

**GMO FUNDS PLC**  
**an umbrella fund with segregated liability between sub-funds**  
**(the “Company”)**

**First Supplemental Prospectus dated 22 August 2024**

**This first supplemental prospectus (“Supplemental Prospectus”) forms part of the prospectus of the Company dated 28 May 2024, (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 Company (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 ten new share classes in GMO Quality Investment Fund (the “Fund”), namely: Class F EUR, Class F USD, Class F EUR Distributing, Class F GBP Distributing, Class F USD Distributing, Class FH EUR, Class JH AUD, Class JH SGD, Class RH AUD, and Class RH SGD.

**2. Creation of New Share Classes**

2.1 The section of the Prospectus entitled “Definitions”, beginning on page 5, is amended by the insertion of the following definition of “Class F”:

“Class F” means, as the context requires, Class F EUR, Class F USD, Class F EUR Distributing, Class F GBP Distributing, and/or Class F USD Distributing of a Fund;

2.2 The section of the Prospectus entitled “Definitions”, beginning on page 5, is amended by the insertion of the following definition of “Class FH”:

“Class FH” means, as the context requires, Class FH EUR of a Fund;

2.3 The section of the Prospectus entitled “Definitions”, beginning on page 5, is amended by the insertion of the following definition of “Class JH”:

“Class JH” means, as the context requires, Class JH AUD and/or Class JH SGD of a Fund;

2.4 The section of the Prospectus entitled “Definitions”, beginning on page 5, is amended by the insertion of the following definition of “Class RH”:

“Class RH” means, as the context requires, Class RH AUD and/or Class RH SGD of a Fund;

- 2.5 On page 15 of the Prospectus, the section entitled “Introduction” is amended by the deletion of the sixth paragraph and its replacement as follows:

Currently forty-one classes of Shares may be issued in respect of GMO Quality Investment Fund which include the following: USD Class, Class C USD Distributing, Class D USD, Class E USD, Class F USD, Class F USD Distributing, Class J USD, Class R USD, Class Z USD, GBP Class, Class C GBP Distributing, Class E GBP, Class F GBP Distributing, Class H GBP, Class J GBP, EUR Class, Class C EUR Distributing, Class E EUR, Class F EUR, Class F EUR Distributing, Class FH EUR, Class H EUR, Class J EUR, Class R EUR, Class DH NOK, Class E NOK, Class H NOK, SGD Class, Class H SGD, Class J SGD, Class JH SGD, Class R SGD, Class RH SGD, Class Z SGD, Class ZH SGD, AUD Class, Class J AUD, Class JH AUD, Class RH AUD, HKD Class, and Class J HKD (each of the H, DH, FH, JH, RH, and ZH classes will seek to hedge the currency exposure between the U.S. Dollar and the currency of denomination of that class).

- 2.6 On page 31 of the Prospectus, the section entitled “Dividend Policy” is amended by the deletion of the table following the second paragraph and its replacement with the following:

<b>Fund</b>	<b>Class</b>
GMO Quality Investment Fund	Class C EUR Distributing Class C GBP Distributing Class C USD Distributing Class F EUR Distributing Class F GBP Distributing Class F USD Distributing

- 2.7 On page 111 of the Prospectus, the section entitled “Fees and Expenses – Investment Manager’s Fee” is amended by the deletion of the table in relation to the Fund and its replacement with the following:

<b>Fund</b>	<b>Management Fee</b>	<b>Reimbursement threshold</b>
<b>GMO Quality Investment Fund</b>		
<i>Classes USD, GBP, EUR, SGD, AUD, HKD, F USD, F EUR, FH EUR, H EUR, H GBP, H NOK, H SGD</i>	Up to 0.48 per cent. of NAV per annum	0.10 per cent. of NAV per annum
<i>Classes C EUR Distributing, C GBP Distributing, C USD Distributing, Class F EUR Distributing, Class F GBP Distributing, and Class F USD Distributing</i>	Up to 0.48 per cent. of NAV per annum	0.10 per cent. of NAV per annum
<i>Classes DH NOK and D USD</i>	Up to 0.44 per cent. of NAV per annum	0.10 per cent. of NAV per annum
<i>Class E USD, E EUR, E NOK, E GBP**</i>	Up to 0.53 per cent. of NAV per annum	0.10 per cent. of NAV per annum
<i>Classes Z SGD, ZH SGD, and Z USD</i>	0 per cent. of NAV per annum	0.10 per cent. of NAV per annum

<b>Fund</b>	<b>Management Fee</b>	<b>Reimbursement threshold</b>
<i>Classes J USD, J GBP, J EUR, J SGD, J AUD, J HKD, JH AUD, and JH SGD**</i>	Up to 1.00 per cent. of NAV per annum	0.10 per cent. of NAV per annum
<i>Classes R EUR, R USD, R SGD, RH AUD, and RH SGD**</i>	Up to 1.10 per cent. of NAV per annum	0.10 per cent. of NAV per annum

2.8 On page 112 of the Prospectus, the section entitled “Fees and Expenses – Investment Manager’s Fee” is amended by the deletion of second footnote below the table and its replacement with the following:

**\*\* The management fee for the Class E, J, JH, R and RH Shares includes payments made by the Investment Manager to remunerate and/or pay trail or service fees to certain financial intermediaries.**

2.9 On page 117 of the Prospectus, in the section entitled “Administration of the Company – 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>Fund</b>	<b>Class</b>	<b>Initial Offer Period</b>
GMO Quality Investment Fund	H SGD, Z USD	9 a.m. (Irish time) on 13 November 2020 – 5 p.m. (Irish time) on 21 February 2025
	E NOK, E GBP	9 a.m. (Irish time) on 21 July 2022 – 5 p.m. (Irish time) on 21 February 2025
	J HKD	9 a.m. (Irish time) on 28 April 2022 – 5 p.m. (Irish time) on 21 February 2025
	R EUR	9 a.m. (Irish time) on 21 December 2022 – 5 p.m. (Irish time) on 21 February 2025
	F EUR, F USD, F EUR Distributing, F GBP Distributing, F USD Distributing, FH EUR, JH AUD, JH SGD, RH AUD, RH SGD	9 a.m. (Irish time) on 22 August 2024 – 5 p.m. (Irish time) on 21 February 2025

2.10 On page 120 of the Prospectus, the section entitled “Administration of the Company – 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:

<b>GMO Quality Investment Fund</b>	<b>H SGD</b>	<b>SGD 20</b>
	<b>E NOK</b>	<b>NOK200</b>
	<b>E GBP</b>	<b>£20</b>
	<b>F EUR</b>	<b>€20</b>
	<b>F USD</b>	<b>\$20</b>
	<b>F EUR Distributing</b>	<b>€20</b>
	<b>F GBP Distributing</b>	<b>£20</b>
	<b>F USD Distributing</b>	<b>\$20</b>
	<b>FH EUR</b>	<b>€20</b>
	<b>J HKD</b>	<b>HKD200</b>

	<b>JH AUD</b>	<b>A\$20</b>
	<b>JH SGD</b>	<b>SGD 20</b>
	<b>R EUR</b>	<b>€20</b>
	<b>RH AUD</b>	<b>A\$20</b>
	<b>RH SGD</b>	<b>SGD 20</b>
	<b>Z USD</b>	<b>\$20</b>

**GMO FUNDS PLC**  
**an umbrella fund with segregated liability between sub-funds**  
**(the “Company”)**

**Second Supplemental Prospectus dated 8 October 2024**

**This second supplemental prospectus (“Supplemental Prospectus”) forms part of the prospectus of the Company dated 28 May 2024, as amended by the first supplemental prospectus on 22 August 2024 (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 Company (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 seven new share classes in GMO Quality Investment Fund (the “Fund”), namely: Class G USD, Class G EUR, Class GH SGD, Class GH AUD, Class M USD Distributing, Class M GBP Distributing, and Class N USD.

**2. Creation of New Share Classes**

2.1 The table in the section of the Prospectus entitled “Subscriptions”, beginning on page 2, is amended by replacing those rows related to the Fund with the following:

<b>Fund</b>	<b>Minimum Initial Investment per Shareholder (or currency equivalent thereof)</b>
GMO Quality Investment Fund (except for classes listed below)	US\$1,000,000
GMO Quality Investment Fund – C, D and DH	US\$125,000,000
GMO Quality Investment Fund – J and Z Classes	US\$5,000,000
GMO Quality Investment Fund – F, FH, G, GH, and M Classes	US\$300,000,000

2.2 The section of the Prospectus entitled “Definitions”, beginning on page 5, is amended by the insertion of the following definition of “Class G”:

“Class G” means, as the context requires, Class G USD and/or Class G EUR of a Fund;

2.3 The section of the Prospectus entitled “Definitions”, beginning on page 5, is amended by the insertion of the following definition of “Class GH”:

“Class GH” means, as the context requires, Class GH SGD and/or Class GH AUD of a Fund;

2.4 The section of the Prospectus entitled “Definitions”, beginning on page 5, is amended by the insertion of the following definition of “Class M”:

“Class M” means, as the context requires, Class M USD Distributing and/or Class M GBP Distributing of a Fund;

2.5 The section of the Prospectus entitled “Definitions”, beginning on page 5, is amended by the insertion of the following definition of “Class N”:

“Class N” means, as the context requires, Class N USD of a Fund;

2.6 On page 15 of the Prospectus, the section entitled “Introduction” is amended by the deletion of the sixth paragraph and its replacement as follows:

Currently forty-eight classes of Shares may be issued in respect of GMO Quality Investment Fund which include the following: USD Class, Class C USD Distributing, Class D USD, Class E USD, Class F USD, Class F USD Distributing, Class G USD, Class J USD, Class M USD Distributing, Class N USD, Class R USD, Class Z USD, GBP Class, Class C GBP Distributing, Class E GBP, Class F GBP Distributing, Class H GBP, Class J GBP, Class M GBP Distributing, EUR Class, Class C EUR Distributing, Class E EUR, Class F EUR, Class F EUR Distributing, Class FH EUR, Class G EUR, Class H EUR, Class J EUR, Class R EUR, Class DH NOK, Class E NOK, Class H NOK, SGD Class, Class GH SGD, Class H SGD, Class J SGD, Class JH SGD, Class R SGD, Class RH SGD, Class Z SGD, Class ZH SGD, AUD Class, Class GH AUD, Class J AUD, Class JH AUD, Class RH AUD, HKD Class, and Class J HKD (each of the H, DH, FH, GH, JH, RH, and ZH classes will seek to hedge the currency exposure between the U.S. Dollar and the currency of denomination of that class).

2.7 On page 31 of the Prospectus, the section entitled “Dividend Policy” is amended by the deletion of the table following the second paragraph and its replacement with the following:

<b>Fund</b>	<b>Class</b>
GMO Quality Investment Fund	Class C EUR Distributing Class C GBP Distributing Class C USD Distributing Class F EUR Distributing Class F GBP Distributing Class F USD Distributing Class M GBP Distributing Class M USD Distributing

- 2.8 On page 111 of the Prospectus, the section entitled “Fees and Expenses – Investment Manager’s Fee” is amended by the deletion of the table in relation to the Fund and its replacement with the following:

<b>Fund</b>	<b>Management Fee</b>	<b>Reimbursement threshold</b>
<b>GMO Quality Investment Fund</b>		
<i>Classes USD, GBP, EUR, SGD, AUD, HKD, F USD, F EUR, FH EUR, H EUR, H GBP, H NOK, H SGD</i>	Up to 0.48 per cent. of NAV per annum	0.10 per cent. of NAV per annum
<i>Classes C EUR Distributing, C GBP Distributing, C USD Distributing, Class F EUR Distributing, Class F GBP Distributing, Class F USD Distributing, Class M GBP Distributing, Class M USD Distributing</i>	Up to 0.48 per cent. of NAV per annum	0.10 per cent. of NAV per annum
<i>Classes DH NOK and D USD</i>	Up to 0.44 per cent. of NAV per annum	0.10 per cent. of NAV per annum
<i>Class E USD, E EUR, E NOK, E GBP**</i>	Up to 0.53 per cent. of NAV per annum	0.10 per cent. of NAV per annum
<i>Classes Z SGD, ZH SGD, and Z USD</i>	0 per cent. of NAV per annum	0.10 per cent. of NAV per annum
<i>Class N USD**</i>	Up to 0.60 per cent. of NAV per annum	0.10 per cent. of NAV per annum
<i>Classes G USD, G EUR, GH SGD, GH AUD, J USD, J GBP, J EUR, J SGD, J AUD, J HKD, JH AUD, and JH SGD**</i>	Up to 1.00 per cent. of NAV per annum	0.10 per cent. of NAV per annum
<i>Classes R EUR, R USD, R SGD, RH AUD, and RH SGD**</i>	Up to 1.10 per cent. of NAV per annum	0.10 per cent. of NAV per annum

- 2.9 On page 112 of the Prospectus, the section entitled “Fees and Expenses – Investment Manager’s Fee” is amended by the deletion of second footnote below the table and its replacement with the following:

**\*\* The management fee for the Class E, G, GH, J, JH, N, R and RH Shares includes payments made by the Investment Manager to remunerate and/or pay trail or service fees to certain financial intermediaries.**

- 2.10 On page 117 of the Prospectus, in the section entitled “Administration of the Company – 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>Fund</b>	<b>Class</b>	<b>Initial Offer Period</b>
GMO Quality Investment Fund	H SGD, Z USD	9 a.m. (Irish time) on 13 November 2020 – 5 p.m. (Irish time) on 5 April 2025
	E NOK, E GBP	9 a.m. (Irish time) on 21 July 2022 – 5 p.m. (Irish time) on 5 April 2025

	J HKD	9 a.m. (Irish time) on 28 April 2022 – 5 p.m. (Irish time) on 5 April 2025
	R EUR	9 a.m. (Irish time) on 21 December 2022 – 5 p.m. (Irish time) on 21 February 2025
	F EUR, F USD, F EUR Distributing, F GBP Distributing, F USD Distributing, FH EUR, JH AUD, JH SGD, RH AUD, RH SGD	9 a.m. (Irish time) on 22 August 2024 – 5 p.m. (Irish time) on 5 April 2025
	G USD, G EUR, GH SGD, GH AUD, M GBP Distributing, M USD Distributing, N USD	9 a.m. (Irish time) on 8 October 2024 – 5 p.m. (Irish time) on 5 April 2025

- 2.11 On page 120 of the Prospectus, the section entitled “Administration of the Company – 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:

<b>GMO Quality Investment Fund</b>	<b>H SGD</b>	<b>SGD 20</b>
	<b>E NOK</b>	<b>NOK200</b>
	<b>E GBP</b>	<b>£20</b>
	<b>G EUR</b>	<b>€20</b>
	<b>G USD</b>	<b>\$20</b>
	<b>GH AUD</b>	<b>A\$20</b>
	<b>GH SGD</b>	<b>SGD 20</b>
	<b>F EUR</b>	<b>€20</b>
	<b>F USD</b>	<b>\$20</b>
	<b>F EUR Distributing</b>	<b>€20</b>
	<b>F GBP Distributing</b>	<b>£20</b>
	<b>F USD Distributing</b>	<b>\$20</b>
	<b>FH EUR</b>	<b>€20</b>
	<b>J HKD</b>	<b>HKD200</b>
	<b>JH AUD</b>	<b>A\$20</b>
	<b>JH SGD</b>	<b>SGD 20</b>
	<b>M GBP Distributing</b>	<b>£20</b>
	<b>M USD Distributing</b>	<b>\$20</b>
	<b>N USD</b>	<b>\$20</b>
	<b>R EUR</b>	<b>€20</b>
<b>RH AUD</b>	<b>A\$20</b>	
<b>RH SGD</b>	<b>SGD 20</b>	
<b>Z USD</b>	<b>\$20</b>	