

## **TT Environmental Solutions Fund**

### **Supplement to the Prospectus dated 30 September 2020 for TT INTERNATIONAL FUNDS PLC**

This Supplement contains specific information in relation to TT Environmental Solutions Fund (the “**Fund**”), a sub-fund of TT International Funds Plc (the “**Company**”), an umbrella fund with segregated liability between sub-funds and an open-ended investment company with variable capital and segregated liability between sub-funds, governed by the laws of Ireland and authorised by the Central Bank.

**This Supplement forms part of and should be read in conjunction with the Prospectus dated 30 September 2020.**

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

Words and expressions defined in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

**The Fund may invest substantially in deposits and Money Market Instruments. As such, investors should note the difference between the nature of a deposit and the nature of an investment in the Fund. The value of the amount invested in the Fund may fluctuate.**

**The Investment Manager has determined that the Fund qualifies as a Dark Green Fund.**

**An investment in the Fund should be viewed as a medium to long term investment.**

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

**The Fund is actively managed.**

**9 March 2021**

## **Definitions**

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

**"Dark Green Fund"** means a fund that has sustainable investment as its objective and meets the requirements of Article 9 of the SFDR;

**"SFDR"** means Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector as may be amended, supplemented or substituted from time to time;

**"Sustainable Investments"** means investments in economic activities that contribute to an environmental objective or to a social objective, provided that such investments do not significantly harm any other environmental and/or social objectives and where the issuer of each investment follows, in the Investment Manager's view, good governance practices;

**"Sustainability Risk"** means an environmental, social or governance event or condition that, if it occurs, could cause an actual or potential material negative impact on the value of an investment;

## **Investment Objective and Policies**

### **Investment Objective:**

The investment objective of the Fund is to produce long term capital growth that reflects the investment performance of the overall global equity markets while adhering to certain environmental investment criteria described below.

### **Investment Policies:**

The Fund seeks to achieve its investment objective by investing in a diversified portfolio principally comprised of Sustainable Investments of primarily equity and equity-related securities traded in equity markets around the globe as listed in Appendix I of the Prospectus, which are issued by companies identified by the Investment Manager as providing solutions to environmental problems and which the Investment Manager also believes have sound prospects for sustainable growth and represent value in the form of assets and earnings.

The equity and equity related securities in which the Fund may invest include common stocks, preferred stocks, warrants and fixed and floating rate convertible bonds.

The Investment Manager has determined that the Fund qualifies as a Dark Green Fund. In targeting Sustainable Investments, the Fund will seek to invest over 50 per cent. of its assets in issuers that generate at least 50 per cent. of revenues or operating profits from activities which contribute to the solution of an environmental problem. However, the Fund may also invest up to 50 per cent. of the Net Asset Value of the Fund in companies that are making a material improvement to environmental issues but whose revenues or operating profits from such activities do not yet account for 50 per cent. of such companies' business.

The main environmental themes targeted will be in the following sectors: (i) clean energy; (ii) clean transport; (iii) forestry and agriculture; (iv) responsible consumption; (v) recycling and circular economy; (vi) sustainable use and protection of water; and (vii) electrification, electrical and industrial efficiency. However, the Investment Manager will have discretion to identify additional sectors that contribute to the solution of an environmental problem.

The Fund may also invest in the following instruments in circumstances where the Investment Manager believes such instruments meet the investment criteria outlined above:

- single and index stock participation notes (“**P-Notes**”) which are notes issued by banks or brokers the return – positive or negative – from which reflects the performance of the underlying shares or equity index. They allow participation in the performance of the underlying shares or index without owning them. They are typically used to obtain indirect exposure to various equity markets (primarily in India and China) and markets where settlement arrangements are difficult; and
- other securities having equities as the underlying instrument, i.e. equity linked notes (not containing embedded derivatives), and fully-funded equity swaps which are, or for which the underlying securities are, traded in equity markets around the world.

The Investment Manager's process for identification and selection of eligible securities and companies is described below in the section entitled “Identification and Selection of Eligible Securities”. All securities and companies must, in the opinion of the Investment Manager, meet the environmental criteria outlined above to be eligible for inclusion in the Fund. The Investment Manager will seek to

ensure that the Fund's investments are consistent with the environmental criteria. However, in the event that an investment of the Fund ceases to meet the environmental criteria, the Investment Manager will take reasonable measures to sell such investment as soon as reasonably practicable.

The Fund may buy and sell futures (comprising index futures) in pursuit of the investment objective and to gain exposure to the instruments listed above as well as for efficient portfolio management purposes described below. The sale of a futures contract creates an obligation by the seller to deliver the type of financial instrument called for in the contract in a specified delivery month for a stated price. The purchase of a futures contract creates an obligation by the purchaser to pay for and take delivery of the type of financial instrument called for in the contract in a specified delivery month, at a stated price.

The Fund may participate in initial public offerings of equity or equity-related securities of the types described above if the Investment Manager determines participation to be appropriate. The Fund may also invest up to 10 per cent. of Net Asset Value of the Fund in open-ended collective investment schemes in accordance with the requirements of the Regulations which are, in the opinion of the Investment Manager, consistent with the investment policy of the Fund. The Fund may invest more than 20 per cent. of the Net Asset Value of the Fund in emerging markets.

The Fund may be invested up to 20 per cent. of the total Net Asset Value of the Fund in cash and cash equivalent assets (which may include Money Market Instruments) where, by way of example, it is necessary to support FDI exposure or where in view of market conditions the Investment Manager may seek to adopt a defensive investment strategy. The Fund may be invested in such assets for an extended period of time if the Investment Manager deems it necessary to meet the requirements of the Fund's investment objective and policies.

The convertible bonds in which the Fund invests will be issued by corporates worldwide and may be fixed and floating rate and non-investment grade. Non-investment grade debt securities are debt securities that are rated BB+ or lower by a rating agency, or are unrated but determined by the Investment Manager to be of comparable quality.

Save to the extent permitted by the Regulations, all securities will be listed or traded on the Markets listed in Appendix 1 of the Prospectus.

### **Identification and Selection of Eligible Securities**

The investment process will involve the Investment Manager carrying out a top-down and bottom-up stock analysis.

The Investment Manager will conduct a top-down analysis by considering (i) global economic variables, which shall include monetary and fiscal policy, differing political regimes, trends in inflation and unemployment, market valuation and investment flows and specific trends and changes in environmental policy; (ii) strategy; (iii) an analysis of environmental sector trends (including by way of example, under the renewable energy environmental theme, trends within wind turbine production; and under the sustainable agriculture and food production theme, developments in the vegan food industry); and (iv) regulation pertaining to environmental issues.

The Investment Manager will carry out a bottom-up analysis by initially identifying securities of companies that generate at least 50% of their revenues or operating profits from activities which contribute to the solution of an environmental problem and which operate in the sectors and parameters identified above. As part of this process, the Investment Manager may also identify companies that, in the Investment Manager's opinion following the themes and process outlined below, are taking substantial steps to implement the improvement of environmental issues but whose revenues or

operating profits from such activities do not yet account for 50 per cent. of such companies' business. Companies which fulfil these criteria must also do no significant harm to any environmental or social objective and must follow good governance practices, in particular with respect to sound management structures, employee relations, remuneration of staff and tax compliance. Companies which have businesses engaged in activities that significantly harm any environmental or social objective or do not follow good governance practices will be excluded from consideration in the Investment Manager's bottom-up analysis. Such companies are identified by the Investment Manager from a variety of sources, including (but not limited to) the company itself, specialist research providers, specialist environmental data sources, brokers and academics. In particular, the Investment Manager will focus on the following environmental themes in selecting securities as part of its bottom-up analysis:

1. Clean energy;
2. Clean transport;
3. Forestry and agriculture;
4. Responsible consumption;
5. Recycling and circular economy;
6. Water; and
7. Electrification, electrical and industrial efficiency.

The Investment Manager will then primarily engage in "bottom-up" stock selection, to identify Sustainable Investments which fulfil the environmental themes that are listed above and which, in the opinion of the Investment Manager, are of high quality and are attractively valued. The Investment Manager will aim to invest in company stocks across the market capitalisation spectrum, which shall include small cap, mid-sized, large and mega cap companies.

The bottom-up stock selection will also use a rigorous and systematic investment process using the Investment Manager's Valuation, Verification and Catalyst ("VVC") framework as follows:

1. Valuation: Identify attractively valued companies in the context of their assets or earnings;
2. Verification: Verify the investment case through a variety of different sources; and
3. Catalyst: Identify catalysts that are expected to release value. A catalyst may be an anticipated market acceleration in quarterly earnings/sales, restructuring/M&A, or new product launches of a target company.

The issuer of stocks selected by way of this bottom-up selection process will need to have a materially positive effect on the environment as determined against the environmental themes that are listed above, do no significant harm to any environmental or social objective and follow good governance practices (including, for example, corporate governance factors such as board structure or executive remuneration and reputational issues for companies such as weak labour practices). This selection process is enhanced by the Investment Manager's expertise, engagement in and use of the following:

1. An in-depth knowledge of the universe;
2. Regular company meetings and engagement;
3. Stock screens which will identify undervalued growth companies; and
4. Engaging with selected sell-side brokers.

Each stock reviewed as part of the Investment Manager's bottom-up selection process will be considered using the Investment Manager's VVC research framework, by use of a detailed piece of research written on such stock, and by reference to an explicit price target set for such stock. Such detailed research would seek stocks with substantial upside to fair or intrinsic value, have verifiable investment cases and near term catalysts. This thorough approach taken by the Investment Manager will use a disciplined

investment process to balance attractive long-term investment trends with shorter term performance drivers.

As set out above, in order to achieve the objective of the Fund, the Investment Manager will invest in companies providing solutions to environmental problems and which the Investment Manager also believes have sound prospects for sustainable growth and represent value in the form of assets and earnings. In order to assess the success of the Fund in achieving its objective, the Investment Manager will verify the revenues or operating profits derived from environmental solutions for each company that the Fund invests in using both public company disclosure and equity research. The Investment Manager assesses 'eligible' revenues or operating profits using a conservative, backwards-looking basis (i.e. the Investment Manager will not seek to look into the future and predict a company's future environmental solutions revenue or operating profits).

### **Integration of Sustainability Risks**

In managing the assets of the Fund, the Investment Manager takes account of any Sustainability Risks arising and the potential financial impact of such risks on the Fund's return.

The Investment Manager believes that having an in-depth understanding of the relevant ESG issues applicable to the Fund's investments is a necessary aspect of evaluating the risk associated with a relevant investment. The Investment Manager incorporates such ESG considerations into the investment process at the stock selection stage as a mandatory part of assessing a potential investment and into the ongoing assessment and management of investments throughout the full life cycle of the Fund. This allows the Investment Manager to identify any Sustainability Risks before they escalate into events that may have investment ramifications and may potentially threaten the value of the Fund over and above the general risk factors set out under the heading "Risk Factors" of the Prospectus.

The Investment Manager's approach to integrating ESG factors, such as physical climate risk, health and safety and corporate governance, into the investment process includes carrying out in-depth research (including utilising the Investment Manager's proprietary ESG company screen and ESG checklist), active ownership of stocks (such as exercising voting rights and engagement with the relevant company) and collaboration within the investment industry.

The Investment Manager will use the following three-step approach to limit any negative sustainability effects of investment decisions:

1. Firstly, the Investment Manager will screen out companies that have more than 10% of their revenues from significantly environmentally harmful activities (e.g. hydrocarbons);
2. Following this initial screening process, the Investment Manager will then screen the remaining eligible securities for significant social or governance shortcomings and analyse whether a company has potentially violated any of the United Nations Global Compact Principles and has subsequently not adopted improvements / mitigating policies;
3. Finally, the Investment Manager will analyse adverse impact indicators at both company and portfolio level at regular intervals. Such indicators include the impact of:
  - a) climate change (emissions and policies);
  - b) water stress (risk, metrics and controversies)
  - c) biodiversity loss (exposure, management and controversies);
  - d) human and labour rights violations (supply chain and labour controversies); and
  - e) corruption and bribery incidents.

By implementing this ESG approach to the process of identification and selection of eligible securities, the potential impact of sustainability risks on the return of the Fund is limited.

### **Consideration of Principal Adverse Impact**

The Manager, in conjunction with the Investment Manager, intends to consider the principal adverse impacts of investment decisions in respect of the Fund on sustainability factors in accordance with Article 7(1) of the SFDR and will provide further information regarding this within the time frame and in the manner set out in the SFDR.

### **Investment Restrictions**

The general investment restrictions set out under the heading “Funds – Investment Restrictions” in the Prospectus shall apply.

### **Use of Financial Derivative Instruments (“FDIs”)**

The Fund may use the following FDIs: futures (comprising index futures), options (comprising options on futures, options on indices and ETFs and stock options), foreign exchange spot and forward contracts and equity swaps for hedging, investment and efficient portfolio management purposes subject to the relevant restrictions set out in the Prospectus under the headings “Investment Restrictions” and “Use of FDI”. Futures will be used primarily for hedging existing positions. In addition, in falling markets index futures may be sold instead of selling shares to facilitate the raising of cash more quickly and at a lower cost to the Fund. Options will be used for hedging existing positions, or as a more cost-effective way of gaining exposure to stocks, other equity or equity-related securities or the market. Foreign exchange spot and forward contracts may be used for hedging, including cross hedging, the Fund’s currency exposure into any currency in which investments are otherwise permitted. Investors should note that the performance of the Fund may be strongly influenced by movements in foreign exchange rates because currency positions held by the Fund may not correspond with the securities position held by the Fund. Swaps may be bought instead of purchasing the underlying equity as a more cost effective way of gaining exposure to that equity. The liquidity of the swaps would be the same as the liquidity of the underlying stock. Swaps have the same generic risks as futures, and additionally have counterparty and legal risk as it is possible that the counterparty may not live up to its payment obligations, which could lead to an irrecoverable loss to the Fund and it is also possible that a change in market regulations may not be explicitly covered in the governing contract, which could lead to legal disputes. While it is possible to use swaps and futures to provide leverage, the Investment Manager will not use leverage as part of its investment strategy, apart from where leverage is embedded in warrants, convertible bonds, futures and options.

In addition, the Fund may invest in P-Notes as outlined in the Investment Policies section above. They are typically used to obtain indirect exposure to various equity markets (primarily in India and China) and markets where settlement arrangements are difficult. P-Notes may be structured as derivative contracts whose value is derived by underlying equity securities and which may therefore embed leverage. A P-Note is intended to reflect the performance of the underlying equity securities on a one-to-one basis so that investors will not normally gain more in absolute terms than they would have made had they invested in the underlying securities directly, and will not normally lose more than they would have lost had they invested in the underlying securities directly. Therefore while a P-Note may technically be considered a FDI, they do not embed leverage.

Based on the nature of the FDIs utilised, the Fund utilises the commitment approach methodology for calculation of its global exposure. The Investment Manager does not employ leverage as an investment

strategy; however, the use of FDIs may introduce leverage into the Fund. The leverage exposure of the Fund through the use of FDIs will not exceed 100% of the Net Asset Value of the Fund, as measured using the commitment approach.

Where the Fund invests in options that are based on equity financial indices, these indices will be consistent with the investment policies of the Fund and generally will not be rebalanced more frequently than monthly. It is not anticipated that such rebalancing will increase Fund costs or impact the Fund's ability to comply with the investment restrictions. Where the weighting of a particular constituent in a financial index exceeds the UCITS investment restrictions, the Investment Manager will as a priority objective look to remedy the situation taking into account the interests of the Shareholders and the Fund. Details of any index or indices invested in will be disclosed in the annual and semi-annual reports.

The warrants and convertible bonds in which the Fund invests may embed derivatives and/or leverage.

Based on the investment policies of the Fund, the Investment Manager expects to pursue a long only equity strategy, with the ability to enter into synthetic short positions for hedging purposes, as the Investment Manager deems appropriate, acting in the best interests of the Fund. Such positions are typically expected to be within the range of 20 per cent. long and 20 per cent. short of the Net Asset Value of the Fund. The Fund is not permitted to take direct short positions.

Short positions are taken through: futures (including index futures), options (including stock options, options on futures, indices and ETFs), forwards and swaps which may provide exposure to any type of security in which the Fund is permitted to invest in accordance with the Investment Policies section above.

Long positions are taken through direct investment in the equity and equity-related securities listed in the Investment Policies section above including the direct purchase of convertible bonds, or through the use of FDI that provide an alternate means of exposure to such instruments. The FDI used for providing alternate means of long exposure are: futures (including index futures), options (including stock options, options on futures, indices and ETFs), forwards and swaps.

### **Profile of a Typical Investor**

The Fund is suitable for investors seeking long-term capital growth through investment in a portfolio of global equities with an environmental focus and who are prepared to accept a high degree of volatility particularly over short time periods.

### **Risk Factors**

In addition to the general risk factors set out in the Prospectus, the risk factors set out below apply specifically to the Fund:

#### **Environmental Focus Policy Risk**

The Fund will seek to exclude holdings deemed inconsistent with the Fund's environmental focus as outlined in the "Investment Objective and Policies" section above. As a result, the universe of investments available to the Fund will be more limited than other funds that do not apply such guidelines. The Fund will be precluded from purchasing, or required to sell, certain investments that otherwise meet its objective and strategy and that might otherwise be advantageous to hold. The application of the environmental focus could result in performance that is better or worse than the performance of a similar fund, depending on the performance of the excluded investments and the investments included in place of such excluded investments.



## **Lack of diversification**

Subject to the diversification requirements set out in the Regulations, the Fund's portfolio may be concentrated in a limited number of investments and in a limited number of markets, and underperformance in any investment or adverse change in any market may result in the loss of a substantial portion of the Fund's capital.

## **Inability to deploy the Fund's capital or to do so on attractive terms in suitable investments**

There is no assurance that the Fund will be able to identify and complete investments that are consistent with its investment strategy, or that it will be able to fully invest its available capital or that it will be able to do so in a timely manner. The Fund will compete in the acquisition of investments with other investors and this competition may result in increased cost of suitable investments.

## **No Class Currency Hedging**

The Base Currency of the Fund is US Dollars. There are also classes of Shares available in the Fund which are denominated in Euro and Sterling. The Investment Manager does not intend to hedge the currency exposure of holders of Euro and Sterling denominated classes of Shares against the Base Currency of US Dollars. In such circumstances these classes of Shares shall be exposed to fluctuations between the Class Currency and the Base Currency. Upon the subscription for, redemption and exchange of and distributions from the Euro and Sterling denominated classes of Shares currency exchanges will be made back to the Base Currency at the prevailing exchange rate. The value of Euro and Sterling denominated classes of Shares will be subject to an exchange rate risk in relation to the Base Currency.

## **Securities Financing Transactions and Total Return Swaps**

Maximum proportion of SFTs as a % of AUM	Expected percentage of SFTs as a % of AUM	Expected percentage of TRS as a % of AUM
27.5%	8%	0%

The Fund will not invest in total return swaps.

## **Key Information for Buying and Selling**

### **Base Currency of the Fund**

US Dollar

### **Business Day**

Any day other than Saturday or Sunday on which banks are open for business in Dublin and London.

### **Dealing Day**

Unless otherwise determined by the Directors and notified in advance to Shareholders, each Business Day shall be a Dealing Day except where the determination of the Net Asset Value has been temporarily suspended in the circumstances set out under the heading "Suspension of Calculation of Net Asset Value" in the Prospectus.

## Dealing Deadline

In respect of a Dealing Day, 12 noon (Irish time) on the Business Day immediately preceding a Dealing Day.

The Class Currency, the Minimum Initial Investment Amounts, Minimum Additional Investment Amounts and Minimum Shareholdings for each class of Share are set out below. The Directors may reduce the Minimum Shareholdings, Minimum Initial Investment Amounts and Minimum Additional Investment Amounts applicable to any class of Share. Shareholders will be notified of any such reduction in the Minimum Shareholdings, Minimum Initial Investment Amounts and Minimum Additional Investment Amounts. The Annual Investment Management Fee and Total Expense Ratio, Initial Issue Price, Offer Period and Initial Offer Period for each class of Share are also set out below.

Share Class	Class Currency	Minimum Initial and Additional Investment Amounts		Minimum Shareholding	Initial Issue Price	Initial Offer Period	Distributing / Accumulation Shares	Annual Investment Management Fee	Total Expense Ratio Cap
Class A1 Shares Class A2 Shares	US\$	\$3,000,000	\$100,000	\$3,000,000	\$10	As described below	Accumulating  Distributing	0.60%	1.10%
Class A3 Shares Class A4 Shares	US\$	\$3,000,000	\$100,000	\$3,000,000	\$10	As described below	Accumulating  Distributing	0.80%	1.30%
Class A5 Shares Class A6 Shares	US\$	\$3,000,000	\$100,000	\$3,000,000	\$10	As described below	Accumulating  Distributing	0.80%	1.30%
Class B1 Shares Class B2 Shares	Sterling	£3,000,000	£100,000	£3,000,000	£10	As described below	Accumulating  Distributing	0.60%	1.10%
Class B3 Shares Class B4 Shares	Sterling	£3,000,000	£100,000	£3,000,000	£10	As described below	Accumulating  Distributing	0.80%	1.30%
Class B5 Shares Class B6 Shares	Sterling	£3,000,000	£100,000	£3,000,000	£10	As described below	Accumulating  Distributing	0.80%	1.30%

Class C1 Shares	Euro	€ 3,000,000	€ 100,000	€ 3,000,000	€ 10	As described below	Accumulating	0.60%	1.10%
Class C2 Shares							Distributing		
Class C3 Shares	Euro	€ 3,000,000	€ 100,000	€ 3,000,000	€ 10	As described below	Accumulating	0.80%	1.30%
Class C4 Shares							Distributing		
Class C5 Shares	Euro	€ 3,000,000	€ 100,000	€ 3,000,000	€ 10	As described below	Accumulating	0.80%	1.30%
Class C6 Shares							Distributing		

### The Initial Offer Period

Save in relation to the Class A1 Shares which have launched, the Initial Offer Period commences on the Business Day after the date of approval of this Supplement and concludes upon the earlier of: (i) the first investment by a Shareholder in a Class; or (ii) 5.00pm on 29 March 2021, or (iii) such earlier or later date as the Directors may determine and notify to the Central Bank.

The Directors may limit or close, permanently or on a temporary basis, subscriptions for Shares in the Fund or any class of Shares in their discretion. A list of open Share Classes is available from the Investment Manager on request.

Investors may subscribe for unlaunched Share Classes at the Initial Issue Price as set out in the table above.

### Following the Initial Offer Period

In relation to the Class A1 Shares, the Initial Offer Period is closed and Shares are continuously open for subscription and the issue price is the Net Asset Value of the relevant Share Class on the relevant Dealing Day.

Following launch, each Class will issue Shares at the issue price on the relevant Dealing Day.

### Preliminary Charge

The Company may apply a Preliminary Charge to the subscription of Shares representing the actual cost of trading but not to exceed 0.40 per cent. of the amount subscribed. The Preliminary Charge will generally be waived by the Directors or the Manager (or the Investment Manager on behalf of the Directors or the Manager) save in circumstances where, for any Dealing Day, subscription requests, in aggregate, represent 20% or more of the Net Asset Value of the Fund (as calculated on the Valuation Point prior to the relevant subscription being effected). In such circumstances, either the relevant Shareholder(s) or the Investment Manager, at the discretion of the Investment Manager, will bear the Preliminary Charge.

## **Repurchase Charge**

Notwithstanding the disclosure in the Prospectus under the heading “Preliminary Charge / Repurchase Charge”, the Company may apply a Repurchase Charge to the redemption of Shares representing, under normal market conditions, the actual cost of trading but not to exceed 1.00 per cent. of the Net Asset Value of the Shares being sold. The Repurchase Charge will generally be waived by the Directors or the Manager (or the Investment Manager on behalf of the Directors or the Manager) save in circumstances where, for any Dealing Day, repurchase requests, in aggregate, represent 20% or more of the Net Asset Value of the Fund (as calculated on the Valuation Point prior to the relevant repurchase being effected). In such circumstances, either the relevant Shareholder(s) or the Investment Manager, at the discretion of the Investment Manager, will bear the Repurchase Charge.

## **Exchange Charge**

The Company may apply an Exchange Charge to the exchange of Shares of up to but not to exceed 0.40 per cent. of the Net Asset Value of the Shares being exchanged. The Exchange Charge will generally be waived by the Directors or the Manager (or the Investment Manager on behalf of the Directors or the Manager) save in circumstances where, for any Dealing Day, exchange requests, in aggregate, represent 20% or more of the Net Asset Value of the Fund (as calculated on the Valuation Point prior to the relevant exchange being effected). In such circumstances, either the relevant Shareholder(s) or the Investment Manager, at the discretion of the Investment Manager, will bear the Exchange Charge.

The Exchange Charge for exchanges may be satisfied by reducing the number of Shares to which the exchanging Shareholder would otherwise have been entitled by its exchange.

## **Settlement Date**

For applications for subscription, within two Business Days of the relevant Dealing Day. For applications for subscriptions that shall represent 10 per cent. or more of the Net Asset Value of the Fund at the time of such application, cleared funds must be received by 3.00 p.m. (Irish time) on the Dealing Day (or such other time or on such other day as the Directors or the Investment Manager on their behalf may determine) otherwise the application will be dealt with on the next Dealing Day following receipt of cleared funds.

In the case of applications for repurchase, normally three Business Days after the Dealing Day next following receipt of the relevant duly signed and completed repurchase documentation, and further provided that all required documentation has been furnished to and received by the Administrator.

## **Valuation Point**

Close of business in the relevant market on the relevant Dealing Day.

## **Minimum Fund Net Asset Value**

US\$2,500,000 (subject to the discretion of the Directors to allow lesser amounts. In the event the Directors determine to reduce the Minimum Fund Net Asset Value, a note will be included in the annual financial statements informing Shareholders).

## **Acceptance and Refusal of Applications**

The Directors may in their absolute discretion refuse to accept any application for Shares in the Fund or accept any application in whole or in part.

## **Fees and Expenses**

This section should be read in conjunction with the section entitled “Fees and Expenses” in the Prospectus. The Fund shall bear its attributable portion of the fees and operating expenses of the Company. The fees and expenses of the Company are set out in the section “Fees and Expenses” in the Prospectus.

### **Fees of the Manager**

The Manager shall be paid a fee out of the assets of the Fund, calculated and accrued on each Dealing Day and payable monthly in arrears, of an amount up to 0.03% of the Net Asset Value of the Fund (plus VAT, if any), subject to a minimum monthly fee up to €8,000 per month (plus VAT, if any) to be prorated across the Funds of the Company proportionate to each Fund’s assets under management. The Manager is also entitled to receive out of the assets of the Fund reasonable and properly vouched out of pocket expenses, which will be at normal commercial rates.

### **Fees of the Investment Manager / Distributor**

The Investment Manager will be entitled to receive from the Company the annual investment management fee as specified in the table above. The Investment Manager will also be entitled to receive from the Company reasonable out-of-pocket costs and expenses incurred by it in the performance of its duties. These fees will accrue and be calculated on each Dealing Day and be payable monthly in arrears. The Investment Manager may rebate any proportion of the fees that it has received to any investor and may differentiate between potential investors in relation to the amount of such rebate. Save in respect of Class A5 Shares, Class A6 Shares, Class B5 Shares, Class B6 Shares, Class C5 Shares, Class C6 Shares the Investment Manager: i.) may rebate any proportion of the fees that it has received to any investor and may differentiate between potential investors in relation to the amount of such rebate; and ii.) is entitled to pay sales commissions and/or rebate any proportion of the fees that it has received to any broker, distributor, financial adviser and/or investment platform.

The Investment Manager intends to pay 33% of the annual investment management fee it receives from the Company in respect of the Fund to one or more charitable entities focussing substantially on environmental concerns (as chosen by the Investment Manager from time to time) on a quarterly basis. Further details are available from the Investment Manager upon request.

The Investment Manager as the Distributor of the Fund shall not be entitled to receive any additional fees or reimbursement for its out-of-pocket costs and expenses from the Company for its services as Distributor of the Shares of the Fund.

The Investment Manager has committed, if necessary to reimburse certain of the Fund’s expenses, in order to keep the Fund’s Total Expense Ratio (including the fees of the Manager, the Investment Manager, Administrator and Depositary) from exceeding an annual rate of the daily Net Asset Value of the Fund as set out in the table above with respect to each Share Class (the “**Expense Limitation**”). The Total Expense Ratio does not include the cost of third party research, and other ongoing expenses such as: the cost of buying and selling investments, applicable ongoing charges associated with investments in underlying collective investment schemes (including ETFs), withholding tax, stamp duty or other taxes on investments, commissions and brokerage fees incurred with respect to investments and such extraordinary or exceptional costs and expenses (if any) as may arise from time to time, as may be determined by the Directors in their discretion. The Investment Manager may renew or discontinue this arrangement at any time upon prior notification to Shareholders.

To the extent that the Investment Manager reimburses certain of the Fund's expenses under the Expense Limitation, the Fund's overall Total Expense Ratio will be lower than it would have been without the Expense Limitation. This reduction in the Fund's expenses may increase the Fund's investment return and such returns may not be achieved without the benefit of the Expense Limitation.

### **Depository**

The Depository is entitled to receive out of the assets of the Fund an annual fee which will not exceed 0.50 per cent. of the Net Asset Value of the Fund subject to a minimum of US\$11,000 per annum (plus any applicable taxes). This fee accrues and is calculated on each Dealing Day and payable monthly in arrears. The Depository is also entitled to charge to the Fund all agreed sub-custodian fees and transaction charges, at normal commercial rates, together with reasonable out-of-pocket expenses (plus any applicable taxes), it incurs on behalf of that Fund in the performance of its duties under the Depository Agreement, which shall be payable monthly in arrears.

### **Administrator**

The Administrator is entitled to receive out of the assets of the Fund an annual fee which will not exceed 0.06 per cent. of the Net Asset Value of the Fund, subject to a minimum of US\$39,000 per annum (plus any applicable taxes). This fee accrues and is calculated on each Dealing Day and payable monthly in arrears. The Administrator is also entitled to charge to the Fund all agreed fees and transaction charges, at normal commercial rates, together with reasonable out-of-pocket expenses (plus any applicable taxes), it incurs on behalf of the Fund in the performance of its duties under the Administration Agreement, which shall be payable monthly in arrears.

### **Establishment Costs**

The cost of establishing the Fund is not expected to exceed \$55,000 and will be amortised over the first five years of the Fund's operation (or such shorter period as may be determined by the Directors at their discretion).

### **How to Buy Shares**

Applications for the initial issue of Shares can only be made after the prospective investor has completed the anti-money laundering verification process outlined in the Prospectus under the heading "Anti-Money Laundering Procedures". The Administrator will provide confirmation when the anti-money laundering documentation for your registration has been satisfied. Following receipt of this confirmation, your subscription can proceed with your written instruction. A delay or failure by an applicant to produce any documentation or information required for verification purposes may result in a delay in processing a subscription (including, for the sake of clarity, a delay in investing subscription amounts), and the Administrator on behalf of the Company may refuse to accept the application and/or subscription amounts and return all subscription amounts. None of the Company, the Directors, the Manager, the Investment Manager or the Administrator shall be liable to any subscriber or Shareholder where an application for Shares is not processed or is delayed in such circumstances.

The initial application for Shares should be made on the Application Form and submitted to the Company care of the Administrator, in writing, by email or facsimile (with the original Application Form, duly signed, and supporting documentation in relation to money laundering prevention checks to be received promptly), to be received by the Administrator on or prior to the Dealing Deadline for the relevant Dealing Day. Any subsequent application may be sent by email, facsimile or by letter.

Applications by email or facsimile will be treated as definite orders even if not subsequently confirmed in writing and no application will be capable of withdrawal after acceptance by the Administrator.

The Minimum Shareholding must be maintained by each investor in the Fund (subject to the discretion of the Investment Manager on behalf of the Directors) following any partial repurchase, conversion or transfer of Shares.

Unless the Directors otherwise agree, payment for Shares in the Fund must be received by the Settlement Date in cleared funds in the Base Currency as set out in the Application Form.

This section should be read in conjunction with the section “Subscription for Shares” in the Prospectus.

### **How to Sell Shares**

Requests for the sale of Shares should be submitted to the Company care of the Administrator in writing, by email or facsimile. Requests received on or prior to a Dealing Deadline will be dealt with on the relevant Dealing Day. Repurchase requests by email or facsimile will be treated as definite orders. A repurchase request once given will not be capable of revocation without the consent of the Directors.

The amount due on the repurchase of Shares of any class in the Fund will normally be paid by the Settlement Date by telegraphic transfer to the bank detailed in the Application Form or as subsequently notified to the Administrator in writing. Payment of the proceeds of repurchase will only be paid on receipt by the Administrator of the original Application Form and supporting documentation and, any relevant repurchase documentation, and all anti money laundering procedures have been completed.

No Shareholder shall be entitled to realise part only of his holding of Shares of any class in the Fund if such realisation would result in his holding of Shares of such class after such realisation being below the Minimum Shareholding.

The Constitution contains special provisions where a repurchase request received from a Shareholder would result in more than 5 per cent. of the Net Asset Value of Shares in issue in the Fund being repurchased on any Dealing Day which provisions are summarised in the section "Repurchase of Shares" in the Prospectus.

The Directors are entitled to limit the number of Shares of the Fund repurchased on any Dealing Day to Shares representing 10 per cent. of the total Net Asset Value of Shares of the Fund in issue on that Dealing Day. The repurchases effected on that Dealing Day will be effected pro rata in the manner described in the section “Repurchase of Shares” in the Prospectus.

This section should be read in conjunction with the section “Repurchase of Shares” in the Prospectus.