural resources sector often have limited pricing power over the supplies they purchase and the products they sell, which can affect their profitability, and are often capital-intensive and use significant amounts of leverage. Projects in the natural resources sector may take extended periods of time to complete, and companies cannot ensure that the market will be favourable at the time the project begins production. Companies in the natural resources sector also may be subject to special risks associated with natural or man-made disasters. In addition, companies in the natural resources sector can be especially affected by political and economic developments, government regulations including changes in tax law or interpretations of law, energy conservation, and the success of exploration projects. Specifically, companies in the natural resources sector can be significantly affected by import controls, worldwide competition and cartels, and changes in consumer sentiment and spending and can be subject to liability for, among other things, environmental damage, depletion of resources, and mandated expenditures for safety and pollution control. The Fund's concentration in the securities of natural resource companies exposes it to the price movements of natural resources to a greater extent than if it were more broadly diversified. Because the Fund invests primarily in the natural resources sector, it runs the risk of performing poorly during an economic downturn or a decline in demand for natural resources.

Because GMO Climate Change Investment Fund and GMO Climate Change Select Investment Fund focus their respective investments in securities of companies involved in climate change-related industries, they will be more susceptible to events or factors affecting these companies, and the market prices of its portfolio securities may be more volatile than those of mutual funds that are more diversified. Each Fund is particularly exposed to such factors as changes in global and regional climates, environmental protection regulatory actions, changes in government standards and subsidy levels, changes in taxation and other domestic and international political, regulatory and economic developments (such as potential cut-backs on funding for the U.S. Environmental Protection Agency and other policies and actions by the Trump administration). Companies involved in alternative fuels also may be adversely affected by the increased use of, or decreases in prices for, oil or other fossil fuels. In addition, scientific developments, such as breakthroughs in the remediation of global warming or changes in governmental policies relating to the effects of pollution may affect investments in pollution control, which could in turn affect these companies. Such companies also may be significantly affected by the level or pace of technological change in industries focusing on energy, pollution control and mitigation of global warming. Because society's focus on climate change issues is relatively new, the emphasis and direction of governmental policies is subject to significant change, and rapid technological change could render even new approaches and products obsolete. Some companies involved in climate change-related industries are in the early stages of operation and have limited operating histories and smaller market capitalisations on average than companies in other sectors. As a result of these and other factors, the market prices of securities of companies involved in climate change-related industries tend to be considerably more volatile than those of companies in more established sectors and industries.

Because GMO Usonian Japan Value Fund concentrates its investments in equity securities of Japanese companies, it is particularly exposed to adverse developments, including adverse price movements, affecting issuers in Japan and is subject to greater risks than a fund that invests in a wider range of geographic regions. Because the Fund invests primarily in equity securities of Japanese companies, it runs the risk of performing poorly during an economic downturn in Japan or market volatility in Japanese markets.

## **Risks Related to the Jurisdiction of Investments**

**General.** Investment in issuers or securities principally traded in some countries, in particular in Emerging Market Countries, may involve special risks due to economic, political, and legal developments, including favourable or unfavourable changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation, nationalisation or confiscatory taxation of assets, government-imposed quota controls and dealing restrictions, other government involvement in the economy or in the affairs of specific companies or industries (including wholly or partially state-owned enterprises) and possible difficulty in obtaining and enforcing judgments against entities located in those jurisdictions. The Fund may be subject to local taxes, including potentially on a retroactive basis, on (i) capital gains it realises or dividends, interest or other amounts it realises or accrues in respect of its investments; (ii) transactions in those investments; and (iii) repatriation of proceeds generated from the sale or other disposition of those investments. For instance, France implemented a tax on certain financial transactions and the European Commission has proposed imposing a financial transaction tax on certain transactions involving financial instruments when at least one party to the transaction is a financial institution that was deemed to be established in an EU Member State. Certain foreign jurisdictions also impose a withholding tax on certain payments made to non-residents of a jurisdiction which payments are attributable to local debt or other similar instruments. Any taxes or other charges paid or incurred by a Fund in respect of its investments will reduce its return thereon. The Investment Adviser may seek to collect refunds on behalf of the ICAV in respect of taxes paid by the Fund to certain countries. The process of seeking a refund could take several years, subject the Fund to various administrative and judicial proceedings, and cause the Fund to incur expenses in relation to the collection of such refunds, which will reduce the benefit of any recovery. A Fund's efforts to collect a refund of taxes may not be successful, in which case the Fund will have incurred additional expenses for no benefit. In addition, a Fund's pursuit of a tax refund may subject it to administrative and judicial proceedings in the country where it is seeking the refund. The Investment Adviser's decision to seek a refund on behalf of a Fund is in its sole discretion, and it may decide not to seek a refund, even if it is entitled to one. The process of seeking a refund may take years, and the outcome of the Investment Adviser's efforts to obtain a refund is inherently uncertain. Accordingly, a refund is not typically reflected in the Fund's Net Asset Value until the Investment Adviser believes that the refund is collectible and free from significant contingencies. In some cases, the amount of such refunds could be material to a Fund's Net Asset Value. If you redeem your shares of a Fund before a potential refund is reflected in the Fund's Net Asset Value, you will not realise the benefit of that refund.

In addition, the tax laws of some jurisdictions in which the Fund may invest are unclear and interpretations of such laws can change over time, including on a retroactive basis. Similarly, provisions in or official interpretations of the tax treaties with such jurisdictions may change over time, which changes could impact the Fund's and/or Shareholders' eligibility for treaty benefits, if any. As a result, in order to comply with guidance related to applicable accounting standards, the Fund may be required to accrue certain taxes in respect of its securities or other investments in those markets which it may or may not ultimately pay. The amounts of such accruals will be determined by the Investment Adviser in its absolute discretion. Such tax accruals will reduce the Fund's Net Asset Value at the time accrued, even though, in some cases, the Fund ultimately will not pay the related tax liabilities. Conversely, the Fund's Net Asset Value will be increased by any tax accruals that are ultimately reversed.

Issuers of securities in some countries, particularly Emerging Market Countries, are subject to different, often less comprehensive, accounting, custody, reporting, and disclosure requirements. The securities of some foreign governments, companies, and securities markets are less liquid, and at times more volatile, than comparable securities and securities markets in the U.S. or the EU. It is possible that brokerage commissions and related fees could be higher than in the U.S. or the EU. Funds that invest in securities in such jurisdictions also may be affected by different custody and/or settlement practices or delayed settlements. The laws of some foreign countries may limit the Fund's ability to invest in securities of certain issuers located in those countries. Foreign countries may have reporting requirements with respect to the ownership of securities, and those reporting requirements may be subject to interpretation or change without prior notice to investors. While the Fund will make reasonable efforts to stay informed of foreign reporting requirements relating to the Fund's portfolio securities in other jurisdictions (e.g., through the Fund's brokerage contacts, the Fund's custodial network, and, to the extent deemed appropriate by the Fund under the circumstances, local counsel in the relevant foreign country), no assurance can be given

that the Fund will satisfy applicable foreign reporting requirements at all times.

***Emerging Market Countries.*** The Fund may invest in Emerging Market Countries. The risks described above apply to an even greater extent to investments in Emerging Market Countries. The risks involved in investments in Emerging Market Countries are likely to exceed the risks of investment in more mature markets. Investment in issuers or securities in Emerging Market Countries may involve special risks due to economic, political and legal developments, including favourable or unfavourable changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation, nationalisation or confiscatory taxation of assets, imposition of withholding or other taxes, adverse changes in investment capital or exchange control regulations (which include suspension of the ability to transfer currency from a country), quota controls and dealing restrictions, political changes, diplomatic developments, including the imposition of economic sanctions, and possible difficulty in obtaining and enforcing judgments against entities in the market in question. In the event of a nationalisation, expropriation or other confiscation, the Fund could lose its entire investment in a security.

Emerging Market Countries securities markets often include securities of only a limited number of companies in a limited number of industries. As a result, the market prices of the securities traded on those markets often fluctuate more than those of securities traded on U.S. securities markets. In addition, issuers of Emerging Market Countries securities often are not subject to the same degree of regulation as U.S. issuers. The reporting, recordkeeping, accounting, custody and auditing standards to which those issuers are subject are often not as rigorous as U.S. standards. Investors in such Emerging Market Countries often have limited rights and few practical remedies to pursue shareholder claims, including class actions or fraud claims, and the ability of authorities to bring and enforce actions against issuers or persons in such Emerging Market Countries is limited.

Laws, orders, rules, regulations and other legislation currently regulating investment may be altered, in whole or in part, and a court or other authority of an Emerging Market Country may interpret any relevant or existing legislation in such a way that the investment contemplated is rendered illegal, null or void, retroactively or otherwise or in such a way that the investment of the Fund is adversely affected.

Legislation regarding companies in Emerging Market Countries, specifically those laws in respect of the fiduciary responsibility of administrators and disclosure may be in a state of evolution and may be of a considerably less stringent nature than corresponding laws in more developed countries.

The laws of some countries may limit the Fund's ability to invest in securities of certain issuers located in those countries. Investors from other countries are required to maintain a licence to invest directly in the markets of a particular country and there are risks associated with any licence that the Fund seeks to maintain. These licences are often subject to limitations, including maximum investment amounts. Once a licence is obtained, the Fund's ability to continue to invest directly is subject to the risk that the licence will be terminated or suspended. If a licence is terminated or suspended, the Fund will be required to obtain exposure to the market through the purchase of shares of other funds that are licensed to invest directly, or derivative instruments. The receipt of a foreign licence by one of the Investment Adviser's clients may preclude other clients, including the Fund, from obtaining a similar licence, and thus limits the Fund's investment opportunities. In addition, the activities of another of the Investment Adviser's clients could cause the suspension or revocation of a licence and thereby limit the Fund's investment opportunities.

Certain countries may have reporting requirements with respect to the ownership of securities, and those reporting requirements may be subject to interpretation or change without prior notice to investors.

In addition, the tax laws of some jurisdictions in which the Fund may invest are unclear and interpretations of such laws can change over time, including on a retroactive basis. Similarly, provisions in or official interpretations of the tax treaties with such jurisdictions may change over time, which changes could impact the Fund's and/or Shareholders' eligibility for treaty benefits, if any. As a result, in order to comply with guidance related to applicable accounting standards, the Fund may be required to accrue certain taxes in respect of its securities or other investments in those markets which it may or may not ultimately pay. The amounts of such accruals will be determined by the Investment Adviser in its absolute discretion. Such tax accruals will reduce the Fund's Net Asset Value at the time accrued, even though, in some cases, the Fund

ultimately will not pay the related tax liabilities. Conversely, the Fund's Net Asset Value will be increased by any tax accruals that are ultimately reversed.

Because securities in certain markets often are purchased with and payable in currencies of that jurisdiction, the market value of these assets as measured in the Base Currency may be affected by the changes in currency rates and exchange control regulations. Some currency exchange costs may be incurred when the Fund changes investments from one currency to another. Currency exchange rates may fluctuate significantly over short periods of time. See the section entitled "Risk Factors – Currency Risks".

Brokerage commissions, transfer taxes, custodial costs and other fees can differ from jurisdiction to jurisdiction. In some markets, custody arrangements for securities provide significantly fewer protections than custody arrangements for securities in other markets, and prevailing custody and trade settlement practices (e.g., the requirement to pay for securities prior to receipt) may expose the Fund to credit and other risks with respect to participating brokers, custodians, clearing banks or other clearing agents, escrow agents and issuers. As the Fund may invest in markets where custodial and/or settlement systems are not fully developed, the assets of the Fund which are traded in such markets and which have been entrusted to sub-custodians may be exposed to increased risk. The Depositary has a sub-custodian network in certain Emerging Market Countries. The Investment Adviser has agreed that it will not invest in securities issued or corporations located in Emerging Market Countries until the Depositary is satisfied that it has sub-custodian arrangements in place in respect of such countries. There is no guarantee that any arrangements made, or agreement entered into, between the Depositary and any sub-custodian will be upheld by a court of any Emerging Market Country or that any judgment obtained by the Depositary or the Fund against any such sub-custodian in a court of any competent jurisdiction will be enforced by a court of any Emerging Market Country. In this regard, investors should be aware that the UCITS Regulations provide for certain circumstances in which the Depositary's liability under the UCITS Regulations for the loss of Fund assets may not be triggered provided that the conditions set out in the UCITS Regulations are met.

The Fund may invest in both "mature" Emerging Market Countries and "newly" Emerging Market Countries. The securities, derivatives and currency markets of Emerging Market Countries are generally smaller, less developed, less liquid and more volatile than the securities, derivatives and currency markets of developed markets and disclosure and regulatory standards in many respects are less stringent. In addition, the securities markets of Emerging Market Countries typically are subject to a lower level of monitoring and regulation. Government enforcement of existing securities regulations is limited, and any enforcement may be arbitrary and the results may be difficult to predict. In addition, reporting requirements of Emerging Market Countries with respect to the ownership of securities are more likely to be subject to interpretation or changes without prior notice to investors than more developed countries.

Many Emerging Market Countries have experienced substantial, and in some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates have had and may continue to have negative effects on the economies and securities markets of certain Emerging Market Countries.

Economies of Emerging Market Countries generally are heavily dependent on international trade and, accordingly, have been and may continue to be affected adversely by trade barriers, exchange controls, managed adjustments in relative currency values, government-imposed quotas and other protectionist measures imposed or negotiated by the countries with which they trade, as well as economic conditions in the countries with which they trade. The economies of Emerging Market Countries may be predominantly based on only a few industries or dependent on revenues from particular commodities.

In many cases, governments of Emerging Market Countries continue to exercise significant control over their economies, and government actions relative to the economy, as well as economic developments generally, may affect the capacity of creditors in those Emerging Market Countries to make payments on their debt obligations, regardless of their financial condition. Custodial services are often more expensive and other investment-related costs higher in Emerging Market Countries than in developed countries, which could reduce the Fund's income from investments in securities or debt instruments of Emerging Market Country issuers.

Emerging Market Countries are more likely than developed market countries to experience greater fluctuations in currency exchange rates and increased risk of currency devaluation and hyperinflation; increased risk of default (by both government and private issuers); greater social, economic, and political uncertainty and instability (including the risk of war); increased risk of nationalisation, expropriation, or other confiscation of issuer assets; greater governmental involvement in the economy or in the affairs of specific companies or industries (including wholly or partially state-owned enterprises); less governmental supervision and regulation of securities markets and participants in those markets; increased risk of market manipulation or fraudulent trade practices; controls on investment (including restrictions on foreign investment), capital controls and limitations on repatriation of invested capital, dividends, interest and other income and on a Fund's ability to exchange local currencies for U.S. Dollars; inability to purchase and sell investments or otherwise settle security or derivative transactions (i.e. a market freeze); lower trading volumes; unavailability of currency hedging techniques; less rigorous accounting, auditing, corporate governance, financial reporting, recordkeeping, and regulatory standards and practices; unavailability of reliable information about issuers; slower clearance and settlement; limitations on, or difficulties enforcing, legal judgments, contractual rights, or other remedies, including those available to a Fund in respect of its portfolio holdings; and significantly smaller market capitalisations of issuers. No assurance can be given that adverse political changes will not cause the Fund to suffer a loss of any or all of its investments (or, in the case of fixed-income securities, interest) in Emerging Market Countries.

***Special Risks of Investing in Asian Securities.*** In addition to the risks of investments in jurisdictions generally and Emerging Countries investments described above, investments in Asia are subject to other risks. The economies of Asian countries are at varying levels of development. Markets of countries whose economies are in the early stages of development typically exhibit a high concentration of market capitalisation and have less trading volume, lower liquidity, and more volatility than more developed markets. Some Asian countries depend heavily on foreign trade and can be adversely affected by trade barriers, exchange controls, and other measures imposed or negotiated by the countries with which they trade. The economies of some Asian countries are not diversified and are based on only a few commodities or industries. Financial imbalances among various economic sectors, fueled by rising asset prices, strong credit growth, and relatively easy financing conditions in certain economies in Asia also may negatively impact those economies.

Investments in Asia also are susceptible to social, political, legal, and operational risks. Some countries have authoritarian or relatively unstable governments. Certain Asian countries have experienced violence, terrorism, armed conflict, epidemics, or pandemics, geopolitical conflicts (such as trade disputes) and social instability, which have negatively impacted their economies. Some governments in the region provide less supervision and regulation of their financial markets and in some countries less financial information is available than is typical of more developed markets. Some governments in the region exercise considerable influence on their respective economies and, as a result, companies in the region may be subject to government interference and nationalisation. Some Asian countries restrict direct foreign investment in securities markets, and investments in securities traded on those markets may be made, if at all, only indirectly (e.g., through Depositary Receipts, as defined below under "Depositary Receipts," derivatives, etc.). For example, Taiwan permits foreign investment only through authorised qualified foreign institutional investors ("FINI").

Some Asian countries require foreign investors to be registered with local authorities prior to investing in the securities markets and impose limitations on the amount of investments that may be made by foreign investors and the repatriation of the proceeds from investments.

Asian countries periodically experience increases in market volatility and declines in foreign currency exchange rates. Currency fluctuations affect the value of securities because the prices of these securities are generally denominated or quoted in currencies other than the U.S. Dollar. Fluctuations in currency exchange rates can also affect a country's or company's ability to service its debt. The governments of certain Asian countries also maintain their currencies at artificial levels in relation to the U.S. Dollar rather than at levels determined by the market, which may have an adverse impact on foreign investors.

Investment in particular Asian countries is subject to unique risks, yet the political and economic prospects

of one country or group of countries can affect other countries in the region. For example, the economies of some Asian countries are directly affected by Japanese capital investment in the region and by Japanese consumer demands. In addition, a recession, debt crisis, or decline in currency valuation in one Asian country may spread to other Asian countries. The economies of Asian countries are also vulnerable to effects of natural disasters occurring within the region, including droughts, floods, tsunamis, and earthquakes. Disaster recovery in Asia can be poorly coordinated, and the economic impact of natural disasters is significant at both the country and company levels.

A Fund may, directly or indirectly (through, for example, participation notes or other types of equity-linked notes), purchase shares in mainland China-based companies that trade on Chinese stock exchanges such as the Shanghai Stock Exchange and the Shenzhen Stock Exchange (“China A-Shares”) or debt securities traded on the China Interbank Bond Market (“CIBM Bonds” and with “China A-Shares, “China Connect Securities”), through a variety of mutual market access programs (collectively, “China Connect”) that enable foreign investment in PRC exchange-traded securities via investments made in Hong Kong or other locations that may in the future have China Connect programs with the PRC. Examples of China Connect programs include the Shanghai and Shenzhen-Hong Kong Stock Connect (collectively, “Stock Connect”) and the China Bond Connect (the “Bond Connect”). Trades do not cross between the Shanghai and Shenzhen stock exchanges and a separate broker is assigned for each exchange. If a Fund rebalances across both exchanges, the Fund must trade out of stocks listed on one exchange with a broker and trade into stocks on the other exchange with a separate broker. As a result, the Fund may incur additional fees.

There are significant risks inherent in investing in China Connect Securities through China Connect. The China Connect programs are relatively new. There can be no assurance that China Connect programs will not be discontinued without advance notice or that future developments will not restrict or adversely affect a Fund’s investments or returns through China Connect. The less developed state of PRC’s investment and banking systems with respect to foreign investment subjects the settlement, clearing, and registration of China Connect Securities transactions to heightened risks. China Connect program restrictions could also limit the ability of a Fund to sell its China Connect Securities in a timely manner, or to sell them at all. For instance, China Connect programs involving Hong Kong can only operate when both PRC and Hong Kong markets are open for trading and when banking services are available in both markets on the corresponding settlement days. As such, if Hong Kong markets are closed but China Connect Securities are trading in the PRC, or where China Connect programs are closed for extended periods of time because of subsequent Hong Kong and PRC holidays (or for other reasons), a Fund may not be able to dispose of its China Connect Securities when it wants to in a timely manner, which could adversely affect the Fund’s performance. Additionally, certain China Connect programs are subject to daily quota limitations on purchases of certain China Connect Securities (such as China A-Shares). Once the daily quota is reached, orders to purchase additional China A-Shares through Stock Connect will be rejected. Investment quotas are subject to change, and although the current quotas do not place limits on sales of China A-Shares or other China Connect Securities through China Connect programs, there can be no guarantee that capital controls would not be implemented that could adversely affect a Fund’s ability to remove money out of China and use it for other purposes, including to meet redemptions.

China Connect Securities purchased through a China Connect program are held through a nominee structure by a Hong Kong-based depository as nominee (the “Nominee”) on behalf of investors. Thus, a Fund’s investments will be registered on the books of the PRC clearinghouse in the name of a Hong Kong clearinghouse, and on the books of a Hong Kong clearinghouse in the name of the Fund’s Hong Kong sub-custodian, and may not be clearly designated as belonging to the Fund. The precise nature and rights of a Fund as the beneficial owner of China Connect Securities through the Nominee is not well defined under PRC law and it is not yet clear how such rights will be recognised or enforced under PRC law. If PRC law does not fully recognise a Fund as the beneficial owner of its China Connect Securities, this may limit GMO’s ability to effectively manage a Fund. The use of the nominee system also exposes a Fund to the credit risk of the depository intermediaries, and to greater risk of expropriation. Different fees, costs, and taxes are imposed on foreign investors acquiring China Connect Securities acquired through China Connect programs, and these fees, costs, and taxes may be higher than comparable fees, costs, and taxes imposed on owners of other securities providing similar investment exposure. Furthermore, the securities regimes and legal systems of the PRC and Hong Kong differ significantly from each other and issues may arise

based on these differences. Loss of Hong Kong independence or legal distinctiveness, for example, related to the Hong Kong protests that started in 2019, could undermine significant benefits of the China Connect programs. Political, regulatory and diplomatic events, such as the U.S.-China “trade war” that intensified in 2018, could have an adverse effect on the Chinese or Hong Kong economies and on investments made through China Connect programs, and thus could adversely impact the Funds investing through China Connect programs.

CIBM Bonds may also be purchased through the CIBM Direct Access Program, which is also relatively new. The CIBM Direct Access Program, established by the People’s Bank of China, allows eligible foreign institutional investors to conduct trading in the CIBM, subject to other rules and regulations as promulgated by Chinese authorities. Eligible foreign institutional investors who wish to invest directly in the CIBM through the CIBM Direct Access Program may do so through a settlement agent located in China, who would be responsible for making the relevant filings and account opening with the relevant authorities. A Fund is therefore subject to the risk of default or errors on the part of such agent. Many of the same risks that apply to investments in the PRC through China Connect programs also apply to investments through the CIBM Direct Access Program.

Significant portions of the Chinese securities markets may become rapidly illiquid, as Chinese issuers have the ability to suspend the trading of their equity securities, and have shown a willingness to exercise that option in response to market volatility, epidemics, pandemics, adverse economic, market or political events, and other events.

Unexpected political, regulatory and diplomatic events within the United States and abroad, such as the U.S.-China “trade war” that intensified in 2018 and 2019, may affect investor and consumer confidence and may adversely impact financial markets and the broader economy, perhaps suddenly and to a significant degree. The current political climate and the further escalation of a trade war between China and the United States may have an adverse effect on both the U.S. and Chinese economies, as each country has recently imposed tariffs on the other country’s products. In January 2020, the U.S. and China signed a “Phase 1” trade agreement that reduced some U.S. tariffs on Chinese goods while boosting Chinese purchases of American goods. However, this agreement left in place a number of existing tariffs, and it is unclear whether further trade agreements may be reached in the future. Events such as these and their impact on the Funds are difficult to predict and it is unclear whether further tariffs may be imposed or other escalating actions may be taken in the future.

***Special Risks of Investing in Russian Securities.*** The Fund may invest directly in the securities of Russian issuers or may have indirect exposure to Russian securities through its investment in one or more of Underlying Funds with direct investments in Russia. Investment in those securities presents many of the same risks as investing in the securities of Emerging Market Country issuers, as described in the preceding sections.

The social, political, legal, and operational risks of investing in Russian issuers, and of having assets held in custody within Russia, however, may be particularly pronounced relative to investments in more developed countries.

Russia’s system of share registration and custody creates certain risks of loss (including the risk of total loss) that are not normally associated with investments in other securities markets. The fairly recent formation of the Russian securities markets and the underdeveloped state of Russia’s banking system subjects settlement, clearing, and registration of securities transactions to significant risks. Prior to 2013, there was no central registration system for equity share registration in Russia and registration was carried out by either the issuers themselves or by registrars located throughout Russia. Such registrars were not necessarily subject to effective state supervision, nor were they licensed with any governmental entity, thereby increasing the risk that the Fund could lose ownership of its securities through fraud, negligence, or even mere oversight. With the implementation of the NSD in Russia as a recognised central securities depository, title to Russian equities is now based on the records of the NSD and not the registrars. Although the implementation of the NSD is generally expected to decrease the risk of loss in connection with recording and transferring title to securities, issues resulting in loss still may occur. In addition, issuers

and registrars are still prominent in the validation and approval of documentation requirements for corporate action processing in Russia. Because the documentation requirements and approval criteria vary between registrars and/or issuers, there remain unclear and inconsistent market standards in the Russian market with respect to the completion and submission of corporate action elections. To the extent that the Fund suffers a loss relating to title or corporate actions relating to its portfolio securities, it may be difficult for the Fund to enforce its rights or otherwise remedy the loss.

In addition, as a result of political and military actions undertaken by Russia, the U.S. and the EU have instituted sanctions against certain Russian officials and institutions. These sanctions and any additional sanctions or other intergovernmental actions that may be undertaken against Russia in the future may result in the devaluation of Russian currency, a downgrade in the country's credit rating, and a decline in the value and liquidity of Russian securities. Such actions could result in a freeze of Russian securities, impairing the ability of the Fund to buy, sell, receive, or deliver those securities. Retaliatory action by the Russian government could involve the seizure of U.S. and/or European residents' assets, and any such actions are likely to impair the value and liquidity of such assets. Any or all of these potential results could have an adverse/recessionary effect on Russia's economy. All of these factors could have a negative effect on the performance if the Fund has significant direct or indirect exposure to Russia.

### **Counterparty Risk**

Funds that enter into contracts with counterparties, such as repurchase or reverse repurchase agreements or OTC derivatives contracts, or that lend their portfolio securities or allow an OTC derivative counterparty to retain possession of collateral, run the risk that the counterparty will be unable or unwilling to make timely settlement payments or otherwise honour its obligations. Lack of a common clearing facility creates counterparty risk. If a counterparty fails to meet its contractual obligations, goes bankrupt, or otherwise experiences a business interruption, a Fund could miss investment opportunities or otherwise be forced to hold investments it would prefer to sell, resulting in losses for the Fund. If the counterparty defaults, a Fund will have contractual remedies, but there can be no assurance that the counterparty will be able to meet its contractual obligations or that the Fund will be able to enforce its rights. For example, because the contract for each OTC derivatives transaction is individually negotiated with a specific counterparty, a Fund is subject to the risk that a counterparty may interpret contractual terms (e.g., the definition of default) differently than the Fund. The cost and unpredictability of the legal proceedings required for the Fund to enforce its contractual rights may lead it to decide not to pursue its claims against the counterparty. Counterparty risk is greater for derivatives with longer maturities where events may intervene to prevent settlement. Counterparty risk is also greater when a Fund has concentrated its derivatives with a single or small group of counterparties as it sometimes does as a result of its use of swaps and other OTC derivatives. To the extent a Fund has significant exposure to a single counterparty, this risk will be particularly pronounced for the Fund. The Fund, therefore, assumes the risk that it may be unable to obtain payments the Investment Adviser believes are owed under an OTC derivatives contract or that those payments may be delayed or made only after the Fund has incurred the costs of litigation. In addition, a Fund may suffer losses if a counterparty fails to comply with applicable laws, regulations, or other requirements. Counterparty risk is pronounced during unusually adverse market conditions and is particularly acute in environments in which financial services firms are exposed (as they were in 2008) to systemic risks of the type evidenced by the insolvency of Lehman Brothers and subsequent market disruptions. Fixed income investments are also subject to illiquidity risk. See the section entitled "Risk Factors – Illiquidity Risk".

The credit rating of a counterparty may be adversely affected by greater-than-average volatility in the markets, even if the counterparty's net market exposure is small relative to its capital.

Participants in OTC derivatives markets typically are not subject to the same level of credit evaluation and regulatory oversight as are members of exchange-based markets; therefore, OTC derivatives generally expose a Fund to greater counterparty risk than exchange-traded derivatives. A Fund is subject to the risk that a counterparty will not settle a transaction in accordance with its terms because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem. A Fund also may be exposed to similar risks with respect to brokers in jurisdictions where there are delayed settlement periods.

When a counterparty's obligations are not fully secured by collateral, then the Fund is essentially an unsecured creditor of the counterparty. If a counterparty defaults, the Fund will have contractual remedies (whether or not the obligation is collateralised), but there is no assurance that a counterparty will be able to meet its obligations pursuant to such contracts or that, in the event of default, the Fund will succeed in enforcing contractual remedies. Counterparty risk still exists even if a counterparty's obligations are secured by collateral because the Fund's interest in collateral may not be perfected or additional collateral may not be promptly posted as required. The Investment Adviser's view with respect to a particular counterparty is subject to change. The fact, however, that GMO's view changes adversely (whether due to external events or otherwise) does not mean that a Fund's existing transactions with that counterparty will be terminated or modified. In addition, a Fund may enter into new transactions with a counterparty that the Investment Adviser no longer considers a desirable counterparty (for example, re-establishing the transaction with a lower notional amount or entering into a countervailing trade with the same counterparty).

Counterparty risk also may be more pronounced if a counterparty's obligations exceed the amount of collateral held by the Fund (if any), the Fund is unable to exercise its interest in collateral upon default by the counterparty, or the termination value of the instrument varies significantly from marked-to-market value of the instrument. To the extent a Fund allows any over-the-counter derivative counterparty to retain possession of any collateral, the Fund may be treated as an unsecured creditor of such counterparty in the event of the counterparty's insolvency.

To the extent that the Fund uses swap contracts, it is subject to the creditworthiness of the counterparties because some types of swap contracts have terms longer than six months (and, in some cases, decades). The creditworthiness of a counterparty may be adversely affected by greater than average volatility in the markets, even if the counterparty's net market exposure is small relative to its capital.

The Fund also is subject to counterparty risk because they execute their securities transactions through brokers and dealers. If a broker or dealer fails to meet its contractual obligations, goes bankrupt, or otherwise experiences a business interruption, the Fund could miss investment opportunities or be unable to dispose of investments it would prefer to sell, resulting in losses for the Fund.

Counterparty risk with respect to derivatives has been and will continue to be affected by new rules and regulations relating to the derivatives market. Some derivatives transactions are required to be centrally cleared, and a party to a cleared derivatives transaction is subject to the credit risk of the clearing house and the clearing member through which it holds its cleared position. Credit risk of market participants with respect to derivatives that are centrally cleared is concentrated in a few clearing houses, and it is not clear how an insolvency proceeding of a clearing house would be conducted and what impact an insolvency of a clearing house would have on the financial system. A clearing member is obligated by contract and regulation to segregate all funds received from customers with respect to cleared derivative positions from the clearing member's proprietary assets. However, all funds and other property received by a clearing member from its customers with respect to cleared derivatives are generally held by the clearing member on a commingled basis in an omnibus account (which can be invested in instruments permitted under the UCITS Regulations). Therefore, a Fund might not be fully protected in the event of the bankruptcy of a Fund's clearing member because the Fund would be limited to recovering only a *pro rata* share of the funds held by the clearing member on behalf of customers, with a claim against the clearing member for any deficiency. Also, the clearing member is required to transfer to the clearing house the amount of margin required by the clearing house for cleared derivatives, which amount is generally held in an omnibus account at the clearing house for all customers of the clearing member. Regulations promulgated by the CFTC require that the clearing member notify the clearing house of the initial margin provided by the clearing member to the clearing house that is attributable to each customer. However, if the clearing member does not accurately report a Fund's initial margin, the Fund is subject to the risk that a clearing house will use the assets attributable to it in the clearing house's omnibus account to satisfy payment obligations a defaulting customer of the clearing member has to the clearing house. In addition, clearing members generally provide the clearing house the net amount of variation margin required for cleared swaps for all of its customers, rather than individually for each customer. The Fund is therefore subject to

the risk that a clearing house will not make variation margin payments owed to a Fund if another customer of the clearing member has suffered a loss and is in default, and the risk that a Fund will be required to provide additional variation margin to the clearing house before the clearing house will move the Fund's cleared derivative positions to another clearing member. In addition, if a clearing member does not comply with the applicable regulations or its agreement with the Fund, or in the event of fraud or misappropriation of customer assets by a clearing member, a Fund could have only an unsecured creditor claim in an insolvency of the clearing member with respect to the margin held by the clearing member.

Also, in the event of a counterparty's (or its affiliate's) insolvency, the possibility exists that the Fund's ability to exercise remedies, such as the termination of transactions, netting of obligations or realisation on collateral, could be stayed or eliminated under special resolution regimes adopted in the EU, the U.S. and various other jurisdictions. Such regimes provide government authorities with broad authority to intervene when a financial institution is experiencing financial difficulty. In particular, in the EU, governmental authorities could reduce, eliminate, or convert to equity the liabilities to the Fund of a counterparty experiencing financial difficulties (commonly referred to as a "bail in").

### **Credit Risk**

All fixed income investments are subject to credit risk. Financial strength and solvency of an issuer are the primary factors influencing credit risk. The risk varies depending upon whether the issuer is a corporation, a government or government entity, whether the particular security has a priority over other obligations of the issuer in payment of principal and interest and whether it has any collateral backing or credit enhancement. Credit risk may change over the term of a fixed income security. Government securities are subject to varying degrees of credit risk depending upon whether the securities are supported by the full faith and credit of the particular government, supported by the ability to borrow from the its treasury, supported only by the credit of the issuing government agency, instrumentality, or corporation, or otherwise supported by the particular government. For example, in the U.S., issuers of many types of U.S. government securities (e.g., the Federal Home Loan Mortgage Corporation ("Freddie Mac"), Federal National Mortgage Association ("Fannie Mae"), and Federal Home Loan Banks), although chartered or sponsored by the U.S. Congress, are not funded by Congressional appropriations and their fixed income securities, including mortgage-backed and other asset-backed securities, are neither guaranteed nor insured by the U.S. government. These securities are subject to more credit risk than U.S. government securities that are supported by the full faith and credit of the U.S. (e.g., U.S. Treasury bonds).

The market price of a fixed income investment will normally decline as a result of the issuer's, guarantor's, or obligor's failure to meet its payment obligations, or in anticipation of such failure, or a downgrading of the relevant credit rating. This risk is particularly acute in environments in which financial services firms are exposed (as they were in 2008) to systemic risks of the type evidenced by the insolvency of Lehman Brothers and subsequent market disruptions. Fixed income investments are also subject to illiquidity risk. See the sections entitled "Risk Factors – Illiquidity Risk" and "Risk Factors – Counterparty Risk".

Investments in sovereign or quasi-sovereign debt involve the risk that the governmental entities responsible for repayment will be unable or unwilling to pay interest and repay principal when due. A governmental entity's ability and willingness to pay interest and repay principal in a timely manner can be expected to be affected by a variety of factors, including its cash flow, the size of its reserves, its access to foreign exchange, the relative size of its debt service burden to its economy as a whole, and political constraints. Investments in quasi-sovereign issuers are subject to the additional risk that the issuer will default independently of its sovereign. Sovereign debt risk is greater for fixed income securities issued or guaranteed by Emerging Market Countries.

In many cases, the credit risk and market price of a fixed income investment are reflected in its credit ratings, and a fund holding a rated investment is subject to the risk that the investment's rating will be downgraded, resulting in a decrease in the market price of the fixed income investment.

Securities issued by the U.S. government historically have presented minimal credit risk. However, events in 2011 led several major rating agencies to downgrade the long-term credit rating of U.S. bonds,

introducing greater uncertainty about the repayment by the U.S. of its obligations. A further credit rating downgrade could decrease, and a default in the payment of principal or interest on U.S. government securities would decrease, the market price of the Fund's investments and increase the volatility of the Fund's portfolio.

As described in the section entitled "Risk Factors - Market Risk – Asset-Backed Securities," asset-backed securities may be backed by many types of assets and their payment of interest and repayment of principal largely depend on the cash flows generated by the assets backing them. The credit risk of a particular asset-backed security depends on many factors, as described under the section entitled "Risk Factors - Market Risk – Asset-Backed Securities." The obligations of issuers also may be subject to bankruptcy, insolvency and other laws affecting the rights and remedies of creditors.

The Fund also is exposed to credit risk on a reference security to the extent it writes protection under credit default swaps. See the section entitled "Risk Factors – Derivatives Risk – Synthetic Short Selling" for more information regarding risks associated with the use of credit default swaps.

The extent to which the market price of a fixed income investment changes in response to a credit event depends on many factors and can be difficult to predict. For example, even though the effective duration of a long-term floating rate security is very short, an adverse credit event or change in the perceived creditworthiness of its issuer could cause its market price to decline much more than its effective duration would suggest.

Credit risk is particularly pronounced for below investment grade investments (commonly referred to as "high yield" or "junk" bonds). The sovereign debt of many non-U.S. governments, including their subdivisions and instrumentalities, is below investment grade. Many asset-backed securities also are below investment grade. Below investment grade investments have speculative characteristics, often are less liquid than higher quality securities, present a greater risk of default and are more susceptible to real or perceived adverse industry conditions. Investments in distressed or defaulted or other low quality debt investments generally are considered speculative and may involve substantial risks not normally associated with investments in higher quality investments, including adverse business, financial or economic conditions that lead to payment defaults and insolvency proceedings on the part of their issuers. In particular, distressed or defaulted obligations might be repaid, if at all, only after lengthy workout or bankruptcy proceedings, during which the issuer does not make any interest or other payments, and the Fund incurs additional expenses to seek recovery. If the Investment Adviser's assessment of the eventual recovery value of a distressed or defaulted debt investment proves incorrect, the Fund may lose a substantial portion or all of its investment or may be required to accept cash or instruments worth less than its original investment. In the event of default of sovereign debt, the Fund may be unable to pursue legal action against the issuer.

### **Measurement of Market Risk and Leverage using the Commitment Approach and VaR**

The Fund will seek to limit the market risk and leverage created through the use of derivatives by using either the commitment approach or by using a sophisticated risk measurement technique known as "value-at-risk". GMO Climate Change Investment Fund, GMO Usonian Japan Value Fund, GMO Resources UCITS Fund, GMO Climate Change Select Investment Fund, GMO Emerging Markets Ex-China Equity Fund, GMO Quality Select Investment Fund and GMO US Quality Select Investment Fund use the commitment approach. GMO SGM Major Markets Investment Fund, GMO Equity Dislocation Investment Fund, and GMO Emerging Country Debt UCITS Fund use the VaR approach.

The commitment approach calculates leverage by measuring the market value of the underlying exposures of derivatives relative to the Fund's Net Asset Value. VaR is a statistical methodology that seeks to predict, using historical data, the likely maximum loss that the Fund could suffer, calculated to a specific (e.g., 99 per cent.) confidence level. A Fund may use an "absolute" VaR model where the measurement of VaR is relative to the Net Asset Value of the Fund or the Fund may use a relative VaR model where the measurement of VaR is relative to a derivatives free comparable benchmark or equivalent portfolio. A VaR model has certain inherent limitations and it cannot be relied upon to predict or guarantee that the size or

frequency of losses incurred by the Fund will be limited to any extent. As the VaR model relies on historical market data as one of its key inputs, if current market conditions differ from those during the historical observation period, the effectiveness of the VaR model in predicting the VaR of the Fund may be materially impaired. The effectiveness of the VaR model could be impaired in a similar fashion if other assumptions or components comprised in the VaR model prove to be inadequate or incorrect. Because of these limitations Shareholders may suffer serious financial consequences in abnormal market conditions or conditions that otherwise differ from those during the historical observation period.

Where the Fund uses an absolute VaR model, in accordance with the requirements of the Central Bank and as set out Schedule IV, the Fund is subject to an absolute VaR limit of 20 per cent. of the Fund's Net Asset Value, based on a 20 Business Day holding period and a 99 per cent. confidence interval. However, the Fund may from time to time experience a change in Net Asset Value over a 20 Business Day holding period greater than 20 per cent. of Net Asset Value.

### **Market Risk - Asset-Backed Securities**

Investments in asset-backed securities not only are subject to all of the market risks described in the section entitled "Risk Factors - Market Risk – Fixed Income," but to other market risks as well.

The Fund's investments in asset-backed securities are exposed to greater risk of severe credit downgrades, illiquidity, and defaults than many other types of fixed income investments. These risks are particularly acute during periods of adverse market conditions, such as those that occurred in 2008. Asset-backed securities may be backed by many types of assets, including pools of residential and commercial mortgages, automobile loans, educational loans, home equity loans, and credit-card receivables. They also may be backed by pools of corporate, sovereign or quasi-sovereign bonds, bank loans to corporations, or a combination of bonds and loans and by the fees payable to service providers.

As described under the section entitled "Risk Factors - Market Risk – Fixed Income," the market price of asset-backed securities, like that of other fixed income investments with complex structures, can decline for a variety of reasons, including market uncertainty about their credit quality and the reliability of their payment streams. Payment of interest on asset-backed securities and repayment of principal largely depend on the cash flow generated by the assets backing the securities, as well as the deal structure (e.g., the amount of underlying assets or other support available to produce the cash flows necessary to service interest and make principal payments), the quality of the underlying assets, the level of credit support and the credit quality of the credit-support provider, if any, and the performance of other service providers with access to the payment stream. A problem in any of these factors can lead to a reduction in the payment stream the Investment Adviser expected the Fund to receive when the Fund purchased the asset-backed security. Principal payments of asset-backed securities are at risk if obligors of the underlying obligations default and the value of the defaulted obligations exceeds whatever credit support the securities have. Asset-backed securities backed by sub-prime mortgage loans, in particular, expose the Fund to potentially greater declines in value due to defaults because sub-prime mortgage loans are typically made to less creditworthy borrowers and thus have a higher risk of default than conventional mortgage loans. Issuers of asset-backed securities also are subject to bankruptcy, insolvency and other laws affecting the rights and remedies of creditors. As of the date of this Prospectus, many asset-backed securities owned by the Fund are rated below investment grade. See the sections entitled "Risk Factors - Credit Risk" for more information about credit risk.

When worldwide economic and liquidity conditions deteriorated in 2008, the markets for asset-backed securities became fractured, and uncertainty about the creditworthiness of those securities (and underlying assets) caused credit spreads (the difference between yields on asset-backed securities and U.S. Government securities) to widen dramatically. Concurrently, systemic risks of the type evidenced by the insolvency of Lehman Brothers and subsequent market disruptions reduced the ability of financial institutions to make markets in many asset-backed (as well as other) fixed income securities. These events reduced liquidity and contributed to substantial declines in the market prices of asset-backed (and other) fixed income securities and they may occur again. Also, government actions and proposals affecting the terms of underlying home and consumer loans, changes in demand for products (e.g., automobiles)

financed by those loans, and the inability of borrowers to refinance existing loans (e.g., sub-prime mortgages) have had, and may continue to have, adverse valuation and liquidity effects on asset-backed securities.

The market price of an asset-backed security depends in part on the servicing of its underlying assets and is, therefore, subject to risks associated with the negligence or defalcation of its servicer. The mishandling of documentation for underlying assets also will affect the rights of holders of those underlying assets. The insolvency of a servicer is likely to result in a decline in the market price of the securities it is servicing, as well as costs and delays. The obligations underlying asset-backed securities, in particular securities backed by pools of residential and commercial mortgages, also are subject to unscheduled prepayment, and the Fund may be unable to invest prepayments at as high a yield as was provided by the asset-backed security. When interest rates rise, the obligations underlying asset-backed securities may be repaid more slowly than anticipated, and the market price of those securities may decrease.

The existence of insurance on an asset-backed security does not guarantee that the principal and interest will be paid because the insurer could default on its obligations.

The risk of investing in asset-backed securities has increased since 2008 because performance of the various sectors in which the assets underlying asset-backed securities are concentrated (e.g., auto loans, student loans, sub-prime mortgages, and credit card receivables) has become more highly correlated. See the section entitled “Risk Factors - Focused Investment Risk” for more information about risks of investing in correlated sectors. A single financial institution may serve as a servicer for many asset-backed securities. As a result, a disruption in that institution’s business may have a material impact on the many asset-backed securities it services.

### **Commodities Risk**

The Fund may use exchange-traded and OTC derivatives to gain exposure to commodities indices provided that the relevant indices are permitted by the UCITS Regulations to be reference indices for derivatives. Commodity prices can be extremely volatile and are affected by many factors, including changes in overall market movements, real or perceived inflationary trends, commodity index volatility, changes in interest rates or currency exchange rates, population growth and changing demographics, nationalisation, expropriation, or other confiscation, international regulatory, political, and economic developments (e.g., regime changes and changes in economic activity levels), and developments affecting a particular industry or commodity, such as drought, floods, or other weather conditions, livestock disease, trade embargoes, competition from substitute products, transportation bottlenecks or shortages, fluctuations in supply and demand and tariffs. Exposure to commodities indices can cause the Net Asset Value of the Fund’s Shares to decline or fluctuate in a rapid and unpredictable manner. The value of investments in commodity-related derivatives may fluctuate more than the commodity or commodities or commodity index to which they relate. See the section entitled “Risk Factors - Derivatives Risk” above for a discussion of certain specific risks of a Fund’s derivatives investments, including commodity-related derivatives.

### **Illiquidity Risk**

Illiquidity risk is the risk that low trading volume, lack of a market maker, large position size, or legal restrictions (including daily price fluctuation limits or “circuit breakers”) limits, delays or prevents the Fund from selling particular securities or closing derivative positions at desirable prices. The Fund may invest in assets that have limited or no liquidity, including assets and derivatives which it may not be able to readily sell or dispose of, including securities whose disposition is restricted by securities laws. In addition to these risks, the Fund is exposed to illiquidity risk when it has an obligation to purchase particular securities (e.g., as a result of entering into reverse repurchase agreements, writing a put, or closing a short position).

The more less-liquid securities the Fund holds, the more likely it is to honour a withdrawal request in kind and/or to suspend or limit withdrawals. These limitations on liquidity of the Fund’s investments could prevent a successful sale thereof, result in delay of any sale, or reduce the amount of proceeds that might

otherwise be realised. Because illiquid investments may be difficult to value, the prices realised on their sale may be less than the price at which they were valued when held by the Fund. In addition, the Fund's holdings in securities for which the relevant market is or becomes less liquid are more susceptible to market value declines.

To the extent the Fund's investments include asset-backed securities, low quality debt securities, debt securities from Emerging Market Countries, securities of companies with smaller market capitalisations or smaller total float-adjusted market capitalisations, or Emerging Market Country securities, it is subject to increased illiquidity risk. These types of investments can be difficult to value (see the section entitled "Administration of the ICAV - Determination of Net Asset Value"), exposing the Fund to the risk that the price at which it sells them will be less than the price at which they were valued when held by the Fund. Illiquidity risk also tends to be greater in times of financial stress. For example, TIPS have experienced periods of greatly reduced liquidity during disruptions in fixed income markets, such as the events surrounding the bankruptcy of Lehman Brothers in 2008. Less liquid securities are often more susceptible than other securities to price declines when market prices decline generally.

The Fund may buy securities or other investments that are less liquid than those in its Benchmark.

Historically, credit markets have experienced periods characterised by a significant lack of liquidity, and they may experience similar periods in the future. If a Fund is required to sell less liquid investments to satisfy collateral posting requirements or to meet redemptions, those sales could put significant downward price pressure on the market price of the securities being sold. If there is a substantial decline in the market value of a Fund's portfolio of investments, investments may need to be liquidated quickly.

In addition to the risks that exist with respect to privately-placed securities, bank loans and other instruments due to the nature of such securities (e.g., risks associated with common stock), privately-placed securities, bank loans and other instruments are often illiquid. Illiquid investments include most investments the disposition of which is subject to substantial legal or contractual restrictions and are generally viewed as investments that cannot be disposed of within seven business days at approximately the amount which the Investment Adviser has valued the investments. The Investment Adviser may experience significant delays in disposing of illiquid investments and may not be able to sell them for the price the Fund paid or the price at which the Investment Adviser (or its designee) has valued them. Transactions in illiquid investments may entail registration expenses and other transaction costs that are higher than those for transactions in liquid investments.

The Fund's ability to use options as part of its investment program depends on the liquidity of the options market. In addition, that market may not be liquid when the Fund seeks to close out an option position. Also, the hours of trading for options on an exchange may not conform to the hours during which the securities held by the Fund are traded. To the extent that the options markets close before the markets for the underlying securities, significant price and rate movements can take place in the markets for underlying securities that are not immediately reflected in the options markets. If the Fund receives a repurchase request and is unable to close out an option it has sold, the Fund would temporarily be leveraged in relation to its assets.

### **Inflation / Deflation Risk**

Inflation risk is the risk that the value of assets or income from a Fund's investments will be worth less in the future as inflation decreases the value of payments at future dates. As inflation increases, the real value of a Fund's portfolio could decline. Deflation risk is the risk that prices throughout the economy decline over time. Deflation may have an adverse effect on the creditworthiness of issuers and may make issuer default more likely or materially impair the ability of distressed issuers to restructure, which may result in a decline in the Net Asset Value of a Fund's portfolio.

### **Fund of Funds Risk**

Where the Fund invests in Underlying Funds, it is exposed to the risk that the Underlying Funds will not perform as expected. The Fund will also be indirectly exposed to all of the risks to which the Underlying Funds are exposed. There can be no assurance that the Underlying Funds will not be more or less correlated with each other than anticipated by the Investment Adviser. Any unanticipated correlation in the performance of the Underlying Funds could result in significant losses for a Fund with material investments in Underlying Funds.

Further, the Fund's interest in Underlying Funds, if any, may be subject to substantial restrictions on transfer. Also, the Underlying Funds typically have the right to suspend withdrawals during the occurrence of certain events, such as market disruption. As a result, the Fund may not be able to dispose of its interests in one or more Underlying Funds when the Investment Adviser believes it would be advantageous for the Fund to do so.

Because, absent reimbursement, the Fund would bear the fees and expenses of an Underlying Fund (including purchase premiums and redemption fees, if any) in which it invests, the Fund will incur additional expenses when investing in an Underlying Fund. In addition, total Fund expenses will increase if the Fund makes a new or further investment in Underlying Funds with higher fees or expenses than the average fees and expenses of the Underlying Funds then in the Fund's portfolio.

At any particular time, one Underlying Fund may be purchasing securities of an issuer whose securities are being sold by another Underlying Fund, resulting in a Fund that holds each Underlying Fund indirectly incurring the costs associated with the two transactions without changing its exposure to those securities.

Investments in ETFs involve the risk that an ETF's performance may not track the performance of the index it is designed to track. In addition, ETFs often use derivatives to track the performance of an index, and, therefore, investments in those ETFs are subject to the same derivatives risks discussed in the section entitled "Risk Factors – Derivatives Risk – Synthetic Short Selling." ETFs are investment companies that typically hold a portfolio of securities designed to track the price, performance, and dividend yield of a particular securities market index (or sector of an index). As investment companies, ETFs incur their own management and other fees and expenses, such as trustee fees, operating expenses, registration fees, and marketing expenses, and a Fund that invests in ETFs will bear a proportionate share of those fees and expenses. As a result, an investment by a Fund in an ETF could lead to higher operating expenses and lower returns than if the Fund were to invest directly in the securities underlying the ETF.

The Fund's investments in one or more Underlying Funds could affect the amount, timing and character of its distributions and could cause the Fund to recognise taxable income in excess of the cash generated by such investments, which may reduce the Fund's returns.

### **Large Shareholder Risk**

To the extent a large number of Shares of the Fund is held by a single shareholder (e.g., an institutional investor or another fund managed by the Investment Adviser) or a group of shareholders with a common investment strategy (e.g., the Investment Adviser's asset allocation accounts), the Fund is subject to the risk that a repurchase of Shares by those Shareholders of all or a large portion of their Fund shares will adversely affect the Fund's performance by forcing the Fund to sell portfolio securities at disadvantageous prices to raise the cash needed to satisfy the repurchase request. In addition, the Fund and separate accounts over which the Investment Adviser has investment discretion that invest in the Fund are not limited in how often they may sell Shares in the Fund. These transactions may adversely affect the Fund's performance to the extent that the Fund is required to sell investments (or invest cash) when it would not otherwise have done so. Repurchases of a large number of Shares also may increase transaction costs or, by necessitating a sale of portfolio securities, have adverse tax consequences for Fund shareholders. In some cases, a redemption of a large number of Shares could disrupt the Fund's operations or force the Fund's liquidation. Further, from time to time a Fund may trade in anticipation of a purchase order or redemption request that is not ultimately received or differs in size from the actual order, leading to temporary underexposure or overexposure to the Fund's intended investment program. In addition, to the extent the Fund invests in

other funds managed by the Investment Adviser subject to large shareholder risk, the Fund is indirectly subject to this risk.

#### **Cross-Liability Risk - Umbrella Structure of the ICAV**

Under Irish law the ICAV generally will not be liable as a whole to third parties and there generally will not be the potential for cross-liability between the Funds. Notwithstanding the foregoing, there can be no assurance that, should an action be brought against the ICAV in the courts of another jurisdiction, the segregated nature of the Funds would necessarily be upheld.

#### **Cross-Liability Risk - Share Classes**

Although the Fund may offer multiple classes of Shares, all of the assets of the Fund are available to meet all of the liabilities of the Fund, regardless of the class(es) of Shares to which such assets or liabilities are attributable. The assets attributable to any one class of Shares will not be isolated from the liabilities attributable to other classes of Shares. However, class-specific transactions such as class currency hedging transactions must be clearly attributable to a specific class. This means that costs and gains/losses of the hedging transactions will accrue solely to the relevant class. However, if the liabilities of a class exceed the assets attributable to that class, the assets attributable to the other classes will be exposed to such liabilities.

#### **Risks Associated with Fund Cash Accounts and Umbrella Cash Accounts**

Cash account arrangements have been put in place in respect of the ICAV and the Fund as a consequence of the introduction of new requirements relating to subscription, repurchase and/or, if applicable, distribution collection accounts pursuant to the Investor Money Regulations. The following is a description of how such cash accounts arrangements are expected to operate. These cash accounts are not subject to the protections of the Investor Money Regulations and instead will be subject to the guidance issued by the Central Bank from time to time in relation to cash accounts.

In respect of all Funds (with the exception of GMO SGM Major Markets Investment Fund, GMO Equity Dislocation Investment Fund and GMO Emerging Country Debt UCITS Fund), it is expected that Investor Monies will be held in a single Umbrella Cash Account. For GMO SGM Major Markets Investment Fund, GMO Equity Dislocation Investment Fund and GMO Emerging Country Debt UCITS Fund, it is expected that Investor Monies will be held in a separate Fund Cash Account for each Fund. Separate Umbrella Cash Accounts or Fund Cash Accounts, as applicable, may be maintained for different currencies.

Subscription monies received by a Fund in advance of the issue of Shares will be held in the Umbrella Cash Account or Fund Cash Account, as applicable, and will be treated as an asset of the relevant Fund. The subscribing investors will be unsecured creditors of the relevant Fund with respect to their subscription monies until the Shares are issued to them on the relevant Dealing Day. The subscribing investors will be exposed to the credit risk of the institution at which the Umbrella Cash Account or Fund Cash Account, as applicable, has been opened. Such investors will not benefit from any appreciation in the Net Asset Value of the Fund or any other Shareholder rights in respect of the subscription monies (including distribution entitlements) until such time as the Shares are issued.

Repurchasing investors will cease to be Shareholders of the repurchased Shares from the effective date of such repurchase. Repurchase and distribution payments will, pending payment to the relevant investors, be held in the Umbrella Cash Account or Fund Cash Account, as applicable, for the Fund. Repurchasing investors and investors entitled to distribution payments held in an Umbrella Cash Account or Fund Cash Account, as applicable, will be unsecured creditors of the relevant Fund with respect to those monies. Where the repurchase and distribution payments cannot be transferred to the relevant investors, for example, where the investors have failed to supply such information as is required to allow the ICAV to comply with its obligations under applicable anti-money laundering and counter terrorist financing legislation, the repurchase and distribution payments will be retained in the Umbrella Cash Account or Fund Cash Account, as applicable, and investors should address the outstanding issues promptly.

Repurchasing investors will not benefit from any appreciation in the Net Asset Value of the Fund or any other Shareholder rights (including, without limitation, the entitlement to future distributions) in respect of such amounts on the relevant Dealing Day.

An Umbrella Cash Account will operate in respect of the ICAV rather than a relevant Fund and the segregation of Investor Monies from the liabilities of Funds other than the relevant Fund to which the Investor Monies relate is dependent upon, among other things, the correct recording of the assets and liabilities attributable to individual Funds by or on behalf of the ICAV.

In the event of an insolvency of the Fund, there is no guarantee that the Fund will have sufficient monies to pay unsecured creditors (including the investors entitled to Investor Monies) in full. Monies attributable to other Funds within the ICAV (with the exception of GMO SGM Major Markets Investment Fund, GMO Equity Dislocation Investment Fund and GMO Emerging Country Debt UCITS Fund) will also be held in the Umbrella Cash Accounts. In the event of the insolvency of a Fund (an “Insolvent Fund”), the recovery of any amounts to which another Fund (the “Beneficiary Fund”) is entitled, but which may have transferred in error to the Insolvent Fund as a result of the operation of the Umbrella Cash Account, will be subject to applicable law and 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 amounts due to the Beneficiary Fund.

In the event that an investor fails to provide the subscription monies within the timeframe stipulated in this Prospectus, the investor may be required to indemnify the Fund against the liabilities that may be incurred by it. The ICAV may cancel any Shares that have been issued to the investor and charge the investor interest and other expenses incurred by the relevant Fund. In the event that the ICAV is unable to recoup such amounts from the defaulting investor, the relevant Fund may incur losses or expenses in anticipation of receiving such amounts, for which the relevant Fund, and consequently its Shareholders, may be liable.

It is not expected that any interest will be paid on the amounts held in the Umbrella Cash Account or Fund Cash Account, as applicable. Any interest earned or incurred on the monies in the Umbrella Cash Account or Fund Cash Account, as applicable, will be for the benefit of the relevant Fund and will be allocated to the Fund on a periodic basis for the benefit of the Shareholders at the time of the allocation.

The Central Bank’s guidance on umbrella cash accounts is new and, as a result, may be subject to change and further clarification.

### **Risks Associated with Investment in Other Collective Investment Schemes**

The Fund may invest in one or more collective investment schemes including schemes managed by the Investment Adviser or its affiliates. Non-Irish domiciled collective investment schemes may not provide a level of investor protection equivalent to that provided by collective investment schemes authorised by the Central Bank. A Fund may invest in shares of both open- and closed-ended collective investment schemes (including money market funds and ETFs). Investing in another collective investment scheme exposes the Fund to all the risks of that collective investment scheme.

ETFs typically hold a portfolio of common stocks that is intended to track the price and dividend performance of a particular index. Common examples of ETFs include SPDRs and iShares, which may be purchased from the ETF issuing the securities or in the secondary market (SPDRs are listed on the American Stock Exchange and iShares are listed on the New York Stock Exchange). The market price for ETF shares may be higher or lower than the ETF’s net asset value. The sale and repurchase prices of ETF shares purchased from the issuer are based on the issuer’s net asset value.

As a shareholder of another collective investment scheme, the Fund would bear, along with other shareholders, its pro rata portion of the expenses of the other collective investment scheme, including management and/or other fees. The maximum level of management fees (exclusive of any performance fee) which may be charged to a collective investment scheme in which the Fund invests is 2.5 per cent. of the net asset value of that scheme. These fees would be in addition to the management fees and other

expenses which the Fund bears directly in connection with its own operations. In addition, investment decisions of such investment vehicles are made by their investment advisers independently of each other. As a result, at any particular time one investment vehicle may be purchasing securities of an issuer whose securities are being sold by another investment vehicle and the Fund could indirectly incur certain transaction costs without accomplishing any net investment result.

### **Sustainability Risks**

The SFDR defines “sustainability risks” as environmental, social or governance events or conditions that, if they occur, could cause an actual or a potential material negative impact on the value of an investment. The ICAV, the Manager, the Investment Adviser, the Fund’s issuers or investee companies and other parties, such as service providers of the Fund or of counterparties of the Fund’s issuers or investee companies, may be negatively affected by sustainability risks. If the Investment Adviser determines that sustainability risks could cause such a material negative impact, the Investment Adviser may conduct sustainability risk-related due diligence and/or take steps to mitigate sustainability risks and preserve the value of the investment; however, there can be no assurance that all such risks will be mitigated in whole or in part, nor identified prior to the date of investment. The ICAV, the Manager, the Investment Adviser, the Fund’s issuers or investee companies and other parties may maintain insurance to protect against certain sustainability risks, where available on reasonable commercial terms, although such insurance is subject to customary deductibles and coverage limits and may not be sufficient to recoup all losses. Any of the foregoing may therefore adversely affect the performance of the Fund and its investments.

### **Risks Associated with ERISA Compliance**

It is anticipated that the assets of the Fund may, at times, include “plan assets”. In such event, the Investment Adviser intends to manage the assets of the Fund in accordance with the fiduciary responsibility requirements of, and limitations imposed by, the ERISA. This may require the Investment Adviser to forego, from time to time, investments or other arrangements on behalf of the Fund that might otherwise have been desirable for the Fund. (See the section entitled “ERISA Considerations”).

### **Security Arrangements in Connection with Borrowings and Derivatives**

The Fund may create a charge or grant other security over its assets in connection with its borrowings and derivatives transactions. In the event of a default by the Fund under the borrowing arrangements or derivatives transactions, the lender or counterparty may seek to satisfy the debt owed to it and enforce its security by taking possession and/or disposing of the assets. Such enforcement may or may not involve the appointment of a receiver or equivalent person over the secured assets. In enforcing its security, the lender or counterparty will typically not be subject to any duty to ensure that the assets of the Fund remaining in its portfolio after such enforcement comply with the investment restrictions provided for in the Fund’s investment policy.

### **Contractual Settlement Arrangements**

A Fund may enter into Contractual Settlement Arrangements. The Fund will bear any interest or other costs associated with the Contractual Settlement Arrangements. If there is a delay or default in the payment of subscription to, or receipt of other cashflows expected by, the Fund, the Fund may incur losses, costs and other liabilities under the Contractual Settlement Arrangements. The Fund may have to discharge those liabilities out of its own assets. This could impact the Net Asset Value and return earned on the Shares.

### **Performance Fee Risk**

The Investment Adviser will receive a performance fee in respect of certain Classes of Shares based upon the amount by which the Class out-performs its Hurdle. Such compensation arrangements may create an incentive to make investments that are riskier or more speculative than would be the case if such arrangements were not in effect. In addition, performance fees may accrue as a result not just of the performance of the Investment Adviser but also as a result of market movements affecting the value of a

Fund's assets. **Furthermore, where the performance fee is payable on the performance of a Class relative to a Hurdle, a performance fee may be payable in circumstances where the Net Asset Value of a Class has declined.** When a performance fee is payable it will be based on the Net Asset Value of a Class as at the end of the relevant Performance Period. Consequently, the calculation of a performance fee may include unrealised gains which may subsequently never be realised. Shareholders who acquire Shares of a Class after a particular Performance Period has commenced may be liable to a performance fee at the end of that Performance Period which represents the performance of that Class over the entire Performance Period rather than the period during which they held the Shares.

### **Information on Risk Management**

The Investment Adviser shall provide supplementary information to a Shareholder on request relating to the risk management methods employed, including any quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

### **FEES AND EXPENSES**

Each Fund shall pay all of its expenses and its allocable share of any expenses incurred by the ICAV. These expenses may include the costs of: (i) maintaining the ICAV and the Fund and registering the ICAV, the Fund and the Shares with any governmental or regulatory authority or with any Regulated Market or stock exchange; (ii) management, administration, depositary and related services; (iii) preparation, printing and posting of prospectuses, sales literature and reports to Shareholders, the Central Bank and other governmental agencies; (iv) marketing expenses, (v) taxes; (vi) commissions and brokerage fees; (vii) expenses incurred in connection with the acquisition and disposal of the assets of the ICAV; (viii) auditing, tax and legal fees (including expenses arising in respect of legal or administrative proceedings); (ix) insurance premiums; and (x) other operating expenses.

All expenses relating to the establishment of the ICAV, GMO SGM Major Markets Investment Fund and GMO Usonian Japan Value Fund were borne by the Investment Adviser. The expenses relating to the establishment of GMO Climate Change Investment Fund, GMO Equity Dislocation Investment Fund, GMO Emerging Country Debt UCITS Fund, GMO Resources UCITS Fund, GMO Climate Change Select Investment Fund, GMO Emerging Markets Ex-China Equity Fund, GMO Quality Select Investment Fund and GMO US Quality Select Investment Fund have been paid directly or indirectly by the Investment Adviser (and/or the Manager), which are entitled to recover such expenses from the Fund, provided that any recovered expenses in a year when combined with Reimbursable Expenses for that year may not exceed the Expenses Threshold Amount (as defined below). Additionally, no such establishment expenses may be recovered later than three years after the Fund launches.

The aggregate amount of Directors' remuneration in any one year shall not exceed EUR100,000 or such other amount as may be determined by the Directors and notified to Shareholders from time to time. Any such change in the maximum aggregate amount of Directors' remuneration shall also be disclosed in an update to the Prospectus or in the Funds' financial statements, whichever is published sooner. The Directors that are employees of the Investment Adviser or the Distributor do not intend to receive such remuneration.

#### *Reimbursable Expenses*

The Investment Adviser and/or Manager may reimburse each of GMO SGM Major Markets Investment Fund and GMO Climate Change Select Investment Fund in respect of Class D for any Reimbursable Expenses (as defined below) that it incurs in any fiscal year; may reimburse each of GMO Climate Change Select Investment Fund (other than in respect of Class D), GMO Climate Change Investment Fund, GMO Emerging Country Debt UCITS Fund, GMO Resources UCITS Fund and GMO Quality Select Investment Fund to the extent that such Reimbursable Expenses exceed 0.10 per cent. of NAV of the relevant Fund per annum; may reimburse GMO US Quality Select Investment Fund to the extent that Reimbursable Expenses exceed 0.05 per cent of NAV per annum; may reimburse GMO Emerging Markets Ex-China Equity Fund to the extent that such Reimbursable Expenses exceed 0.15 per cent. of NAV per annum; and may reimburse GMO Equity Dislocation Investment Fund to the extent that such Reimbursable Expenses

exceed 0.30 per cent. of NAV per annum (in each case, the “Expense Threshold Amount”).

The Investment Adviser or the Manager is permitted to recover from a Fund any such reimbursement paid by them (whether through reduction of their fees or otherwise) to the extent that the Fund’s Reimbursable Expenses later fall below the Expense Threshold Amount or the lower expense limit in effect when they seek to recover the expenses. The Fund, however, is not obligated to pay any such amount more than three years after the Investment Adviser or the Manager reimbursed an expense. The amount the Investment Adviser or the Manager is entitled to recover may not cause the Fund to exceed the Expense Threshold Amount or the lower expense limit in effect when the Investment Adviser or the Manager seeks recovery.

“Reimbursable Expenses” include service fees incurred in connection with fund administration, custody of assets, distribution of the Shares, compliance, transfer agency, corporate secretarial expenses and the expenses of convening Shareholder meetings, ordinary legal and auditing matters and other reasonable expenses related to the foregoing. The following expenses are specifically excluded from Reimbursable Expenses: the Manager’s fee, the Investment Adviser’s fee, Remuneration and expenses of the Directors, brokerage commissions and other investment-related costs, hedging transaction fees, extraordinary, non-recurring and certain other unusual expenses (including, without limitation, taxes and litigation expenses), securities lending fees and expenses, interest expense and transfer taxes. Subscription and repurchase charges are borne directly by Shareholders and, accordingly, are also excluded from Reimbursable Expenses. The Manager may modify or terminate this arrangement at any time upon notice to Shareholders.

#### *Manager’s Fee*

Each Fund pays a management fee to the Manager in consideration for the services which the Manager provides to the Funds. The Manager shall receive a fee of up to 0.01 per cent. per annum of the Net Asset Value of the Funds.

#### *Investment Adviser’s Fee*

Each Fund pays an investment advisory fee to the Investment Adviser in consideration for the Investment Adviser’s management of the Fund’s portfolio, shareholder servicing, and other services which the Investment Adviser and its affiliates (including the Distributor) provide to the Fund. The table below sets forth the maximum investment advisory fee payable to the Investment Adviser.

<b>GMO SGM Major Markets Investment Fund</b>	<b>Investment Advisory Fee</b>
<i>Classes A USD, A EUR, A GBP, A AUD, A CHF, A CAD, A JPY</i>	Up to 1.00 per cent. of NAV per annum
<i>Classes B USD, B EUR, B GBP, B AUD, B CHF, B CAD, B JPY</i>	Up to 0.67 per cent. of NAV per annum*
<i>Classes C USD, C EUR</i>	Up to 1.00 per cent. of NAV per annum
<i>Classes D USD, D GBP, D EUR</i>	Up to 1.00 per cent. of NAV per annum
<i>Classes E EUR, E GBP, E USD</i>	Up to 1.10 per cent. of NAV per annum**

<b>GMO Equity Dislocation Investment Fund</b>	<b>Investment Advisory Fee</b>
<i>Classes A USD, A EUR, A GBP, A SGD, A HKD, and A CHF</i>	Up to 2.10 per cent. of NAV per annum
<i>Classes D USD and D EUR</i>	Up to 1.80 per cent. of NAV per annum
<i>Classes K USD, K EUR, and K GBP</i>	Up to 0.20 per cent. of NAV per annum
<i>Classes L USD, L EUR, and L GBP</i>	Up to 0.35 per cent. of NAV per annum
<i>Class R USD</i>	Up to 1.40 per cent. of NAV per annum**
<i>Class Z GBP and Z AUD</i>	0 per cent. Of NAV per annum

<b>GMO Climate Change Investment Fund</b>	<b>Investment Advisory Fee</b>
<i>Classes A USD, A CHF, A DKK, A EUR, A GBP, A NOK, A SGD, A SEK, A AUD, A HKD</i>	Up to 0.75 per cent. of NAV per annum
<i>Class C GBP Distributing</i>	Up to 0.75 per cent. of NAV per annum
<i>Classes E USD, E EUR, E GBP</i>	Up to 0.83 per cent. of NAV per annum**
<i>Class NV USD</i>	Up to 0.75 per cent. of NAV per annum
<i>Class Z SGD</i>	0 per cent. of NAV per annum
<i>Class J USD, J EUR, J GBP, J SGD, Class J AUD, Class J HKD</i>	Up to 1.50 per cent. of NAV per annum**
<i>Class R USD and R SGD</i>	Up to 1.60 per cent. of NAV per annum**

<b>GMO Emerging Country Debt UCITS Fund</b>	<b>Investment Advisory Fee</b>
<i>Classes A USD, A EUR, A CHF, A GBP</i>	Up to 0.75 per cent. of NAV per annum
<i>Class F USD</i>	Up to 0.20 per cent. of NAV per annum*
<i>Classes G USD, G EUR, G CHF, G GBP</i>	Up to 0.55 per cent. of NAV per annum
<i>Classes H USD, H EUR, H CHF, H GBP</i>	Up to 0.80 per cent. of NAV per annum**
<i>Classes J USD, J EUR, J CHF, J GBP</i>	Up to 1.10 per cent. of NAV per annum**
<i>Class Z USD</i>	0 per cent. of NAV per annum

<b>GMO Usonian Japan Value Fund</b>	<b>Investment Advisory Fee</b>
<i>Classes A USD, A GBP, A EUR, A CHF, A JPY</i>	Up to 0.80 per cent. of NAV per annum
<i>Classes C GBP, C GBP Distributing</i>	Up to 0.80 per cent. of NAV per annum
<i>Class Z USD</i>	0 per cent. of NAV per annum

<b>GMO Resources UCITS Fund</b>	<b>Investment Advisory Fee</b>
<i>Classes A USD, A GBP, A EUR, A JPY, A CHF, A DKK, A AUD, A SGD, A HKD</i>	Up to 0.65 per cent. of NAV per annum
<i>Classes D USD and D EUR</i>	Up to 0.60 per cent. of NAV per annum
<i>Classes E USD and E EUR</i>	Up to 0.73 per cent. of NAV per annum**

<b>GMO Climate Change Select Investment Fund</b>	<b>Investment Adviser Fee</b>
<i>Classes A USD, A CHF, A DKK, A EUR, A GBP, A NOK, A SEK</i>	Up to 0.75 per cent. of NAV per annum
<i>Class D USD</i>	Up to 0.70 per cent. of NAV per annum
<i>Classes E USD, E EUR, E GBP</i>	Up to 0.83 per cent. of NAV per annum**

<b>GMO Emerging Markets Ex-China Equity Fund</b>	<b>Investment Adviser Fee</b>
<i>Classes A USD, A GBP, A EUR</i>	Up to 0.70 per cent. of NAV per annum
<i>Classes E USD, E GBP, E EUR</i>	Up to 0.77 per cent. of NAV per annum**

<b>GMO Quality Select Investment Fund</b>	<b>Investment Adviser Fee</b>
<i>Class A USD, GBP, EUR, SGD, DKK</i>	Up to 0.48 per cent. of NAV per annum
<i>Class D USD</i>	Up to 0.44 per cent. of NAV per annum
<i>Class E USD, GBP, EUR, SGD</i>	Up to 0.53 per cent. of NAV per annum**
<i>Class DH NOK</i>	Up to 0.44 per cent. of NAV per annum
<i>Class R USD, SGD</i>	Up to 1.10 per cent. of NAV per annum**

<b>GMO US Quality Select Investment Fund</b>	<b>Investment Adviser Fee</b>
<i>Class A USD, GBP, EUR</i>	Up to 0.48 per cent. of NAV per annum
<i>Class D USD, GBP, EUR</i>	Up to 0.48 per cent. of NAV per annum
<i>Class E USD, GBP, EUR</i>	Up to 0.53 per cent. of NAV per annum**

**\*A performance fee is typically payable by each investor in respect of the Class B Shares that it owns pursuant to a separate agreement which must be entered into between such investor and the Investment Adviser. Investors in other Classes may on a case-by-case basis enter into performance fee arrangements. No performance fees will be paid out of the assets of a Fund.**

**\*\*The management fees for the Class E, H, J and R Shares include payments made to the Investment Adviser to remunerate and/or pay trail or service fees to certain financial intermediaries.**

The Investment Adviser may, at its sole discretion, enter into arrangements whereby some or all of its fees are used to remunerate and/or pay trail or service fees to certain financial intermediaries provided such payments comply with applicable law.

The ICAV will apportion the Manager's, Investment Adviser's Administrator's and Depositary's fees across all Funds in which Shares are available for purchase on the basis of the proportion of the actual fees accrued on the Funds. Each of the Manager's fee, the Investment Adviser's fee, the Depositary's fee and the Administrator's fee shall generally be paid monthly in arrears and shall accrue on each Dealing Day. Each of the Manager, the Investment Adviser, the Depositary and the Administrator shall also be reimbursed for any out-of-pocket expenses incurred. In addition the Depositary shall be entitled to be reimbursed for all sub-custodial fees and expenses it incurs, which will be charged at normal commercial rates.

#### *Fees at Underlying Fund Level*

As a shareholder of another collective investment scheme, a Fund would bear, along with other shareholders, its pro rata portion of the expenses of the other collective investment scheme, including management and/or other fees. The maximum level of management fees (exclusive of any performance fee) which may be charged to a collective investment scheme in which a Fund invests is 2.5 per cent. of the net asset value of that scheme. These fees would be in addition to the management fees and other expenses which a Fund bears directly in connection with its own operations.

#### *Performance Fees*

The Investment Adviser is entitled to receive a performance fee with respect to all Classes K and L of a Fund, and Class R USD of GMO Equity Dislocation Investment Fund, based on its investment management performance during a performance period in which it has served continuously as the investment adviser to the relevant Fund (a "Performance Period"). A Performance Period shall: (i) in the case of the first Performance Period, commence upon the close of the Initial Offer Period of a Class and end on the next following 30 September or, if required by the Central Bank to ensure that the first Performance Period of such Class is a period of at least 12 months from the close of the Initial Offer Period, the following 30 September; and (ii) thereafter shall commence on the day immediately following the end of the prior Performance Period and shall end on the next following 30 September. In the case of Shares that are repurchased, the Performance Period in respect of those Shares shall end on the date of the repurchase.

In the case of a Class that pays a performance fee, such fee shall be payable to the Investment Adviser, at the times described below, when: (i) the increase in the Net Asset Value per Share of the relevant Class of a Fund (as denominated in the currency denomination of the Class) over a Performance Period is greater than the increase in the Hurdle for that Class over the same Performance Period; or (ii) when the decrease in the Net Asset Value per Share of the relevant Class of a Fund (as denominated in the currency of denomination of the Class) over a Performance Period is less than the decrease in the Hurdle for that Class over the same Performance Period. The performance fee shall be calculated in the Class's currency of denomination by multiplying the Class's Performance Fee Rate by the amount by which the Net Asset Value per Share before the deduction of performance fees exceeds the Hurdle at the end of a Performance Period, multiplied by the number of Shares in issue in that Class at the end of the Performance Period. In

the case of the first Performance Period the Initial Offer Price per Share in a Class shall be the base price for the purpose of calculating the performance over the Performance Period.

The performance fee shall always be calculated by measuring the increase or decrease of the Net Asset Value per Share as denominated in the currency of denomination of the relevant Class against the performance of the relevant Hurdle. The Hurdle shall always be denominated in the currency of denomination of the relevant Class.

The performance fee shall be calculated and accrued on each Dealing Day and paid annually in arrears within 60 calendar days of the end of the relevant Performance Period (and in any event, no later than two and a half months after the close of the Fund's fiscal year in which the Performance Period ends). When calculating the performance fee payable, the Net Asset Value will be adjusted, as appropriate, to reverse any accruals of performance fee, dividends paid (if applicable), and any anti-dilution adjustments (see "Administration of the ICAV - Dilution Adjustments") during the Performance Period. Any dividends which are to be added back in order to determine the performance fee will be added back as a per Share amount based on the number of Shares in issue when the dividends were paid.

Where a performance fee is payable it will be based on the Net Asset Value of a Class as at the end of each Performance Period. As a result, a performance fee may be paid in respect of unrealised gains, which may subsequently never be realised. **Furthermore, because the performance fee is payable on the performance of a Class relative to a Hurdle (outperformance), a performance fee may be payable in circumstances where the Net Asset Value of a Class has declined.** Any prior relative under performance relating to Shares that have not been repurchased must be recouped before a performance fee shall again be payable.

The performance fee calculation will be verified by the Depositary and by the auditors of the Fund as part of the annual audit of the Fund.

The following are examples of how the performance fee will be calculated:

- (a) Example 1: An Investor acquires one Share on a Dealing Day falling after 1 October at a Net Asset Value per Share of USD 100. On the Dealing Day that falls on the following 30 September, the Net Asset Value per Share (before accrual of the Performance Fee) has risen by USD 10 to USD 110, and the increase in the Hurdle for that Class over the corresponding period was 5 per cent. As the increase in the Net Asset Value per Share of the Class (10 per cent.) is greater than the increase in the Hurdle, there is an accrued Performance Fee equal to USD 1 (i.e., 20 per cent. of the USD 5 increase in value above the Hurdle), resulting in a final Net Asset Value per Share on the 30 September Dealing Day, after the accrual of the performance fee, of USD 109.
- (b) Example 2: An Investor acquires one Share on the Dealing Day falling on 1 October at a Net Asset Value per Share of USD 100. On the Dealing Day that falls on the following 30 September, the Net Asset Value per Share (before accrual of the Performance Fee) has fallen by USD 1 to USD 99, and the decrease in the Hurdle for that Class over the corresponding period was 2 per cent. Because the decrease in the Net Asset Value per Share of the Class (1 per cent.) is less than the decrease in the Hurdle, there is an accrued Performance Fee equal to USD 0.20 (i.e., 20 per cent. of the USD 1, which is the difference between the decrease in value of the Net Asset Value per Share and the decrease in value of the Hurdle) resulting in a final Net Asset Value per Share on the 30 September Dealing Day, after the accrual of the performance fee, of USD 98.80.
- (c) Example 3: An Investor acquires one Share on the Dealing Day falling on 1 October at a Net Asset Value per Share of USD 100. On the Dealing Day that falls on the following 30 September, the Net Asset Value per Share (before accrual of the Performance Fee) has fallen by USD 10 to USD 90, and the Hurdle for that Class over the corresponding period decreased by 5 per cent. Because the decrease in the Net Asset Value per Share of the Class (10 per cent.) is greater than the decrease in the Hurdle, there is no accrued Performance Fee, resulting in a final Net Asset Value per Share on the 30 September Dealing Day of USD 90.

More detailed performance fee worked examples, as well as details of the past performance of the relevant Class against that of the relevant Hurdle, are available from the Administrator and the Investment Adviser upon request.

In addition, the Investment Adviser may enter into separate agreements with investors whereby the Investment Adviser may receive a performance fee from such investors based on the performance of a Fund. A performance fee arrangement may be based on a Fund's outperformance of inflation or other indices or hurdles other than the Fund's Benchmark, if any. Performance fee arrangements based on criteria other than the Fund's Benchmark create an incentive for the Investment Adviser to manage to a different index, although the Investment Adviser will at all times be required to pursue the Fund's investment objective, which may be to seek a return in excess of its Benchmark. The existence of any performance fee may create an incentive for the Investment Adviser to make investment decisions that are riskier than would be the case in the absence of a performance fee.

The compensation of the investment professionals in the Investment Adviser includes a discretionary bonus that is paid on the basis of a number of factors, including features designed to align the compensation of the investment professionals with the performance of the accounts they manage, such as a Fund, over various periods. Individual investment professionals may, however, have some or all of the same economic incentives that the Investment Adviser itself may have when the Investment Adviser is eligible to earn a performance fee. Specifically, even if the Investment Adviser is not earning or eligible to earn a performance fee (the Fund does not pay the Investment Adviser a performance-based fee), individual investment professionals may have compensation-related incentives to make riskier investments, pursue riskier strategies, seek less downside risk when a Fund has outperformed its benchmark and allocate superior investment ideas to the Investment Adviser's client accounts capable of generating higher performance-related compensation.

## **ADMINISTRATION OF THE ICAV**

### **Determination of Net Asset Value**

The Administrator shall determine the Net Asset Value per Share of the Funds for each Dealing Day on the basis of prices prevailing at the Valuation Point. The Net Asset Value per Share of a Fund shall be the value of the gross assets attributable to such Fund less all of the liabilities attributable to such Fund (including such provisions as the Administrator considers appropriate in respect of the costs and expenses payable in relation to such Fund) divided by the number of Shares of such Fund or class as applicable outstanding as of the Dealing Day. Any liabilities of the ICAV which are not attributable to any Fund shall be allocated pro rata among all of the Funds.

Where a Fund consists of more than one class of Shares, the Net Asset Value of each class shall be determined by calculating the amount of the Net Asset Value of the Fund attributable to each class. The amount of the Net Asset Value of the Fund attributable to a class shall be determined by establishing the amount of Shares in issue in the class and the number of Shares of that class in respect of which subscription orders (net of repurchase orders) have been accepted as at the most recent Net Asset Value calculation and by allocating relevant Class Expenses to the class and making appropriate adjustments to take account of distributions paid out of the Fund attributable to the class, if applicable, and apportioning the Net Asset Value of the Fund accordingly. The Net Asset Value per Share of a class shall be calculated by dividing the Net Asset Value of the class by the number of Shares in issue in that class plus the number of Shares of that class in respect of which subscription orders (net of any repurchase orders) have been accepted (adjusted to the nearest whole unit of the Base Currency) as at the most recent Net Asset Value calculation.

In calculating the Net Asset Value of a Fund:

- (a) securities listed or traded on a Regulated Market for which market quotations are readily available shall be valued at the last traded price on the Regulated Market which is the principal market for such security at the Valuation Point. If the last traded price is unavailable, then the official closing price shall be used. If, in turn, the official closing price is unavailable, then the last bid price shall

be used. If the last traded price, the official closing price and the last bid price are unavailable or, in the opinion of the Administrator unrepresentative of fair market value, the value shall be calculated with care and in good faith by the Administrator (being a competent person appointed by the Directors) approved for that purpose by the Depositary, in consultation with the Investment Adviser on the basis of the probable realisation value for such securities;

- (b) if the securities are listed or traded on several Regulated Markets the price on the Regulated Market which in the opinion of the Administrator following consultation with the Investment Adviser constitutes the principal market for such securities will be used;
- (c) all fixed income securities (including, but not limited to, bonds, asset-backed securities and other structured notes) shall be valued at the price for such securities as supplied by a specific relevant pricing source determined by the Administrator (in consultation with the Investment Adviser). If a reliable price is not available, the Administrator (in consultation with the Investment Adviser) will use the most recent reliable price for the security provided that such price is the probable realisation value of the securities determined with care and in good faith by the Administrator (being a competent person appointed by the Manager and approved for that purpose by the Depositary). Subject to the foregoing paragraph, in choosing pricing sources, the Administrator (in consultation with the Investment Adviser) may select among pricing services (including services that provide evaluated prices for securities), brokers/dealers (typically, a principal market maker), banks, exchanges, reporting services and other sources as may be relevant for a particular security. If practicable, the pricing source should be selected prior to or concurrently with purchasing the security;
- (d) in the event that any securities are not listed or traded on any Regulated Market, such securities shall be valued at the probable realisation value determined with care and in good faith by the Administrator (being a competent person appointed by the Manager and approved for that purpose by the Depositary) in consultation with the Investment Adviser. In the case of securities purchased by the Fund in initial public offerings, the probable realisation value of such securities shall be the offering price until such time as the securities are listed or traded on a Regulated Market (from which time they shall be valued in accordance with paragraphs (a) and (b) above);
- (e) cash and other liquid securities will be valued at their face value with interest accrued daily;
- (f) units or shares in collective investment schemes will be valued at the latest available net asset value relevant to the collective investment scheme;
- (g) exchange-traded derivatives shall be valued at the relevant settlement price on the appropriate exchange for such instruments. If such settlement price is not available, then such value shall be the probable realisation value estimated with care and in good faith by the Administrator (being a competent person appointed by the Manager and approved for the purpose by the Depositary) after consultation with the Investment Adviser;
- (h) cleared derivatives that are not exchange-traded will be valued at the closing price quoted (which may be based on a model) by the relevant clearing house (if an updated quote for a cleared derivative is not available by the time that the Fund calculates its Net Asset Value on any Business Day, then that derivative will generally be valued using an industry standard model, which may differ from the model used by the relevant clearing house);
- (i) OTC derivatives that are not cleared derivatives shall be valued using either the counterparty valuation or an alternative valuation, such as a valuation calculated by the ICAV or by an independent pricing vendor provided the ICAV or other party has adequate human and technical means to perform the valuation. The ICAV must value OTC derivatives on a daily basis. Where the ICAV:

- (i) values OTC derivatives using the counterparty valuation, the OTC derivatives will be valued at the settlement price provided by the counterparty. This valuation shall be verified by the Administrator (the Administrator being independent of the counterparty, appointed by the Manager as a competent person and approved for the purpose by the Depositary). Typically, in carrying out such verification, the Administrator shall mark-to-market daily (aa) OTC derivative instruments using industry standard models that incorporate quotations from market makers; and (bb) forward currency contracts using rates supplied by a recognised quotation service. Where valuations provided by different counterparties (or by the Administrator, as the independent party referred to above) in respect of the same or similar derivative positions differ significantly, these shall be promptly investigated and resolved. A difference between valuations may be resolved, without limitation, by using the counterparty valuation or the independent party valuation;
- (ii) values OTC derivatives using an alternative valuation, the Fund must follow international best practice and will adhere to the principles on the valuation of OTC instruments established by bodies such as IOSCO and AIMA. The alternative valuation is that provided by the Administrator (being a competent person appointed by the Manager and approved for the purpose by the Depositary) after consultation with the Investment Adviser, or a valuation by any other means provided that the value is approved by the Depositary. The alternative valuation will be reconciled to the counterparty valuation on an at least monthly basis. Where valuations provided by the alternative valuation and the counterparty in respect of the same or similar derivative positions differ significantly, these shall be promptly investigated and resolved. A difference between valuations may be resolved, without limitation, by using the alternative valuation or the counterparty valuation;
- (j) in determining the value of the securities there shall be added to the securities any interest or dividends accrued but not received and any amounts available for distribution but in respect of which no distribution has been made;
- (k) any value expressed otherwise than in the Base Currency (whether of an investment or cash) and any non-Base Currency borrowing shall be converted into the Base Currency at the rate (whether official or otherwise) which the Administrator deems appropriate in the circumstances, including the latest available rate supplied by a quotation service; and
- (l) in the event of it being impossible or incorrect to carry out a valuation of a specific asset in accordance with the valuation rules set out above or if such valuation is not representative of an asset's fair market value, the Administrator (in consultation with the Investment Adviser) is entitled to use such other generally recognised valuation method in order to reach a proper valuation of that specific asset, provided that such method of valuation has been approved by the Depositary and the rationale for the use of such method of valuation and the method itself used shall be clearly documented. In the case of derivatives, prices may reflect an estimate of the average or bid and ask prices, regardless of whether the Fund has a long position or a short position.

The Manager, with the approval of the Depositary, may adjust the value of an asset where such an adjustment is considered necessary to reflect the fair value of such asset in the context of currency, marketability, dealing costs and/or such other considerations as the Manager deem relevant. The Manager's intention is only to exercise this discretion to preserve the value of a Fund's assets.

### **Dilution Adjustments**

In calculating the Net Asset Value per Share for a Fund on any Dealing Day or the initial subscription price for Shares during the Initial Offer Period, the Investment Adviser may, at its discretion, adjust the Net Asset Value per Share and/or initial subscription price per Share for each Class by applying a dilution adjustment: (1) if the cash-flows into or out of the Fund attributable to net subscriptions or repurchases exceed certain pre-determined percentage thresholds relating to the Fund's Net Asset Value (where such percentage thresholds have been pre-determined for the Fund from time to time by the Investment Adviser

or by a committee established by the Investment Adviser); or (2) in any other cases where there are net subscriptions or repurchases in the Fund and the Investment Adviser reasonably believes that imposing a dilution adjustment is in the best interests of existing Shareholders. The Investment Adviser’s intention is only to exercise this discretion to cover dealing costs and to preserve the value of the Fund’s assets. In this regard, the Directors, with the approval of the Depositary, may adjust the value of an asset or a basket of assets comprising all or part of an in specie subscription or repurchase where such an adjustment is considered necessary to track the valuation adjustment applied to the Net Asset Value per Share. It is expected that the adjustment factor applied to the in specie subscription or repurchase would match that applied to the Net Asset Value per Share.

The dilution adjustment amount for a Fund will be calculated from time to time and applied by reference to the estimated costs of dealing in the underlying investments of the Fund. Where there are net cash-flows into the Fund in excess of the applicable pre-determined threshold (if any), the dilution adjustment will increase the Net Asset Value per Share and/or initial subscription price per Share. Where there are net cash-flows out of the Fund in excess of the applicable pre-determined threshold (if any), the dilution adjustment will decrease the Net Asset Value per Share and/or initial subscription price per Share. The Net Asset Value per Share and/or initial subscription price per Share, as adjusted by any dilution adjustment, will be applicable to all transactions in Shares in the Fund on the relevant Dealing Day. Therefore, for an investor who subscribes to the Fund on a Dealing Day when the dilution adjustment increases the Net Asset Value per Share and/or initial subscription price per Share, the cost per Share to the investor will be greater than it would have been absent the dilution adjustment. For an investor who repurchases a certain number of Shares from the Fund on a Dealing Day when the dilution adjustment decreases the Net Asset Value per Share, the amount received by the investor in repurchase proceeds for the Share redeemed will be less than it would have been absent the dilution adjustment. More information about the dilution adjustments applied on a particular Dealing Day can be obtained by Shareholders upon request from the Investment Adviser.

### **Application for Shares**

All applicants applying for the first time to subscribe for Shares in a Fund must first complete an application form (the “Application Form”) which may be obtained from the Investment Adviser or the Distributor. Completed Application Forms are requested to be returned to GMO UK Limited by fax or electronic means. GMO UK Limited shall process and forward all faxed or electronic copy Application Forms to the Administrator. The original signed Application Form shall be sent to the Administrator. Where the Application Form has been delivered to the Administrator by fax or electronic means, the original signed Application Form must be delivered promptly to the Administrator along with any supporting documentation (including any documents required to satisfy anti-money laundering requirements). No Shares shall be repurchased until the investor has completed and delivered to the Administrator the original signed Application Form and supporting documentation (including any documents required to satisfy anti-money laundering requirements).

Once the Application Form and supporting documentation has been processed and accepted by, or on behalf of, the Fund, an applicant for Shares may submit purchase orders (in writing, by fax or electronic means established on behalf of the Fund in accordance with the requirements of the Central Bank) to subscribe for Shares as described below. Amendments to a Shareholder’s registration details and payment instructions will only be effected upon receipt of original documentation.

The Initial Offer Periods for Shares in certain classes are open and set out in the table below or at such other time and/or on such other date as the Directors may determine in accordance with the requirements of the Central Bank.

<b>Fund</b>	<b>Class</b>	<b>Initial Offer Period</b>
<b>GMO SGM Major Markets Investment Fund</b>	A AUD, A CHF, A CAD, A JPY, B GBP, B AUD, B CHF, B CAD, B JPY	9 a.m. (Irish time) on 29 October 2016 – 5 p.m. (Irish time) on 12 July 2022

<b>Fund</b>	<b>Class</b>	<b>Initial Offer Period</b>
	C USD	9 a.m. (Irish time) on 18 August 2017 – 5 p.m. (Irish time) on 12 July 2022
	E GBP	9 a.m. (Irish time) on 30 August 2018 – 5 p.m. (Irish time) on 12 July 2022
<b>GMO Climate Change Investment Fund</b>	A CHF, A DKK, A NOK, A SEK	9 a.m. (Irish time) on 9 February 2018 – 5 p.m. (Irish time) on 14 April 2023
	E USD, E EUR, E GBP	9 a.m. (Irish time) on 26 March 2021 – 5 p.m. (Irish time) on 14 April 2023
	A SGD	9 a.m. (Irish time) on 13 January 2022 – 5 p.m. (Irish time) on 14 April 2023
	A AUD, A HKD, J EUR, J GBP, J SGD, J AUD and J HKD	9 a.m. (Irish time) on 28 April 2022 – 5 p.m. (Irish time) on 14 April 2023
<b>GMO Equity Dislocation Investment Fund</b>	A EUR, A GBP, A SGD, A HKD, A CHF	9 a.m. (Irish time) on 26 March 2021 – 5 p.m. (Irish time) on 4 October 2023
	R USD	9 a.m. (Irish time) on 6 April 2023 – 5 p.m. (Irish time) on 4 October 2023
<b>GMO Emerging Country Debt UCITS Fund</b>	A USD, A CHF, A EUR	9 a.m. (Irish time) on 18 December 2018 – 5 p.m. (Irish time) on 12 July 2022
	G USD, G EUR, G GBP, H USD, H CHF, H EUR, H GBP, J USD, J CHF, J EUR, J GBP	9 a.m. (Irish time) on 28 April 2020 – 5 p.m. (Irish time) on 12 July 2022
<b>GMO Usonian Japan Value Fund</b>	A GBP, C GBP, C GBP Distributing, A USD, A CHF, A EUR, A JPY	9 a.m. (Irish time) on 24 February 2021 – 5 p.m. (Irish time) on 12 July 2022
	Z USD	9 a.m. (Irish time) on 13 January 2022 – 5 p.m. (Irish time) on 12 July 2022
<b>GMO Resources UCITS Fund</b>	A JPY, A CHF, A DKK, A SGD, A HKD	9 a.m. (Irish time) on 24 February 2021 – 5 p.m. (Irish time) on 12 July 2022
	D USD, D EUR	9 a.m. (Irish time) on 9 July 2021 – 5 p.m. (Irish time) on 12 July 2022
	E USD, E EUR	9 a.m. (Irish time) on 16 August 2021 – 5 p.m. (Irish time) on 12 July 2022
<b>GMO Climate Change Select</b>	A CHF, A DKK, A NOK, A SEK, E USD, E EUR, E	9 a.m. (Irish time) on 13 January 2022 – 5 p.m. (Irish time) on 12 July 2022

<b>Fund</b>	<b>Class</b>	<b>Initial Offer Period</b>
<b>Investment Fund</b>	GBP	time) on 12 July 2022
<b>GMO Emerging Markets Ex-China Equity Fund</b>	A USD, A GBP, A EUR, E USD, E GBP, E EUR	9 a.m. (Irish time) on 13 January 2022 – 5 p.m. (Irish time) on 12 July 2022
<b>GMO Quality Select Investment Fund</b>	A USD, A GBP, A EUR, A SGD, A DKK, D USD, DH NOK, E USD, E GBP, E EUR, E SGD, R USD, R SGD	9 a.m. (Irish time) on 12 July 2023 – 5 p.m. (Irish time) on 11 January 2024
<b>GMO US Quality Select Investment Fund</b>	A USD, A GBP, A EUR, D USD, D GBP, D EUR, E USD, E GBP, E EUR	9 a.m. (Irish time) on 12 July 2023 – 5 p.m. (Irish time) on 11 January 2024

Following the expiry of the Initial Offer Period of the relevant class, and subject to the relevant Application Form and supporting documentation having been processed and accepted by, or on behalf of, the Manager, Shares may be issued on any Dealing Day to eligible investors who have forwarded a completed purchase order (in writing, by fax or electronic means established on behalf of the ICAV in accordance with the requirements of the Central Bank) to the Administrator, so that the purchase order shall be received by the Administrator no later than 2.00 p.m. (Irish time) on the Business Day preceding the Dealing Day or, in exceptional circumstances which will be fully documented, such other time as may be agreed between the relevant investor and the Distributor (the exercise of such power having been delegated to the Distributor by the Manager). Unless otherwise agreed with the Distributor or the Investment Adviser, cleared funds representing the subscription monies must be received by the Administrator by 5.00 p.m. (Irish time) on the Business Day preceding the Dealing Day or such other time as may be agreed between the relevant investor and the Distributor. Applications for which cleared funds have not been received by the relevant deadline may, at the absolute discretion of the Distributor, be held over until the next following Dealing Day and no interest shall be paid to an applicant, unless otherwise agreed with the Distributor. To the extent that the Fund has entered into Contractual Settlement Arrangements, the Distributor or the Investment Adviser may waive the deadlines above in relation to the receipt of cleared funds. Please see the section entitled “Risk Factors – Contractual Settlement Arrangements”.

Subscription monies should be provided by investors in the currency of denomination of the relevant class. However, subscription monies may, at the absolute discretion of the Investment Adviser who will determine the matter in the best interests of investors as a whole, be received in currencies other than the currency of denomination of the relevant class. In such event, a subscription fee of up to 0.005 per cent. of the subscription monies may, at the absolute discretion of the Investment Adviser, be payable. The relevant conversion rate shall be determined as of the close of business on the Business Day preceding the Dealing Day and investors shall bear all exchange rate currency risks during the period between the receipt of cleared funds representing subscription monies by the Administrator and the close of business on the Business Day preceding the relevant Dealing Day. A Fund may incur conversion costs, as it may incur in the normal course of business, if it is necessary to convert the subscription monies into other currencies. However, if appropriate, the costs of converting subscription monies received in respect of a non-Base Currency class into the Base Currency may, at the absolute discretion of the Investment Adviser, be deemed to be a Class Expense.

Investors should transmit cleared funds representing the subscription monies by wire instructions to the relevant accounts set out in the purchase order for Shares, so that cleared funds are received in the ICAV’s account before the relevant deadline outlined above or as agreed with the Distributor. If cleared funds are not received by the Administrator within this period, the Administrator may cancel, or the Distributor may direct the Administrator to cancel, any allotment of Shares in respect thereof. Any costs incurred by the ICAV as a result of an investor’s failure to transmit cleared funds by the relevant deadline shall be borne by the investor. Applications for Shares by in specie transfer should be discussed with the Investment Adviser and the Distributor on a case-by-case basis and any such in specie subscriptions shall be conducted

in accordance with the Instrument of Incorporation.

The Distributor and the Administrator reserve the right to reject in whole or in part any application for Shares or to request further details or evidence of identity from an applicant for Shares. Investors must provide such declarations and/or certifications as are reasonably required by the Manager, including, without limitation, declarations and/or certifications, as to matters of Irish and U.S. taxation (including documentation pertaining to FATCA). If an applicant or Shareholder fails to provide information as required by the Revenue Commissioners, the IRS and/or other applicable tax authorities, such investor may be subject to significant withholding taxes (including on proceeds received upon transfer or repurchase of Fund Shares). In this regard, investors should take into account the considerations set out in the section entitled “Taxation”. Where an application for Shares is rejected, the subscription monies shall be returned to the applicant within seven days of the date of such application.

The ICAV may issue fractional Shares rounded to the third decimal place. Fractional Shares shall not carry any voting rights.

The ICAV may issue voting and non-voting classes of Shares. It is proposed that the ICAV will issue non-voting Shares in the Classes listed below. Shares in these Classes shall not carry any voting rights at general meetings of the ICAV, Fund or Class.

<b>Fund</b>	<b>Class</b>
GMO Climate Change Investment Fund	Class NV USD

The minimum initial investment per Shareholder in a Fund shall be as set forth in the section entitled “Summary – Subscriptions”.

The Distributor and the Investment Adviser reserve the right in the case of a Fund to vary the minimum initial investment and may choose to waive this minimum investment requirement if considered appropriate.

It is intended that Shares in the Funds will be marketed to institutional investors and made available to investors meeting the minimum subscription requirements.

#### **Anti-Money Laundering Procedures**

Measures aimed at the prevention of money laundering will require an applicant to verify their identity and/or the source of funds and/or the source of wealth to the Administrator, the Distributor or the Investment Adviser. The Administrator will not accept funds from an investor until verification of identity and/or the source of funds and/or the source of wealth is completed to its satisfaction. Each of the Manager and the ICAV may at its discretion take such steps as it determines necessary to discontinue the business relationship it has with any investor where required to do so under applicable anti-money laundering laws or regulations.

Notwithstanding that funds have come from a designated body within a prescribed country recognised by Ireland as having equivalent anti-money laundering regulations, evidence of identity and/or the source of funds and/or the source of wealth must be established in accordance with the relevant anti-money laundering requirements which are advised to clients prior to application.

By way of example, an individual will be required to produce a copy of a current passport or identification card duly certified by a public authority such as a notary public, the police or the ambassador in their country of residence, together with evidence of their address such as a recent utility bill or bank statement. In the case of corporate applicants, this will require production of a certified copy of the certificate of incorporation (and any change of name), by-laws, memorandum and articles of association (or equivalent), or trust deed in the case of a trust and the names and addresses of all directors, trustees and/or beneficial owners.

The Administrator, the Distributor and the Investment Adviser reserve the right to request such documentation as is necessary to verify the identity and/or the source of funds and/or the source of wealth of the applicant. This may result in Shares being issued on a Dealing Day subsequent to the Dealing Day on which the applicant initially wished to have Shares issued.

It is further acknowledged that the Administrator, the Distributor and the Investment Adviser, in the performance of their delegated duties, shall be held harmless by the subscriber against any loss arising as a result of a failure to process the subscription if such information as has been requested by the Administrator, the Distributor and/or the Investment Adviser has not been provided by the applicant.

### **Subscription Price**

During the Initial Offer Periods, the initial subscription price for Shares of the relevant Classes shall be as set forth in the following table, subject to any applicable dilution adjustment. Please see the section entitled “Administration of the ICAV - Dilution Adjustments”.

	<b>Class</b>	<b>Initial Subscription Price</b>
GMO SGM Major Markets Investment Fund	A AUD	A\$20
	A CHF	CHF20
	A CAD	CAD20
	A JPY	JPY2,000
	B GBP	£20
	B AUD	A\$20
	B CHF	CHF20
	B CAD	CAD20
	B JPY	JPY2,000
	C USD	US \$20,000
	E GBP	£20
GMO Climate Change Investment Fund	A AUD	A\$20
	A CHF	CHF20
	A DKK	DKK150
	A HKD	HKD200
	A NOK	NOK200
	A SGD	SGD20
	A SEK	SEK200
	E EUR	€20
	E USD	US \$20
	E GBP	£20
	J SGD	SGD20
	J GBP	£20
	J EUR	€20
	J AUD	A\$20
	J HKD	HKD200
GMO Equity Dislocation Investment Fund	A EUR	€20
	A GBP	£20
	A SGD	SGD20
	A HKD	HKD200
	A CHF	CHF20
	R USD	US \$20
GMO Emerging Country Debt UCITS Fund	A USD	US \$20
	A CHF	CHF20

	<b>Class</b>	<b>Initial Subscription Price</b>
	A EUR	€20
	G USD	US \$20
	G EUR	€20
	G GBP	£20
	H USD	US \$20
	H CHF	CHF20
	H EUR	€20
	H GBP	£20
	J USD	US \$20
	J CHF	CHF20
	J EUR	€20
	J GBP	£20
	GMO Usonian Japan Value Fund	A GBP
C GBP		£20
C GBP Distributing		£20
A USD		US \$20
A EUR		€20
A CHF		CHF20
A JPY		JPY2,000
Z USD		US \$20
GMO Resources UCITS Fund	A JPY	JPY2,000
	A CHF	CHF20
	A DKK	DKK150
	A HKD	HK \$200
	D USD	US \$20
	D EUR	€20
	E USD	US \$20
	E EUR	€20
GMO Climate Change Select Investment Fund	A CHF	CHF20
	A DKK	DKK150
	A EUR	€20
	A GBP	£20
	A NOK	NOK200
	A SEK	SEK200

	<b>Class</b>	<b>Initial Subscription Price</b>
	E USD	US \$20
	E EUR	€20
	E GBP	£20
GMO Emerging Markets Ex-China Equity Fund	A USD	US \$20
	A EUR	€20
	A GBP	£20
	E USD	US \$20
	E EUR	€20
	E GBP	£20
GMO Quality Select Investment Fund	A USD	US \$20
	A GBP	£20
	A EUR	€20
	A DKK	DKK150
	A SGD	SGD 20
	D USD	US \$20
	DH NOK	NOK200
	E USD	US \$20
	E GBP	£20
	E EUR	€20
	E SGD	SGD 20
	R USD	US \$20
	R SGD	SGD 20
	GMO US Quality Select Investment Fund	A USD
A GBP		£20
A EUR		€20
D USD		US \$20
D GBP		£20
D EUR		€20
E USD		US \$20
E GBP		£20
E EUR		€20

Following the expiry of the applicable Initial Offer Period, Shares in all Classes shall be issued at the Net Asset Value plus subscription fees, if any, applicable on the Dealing Day on which the Shares are deemed to be issued, subject to any applicable dilution adjustment. Typically, the Initial Offer Period of a Class

ends following the receipt by the relevant Fund of the initial subscription.

On any Dealing Day a dilution adjustment may be made, which will be reflected in the Net Asset Value per Share. Please see the section entitled “Administration of the ICAV - Dilution Adjustments”.

### **Written Confirmations of Ownership**

The Administrator shall be responsible for maintaining the ICAV’s register of Shareholders in which all issues, repurchases, conversions and transfers of Shares will be recorded. Written confirmations of ownership shall be issued by email, telefax and by post in relation to each issue of Shares. The Administrator shall not issue a Share certificate in respect of Shares unless so requested in writing by the Shareholder. A Share may be registered in a single name or in up to four joint names. The register of Shareholders shall be available for inspection at the registered office of the ICAV during normal business hours where a Shareholder may inspect only their entry on the register.

### **Repurchase Requests**

Shareholders may request that Shares be repurchased on a Dealing Day by completing a repurchase request form (in writing, by fax or electronic means established on behalf of the ICAV in accordance with the requirements of the Central Bank) and forwarding it to the Administrator for receipt by the Administrator no later than 2.00 p.m. (Irish time) on the Business Day preceding the Dealing Day stipulated by Shareholder in the repurchase request form or, in exceptional circumstances which will be fully documented, such other time as may be agreed between the relevant investor and the Distributor (the exercise of such power having been delegated to the Distributor by the Manager). Repurchase requests received by the Administrator after 2.00 p.m. (Irish time) on the Business Day preceding the Dealing Day will be processed on the next following Dealing Day unless otherwise agreed between the relevant investor and the Distributor or the Investment Adviser.

Where repurchase requests on any Dealing Day exceed 10 per cent. of the Net Asset Value of a Fund, the Manager and/or the ICAV may defer the excess repurchase requests to subsequent Dealing Days and shall repurchase such Shares *pro rata* to the total number of Shares in the Fund held by the Shareholders who have submitted repurchase requests for that Dealing Day. The ICAV shall treat the deferred repurchase requests as if they were received for each subsequent Dealing Day (in relation to which the ICAV has the same power of deferral at the then prevailing limit) until all the shares to which the original request related have been repurchased. In such cases, the ICAV may reduce requests *pro rata* on the next and following Dealing Days so as to give effect to the above limitation.

### **Repurchase Price**

Shares shall be repurchased at the applicable Net Asset Value per Share applicable on the Dealing Day on which the repurchase request is effective, subject to any applicable dilution adjustment.

On any Dealing Day a dilution adjustment may be made, which will be reflected in the Net Asset Value per Share. Please see the section entitled “Administration of the ICAV – Dilution Adjustments”.

Provided that a completed repurchase request form has been received by the Administrator as provided for above, repurchase monies shall be paid by the third Business Day after the Dealing Day on which the repurchase request is effective unless the Administrator is otherwise instructed by the Distributor. In any event, all repurchase monies must be paid within ten Business Days. Payment shall be made by bank transfer to the Shareholder’s account (at the Shareholder’s expense), details of which shall be provided by the Shareholder in the Application Form. If any distributions are paid in respect of a Fund, they shall be paid to the Shareholder’s account as provided for in the Application Form (or as subsequently amended in writing by the Shareholder) on the date on which distributions are payable.

Repurchase proceeds may, at the absolute discretion of the Investment Adviser who will determine the matter in the best interests of investors as a whole, be paid in currencies other than the currency of

denomination of the relevant class. In such event, a repurchase fee of up to 0.005 per cent. of the repurchase proceeds may, at the absolute discretion of the Investment Adviser, be payable. The relevant conversion rate (whether official or otherwise) shall be determined by the Administrator in consultation with the Investment Adviser on the Business Day preceding the Dealing Day and, as in the normal course when repurchase proceeds are paid in the currency of denomination of the relevant class, repurchasing Shareholders shall bear all exchange rate currency risks during the period between the close of business on the Business Day preceding the Dealing Day and the settlement of repurchase requests. As may occur in the normal course of business, the ICAV may incur conversion costs if it is necessary to effect a currency conversion in order to pay the repurchase proceeds in the currency selected by the repurchasing Shareholder.

Repurchases in specie are at the absolute discretion of the ICAV and subject to the consent of the repurchasing Shareholder. Asset and liability allocation in respect of an in specie repurchase is subject to the approval of the Depositary. At the request of the repurchasing Shareholder, such assets may be sold by the Manager and the proceeds of sale transmitted to the Shareholder. A determination to provide repurchase in specie may be made solely at the absolute discretion of the ICAV where the repurchasing Shareholder requests repurchase of a number of Shares that represents 5.00 per cent. or more of the Net Asset Value of the Fund and, in this event, the Manager will, if requested, sell the assets on behalf of the Shareholder. Where assets are sold the price obtained by the Manager may be different from the price at which the assets were valued when determining the Net Asset Value; and none of the Manager, the Investment Adviser or the Distributor shall be liable for any loss arising therefrom. Transaction costs incurred in the disposal of assets shall be borne by the Shareholder.

### **Mandatory Repurchase of Shares and Forfeiture of Dividend**

If a repurchase causes a Shareholder's holding in the ICAV to fall below the currency equivalent of £200,000 or such lesser amount as the Manager and/or the ICAV may determine, the ICAV may repurchase the whole of that Shareholder's holding. Before doing so, the Manager, the ICAV or the Administrator shall notify the Shareholder in writing and allow the Shareholder thirty days to purchase additional Shares to meet the minimum requirement. The ICAV reserves the right to vary this mandatory repurchase amount.

Each of the Manager and the ICAV reserves the right to repurchase or require the transfer of any Shares which are or become owned, directly or indirectly, by a person if the holding of the Shares by such other person is unlawful or, in the opinion of the Manager or the ICAV, as relevant, the holding might result in the ICAV or the Shareholders incurring any liability to taxation or suffering pecuniary or material administrative disadvantage which the ICAV or the Shareholders might not otherwise suffer or incur, or if the Shareholder fails to promptly provide documentation reasonably requested on behalf of the ICAV to meet its anti-money laundering or taxation obligations.

The Instrument of Incorporation provides that any unclaimed dividends shall be forfeited automatically after six years and on forfeiture will form part of the assets of the ICAV.

### **Transfer of Shares**

All transfers of Shares shall be effected by transfer in writing in any usual or common form and every form of transfer shall state the full name and address of the transferor and the transferee. The instrument of transfer of a Share shall be signed by or on behalf of the transferor. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Share register in respect thereof. Where the transferee is not an existing Shareholder in the Fund, the transferee must complete an application form and comply with the relevant anti-money laundering procedures. The Manager may decide to reject any transfer of Shares for any reason at their absolute discretion. The Manager may decline to register any transfer of Shares if in consequence of such transfer the transferor or transferee would hold less than the currency equivalent of the amount of the minimum initial investment for the Fund or would otherwise infringe the restrictions on holding Shares outlined above. The registration of transfers may be suspended at such times and for such periods as the Manager may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year. The Manager

may decline to register any transfer of Shares unless the instrument of transfer is deposited at the registered office of the ICAV or at such other place as the Manager may reasonably require together with such other evidence as the Manager may reasonably require to show the right of the transferor to make the transfer. If a transferor or transferee fails to provide information as required by the Revenue Commissioners, the IRS and/or other applicable tax authorities, such investor may be subject to significant withholding taxes.

### **Withholdings and Deductions**

If a Shareholder fails to provide information as required by the IRS and/or other applicable tax authorities, such Shareholder may be subject to significant withholding taxes (including on proceeds received upon the transfer or repurchase of Shares). In the event that the Manager is required to deduct, withhold or account for tax on a disposal of Shares by a Shareholder (whether upon a repurchase of Shares, a transfer of Shares or otherwise), upon the payment of a distribution to a Shareholder (whether in cash or otherwise) or in any other circumstances in which a taxation liability arises, the Manager shall be entitled to arrange for the repurchase and cancellation of such number of the Shares of such Shareholder as are sufficient after the deduction of any repurchase fees to discharge any such tax liability. The Manager may decline to register a transferee as a Shareholder until such time as they receive from the transferee such declarations as to residency or status as they may require. Please refer to the section entitled "Taxation" for further information.

### **Conversion of Shares**

With the consent of the Manager, a Shareholder may convert Shares of one Fund into Shares of another Fund on giving notice to the Administrator in such form as the Administrator may require provided that the shareholding satisfies the minimum investment criteria and provided that the original application is received within the time limits specified above in the case of subscriptions. The conversion is effected by the repurchase of Shares of one Fund and subscribing for the Shares of the other Fund with the repurchase proceeds. A transaction charge of up to 2.00 per cent. of the value of the Shares to be converted may be retained by the Fund in which the Shares are held prior to conversion to cover the costs of disposing of the assets of the Fund in order to give effect to the conversion. No further transaction costs will be payable.

Conversion will take place in accordance with the following formula:

$$NS = \frac{(AxBxC) - TC}{D}$$

where:

- NS = the number of Shares which will be issued in the new Fund;
- A = the number of the Shares to be converted;
- B = the repurchase price of the Shares to be converted;
- C = the currency conversion factor as determined by the Manager;
- D = the issue price of Shares in the new Fund on the relevant Dealing Day; and
- TC = the transaction charge incurred in connection with the proposed transaction.

If NS is not an integral number of Shares the Directors reserve the right to issue fractional Shares in the new Fund or to return the surplus arising to the Shareholder seeking to convert the Shares.

The length of time for completion of a conversion will vary depending on the Funds involved and the time when the conversion is initiated. In general, the length of time for completion of a conversion will depend

upon each of the time required to obtain payment of repurchase proceeds from the Fund whose Shares are being acquired and the time required to effect any foreign exchange transaction which may be necessary for the Shareholder to obtain the currency of the Fund in which Shares are being subscribed. A Shareholder is not required to submit a new Application Form for the purchase of Shares in connection with a conversion.

### **Excessive Trading**

Investment in the Funds is intended for long-term purposes only. Each Fund reserves the right to take reasonable steps to seek to prevent short-term trading. Excessive short-term trading into and out of a Fund can disrupt portfolio investment strategies and may increase expenses, and adversely affect investment returns, for all Shareholders, including long-term Shareholders who do not generate these costs. The Manager and/or the ICAV reserves the right to reject any purchase request (including any conversion request) by any investor or group of investors for any reason without prior notice, including, in particular, if it believes that the trading activity would be disruptive to the Fund. For example, the Manager or the ICAV, as relevant, may refuse a subscription order if the Manager, the ICAV or the Investment Adviser believes it would be unable to invest the money effectively in accordance with the Fund's investment policies or the Fund would otherwise be adversely affected due to the size of the transaction, frequency of trading or other factors.

The trading history of accounts under common ownership or control may be considered in enforcing these policies. Transactions placed through the same financial intermediary on an omnibus basis may be deemed a part of a group for purposes of this policy and may be rejected in whole or in part by the Fund. Transactions accepted by a financial intermediary in violation of the Fund's excessive trading policy are not deemed accepted by the Fund and may be cancelled or revoked by the Fund on the next Business Day following receipt.

Investors should be aware that there are practical constraints both in determining the policy which is appropriate in the interests of long term investors, and in applying and enforcing such policy. For example, the ability to identify and prevent covert trading practices or short-term trading where investors act through omnibus accounts is limited. Also, investors such as fund of fund and asset allocation funds will change the proportion of their assets invested in Funds in accordance with their own investment mandate or investment strategies. The Manager or the ICAV, as relevant, will seek to balance the interests of such investors in a way which is consistent with the interests of long term investors but no assurance can be given that the Manager or the ICAV, as relevant, will succeed in doing so in all circumstances. For example, it is not always possible to identify or reasonably detect excessive trading that may be facilitated by financial intermediaries or made difficult to identify by the use of omnibus accounts by those intermediaries.

### **Portfolio Holdings Disclosure Policy**

The Funds' portfolio holdings policy is designed to be in the best interest of the Funds and to protect the confidentiality of the Funds' portfolio holdings.

The full portfolio holdings for a Fund shall generally be available subject to the recipient entering into an appropriate confidentiality agreement and observing all applicable laws and regulations in the use of such information.

### **Publication of the Price of the Shares**

Except where the determination of the Net Asset Value has been suspended, in the circumstances described below, the Net Asset Value per Share shall be made public at the registered office of the Administrator on each Dealing Day and shall be published on the Business Day immediately succeeding each Dealing Day at the internet address [www.gmo.com](http://www.gmo.com) and is available in the "Offshore Funds" section of the Bloomberg price and market information service. Such information shall relate to the Net Asset Value per Share for the previous Dealing Day and is published for information only. It is not an invitation to subscribe for,

repurchase or convert Shares at that Net Asset Value.

### **Temporary Suspension of Valuation of the Shares and of Sales and Repurchases**

The ICAV may temporarily suspend the determination of the Net Asset Value and the sale or repurchase of Shares in a Fund during:

- (a) any period (other than ordinary holiday or customary weekend closings) when any market is closed which is the main market for a significant part of the Fund's investments, or when trading thereon is restricted or suspended;
- (b) any period during which the disposal or valuation of investments which constitute a substantial portion of the assets of the Fund is not practically feasible or if feasible would be possible only on terms materially disadvantageous to Shareholders;
- (c) any period when for any reason the prices of any investments of the Fund cannot be reasonably, promptly or accurately ascertained by the Administrator;
- (d) any period when remittance of monies which will, or may, be involved in the realisation of, or in the payment for, investments of the Fund cannot, in the opinion of the ICAV, be carried out at normal rates of exchange;
- (e) any period when the proceeds of the sale or repurchase of the Shares cannot be transmitted to or from the Fund's account;
- (f) any period when a notice to terminate the Fund has been served or when a meeting of Shareholders has been convened to consider a motion to terminate the Fund;
- (g) upon the occurrence of an event causing the Fund to enter into liquidation or;
- (h) in exceptional cases, where the circumstances so require, and where the Manager consider it justifiable to do so having regard to the best interests of the Shareholders as a whole.

A suspension of repurchases may be made at any time prior to the payment of the repurchase proceeds and the removal of the relevant Shares from the register of members. A suspension of subscriptions may be made at any time prior to the entry of the relevant Shares on the register of members.

Any such suspension shall be notified immediately to the Central Bank.

### **Data Protection Notice**

Prospective investors should note that by completing the Application Form to subscribe for shares in the ICAV, and otherwise during the course of their investment, they may provide information to the ICAV about individuals associated with the account, which may constitute "personal data" within the meaning of the Irish Data Protection Acts 1988 to 2018, the General Data Protection Regulation (Regulation (EU) 2016/679), the EU ePrivacy Directive 2002/58/EC (as amended) and any relevant transposition of, or successor or replacement to, those laws (including, when it comes into force, the successor to the ePrivacy Directive) (together the "Data Protection Legislation").

The personal data of investors and individuals associated with investors' accounts may be used by the ICAV for the following purposes:

- to manage and administer an investor's holding in the ICAV and any related accounts on an ongoing basis in accordance with the contract between the investor and the ICAV;
- to carry out statistical analysis and market research as the ICAV's legitimate business interest;

- to comply with legal and regulatory obligations applicable to the investor and the ICAV from time to time including applicable anti-money laundering and counter terrorist financing legislation.

In particular, in order to comply with the Common Reporting Standard (“CRS”) (see the section entitled “Taxation – The OECD Common Reporting Standard”), as implemented in Ireland by Section 891E, Section 891F and Section 891G of the TCA and regulations made pursuant to those sections, as well as FATCA and Section 891C of the TCA, an investor’s personal data (including financial information) may be shared with the Irish Revenue Commissioners. They in turn may exchange information (including personal data and financial information) with foreign tax authorities (including the IRS and foreign tax authorities located outside the EEA). Please consult the AEOI (Automatic Exchange of Information) webpage on [www.revenue.ie](http://www.revenue.ie) for further information in this regard; and

- for any other specific purposes where the investor has given specific consent;

Personal data may be disclosed by the ICAV to its delegates, professional advisors, service providers, regulatory bodies, auditors, technology providers and any duly authorised agents or related, associated or affiliated companies of the foregoing for the same or related purposes.

Personal data may be transferred to countries which may not have the same or equivalent data protection laws as Ireland. If such transfer occurs, the ICAV is required to ensure that such processing of investors’ and associated individuals’ personal data is in compliance with Data Protection Legislation and, in particular, that appropriate measures are in place such as entering into model contractual clauses (as published by the European Commission) or ensuring that the recipient is “Privacy Shield” certified, if appropriate. For more information on the means of transfer of personal data or a copy of the relevant safeguards, please contact [privacy@gmo.com](mailto:privacy@gmo.com).

Pursuant to the Data Protection Legislation, investors and individuals associated with them have a number of rights which may be exercised in respect of their personal data, *i.e.*:

1. the right of access to personal data held by the ICAV;
2. the right to amend and rectify any inaccuracies in personal data held by the ICAV;
3. the right to erase personal data held by the ICAV;
4. the right to data portability of personal data held by the ICAV; and
5. the right to request restriction of the processing of personal data held by the ICAV; and
6. the right to object to processing of personal data by the ICAV.

These rights will be exercisable subject to limitations as provided for in the Data Protection Legislation. In certain circumstances it may not be feasible for the ICAV to discharge these rights, for example because of the structure of the ICAV or the manner in which the Shareholder holds Shares in the ICAV. Investors may make a request to the ICAV to exercise these rights by contacting [privacy@gmo.com](mailto:privacy@gmo.com).

Please note that personal data may be retained by the ICAV for the duration of an investor’s investment and afterwards in accordance with the ICAV’s legal and regulatory obligations including but not limited to the ICAV’s record retention policy.

The ICAV is a data controller within the meaning of the Data Protection Legislation and undertakes to hold any personal information provided by investors in confidence and in accordance with the Data Protection Legislation. For queries, requests or comments in respect of this notice or the way in which the ICAV uses investors’ personal data, please contact [privacy@gmo.com](mailto:privacy@gmo.com). Investors have the right to lodge a complaint

with the Office of the Data Protection Commissioner if they are dissatisfied with the manner in which their personal data is used by the ICAV.

## **MANAGEMENT AND ADMINISTRATION**

### **The Board of Directors of the ICAV and the Manager**

The Board of Directors of the Manager is responsible for managing the business affairs of the ICAV. The Directors may delegate certain functions to the Administrator, the Investment Adviser and other parties, subject to supervision and direction by the Directors. The Directors and their principal occupations are set out below. The ICAV has delegated the day-to-day administration of the ICAV to the Administrator and, consequently, none of the Directors is an executive director. The address of the Directors is the registered office of the ICAV.

**Mr. David Bohan** is the Chairman of the Board of Directors of the ICAV. Since 2003, he has served as legal counsel for the Investment Adviser. Prior to joining the Investment Adviser, Mr. Bohan was an attorney at the Boston law firm Goodwin Procter, LLP, beginning in 1996, where his area of expertise was advising clients in the area of investment management. Prior to joining Goodwin Procter he was with the Liberty Mutual Insurance Group from 1988 to 1995. Mr. Bohan earned a J.D. *magna cum laude* from Suffolk University Law School and a B.S. in Computer Science from the University of Massachusetts at Amherst.

**Ms. Eimear Cowhey** has over 20 years' experience in the offshore funds industry and currently acts as an independent director to a number of Irish companies and investment funds. From 1999 to 2006 she held various executive positions within The Pioneer Group, including Head of Legal and Compliance and Head of Product Development. From 1992 to 1999 she was Global Fund Director and Head Legal Counsel of Invesco Asset Management. She qualified in 1990 as an Irish solicitor with the Irish law firm William Fry and holds a Bachelor of Civil Law received from University College Dublin in 1986. She also holds a C. Dip. A. F. (Certified Diploma in Accounting and Finance) which was received from the Chartered Association of Certified Accountants in 1989. She is a former Council member and past Chairman of the IFIA and a former member of the IFSC Funds Group, a joint government/industry group to advise the government of investment fund related matters. Ms. Cowhey lectures at the Law Society of Ireland on Financial Services and Investment Funds law and is a regular conference speaker.

**Mr. Arron Day** is Chief Executive Officer of GMO UK Limited. He has over 20 years' experience in the investment management industry across a broad range of asset classes and fund structures, specialising in Irish funds. Since joining GMO UK Limited in 2007 he has held a variety of senior positions including Head of Operations and Finance. Prior to joining GMO UK Limited he worked for M&G Investments. Mr. Day earned his B.A. in Business Administration from Anglia Ruskin University and received the SII Diploma in Global Operations Management in 2008.

**Mr. John Fitzpatrick** has over 25 years' experience in the management of mutual funds and currently acts as an independent director and consultant in relation to a number of management companies and investment funds. Mr. Fitzpatrick was an Executive Director and Head of Product Development and Technical Sales at Northern Trust Investor Services (Ireland) Limited between 1990 and 2005. Prior to joining Northern Trust, Mr. Fitzpatrick worked for PricewaterhouseCoopers and KPMG, where he specialised in company law and tax planning. He has worked at the senior level in all aspects of the mutual fund industry since 1978.

The Corporate Secretary of the ICAV is Bradwell Limited.

The Instrument of Incorporation does not stipulate a retirement age for Directors and does not provide for retirement of Directors by rotation. The Instrument of Incorporation provides that a Director may be a party to any transaction or arrangement with the ICAV or in which the ICAV is interested provided that he has disclosed to the Directors the nature and extent of any material interest which he may have. A Director may not vote in respect of any contract in which he has a material interest. However, a Director may vote

in respect of any proposal concerning any other company in which he is interested, directly or indirectly, whether as an officer or shareholder or otherwise, provided that he is not the holder of 5.00 per cent. or more of the issued shares of any class of such company or of the voting rights available to members of such company. A Director may also vote in respect of any proposal concerning an offer of shares in which he is interested as a participant in an underwriting or sub-underwriting arrangement, and may also vote in respect of the giving of any security, guarantee or indemnity in respect of money lent by the Director to the ICAV or in respect of the giving of any security, guarantee or indemnity to a third party in respect of a debt obligation of the ICAV for which the Director has assumed responsibility in whole or in part.

The Instrument of Incorporation provides that the Manager may exercise all the powers of the ICAV to borrow money, to mortgage or charge its undertaking, property or any part thereof and may delegate these powers to the Investment Adviser.

### **The Manager**

The ICAV has appointed KBA Consulting Management Limited as its management company (the “Manager”) pursuant to a management agreement entered into between the ICAV and the Manager (the “Management Agreement”).

The Manager is a limited company incorporated under Irish law on 4 December 2006, having its registered office at 35 Shelbourne Road, Ballsbridge, Dublin, D04 A4EO. The company secretary of the Manager is KB Associates of 35 Shelbourne Road, Ballsbridge, Dublin, D04 A4EO. The Manager is authorised by the Central Bank to act as a UCITS management company. The ultimate parent of the Manager is Sigma Irish TopCo Limited. The Manager is a member of the Waystone group of companies.

Under the terms of the Management Agreement, the Manager is appointed to carry out the management, distribution and administration services in respect of the ICAV.

The Manager must perform its duties under the Management Agreement in good faith and in a commercially reasonable manner using a degree of skill, care and attention reasonably expected of a professional manager of a UCITS authorised by the Central Bank and in the best interests of the Shareholders. The Manager may, with the written consent of the ICAV, delegate all the powers, duties and discretions exercisable in respect of its obligations under the Management Agreement as the Manager and any delegate may from time to time agree. Any such appointment will be in accordance with the requirements of the Central Bank.

The Manager has delegated the administration of the ICAV’s affairs, including responsibility for the preparation and maintenance of the ICAV’s records and accounts and related fund accounting matters, the calculation of the Net Asset Value per Share and the provision of transfer agency and registrar services in respect of the Funds to the Administrator.

The Manager has further delegated the investment management and distribution responsibilities in respect of the Funds to the Investment Adviser.

The Management Agreement provides that the appointment of the Manager will continue in force unless and until terminated by either party on 90 days’ prior written notice or such shorter period as may be agreed by the ICAV but not less than 30 days, or otherwise in accordance with the terms of the Management Agreement. The Management Agreement contains provisions regarding the Manager’s legal responsibilities. The Manager is not liable for loss or damage caused to the ICAV unless such loss or damage arose out of or in connection with the negligence, fraud, recklessness, wilful misconduct or wilful default of or by the Manager or any director, officer, employee, delegate, agent or appointee of the Manager in the performance or non-performance of its duties under the Management Agreement.

The Manager has established, implemented and maintains a remuneration policy which meets the requirements of, and complies with the principles set out in the UCITS Regulations and the ESMA guidelines on sound remuneration practices under the UCITS Directive (the “Remuneration Guidelines”)

and ensures that the Investment Adviser is subject to regulatory requirements on remuneration that are equally as effective as those applicable under the Remuneration Guidelines or that appropriate contractual agreements are in place to ensure that the delegation arrangements with the Investment Adviser do not circumvent the remuneration requirements of the Remuneration Guidelines.

The Manager's remuneration policy applies to staff whose professional activities might have a material impact on the ICAV's risk profile and so covers senior management, risk takers, control functions and any employees receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers and whose professional activities have a material impact on the risk profile of the ICAV. The Manager's remuneration policy is accordingly consistent with, and promotes, sound and effective risk management and does not encourage risk-taking which is inconsistent with the risk profile of the ICAV.

Consistent with the principle of proportionality referred to in the Remuneration Guidelines the pay-out process requirements in the Remuneration Guidelines have been disapplied in the Manager's remuneration policies. This disapplication has been made following assessment by the Manager of each of the pay-out process requirements and takes account of specific facts applicable to each and is appropriate to each size, internal organisation and the nature, scope and complexity of its activities.

The Remuneration Policy of the Manager can be found at [www.kbassociates.ie](http://www.kbassociates.ie). A copy can be requested free of charge from the Manager.

The Manager's main business is the provision of fund management services to collective investment schemes such as the ICAV. The Manager is legally and operationally independent of the Administrator, the Depositary and the Investment Adviser.

The Directors of the Manager are:

**Tim Madigan (Irish resident)** Tim Madigan is independent non-executive chairperson for the Manager. He serves as an independent non-executive director for a number of investment funds, both Irish-domiciled (UCITS and AIFs) and Luxembourg-domiciled (AIFs), as well as for an Irish cross-border life insurance company (where he also acts as chair of the Audit Committee). He was previously an independent nonexecutive director of a UK life insurance company (where he also acted as chair of the Risk & Compliance Committee). From 2010 to 2011, Mr Madigan was finance director of Aviva Investment Management Europe, where he led the set-up of the finance function for Aviva Europe's Dublin based centre of excellence, established to manage treasury assets and investment management mandates. Prior to this, Mr Madigan was managing director of cross-border life insurance company Aviva Life International from 2006 to 2010 (previously he was finance director for that company). In this role he chaired the Investment Committee as well as leading a strategic review of business in 2009 following the onset of the global financial crisis. He holds a bachelor's degree in Business Studies (Finance) from the University of Limerick, is a Fellow of the Association of Chartered Certified Accountants and is a Certified Investment Fund Director. He served as an elected Council member of the Irish Fund Directors Association from 2016 to 2020.

**Peadar De Barra (Irish resident)**

Mr. De Barra is an executive director of KBA Consulting Management Limited with responsibility for operations and compliance. Prior to his appointment to KBA Consulting Management Limited he was a senior consultant within KB Associates' consulting business where he was responsible for advising investment funds on a range of risk and compliance matters. In this role he was responsible for developing risk management programmes for funds operating across a range of investment strategies. Mr. De Barra joined KB Associates in 2008. Prior to this Mr. De Barra was Vice-President at Citi Fund Services (Ireland) Ltd (formerly BISYS), where he was responsible for the Financial Administration team (2003 to 2007). Prior to this Mr. De Barra was an accountant and auditor with PricewaterhouseCoopers Dublin (1998 to 2002) and was an assistant manager at AIB/BNY Fund Management (Ireland) Ltd (2002 to 2003) with responsibilities for statutory reporting. In addition, Mr. De Barra also acts as a director to a number of

investment funds, investment managers and management companies.

Mr. De Barra holds a Bachelor of Commerce (Honours) Degree from National University of Ireland Galway and is a Fellow of the Institute of Chartered Accountants in Ireland.

**Andrew Kehoe (Irish resident)**

Mr. Kehoe has been a lawyer since 2002. He has a broad range of experience in the legal and financial services industry in Ireland and internationally. He is the Chief Executive Officer of Waystone Ireland, which includes the Manager. Previously Mr. Kehoe was responsible for both the legal and business development teams at KB Associates and was the Chief Executive Officer of the KB Associates' MiFID distribution firm in Malta.

Prior to joining KB Associates, Mr. Kehoe was a managing partner at a New York City law firm and worked as an investment funds solicitor at a Dublin law firm.

Mr. Kehoe holds a Bachelor of Science in Business from Fairfield University, a Juris Doctor law degree from New York Law School and a Diploma in International Investment Funds from the Law Society of Ireland. He is admitted to the Roll of Solicitors in Ireland, England and Wales, and is a member of the New York, New Jersey and Connecticut Bars.

**Barry Harrington (Irish resident)**

Barry Harrington is Waystone Ireland's Chief Operating Officer and is an executive director of KB Associates' AIFMD and UCITS authorised management company, KBA Consulting Management Limited. Prior to joining KB Associates, from 1998 to 2008, Mr Harrington worked for BISYS Hedge Fund Services (now Citi Fund Services (Ireland), Limited) in a variety of management roles supporting a number of leading hedge fund managers. His final role was as Vice President of fund accounting operations. Previously, Mr. Harrington worked at Chase Manhattan Bank (Ireland) Limited in fund accounting operations. Mr Harrington holds an M.A. in Economics and Finance from the National University of Ireland, Maynooth and is a CFA charterholder.

**John Oppermann (Irish resident)**

Mr Oppermann is resident in Ireland and has been involved in the Investment Funds, Asset Management and Fund Services industry for over 30 years in London and Dublin. He has extensive experience with investment funds domiciled in various locations and across a variety of asset classes and investment strategies. Mr. Oppermann is an independent, non-executive director (INED) of KBA Consulting Management Limited and is the Chair of its Independent Risk Committee. Mr. Oppermann co-founded The Fund Governance Boardroom Panel, a firm which specialises in Collective Investment Governance. He established JPO Corporate Services in 2009 to provide corporate services to entities establishing operations in Ireland and has acted as a consultant within the hedge fund industry since 2008. From 2004 to 2008 Mr. Oppermann held the position of General Manager of Olympia Capital Ireland, and senior positions at RMB International (part of the First Rand Group) and International Fund Services (IFS) from 2001 to 2004. Mr. Oppermann established Capita's Registrar operation in Ireland after they purchased the share registration business of PwC and was Country Manager from 1998 to 2001. From 1995 to 1998 Mr. Oppermann was a member of the senior management team at Mellon Fund Administration (Ireland). Prior to that Mr. Oppermann held a number of senior financial and operational positions in the investment management, pensions and financial services divisions with The Prudential Corporation in London from 1987 to 1995. Mr. Oppermann is a non-executive director for a number of Companies and Funds. He is one of the founding members of the Irish Fund Directors Association and has served on council from 2015 – 2018.

Mr. Oppermann is a Fellow of the Chartered Association of Certified Accountants, holds an MBA from the Michael Smurfit Graduate School of Business and has received the accreditation of Certified Investment Fund Director from the Institute of Banking School of Professional Finance.

### **Noelle White (Irish resident)**

Ms. White has extensive experience across a wide range of investment funds including UCITS, Exchange Traded Funds and Alternative Fund models such as private equity, private debt, venture capital and real estate funds.

Ms. White joined Waystone in 2017 in the Dublin office with responsibility for developing oversight and managing service delivery to clients as well as establishing a relationship management model for European products. In her current role as European Head of Onboarding, Ms. White oversees the strategic growth of the European onboarding team and is also responsible for the management of a portfolio of investment fund clients covering both AIFMD and UCITS and supports the launch and ongoing management of funds to comply with regulatory and governance requirements.

Ms. White also acts as a director to a number of investment fund vehicles predominantly in the real estate, private equity and debt sectors. A qualified solicitor, Ms. White has in excess of ten years of senior-level experience in asset management and investment funds. Ms. White received a Bachelor degree in Business and Law from University College Dublin.

### **The Investment Adviser**

The Investment Adviser is an independent fund management firm established in Boston, Massachusetts in 1977. The group has offices in the U.S., the U.K, Australia, the Netherlands and Singapore. The Investment Adviser is owned by its management team. Its clients are primarily long term institutional investors including pension funds, universities, charitable foundations and international organisations. It is regulated by the Securities and Exchange Commission.

The terms relating to the appointment of the Investment Adviser are set out in the Investment Advisory Agreement. The Investment Advisory Agreement provides that the Investment Adviser shall be responsible for the investment and re-investment of the assets of the ICAV as may be agreed between the Investment Adviser and the ICAV.

In the absence of wilful misfeasance, fraud, bad faith, negligence or reckless disregard on the part of the Investment Adviser that directly causes a loss to the Manager or the ICAV, the Investment Adviser shall not be liable to the Manager or the ICAV for any of its acts or omissions in the course of, or connected in any way with, rendering the services provided for in the Investment Advisory Agreement or for any losses which may be sustained in the purchase, holding or sale of any of the investments of the ICAV. The Investment Adviser shall not be liable for indirect, special or consequential damages of any nature. The Manager agrees, out of the assets of the ICAV, to hold harmless and indemnify the Investment Adviser, its affiliates and their employees, directors and agents from and against all costs, demands, loss and expenses (including legal and professional expenses) which may be brought against, suffered or incurred by the Investment Adviser by reason of its performance of its duties under the terms of the Investment Advisor Agreement (otherwise than due to the wilful misfeasance, fraud, bad faith, negligence or reckless disregard in the performance by the Investment Adviser, its servants or agents (which, for the avoidance of doubt shall not include brokers or dealers used by the Investment Adviser) of its obligations or functions under the Investment Advisory Agreement that directly causes a loss to the Manager or the ICAV).

The appointment of the Investment Adviser shall continue in full force and effect unless and until terminated by either party giving not less than ninety days' written notice to the other or may be terminated forthwith by notice in writing to the other party in the event: (i) of the insolvency of the other party; (ii) the inability of the other party to perform its obligations under applicable law; or (iii) the other party commits any material breach of the Investment Advisory Agreement and shall not have remedied such breach (if capable of remedy) within thirty days of notice requiring the same to be remedied.

Subject to the prior approval of the Manager and in accordance with the requirements of the Central Bank, the Investment Adviser shall be entitled to delegate all or part of its investment management functions to

one or more delegates duly appointed by the Investment Adviser, provided that the Investment Adviser shall remain liable for the acts or omissions of any such delegate appointed by it as if such acts or omissions were its own. The fees of any such delegates shall be discharged out of the fee received by the Investment Adviser. Information on any such delegates will be provided to Shareholders on request and details of any such delegates will be disclosed to Shareholders in the periodic reports of the Funds. If requested by the Manager, the Investment Adviser shall arrange for the appointment of one or more Distributors, at the Investment Adviser's own expense, to market and distribute the Shares, provided that any such Distributor shall be liable to the Investment Adviser for any loss or damage suffered by the ICAV or the Manager arising out of or in connection with the negligence, wilful misfeasance, fraud, bad faith or reckless disregard on the part of such Distributor. GMO UK Limited and GMO Netherlands B.V. have been appointed as Distributor and are thereby responsible for the promotion of the Fund.

The Investment Adviser has entered into a personnel sharing arrangement with its wholly-owned subsidiary, GMO Australia, in respect of GMO SGM Major Markets Investment Fund. Pursuant to this arrangement, certain employees of GMO Australia may serve as dual officers and/or associated persons of the Investment Adviser, and in this capacity may provide investment management and other services to the Fund. These individuals are identified in the Investment Adviser's Form ADV, a copy of which is on file with the SEC. See the section entitled "Taxation – Certain Australian Tax Considerations" below for information regarding certain tax matters relating to the personnel sharing arrangement.

### **The Administrator**

The Manager has appointed State Street Fund Services (Ireland) Limited as administrator in respect of the ICAV. The Administrator is responsible for performing the day-to-day administration of the Funds and for providing fund accounting for the Funds, including the calculation of the Net Asset Value and the Net Asset Value per Share and for providing registration, transfer agency and related services to the Funds.

The Administrator was incorporated as a private limited company in Ireland on 23 March 1992, and is ultimately owned by State Street Corporation. The authorised share capital of State Street Fund Services (Ireland) Limited is Stg£5,000,000 with an issued and paid up share capital of Stg£350,000.

State Street Corporation is a leading world-wide specialist in providing sophisticated global investors with investment servicing and investment management. State Street Corporation is headquartered in Boston, Massachusetts, U.S.A. and trades on the New York Stock Exchange under the symbol "STT".

The Administration Agreement may be terminated by either party on ninety days' notice in writing to the other party or may be terminated by any party immediately by notice in writing to the other party in the event that: (i) the other party shall go into liquidation (except for a voluntary liquidation for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the non-defaulting party) or be unable to pay its debts as they fall due, or a receiver or examiner is appointed to such party; (ii) the other party shall commit any material breach of the provisions of the Administration Agreement which, if capable of remedy, shall not have been remedied within thirty days after the service of written notice requiring it to be remedied; (iii) any of the representations, warranties or covenants set out in the Administration Agreement cease to be true or accurate in any material respect in relation to the party notified.

The Administration Agreement provides that the Administrator shall carry out its duties and obligations and exercise its powers and discretions under the Administration Agreement applying the level of skill and expertise that can reasonably be expected of a professional administrator of a fund such as the ICAV. The Administrator shall not be liable for any loss of any nature whatsoever suffered by the ICAV or the Shareholders in connection with the performance of its obligations under the Administration Agreement, except where that loss results from the negligence, fraud, bad faith, recklessness or wilful default on the part of the Administrator in the performance or non-performance of its obligations and duties under the Administration Agreement. Under the Administration Agreement, the ICAV agrees to indemnify the Administrator and its permitted delegates, employees and agents, out of the assets of the relevant Fund, against all actions, proceedings and claims and against all costs, demands and expenses arising therefrom

which may be brought against, suffered or incurred by the Administrator, its permitted delegates, employees or agents in the performance or non-performance of its obligations and duties under the Administration Agreement and from and against all taxes on profits or gains of the ICAV which may be assessed upon or become payable by the Administrator or its permitted delegates, employees or agents, provided that such indemnity shall not be given where such losses arise out of or in connection with the negligence, fraud, bad faith, recklessness or wilful default of the Administrator, its delegates, employees or agents in the performance or non-performance of their respective duties.

## **The Depositary**

The ICAV has appointed State Street Custodial Services (Ireland) Limited to act as Depositary of the ICAV and to ensure that the issue, repurchase, transfer and conversion of Shares by the ICAV and the calculation of the Net Asset Value is carried out and that all investments are made in accordance with the Instrument of Incorporation. The Depositary will be responsible for the safe-keeping of the ICAV's assets. In addition, the Depositary is obliged to enquire into the conduct of the ICAV in each financial year and report thereon to the Shareholders.

The Depositary is a private limited company incorporated in Ireland and has its registered office at 78 Sir John Rogerson's Quay, Dublin 2, Ireland. The principal activity of the Depositary is to act as depositary of the assets of collective investment schemes. The Depositary is ultimately owned by State Street Corporation. The Depositary was incorporated to provide trustee and custodial services to collective investment schemes. The Depositary is regulated by the Central Bank.

### *The Depositary's Functions*

The Depositary has been entrusted with the following functions:

- ensuring that the sale, issue, repurchase, redemption and cancellation of Shares are carried out in accordance with the UCITS Regulations, the Directive, the ICAV Act and the Instrument of Incorporation and that all necessary information in this regard is exchanged between the parties;
- ensuring that the value of the Shares is calculated in accordance with the UCITS Regulations, the Directive and the Instrument of Incorporation;
- carrying out the instructions of the ICAV and its agents unless they conflict with the UCITS Regulations, the UCITS Level 2 Regulation, the Central Bank Regulations or the Instrument of Incorporation;
- ensuring that in transactions involving the assets of the ICAV any consideration is remitted to it within the usual time limits;
- ensuring that the income of the ICAV is applied in accordance with the UCITS Regulations, the ICAV Act, the Directive and the Instrument of Incorporation;
- ensuring effective and proper monitoring of the ICAV's cash flows; and
- safekeeping of the ICAV's assets, including holding in custody all financial instruments that are registered directly or indirectly in the name of the Depositary in a financial instruments account and verifying the ownership of other assets and maintaining a record of the other assets for which it is satisfied that the ICAV holds the ownership.

### *The Depositary's Liability*

In carrying out its functions, the Depositary shall act honestly, fairly, professionally, independently and solely in the interests of the ICAV and the Shareholders.

The Depositary shall be responsible to the ICAV and the Shareholders as described in the UCITS Regulations and in the Depositary Agreement. The Depositary shall be liable to the ICAV and the Shareholders for the loss of financial investments held in custody by the Depositary or a third party to whom the custody of financial instruments held in custody has been delegated. The Depositary will be liable to the ICAV and the Shareholders for any losses suffered by them as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations under the Depositary Agreement and / or pursuant to the Directive, the UCITS Regulations, the Central Bank Regulations or the UCITS V Level 2 Regulation. To the extent such liability is not covered by the provisions of the Depositary Agreement relating to the foregoing, the Depositary shall be liable for its negligence, fraud, bad faith, wilful default or recklessness in the performance of its duties.

The Depositary shall also not be liable if it can prove that the loss of a financial instrument held in custody has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary and provided the Depositary acted in good faith and in reasonable reliance on proper instructions pursuant to the Depositary Agreement. Subject and without prejudice to the liability provisions in the Depositary Agreement, the Depositary shall not be liable for consequential or indirect or special damages or losses, arising out of or in connection with the performance or non-performance by the Depositary of its duties and obligations.

The liability of the Depositary may be invoked either directly or indirectly through the Manager or the ICAV provided that this does not lead to a duplication of redress or to unequal treatment of the Shareholders.

#### *Delegation*

The Depositary may delegate to third parties any part of its safekeeping functions. The Depositary's liability shall not be affected by any delegation of its functions under the Depositary Agreement. Information about the safekeeping functions which have been delegated and the identification of the relevant delegates and sub-delegates are contained in Schedule VI.

#### *Conflicts of Interest*

The Depositary is part of an international group of companies and businesses that, in the ordinary course of their business, act simultaneously for a large number of clients, as well as for their own account, which may result in actual or potential conflicts. Conflicts of interest arise where the Depositary or its affiliates engage in activities under the Depositary Agreement or under separate contractual or other arrangements. Such activities may include:

- (i) providing nominee, administration, registrar and transfer agency, research, agent securities lending, investment management, financial advice and/or other advisory services to the ICAV; and
- (ii) engaging in banking, sales and trading transactions including foreign exchange, derivative, principal lending, broking, market making or other financial transactions with the ICAV either as principal and in the interests of itself, or for other clients.

In connection with the above activities the Depositary or its affiliates:

- (i) will seek to profit from such activities and are entitled to receive and retain any profits or compensation in any form;
- (ii) may buy, sell, issue, deal with or hold, securities or other financial products or instruments as principal acting in its own interests, the interests of its affiliates or for its other clients;
- (iii) may trade in the same or opposite direction to the transactions undertaken, including based upon information in its possession that is not available to the ICAV;

- (iv) may provide the same or similar services to other clients including competitors of the ICAV or a Fund; and
- (v) may be granted creditors' rights by the Manager which it may exercise,

provided always that the Depositary and its affiliates comply with the requirements in relation to transactions with Connected Parties described in the section entitled "General - Conflicts of Interest" below.

The Manager may use an affiliate of the Depositary to execute foreign exchange, spot or swap transactions for the account of a Fund. In such instances the affiliate shall be acting in a principal capacity and not as a broker, agent or fiduciary of the Fund. The affiliate will seek to profit from these transactions and is entitled to retain any profit to the ICAV. The affiliate shall enter into such transactions on the terms and conditions agreed with the Manager.

Where cash belonging to the ICAV is deposited with an affiliate being a bank, a potential conflict arises in relation to the interest (if any) which the affiliate may pay or charge to such account and the fees or other benefits which it may derive from holding such cash as banker and not as trustee.

Up-to-date information on the Depositary, its duties, any conflicts that may arise, the safekeeping functions delegated by the Depositary, the list of delegates and sub-delegates and any conflicts of interest that may arise from such a delegation will be made available to Shareholders on request.

The Depositary Agreement may be terminated by either party on ninety days' prior notice in writing to the other party or be may be terminated immediately by either party giving notice in writing to the other if at any time: (i) the party notified shall be unable to pay its debts as they fall due or go into liquidation or receivership or an examiner shall be appointed to the party notified; (ii) the party notified commits any material breach of the provisions of the Depositary Agreement and shall not have remedied that breach within thirty days after the service of written notice requiring it to be remedied; (iii) representations, warranties or covenants cease to be true or accurate in any material respect in relation to the party notified; or (iv) the Central Bank replaces the Depositary with another depositary. The Depositary Agreement may also be terminated by the ICAV or the Manager if the Depositary ceases to be permitted to act as a depositary by the Central Bank and the Depositary shall inform the ICAV and the Manager promptly in writing of the occurrence of this event. The appointment of the Depositary may not be terminated and the Depositary may not retire from such appointment unless and until a successor Depositary shall have been appointed in accordance with the Instrument of Incorporation, provided such successor depositary is approved in advance by the Central Bank. If the Depositary shall have given to the ICAV notice of its desire to retire from its appointment or the appointment of the Depositary is terminated pursuant to the terms of the Depositary Agreement and no successor shall have been appointed in accordance with the Instrument of Incorporation within ninety days from the giving of such notice, the directors of the ICAV shall take steps to convene a general meeting of the Shareholders of the ICAV at which a resolution to wind up or otherwise dissolve the ICAV is proposed and shall apply, thereafter, to the Central Bank to revoke the authorisation of the ICAV whereupon the Depositary's appointment shall terminate. The appointment of a successor depositary must be approved in advance by the Central Bank. The Depositary Agreement shall terminate on revocation of authorisation of the ICAV pursuant to the Directive.

## TAXATION

**The following is a general summary of the main Irish and overseas tax considerations applicable to the ICAV and certain investors in the ICAV who are the beneficial owners of Shares in the ICAV. It does not purport to deal with all of the tax consequences applicable to the ICAV or to all categories of investors, some of whom may be subject to special rules. For instance, it does not address the tax position of Shareholders whose acquisition of Shares in the ICAV would be regarded as a shareholding in a Personal Portfolio Investment Undertaking ("PPIU"). The tax consequences of an investment in Shares in a Fund will depend not only on the nature of the Fund's operations and the**

**then applicable tax principles, but also on certain factual determinations which cannot be made at this time. Accordingly, this summary’s applicability will depend on the particular circumstances of each Shareholder. It does not constitute tax advice and Shareholders and potential investors are advised to consult their professional advisors concerning possible taxation or other consequences of purchasing, holding, selling, converting or otherwise disposing of the Shares under the laws of their country of incorporation, establishment, citizenship, residence or domicile, and in the light of their particular circumstances. If you are investing through an intermediary, you should consult with your own tax adviser and your plan administrator or other designated financial intermediary to evaluate possible Irish, overseas, or other, tax consequences and tax-related certifications/documentation related to your investment. The ICAV will not be managed to minimise taxes.**

The following statements on taxation are based on advice received by the ICAV regarding the law and practice in force in Ireland and certain overseas jurisdictions at the date of this document. Legislative, administrative or judicial changes may modify the tax consequences described below (with or without retrospective effect) and 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 will endure indefinitely. The Manager does not have a duty to notify Shareholders if any tax laws or practice change.

### *Certain Irish Tax Considerations*

#### **Taxation of the ICAV**

The Directors have been advised that, under current Irish law and practice, the ICAV qualifies as an investment undertaking for the purposes of Section 739B of the TCA so long as the ICAV is resident in Ireland. Accordingly, it is generally not chargeable to Irish tax on its income and gains.

As a result of changes introduced in the Finance Act 2016 and 2017, a new regime applies to IREFs (i.e. Irish Real Estate Funds) which imposes a 20 per cent. withholding tax on ‘IREF taxable events’. The changes primarily target non-Irish Resident investors. UCITS funds are excluded from the definition of an IREF. On the basis that the ICAV is a UCITS fund, these provisions should not be relevant and are not discussed further.

#### *Chargeable Event*

Although the ICAV is not chargeable to Irish tax on its income and gains, Irish tax (at rates ranging from 25 per cent. to 60 per cent.) can arise on the happening of a “chargeable event” in respect of the ICAV. A chargeable event includes any payments of distributions to Shareholders, any encashment, repurchase, redemption, cancellation or transfer of Shares and any deemed disposal of Shares arising as a result of holding Shares in the ICAV for a period of eight years or more. Where a chargeable event occurs, the ICAV is required to account for the Irish tax thereon.

No Irish tax will arise in respect of a chargeable event where:

- (a) the Shareholder is neither resident nor ordinarily resident in Ireland (“Non-Irish Resident”) and it (or an intermediary acting on its behalf) has made the necessary declaration to that effect and the ICAV is not in possession of any information which would reasonably suggest that the information contained in the declaration is not, or is no longer, materially correct; or
- (b) the Shareholder is Non-Irish Resident and has confirmed that to the ICAV and the ICAV is in possession of written notice of approval from the Revenue Commissioners to the effect that the requirement to provide the necessary declaration of non-residence has been complied with in respect of the Shareholder and the approval has not been withdrawn; or
- (c) the Shareholder is an Exempt Irish Resident as defined below.

A reference to “intermediary” means an intermediary within the meaning of Section 739B(1) of the TCA,

being a person who (a) carries on a business which consists of, or includes, the receipt of payments from an investment undertaking on behalf of other persons; or (b) holds units in an investment undertaking on behalf of other persons.

In the absence of a signed and completed declaration or written notice of approval from the Revenue Commissioners, as applicable, being in the possession of the ICAV at the relevant time there is a presumption that the Shareholder is resident or ordinarily resident in Ireland (“Irish Resident”) or is not an Exempt Irish Resident and a charge to tax arises.

A chargeable event does not include:

- 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 Revenue Commissioners; or
- a transfer of Shares between spouses/civil partners and any transfer of Shares between spouses/civil partners or former spouses/civil partners on the occasion of judicial separation, decree of dissolution and/or divorce, as appropriate; or
- an exchange by a Shareholder, effected by way of a bargain made at arm’s length, of Shares in the ICAV for other Shares in the ICAV; or
- an exchange of Shares arising on a qualifying amalgamation or reconstruction (within the meaning of Section 739H of the TCA) of the ICAV with another investment undertaking.

If the ICAV becomes liable to account for tax on a chargeable event, the ICAV shall be entitled to deduct from the payment arising on that chargeable event an amount equal to the appropriate tax and/or, where applicable, to repurchase and cancel such number of Shares held by the Shareholder as is required to meet the amount of tax (including any additional tax arising from the ICAV repurchasing such Shares). The relevant Shareholder shall indemnify and keep the ICAV indemnified against loss arising to the ICAV by reason of the ICAV becoming liable to account for tax on the happening of a chargeable event.

#### *Irish Courts Service*

Where Shares are held by the Irish Courts Service the ICAV is not required to account for Irish tax on a chargeable event in respect of those Shares. Rather, where money under the control or subject to the order of any Court is applied to acquire Shares in the ICAV, the Courts Service assumes, in respect of the Shares acquired, the responsibilities of the ICAV to, *inter alia*, account for tax in respect of chargeable events and file returns.

#### **Exempt Irish Resident Shareholders**

The ICAV will not be required to deduct tax in respect of the following categories of Irish Resident Shareholders, provided the ICAV has in its possession the necessary declarations from those persons (or an intermediary acting on their behalf) and the ICAV is not in possession of any information which would reasonably suggest that the information contained in the declarations is not, or is no longer, materially correct. A Shareholder who comes within any of the categories listed below and who (directly or through an intermediary) has provided the necessary declaration to the ICAV is referred to herein as an “Exempt Irish Resident”:

- (a) a pension scheme which is an exempt approved scheme within the meaning of Section 774 of the TCA, or a retirement annuity contract or a trust scheme to which Section 784 or Section 785 of the TCA, applies;
- (b) a company carrying on life business within the meaning of Section 706 of the TCA;

- (c) an investment undertaking within the meaning of Section 739B(1) of the TCA, or an investment limited partnership within the meaning of Section 739J of the TCA;
- (d) a special investment scheme within the meaning of Section 737 of the TCA;
- (e) a charity being a person referred to in Section 739D(6)(f)(i) of the TCA;
- (f) a qualifying management company within the meaning of Section 739B(1) of the TCA or a specified company within the meaning of Section 734(1) of the TCA;
- (g) a unit trust to which Section 731(5)(a) of the TCA applies;
- (h) a person who is entitled to exemption from income tax and capital gains tax under Section 784A(2) of the TCA where the Shares held are assets of an approved retirement fund or an approved minimum retirement fund;
- (i) a person who is entitled to exemption from income tax and capital gains tax by virtue of Section 787I of the TCA, and the Shares are assets of a PRSA;
- (j) a credit union within the meaning of Section 2 of the Credit Union Act, 1997;
- (k) the National Asset Management Agency;
- (l) the National Treasury Management Agency or the Fund investment vehicle (within the meaning of section 37 of the National Treasury Management Agency (Amendment) Act 2014) of which the Minister for Finance of Ireland is the sole beneficial owner or Ireland acting through the National Treasury Management Agency;
- (m) a company within the charge to corporation tax in accordance with Section 110(2) of the TCA (securitisation companies);
- (n) in certain circumstances, a company within the charge to corporation tax in accordance with Section 739a(2) in respect of payments made to it by the ICAV; or
- (o) any other person who is resident or 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 ICAV or jeopardising the tax exemptions associated with the ICAV.

There is no provision for any refund of tax to Shareholders who are Exempt Irish Residents where tax has been deducted in the absence of the necessary declaration. A refund of tax may only be made to corporate Shareholders who are within the charge to Irish corporation tax.

### **Taxation of Non-Irish Resident Shareholders**

Non-Irish Resident Shareholders who (directly or through an intermediary) have made the necessary declaration of non-residence in Ireland, where required, are not liable to Irish tax on the income or gains arising to them from their investment in the ICAV and no tax will be deducted on distributions from the ICAV or payments by the ICAV in respect of an encashment, repurchase, redemption, cancellation or other disposal of their investment. Such Shareholders are generally not liable to Irish tax in respect of income or gains made from holding or disposing of Shares except where the Shares are attributable to an Irish branch or agency of such Shareholder.

Unless the ICAV is in possession of written notice of approval from the Revenue Commissioners to the effect that the requirement to provide the necessary declaration of non-residence has been complied with in respect of the Shareholder and the approval has not been withdrawn, in the event that a non-resident Shareholder (or an intermediary acting on its behalf) fails to make the necessary declaration of non-

residence, tax will be deducted as described above on the happening of a chargeable event and notwithstanding that the Shareholder is not resident or ordinarily resident in Ireland any such tax deducted will generally not be refundable.

Where a Non-Irish Resident company holds Shares in the ICAV which are attributable to an Irish branch or agency, it will be liable to Irish corporation tax in respect of income and capital distributions it receives from the ICAV under the self-assessment system.

### **Taxation of Irish Resident Shareholders**

#### *Deduction of Tax*

Tax will be deducted and remitted to the Revenue Commissioners by the ICAV from any distributions made to an Irish Resident Shareholder who is not an Exempt Irish Resident or any gain arising on an encashment, repurchase, redemption, cancellation or other disposal of Shares by such a Shareholder at the rate of 41 per cent. Any gain will be computed as the difference between the value of the Shareholder's investment in the ICAV at the date of the chargeable event and the original cost of the investment as calculated under special rules.

Where the Shareholder is an Irish resident company and the ICAV is in possession of a relevant declaration from the Shareholder that it is a company and which includes the company's tax reference number, tax will be deducted by the ICAV from any distributions made by the ICAV to the Shareholder and from any gains arising on an encashment, repurchase, redemption, cancellation or other disposal of shares by the Shareholder at the rate of 25 per cent.

#### *Deemed Disposals*

A deemed disposal of Shares will occur on each and every eight anniversary of the acquisition of Shares in the ICAV held by Irish Resident shareholders who are not Exempt Irish Residents. The ICAV may elect not to account for Irish tax in respect of deemed disposals in certain circumstances. Where the total value of Shares held by Shareholders who are Irish Resident and, who are not Exempt Irish Residents, is 10 per cent. or more of the Net Asset Value of a Fund, the ICAV will be liable to account for the tax arising on a deemed disposal in respect of such Shares. However, where the total value of Shares held by such Shareholders is less than 10 per cent. of the Net Asset Value of the Fund, the ICAV may, and it is expected that the ICAV will, elect not to account for tax on the deemed disposal. In this instance, the ICAV will notify relevant Shareholders that it has made such an election and those Shareholders will be obliged to account for the tax arising under the self-assessment system themselves.

The deemed gain will be calculated as the difference between the value of the Shares held by the Shareholder on the relevant eighth year anniversary or, where the ICAV so elects, the value of the Shares on the later of the 30 June or 31 December prior to the date of the deemed disposal and the relevant cost of those Shares. The excess arising will be taxable at the rate of 41 per cent. (or in the case of Irish Resident corporate Shareholders where a relevant declaration has been made, at the rate of 25 per cent.). Tax paid on a deemed disposal should be creditable against the tax liability on an actual disposal of those Shares.

#### *Residual Irish Tax Liability*

Corporate Shareholders resident in Ireland which receive payments from which tax has been deducted will be treated as having received an annual payment chargeable to tax under Case IV of Schedule D from which tax at the rate of 25 per cent. (or 41 per cent. if no declaration has been made) has been deducted. Subject to the comments below concerning tax on a currency gain, in general, such Shareholders will not be subject to further Irish tax on payments received in respect of their holding from which tax has been deducted. A corporate Shareholder resident in Ireland which holds the Shares in connection with a trade will be taxable on any income or gains received from the ICAV as part of that trade with a set-off against corporation tax payable for any tax deducted from those payments by the ICAV. In practice, where tax at a rate higher than 25 per cent. has been deducted from payments to a corporate Shareholder resident in

Ireland, a credit of the excess tax deducted over the higher corporation tax rate of 25 per cent. should be available.

Where a currency gain is made by a Shareholder on the disposal of Shares, the Shareholder will be liable to capital gains tax in respect of that gain in the year/s of assessment in which the Shares are disposed of.

Any Irish Resident Shareholder who is not an Exempt Irish Resident and who receives a distribution from which tax has not been deducted or who receives a gain on an encashment, repurchase, redemption, cancellation or other disposal from which tax has not been deducted, (e.g., because the Shares are held in a recognised clearing system) will be liable to account for income tax or corporation tax as the case may be on the payment or on the amount of the gain under the self-assessment system and in particular, Part 41A of the TCA.

## **Individual Investors**

### *Test of Residence*

An individual will be regarded as resident in Ireland for a particular tax year if the individual is present in Ireland: (1) for a period of at least 183 days in any one tax year; or (2) for a period of at least 280 days in any two consecutive tax years, provided that the individual is resident in Ireland for at least 31 days in each tax year. In determining days present in Ireland, an individual is deemed to be present if he / she is present in the country at any time during the day.

If an individual is not resident in Ireland in a particular tax year the individual may, in certain circumstances, elect to be treated as resident.

### *Test of Ordinary Residence*

If an individual has been resident for the three previous tax years then the individual will be deemed “ordinarily resident” from the start of the fourth year. An individual will remain ordinarily resident in Ireland until the individual has been non-resident for three consecutive tax years.

## **Trust Investors**

A trust will generally be regarded as resident in Ireland where all of the trustees are resident in Ireland. Trustees are advised to seek specific tax advice if they are in doubt as to whether the trust is resident in Ireland.

## **Corporate Investors**

A company will be resident in Ireland if its central management and control is in Ireland or (in certain circumstances) if it is incorporated in Ireland. For Ireland to be treated as the location of a company’s central management and control this typically means Ireland is the location where all fundamental policy decisions of the company are made.

All companies incorporated in Ireland are resident in Ireland for tax purposes except where:

- (i) in the case of a company incorporated before 1 January 2015 only, the company or a related company carries on a trade in Ireland, and either (a) the company is ultimately controlled by persons resident in a “relevant territory”, being an EU Member State (other than Ireland) or a country with which Ireland has a double taxation agreement in force by virtue of Section 826(1) of the TCA or that is signed and which will come into force once all the ratification procedures set out in Section 826(1) of the TCA have been completed, or (b) the principal class of the shares in the company or a related company is substantially and regularly traded on a recognised stock exchange in a relevant territory and the company’s central management and control is located outside of Ireland (however, this exception does not apply where the company’s place of central

management and control is in a jurisdiction that only applies an incorporation test for determining residency and the company would thus not be regarded as tax-resident in any jurisdiction); or

- (ii) the company is regarded as resident in a country other than Ireland and not resident in Ireland under a double taxation agreement between Ireland and that other country.

The exception from the incorporation rule of tax residence at (i) above in respect of a company incorporated before 1 January 2015 will however cease to apply or be available after 31 December 2020, or, if earlier, from the date, after 31 December 2014, of a change in ownership (direct or indirect) of the company where there is a major change in the nature or conduct of the business of the company within the period beginning on the later of 1 January 2015 or the date which occurs one year before the date of the change in ownership of the company, and ending 5 years after the date of the change in ownership. For these purposes a major change in the nature or conduct of the business of the company includes the commencement by the company of a new trade or a major change arising from the acquisition by the company of property or of an interest in or right over property.

### ***Disposal of Shares and Irish Capital Acquisitions Tax***

(a) **Persons Domiciled or Ordinarily Resident in Ireland**

The disposal of Shares by means of a gift or inheritance made by a disponent domiciled or ordinarily resident in Ireland or received by a beneficiary domiciled or ordinarily resident in Ireland may give rise to a charge to Irish Capital Acquisitions Tax for the beneficiary of such a gift or inheritance with respect to those Shares.

(b) **Persons Not Domiciled or Ordinarily Resident in Ireland**

On the basis that the ICAV qualifies as an investment undertaking within the meaning of Section 739B of the TCA, the disposal of Shares will not be within the charge to Irish Capital Acquisitions Tax provided that;

- the Shares are comprised in the gift or inheritance at the date of the gift or inheritance and at the valuation date;
- the donor is not domiciled or ordinarily resident in Ireland at the date of the disposition; and
- the beneficiary is not domiciled or ordinarily resident in Ireland at the date of the gift or inheritance.

### **Stamp Duty**

On the basis that the ICAV qualifies as an investment undertaking within the meaning of Section 739B of the TCA, generally, no stamp duty will be payable in Ireland on the issue, transfer, repurchase or redemption of Shares in the ICAV. However, where any subscription for or redemption of Shares is satisfied by an in-kind or in specie transfer of Irish securities or other Irish property, Irish stamp duty might arise on the transfer of such securities or properties.

No Irish stamp duty will be payable by the ICAV on the conveyance or transfer of stock or marketable securities of a company or other body corporate not registered in Ireland, 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 of the TCA or a qualifying company within the meaning of Section 110 of the TCA) which is registered in Ireland.

### **Residence**

In general, investors in the ICAV will be either individuals, corporate entities or trusts. Under Irish rules, both individuals and trusts may be resident or ordinarily resident. The concept of ordinary residence does not apply to corporate entities.

### **The OECD Common Reporting Standard**

Ireland has implemented the “Standard for Automatic Exchange of Financial Account Information”, also known as the CRS, into Irish law.

The CRS is a single global standard on Automatic Exchange of Information which was approved by the Council of the OECD in July 2014. The CRS sets out details of the financial information to be exchanged, the financial institutions required to report, together with common due diligence standards to be followed by financial institutions.

Under the CRS, participating jurisdictions are required to exchange certain information held by financial institutions regarding their non-resident customers. To comply with its obligations under the CRS (or similar information sharing arrangements), the ICAV may require additional information and documentation from Shareholders, such as the name, address, jurisdiction(s) of tax residence, date and place of birth, account reference number and tax identification number(s) of each reportable person in respect of a reportable account for CRS and information relating to each Shareholder’s investment (including but not limited to the value of and any payments in respect of the Shares). The ICAV may disclose the information, certifications or other documentation that it receives from or in relation to Shareholders to the Revenue Commissioners who may in turn exchange this information with tax authorities in other territories. In order to comply with its obligations, the ICAV may require additional information and documentation from Shareholders. Such information may, to the extent the Shareholder is considered to be (i) a passive non-financial entity or (ii) a financial institution in non-participating jurisdiction under CRS and managed by another Financial Institution (as those terms are defined in the CRS) extend to the natural persons who exercise control over a Shareholder or, if there are no such natural persons, the natural person(s) who hold the position of senior managing official of the Shareholder.

By subscribing for Shares in the ICAV, each Shareholder is agreeing to provide such information upon request from the ICAV or its delegate. The non-provision of such information may result in mandatory redemption of Shares or other appropriate action taken by the ICAV. Shareholders refusing to provide the requisite information to the ICAV may be reported to the Irish tax authorities or other parties as necessary to comply with the CRS.

The above description is based in part on regulations, guidance from the OECD and the CRS, all of which are subject to change. Each prospective investor should consult their own tax adviser on the requirements applicable to their own situation under these arrangements.

### **Investment Undertaking Reporting**

Pursuant to Section 891C TCA and the Return of Values (Investment Undertakings) Regulations 2013, the ICAV is obliged to report certain details in relation to Shares held by investors to the Revenue Commissioners on an annual basis. The details to be reported include the name, address, date of birth (if on record) and the tax reference number of the Shareholder (being an Irish tax reference number or value-added tax (VAT) registration number, or in the case of an individual, the individual’s personal public service (PPS) number or, in the absence of a tax reference number, a marker indicating that this was not provided) and the investment number associated with and the value of the Shares held by the Shareholder. These provisions do not require such details to be reported in respect of Shareholders who are:

- Exempt Irish Residents (as defined above);
- Shareholders who are neither Irish Resident nor ordinarily resident in Ireland (provided the relevant declaration has been made); or
- Shareholders whose Shares are held in a recognised clearing system.

**Each prospective investor should consult its own tax advisers on the requirements applicable to it under these arrangements.**

### ***Overseas Taxation***

The ICAV may be subject to, and/or accrue, taxes (potentially on a retroactive basis) on interest, dividend and/or other income earned, capital gains, transaction based and other taxes imposed by jurisdictions in which the Funds make investments. The amounts of such accruals will be determined by the Investment Adviser in its absolute discretion. In respect of certain taxes, the timing by which such tax amounts are paid (if ultimately paid) will be determined by the Investment Adviser in its absolute discretion. In addition, the ICAV and/or Shareholders may be subject to taxation and tax reporting obligations in jurisdictions in which the Funds make investments. The rates of overseas taxes are subject to change from time to time and, in some cases, the scope and application of overseas taxes may be unclear. It is not known whether the ICAV will be able to benefit from reduced rates of withholding tax under the provisions of the double tax treaties which Ireland has entered into with various countries. It is possible that local tax authorities will not evaluate double tax treaty eligibility and/or local market registration at the level of a Fund (i.e. without regard to the other Funds or the ICAV as a whole). The Fund's use of derivatives may subject the Fund to tax liability that it would not incur if it invested directly in the underlying assets. For example, counterparties may be unable or unwilling to apply double tax treaty rates equivalent to those customarily afforded to the Fund. This could prejudice the tax position of the Fund and/or its Shareholders. Furthermore, if a limited number of investors subscribe for Shares in a Fund, this may affect the ability of the Fund to qualify for double tax treaty or other tax benefits. It is also possible that in some cases a Fund or Shareholders might be entitled to claim foreign tax credits, deductions or other reductions with respect to such taxes, subject to certain limitations under applicable law.

Dividends (if any) and interest which the ICAV receives with respect to investments (other than securities of Irish issuers) may be subject to taxes, including withholding taxes, in the countries in which the issuers of the investments are located or maintain a tax nexus.

Any taxes or other charges paid or incurred by the Fund in respect of its investments will reduce its return thereon. The Investment Adviser may seek to collect refunds on behalf of the ICAV in respect of taxes paid by the Fund to certain countries. The process of seeking a refund could take several years, subject the Fund to various administrative and judicial proceedings, and cause the Fund to incur expenses in its efforts to collect the refund, which will reduce the benefit of any recovery. A Fund's efforts to collect a refund may not be successful, in which case the Fund will have incurred additional expenses for no benefit. In addition, a Fund's pursuit of a tax refund may subject the Fund to various administrative and judicial proceedings in the country where it is seeking the refund. The Investment Adviser's decision to seek a refund is in its sole discretion, and, it may decide not to seek a refund, even if it is entitled to one. The outcome of the Investment Adviser's efforts to obtain a refund is inherently uncertain. Accordingly, a refund is not typically reflected in the Fund's Net Asset Value until the Investment Adviser believes that the refund is collectible and free from significant contingencies. In some cases, the amount of a refund could be material to the Fund's Net Asset Value. In the event that the ICAV receives any repayment of withholding tax suffered or ultimately is not required to pay any tax for which it has made an accrual, the Net Asset Value of the Fund or class will not be restated and the benefit of any repayment or adjustment to accruals will be allocated to the then existing Shareholders rateably at the time of such repayment or adjustment.

In addition, overseas stamp duties and/or transaction taxes or fees may arise and be payable by a Fund and/or Shareholders in certain circumstances (e.g., on the transfer of securities, including without limitation, upon in specie subscriptions and repurchases of Shares).

### ***Base Erosion and Profit Shifting and Related Proposals***

OECD proposals regarding the Base Erosion and Profit Shifting ("BEPS") initiative were released on 5 October 2015. The manner in which BEPS will be implemented by the various governments remains unclear. BEPS measures could add to the costs incurred by a Fund and may have a material adverse effect

on a Fund's net asset value. The following are the main actions contained within the OECD's proposals that may be relevant for a Fund:

Action 2: Neutralising the Effects of Hybrid Mismatch Arrangements;

Action 6: Prevent Treaty Abuse;

Action 7: Permanent Establishment Status;

Action 13: Transfer Pricing Documentation and Country-by-Country Reporting; and

Action 15: Develop a Multilateral Instrument.

In particular, it is anticipated that the Action 6 proposals will impact investors in a Fund in the form of increased information requirements to be provided on subscription (e.g., tax identification and/or citizenship information prior to investment). While the additional requirements may ultimately result in positive withholding tax outcomes for a Fund, there could also be a knock on effect in the form of tax-drag on investment return which may be reduced by increased withholding taxes as a result of denial of treaty relief. Corporate structures will be impacted by Action 7, the result of the widening of the scope of the dependent agent rules and restrictions in relation to the independent agent criteria. In addition, the impact of increased reporting to tax authorities under the country-by-country reporting provisions will need to be determined. Each of these proposals could add to the costs incurred by a Fund and may have a material adverse effect on the Net Asset Value.

BEPS and related regimes are likely to be implemented by several countries over the course of the next several years. For example, the OECD has endorsed a global initiative that seeks to stem perceived inequities arising from the coexistence of fundamentally different tax regimes throughout the world. Very generally, this international initiative focuses on enabling countries to tax profits in jurisdictions where profits are earned and on setting a global minimum tax that would apply to certain multinational businesses and entities. These changes may significantly alter Shareholders' returns.

The proposals are likely to be implemented by several countries over the course of the next several years.

### ***Certain U.S. Tax Considerations***

For U.S. federal income tax purposes, each Fund expects that it will be classified as a separate association, taxable as a separate non-U.S. corporation. Each Fund is a "passive foreign investment company" ("PFIC") and/or may be a "controlled foreign corporation" with respect to certain U.S. investors. As such, Shareholders subject to U.S. federal income tax could be subject to material adverse U.S. federal income tax treatment and certain U.S. tax filing requirements with respect to an investment in a Fund. Certain U.S. persons who are shareholders of a PFIC may be required to file annual information returns with the IRS (regardless of whether the shareholders have received distributions from, disposed of an interest in, or made an election in respect of a PFIC). In addition, U.S. investors may be subject to certain other information-reporting filing requirements with the IRS and/or the U.S. Treasury, with respect to an investment in a Fund.

FATCA generally imposes a tax reporting and a 30 per cent. withholding tax regime with respect to certain U.S. source income (including, among other types of income, dividends, interest and certain payments with respect to derivative instruments that are determined to be "dividend equivalent" payments) and gross proceeds from the sale or other disposition of property that can produce U.S. source interest or dividends ("Withholdable Payments"). As a general matter, these rules are designed to require certain U.S. persons' direct and indirect ownership of certain non-U.S. accounts and certain non-U.S. entities to be reported to the IRS, and the 30 per cent. withholding tax applies if there is a failure to provide required information regarding U.S. ownership or otherwise comply with the requirements of FATCA.

Under these reporting and withholding rules, "Withholdable Payments" made to a Fund generally will be

subject to 30 per cent. withholding tax unless the Fund: (i) enters into (or qualifies for an exemption from entering into) an agreement with the IRS (a “FATCA Agreement”) pursuant to which the Fund agrees to report to the IRS information about its U.S. investors and certain U.S. persons that indirectly hold an interest in the Fund and to comply with other reporting, withholding, verification, due diligence and other procedures established by the IRS, including a requirement to seek waivers of non-U.S. laws that would prevent the reporting of such information; or (ii) satisfies the requirements of an intergovernmental agreement (an “IGA”). In this respect, Ireland and the U.S. entered into a “Model 1” intergovernmental agreement with respect to FATCA implementation (the “Ireland IGA”). The Funds intend to comply with FATCA as modified by the terms of the Ireland IGA and Irish tax legislation, including the Financial Accounts Reporting (United States of America) Regulations 2014, which requires the Funds to obtain and provide to the Revenue Commissioners, certain information from investors (including notification of Shareholder non-compliance, as determined by the Funds), and to meet certain other requirements. The Funds may disclose any Shareholder information, certifications or documentation to tax authorities or other parties as may be necessary or advisable in order to comply with FATCA, industry-wide investor information sharing initiatives and/or other requirements that may be applicable. If a Fund complies with its obligations under the Ireland IGA and if Ireland also complies with its obligations under the Ireland IGA, the Fund will not be subject to withholding under FATCA.

FATCA also provides that payments from a Fund to any Shareholder that are attributable to Withholdable Payments and certain other payments that could be deemed to be “passthru payments” within the meaning of the U.S. Code will generally be subject to 30 per cent. withholding tax if there is a failure to provide information, representations, and waivers of non-U.S. law as may be required to comply with the provisions of the rules, including in certain cases, information regarding certain U.S. direct and indirect owners of such Shareholders. The U.S. Treasury Department and the IRS continue to consider the feasibility of a system for implementing withholding on passthru payments. The failure of a Shareholder to provide such information also may result in other adverse consequences applying to a Shareholder. A Shareholder that is treated as a “foreign financial institution” generally will be subject to withholding unless it enters into a FATCA Agreement, complies with an IGA or establishes that it is otherwise exempt from the requirements of FATCA. In general, a “non-financial foreign entity” will also be subject to withholding unless it provides certain information to the Fund or the investor is otherwise exempt from the requirements of FATCA. The Fund may disclose any Shareholder information, certifications or documentation to the Revenue Commissioners, the IRS and/or other parties as necessary or advisable to comply with FATCA or other requirements. If the Fund were to become a member of an “expanded affiliated group” or have a “Related Entity” within the meaning of an IGA, this status could adversely affect the FATCA status of the Fund and reduce the Fund’s investment returns. The requirements of and exceptions from FATCA are complex and remain potentially subject to material changes resulting from additional guidance from the IRS and the Revenue Commissioners. In addition, certain other countries have passed or may in the future pass legislation similar to FATCA, which may impact the Fund and the Fund’s investors. Each prospective Shareholder is urged to consult its tax adviser regarding the applicability of FATCA and any other reporting requirements with respect to the prospective Shareholder’s own situation.

Certain categories of income (including dividends, certain payments with respect to derivative instruments that are treated as “dividend equivalent payments” and certain types of interest income) that are not effectively connected with a U.S. trade or business but that are derived from U.S. sources will nonetheless be subject to a U.S. tax at a rate of 30 per cent., which tax is generally withheld from such income and will reduce the total return to Shareholders.

Certain types of transactions in which a Fund may engage could cause the Fund to be deemed engaged in a U.S. trade or business. If a Fund were treated as engaged in a U.S. trade or business, Shareholder would indirectly be subject to U.S. federal income tax (generally, in the first instance, collected by means of withholding) on a net basis on such income and potentially an additional 30 per cent. “branch profits” tax.

### ***Certain German Tax Considerations***

GMO SGM Major Markets Investment Fund qualified for “transparent” treatment under the German Investment Funds Tax Act (the “Tax Act”) through 31 December 2017. It is possible that such

“transparent” treatment could be successfully challenged by competent German authorities. German Shareholders may be required to file amended German income or tax returns in respect of such amended information and pay additional taxes (potentially including interest and penalties), and may incur other related costs. Shares of GMO SGM Major Markets Investment Fund held by Shareholders resident in Germany were generally deemed to be sold and (re-) acquired at the repurchase price determined at the last dealing day of 2017. Such repurchase price is generally deemed to be the acquisition cost of the Shares for purposes of the investment tax system, applicable as of 2018. The gain or loss of such deemed sale of Shares were generally determined pursuant to the German investment tax law in effect on 31 December 2017. However, such gain or loss will generally be subject to tax when the Shares are actually sold, redeemed or otherwise disposed.

The Tax Act was amended by the German Investment Tax Reform Act, (*Investmentsteuerreformgesetz*) which took effect 1 January 2018. Under this law there are two systems of German investment taxation for investment funds: one for “common” investment funds and one for “special” investment funds. The ICAV currently expects Shareholders to be taxed under the tax system for “common” investment funds with effect from 1 January 2018. Under this system Shareholders may be fully taxable on distributions from a Fund, if any, and “lump-sum” amounts that are intended to represent undistributed profits as well as capital gains from the sale, redemption or other disposition of their Shares. Certain types of investment funds may qualify as so-called “equity” or “mixed” funds as a result of the composition of their portfolio holdings and by adhering to other formal requirements. Investors of “equity” and “mixed” funds may be able to benefit from a partial exemption from the taxes otherwise resulting from their investment. None of the Funds is being managed to be classified as either an “equity” fund nor a “mixed” fund.

The ICAV is not responsible for maintaining Shareholders’ records for determining such Shareholders’ acquisition cost of their Shares and calculating and reporting any gain or loss resulting from dispositions of their Shares.

#### ***Certain U.K. Tax Considerations***

Certain Classes are expected to obtain certification as “reporting funds” under the U.K. Offshore Funds (Tax) Regulations 2009 for the purposes of taxation in the U.K. A list of these Classes is available to Shareholders free of charge from the Distributor on request. The affairs of these Classes will be conducted so as to maintain this status. In order to obtain certification as a reporting fund, the “reportable income” of the relevant Class for each period of account must be reported to its investors and to HM Revenue & Customs (“HMRC”). Shareholders will be liable to tax on their proportionate share of the “reportable income” of the Fund, whether or not that income is in fact distributed to them. The effect of certification as a reporting fund is that any gains attributable to Shareholders resident or ordinarily resident in the U.K. on a sale, redemption or other disposal of the relevant Shares should be taxed as capital gains and not as income. There can be no guarantee or assurance that the law and regulations governing reporting fund status, or the interpretation of them, will remain the same. Shareholders are advised to seek their own advice in relation to how (if at all) these rules will affect them.

Shareholders should consult their own tax advisers regarding the U.K. tax consequences of an investment in the Funds.

#### ***Certain Australian Tax Considerations***

As described in the section entitled “Management and Administration – The Investment Adviser”, the Investment Adviser has entered into a personnel sharing agreement with GMO Australia for the purpose of providing investment management and other services to GMO SGM Major Markets Investment Fund (“SGM”). To the extent that a Shareholder of SGM who is not otherwise subject to Australian income tax in respect of such Shareholder’s interest in SGM (a “Non-Resident Shareholder”) is not eligible to claim relief from Australian tax under a tax treaty with Australia, such personnel sharing arrangement could create a risk that the income and/or gains of SGM attributable to such Non-Resident Shareholder could be subject to Australian income tax. However, the Investment Adviser’s position is that this personnel sharing arrangement should not cause SGM’s income or gains to be subject to Australian income tax.

The Investment Adviser has received advice from Australian legal counsel and has based its tax position on the published views of the Australian Commissioner of Taxation (the “Commissioner”) with regard to similar arrangements. In particular, the Australian Investment Manager Regime (“IMR”) provides specific concessions that mitigate the Australian tax risks for SGM and its Non-Resident Shareholders. However, if that position were not accepted by the Commissioner, any income and/or gains of SGM attributable to a Non-Resident Shareholder that the Commissioner considers to be Australian sourced or connected with a permanent establishment in Australia and that does not otherwise qualify for relief from Australian tax under a tax treaty with Australia (or is not otherwise exempt under the IMR concessions described above) may be subject to Australian tax (likely at the corporate rate of 30%).

Each Non-Resident Shareholder of SGM bears the risk of any such Australian income tax consequences should SGM’s income or gains be subject to Australian tax (although the position of a shareholder that was otherwise within the scope of Australian income tax would not change).

The previous Australian Government announced in its 2021-2022 Budget that it will make technical amendments to clarify the corporate tax residency test to provide that a company that is incorporated offshore will be treated as an Australia tax resident where it has a ‘significant economic connection to Australia (which is satisfied where both its core commercial activities and central management and control are in Australia). The previous Australian Government also announced as part of the 2021-2022 Budget that it will review the residency rules for foreign entities such as trusts and corporate limited partnerships to address any uncertainties in terms of their Australian operations and with the aim of encouraging further management activities in Australia, including consultation on broadening the proposed amendment to the corporate residency test to these entities. It is not expected these changes would adversely affect SGM and may in fact assist in ensuring SGM is not subject to Australian tax.

This is a general summary only and Shareholders should consult their own tax advisers regarding the Australian tax consequences of an investment in SGM.

### ***ERISA Considerations***

Certain investors in a Fund may purchase Shares in the Fund using assets of “employee benefit plans” subject to the fiduciary responsibility provisions of Part 4 of Subtitle B of Title I of ERISA as well as “plans” to which Section 4975 of the U.S. Code applies (such as individual retirement accounts and annuities) (collectively, “Plan Investors”). The following is a summary of some of the material considerations which may apply to such investors under ERISA and the U.S. Code. Prospective investors should consult with their own legal counsel on these matters.

Plan Investors are generally subject to the fiduciary responsibility provisions of Title I, Subtitle B, Part 4 of ERISA and/or certain parallel provisions of the U.S. Code. Those provisions impose standards of conduct on benefit plan fiduciaries and impose rules regarding the management and disposition of plan assets. Those rules include, among others, requirements that plan fiduciaries discharge their duties to the plan prudently and exclusively for the benefit of plan participants and beneficiaries, that plan fiduciaries refrain from engaging in or causing the plan to engage in certain prohibited transactions, and that, subject to certain exceptions, the assets of the plan be held in trust.

### **General Fiduciary Considerations**

Before authorising an investment in a Fund, fiduciaries of a Plan Investor should consider (to the extent applicable): (i) the fiduciary standards under ERISA; (ii) whether the investment in the Fund satisfies the prudence and diversification requirements of ERISA, including whether the investment is prudent in light of limitations on the marketability of interests in the Fund; and (iii) whether such fiduciaries have authority to make the investment under the appropriate plan investment policies or governing instruments and under Title I of ERISA, in each case taking into account the nature and the structure of the Fund, applicable tax rules and applicable fees.

Fiduciaries of a Plan Investor should also consider (i) prohibitions in ERISA and in the U.S. Code relating to a Plan Investor engaging in certain transactions involving “plan assets” with persons who are “parties in interest” under ERISA or “disqualified persons” under the U.S. Code with respect to such plan; and (ii) other provisions in ERISA pertaining to fiduciary self-dealing or conflicts of interest involving, or receipt of compensation by a fiduciary in connection with, “plan assets”.

### **Fiduciary Status and “Plan Assets”**

Under the ERISA “plan assets” regulation issued by the U.S. Department of Labor, as and to the extent modified by ERISA section 3(42), in certain circumstances, the assets of a Plan Investor are considered to include an undivided interest in each of the underlying assets of a private investment fund in which the Plan Investor invests. Where this “look-through” rule applies, persons who exercise investment authority with respect to the assets of the private investment fund are considered fiduciaries for purposes of ERISA and the related provisions of the U.S. Code, and transactions involving the assets of the private investment fund are subject to the prohibited transaction restrictions of ERISA and the U.S. Code.

The look-through rule of the plan assets regulation does not apply to plan investments in a private investment fund where participation in such fund by “benefit plan investors” is not “significant”. “Benefit plan investors” include not only Plan Investors but also any entity whose underlying assets are deemed to include plan assets by reason of a plan’s investment in the entity. Benefit plan investor participation in an entity is “significant” on any date if, immediately after the most recent acquisition of an equity interest in the entity, 25 per cent. or more of the total value of any class of equity interests in the entity is held by benefit plan investors. For purposes of this calculation, interests held by any manager of the private investment fund or any of its affiliates are disregarded.

At times, investment in a Fund by benefit plan investors may be “significant”. In that event, the Investment Adviser intends to operate the Fund in compliance with the requirements of ERISA and the related prohibited transaction restrictions of the U.S. Code. In such case, the Investment Adviser will endeavour not to cause such a Fund to engage in any transaction involving a party in interest or disqualified person with respect to any Plan Investor, unless a statutory or administrative exemption is applicable. The Investment Adviser anticipates that U.S. Department of Labor Prohibited Transaction Exemption 84-14 for transactions negotiated on behalf of a plan by a “qualified professional asset manager” (“QPAM”) will be applicable to most potential prohibited transactions involving the assets of the Fund. The Investment Adviser qualifies, and anticipates that it will continue to qualify, as a QPAM described in the exemption. Nonetheless, the Investment Advisory Agreement authorises the Investment Adviser to take such actions as are necessary to comply with applicable law, including ERISA and the prohibited transaction restrictions of ERISA and the U.S. Code. Therefore, the Investment Adviser may forego investments or other arrangements on behalf of a Fund if, in the Investment Adviser’s judgment, such action is necessary to comply with ERISA or the U.S. Code, even if such investments or other arrangements might otherwise be desirable for a Fund.

If the assets of a Fund include “plan assets,” the Fund will not invest any of its assets in investments which, with respect to any “employee benefit plan” as defined in section 3(3) of ERISA which has invested in the Fund, have been identified to the Fund by such employee benefit plan as “employer securities” which are not “qualifying employer securities” as defined in section 407 of ERISA, and will not invest more than 10 per cent. of its assets in investments which, with respect to any employee benefit plan which has invested in the Fund, have been identified to the Fund by such employee benefit plan as “qualifying employer securities” as defined in section 407 of ERISA.

If the assets of a Fund include “plan assets,” as discussed above, it is intended that the Investment Adviser will act as an investment adviser with respect to ERISA-covered plans that invest in the Fund. Under the subscription application materials, each ERISA-covered Plan Investor appoints the Investment Adviser as an investment adviser with respect to any assets of such plan held in the Fund. In addition, the subscription application materials require each Plan Investor to make certain representations on which the Investment Adviser may rely in acting as investment adviser for such Plan Investor.

With respect to the ERISA requirement that plan assets be held in trust, U.S. Department of Labor regulations provide that the ERISA trust requirement would be satisfied with respect to the assets of an entity that are deemed to be plan assets if the indicia of ownership of such assets (i.e. the Shares of a Fund) are held in trust on behalf of an investing plan by one or more of its trustees.

## **GENERAL**

### **Conflicts of Interest**

The Manager, the Investment Adviser, the Distributor, the Depositary and the Administrator may from time to time act as manager, investment manager, investment adviser, custodian, administrator, corporate secretary, dealer or distributor in relation to, or be otherwise involved in, other funds established by parties other than the ICAV which have similar investment objectives to those of the ICAV and any Fund. The Investment Adviser and its affiliates shall not be under any obligation to offer investment opportunities of which any of them becomes aware to the ICAV or to account to the ICAV in respect of (or share with the ICAV or inform the ICAV of) any such transaction or any benefit received by any of them from any such transaction, but will allocate any such opportunities on an equitable basis between the ICAV and other clients, taking into consideration the investment objectives, investment limitations, capital available for investment and diversification posture of the ICAV and other clients. The Investment Adviser may hold Shares in any Fund. It is, therefore, possible that any of them may, in the course of business, have potential conflicts of interests with the ICAV and a Fund. Each will, at all times, have regard in such event to its obligations to the ICAV and the Funds and will ensure that such conflicts are resolved fairly.

The Manager is required to ensure that any transaction between the ICAV and a Connected Person is conducted at arm's length and is in the best interests of Shareholders.

The Manager may enter into a transaction with a Connected Person if at least one of the conditions in the following paragraphs (a), (b) or (c) is complied with:

- (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 Manager as being independent and competent in the case of transactions involving the Depositary;
- (b) the transaction is executed on best terms on an organised investment exchange in accordance with the rules of the relevant exchange; or
- (c) the transaction is executed on terms which the Depositary is or, in the case of a transaction involving the Depositary, the Manager is, satisfied conformed to the requirement that transactions with Connected Persons be conducted at arm's length and in the best interests of Shareholders.

The Depositary or, in the case of a transaction involving the Depositary, the Manager, shall document how it or they complied with the requirements of (a), (b) or (c) above. Where transactions are conducted in accordance with (c) above, the Depositary or, in the case of a transaction involving the Depositary, the Manager, shall document its or their rationale for being satisfied that the transaction conformed to the requirement that transactions with Connected Persons be conducted at arm's length and in the best interests of Shareholders.

Conflicts of interest may arise as a result of transactions in financial derivative instruments and efficient portfolio management techniques and instruments. For example, the counterparties to, or agents, intermediaries or other entities which provide services in respect of, such transactions may be related to the Investment Adviser or the Depositary. As a result, those entities may generate profits, fees or other income or avoid losses through such transactions. Furthermore, conflicts of interests may also arise where the collateral provided by such entities is subject to a valuation or haircut applied by a related party.

The Investment Adviser and/or its affiliates may invest, directly or indirectly, or manage or advise other

investment funds or accounts which invest in assets which may also be purchased or sold by the ICAV. Neither the Investment Adviser nor any of their affiliates is under any obligation to offer investment opportunities of which any of them becomes aware to the ICAV or to account to the ICAV in respect of (or share with the ICAV or inform the ICAV of) any such transaction or any benefit received by any of them from any such transaction, but will allocate any such opportunities on an equitable basis between the ICAV and other clients.

As more particularly set out in the section entitled “Fees and Expenses”, the Investment Adviser may enter into separate agreements with investors whereby the Investment Adviser may receive a performance fee from such investors based on the performance of the Fund, including performance fee arrangements based on a Fund’s outperformance of inflation or other indices or hurdles other than the Fund’s Benchmark, if any.

Subject to the Manager’s best execution policy, the Investment Adviser, its delegates and affiliates may use a portion of the commissions generated when executing transactions on behalf of the ICAV to acquire external research and brokerage services in accordance with applicable law. Specifically, the Investment Adviser may utilise commissions (typically only for transactions in listed equities) to purchase eligible brokerage and research services where those services provide lawful and appropriate assistance in the investment decision-making process for the relevant Fund and other discretionary client accounts that the Investment Adviser manages, and where the Investment Adviser in good faith believes the amount of the commission is reasonable in relation to the value of the product or services provided by the broker/dealer. For further details, please see the Investment Adviser’s Form ADV.

The service providers may be paid a fee that is based on a percentage of the Net Asset Value of a Fund. The same service providers may be also responsible for valuing certain securities held by the Fund and, thus, inputs into the determination of the Net Asset Value on which their fees may be based. Consequently a conflict of interest could arise between their interests and those of the Fund. In the event of such a conflict of interests, the service provider shall have regard to its obligations to the ICAV and the Fund and will ensure that such a conflict is resolved fairly and in the best interests of the Shareholders.

Service providers to the ICAV and their affiliates (including, without limitation, affiliates of the Depository) may provide support services, such as compliance support services, to the Investment Adviser in relation to the ICAV.

### **Best Execution Policy**

The Manager has adopted a policy designed to ensure that its service providers act in a Fund’s best interests when executing decisions to deal and placing orders to deal on behalf of the Fund in the context of managing the Fund’s portfolio. Information about the Manager’s execution policy and any material changes to the policy are available to Shareholders at no charge upon request.

### **Voting Policy**

The Manager has adopted a policy for determining when and how voting rights are exercised. Details of the actions taken on the basis of those strategies are available to Shareholders at no charge upon request.

### **Complaints Policy**

The Manager has adopted a policy for handling complaints. Information regarding the Manager’s complaints procedures is available to Shareholders free of charge upon request. Shareholders may file any complaints about the Manager or the Funds free of charge at the registered office of the Manager.

### **The Share Capital**

The share capital of the ICAV shall at all times equal the Net Asset Value of the ICAV. The Directors are empowered to issue up to five hundred billion Shares of no par value in the ICAV at the Net Asset Value

per Share on such terms as they may think fit. There are no rights of pre-emption upon the issue of Shares in the ICAV.

Each of the Shares entitles the Shareholder to participate equally on a pro rata basis in the dividends and net assets of the relevant Fund attributable to the relevant class in respect of which they are issued, save in the case of dividends declared prior to becoming a Shareholder. The Subscriber Shares' entitlement is limited to the amount subscribed and accrued interest thereon.

The proceeds from the issue of Shares shall be applied in the books of the ICAV to the Fund and shall be used in the acquisition on behalf of the Fund of assets in which the Fund may invest. The records and accounts of each Fund shall be maintained separately.

The Directors reserve the right to redesignate any class of Shares from time to time, provided that Shareholders in that class shall first have been notified by the Manager that the Shares will be redesignated and shall have been given the opportunity to have their Shares repurchased by the ICAV, except that this requirement shall not apply where the Directors redesignate Shares in issue in order to facilitate the creation of an additional class of Shares. In the event that the Directors transfer any asset to or from any Fund they shall advise the Shareholders of such Fund of any such transfer in the next succeeding annual or half-yearly report to Shareholders.

Unless otherwise provided for herein, each of the Shares entitles the holder to attend and vote at meetings of the ICAV and of the Fund represented by those Shares. No Class of Shares confers on the holder thereof any preferential or pre-emptive rights or any rights to participate in the profits and dividends of any other Class of Shares or any voting rights in relation to matters relating solely to any other Class of Shares. The ICAV may issue voting Classes and non-voting Classes of Shares with restricted voting rights, where investment in the non-voting Class is at the discretion of the investor. It is proposed that the ICAV will issue non-voting Shares in the Classes listed below and Shares in these Classes shall not carry any voting rights at general meetings of the ICAV, Fund or Class.

<b>Fund</b>	<b>Class</b>
GMO Climate Change Investment Fund	Class NV USD

Any resolution to alter the class rights of the Shares requires the approval of three quarters of the holders of the Shares represented or present and voting at a general meeting duly convened in accordance with the Instrument of Incorporation.

The Instrument of Incorporation of the ICAV allows for the issue of fractional Shares in the ICAV. Fractional Shares may be issued and shall not carry any voting rights at general meetings of the ICAV or of any Fund or class and the Net Asset Value of any fractional Share shall be the Net Asset Value per Share adjusted in proportion to the fraction.

The Subscriber Shares entitle the Shareholders holding them to attend at all meetings of the ICAV, but do not entitle the holders to participate in the dividends or net assets of any Fund or of the ICAV.

### **The Funds and Segregation of Liability**

The ICAV is an umbrella fund with segregated liability between Funds and each Fund may comprise one or more classes of Shares in the ICAV. The Manager may, from time to time, upon the prior approval of the Central Bank, establish further Funds by the issue of one or more separate classes of Shares on such terms as the Manager may resolve. The Manager may, from time to time, in accordance with the requirements of the Central Bank, establish one or more separate classes of Shares within each Fund on such terms as the Manager may resolve.

The assets and liabilities of each Fund will be allocated in the following manner:

- (a) the proceeds from the issue of Shares representing a Fund shall be applied in the books of the ICAV to the Fund and the assets and liabilities and income and expenditure attributable thereto shall be applied to such Fund subject to the provisions of the Instrument of Incorporation;
- (b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the ICAV to the same Fund as the assets from which it was derived and in each valuation of an asset, the increase or diminution in value shall be applied to the Fund;
- (c) where the ICAV incurs a liability which relates to any asset of a particular Fund or to any action taken in connection with an asset of a particular Fund, such a liability shall be allocated to the Fund, as the case may be; and
- (d) where an asset or a liability of the ICAV cannot be considered as being attributable to a particular Fund, such asset or liability, subject to the approval of the Depositary, shall be allocated to all the Funds pro rata to the Net Asset Value of each Fund.

Any liability incurred on behalf of or attributable to any Fund shall be discharged solely out of the assets of that Fund, and none of the ICAV, the Manager, any Director, receiver, examiner, liquidator, provisional liquidator or other person shall apply, nor be obliged to apply, the assets of any such Fund in satisfaction of any liability incurred on behalf of, or attributable to, any other Fund.

There shall be implied in every contract, agreement, arrangement or transaction entered into by the Manager on behalf of the ICAV the following terms, that:

- (i) the party or parties contracting with the Manager shall not seek, whether in any proceedings or by any other means whatsoever or wheresoever, to have recourse to any assets of any Fund in the discharge of all or any part of a liability which was not incurred on behalf of that Fund;
- (ii) if any party contracting with the Manager shall succeed by any means whatsoever or wheresoever in having recourse to any assets of any Fund in the discharge of all or any part of a liability which was not incurred on behalf of that Fund, that party shall be liable to the Manager to pay a sum equal to the value of the benefit thereby obtained by it; and
- (iii) if any party contracting with the Manager shall succeed in seizing or attaching by any means, or otherwise levying execution against, the assets of a Fund in respect of a liability which was not incurred on behalf of that Fund, that party shall hold those assets or the direct or indirect proceeds of the sale of such assets on trust for the ICAV and shall keep those assets or proceeds separate and identifiable as such trust property.

All sums recoverable by the Manager shall be credited against any concurrent liability pursuant to the implied terms set out in (i) to (iii) above.

Any asset or sum recovered by the Manager shall, after the deduction or payment of any costs of recovery, be applied so as to compensate the Fund affected by any losses incurred in respect of the liabilities of another Fund.

In the event that assets attributable to a Fund are taken in execution of a liability not attributable to that Fund, and in so far as such assets or compensation in respect thereof cannot otherwise be restored to that Fund affected, the Manager, with the consent of the Depositary, shall certify or cause to be certified, the value of the assets lost to the Fund affected and transfer or pay from the assets of the Fund or Funds to which the liability was attributable, in priority to all other claims against such Fund or Funds, assets or sums sufficient to restore to the Fund affected, the value of the assets or sums lost to it.

A Fund is not a legal person separate from the ICAV but the ICAV may sue and be sued in respect of a particular Fund and may exercise the same rights of set-off, if any, as between its Funds as apply at law in

respect of companies and the property of a Fund is subject to orders of the court as it would have been if the Fund were a separate legal person. Separate records shall be maintained in respect of each Fund.

### **Termination**

All of the Shares or all of the Shares in a Fund or class may be repurchased by the ICAV in the following circumstances:

- (i) a majority of votes cast at a general meeting of the ICAV or the Fund or class, as appropriate, approve the repurchase of the Shares;
- (ii) if so determined by the ICAV, provided that not less than twenty one days' written notice has been given to the holders of the Shares of the ICAV or the Fund or the class, as appropriate, that all of the Shares of the ICAV, the Fund or the class, as the case may be, shall be repurchased by the ICAV; or
- (iii) if no replacement depositary shall have been appointed during the period of three months commencing on the date the Depositary or any replacement thereof shall have notified the Manager of its desire to retire as depositary or shall have ceased to be approved by the Central Bank.

Where a repurchase of Shares or classes would result in the issued share capital of the ICAV falling below such minimum amount as the ICAV may be obliged to maintain pursuant to applicable law, the Manager may defer the repurchase of the minimum number of Shares sufficient to ensure compliance with applicable law. The repurchase of such Shares will be deferred until the ICAV is wound up or until the Manager procures the issue of sufficient Shares to ensure that the repurchase can be effected. The Manager shall be entitled to select the Shares for deferred repurchase in such manner as it may deem to be fair and reasonable and as may be approved by the Depositary.

On a winding up or if all of the Shares or classes in any Fund are to be repurchased, the assets available for distribution (after satisfaction of creditors' claims) shall be distributed pro rata to the holders of the Shares in proportion to the number of the Shares held in that Fund.

The assets available for distribution among the Shareholders shall then be applied in the following priority:

- (i) firstly, in the payment to the Shareholders of each class of each Fund of a sum in the currency in which that class is denominated or in any other currency selected by the liquidator as nearly as possible equal (at a rate of exchange reasonably determined by the liquidator) to the Net Asset Value of the Shares of such class held by such holders respectively as at the date of commencement of the winding up provided that there are sufficient assets available in the 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 Fund to enable such payment to be made, recourse shall be had to the assets of the ICAV not comprised within any of the Funds;
- (ii) secondly, in the payment to the holders of the Subscriber Shares of sums up to the amount paid thereon (plus any interest accrued) out of the assets of the ICAV not comprised within any Funds remaining after any recourse thereto under paragraph (i) 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 Shareholders of any balance then remaining in the Fund, such payment being made in proportion to the number of Shares held; and
- (iv) fourthly, in the payment to the Shareholders 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 to the Net Asset Value per Share.

With the authority of an ordinary resolution of the Shareholders or with the consent of any Shareholder, the Manager and/or the ICAV may make distributions *in specie* to Shareholders or to any individual Shareholder who so consents. At the request of any Shareholder, the Manager and/or the ICAV shall arrange the sale of such assets at the expense of such Shareholder and without any liability on the part of the ICAV, the Manager, the Administrator or the Investment Adviser if the proceeds of sale of any asset are less than the value of the assets at the time at which it was distributed *in specie*. The transaction costs incurred in the disposal of such investments shall be borne by the Shareholder. The Subscriber Shares do not entitle the holders to participate in the dividends or net assets of the Fund.

## **Meetings**

### *General Meetings*

All general meetings of the ICAV, any Fund and any Class shall be held in Ireland. General meetings may be convened solely in respect of a Fund or Class where the business to be considered relates solely to that Fund or Class.

The quorum for general meetings shall be two Shareholders present in person or by proxy provided that, in the event that there is only one Shareholder in the Fund or Class, the quorum shall be one Shareholder present in person or by proxy at the meeting. The quorum at any adjourned meeting shall be one Shareholder present in person or by proxy entitled to vote. Twenty-one days' notice (excluding the day of posting and the day of the meeting) shall be given in respect of each general meeting of the ICAV. The notice shall specify the venue and time of the meeting and the business to be transacted at the meeting. A proxy may attend on behalf of any Shareholder. An ordinary resolution is a resolution passed by a plurality of votes cast and a special resolution is a resolution passed by a majority of 75 per cent. or more of the votes cast. The Instrument of Incorporation provides that matters may be determined by a meeting of Shareholders on a show of hands unless a poll is requested by five Shareholders or by Shareholders holding 10 per cent. or more of the Net Asset Value of the Shares of the ICAV, Fund or Class, as the case may be or unless the Chairman of the meeting requests a poll. Each Share gives the holder one vote in relation to any matters relating to the ICAV which are submitted to Shareholders for a vote by poll.

### *Notice of Election to Dispense with Annual General Meetings*

The Directors have elected, pursuant to section 89(4) of the ICAV Act, to dispense with the holding of annual general meetings of the ICAV. However, pursuant to section 89(6) of the ICAV Act: (i) one or more Shareholders of the ICAV holding, or together holding, not less than 10 per cent. of the voting rights in the ICAV; or (ii) the auditor of the ICAV, may require the ICAV to hold an annual general meeting in any year by giving notice in writing to the ICAV in the previous year or at least one month before the end of that year.

## **Reports**

In each year the Manager shall cause to be prepared an annual report and audited annual accounts for the ICAV which will be forwarded to Shareholders (by post or, where a Shareholder so elects, by electronic mail or other form of electronic communication, including by posting them on the website of the ICAV) within four months of the end of the financial year. In addition, the Manager shall prepare and circulate to Shareholders within two months of the end of the relevant period a half-yearly report which shall include unaudited half-yearly accounts for the ICAV.

Annual accounts shall be made up to 30 September in each year. Unaudited half-yearly accounts shall be made up to 31 March in each year. In the event that the last calendar day of a month is not Business Day, for the purposes of determining the Net Asset Value, the Directors reserve the right to treat certain accruals, such as investment management fees, administration fees and other expenses, that would accrue on the calendar days in such month occurring after the last Business Day as having accrued on such last Business Day.

Audited annual reports and unaudited half-yearly reports incorporating financial statements shall be sent to each Shareholder (by post or, where a Shareholder so elects, by electronic mail or other means of electronic communication, including by posting them on the website of the ICAV) free of charge and will be made available for inspection at the registered office of the Manager.

In accordance with the Instrument of Incorporation, any requirement for the consent of a Shareholder with regard to electronic communications and the use of a website shall be deemed to have been satisfied where the Shareholder subscribes for or holds Shares as the Shareholder is bound by the Instrument of Incorporation as if it had been signed by such Shareholder. The Shareholder may at any time revoke such consent by requesting the Manager to communicate with that Shareholder in documented form; provided however, that this requirement to communicate in documented form shall not take effect until thirty days after written notice of the requirement is received by the Manager.

### **Material Contracts**

The following contracts, details of which are set out in the section entitled “Management and Administration”, have been entered into and are, or may be, material:

- the Management Agreement, pursuant to which the Manager was appointed as manager in relation to the ICAV;
- the Investment Advisory Agreement, pursuant to which the Investment Adviser was appointed as investment adviser in relation to the ICAV;
- the Depositary Agreement, pursuant to which the Depositary acts as depositary in relation to the ICAV; and
- the Administration Agreement, pursuant to which the Administrator acts as administrator of the ICAV.

### **Supply and Inspection of Documents**

The following documents are available for inspection free of charge during normal business hours on weekdays (Saturdays and public holidays excepted) at the registered office of the Manager:

- (a) the Instrument of Incorporation;
- (b) the material contracts referred to above; and
- (c) the UCITS Regulations and the Central Bank Regulations.

Copies of the Instrument of Incorporation and the latest financial reports of the Funds, as appropriate, may be obtained, free of charge, upon request at the registered office of the Manager.

## SCHEDULE I

### The Regulated Markets

With the exception of permitted investments in unlisted securities, in OTC derivative instruments or in units of open-ended collective investment schemes, the ICAV will only invest in securities traded or listed on a stock exchange or market which meets with the regulatory criteria of the Central Bank (i.e. regulated, operating regularly and open to the public) and which is listed in this Prospectus. For the avoidance of doubt, should an exchange or market listed below change its name or merge with another exchange or market listed below, the list shall be deemed to be amended to refer to the new name of the exchange or market or the name of the merged exchange or market, as the case may be.

The Regulated Markets shall comprise:

- (i) any stock exchange in the EU; all stock exchanges in a member state of the European Economic Area; any stock exchange in the U.S., Australia, Canada, Japan, New Zealand, Switzerland or the U.K. which is a stock exchange within the meaning of the law of the country concerned relating to stock exchanges;
- (ii) the market organised by the International Capital Markets Association; NASDAQ; the market in U.S. government securities which is conducted by primary dealers which are regulated by the Federal Reserve Bank of New York; the over-the-counter market in the U.S. conducted by primary dealers and secondary dealers which are regulated by the U.S. Securities and Exchange Commission and by the Financial Industry Regulatory Authority, Inc. and by banking institutions regulated by the US Comptroller of the Currency, the Federal Reserve System or Federal Deposit Insurance Corporation; the market conducted by listed money market institutions as described in the Financial Conduct Authority publication entitled “The Regulation of the Wholesale Cash and OTC Derivatives Markets: ‘The Grey Paper’” dated April, 1988 (as amended or revised from time to time); the over-the-counter market in Japan regulated by the Securities Dealers Association of Japan; AIM - the Alternative Investment Market in the UK, regulated by the London Stock Exchange; the French Market for Titres de Creance Negotiable (the over-the-counter market in negotiable debt instruments); NASDAQ Europe; the over-the-counter market in Canadian Government Bonds regulated by the Investment Dealers Association of Canada; SESDAQ and KOSDAQ;
- (iii) all of the following stock exchanges:
  - Argentina - Buenos Aires Stock Exchange
  - Argentina - Bolsa de Comercio de Cordoba
  - Argentina - Bolsa de Comercio de Rosario
  - Argentina - Bolsa de Comercio de la Plata
  - Argentina - Bolsa de Comercio de Mendoza
  - Bahrain - Bahrain Stock Exchange
  - Bangladesh - Dhaka Stock Exchange
  - Bangladesh - Chittagong Stock Exchange
  - Bermuda - Bermuda Stock Exchange
  - Botswana - Botswana Stock Exchange
  - Brazil - Rio de Janeiro Stock Exchange
  - Brazil - Bahia-Sergipe-Alagoas Stock Exchange
  - Brazil - Extremo Sul Stock Exchange, Porto Alegre
  - Brazil - Minas Esperito Santo Brasilia Stock Exchange
  - Brazil - Parana Stock Exchange, Curitiba
  - Brazil - Pernambuco e Paraiba Stock Exchange
  - Brazil - Regional Stock Exchange, Fortaleza
  - Brazil - Santos Stock Exchange

Brazil	-	BM&F Bovespa
Chile	-	Santiago Stock Exchange,
Chile	-	Bolsa Electronica de Chile
Chile	-	Valparaiso Stock Exchange
China	-	Shanghai Securities Exchange
China (People's Rep. of Shenzhen)	-	Shenzhen Stock Exchange
Colombia	-	Bogota Stock Exchange
Colombia	-	Medellin Stock Exchange
Colombia	-	Bolsa de Occidente
Croatia	-	Zagreb Stock Exchange
Egypt	-	Cairo Stock Exchange
Egypt	-	Alexandria Stock Exchange
Eswatini	-	Swaziland Stock Exchange
Ghana	-	Ghana Stock Exchange
Hong Kong	-	Stock Exchange of Hong Kong
Iceland	-	Iceland Stock Exchange
India	-	Bangalore Stock Exchange
India	-	Mumbai Stock Exchange
India	-	Calcutta Stock Exchange
India	-	Delhi Stock Exchange Association
India	-	Guahati Stock Exchange
India	-	Hyderabad Stock Exchange
India	-	Ludhiana Stock Exchange
India	-	Madras Stock Exchange
India	-	Pune Stock Exchange
India	-	Uttar Pradesh Stock Exchange Association
India	-	National Stock Exchange of India
India	-	Ahmedabad Stock Exchange
India	-	Cochin Stock Exchange
India	-	Magadh Stock Exchange
Indonesia	-	Jakarta Stock Exchange
Indonesia	-	Surabaya Stock Exchange
Israel	-	Tel Aviv Stock Exchange
Jordan	-	Amman Stock Exchange
Kazakhstan (Rep. Of)	-	Central Asian Stock Exchange
Kazakhstan (Rep. Of)	-	Kazakhstan Stock Exchange
Kenya	-	Nairobi Stock Exchange
Korea	-	Korea Stock Exchange
Kuwait	-	Kuwait Stock Exchange
Malaysia	-	Kuala Lumpur Stock Exchange
Mauritius	-	Stock Exchange of Mauritius
Mexico	-	Mexican Stock Exchange
Morocco	-	Casablanca Stock Exchange
Morocco	-	Societe de la Bourse des Valeurs de Casablanca
Morocco	-	Morocco Stock Exchange
Namibia	-	Namibian Stock Exchange
Nigeria	-	Nigerian Stock Exchange
Oman	-	Muscat Securities Market
Pakistan	-	Islamabad Stock Exchange
Pakistan	-	Karachi Stock Exchange
Pakistan	-	Lahore Stock Exchange
Peru	-	Lima Stock Exchange
Philippines	-	Philippines Stock Exchange
Qatar	-	Doha Securities Market

Russia	-	Moscow Exchange MICEX – RTS
Saudi Arabia	-	Saudi Arabia Stock Exchange
Serbia	-	The Belgrade Stock Exchange (BSE)
Singapore	-	Stock Exchange of Singapore
South Africa	-	Johannesburg Stock Exchange
Sri Lanka	-	Colombo Stock Exchange
Taiwan	-	Taiwan Stock Exchange
Taiwan	-	GreTai Securities Market
Thailand	-	Stock Exchange of Thailand
Tunisia	-	Bourse des Valeurs Mobilieres de Tunis
Turkey	-	Istanbul Stock Exchange
Ukraine	-	Ukrainian Stock Exchange
United Arab Emirates	-	Abu Dhabi Stock Exchange
United Arab Emirates	-	Dubai Financial Exchange
United Arab Emirates	-	Dubai International Financial Exchange
Uruguay	-	Bolsa de Valores de Montevideo
Vietnam	-	Hanoi Stock Exchange
Vietnam	-	Ho Chi Minh Stock Exchange
Zambia	-	Lusaka Stock Exchange
Zimbabwe	-	Zimbabwe Stock Exchange

(iv) for investments in financial derivative instruments:

- (A) the market organised by the International Capital Markets Association; the over-the-counter market in the U.S. conducted by primary and secondary dealers regulated by the Securities and Exchange Commission and by the Financial Industry Regulatory Authority, Inc. and by banking institutions regulated by the U.S. Comptroller of the Currency, the Federal Reserve System or Federal Deposit Insurance Corporation; the market conducted by listed money market institutions as described in the Financial Conduct Authority publication entitled “The Regulation of the Wholesale Cash and OTC Derivatives Markets”: “The Grey Paper” (as amended or revised from time to time); the over-the-counter market in Japan regulated by the Securities Dealers Association of Japan; AIM - the Alternative Investment Market in the U.K., regulated by the London Stock Exchange; the French Market for Titres de Créances Negotiables (over-the-counter market in negotiable debt instruments); the over-the-counter market in Canadian Government Bonds regulated by the Investment Dealers Association of Canada and all futures and options exchanges in a Member State or a member state of the European Economic Area or in the U.K.; and
- (B) Australian Securities Exchange; B3 Derivatives; Bolsa Mexicana de Valores; Borsa Istanbul; Borsa Italiana (IDEM); Boston Options Exchange (BOX); Bursa Malaysia; CBOE Options Exchange; CBOE BZX Options Exchange; CBOE C2 Options Exchange; CBOE Europe Derivatives (CEDX); CBOE Futures Exchange (CFE); Chicago Board of Trade; Chicago Board Options Exchange; Chicago Mercantile Exchange; China Financial Futures Exchange (CFFEX); Commodity Exchange, Inc. (COMEX); NASDAQ OMX Copenhagen; Dalian Commodity Exchange (DCE); Eurex Exchange; Euronext Derivatives Paris; Euronext Derivatives Amsterdam; European Energy Exchange (EEX); NASDAQ OMX Helsinki; Hanoi Stock Exchange; Hong Kong Futures Exchange; Intercontinental Exchange (ICE); NASDAQ International Securities Exchange (ISE); Kansas City Board of Trade; Korea Exchange; MEFF Renta Variable; Metropolitan Stock Exchange of India (MSE); Mexican Derivatives Exchange (MEXDER); MIAX Option; MIAX Pearl; MIAX Emerald; Montreal Exchange; NASDAQ OMX PHLX; NASDAQ OMX Stockholm; NASDAQ GEMX, LLC; NASDAQ OMX BX; National Stock Exchange of India; New York Futures Exchange; New York Mercantile Exchange; New York Stock Exchange; New

Zealand Exchange; NYSE American; NYSE Arca; NASDAQ OMX; Osaka Exchange, Inc.; Shanghai Futures Exchange (SHFE); Shanghai International Energy Exchange (INE); Singapore Exchange; South Africa Futures Exchange (SAFEX); Taiwan Futures Exchange (TAIFEX); Thailand Futures Exchange; Tokyo Financial Exchange (TFX); Tokyo Commodity Exchange (TOCOM); Toy Zhengzhou Commodity Exchange (ZCE).

These exchanges and markets are listed in accordance with the requirements of the Central Bank, which does not issue a list of approved exchanges and markets.

## SCHEDULE II

**This Schedule has been included in this Prospectus in accordance with the requirements of the Central Bank. The provisions in this Schedule are subject to such guidance, interpretations and derogations as may be issued by the Central Bank from time to time.**

### Investment Restrictions applicable to UCITS Funds under the UCITS Regulations

<b>1</b>	<b>Permitted Investments</b>
	Investments of a Fund are confined to:
<b>1.1</b>	Transferable securities and money market instruments 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.
<b>1.2</b>	Recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year.
<b>1.3</b>	Money market instruments other than those dealt on a Regulated Market.
<b>1.4</b>	Units of UCITS.
<b>1.5</b>	Units of AIFs.
<b>1.6</b>	Deposits with credit institutions.
<b>1.7</b>	Financial derivative instruments.
<b>2</b>	<b>Investment Restrictions</b>
<b>2.1</b>	A Fund may invest no more than 10 per cent. of Net Asset Value in transferable securities and money market instruments other than those referred to in paragraph 1.
<b>2.2</b>	<p>A Fund may invest no more than 10 per cent. of Net Asset Value in recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described in paragraph 1.1) within a year. This restriction will not apply in relation to investment by a Fund in certain U.S. securities known as Rule 144A securities provided that:</p> <ul style="list-style-type: none"> <li>(i) the securities are issued with an undertaking to register with the U.S. Securities and Exchange Commission within one year of issue; and</li> <li>(ii) 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, at which they are valued by a Fund.</li> </ul>
<b>2.3</b>	A Fund may invest no more than 10 per cent. of Net Asset Value 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 per cent. is less than 40 per cent.

<p><b>2.4</b></p> <p><b>2.5</b></p> <p><b>2.6</b></p> <p><b>2.7</b></p> <p><b>2.8</b></p> <p><b>2.9</b></p> <p><b>2.10</b></p> <p><b>2.11</b></p>	<p>The limit of 10 per cent. (in 2.3) is raised to 25 per cent. 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 bond-holders. If a Fund invests more than 5 per cent. of its net assets in these bonds issued by one issuer, the total value of these investments may not exceed 80 per cent. of the net asset value of the Fund. It is not proposed to avail of this without the prior approval of the Central Bank.</p> <p>The limit of 10 per cent. (in 2.3) is raised to 35 per cent. 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.</p> <p>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 per cent. referred to in 2.3.</p> <p>Cash booked in accounts and held as ancillary liquidity shall not exceed 20 per cent. of the net assets of the UCITS.</p> <p>The risk exposure of a UCITS to a counterparty to an OTC derivative may not exceed 5 per cent. of net assets.</p> <p>This limit is raised to 10 per cent. in the case of credit institutions authorised in the EEA or credit institutions authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988 and credit institutions authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand.</p> <p>Notwithstanding paragraphs 2.3, 2.7 and 2.8 above, a combination of 2 or more of the following issued by, or made or undertaken with, the same body may not exceed 20 per cent. of net assets:</p> <ul style="list-style-type: none"> <li>(i) investments in transferable securities or money market instruments;</li> <li>(ii) deposits; and/or</li> <li>(iii) counterparty risk exposures arising from OTC derivatives transactions.</li> </ul> <p>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 per cent. of net assets.</p> <p>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 per cent. of Net Asset Value may be applied to investment in transferable securities and money market instruments within the same group.</p>
<p><b>2.12</b></p>	<p>A Fund may invest up to 100 per cent. of Net Asset Value 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.</p> <p>The individual issuers must be listed in the prospectus and may be drawn from the following list:</p> <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</p>

	<p>Reconstruction and Development, International Finance Corporation, International Monetary Fund, Euratom, The 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 and 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 per cent. of net assets.</p>
<b>3</b>	<b>Investment in Collective Investment Schemes (“CIS”)</b>
<b>3.1</b>	A UCITS may invest in CIS of the open-ended type if the CIS are within the meaning of Regulation 4(3) and (4) and are prohibited from investing more than 10 per cent. of net assets in other CIS. A Fund may not invest more than 20 per cent. of Net Asset Value in any one CIS.
<b>3.2</b>	Investment in AIFs may not, in aggregate, exceed 30 per cent. of Net Asset Value.
<b>3.3</b>	The underlying CIS is prohibited from investing more than 10 per cent. of Net Asset Value in other collective investment schemes.
<b>3.4</b>	When a Fund invests in the units of other CIS 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 CIS.
<b>3.5</b>	Where a commission (including a rebated commission) is received by a Fund manager/investment manager/investment adviser by virtue of an investment in the units of another CIS, this commission must be paid into the property of the Fund.
<b>4</b>	<b>Index Tracking UCITS</b>
<b>4.1</b>	A Fund may invest up to 20 per cent. of Net Asset Value in shares and/or debt securities issued by the same body where the investment policy of a Fund is to replicate an index which satisfies the criteria set out in the Central Bank UCITS Regulations and is recognised by the Central Bank.
<b>4.2</b>	The limit in 4.1 may be raised to 35 per cent, and applied to a single issuer, where this is justified by exceptional market conditions.
<b>5</b>	<b>General Provisions</b>
<b>5.1</b>	An investment company, ICAV or management company acting in connection with all of the CIS 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.
<b>5.2</b>	A Fund may acquire no more than:

- (i) 10 per cent. of the non-voting shares of any single issuing body;
- (ii) 10 per cent. of the debt securities of any single issuing body;
- (iii) 25 per cent. of the units of any single CIS;
- (iv) 10 per cent. of the money market instruments of any single issuing body.

NOTE: 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.

**5.3** 5.1 and 5.2 shall not be applicable to:

- (i) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;
- (ii) transferable securities and money market instruments issued or guaranteed by a non-Member State;
- (iii) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members;
- (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 the 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; and
- (v) shares held by an investment company or investment companies or ICAV or ICAVs 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.

**5.4** 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.

**5.5** 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 6 months following the date of their authorisation, provided they observe the principle of risk spreading.

**5.6** 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 unitholders.

**5.7** Neither an investment company, ICAV 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:

- (i) transferable securities;
- (ii) money market instruments;

	<ul style="list-style-type: none"> <li>(iii) units of CIS; or</li> <li>(iv) financial derivative instruments.</li> </ul>
<b>5.8</b>	A Fund may hold ancillary liquid assets.
<b>6</b>	<b>Financial Derivative Instruments (“FDIs”)</b>
<b>6.1</b>	A Fund’s global exposure relating to FDI must not exceed its total net asset value. (This provision does not apply to any Fund which does not use the commitment approach to calculate its global exposure but instead uses the value-at-risk approach as described in the Fund’s investment policy in the section of the Prospectus entitled “Investment Objective and Policies of the Funds”.)
<b>6.2</b>	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 Central Bank 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 Central Bank Regulations.)
<b>6.3</b>	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.
<b>6.4</b>	Investments in FDIs are subject to the conditions and limits laid down by the Central Bank.

## SCHEDULE III

### Investment Techniques and Instruments

References in this section to the “Fund” refer to each of GMO SGM Major Markets Investment Fund, GMO Climate Change Investment Fund, GMO Equity Dislocation Investment Fund, GMO Emerging Country Debt UCITS Fund, GMO Usonian Japan Value Fund, GMO Resources UCITS Fund, GMO Climate Change Select Investment Fund, GMO Emerging Markets Ex-China Equity Fund, GMO Quality Select Investment Fund and GMO US Quality Select Investment Fund. The Fund may use derivative instruments traded on an organised exchange or transacted on OTC markets for the purposes of the efficient portfolio management of the Fund and for investment purposes. The Fund’s ability to use these strategies may be limited by market conditions, regulatory limits and tax considerations and these strategies may be used only in accordance with the investment objectives of the Fund.

#### **Permitted financial derivative instruments (“FDI”)**

1. The ICAV shall only invest assets of the Fund in an FDI if:
  - 1.1 the relevant reference items or indices consist of one or more of the following: instruments referred to in Regulation 68(1)(a) – (f) and (h) of the UCITS Regulations, including financial instruments having one or several characteristics of those assets, financial indices, interest rates, foreign exchange rates or currencies;
  - 1.2 the FDI does not expose the Fund to risks which the Fund could not otherwise assume;
  - 1.3 the FDI does not cause the Fund to diverge from its investment objectives;
  - 1.4 the FDI is dealt in on a Regulated Market or alternatively the conditions in paragraph 6 are satisfied.
2. The reference in 1.1 above to financial indices shall be understood as a reference to indices which fulfil the following criteria:
  - 2.1 they are sufficiently diversified, in that the following criteria are fulfilled:
    - (a) the index is composed in such a way that price movements or trading activities regarding one component do not unduly influence the performance of the whole index;
    - (b) where the index is composed of assets referred to in Regulation 68(1) of the UCITS Regulations, its composition is at least diversified in accordance with Regulation 71 of the UCITS Regulations;
    - (c) where the index is composed of assets other than those referred to in Regulation 68(1) of the UCITS Regulations, it is diversified in a way which is equivalent to that provided for in Regulation 71(1) of the UCITS Regulations;
  - 2.2 they represent an adequate benchmark for the market to which they refer, in that the following criteria are fulfilled:
    - (a) the index measures the performance of a representative group of underlyings in a relevant and appropriate way;

- (b) the index is revised or rebalanced periodically to ensure that it continues to reflect the markets to which it refers following criteria which are publicly available;
  - (c) the underlyings are sufficiently liquid, which allows users to replicate the index, if necessary;
- 2.3 they are published in an appropriate manner, in that the following criteria are fulfilled:
- (a) their publication process relies on sound procedures to collect prices and to calculate and to subsequently publish the index value, including pricing procedures for components where a market price is not available;
  - (b) material information on matters such as index calculation, rebalancing methodologies, index changes or any operational difficulties in providing timely or accurate information is provided on a wide and timely basis.

Where the composition of assets which are used as underlyings by FDI does not fulfil the criteria set out in 2.1, 2.2 or 2.3 above, those FDI shall, where they comply with the criteria set out in Regulation 68(1)(g) of the UCITS Regulations, be regarded as FDI on a combination of the assets referred to in Regulation 68(1)(g)(i) of the UCITS Regulations, excluding financial indices.

3. A transferable security or money market instrument embedding an FDI shall be understood as a reference to financial instruments which fulfil the criteria for transferable securities or money market instruments set out in the UCITS Regulations and which contain a component which fulfils the following criteria:
- 3.1 by virtue of that component some or all of the cash flows that otherwise would be required by the transferable security or money market instrument which functions as host contract can be modified according to a specified interest rate, financial instrument price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, and therefore vary in a way similar to a stand-alone FDI;
  - 3.2 its economic characteristics and risks are not closely related to the economic characteristics and risks of the host contract;
  - 3.3 it has a significant impact on the risk profile and pricing of the transferable security or money market instrument.
4. A transferable security or a money market instrument shall not be regarded as embedding a FDI where it contains a component which is contractually transferable independently of the transferable security or the money market instrument. Such a component shall be deemed to be a separate financial instrument.
5. Where the ICAV enters, on behalf of the Fund, into a total return swap or invests in other FDI with similar characteristics, the assets held by the Fund must comply with Regulations 70, 71, 72, 73 and 74 of the UCITS Regulations.

#### **OTC FDI**

6. The ICAV shall only invest assets of the Fund in an OTC FDI if the FDI counterparty is within at least one of the following categories:

- 6.1 a credit institution that is within any of the categories set out in Regulation 7 of the Central Bank Regulations;
  - 6.2 an investment firm authorised in accordance with MiFID;
  - 6.3 a group company of an entity issued with a bank holding company licence 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; or
  - 6.4 such other categories of counterparties as are permitted by the Central Bank.
7. Where a counterparty within paragraphs 6.2 or 6.3:
- 7.1 was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the ICAV in the credit assessment process; and
  - 7.2 where a counterparty is downgraded to A-2 or below (or comparable rating) by the credit rating agency referred to in paragraph 7.1 this shall result in a new credit assessment being conducted of the counterparty by the ICAV without delay.
8. Where an OTC FDI referred to in paragraph 6 is subject to a novation, the counterparty after the novation must be:
- 8.1 an entity that is within any of the categories set out in paragraph 6; or
  - 8.2 a central counterparty that is:
    - (a) authorised or recognised under EMIR; or
    - (b) pending recognition by ESMA under Article 25 of EMIR, an entity classified:
      - (A) by the SEC as a clearing agency; or
      - (B) by the Commodity Futures Trading Commission as a derivatives clearing organisation.
9. 9.1 Risk exposure to the counterparty shall not exceed the limits set out in Regulation 70(1)(c) of the UCITS Regulations, assessed in accordance with paragraph 9.2.
- 9.2 In assessing risk exposure to the counterparty to an OTC FDI for the purpose of Regulation 70(1)(c) of the UCITS Regulations:
- (a) the ICAV shall calculate the exposure to the counterparty using the positive mark-to-market value of the OTC FDI with that counterparty;
  - (b) the ICAV may net FDI positions with the same counterparty, provided that the Fund is able to legally enforce netting arrangements with the counterparty. For this purpose netting is permissible only in respect of OTC FDI with the same counterparty and not in relation to any other exposures the Fund has with the same counterparty;
  - (c) the ICAV may take account of collateral received by the FDI in order to reduce the exposure to the counterparty, provided that the collateral meets with the requirements specified in paragraphs (3), (4), (5), (6), (7), (8), (9) and (10) of Regulation 24 of the Central Bank Regulations.

10. OTC FDI must be subject to reliable and verifiable valuation on a daily basis and sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund's initiative.

**Issuer concentration limits**

11. For the purpose of Regulation 70 of the UCITS Regulations and the calculation of issuer concentration limits of the Fund, the ICAV shall:
  - 11.1 include any net exposure to a counterparty generated through a securities lending or repurchase agreement, where net exposure means the amount receivable by the Fund less any collateral provided by the Fund;
  - 11.2 include exposures created through the reinvestment of collateral; and
  - 11.3 establish whether the exposure of the Fund is to an OTC counterparty, a broker, a central counterparty or a clearing house.
12. The position exposure of the Fund, if any, to the underlying assets of an FDI, including an FDI that is embedded in transferable securities, money market instruments or investment funds, when combined with positions resulting from direct investments:
  - 12.1 shall be calculated in accordance with paragraph 13; and
  - 12.2 shall not exceed the investment limits set out in Regulations 70 and 73 of the UCITS Regulations.
13. For the purposes of paragraph 12:
  - 13.1 when calculating issuer-concentration risk, the FDI (including embedded FDI) must be looked through in determining the resultant position exposure and this position exposure shall be taken into account in the issuer concentration calculations;
  - 13.2 the ICAV shall calculate the position exposure of the Fund using the commitment approach or the maximum potential loss as a result of default by the issuer approach, whichever is greater; and
  - 13.3 the ICAV shall calculate the position exposure, regardless of whether the Fund uses VaR for global exposure purposes.
14. Paragraph 12 does not apply in the case of an index-based FDI provided the underlying index meets the criteria set out in Regulation 71(1) of the UCITS Regulations.
15. Collateral received must at all times meet with the requirements set out in paragraphs 30 to 38 below.
16. Collateral passed to an OTC FDI counterparty by or on behalf of the Fund must be taken into account in calculating exposure of the Fund to counterparty risk as referred to in Regulation 70(1)(c) of the UCITS Regulations. Collateral passed may be taken into account on a net basis only if the Fund is able to legally enforce netting arrangements with this counterparty.
17. The risk exposures to a counterparty arising from OTC FDI transactions and efficient portfolio management techniques must be combined when calculating the OTC counterparty limit as referred to in Regulation 70(1)(c) of the UCITS Regulations.

## Cover requirements

18. Where the initial margin posted to and variation margin receivable from a broker relating to an exchange-traded FDI or an OTC FDI is not protected by client money rules or other similar arrangements to protect the Fund in the event of the insolvency of the broker, the ICAV shall calculate exposure of the Fund within the OTC counterparty limit as referred to in Regulation 70(1)(c) of the UCITS Regulations.
19. The ICAV shall ensure that, at all times:
  - 19.1 the Fund is capable of meeting all its payment and delivery obligations incurred by transactions involving FDI;
  - 19.2 the risk management process of the ICAV includes the monitoring of FDI transactions to ensure that every such transaction is covered adequately;
  - 19.3 a transaction in FDI which gives rise to, or could potentially give rise to, a future commitment on behalf of the Fund is covered in accordance with the conditions specified in paragraph 20.
20. The conditions to which paragraph 19.3 refers are:
  - 20.1 in the case of an FDI that is, automatically or at the discretion of the Fund, cash-settled, the Fund must, at all times, hold liquid assets that are sufficient to cover the exposure;
  - 20.2 in the case of an FDI that requires physical delivery of the underlying asset, either:
    - (a) the asset must at all times be held by the Fund; or
    - (b) where either or both of the conditions in paragraphs 21.1 and 21.2 applies, the Fund must cover the exposure with sufficient liquid assets.
21. The conditions to which paragraph 20.2(b) refers are:
  - 21.1 the underlying asset consists, or the underlying assets consist, of highly liquid fixed income securities;
  - 21.2 (a) the exposure can be covered without the need to hold the underlying assets;
  - (b) the specific FDI is addressed in the risk management process; and
  - (c) details of the exposure are provided in the prospectus.

In this regard, please note that in the case of the instruments referred to in the section entitled “Descriptions and Risks of Fund Investments”, the ICAV considers that from time to time the exposure may be covered with sufficient liquid assets.

## Risk management process and reporting

22. The Fund must provide the Central Bank with details of its proposed risk management process vis-à-vis its FDI activity pursuant to Chapter 3 of Part 2 of the Central Bank Regulations. The initial filing is required to include information in relation to:
  - 22.1 permitted types of FDI, including embedded FDI in transferable securities and money market instruments;

- 22.2 details of the underlying risks;
  - 22.3 relevant quantitative limits and how these will be monitored and enforced; and
  - 22.4 methods for estimating risks.
23. 23.1 The ICAV shall in writing notify the Central Bank of material amendments to the initial filing of the risk management process of the Fund, in advance of the amendment being made.
- 23.2 The Central Bank may object to the making of any proposed amendment that is notified to it under paragraph 23.1.
- 23.3 (a) No proposed amendment to which the Bank has objected under paragraph 23.2 shall be made to the risk management process of the Fund.
- (b) Where the Central Bank has objected under paragraph 23.2 to the making of a proposed amendment to the risk management process of the Fund.

The Fund shall not engage in any activity that is associated with or which would derive from the proposed amendment to which the objection has been made.

24. The ICAV must submit a report to the Central Bank on the Fund's positions on an annual basis. The report, which must include information which reflects a true and fair view of the types of FDI used by the Fund, the underlying risks, the quantitative limits and the methods used to estimate those risks, must be submitted with the annual report of the ICAV. The ICAV must, at the request of the Central Bank, provide this report at any time.

#### **Calculation of global exposure**

25. The ICAV shall ensure that in the case of each Fund, at all times:
- 25.1 the Fund complies with the limits on global exposure;
  - 25.2 the Fund establishes and implements appropriate internal risk management measures and limits, irrespective of whether the Fund uses a commitment approach or the VaR approach or any other methodology to calculate global exposure. For the purpose of subparagraph (1), paragraph 12 of Schedule 9 of the UCITS Regulations, a UCITS shall only select a methodology where ESMA has published guidelines on the selected methodology; and
  - 25.3 it calculates the global exposure in accordance with Schedule 2 to the Central Bank Regulations.

#### **Efficient Portfolio Management**

##### **Portfolio Management Techniques**

26. The ICAV shall only use efficient portfolio management techniques and instruments for the purposes of Regulation 69(2) of the UCITS Regulations where same are in the best interests of the Fund.
27. The ICAV shall ensure that all the revenues arising from efficient portfolio management techniques and instruments, net of direct and indirect operational costs, are returned to the Fund.

28. Techniques and instruments which relate to transferable securities or money market instruments and which are used for the purpose of efficient portfolio management shall be understood as a reference to techniques and instruments which fulfil the following criteria:
- 28.1 they are economically appropriate in that they are realised in a cost-effective way;
  - 28.2 they are entered into for one or more of the following specific aims:
    - (a) reduction of risk;
    - (b) reduction of cost;
    - (c) generation of additional capital or income for the Fund with a level of risk which is consistent with the risk profile of the Fund and the risk diversification rules set out in Regulations 70 and 71 of the UCITS Regulations; and
  - 28.3 their risks are adequately captured by the risk management process of the Fund.
29. Repurchase/reverse repurchase agreements and securities lending (i.e., efficient portfolio management techniques) may only be effected in accordance with normal market practice.

#### **Collateral**

30. The ICAV shall ensure, in engaging in efficient portfolio management techniques and instruments, that:
- 30.1 every asset that is received by the Fund as a result of engaging in efficient portfolio management techniques and instruments is treated as collateral;
  - 30.2 such techniques comply with the criteria set down in paragraph 24(2) of the Central Bank Regulations;
  - 30.3 at all times, collateral that is received by the Fund meets the criteria specified in paragraph 31.
31. The conditions for the receipt of collateral by the Fund, to which paragraph 30 refers, are:
- 31.1 **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 its pre-sale valuation. Collateral received should also comply with the provisions of Regulation 74 of the UCITS Regulations.
  - 31.2 **Valuation:** Collateral that is 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.
  - 31.3 **Issuer credit quality:** Collateral received should be of high quality. The ICAV shall ensure that:
    - (a) 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 ICAV in the credit assessment process; and
    - (b) where an issuer is downgraded below the two highest short-term credit ratings by the credit rating agency referred to in sub-paragraph (a) this shall result in a

new credit assessment being conducted of the issuer by the ICAV without delay.

31.4 **Correlation:** Collateral received should be issued by an entity that is independent from the counterparty. There should be a reasonable ground for the ICAV to expect that it would not display a high correlation with the performance of the counterparty.

31.5 **Diversification (asset concentration):**

(a) Subject to sub-paragraph (b) below, collateral received should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure to a given issuer of 20 per cent. of the Net Asset Value of the Fund. When the Fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20 per cent. limit of exposure to a single issuer.

(b) It is intended that the Fund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. The Fund should receive securities from at least six different issues, but securities from any single issue should not account for more than 30 per cent. of the Fund's Net Asset Value. The Member States, local authorities, third countries, or public international bodies or issuing or guaranteeing securities which the Fund is able to accept as collateral for more than 20 per cent. of its Net Asset Value shall be drawn from the following list:

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, IMF, Euratom, The Asian Development Bank, ECB, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American Development Bank, EU, 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 and Straight-A Funding LLC.

31.6 **Immediately available:** Collateral received should be capable of being fully enforced by the Fund at any time without reference to or approval from the counterparty.

32. The ICAV shall ensure that the Fund's risk management process identifies, manages and mitigates risks linked to the management of collateral, including operational risks and legal risks.

33. Where the Fund receives collateral on a title transfer basis, the ICAV shall ensure that the collateral is to be held by the Depositary. Where the Fund receives collateral on any basis other than a title transfer basis, that collateral may be held by a third party depositary, provided that that depositary is subject to prudential supervision and is unrelated and unconnected to the provider of the collateral.

34. The ICAV shall not sell, pledge or re-invest the non-cash collateral received by the Fund.

35. Where the ICAV invests cash collateral received by the Fund, such investments shall only be made in one or more of the following:
- 35.1 a deposit with a credit institution referred to in Regulation 7 of the Central Bank Regulations;
  - 35.2 a high-quality government bond;
  - 35.3 a reverse repurchase agreement provided the transaction is with a credit institution referred to in Regulation 7 of the Central Bank Regulations and the Fund is able to recall at any time the full amount of cash on an accrued basis; or
  - 35.4 short-term money market funds as defined in the ESMA Guidelines on a Common Definition of European Money Market Funds (Ref: CESR/10-049).
36. Where the ICAV invests cash collateral received by the Fund: (a) that investment shall comply with the diversification requirements applicable to non-cash collateral; and (b) invested cash collateral shall not be placed on deposit with the counterparty or with any entity that is related or connected to the counterparty.
37. The ICAV shall ensure that, where the Fund receives collateral for at least 30 per cent. of its assets, there is in place an appropriate stress testing policy and stress tests are carried out regularly under normal and exceptional liquidity conditions to enable the ICAV to assess the liquidity risk attached to the collateral. The stress testing policy should at least prescribe the following components:
- 37.1 the design of stress test scenario analysis including calibration, certification and sensitivity analysis;
  - 37.2 the empirical approach to impact assessment, including back-testing of liquidity risk estimates;
  - 37.3 the reporting frequency and the threshold(s) for limits and losses; and
  - 37.4 the mitigation actions to reduce loss including haircut policy and gap risk protection.
38. The ICAV shall establish and ensure adherence to a haircut policy for the Fund, adapted for each class of assets received as collateral. When devising the haircut policy, the ICAV shall take into account the characteristics of the assets, such as the credit standing or the price volatility, as well as the outcome of the stress tests performed in accordance with Regulation 21 of the Central Bank Regulations. The ICAV shall document the haircut policy and the ICAV shall justify and document each decision to apply a specific haircut or to refrain from applying any haircut, to any specific class of assets.
39. Where a counterparty to a repurchase or a securities lending agreement which has been entered into by the ICAV on behalf of the Fund:
- 39.1 was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the ICAV in the credit assessment process; and
  - 39.2 where a counterparty is downgraded to A-2 or below (or comparable rating) by the credit rating agency referred to in sub-paragraph (a) this shall result in a new credit assessment being conducted of the counterparty by the ICAV without delay.

40. The ICAV shall ensure that it is at all times able to recall any security that has been lent out or to terminate any securities lending agreement to which it is party.

**Repurchase and reverse repurchase agreements**

41. Where the ICAV enters into a reverse repurchase agreement on behalf of the Fund it shall ensure that the Fund is at all times able to recall the full amount of cash or to terminate the relevant agreement on either an accrued basis or a mark-to-market basis.
42. In circumstances in which cash is, by virtue of the obligation under paragraph 41 recallable at any time on a mark-to-market basis, the ICAV shall use the mark-to-market value of the reverse repurchase agreement for the calculation of the Net Asset Value of the Fund.
43. Where the ICAV enters into a repurchase agreement on behalf of the Fund it shall ensure that the Fund is at all times able to recall any securities that are subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered. Fixed-term repurchase and reverse repurchase agreements that do not exceed seven days should be considered as arrangements on terms that allow the assets to be recalled at any time by the ICAV.
44. Repurchase/reverse repurchase agreements or securities lending do not constitute borrowing or lending for the purposes of Regulation 103 and Regulation 111 of the UCITS Regulations, respectively.

## SCHEDULE IV

### Calculation Standards applicable to Funds which use VaR

For the purposes of compliance with the UCITS Regulations, the market risk of certain Funds may be measured using the value-at-risk (“VaR”) methodology.

“Absolute VaR” is the VaR of the Fund capped as a percentage of the Fund’s Net Asset Value. See also the section entitled “Risk Factors - Measurement of Market Risk and Leverage using the Commitment Approach and VaR”.

“Relative VaR” is the VaR of the Fund capped at twice the VaR of the Fund’s reference portfolio.

A Fund may from time to time experience a change in Net Asset Value over a 20 Business Day holding period greater than the absolute VaR limit specified in its investment policy section or twice the VaR of the Fund’s reference portfolio, as the case may be. See also the section entitled “Risk Factors - Measurement of Market Risk and Leverage using the Commitment Approach and VaR”.

In summary, the following calculation standards currently apply to the VaR model employed in respect of the Funds that use absolute VaR or relative VaR. However, these calculation standards are dealt with in more detail in the risk management process of the ICAV and may change from time to time at the absolute discretion of the Investment Adviser and in accordance with the requirements of the Central Bank:

- (i) one-tailed confidence interval of 99 or 95 per cent., as specified in the Fund’s investment policy section;
- (ii) holding period equivalent to one month (20 Business Days);
- (iii) effective observation period (history) of risk factors is at least one year (250 Business Days) unless a shorter observation period is justified by a significant increase in price volatility (for instance, extreme market conditions);
- (iv) quarterly data set updates, or more frequent when market prices are subject to material changes; and
- (v) at least daily calculation.

In the case of Funds that apply the VaR approach, the Investment Adviser conducts back-testing in respect of the VaR model. This compares realised trading results with model generated risk measures in order to monitor the accuracy and performance of the VaR model (i.e. prediction capacity of risk estimates). Back-testing seeks to allow for improvement in the application of the VaR model and helps to prevent imperfect performance of the model against real market parameters that may not have been considered. In addition, the Investment Adviser conducts stress tests in respect of Funds that apply the VaR approach. The stress testing programme is designed to measure any potential major depreciation of the Fund’s value as a result of unexpected changes in the relevant market parameters and correlation factors. In addition, the Investment Adviser’s fundamental risk management approach analyses the potential for the permanent impairment of capital. This analysis consists of assessing the valuation risk, fundamental risk and financing risk associated with portfolio construction.

The following are illustrative examples of the calculation of leverage as the sum of the notionals of the derivatives used. However, they are not intended to be indicative in any way of the profile of a Fund’s portfolio at any particular point in time:

- (i) The Fund purchases:
  - U.K. government bonds with a face value of £20 million; and
  - a credit default swap referencing those bonds with a notional of £20 million.

The leverage produced by these positions, calculated as the sum of the notionals of the derivatives used, is £20 million.

From a portfolio management perspective, the Investment Adviser views this as an example of a hedged position, with the credit default swap providing insurance against a default in payments on the bonds. In that sense, the position is not entered into to generate any economic leverage.

(ii) The Fund enters into:

- a long position on a two-year interest rate swap with a notional of US\$25 million; and;  
and
- a short position on a ten-year interest rate swap with a notional of US\$14 million.

The leverage produced by these positions, calculated as the sum of the notionals of the derivatives used, is US\$39 million.

The combination of these positions represents the Investment Adviser's view on the shape of the yield curve (i.e. the relationship between the interest rate (or cost of borrowing) and the time to maturity of the debt for a given borrower) and, in the Investment Adviser's view, may be approximately neutral in duration terms (i.e. neutral in terms of sensitivity to parallel shifts in the yield curve whereby interest rates move the same amount across all maturities). The Investment Adviser believes that for fixed income instruments, the potential loss or risk is more accurately measured by the duration (sensitivity to interest rates) than by leverage. Therefore, leverage may not be the most appropriate measure of the risk associated with a position of this nature.

(iii) The Fund enters into:

- a long position through a total return swap over a basket of high quality European equity securities with a notional of €40 million; and;
- a short position through a total return swap over a basket of low quality European equities with a notional of €15 million.

The leverage produced by these positions, calculated as the sum of the notionals of the derivatives used, is €55 million.

As part of the Investment Adviser's risk management methodology, this is an example of a trade that would likely be structured in the portfolio of the Fund to be approximately beta neutral (i.e. neutral in its exposure to the volatility of the market but seeking to exploit investment opportunities unique to the specific group of stocks referred to).

(iv) The Fund enters into:

- a long position through a currency forward with a notional of US\$100 million; and;
- in order to close out the long position, an offsetting short position through a currency forward with a notional of US\$100 million.

The leverage produced by these positions, calculated as the sum of the notionals of the derivatives used, is US\$200 million.

## **SCHEDULE V**

### **The Benchmarks**

#### **FTSE 3-Month Treasury Bill Index**

FTSE 3-Month Treasury Bill Index is an independently maintained and widely-published index intended to track the daily performance of 3 month US Treasury bills. It is an unmanaged index representing monthly return equivalents of yield averages of the last 3 month Treasury Bill issues. It is not possible to invest directly in an unmanaged index.

#### **J.P. Morgan Emerging Markets Bond Index Global Diversified**

J.P. Morgan Emerging Markets Bond Index Global Diversified tracks total returns for traded external debt instruments in the emerging markets, and limits the weights of countries with larger debt stocks by only including a specified portion of these countries' eligible current face amounts of debt outstanding. It includes U.S. Dollar-denominated Brady bonds, loans and Eurobonds with an outstanding face value of at least US\$500 million.

#### **MSCI Emerging Markets ex-China Index**

The MSCI Emerging Markets ex China Index captures large and mid cap representation across 26 of the 27 emerging markets countries (including Argentina, Brazil, Chile, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Korea, Kuwait, Malaysia, Mexico, Pakistan, Peru, Philippines, Poland, Qatar, Russia, Saudi Arabia, South Africa, Taiwan, Thailand, Turkey and United Arab Emirates) excluding China. With 683 constituents, the index covers approximately 85 per cent. of the free float-adjusted market capitalization in each country.

## SCHEDULE VI

### Delegates and Sub-Custodians of the Depository

The Depository has appointed State Street Bank and Trust Company with registered office at One Lincoln Street, Boston, MA 02111, USA as its global sub-custodian.

State Street Bank and Trust Company as global sub-custodian has appointed local sub-custodians within the State Street Global Custody Network as listed below, as at the date of this agreement. The latest version of this list can be consulted at the Investment Manager Guide on the website [www.mystatestreet.com](http://www.mystatestreet.com).

MARKET	SUBCUSTODIAN
Albania	Raiffeisen Bank sh.a.
Argentina	Citibank, N.A.
Australia	The Hongkong and Shanghai Banking Corporation Limited
Austria	UniCredit Bank Austria AG
Bahrain	First Abu Dhabi Bank P.J.S.C.
Bangladesh	Standard Chartered Bank
Belgium	BNP Paribas Securities Services, S.C.A. (operating through its Paris branch with support from its Brussels branch)
Benin	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Bermuda	HSBC Bank Bermuda Limited
Federation of Bosnia and Herzegovina	UniCredit Bank d.d.
Botswana	Standard Chartered Bank Botswana Limited

<b>MARKET</b>	<b>SUBCUSTODIAN</b>
<b>Brazil</b>	<b>Citibank, N.A.</b>
<b>Bulgaria</b>	<b>Citibank Europe plc, Bulgaria Branch</b>
	<b>UniCredit Bulbank AD</b>
<b>Burkina Faso</b>	<b>via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast</b>
<b>Canada</b>	<b>State Street Trust Company Canada</b>
<b>Chile</b>	<b>Banco de Chile</b>
<b>People's Republic of China</b>	<b>HSBC Bank (China) Company Limited</b> (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
	<b>China Construction Bank Corporation</b>
<b>China Connect</b>	<b>Standard Chartered Bank (Hong Kong) Limited</b>
<b>Colombia</b>	<b>Cititrust Colombia S.A. Sociedad Fiduciaria</b>
<b>Costa Rica</b>	<b>Banco BCT S.A.</b>
<b>Croatia</b>	<b>Privredna Banka Zagreb d.d.</b>
	<b>Zagrebacka Banka d.d.</b>
<b>Cyprus</b>	<b>BNP Paribas Securities Services, S.C.A., Greece</b>
<b>Czech Republic</b>	<b>Československá obchodní banka, a.s.</b>

<b>MARKET</b>	<b>SUBCUSTODIAN</b>
	<b>UniCredit Bank Czech Republic and Slovakia, a.s.</b>
<b>Denmark</b>	<b>Skandinaviska Enskilda Banken AB (publ), Sweden</b> (operating through its Copenhagen branch)
<b>Egypt</b>	<b>Citibank, N.A.</b>
<b>Estonia</b>	<b>AS SEB Pank</b>
<b>Finland</b>	<b>Skandinaviska Enskilda Banken AB (publ), Sweden</b> (operating through its Helsinki branch)
<b>France</b>	<b>BNP Paribas Securities Services, S.C.A.</b>
<b>Republic of Georgia</b>	<b>JSC Bank of Georgia</b>
<b>Germany</b>	<b>State Street Bank International GmbH</b>
	<b>Deutsche Bank AG</b>
<b>Ghana</b>	<b>Standard Chartered Bank Ghana Plc</b>
<b>Greece</b>	<b>BNP Paribas Securities Services, S.C.A.</b>
<b>Guinea-Bissau</b>	<b>via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast</b>
<b>Hong Kong</b>	<b>The Hongkong and Shanghai Banking Corporation Limited</b>
<b>Hungary</b>	<b>Citibank Europe plc Magyarországi Fióktelepe</b>
	<b>UniCredit Bank Hungary Zrt.</b>

<b>MARKET</b>	<b>SUBCUSTODIAN</b>
<b>Iceland</b>	<b>Landsbankinn hf.</b>
<b>India</b>	<b>Deutsche Bank AG</b>
	<b>Citibank, N.A.</b>
	<b>The Hongkong and Shanghai Banking Corporation Limited</b>
<b>Indonesia</b>	<b>Standard Chartered Bank</b>
	<b>Deutsche Bank AG</b>
<b>Israel</b>	<b>Bank Hapoalim B.M.</b>
<b>Italy</b>	<b>Intesa Sanpaolo S.p.A.</b>
<b>Ivory Coast</b>	<b>Standard Chartered Bank Côte d'Ivoire S.A.</b>
<b>Japan</b>	<b>Mizuho Bank, Limited</b>
	<b>The Hongkong and Shanghai Banking Corporation Limited</b>
<b>Jordan</b>	<b>Standard Chartered Bank</b>
<b>Kazakhstan</b>	<b>JSC Citibank Kazakhstan</b>
<b>Kenya</b>	<b>Standard Chartered Bank Kenya Limited</b>
<b>Republic of Korea</b>	<b>The Hongkong and Shanghai Banking Corporation Limited</b>
	<b>Deutsche Bank AG</b>
<b>Kuwait</b>	<b>HSBC Bank Middle East Limited</b> (as delegate of The Hongkong and Shanghai Banking Corporation Limited)

<b>MARKET</b>	<b>SUBCUSTODIAN</b>
<b>Latvia</b>	<b>AS SEB banka</b>
<b>Lithuania</b>	<b>AB SEB bankas</b>
<b>Malawi</b>	<b>Standard Bank PLC</b>
<b>Malaysia</b>	<b>Standard Chartered Bank Malaysia Berhad</b>
<b>Mali</b>	<b>via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast</b>
<b>Mauritius</b>	<b>The Hongkong and Shanghai Banking Corporation Limited</b>
<b>Mexico</b>	<b>Banco Nacional de México, S.A.</b>
<b>Morocco</b>	<b>Citibank Maghreb S.A.</b>
<b>Namibia</b>	<b>Standard Bank Namibia Limited</b>
<b>Netherlands</b>	<b>BNP Paribas Securities Services, S.C.A.</b> (operating through its Paris branch with support from its Amsterdam branch)
<b>New Zealand</b>	<b>The Hongkong and Shanghai Banking Corporation Limited</b>
<b>Niger</b>	<b>via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast</b>
<b>Nigeria</b>	<b>Stanbic IBTC Bank Plc.</b>
<b>Norway</b>	<b>Skandinaviska Enskilda Banken AB (publ), Sweden</b> (operating through its Oslo branch)
<b>Oman</b>	<b>First Abu Dhabi Bank P.J.S.C.</b>
<b>Pakistan</b>	<b>Deutsche Bank AG</b>  <b>Citibank, N.A.</b>

<b>MARKET</b>	<b>SUBCUSTODIAN</b>
<b>Panama</b>	<b>Citibank, N.A.</b>
<b>Peru</b>	<b>Citibank del Perú, S.A.</b>
<b>Philippines</b>	<b>Standard Chartered Bank</b>
<b>Poland</b>	<b>Bank Handlowy w Warszawie S.A.</b>
<b>Portugal</b>	<b>Citibank Europe plc, Dublin, Ireland</b>
<b>Qatar</b>	<b>HSBC Bank Middle East Limited</b> (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
<b>Romania</b>	<b>Citibank Europe plc, Dublin – Romania Branch</b>
<b>Russia</b>	<b>AO Citibank</b>
<b>Saudi Arabia</b>	<p><b>HSBC Saudi Arabia</b> (as delegate of The Hongkong and Shanghai Banking Corporation Limited)</p> <p><b>Saudi British Bank</b> (as delegate of The Hongkong and Shanghai Banking Corporation Limited)</p> <p><b>First Abu Dhabi Capital Financial Company J.S.C. (FAB Capital)</b> (as delegate of First Abu Dhabi Bank P.J.S.C. to hold securities)</p> <p><b>First Abu Dhabi Bank P.J.S.C.</b> (as delegate of FAB Capital to hold cash)</p>
<b>Senegal</b>	<b>via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast</b>

<b>MARKET</b>	<b>SUBCUSTODIAN</b>
<b>Serbia</b>	<b>UniCredit Bank Serbia JSC</b> Jurija Gagarina 12 <b>11070</b> Belgrade, Serbia LEI: 52990001O0THU00TYK59
<b>Singapore</b>	<b>Citibank N.A.</b>
<b>Slovak Republic</b>	<b>UniCredit Bank Czech Republic and Slovakia, a.s.</b>
<b>Slovenia</b>	<b>UniCredit Banka Slovenija d.d.</b>
<b>South Africa</b>	<b>FirstRand Bank Limited</b>
	<b>Standard Chartered Bank</b>
<b>Spain</b>	<b>Citibank Europe plc, Dublin, Ireland</b>
<b>Sri Lanka</b>	<b>The Hongkong and Shanghai Banking Corporation Limited</b>
<b>Republic of Srpska</b>	<b>UniCredit Bank d.d.</b>
<b>Sweden</b>	<b>Skandinaviska Enskilda Banken AB (publ)</b>
<b>Switzerland</b>	<b>Credit Suisse (Switzerland) Limited</b>
	<b>UBS Switzerland AG</b>
<b>Taiwan - R.O.C.</b>	<b>Standard Chartered Bank (Taiwan) Limited</b>
<b>Tanzania</b>	<b>Standard Chartered Bank (Tanzania) Limited</b>
<b>Thailand</b>	<b>Standard Chartered Bank (Thai) Public Company Limited</b>
<b>Togo</b>	<b>via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast</b>
<b>Tunisia</b>	<b>Union Internationale de Banques</b>

<b>MARKET</b>	<b>SUBCUSTODIAN</b>
<b>Turkey</b>	<b>Citibank, A.Ş.</b>
<b>Uganda</b>	<b>Standard Chartered Bank Uganda Limited</b>
<b>Ukraine</b>	<b>JSC Citibank</b>
<b>United Arab Emirates Dubai Financial Market</b>	<b>First Abu Dhabi Bank P.J.S.C.</b>
<b>United Arab Emirates Dubai International Financial Center</b>	<b>First Abu Dhabi Bank P.J.S.C.</b>
<b>United Arab Emirates Abu Dhabi</b>	<b>First Abu Dhabi Bank P.J.S.C.</b>
<b>United Kingdom</b>	<b>State Street Bank and Trust Company, United Kingdom branch</b>
<b>United States</b>	<b>State Street Bank and Trust Company</b>
<b>Uruguay</b>	<b>Banco Itaú Uruguay S.A.</b>
<b>Vietnam</b>	<b>HSBC Bank (Vietnam) Limited</b> (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
<b>Zambia</b>	<b>Standard Chartered Bank Zambia Plc.</b>
<b>Zimbabwe</b>	<b>Stanbic Bank Zimbabwe Limited</b> (as delegate of Standard Bank of South Africa Limited)

## SCHEDULE VII

### Additional Information for Investors in Germany

#### Right to distribute shares in Germany

The ICAV has notified the Bundesanstalt für Finanzdienstleistungsaufsicht (“BaFin”) of its intention to distribute shares in Germany. Since completion of the notification process the ICAV has the right to distribute the Shares of certain Funds in Germany.

#### German Paying and Information Agent

The function of paying and information agent in the Federal Republic of Germany is carried out by:

Marcard, Stein & Co. AG  
Ballindamm 36  
20095 Hamburg

(the “Paying and Information Agent”).

Redemption and conversion applications may be sent to the Paying and Information Agent for onward transmission to the ICAV. Shareholders residing in Germany may request that they receive payments (redemption proceeds, distributions, if any, and any other payments) from the ICAV through the Paying and Information Agent.

The Prospectus, the Key Information Document (KID), the Instrument of Incorporation as well as the most recent annual and, if published, subsequent semi-annual reports are available free of charge in hardcopy at the registered office of the Paying and Information Agent who also holds available the subscription and redemption prices of Shares.

Furthermore, copies of the documents listed in the section “General” of the prospectus under the heading “Supply and Inspection of Documents” are available for inspection free of charge during normal business hours on weekdays (Saturdays and public holidays excepted) at the registered office of the paying agent.

#### Publications

The subscription and redemption prices are published on Dealing Days on “www.gmo.com”. Notices to investors are also published on this website.

In the cases listed in section § 298 sub-section 2 German Investment Code (Kapitalanlagegesetzbuch, KAGB) Shareholders will also be informed by means of a “durable medium” within the meaning of section 167 KAGB.

In addition to the above, information may also be published in any other media which the ICAV deems appropriate from time to time.

**Schedule VIII**

**SFDR Pre-contractual disclosures for Article 8 and Article 9 Funds**

*ANNEX II*

**Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852**

**Product name:** GMO Climate Change Investment Fund  
**Legal entity identifier:** 5493000LONFX5BLX6C50

**Sustainable investment**

means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

## Environmental and/or social characteristics

**Does this financial product have a sustainable investment objective?**

**Yes**
   **No**

<input type="checkbox"/> It will make a minimum of <b>sustainable investments with an environmental objective: ___%</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> </ul> <input type="checkbox"/> It will make a minimum of <b>sustainable investments with a social objective: ___%</b>	<input checked="" type="checkbox"/> It <b>promotes Environmental/Social (E/S) characteristics</b> and while it does not have as its objective a sustainable investment, it will have a minimum proportion of 70% of sustainable investments <ul style="list-style-type: none"> <li><input type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy</li> <li><input checked="" type="checkbox"/> with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> with a social objective</li> </ul> <input type="checkbox"/> It promotes E/S characteristics, but <b>will not make any sustainable investments</b>
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**What environmental and/or social characteristics are promoted by this financial product?**



The Fund promotes environmental characteristics by investing primarily in equities of companies that the Investment Adviser believes are positioned to directly or indirectly benefit from efforts to curb or mitigate the long-term effects of global climate change, to address the environmental challenges presented by global climate change, or to improve the efficiency of resource consumption.

A reference benchmark is not used for the purposes of attaining the environmental characteristics promoted by the Fund.

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

● **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

The sustainability indicators used to measure the attainment of each of the environmental or social characteristics promoted by the Fund are:

- i) the requirement that investee companies generate 50% or more of revenues from activities related to Climate Change Mitigation or Climate Change Adaptation (each as defined below) as determined by the Investment Adviser or are projected by the Investment Adviser at the time of investment to generate 50% or more of revenues from such activities within a five year period; and
- ii) the percentage of holdings that comply with the exclusions detailed below under “*What are the binding elements of the investment strategy used to select the investments to attain the sustainable investment objective?*”.

For the purposes of i) above, the Investment Adviser considers activities related to “Climate Change Mitigation” to be those that contribute to the clean energy transition or lower carbon intensity activities, including, without limitation, companies in the following sectors: clean energy (e.g., solar, wind biofuels); batteries and storage; electric grid; energy efficiency; and efficiency technology and materials. The Investment Adviser considers activities related to “Climate Change Adaptation” to be those that aid the world’s ability to adapt to actual and expected climate change and its impacts, including, without limitation, companies in the following sectors: agriculture (e.g., farming, timber, fish farming); water treatment, efficiency and recycling; and energy-efficient air conditioning.

For the avoidance of doubt, the terms “Climate Change Mitigation” and “Climate Change Adaptation” referred to above are as defined under the proprietary framework adopted by the Investment Adviser. As noted below under “*To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?*”, the Fund does not currently intend to be aligned with the Taxonomy Regulation nor does the Investment Adviser currently collect Taxonomy-related data. Accordingly, 0% of the Fund’s investments will be aligned with the environmental objectives under the Taxonomy Regulation.

● **What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?**

The sustainable investments of the Fund primarily comprise equities of companies which contribute through their activities to efforts to curb or mitigate the long-term effects of global climate change, to address the environmental challenges presented by global climate change, or to improve the efficiency of resource consumption.

● **How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?**

The Investment Adviser shall ensure that the investments of the Fund do not significantly harm either the environmental or social objective set out in SFDR, as amended, taking into account the life cycle of products and services provided by the economic activities engaged in by the relevant companies, and the companies in which the Fund invests follow good governance practices, in particular with respect to sound management structures, employee relations, remuneration of staff and tax compliance.

— **How have the indicators for adverse impacts on sustainability factors been taken into account?**

The Investment Adviser takes into account the indicators for adverse impacts in Table 1 of Annex I and any relevant indicators in Tables 2 and 3 of Annex I to the Regulatory Technical Standards on SFDR by applying a sub-set of those indicators at the stage of the initial investment in the relevant securities and on an ongoing basis depending on the nature of the investee company.

Such adverse impact indicators are addressed on an ongoing basis with investee companies through stewardship activities, including proxy voting, one-to-one engagement and collective engagement initiatives such as the Carbon Disclosure Project.

**How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:**

The Fund's sustainable investments will not include companies which contravene the OECD Guidelines for Multinational Enterprises or the UN Guiding Principles on Business and Human Rights. The Investment Adviser uses data from third party providers to identify potential contraventions. In the event that there are differences between the third party data providers' views of an investee company's alignment with the OECD Guidelines for Multinational Enterprises or with the UN Guiding Principles on Business and Human Rights, or the Investment Adviser disagrees with the conclusions reached by one or more such third party data providers, the Investment Adviser will carry out its own assessment which may be informed by the third party data and its own internal research.

*The EU Taxonomy sets out a "do not significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*



**Does this financial product consider principal adverse impacts on sustainability factors?**

Yes, \_\_\_\_\_

No

The Manager, acting through the Investment Adviser as its delegate, does not consider the PAIs of its investment decisions on sustainability factors, within the meaning of Article 4(1)(a) of SFDR, for the time being. The Investment Adviser does not currently do so because, among other reasons, the Investment Adviser is not, in its view, currently in a position to obtain and/or measure all the data which it would be required by SFDR to report, or to do so systematically, consistently and at a reasonable cost with respect to all its investment strategies to investors. This is in part because underlying investments are not widely required to, and may not currently, report by reference to the same data. In addition, the European Commission has requested advice from the European Supervisory Authorities on (i) streamlining and developing further the regulatory framework; (ii) potentially extending the lists of universal indicators for PAIs; and (iii) refining the content of all the PAI indicators and their respective definitions, applicable methodologies, metrics, and presentation. The Investment Adviser's position on this matter will be reviewed as and when there is more regulatory certainty and at least annually.



## What investment strategy does this financial product follow?

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

The Investment Adviser seeks to achieve the Fund's investment objective by investing primarily in equities of companies the Investment Adviser believes are positioned to directly or indirectly benefit from efforts to curb or mitigate the long-term effects of global climate change, to address the environmental challenges presented by global climate change, or to improve the efficiency of resource consumption.

In selecting securities for the Fund, the Investment Adviser uses a combination of investment methods to identify securities the Investment Adviser believes have positive return potential. Some of these methods evaluate individual issuers or groups of issuers based on the ratio of their security price to historical financial information and forecasted financial information, such as profitability, cash flow and earnings, and a comparison of these ratios to current and historical industry, market or company averages. Other methods focus on patterns of information, such as price movement or volatility of a security or groups of securities. The Fund may invest its assets in securities of companies of any market capitalisation and may invest a significant portion of its assets in securities of companies with smaller market capitalisation. The Fund has no limit on the amount it may invest in any single asset class, sector, country, or region. At times, the Fund may have substantial exposure to a single industry, asset class, sector, country or region.

For further information, please see the 'Investment Objectives and Policies of the Funds' section of the Prospectus.

● ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

In its promotion of environmental characteristics, the Investment Adviser seeks to identify companies whose businesses directly or indirectly contribute to efforts to curb or mitigate the long-term effects of global climate change, address the environmental challenges presented by global climate change, or improve the efficiency of resource consumption. It uses both fundamental and quantitative methods in constructing the Fund's portfolio. For investments selected primarily through fundamental methods, ESG factors are assessed in the course of a deep analysis of a potential investment's characteristics and integrated holistically into the Investment Adviser's decision-making process. Investments driven primarily through quantitative techniques rely more generally on the use of third-party standards, guidelines and metrics, data from issuers comprised in portfolios managed or advised by the Investment Adviser (including the Fund, other funds or accounts), company reports and publicly available information. Its quantitative analysis includes assessments of information at both industry and issuer levels. The Fund's investments may include companies whose own activities may present material sustainability risks, but whose businesses are essential for combatting climate change. The Investment Adviser actively engages with these companies, among others, on material ESG issues with an aim of promoting more sustainable corporate behaviour.

With respect to the Fund's sustainable investments, the Investment Adviser employs a framework that is based upon assessing the direct and indirect effect of the products and services of the underlying companies. The Investment Adviser's assessment of such contribution considers the relationship between the product and/or service and the relevant aspects of climate change or resource consumption they relate to and the materiality of the contribution they make to the promotion of sustainable characteristics.

The Fund will measure contribution to the attainment of the promoted environmental or social characteristics by requiring that investee companies generate 50% or more of revenues from activities related to Climate Change Mitigation or Climate Change Adaptation as determined by the Investment Adviser or are projected by the Investment Adviser at the time of investment to generate 50% or more of revenues from such activities within a five year period.

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

In addition, the Investment Adviser will exclude companies that are part of the Carbon Underground 200 list, which is a list of the top 100 coal and the top 100 oil and gas publicly-traded reserve holders globally, ranked by the potential carbon emissions content of their reported reserves.

The ESG-related exclusions referred to above apply at the time of acquisition of the relevant securities and in the event of any subsequent inadvertent holding of securities in breach of these principles or exclusions, the Investment Adviser shall dispose of any such securities as soon as reasonably practicable having regard to the best interests of the Fund and its Shareholders.

● ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

N/A. There is no committed minimum rate to reduce the scope of the investments considered prior to the application of the investment strategy.

● ***What is the policy to assess good governance practices of the investee companies?***

When considering an investment, the Investment Adviser will consider whether the underlying issuer meets good governance practices, in particular with respect to sound management structures, employee relations, remuneration of staff and tax compliance. Analysis is undertaken on the level of exposure of a particular issuer with regard to relevant risks associated with good governance and management's actions to manage such risks. Good governance standards include board balance, independence, transparency, disclosure and the protection of shareholder rights, and a review of whether the issuer has been the subject of serious or ongoing concerns about unsustainable business practices, such as human rights and labour standards abuses, corruption and abuse of minority shareholders. Investee companies are then monitored for on-going compliance with these standards. In the case where the Investment Adviser determines that an investee company is below standard, the Investment Adviser will consider both engagement and divestment.

For more information on the Investment Adviser's good governance policy, refer to "*Where can I find more product specific information online?*" below.



**What is the asset allocation planned for this financial product?**

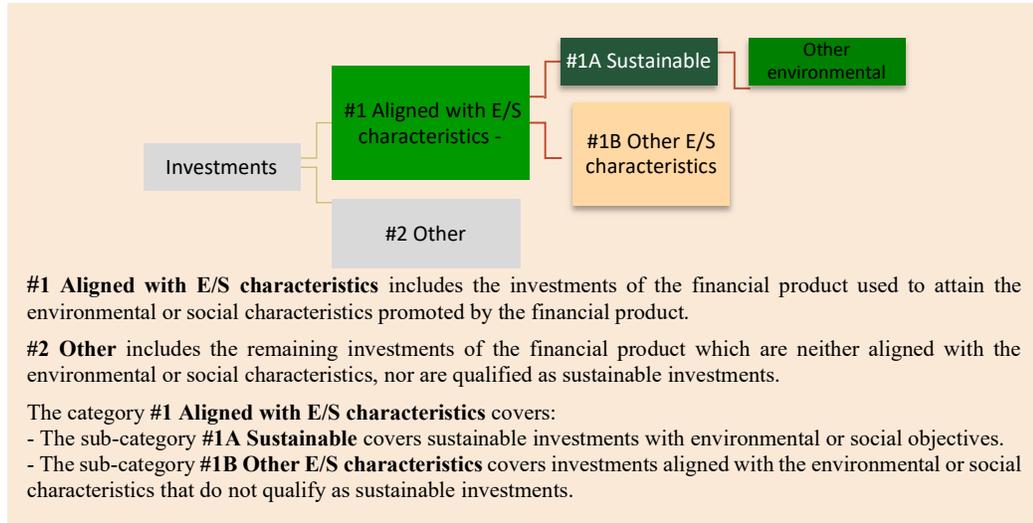
**Asset allocation** describes the share of investments in specific assets.

GMO intends that 100% of the Fund's direct and indirect investments, excluding cash on deposit and other ancillary liquid assets, will be aligned with the environmental and social characteristics described above.

In addition, as noted above under "*Does this financial product have a sustainable investment objective?*", the Fund will have a minimum proportion of 70% of sustainable investments.

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.



● **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

The Fund invests in equities in a manner consistent with the environmental characteristics promoted by the Fund. As an alternative to investing directly in such equities, the Fund may use exchange-traded and OTC derivatives to gain indirect exposures to such equities.



**To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?**

The Fund does not commit to make investments that contribute to the environmental objectives identified in the Taxonomy Regulation. The Manager, acting through the Investment Adviser as its delegate, does not currently collect data as to whether: (i) the underlying investments of the Fund take into account the EU criteria for environmentally sustainable economic activities as defined in the Taxonomy Regulation; and (ii) the “do no significant harm” principle under the Taxonomy Regulation applies to those investments. In the European Commission’s responses to questions from the European Supervisory Authorities in respect of SFDR (the “EC Q&A”) published on 25 May 2022, the European Commission advised that where a financial market participant (such as the Manager) fails to collect data on the environmental objectives set out in the Taxonomy Regulation and on how and to what extent the investments underlying a financial product (such as the Fund) are in economic activities that qualify as environmentally sustainable under the Taxonomy Regulation, the pre-contractual disclosures under SFDR for that financial product must indicate zero. The Fund does not currently intend to be aligned with the Taxonomy Regulation nor does the Investment Adviser currently collect the Taxonomy-related data referred to above. Accordingly, as required by the EC Q&A, 0 per cent. of each Fund’s investments will be aligned with the environmental objectives under the Taxonomy Regulation. The Investment Adviser will keep the Fund’s position vis-à-vis the Taxonomy Regulation under consideration and, to the extent required, the Prospectus will be amended accordingly.

● **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?**

Yes \_\_\_\_\_

In fossil gas     In nuclear energy

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

 No

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.



\* For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

● **What is the minimum share of investments in transitional and enabling activities?**

N/A



**What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?**

100%.

 are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

The Fund does not commit to make investments that contribute to the environmental objectives identified in the Taxonomy Regulation. The Manager, acting through the Investment Adviser as its delegate, does not currently collect data as to whether: (i) the underlying investments of the Fund take into account the EU criteria for environmentally sustainable economic activities as defined in the Taxonomy Regulation; and (ii) the “do no significant harm” principle under the Taxonomy Regulation applies to those investments. In the European Commission’s responses to questions from the European Supervisory Authorities in respect of SFDR (the “EC Q&A”) published on 25 May 2022, the European Commission advised that where a financial market participant (such as the Manager) fails to collect data on the environmental objectives set out in the Taxonomy Regulation and on how and to what extent the investments underlying a financial product (such as a Fund) are in economic activities that qualify as environmentally sustainable under the Taxonomy Regulation, the pre-contractual disclosures under SFDR for that financial product must indicate zero. The Fund does not currently intend to be aligned with the Taxonomy Regulation nor does the Investment Adviser currently collect the Taxonomy-related data referred to above. Accordingly, as required by the EC Q&A, 0% of the Fund’s investments will be aligned with the environmental objectives under the Taxonomy Regulation. The Investment Adviser will keep

the Fund's position vis-à-vis the Taxonomy Regulation under consideration and, to the extent required, the Prospectus will be amended accordingly.

Investments that are not aligned with the Taxonomy Regulation are not by implication environmentally harmful or unsustainable. In addition, not all economic activities are covered by the Taxonomy Regulation as it was not possible to develop criteria for all sectors where activities could conceivably make a substantial contribution.



### **What is the minimum share of socially sustainable investments?**

0%.



### **What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?**

“Other” in this context includes only cash on deposit and other ancillary liquid assets for which there are no minimum environmental or social safeguards.



### **Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?**

A reference benchmark is not used for the purposes of attaining the environmental characteristics promoted by the Fund.

**Reference benchmarks** are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

- ***How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?***

N/A

- ***How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?***

N/A

- ***How does the designated index differ from a relevant broad market index?***

N/A

- ***Where can the methodology used for the calculation of the designated index be found?***

N/A



### **Where can I find more product specific information online?**

More product-specific information can be found on the website:

[GMO - SFDR framework](#)

ANNEX III

Template pre-contractual disclosure for the financial products referred to in Article 9, paragraphs 1 to 4a, of Regulation (EU) 2019/2088 and Article 5, first paragraph, of Regulation (EU) 2020/852

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

**Product name:** GMO Climate Change Select Investment Fund  
**Legal entity identifier:** 549300MJUY8ZSFTDNV60

## Sustainable investment objective

Does this financial product have a sustainable investment objective?	
<input checked="" type="radio"/> <input checked="" type="radio"/> <input checked="" type="checkbox"/> <b>Yes</b>	<input type="radio"/> <input type="radio"/> <input type="checkbox"/> <b>No</b>
<input checked="" type="checkbox"/> It will make a minimum of <b>sustainable investments with an environmental objective: 90%</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy</li> <li><input checked="" type="checkbox"/> in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> </ul>	<input type="checkbox"/> It <b>promotes Environmental/Social (E/S) characteristics</b> and while it does not have as its objective a sustainable investment, it will have a minimum proportion of ___% of sustainable investments <ul style="list-style-type: none"> <li><input type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> with a social objective</li> </ul>
<input type="checkbox"/> It will make a minimum of <b>sustainable investments with a social objective:</b>	<input type="checkbox"/> It promotes E/S characteristics, but <b>will not make any sustainable investments</b>



### What is the sustainable investment objective of this financial product?

**Sustainability indicators** measure how the sustainable objectives of this financial product are attained.

The sustainable investment objective of the Fund is to invest in equities of companies that the Investment Adviser believes are positioned to directly or indirectly contribute to efforts to curb or mitigate the long-term effects of global climate change, to address the environmental challenges presented by global climate change, or to improve the efficiency of resource consumption. While the Fund has sustainable investment as its objective as described in the foregoing sentence, a reduction in carbon emissions does not form part of its objective. A reference benchmark is not used for the purposes of attaining the sustainable investment objective.

The wider investment objective of the Fund is set out in the 'Investment Objectives and Policies of the Funds' section of the Prospectus.

● **What sustainability indicators are used to measure the attainment of the sustainable investment objective of this financial product?**

The sustainability indicators used to measure the attainment of the sustainable investment objective are:

- i) the requirement that investee companies generate 50% or more of revenues from activities related to Climate Change Mitigation or Climate Change Adaptation (each as defined below) as determined by the Investment Adviser or are projected by the Investment Adviser at the time of investment to generate 50% or more of revenues from such activities within a five year period; and
- ii) the percentage of holdings that comply with the exclusions detailed below under "*What are the binding elements of the investment strategy used to select the investments to attain the sustainable investment objective?*".

For the purposes of i) above, the Investment Adviser considers activities related to "Climate Change Mitigation" to be those that contribute to the clean energy transition or lower carbon intensity activities, including without limitation, companies in the following sectors: clean energy (e.g., solar, wind biofuels); batteries and storage; electric grid; energy efficiency; and efficiency technology and materials. The Investment Adviser considers activities related to "Climate Change Adaptation" to be those that aid the world's ability to adapt to actual and expected climate change and its impacts, including without limitation, companies in the following sectors: agriculture (e.g., farming, timber, fish farming); water treatment, efficiency and recycling; and energy-efficient air conditioning.

For the avoidance of doubt, the terms "Climate Change Mitigation" and "Climate Change Adaptation" referred to above are as defined under the proprietary framework adopted by the Investment Adviser. As noted below under "*To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?*", the Fund does not currently intend to be aligned with the Taxonomy Regulation nor does the Investment Adviser currently collect Taxonomy-related data. Accordingly, 0% of the Fund's investments will be aligned with the environmental objectives under the Taxonomy Regulation.

● **How do sustainable investments not cause significant harm to any environmental or social sustainable investment objective?**

The Investment Adviser shall ensure that the investments of the Fund do not significantly harm either the environmental or social objective set out in SFDR, as amended, taking into account the life cycle of products and services provided by the economic activities engaged in by the relevant companies, and the companies in which the Fund invests follow good governance practices, in particular with respect to sound management structures, employee relations, remuneration of staff and tax compliance.

— **How have the indicators for adverse impacts on sustainability factors been taken into account?**

The Investment Adviser takes into account the indicators for adverse impacts in Table 1 of Annex I and any relevant indicators in Tables 2 and 3 of Annex I to the Regulatory Technical Standards on SFDR by applying a sub-set of those indicators at the stage of the initial investment in the relevant securities and on an ongoing basis depending on the nature of the investee company.

Such adverse impact indicators are addressed on an ongoing basis with investee companies through stewardship activities, including proxy voting, one-to-one

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

engagement and collective engagement initiatives such as the Carbon Disclosure Project.

***How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights?***

The Fund will not invest in companies which contravene the OECD Guidelines for Multinational Enterprises or the UN Guiding Principles on Business and Human Rights. The Investment Adviser uses data from third party providers to identify potential contraventions. In the event that there are differences between the third party data providers' views of an investee company's alignment with the OECD Guidelines for Multinational Enterprises or with the UN Guiding Principles on Business and Human Rights, or the Investment Adviser disagrees with the conclusions reached by one or more such third party data providers, the Investment Adviser will carry out its own assessment which may be informed by the third party data and its own internal research.



**Does this financial product consider principal adverse impacts on sustainability factors?**

Yes

No

The Manager, acting through the Investment Adviser as its delegate, does not consider the PAIs of its investment decisions on sustainability factors, within the meaning of Article 4(1)(a) of SFDR, for the time being. The Investment Adviser does not currently do so because, among other reasons, the Investment Adviser is not, in its view, currently in a position to obtain and/or measure all the data which it would be required by SFDR to report, or to do so systematically, consistently and at a reasonable cost with respect to all its investment strategies to investors. This is in part because underlying investments are not widely required to, and may not currently, report by reference to the same data. In addition, the European Commission has requested advice from the European Supervisory Authorities on (i) streamlining and developing further the regulatory framework; (ii) potentially extending the lists of universal indicators for PAIs; and (iii) refining the content of all the PAI indicators and their respective definitions, applicable methodologies, metrics, and presentation. The Investment Adviser's position on this matter will be reviewed as and when there is more regulatory certainty and at least annually.



**What investment strategy does this financial product follow?**

The invested assets of the Fund are primarily comprised of investments in the types of companies that contribute to the Fund's sustainable investment objective. The remainder of the Fund's invested assets are invested for the purposes of cash management, hedging or other efficient portfolio management purposes which are in line with the Fund's sustainable investment objective.

In selecting securities for the Fund, the Investment Adviser uses a combination of the following investment methods to identify securities the Investment Adviser believes both have positive return potential and contribute to the Fund's sustainable investment objective. The Investment Adviser calculates the positive return potential and evaluates individual issuers or groups of issuers based on the ratio of their security price to historical financial information and forecasted financial information, such as profitability, cash flow and earnings, and compares these ratios to current and historical industry, market or company averages. The Investment Adviser may also focus on patterns of information, such as price movement or volatility of a security or groups of securities. The Fund may

**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

invest its assets in securities of issuers of any market capitalisation and may invest a significant portion of its assets in securities of issuers with smaller market capitalisation. The Fund has no limit on the amount it may invest in any single asset class, sector, country, or region. At times, the Fund may have substantial exposure to a single industry, asset class, sector, country or region.

For further information, please see the 'Investment Objectives and Policies of the Funds' section of the Prospectus.

● ***What are the binding elements of the investment strategy used to select the investments to attain the sustainable investment objective?***

The Investment Adviser seeks to identify companies whose businesses directly or indirectly contribute to efforts to curb or mitigate the long-term effects of global climate change, address the environmental challenges presented by global climate change, or improve the efficiency of resource consumption. It uses both fundamental and quantitative methods in constructing the Fund's portfolio. For investments selected primarily through fundamental methods, ESG factors are assessed in the course of a deep analysis of a potential investment's characteristics and integrated holistically into the Investment Adviser's decision-making process. Investments driven primarily through quantitative techniques rely more generally on the use of third-party standards, guidelines and metrics, data from issuers comprised in portfolios managed or advised by the Investment Adviser (including the Fund, other funds or accounts), company reports and publicly available information. Its quantitative analysis includes assessments of information at both industry and issuer levels.

The Investment Adviser will measure the attainment of its sustainable investment objective by using a framework that is based upon assessing the direct and indirect effect of the products and services of the underlying companies. All companies in the Fund's portfolio, other than remainder investments (i.e. assets which will be invested for the purposes of cash management, hedging or other efficient portfolio management purposes which are in line with the Fund's sustainable investment objective) are included because their products and/or services directly or indirectly contribute to the sustainable investment objective of the Fund. The Investment Adviser's assessment of such contribution considers the relationship between the product and/or service and the relevant aspects of climate change or resource consumption they relate to and the materiality of the contribution they make to the sustainable investment objective.

The Fund will measure contribution to the attainment of its sustainable investment objective by requiring that investee companies generate 50% or more of revenues from activities related to Climate Change Mitigation or Climate Change Adaptation as determined by the Investment Adviser or are projected by the Investment Adviser at the time of investment to generate 50% or more of revenues from such activities within a five year period.

The Investment Adviser excludes companies based on ESG criteria and discloses such companies on an exclusion list maintained on its website at [www.gmo.com/ccs-exclusion-list.com](http://www.gmo.com/ccs-exclusion-list.com). The exclusion list is informed by external lists, such as the Norges Bank List of Excluded Companies, along with other external and internal inputs. The exclusion list also contains companies that the Investment Adviser believes are directly complicit in violations of core international norms and conventions, as described in the United Nations Global Compact Principles.

The ESG-related exclusions referred to above apply at the time of acquisition of the relevant securities and in the event of any subsequent inadvertent holding of securities in breach of these principles or exclusions, the Investment Adviser shall dispose of any such securities as as soon as reasonably practicable having regard to the best interests of the Fund and its Shareholders.

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

**Asset allocation** describes the share of investments in specific assets.

● **What is the policy to assess good governance practices of the investee companies?**

When considering an investment, the Investment Adviser will consider whether the underlying issuer meets good governance practices, in particular with respect to sound management structures, employee relations, remuneration of staff and tax compliance. Analysis is undertaken on the level of exposure of a particular issuer with regard to relevant risks associated with good governance and management’s actions to manage such risks. Good governance standards include board balance, independence, transparency, disclosure and the protection of shareholder rights, and a review of whether the issuer has been the subject of serious or ongoing concerns about unsustainable business practices, such as human rights and labour standards abuses, corruption and abuse of minority shareholders. Investee companies are then monitored for on-going compliance with these standards. In the case where the Investment Adviser determines that an investee company is below standard, the Investment Adviser will consider both engagement and divestment.

For more information on the Investment Adviser’s good governance policy, refer to “Where can I find more product specific information online?” below.



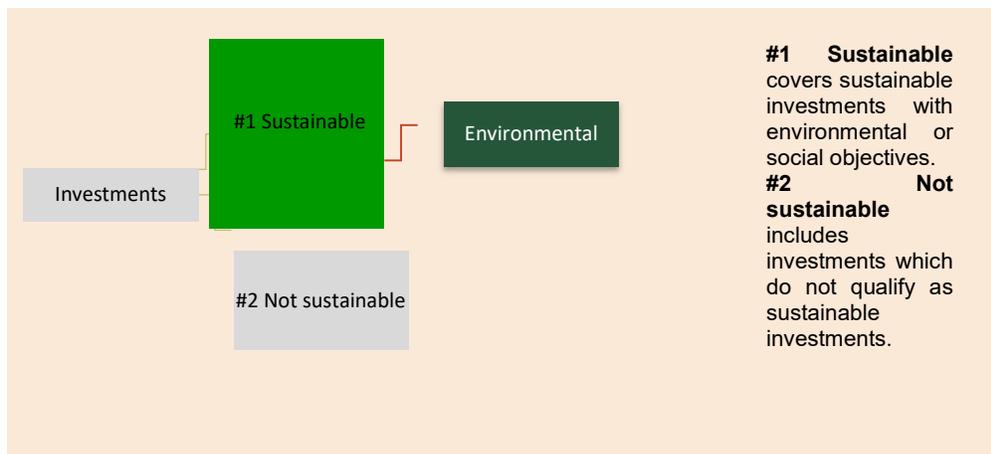
**What is the asset allocation and the minimum share of sustainable investments?**

GMO intends that 100% of the Fund’s direct and indirect investments, excluding cash on deposit and other ancillary liquid assets, will be used to meet the sustainable investment objective.

In addition, as noted above under “Does this financial product have a sustainable investment objective?”, the Fund will have a minimum proportion of 90% of sustainable investments.

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.



● **How does the use of derivatives attain the sustainable investment objective?**

The Fund invests in equities for the purposes of pursuing the Fund’s sustainable investment objective. As an alternative to investing directly in such equities, the Fund may use exchange-traded and OTC derivatives to gain indirect exposures to such equities.

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.



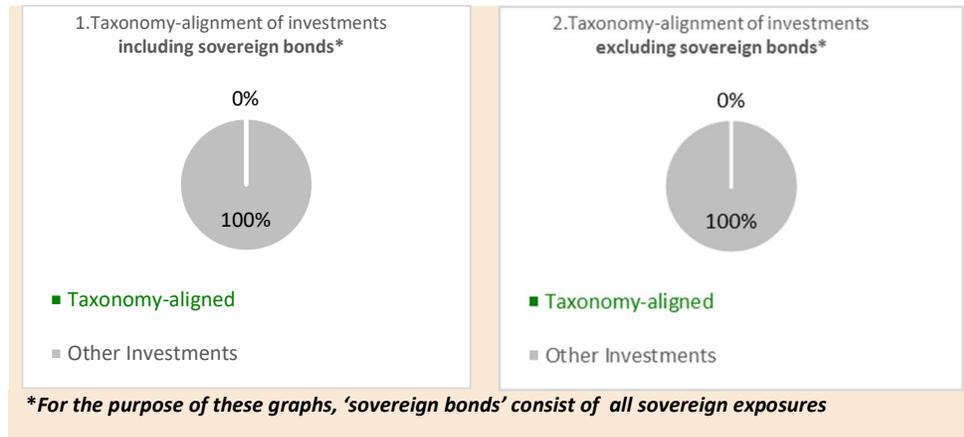
## To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The Fund does not commit to make investments that contribute to the environmental objectives identified in the Taxonomy Regulation. The Manager, acting through the Investment Adviser as its delegate, does not currently collect data as to whether: (i) the underlying investments of the Fund take into account the EU criteria for environmentally sustainable economic activities as defined in the Taxonomy Regulation; and (ii) the “do no significant harm” principle under the Taxonomy Regulation applies to those investments. In the European Commission’s responses to questions from the European Supervisory Authorities in respect of SFDR (the “EC Q&A”) published on 25 May 2022, the European Commission advised that where a financial market participant (such as the Manager) fails to collect data on the environmental objectives set out in the Taxonomy Regulation and on how and to what extent the investments underlying a financial product (such as the Fund) are in economic activities that qualify as environmentally sustainable under the Taxonomy Regulation, the pre-contractual disclosures under SFDR for that financial product must indicate zero. The Fund does not currently intend to be aligned with the Taxonomy Regulation nor does the Investment Adviser currently collect the Taxonomy-related data referred to above. Accordingly, as required by the EC Q&A, 0 per cent. of each Fund’s investments will be aligned with the environmental objectives under the Taxonomy Regulation. The Investment Adviser will keep the Fund’s position vis-à-vis the Taxonomy Regulation under consideration and, to the extent required, the Prospectus will be amended accordingly.

● **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?**

- Yes \_\_\_\_\_
- In fossil gas  In nuclear energy
- No

*The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.*



● **What is the minimum share of investments in transitional and enabling activities?**

N/A



**What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?**

100%.

The Fund does not commit to make investments that contribute to the environmental objectives identified in the Taxonomy Regulation. The Manager, acting through the Investment Adviser as its delegate, does not currently collect data as to whether: (i) the underlying investments of the Fund take into account the EU criteria for environmentally sustainable economic activities as defined in the Taxonomy Regulation; and (ii) the “do no significant harm” principle under the Taxonomy Regulation applies to those investments. In the European Commission’s responses to questions from the European Supervisory Authorities in respect of SFDR (the “EC Q&A”) published on 25 May 2022, the European Commission advised that where a financial market participant (such as the Manager) fails to collect data on the environmental objectives set out in the Taxonomy Regulation and on how and to what extent the investments underlying a financial product (such as a Fund) are in economic activities that qualify as environmentally sustainable under the Taxonomy Regulation, the pre-contractual disclosures under SFDR for that financial product must indicate zero. The Fund does not currently intend to be aligned with the Taxonomy Regulation nor does the Investment Adviser currently collect the Taxonomy-related data referred to above. Accordingly, as required by the EC Q&A, 0% of the Fund’s investments will be aligned with the environmental objectives under the Taxonomy Regulation. The Investment Adviser will keep the Fund’s position vis-à-vis the Taxonomy Regulation under consideration and, to the extent required, the Prospectus will be amended accordingly.

Investments that are not aligned with the Taxonomy Regulation are not by implication environmentally harmful or unsustainable. In addition, not all economic activities are covered by the Taxonomy Regulation as it was not possible to develop criteria for all sectors where activities could conceivably make a substantial contribution.

 are environmentally sustainable investments that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.



**What is the minimum share of sustainable investments with a social objective?**

0%



**What investments are included under “#2 Not sustainable”, what is their purpose and are there any minimum environmental or social safeguards?**

“Other” in this context includes only cash on deposit and other ancillary liquid assets for which there are no minimum environmental or social safeguards.



**Is a specific index designated as a reference benchmark to meet the sustainable investment objective?**

A reference benchmark is not used for the purposes of attaining the sustainable investment objective.

- ***How does the reference benchmark take into account sustainability factors in a way that is continuously aligned with the sustainable investment objective?***

N/A

- ***How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?***

N/A

- ***How does the designated index differ from a relevant broad market index?***

N/A

- ***Where can the methodology used for the calculation of the designated index be found?***

N/A

**Reference benchmarks** are indexes to measure whether the financial product attains the sustainable investment objective.



**Where can I find more product specific information online?**

More product-specific information can be found on the website:

[GMO - SFDR framework](#)

## ANNEX II

### Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

**Product name:** GMO Emerging Markets Ex-China Equity Fund  
**Legal entity identifier:** 549300MG0KJ5F5YSIO15

## Environmental and/or social characteristics

### Does this financial product have a sustainable investment objective?

**Yes**

**No**

It will make a minimum of **sustainable investments with an environmental objective:** \_\_\_%

in economic activities that qualify as environmentally sustainable under the EU Taxonomy

in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy

It will make a minimum of **sustainable investments with a social objective:** \_\_\_%

It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of \_\_\_% of sustainable investments

with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy

with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy

with a social objective

It promotes E/S characteristics, but **will not make any sustainable investments**



### What environmental and/or social characteristics are promoted by this financial product?

The Fund aims to achieve a portfolio-level carbon intensity that is below the level of that of its benchmark, the MSCI Emerging Markets ex-China Index (the "Benchmark"). In this context, a company's carbon intensity is equal to its carbon dioxide emissions (in tonnes) per million dollars of sales.

The Fund has had and is expected to continue to have a value bias relative to the Benchmark. As a result, it has historically tended to have overweight positions in sectors (e.g., Energy and Materials) which have had higher carbon intensity levels than other sectors. Consequently, the Investment Adviser believes that using

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

the Benchmark for its carbon intensity goal is a more significant undertaking than using a more value-oriented index that matches the sectors favoured by the Fund.

A reference benchmark has not been designated for the purpose of attaining the environmental characteristics of the Fund.

● **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

The sustainability indicator used to measure the attainment of the environmental or social characteristics promoted by the Fund is a measure of the carbon intensity of the Fund against that of the Benchmark.

Details of how this measurement is calculated are below under “What are the binding elements of the investment strategy used to select the investments to attain the sustainable investment objective?”.

● **What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?**

N/A. The Fund does not commit to making sustainable investments.

● **How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?**

N/A. The Fund does not commit to making sustainable investments.

— **How have the indicators for adverse impacts on sustainability factors been taken into account?**

N/A.

— **How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:**

N/A.

*The EU Taxonomy sets out a “do not significant harm” principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

The “do no significant harm” principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*



### Does this financial product consider principal adverse impacts on sustainability factors?

Yes, \_\_\_\_\_

No

The Manager, acting through the Investment Adviser as its delegate, does not consider the PAIs of its investment decisions on sustainability factors, within the meaning of Article 4(1)(a) of SFDR, for the time being. The Investment Adviser does not currently do so because, among other reasons, the Investment Adviser is not, in its view, currently in a position to obtain and/or measure all the data which it would be required by SFDR to report, or to do so systematically, consistently and at a reasonable cost with respect to all its investment strategies to investors. This is in part because underlying investments are not widely required to, and may not currently, report by reference to the same data. In addition, the European Commission has requested advice from the European Supervisory Authorities on (i) streamlining and developing further the regulatory framework; (ii) potentially extending the lists of universal indicators for PAIs; and (iii) refining the content of all the PAI indicators and their respective definitions, applicable methodologies, metrics, and presentation. The Investment Adviser's position on this matter will be reviewed as and when there is more regulatory certainty and at least annually.



### What investment strategy does this financial product follow?

The Fund will aim to achieve a return in excess of its Benchmark through investing in equity securities listed or traded on Regulated Markets of Emerging Market Countries in Asia (excluding China), Latin America, the Middle East, Africa and Europe or equity securities listed or traded on Regulated Markets of issuers that, at the time of purchase, are organised under the laws of an Emerging Market Country (excluding China) or maintain their principal place of business in an Emerging Market Country (excluding China) or derive significant revenues or profits from goods produced or sold, investments made, or services performed in Emerging Market Countries (excluding China), or have substantial assets in Emerging Market Countries (excluding China). In addition, the Fund may invest in companies that the Investment Adviser believes are likely to benefit from growth in the Emerging Market Countries. The Investment Adviser expects that the Fund will have a value bias relative to its Benchmark.

The Investment Adviser uses proprietary quantitative techniques and fundamental analytical techniques to evaluate and select countries, sectors, and equity investments based on factors including, but not limited to, valuation, quality, patterns of price movement and volatility, and macroeconomic factors. In constructing the Fund's portfolio, the Investment Adviser considers the trade-off among forecasted returns, risk relative to the Benchmark, transaction costs, and liquidity. The Investment Adviser may also adjust the Fund's portfolio for the following factors: position size, market capitalisation, and exposure to particular industries, sectors, countries, regions, or currencies. It is not proposed to concentrate investments in any one industry or geographic sector, however, at times, the Fund may have substantial exposure to a single asset class, industry, sector, country, region, issuer, or currency or companies with similar market capitalisations. The Fund may invest in securities of companies of any market capitalisation.

The Investment Adviser has integrated sustainability risks, as a sub-set of risks generally that could cause an actual or potential material negative impact on the value of an investment, as part of its investment decision-making process for the Fund. If the Investment Adviser determines that sustainability risks could cause such a material negative impact, the Investment Adviser may

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

conduct sustainability risk-related due diligence and/or take steps to mitigate sustainability risks and preserve the value of the investment. The Investment Adviser is committed to continuously improving its understanding of how the integration of ESG factors can improve the Fund's investment results and seeks to focus on ESG considerations which can improve the Fund's risk-adjusted return potential.

The Fund incorporates ESG at both the country and issuer levels. The Investment Adviser's assessment of the macro quality of a country includes signals used to identify the vulnerability of a country from an ESG perspective. The proprietary assessment framework sources a variety of ESG preparedness and performance signals across six categories: natural resources, climate change, standard of living, social empowerment, political governance and economic governance. At the issuer level, among the signals used in the Fund's stock quality model are ones that evaluate a company from an ESG perspective. To determine the materiality of an ESG issue for a company, the Investment Adviser looks at the type of business lines in which a company operates, its geographical footprint, the severity of the financial impact that the ESG issue itself may cause if not sufficiently managed, as well as the likelihood of and the time horizon over which, the financial impact is expected to occur. These issues cover areas such as product carbon emissions, packaging material and waste, privacy and data security, supply chain labour standards, ownership and control, and business ethics. The ESG scores of companies can materially impact the size of the investment in them.

For further information, please see the 'Investment Objectives and Policies of the Funds' section of the Prospectus.

● ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

The Fund aims to achieve a portfolio-level carbon intensity that is below the level of that of the Benchmark.

To measure the carbon intensity of the Fund against that of the Benchmark, the Investment Adviser uses a metric applied to each company based on the ratio of a company's carbon dioxide emissions (in tonnes) per million dollars of sales. The carbon intensity metric uses a company's most recently reported or estimated greenhouse gas emissions normalised by sales, which allows for comparison between companies of different sizes. The carbon intensity of each of the Fund's portfolio and the Benchmark is a weighted average of the carbon intensities of the underlying companies. Although there is not data coverage for all companies, there is typically coverage for more than 90 per cent. of the companies owned by the Fund and the weighted average of the covered companies is used to extrapolate the Fund's overall carbon intensity number. The Benchmark is not constructed specifically to incorporate ESG considerations. Further details on the methodology used for the calculation of the Benchmark can be found at: <https://www.msci.com>.

In the event that the portfolio-level carbon intensity of the Fund reaches or exceeds that of the Benchmark, the Investment Adviser shall adjust the composition of the portfolio of the Fund to bring the portfolio-level carbon intensity of the Fund below that of the Benchmark as soon as reasonably practicable having regard to the best interests of the Fund and its Shareholders.

● ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

N/A. There is no committed minimum rate to reduce the scope of the investments considered prior to the application of the investment strategy.

**Asset allocation** describes the share of investments in specific assets.

● **What is the policy to assess good governance practices of the investee companies?**

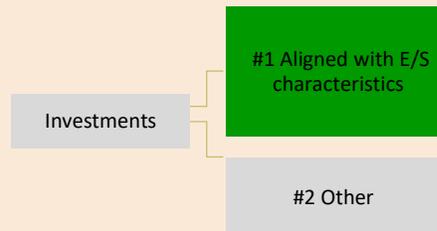
When considering an investment, the Investment Adviser will consider whether the issuer meets its minimum threshold for good governance practices, which incorporate quantitative assessment metrics of a company’s management, audit and internal controls, employee relations, compensation practices, and tax and regulatory compliance. Investee companies are then monitored for on-going compliance with these standards. In the case where an investee company demonstrates sustained scores below the minimum investment threshold, the Investment Adviser will consider both engagement and divestment.

For more information on the Investment Adviser’s good governance policy, refer to “Where can I find more product specific information online?” below.



**What is the asset allocation planned for this financial product?**

GMO intends that 100% of the Fund’s direct and indirect investments, excluding cash and other ancillary liquid assets and derivatives used for hedging purposes, will be aligned with the environmental and social characteristics described above.



**#1 Aligned with E/S characteristics** includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

**#2Other** includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure (CapEx)** showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure (OpEx)** reflecting green operational activities of investee companies.

● **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

The Fund invests in equities in a manner consistent with the environmental characteristics promoted by the Fund. As an alternative to investing directly in such equities, the Fund may use derivatives to gain indirect exposures to such equities.



**To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?**

The Fund does not commit to make investments that contribute to the environmental objectives identified in the Taxonomy Regulation. The Manager, acting through the Investment Adviser as its delegate, does not currently collect data as to whether: (i) the underlying investments of the Fund take into account the EU criteria for environmentally sustainable economic activities as defined in the Taxonomy Regulation; and (ii) the “do no significant harm” principle under the Taxonomy Regulation applies to those investments. In the European Commission’s responses to questions from the European Supervisory Authorities in respect of SFDR (the “EC Q&A”) published on 25 May 2022, the European Commission advised that where a financial market participant (such as the Manager) fails to collect data on the environmental objectives set out in the Taxonomy Regulation and on how and to what extent the investments underlying a financial product (such as the Fund) are in

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

economic activities that qualify as environmentally sustainable under the Taxonomy Regulation, the pre-contractual disclosures under SFDR for that financial product must indicate zero. The Fund does not currently intend to be aligned with the Taxonomy Regulation nor does the Investment Adviser currently collect the Taxonomy-related data referred to above. Accordingly, as required by the EC Q&A, 0 per cent. of each Fund's investments will be aligned with the environmental objectives under the Taxonomy Regulation. The Investment Adviser will keep the Fund's position vis-à-vis the Taxonomy Regulation under consideration and, to the extent required, the Prospectus will be amended accordingly.

● **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?**

Yes \_\_\_\_\_

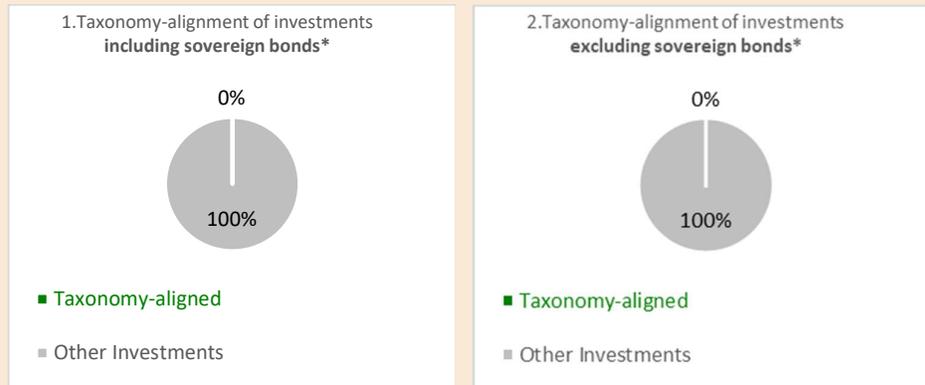
In fossil gas     In nuclear energy

No

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

*The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.*



\* For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures

● **What is the minimum share of investments in transitional and enabling activities?**

N/A.



**What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?**

N/A. The Fund does not commit to making sustainable investments within the meaning of Article 2(17) of SFDR.

 are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.



### What is the minimum share of socially sustainable investments?

N/A. The Fund does not commit to making sustainable investments within the meaning of Article 2(17) of SFDR.



### What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?

“Other” in this context includes cash and other ancillary liquid assets, and derivatives used for hedging purposes, for which there are no minimum environmental or social safeguards.



### Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

A reference benchmark is not used for the purposes of attaining the environmental characteristics promoted by the Fund.

However, see above under “What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?”, for the relevance of the Benchmark to the investment selection process applied by the Investment Adviser.

**Reference benchmarks** are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

- **How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?**

N/A

- **How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?**

N/A

- **How does the designated index differ from a relevant broad market index?**

N/A

- **Where can the methodology used for the calculation of the designated index be found?**

N/A



### Where can I find more product specific information online?

More product-specific information can be found on the website:

[GMO - SFDR framework](#)

Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

**Product name:** GMO Quality Select Investment Fund  
**Legal entity identifier:** 5493000KHPWEGDFN0B39

## Environmental and/or social characteristics

**Does this financial product have a sustainable investment objective?**

<p><input checked="" type="radio"/> <input type="radio"/> <b>Yes</b></p> <p><input type="checkbox"/> It will make a minimum of <b>sustainable investments with an environmental objective:</b> ___%</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> </ul> <p><input type="checkbox"/> It will make a minimum of <b>sustainable investments with a social objective:</b> ___%</p>	<p><input checked="" type="radio"/> <input type="radio"/> <b>No</b></p> <p><input type="checkbox"/> It <b>promotes Environmental/Social (E/S) characteristics</b> and while it does not have as its objective a sustainable investment, it will have a minimum proportion of ___% of sustainable investments</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> with a social objective</li> </ul> <p><input checked="" type="checkbox"/> It promotes E/S characteristics, but <b>will not make any sustainable investments</b></p>
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### What environmental and/or social characteristics are promoted by this financial product?

The Investment Adviser excludes from the investment universe of the Fund: (i) companies that appear on Norges Bank's exclusion list <https://www.nbim.no/en/responsible-investment/exclusion-of-companies/>; and (ii) companies determined by the Investment Adviser to be in the following industries: fossil fuels, tobacco, alcohol, gambling, adult entertainment, and controversial munitions. The Investment Adviser's methodology for determining industry classifications is available at <https://www.gmo.com/europe/IDM/> and may change from time to time.

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

The Fund will be managed to maintain a portfolio-level carbon footprint that is below the level of that of the MSCI World Index (the “Index”).<sup>4</sup> In the event that the carbon footprint of the Fund exceeds at any given time the carbon footprint of the Index for reasons beyond the control of the Investment Adviser, the Investment Adviser shall adopt as a priority objective the remedying of that situation, taking due account of the interests of Shareholders.

A reference benchmark has not been designated for the purpose of attaining the environmental characteristics of the Fund.

● ***What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?***

The sustainability indicators used to measure the attainment of the environmental or social characteristics promoted by the Fund are:

- i) a measure of the carbon footprint of the Fund against that of the Index. (Details of how this measurement is calculated are above under “*What environmental and or social characteristics are promoted by this financial product?*” and below under “*What are the binding elements of the investment strategy used to select the investments to attain the sustainable investment objective?*”); and
- ii) the percentage of holdings that comply with the exclusions detailed immediately above under “*What environmental and/or social characteristics are promoted by this financial product?*” and below under “*What are the binding elements of the investment strategy used to select the investments to attain the sustainable investment objective?*”.

● ***What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?***

N/A. The Fund does not commit to making sustainable investments.

● ***How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?***

N/A. The Fund does not commit to making sustainable investments.

--- ***How have the indicators for adverse impacts on sustainability factors been taken into account?***

N/A.

--- ***How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:***

N/A.

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

<sup>4</sup> Carbon footprint is measured in accordance with Annex I to the SFDR Level 2 Regulation save for the exclusion of scope 3 GHG emissions as a consequence of insufficient data coverage.

*The EU Taxonomy sets out a “do not significant harm” principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

The “do no significant harm” principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*



### Does this financial product consider principal adverse impacts on sustainability factors?

Yes, \_\_\_\_\_

No

The Manager, acting through the Investment Adviser as its delegate, does not consider the PAIs of its investment decisions on sustainability factors, within the meaning of Article 4(1)(a) of SFDR, for the time being. The Investment Adviser does not currently do so because, among other reasons, the Investment Adviser is not, in its view, currently in a position to obtain and/or measure all the data which it would be required by SFDR to report, or to do so systematically, consistently and at a reasonable cost with respect to all its investment strategies to investors. This is in part because underlying investments are not widely required to, and may not currently, report by reference to the same data. In addition, the European Commission has requested advice from the European Supervisory Authorities on (i) streamlining and developing further the regulatory framework; (ii) potentially extending the lists of universal indicators for PAIs; and (iii) refining the content of all the PAI indicators and their respective definitions, applicable methodologies, metrics, and presentation. The Investment Adviser’s position on this matter will be reviewed as and when there is more regulatory certainty and at least annually.

### What investment strategy does this financial product follow?

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

The Fund seeks total return by investing in equities and equity-related securities of companies the Investment Adviser believes to be of high quality. A high quality company is generally one that the Investment Adviser believes has an established business that will deliver a high level of return on past investments and that will utilise cash flows in the future by making investments with potential for high levels of return on capital or by returning cash to shareholders through dividends, share buybacks, or other mechanisms.

In selecting securities for the Fund, the Investment Adviser uses a combination of investment methods, typically considering both systematic factors, based on profitability, profit stability, leverage, and other publicly available financial information, and judgmental factors, based on an assessment of future profitability, capital allocation, sustainability against competitive forces, and growth opportunities. The Investment Adviser may also rely on valuation methodologies, such as discounted cash flow analysis and multiples of price to earnings, revenues, book value or other fundamental metrics. Security selection is subject to the portfolio-level carbon footprint constraint and exclusions described herein. Separately, the Investment Adviser may consider ESG (environmental, social and governance) criteria insofar as they relate to valuation considerations, as well as trading patterns, such as price movement or volatility of a security or groups of securities.

The Fund may make security investments in companies the stocks of which are listed or traded on Regulated Markets anywhere in the world. At times, the Fund may have substantial exposure to a single asset class, industry, country, region, currency or issuer. The Fund may invest in securities of companies of any market capitalisation. The factors the Investment Adviser considers and investment methods it uses can change over time. The Investment Adviser does not manage the Fund to, or control the Fund's risk relative to, any securities index or securities benchmark.

For further information, please see the 'Investment Objectives and Policies of the Funds' section of the Prospectus.

● ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

The Fund will be managed to maintain a portfolio-level carbon footprint that is below the level of that of the Index.<sup>5</sup> In the event that the carbon footprint of the Fund exceeds at any given time the carbon footprint of the Index for reasons beyond the control of the Investment Adviser, the Investment Adviser shall adopt as a priority objective the remedying of that situation, taking due account of the interests of Shareholders.

In addition, the Investment Adviser excludes from the investment universe of the Fund: (i) companies that appear on Norges Bank's exclusion list <https://www.nbim.no/en/responsible-investment/exclusion-of-companies/>; and (ii) companies determined by the Investment Adviser to be in the following industries: fossil fuels, tobacco, alcohol, gambling, adult entertainment, and controversial munitions. The Investment Adviser's methodology for determining industry classifications is available at <https://www.gmo.com/europe/IDM> and may change from time to time.

● ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

N/A. There is no committed minimum rate to reduce the scope of the investments considered prior to the application of the investment strategy.

● ***What is the policy to assess good governance practices of the investee companies?***

When considering an investment within its fundamental strategies, the Investment Adviser will consider whether the underlying issuer meets good governance practices, in particular with respect to sound management structures, employee relations, remuneration of staff and tax compliance. Analysis is undertaken on the level of exposure of a particular issuer with regard to relevant risks associated with good governance and, critically, management's actions to manage such risks. Good governance standards include board balance, independence, transparency, disclosure and the protection of shareholder rights, and a review of whether the issuer has been the subject of serious or ongoing concerns about unsustainable business practices, such as human rights and labour standards abuses, corruption and abuse of minority shareholders.

For more information on the Investment Adviser's good governance policy, refer to "Where can I find more product specific information online?" below.

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.



**What is the asset allocation planned for this financial product?**

<sup>5</sup> Carbon footprint is measured in accordance with Annex 1 to the SFDR Level 2 Regulation save for the exclusion of scope 3 GHG emissions as a consequence of insufficient data coverage.

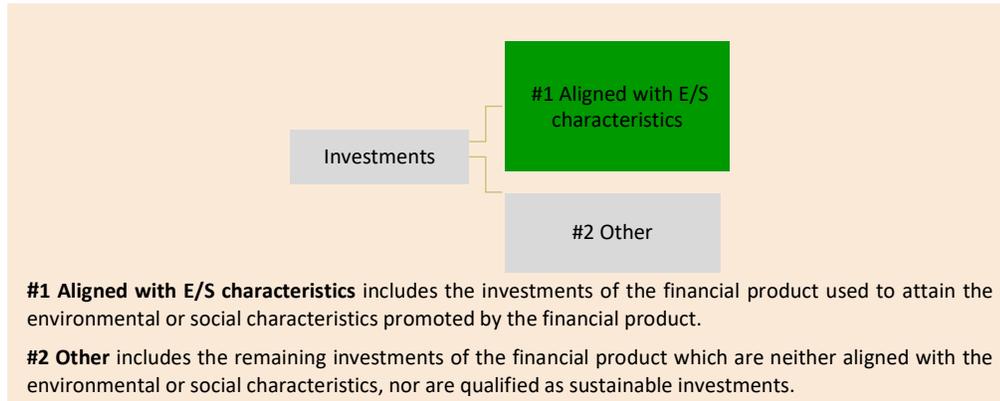
GMO intends that 100% of the Fund’s direct and indirect investments, excluding cash and other ancillary liquid assets and derivatives used for hedging purposes, will be aligned with the environmental and social characteristics described above.

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

specific assets.



● **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

The Fund invests in equities in a manner consistent with the environmental characteristics promoted by the Fund. As an alternative to investing directly in such equities, the Fund may use derivatives to gain indirect exposures to such equities.



**To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?**

The Fund does not commit to make investments that contribute to the environmental objectives identified in the Taxonomy Regulation. The Manager, acting through the Investment Adviser as its delegate, does not currently collect data as to whether: (i) the underlying investments of the Fund take into account the EU criteria for environmentally sustainable economic activities as defined in the Taxonomy Regulation; and (ii) the “do no significant harm” principle under the Taxonomy Regulation applies to those investments. In the European Commission’s responses to questions from the European Supervisory Authorities in respect of SFDR (the “EC Q&A”) published on 25 May 2022, the European Commission advised that where a financial market participant (such as the Manager) fails to collect data on the environmental objectives set out in the Taxonomy Regulation and on how and to what extent the investments underlying a financial product (such as the Fund) are in economic activities that qualify as environmentally sustainable under the Taxonomy Regulation, the pre-contractual disclosures under SFDR for that financial product must indicate zero. The Fund does not currently intend to be aligned with the Taxonomy Regulation nor does the Investment Adviser currently collect the Taxonomy-related data referred to above. Accordingly, as required by the EC Q&A, 0 per cent. Of each Fund’s investments will be aligned with the environmental objectives under the Taxonomy Regulation. The Investment Adviser will keep the Fund’s position vis-à-vis the Taxonomy Regulation under consideration and, to the extent required, the Prospectus will be amended accordingly.

● **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?**

Yes \_\_\_\_\_

In fossil gas     In nuclear energy

 No

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.



\* For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures

● **What is the minimum share of investments in transitional and enabling activities?**

N/A.

 are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.



**What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?**

N/A. The Fund does not commit to making sustainable investments within the meaning of Article 2(17) of SFDR.



**What is the minimum share of socially sustainable investments?**

N/A. The Fund does not commit to making sustainable investments within the meaning of Article 2(17) of SFDR.



**What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?**

“Other” in this context includes cash and other ancillary liquid assets, and derivatives used for hedging purposes, for which there are no minimum environmental or social safeguards.

**Reference benchmarks** are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.



**Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?**

A reference benchmark is not used for the purposes of attaining the environmental characteristics promoted by the Fund.

However, see above under “What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?”, for the relevance of the Index to the investment selection process applied by the Investment Adviser.

- **How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?**

N/A

- **How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?**

N/A

- **How does the designated index differ from a relevant broad market index?**

N/A

- **Where can the methodology used for the calculation of the designated index be found?**

N/A



#### **Where can I find more product specific information online?**

More product-specific information can be found on the website:

[GMO – SFDR framework](#)

ANNEX II

Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

**Product name:** GMO US Quality Select Investment Fund  
**Legal entity identifier:** 5493000KHR8YPYDNCL65

## Environmental and/or social characteristics

### Does this financial product have a sustainable investment objective?

**Yes**

**No**

It will make a minimum of **sustainable investments with an environmental objective:** \_\_\_%

in economic activities that qualify as environmentally sustainable under the EU Taxonomy

in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy

It will make a minimum of **sustainable investments with a social objective:** \_\_\_%

It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of \_\_\_% of sustainable investments

with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy

with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy

with a social objective

It promotes E/S characteristics, but **will not make any sustainable investments**



### What environmental and/or social characteristics are promoted by this financial product?

The Investment Adviser excludes from the investment universe of the Fund: (i) companies that appear on Norges Bank's exclusion list <https://www.nbim.no/en/responsible-investment/exclusion-of-companies/>; and (ii) companies determined by the Investment Adviser to be in the following industries: fossil fuels, tobacco, alcohol, gambling, adult entertainment, and controversial munitions.

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

The Investment Adviser’s methodology for determining industry classifications is available at <https://www.gmo.com/europe/IDM/> and may change from time to time.

The Fund will be managed to maintain a portfolio-level carbon footprint that is below the level of that of the S&P 500 (the “Index”).<sup>6</sup> In the event that the carbon footprint of the Fund exceeds at any given time the carbon footprint of the Index for reasons beyond the control of the Investment Adviser, the Investment Adviser shall adopt as a priority objective the remedying of that situation, taking due account of the interests of Shareholders.

A reference benchmark has not been designated for the purpose of attaining the environmental characteristics of the Fund.

● ***What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?***

The sustainability indicators used to measure the attainment of the environmental or social characteristics promoted by the Fund are:

- i) a measure of the carbon footprint of the Fund against that of the Index. (Details of how this measurement is calculated are above under “*What environmental and/or social characteristics are promoted by this financial product?*” and below under “*What are the binding elements of the investment strategy used to select the investments to attain the sustainable investment objective?*”); and
- ii) the percentage of holdings that comply with the exclusions detailed immediately above under “*What environmental and/or social characteristics are promoted by this financial product?*” and below under “*What are the binding elements of the investment strategy used to select the investments to attain the sustainable investment objective?*”.

● ***What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?***

N/A. The Fund does not commit to making sustainable investments.

● ***How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?***

N/A. The Fund does not commit to making sustainable investments.

--- ***How have the indicators for adverse impacts on sustainability factors been taken into account?***

N/A.

--- ***How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:***

N/A.

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

<sup>6</sup> Carbon footprint is measured in accordance with Annex I to the SFDR Level 2 Regulation save for the exclusion of scope 3 GHG emissions as a consequence of insufficient data coverage.

*The EU Taxonomy sets out a “do not significant harm” principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

The “do no significant harm” principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*



### Does this financial product consider principal adverse impacts on sustainability factors?

Yes, \_\_\_\_\_

No  X

The Manager, acting through the Investment Adviser as its delegate, does not consider the PAIs of its investment decisions on sustainability factors, within the meaning of Article 4(1)(a) of SFDR, for the time being. The Investment Adviser does not currently do so because, among other reasons, the Investment Adviser is not, in its view, currently in a position to obtain and/or measure all the data which it would be required by SFDR to report, or to do so systematically, consistently and at a reasonable cost with respect to all its investment strategies to investors. This is in part because underlying investments are not widely required to, and may not currently, report by reference to the same data. In addition, the European Commission has requested advice from the European Supervisory Authorities on (i) streamlining and developing further the regulatory framework; (ii) potentially extending the lists of universal indicators for PAIs; and (iii) refining the content of all the PAI indicators and their respective definitions, applicable methodologies, metrics, and presentation. The Investment Adviser’s position on this matter will be reviewed as and when there is more regulatory certainty and at least annually.

### What investment strategy does this financial product follow?

The Fund seeks total return through investment in equities and equity-related securities of companies that the Investment Adviser believes to be high quality and which are classified as “U.S.” by one or more index or data providers. A high quality company is generally one that the Investment Adviser believes has an established business that will deliver a high level of return on past investments and that will utilise cash flows in the future by making investments with potential for high levels of return on capital or by returning cash to shareholders through dividends, share buybacks, or other mechanisms.

In selecting securities for the Fund, the Investment Adviser uses a combination of investment methods, typically considering both systematic factors, based on profitability, profit stability, leverage, and other publicly available financial information, and judgmental factors, based on an assessment of future profitability, capital allocation, sustainability against competitive forces, and growth opportunities. The Investment Adviser may also rely on valuation methodologies, such as discounted cash flow analysis and multiples of price to earnings, revenues, book value or other fundamental metrics. Security selection is subject to the portfolio-level carbon footprint constraint and exclusions described herein. Separately, the Investment Adviser may consider ESG (environmental, social and governance) criteria

**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

insofar as they relate to the valuation of investments, as well as trading patterns, such as price movement or volatility of a security or groups of securities.

At times, the Fund may have substantial exposure to a single asset class, industry, or issuer. The Fund may invest in securities of companies of any market capitalisation. The factors the Investment Adviser considers and investment methods it uses can change over time. The Investment Adviser does not manage the Fund to, or control the Fund's risk relative to, any securities index or securities benchmark.

For further information, please see the 'Investment Objectives and Policies of the Funds' section of the Prospectus.

● ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

The Fund will be managed to maintain a portfolio-level carbon footprint that is below the level of that of the Index.<sup>7</sup> In the event that the carbon footprint of the Fund exceeds at any given time the carbon footprint of the Index for reasons beyond the control of the Investment Adviser, the Investment Adviser shall adopt as a priority objective the remedying of that situation, taking due account of the interests of Shareholders.

In addition, the Investment Adviser excludes from the investment universe of the Fund: (i) companies that appear on Norges Bank's exclusion list <https://www.nbim.no/en/responsible-investment/exclusion-of-companies/>; and (ii) companies determined by the Investment Adviser to be in the following industries: fossil fuels, tobacco, alcohol, gambling, adult entertainment, and controversial munitions. The Investment Adviser's methodology for determining industry classifications is available at <https://www.gmo.com/europe/IDM/> and may change from time to time.

● ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

N/A. There is no committed minimum rate to reduce the scope of the investments considered prior to the application of the investment strategy.

● ***What is the policy to assess good governance practices of the investee companies?***

When considering an investment within its fundamental strategies, the Investment Adviser will consider whether the underlying issuer meets good governance practices, in particular with respect to sound management structures, employee relations, remuneration of staff and tax compliance. Analysis is undertaken on the level of exposure of a particular issuer with regard to relevant risks associated with good governance and, critically, management's actions to manage such risks. Good governance standards include board balance, independence, transparency, disclosure and the protection of shareholder rights, and a review of whether the issuer has been the subject of serious or ongoing concerns about unsustainable business practices, such as human rights and labour standards abuses, corruption and abuse of minority shareholders.

For more information on the Investment Adviser's good governance policy, refer to "Where can I find more product specific information online?" below.

**Good governance practices** include sound management structures, employee relations, remuneration of staff and tax compliance.



## **What is the asset allocation planned for this financial product?**

<sup>7</sup> Carbon footprint is measured in accordance with Annex 1 to the SFDR Level 2 Regulation save for the exclusion of scope 3 GHG emissions as a consequence of insufficient data coverage.

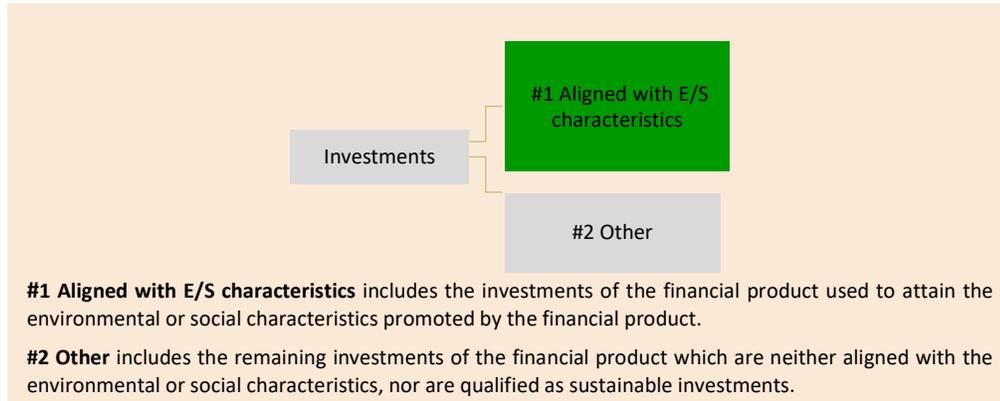
GMO intends that 100% of the Fund’s direct and indirect investments, excluding cash and other ancillary liquid assets and derivatives used for hedging purposes, will be aligned with the environmental and social characteristics described above.

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

specific assets.



● **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

The Fund invests in equities in a manner consistent with the environmental characteristics promoted by the Fund. As an alternative to investing directly in such equities, the Fund may use derivatives to gain indirect exposures to such equities.



**To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?**

The Fund does not commit to make investments that contribute to the environmental objectives identified in the Taxonomy Regulation. The Manager, acting through the Investment Adviser as its delegate, does not currently collect data as to whether: (i) the underlying investments of the Fund take into account the EU criteria for environmentally sustainable economic activities as defined in the Taxonomy Regulation; and (ii) the “do no significant harm” principle under the Taxonomy Regulation applies to those investments. In the European Commission’s responses to questions from the European Supervisory Authorities in respect of SFDR (the “EC Q&A”) published on 25 May 2022, the European Commission advised that where a financial market participant (such as the Manager) fails to collect data on the environmental objectives set out in the Taxonomy Regulation and on how and to what extent the investments underlying a financial product (such as the Fund) are in economic activities that qualify as environmentally sustainable under the Taxonomy Regulation, the pre-contractual disclosures under SFDR for that financial product must indicate zero. The Fund does not currently intend to be aligned with the Taxonomy Regulation nor does the Investment Adviser currently collect the Taxonomy-related data referred to above. Accordingly, as required by the EC Q&A, 0 per cent. of each Fund’s investments will be aligned with the environmental objectives under the Taxonomy Regulation. The Investment Adviser will keep the Fund’s position vis-à-vis the Taxonomy Regulation under consideration and, to the extent required, the Prospectus will be amended accordingly.

● **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?**

Yes \_\_\_\_\_

In fossil gas     In nuclear energy

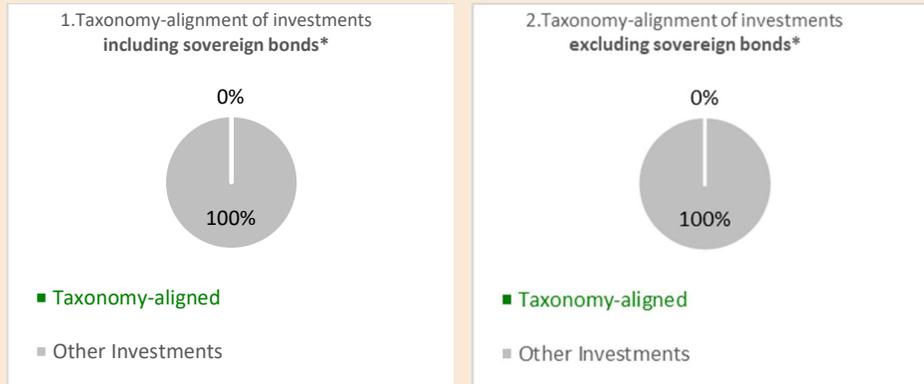


No

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.



\* For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures

● **What is the minimum share of investments in transitional and enabling activities?**

N/A.

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.



**What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?**

N/A. The Fund does not commit to making sustainable investments within the meaning of Article 2(17) of SFDR.



**What is the minimum share of socially sustainable investments?**

N/A. The Fund does not commit to making sustainable investments within the meaning of Article 2(17) of SFDR.



**What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?**

“Other” in this context includes cash and other ancillary liquid assets, and derivatives used for hedging purposes, for which there are no minimum environmental or social safeguards.

**Reference benchmarks** are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.



**Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?**

A reference benchmark is not used for the purposes of attaining the environmental characteristics promoted by the Fund.

However, see above under “What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?”, for the relevance of the Index to the investment selection process applied by the Investment Adviser.

- **How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?**

N/A

- **How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?**

N/A

- **How does the designated index differ from a relevant broad market index?**

N/A

- **Where can the methodology used for the calculation of the designated index be found?**

N/A



#### **Where can I find more product specific information online?**

More product-specific information can be found on the website:

[GMO - SFDR framework](#)

**GMO INVESTMENTS ICAV**  
**an umbrella fund with segregated liability between sub-funds**  
**(the “ICAV”)**

**First Supplemental Prospectus dated 24 August 2023**

This first supplemental prospectus (“Supplemental Prospectus”) forms part of the prospectus of the ICAV dated 21 July 2023 (the “Prospectus”). Unless otherwise provided for in this Supplemental Prospectus, all capitalised terms shall have the same meaning herein as in the Prospectus. This Supplemental Prospectus should be read in the context of, and together with, the Prospectus.

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

**1. Introduction**

The purpose of this Supplemental Prospectus is to create six new share classes in GMO Equity Dislocation Investment Fund (the “Fund”), namely Class K2 USD, Class K2 EUR, Class K2 GBP, Class L2 USD, Class L2 EUR and Class L2 GBP.

**2. Creation of New Share Classes**

2.1 The table titled “Subscriptions” on page 4 of the Prospectus is amended by the deletion of the rows of the table relating to the Fund and their replacement with the following:

<b>Fund/Class</b>	<b>Minimum Initial Investment per Shareholder</b>
GMO Equity Dislocation Investment Fund – A Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Equity Dislocation Investment Fund – D Classes	US\$50,000,000 (or currency equivalent thereof)
GMO Equity Dislocation Investment Fund – K Classes	US\$50,000,000 (or currency equivalent thereof)
GMO Equity Dislocation Investment Fund – K2 Classes	US\$50,000,000 (or currency equivalent thereof)
GMO Equity Dislocation Investment Fund – L Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Equity Dislocation Investment Fund – L2 Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Equity Dislocation Investment Fund – R Classes	US\$1,000,000 (or currency equivalent thereof)
GMO Equity Dislocation Investment Fund – Z Classes	US\$50,000,000 (or currency equivalent thereof)

2.1 The definitions of “Class K2” and “Class L2” are hereby added to the “Definitions” section, beginning on page 7, each in the appropriate place alphabetically:

“Class K2 means, as the context requires, Class K2 USD, Class K2 EUR, and/or Class K2 GBP of a Fund;”

“Class L2 means, as the context requires, Class L2 USD, Class L2 EUR, and/or Class L2 GBP of a Fund;”

- 2.2 The definition “Hurdle” on page 12 of the Prospectus is deleted and replaced with the following:

means, in respect of: (i) Class K USD, Class K2 USD, Class L USD and Class L2 USD, the FTSE 3-Month Treasury Bill Index; (ii) Class K EUR, Class K2 EUR, Class L EUR and Class L2 EUR, the Barclays EUR Overnight Index; (iii) Class K GBP, Class K2 GBP, Class L GBP and Class L2 GBP, the Barclays GBP Overnight Index; and (iv) Class R USD of GMO Equity Dislocation Investment Fund, the FTSE 3-Month Treasury Bill Index;

- 2.3 The definition “Performance Fee Rate” on page 13 of the Prospectus is deleted and replaced with the following:

means, for all Classes K, Classes K2, Classes L, Classes L2, and Class R USD of GMO Equity Dislocation Investment Fund, 20 per cent.;

- 2.4 On page 17 of the Prospectus, the section entitled “Introduction” is amended by the deletion of the sixth paragraph and its replacement as follows:

Currently twenty-three Classes of Shares may be issued in respect of GMO Equity Dislocation Investment Fund which include the following: Class A USD, Class A EUR, Class A GBP, Class A SGD, Class A HKD, Class A CHF, Class D USD, Class D EUR, Class K USD, Class K EUR, Class K GBP, Class K2 USD, Class K2 EUR, Class K2 GBP, Class L USD, Class L EUR, Class L GBP, Class L2 USD, Class L2 EUR, Class L2 GBP, Class R USD, Class Z GBP, and Class Z AUD.

- 2.5 On page 128 of the Prospectus, the section entitled “Fees and Expenses – Investment Adviser’s Fee” is amended by the deletion of the table in relation to the Fund and its replacement with the following:

<b>GMO Equity Dislocation Investment Fund</b>	<b>Investment Advisory Fee</b>
Classes A USD, A EUR, A GBP, A SGD, A HKD, and A CHF	Up to 2.10 per cent. of NAV per annum
Classes D USD and D EUR	Up to 1.80 per cent. of NAV per annum
Classes K USD, K EUR, K GBP, K2 USD, K2 EUR, and K2 GBP	Up to 0.20 per cent. of NAV per annum
Classes L USD, L EUR, L GBP, L2 USD, L2 EUR, and L2 GBP	Up to 0.35 per cent. of NAV per annum
Class R USD	Up to 1.40 per cent. of NAV per annum**
Class Z GBP and Z AUD	0 per cent. of NAV per annum

- 2.6 On page 130 of the Prospectus, the section “Fees and Expenses – Performance Fees” is amended by the deletion of the first sentence in the first paragraph and its replacement with the following:

The Investment Adviser is entitled to receive a performance fee with respect to all Classes K, K2, L and L2 of a Fund, and Class R USD of GMO Equity Dislocation Investment Fund, based on its investment management performance during a

performance period in which it has served continuously as the investment adviser to the relevant Fund (a “Performance Period”).

- 2.7 On page 136 of the Prospectus, in the section entitled “Administration of the ICAV – Application for Shares” the table is amended by the deletion of the rows in relation to the Fund and their replacement with the following:

<b>GMO Equity Dislocation Investment Fund</b>	A EUR, A GBP, A SGD, A HKD, A CHF	9 a.m. (Irish time) on 26 March 2021 – 5 p.m. (Irish time) on 23 February 2024
	R USD	9 a.m. (Irish time) on 6 April 2023 – 5 p.m. (Irish time) on 23 February 2024
	K2 USD, K2 EUR, K2 GBP, L2 USD, L2 EUR and L2 GBP	9 a.m. (Irish time) on 25 August 2023 – 5 p.m. (Irish time) on 23 February 2024

- 2.8 On page 140 of the Prospectus, the section entitled “Administration of the ICAV – Subscription Price” is amended by the deletion of the rows of the table on this page in relation to the Fund and their replacement with the following:

GMO Equity Dislocation Investment Fund	A EUR	€20
	A GBP	£20
	A SGD	SGD20
	A HKD	HKD200
	A CHF	CHF20
	K2 USD	US \$20
	K2 GBP	£20
	K2 EUR	€20
	L2 USD	US \$20
	L2 GBP	£20
	L2 EUR	€20
	R USD	US \$20