

The Directors of Skyline Umbrella Fund ICAV (the "**ICAV**") whose names appear in the section of the Prospectus entitled "Management of the ICAV" are the persons responsible for the information contained in this Supplement and the Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Supplement and the Prospectus is in accordance with the facts and does not omit any material information likely to affect the import of such information. The Directors accept responsibility accordingly.

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

## **ARBROOK/G10 AMERICAN EQUITIES FUND**

*(A sub-fund of Skyline Umbrella Fund ICAV, an Irish collective asset management vehicle established as an umbrella fund with segregated liability between sub-funds pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended)*

### **SUPPLEMENT**

**DATED: 17 October 2018**  
**Investment Manager**  
**G10 Capital Limited**

---

**This Supplement forms part of, and should be read in the context of and together with, the Prospectus dated 16 February 2016 and the addendum dated 22 June 2016 (the "Addendum") as may be amended or updated from time to time (the "Prospectus") in relation to the ICAV and contains information relating to Arbrook/G10 American Equities Fund (the "Fund") which is a separate portfolio of the ICAV.**

**The other sub-funds of the ICAV, at the date of this Supplement are: Fortem Capital Progressive Growth Fund, ARGA Global Equity Fund, ARGA Emerging Market Equity Fund, Coho US Large Cap Equity Fund, GM UK Value Fund, The GM Fund, Secor Mazu Global Equity Fund, Levendi Thornbridge Defined Return Fund and Usonian Japan Value Fund.**

1	INVESTMEMENT OBJECTIVE, POLICY AND STRATEGY	3
2	MINIMUM VIABLE SIZE	4
3	PROFILE OF A TYPICAL INVESTOR	4
4	INVESTMENT RESTRICTIONS	4
5	BORROWING	4
6	EFFICIENT PORTFOLIO MANAGEMENT	4
7	RISK FACTORS	4
8	DIVIDEND POLICY	7
9	KEY INFORMATION FOR BUYING AND SELLING	7
10	MANAGEMENT	12
12	FEES AND EXPENSES	14

## 1 INVESTMENT OBJECTIVE, POLICY AND STRATEGY

### 1.1 Investment Objective

The objective of the Fund is to provide capital growth for investors while outperforming the S&P 500 index over a rolling three year timeframe.

### 1.2 Investment Policy

The investment policy of the Fund is to provide capital appreciation and income over the medium term through an actively managed, diversified portfolio of equities of companies predominantly based in the United States. The Fund aims to outperform the S&P 500 index which it uses as its benchmark, over a rolling three year time horizon. The Fund will only invest in securities listed or traded on a stock exchange or regulated market as outlined at Appendix 1 of the Prospectus. The Fund will not target any sectors or industries. The Fund aims to provide a selection of stocks from the US market as diversified across most sectors.

### 1.3 Investment Strategy

The investment strategy of the Fund will be based on a fundamental value-oriented stock picking methodology that targets stocks that are trading at discounts to their intrinsic worth.

The Fund will employ bottom-up fundamental analysis to select the stocks. This employs techniques such as company interviews, analysis of the annual reports, competitor analysis and valuation modelling of the companies.

The Fund targets undervalued stocks that are trading for less than what the company is determined to be worth. This difference between the stock price and the valuation of the relevant company is adjusted for the risk within the company. The risk is assessed through fundamental analysis of each stock. This analysis is designed to cover three major groups of company risk, which are, the business model and its competitive advantage, the management's talent and track record, and, finally, the industry trends such as the underlying growth of the industry and the volatility of that growth. The analysis produces a number score and the stocks that score best are selected for investment by the Fund as these are deemed to be the best opportunities.

The Fund's investment strategy is size agnostic and there will be a mix of capitalisation sizes of stocks, however the Fund will typically skew towards larger cap stocks.

The Fund will invest at least 80% of its assets in equities and equity like securities such as preferred stock or American Depository Receipts (ADRs) listed in the United States.

### 1.4 Cash/cash equivalents

For cash management purposes, the Fund may also hold up to 10% in ancillary liquid assets such as cash and cash equivalents (including but not limited to commercial paper, certificates of deposit and treasury bills). G10 Capital Limited (the "**Investment Manager**") uses its discretion as to when to invest in these asset classes, based on conditions in equity markets and will do so with the aim of reducing the effects of the volatility of equity markets on the Fund's portfolio and preserving the capital of the Fund.

### 1.5 Leverage

The Fund will not utilise financial derivative instruments and will therefore not be leveraged.

## 2 **MINIMUM VIABLE SIZE**

The Minimum Fund Size is \$20 million which is proposed to be reached within two years following the first issue of Shares in the Fund. Should the Fund not achieve this size within this period the Directors may exercise their discretion to terminate and liquidate the Fund, and return the net proceeds to investors as described in the "Termination of Funds" section of the Prospectus.

## 3 **PROFILE OF A TYPICAL INVESTOR**

The Fund is suitable for investors who are seeking capital growth over a 3 to 5 year horizon, but who are willing to tolerate medium to high risks due to the potentially volatile nature of the investments.

## 4 **INVESTMENT RESTRICTIONS**

The general investment restrictions set out under the heading Investment Restrictions in the Prospectus are deemed to apply at the time of purchase of the Investments. If such limits are exceeded for reasons beyond the control of the ICAV, or as a result of the exercise of subscription rights, the ICAV must adopt, as a priority objective, the remedying of the situation, taking due account of the interests of Shareholders.

## 5 **BORROWING**

The Fund may temporarily borrow monies from time to time for temporary liquidity purposes, with borrowings permissible up to a maximum of 10% of Net Asset Value of the Fund.

## 6 **EFFICIENT PORTFOLIO MANAGEMENT**

Further information on efficient portfolio management is contained in the main body of the Prospectus under the heading "Use of Financial Derivative Instruments and Efficient Portfolio Management". The Fund does not currently utilise financial derivative instruments (**FDI**). A risk management process will be submitted in respect of the Fund in accordance with the Central Bank's requirements prior to the Fund engaging in any FDI.

## 7 **RISK FACTORS**

The general risk factors set out under the heading **RISK FACTORS** section of the Prospectus apply to the Fund. These risk factors are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making a subscription request for Shares. The investments of the Fund may be subject to market fluctuations, currency fluctuations, emerging markets risks, custody and settlement risks, registration risk and foreign exposure risk. In addition, the following risk factors apply to the Fund:

### 7.1 **General Risk**

The net asset value of the Fund and investment return will fluctuate based upon changes in the value of its portfolio securities. The market value of a security may move up or down, sometimes rapidly and unpredictably. These fluctuations may cause a security to be worth less than the price originally paid for it, or less than it was worth at an earlier time. Market risk may affect a single issuer, industry, sector of the economy or the market as a whole. U.S. and international markets have experienced, and may continue to experience, volatility, which may increase risks associated with an investment in the Fund. The market value of securities in which the Fund invests is based upon the market's perception of value and is not necessarily an objective measure of the securities' value. In some cases, for example, the stock prices of

individual companies have been negatively affected even though there may be little or no apparent degradation in the financial condition or prospects of the issuers. Similarly, the debt markets have experienced substantially lower valuations, reduced liquidity, price volatility, credit downgrades, increased likelihood of default, and valuation difficulties. As a result of this significant volatility, many of the following risks associated with an investment in the Fund may be increased. Continuing market volatility may have adverse effects on the Fund.

## **7.2 Objective Risk**

There can be no assurance that the Fund will achieve its investment objective. An investor should consider his personal tolerance for an investment based upon global equity securities before investing in the Fund.

## **7.3 Management Risk**

The ability of the Fund to meet its investment objective is directly related to the Investment Manager's investment strategies for the Fund. The value of your investment in the Fund may vary with the effectiveness of the Investment Manager's research, analysis and asset allocation among portfolio securities. If the Investment Manager's investment strategies do not produce the expected results, the value of your investment could be diminished or even lost entirely and the Fund could underperform against other funds with similar investment objectives.

## **7.4 Concentration Risk**

The Fund may have a relatively high percentage of assets in a single or small number of issuers and may have fewer holdings than other funds. As a result, a decline in the value of an investment in a single issuer could cause the Fund's overall value to decline to a greater degree than if the Fund held a more diverse portfolio.

## **7.5 Equities and Securities Risk**

As the Fund will invest primarily in equity securities, it may be more volatile than a fund that invests in fixed income securities, but may also offer greater potential for growth. The value of the Fund's underlying investments may fluctuate in response to activities and results of individual companies, as well as in connection with general market conditions.

There is a risk that the stock price of one or more companies comprised within the assets of the Fund will fall or will fail to rise.

## **7.6 Large Cap Company Risk**

The Fund's investments in larger, more established companies are subject to the risk that larger companies are sometimes unable to attain the high growth rates of successful, smaller companies, especially during extended periods of economic expansion. Larger, more established companies may be unable to respond quickly to new competitive challenges, such as changes in consumer tastes or innovative smaller competitors, potentially resulting in lower markets for their common stock.

## **7.7 Mid Cap Companies Risk**

The mid cap companies in which the Fund invests may not have the management experience, financial resources, product diversification and competitive strengths of large cap companies. Therefore, these securities may be more volatile and less liquid than the securities of larger, more established companies. Mid cap company stocks may also be bought and sold less often and in smaller amounts than larger company stocks. Because of this, if the Investment Manager wants to sell a large quantity of a mid-cap company stock, it may have to sell at a

lower price than it might prefer, or it may have to sell in smaller than desired quantities over a period of time. Analysts and other investors may follow these companies less actively and therefore information about these companies may not be as readily available as that for large-cap companies.

#### **7.8 Foreign Investment Risk**

As the Fund may invest in global equity securities, there is a risk of currency fluctuations, economic or financial insolvency, lack of timely or reliable financial information, possible imposition of foreign withholding taxes or unfavourable political, economic or legal developments.

#### **7.9 Foreign Exchange Risk**

Changes in rates of exchange may have an adverse effect on the Net Asset Value of the Fund. In addition a change in foreign currency exchange rates may adversely affect cash flows or income from the Fund's US Dollar denominated investments. Foreign exchange investment strategies that may be employed to manage such risks might not be successful.

#### **7.10 ADR Risk**

ADRs are generally subject to the same risks as the foreign securities because their values depend on the performance of the underlying foreign securities. ADRs may be purchased through "sponsored" or "unsponsored" facilities. A sponsored facility is established jointly by the issuer of the underlying security and a depositary, whereas a depositary may establish an unsponsored facility without participation by the issuer of the depositary security. Holders of unsponsored ADRs generally bear all the costs of such ADRs, and the issuers of unsponsored ADRs frequently are under no obligation to distribute shareholder communications received from the company that issues the underlying foreign securities or to pass through voting rights to the holders of the ADRs. As a result, there may not be a correlation between such information and the market values of unsponsored ADRs.

#### **7.11 Conflict of Interest Risk**

The ICAV will rely on the Investment Manager in implementing its investment strategies. The Directors have determined the investment policies of the Fund as set out herein and the Investment Manager will monitor the performance of such investments on an on-going basis. Investors must rely on the judgement of the Directors in determining to invest in the manner set out herein. The Investment Manager and its principals and affiliates will devote a portion of their business time to the ICAV's business. In addition, where valuations are provided by the Investment Manager there is a possible conflict of interest where their fees are based on or affected by the Net Asset Value of the Fund. Any conflicts of interest will be resolved fairly.

#### **7.12 Default of Service Provider**

The Fund relies on services provided by a number of third parties. The bankruptcy or liquidation of any such third parties, including the Investment Manager, the Administrator or the Depositary may have an adverse impact on the performance of the Fund and its Net Asset Value.

#### **7.13 Limited Disposal Rights Risk**

There will be no secondary market for Shares of the Fund and transfers of Shares are only permitted to those persons who satisfy the criteria for permitted shareholders. Consequently, investors may be able to dispose of their Shares only by requesting the Fund to repurchase their Shares on a Dealing Day.

## 7.14 Taxation Risk

A risk exists that the tax authorities in countries in which the Fund invests may, where relevant, not be prepared to permit persons in their jurisdictions to pay interest to the Fund (or its subsidiary if any is used) without the imposition of withholding tax in that foreign jurisdiction. Any such withholding tax will impinge upon the return payable by the Fund to investors.

## 7.15 Valuations of Net Asset Value Risk

The valuation of the Fund's assets obtained for the purpose of calculating Net Asset Value may not be reflected in the prices at which such assets are sold. For details of the valuation of assets, please see the section in the Prospectus headed "**Valuation of Assets**".

## 7.16 Lack of Operating History Risk

The Fund has no operating history. There can be no assurance that the Fund will grow to or maintain an economically viable size, in which case the Directors may determine to liquidate the Fund. Liquidation of the Fund can be initiated by the Directors if it determines it is in the best interest of shareholders. The timing of any Fund liquidation may not be favourable to certain individual shareholders.

## 8 DIVIDEND POLICY

Details of dividends payable in respect of each Share Class are outlined in section 9 below.

## 9 KEY INFORMATION FOR BUYING AND SELLING

The Fund is offering the following Classes of Shares in respect of the ICAV:

- Class A1 (USD) ACCUMULATING
- Class A2 (USD) INCOME
- Class A3 Founder (USD) ACCUMULATING
- Class A4 Founder (USD) INCOME
- Class A5 (USD) ACCUMULATING
- Class A6 (USD) INCOME
- Class A7 (USD) ACCUMULATING
- Class A8 (USD) INCOME
- Class A9 (USD) ACCUMULATING
- Class A10 (USD) INCOME
- Class B1 (GBP) ACCUMULATING
- Class B2 (GBP) INCOME
- Class B3 Founder (GBP) ACCUMULATING
- Class B4 Founder (GBP) INCOME
- Class B9 (GBP) ACCUMULATING
- Class B10 (GBP) INCOME
- Class C1 (CHF) ACCUMULATING
- Class C2 (CHF) INCOME
- Class C3 Founder (CHF) ACCUMULATING
- Class C4 Founder (CHF) INCOME
- Class C5 (CHF) ACCUMULATING
- Class C6 (CHF) INCOME
- Class C7 (CHF) ACCUMULATING
- Class C8 (CHF) INCOME
- Class C9 (CHF) ACCUMULATING
- Class C10 (CHF) INCOME

- Class D1 (EUR) ACCUMULATING
- Class D2 (EUR) INCOME
- Class D3 Founder (EUR) ACCUMULATING
- Class D4 Founder (EUR) INCOME
- Class D5 (EUR) ACCUMULATING
- Class D6 (EUR) INCOME
- Class D7 (EUR) ACCUMULATING
- Class D8 (EUR) INCOME
- Class D9 (EUR) ACCUMULATING
- Class D10 (EUR) INCOME
- Class E1 (SGD) ACCUMULATING
- Class E2 (SGD) INCOME

Certain Shares Classes are dividend paying and other Share Classes are accumulating Share Classes as outlined in section 12 below.

The Directors may declare a dividend in respect of the dividend paying Share Classes such that substantially all of the net income relating to such Share Classes shall be distributed on a semi-annual basis. Such dividends shall be paid to Shareholders in accordance with the terms of the Prospectus as set out in the section entitled “Dividend Policy”.

The Directors reserve the right to make additional Classes of Shares available at their discretion and in accordance with the requirements of the Central Bank. In relation to the Classes of a Fund which are not designated in the Base Currency, a currency conversion will take place on subscriptions, redemptions, switches and distributions at prevailing exchange rates. Accordingly, any Class of Shares that is not designated in the Base Currency of a Fund will have an exposure to possible adverse currency fluctuations and it is not the intention of the Company to use hedging techniques to protect against such currency risk. Investors should be aware that this may substantially limit investors from benefiting if the Base Currency of such Fund depreciates against the currencies in which the assets of a Fund are denominated

### **Base Currency**

The Base Currency of the Fund is US Dollar.

### **Initial Issue Price**

The Initial Issue Price per each Share Class is outlined as follows:

<b>Share Class</b>	<b>Initial Offer Price</b>
Class A1 (USD) ACCUMULATING	\$1
Class A2 (USD) INCOME	\$1
Class A3 Founder (USD) ACCUMULATING	\$1
Class A4 Founder (USD) INCOME	\$1
Class A5 (USD) ACCUMULATING	\$1
Class A6 (USD) INCOME	\$1
Class A7 (USD) ACCUMULATING	\$1
Class A8 (USD) INCOME	\$1
Class A9 (USD) ACCUMULATING	\$1
Class A10 (USD) INCOME	\$1
Class B1 (GBP) ACCUMULATING	£1
Class B2 (GBP) INCOME	£1
Class B3 Founder (GBP) ACCUMULATING	£1
Class B4 Founder (GBP) INCOME	£1



Class B9 (GBP) ACCUMULATING	£1
Class B10 (GBP) INCOME	£1
Class C1 (CHF) ACCUMULATING	CHF 1
Class C2 (CHF) INCOME	CHF 1
Class C3 Founder (CHF) ACCUMULATING	CHF 1
Class C4 Founder (CHF) INCOME	CHF 1
Class C5 (CHF) ACCUMULATING	CHF 1
Class C6 (CHF) INCOME	CHF 1
Class C7 (CHF) ACCUMULATING	CHF 1
Class C8 (CHF) INCOME	CHF 1
Class C9 (CHF) ACCUMULATING	CHF 1
Class C10 (CHF) INCOME	CHF 1
Class D1 (EUR) ACCUMULATING	€1
Class D2 (EUR) INCOME	€1
Class D3 Founder (EUR) ACCUMULATING	€1
Class D4 Founder (EUR) INCOME	€1
Class D5 (EUR) ACCUMULATING	€1
Class D6 (EUR) INCOME	€1
Class D7 (EUR) ACCUMULATING	€1
Class D8 (EUR) INCOME	€1
Class D9 (EUR) ACCUMULATING	€1
Class D10 (EUR) INCOME	€1
Class E1 (SGD) ACCUMULATING	SGD 1
Class E2 (SGD) INCOME	SGD 1

### Initial Offer Period

The Initial Offer Period for all of the Share Classes listed above will begin on 27 November 2017 and will conclude on 25 May 2018.

The Initial Offer period for the following Share Classes shall begin at 9am on 18 October 2018 and will conclude on 18 April 2019:

Class A9 (USD) Accumulating, Class A10 (USD) Income, Class B9 (GBP) Accumulating, Class B10 (GBP) Income, Class C9 (CHF) Accumulating, Class C10 (CHF) Income, Class D9 (EUR) Accumulating, Class D10 (EUR) Income.

The Initial Offer Period may be shortened or extended by the Directors. The Central Bank will be notified of any shortening or extension in accordance with the requirements of the Central Bank.

### Minimum Amounts

The minimum holding amount (which may be waived at the discretion of the Directors) for the following Share Classes is \$50,000,000 (or the foreign currency equivalent):

Class A9 (USD) Accumulating, Class A10 (USD) Income, Class B9 (GBP) Accumulating, Class B10 (GBP) Income, Class C9 (CHF) Accumulating, Class C10 (CHF) Income, Class D9 (EUR) Accumulating, Class D10 (EUR) Income.

There is no minimum initial investment amount, minimum additional investment amount or minimum holding amount applicable for any other Share Class.

## **Business Day**

Any day other than a Saturday or Sunday on which commercial banks in Ireland and United Kingdom (and in any other financial centre that the Directors may determine, and notify in advance to Shareholders, to be relevant for the operations of the Fund) are open for normal banking business. If the Business Day is changed to consider any other financial centres, other than on an exceptional basis, full details of the new Business Day will be disclosed in an updated Supplement.

## **Dealing Day**

Every Business Day and such additional Business Day or Business Days as the Directors may determine, and notify in advance to Shareholders.

## **Dealing Deadline**

The Dealing Deadline is 4:30 p.m. (Irish time) on the Dealing Day or such other times as the Directors may determine and notify in advance to Shareholders. The Directors may agree to accept applications after the Dealing Deadline, only in exceptional circumstances, provided such applications are received before the close of business of the relevant market which closes first on the relevant Dealing Day.

## **Valuation Point**

The Valuation Point shall be the close of business in the market that closes first on the relevant Dealing Day and in any event shall be after the Dealing Deadline.

## **Settlement Date**

Subscription monies should be paid to the Subscription/Redemptions Account specified in the Application Form (or such other account specified by the Administrator) so as to be received no later than the third Business Day following the Dealing Day or such later time as the directors may agree from time to time.

Monies in the Subscription/Redemptions Account will become the property of the Fund upon receipt and during the period between receipt of subscription monies and the Dealing Day on which Shares are issued, investors will be treated as unsecured creditors of the Fund. Investors' attention is drawn to the risk factor under the heading "*Subscriptions/Redemptions Account Risk*" as set out in the Addendum dated 22 June 2016.

If payment in full and/or a properly completed Application Form have not been received by the relevant times stipulated above, the application may be refused, or in the event of non-clearance of funds, the allotment of Shares made in respect of such application may, at the discretion of the Directors, be cancelled, or, alternatively, the Directors may treat the application as an application for such number of Shares as may be purchased with such payment on the Dealing Day next following receipt of payment in full of cleared funds.

Payment of redemption monies will normally be made by electronic transfer to the account of record of the redeeming Shareholder within five (5) Business Days of the relevant Dealing Day or such later time as the Directors may from time to time permit but in any event payment will not exceed ten (10) Business Days from the Dealing Deadline.

The Administrator may refuse to pay or delay payment of redemption proceeds where the requisite information for verification purposes has not been produced by a Shareholder. During this time, any such redemption proceeds will be held in the Subscriptions/Redemptions

Account and shall remain an asset of the Fund. During this period, the Shareholder will rank as an unsecured creditor of the Fund until such time as the Administrator is satisfied that its anti-money-laundering procedures have been fully complied with, following which redemption proceeds will be released to the relevant Shareholder.

Accordingly, Shareholders are advised to promptly provide the ICAV or the Administrator (as appropriate) with all documentation requested to reduce the risk in this scenario.

### **Anti-Dilution Levy**

After the close of the Initial Offer Period, the Directors may, in calculating the subscription price or redemption price, when there are net subscriptions or net repurchases of Shares on a Dealing Day, adjust the subscription price or redemption price by adding or deducting (as applicable) an Anti-Dilution Levy of up to 2 % to cover the costs of acquiring or selling investments (including any dealing spreads and commissions) and to preserve the value of the Fund.

The Anti-Dilution Levy will be charged in circumstances where the Directors believe it is necessary to prevent an adverse effect on the value of the assets of the Fund and is only likely to arise if more than 10 % of the Net Asset Value of the Fund is redeemed on any one Dealing Day. Shareholders will be notified if an Anti-Dilution Levy is to be applied to their redemption on any Dealing Day and may be given the option to reduce or cancel their redemption request in order to avoid an Anti-Dilution Levy being applied. Any such Anti-Dilution Levy shall be retained for the benefit of the Fund and the Directors reserve the right to waive such Anti-Dilution Levy at any time.

### **Preliminary Charge**

Up to 3 % of the amount subscribed, payable to the Fund who may pass it on to the Investment Manager. The Preliminary Charge will apply to all investors who invest in Class A7 (USD) ACCUMULATING, Class A8 (USD) INCOME, Class C7 (CHF) ACCUMULATING, Class C8 (CHF) INCOME, Class D7 (EUR) ACCUMULATING and Class D8 (EUR) INCOME as outlined in section 12 below. The Directors may waive the Preliminary Charge in whole or in part.

### **How to Subscribe For Shares**

Requests for the subscription for Shares should be made in accordance with the provisions set out in the section entitled "*SHARE DEALINGS - SUBSCRIPTION FOR SHARES*" in the Prospectus.

### **How to Repurchase Shares**

Requests for the repurchase of shares should be made in accordance with the provisions set out in the section entitled "*SHARE DEALINGS - REPURCHASE OF SHARES*" in the Prospectus. All requests for the redemption of Shares must be received by the Dealing Deadline in the manner set out in the Prospectus. Redemption monies will normally be paid within five (5) Business Days of the relevant Dealing Day.

### **Restrictions on Subscriptions**

All subscriptions are at the discretion of the Directors of the ICAV.

## 10 MANAGEMENT

The Investment Manager of the Fund is G10 Capital Limited a limited liability partnership incorporated on 18 September 2014 in the UK under the Companies Act 2006 with registered number 09224491 and is authorised by the Financial Conduct Authority (the "FCA") in the conduct of its regulated business (including the management of AIFs).

G10 Capital Limited forms part of the Lawson Conner Group. Lawson Conner is made up of a number of companies all of which are focused on providing services to the asset management and financial services industry. The services it offers include alternative investment fund management services, regulatory hosting, alternative investment management, delegated risk services and advisory as well as regulatory and compliance outsourcing. Lawson Conner has representations in London, Singapore, New York, and Jersey.

The Investment Manager has, under the terms of an Investment Management Agreement concluded between the ICAV and the Investment Manager (summarised under the heading "Material Contracts"), been appointed as investment manager of the ICAV with discretionary investment management powers. Subject to the policies and control of the Board of Directors, the Investment Manager will be responsible for the investment and management of each of the Funds' assets, including analysing and selecting the investments in which the Fund may invest. The Investment Manager will also be responsible for monitoring the ongoing performance and suitability of the investments for the ICAV in accordance with the Fund's investment policy and to ensure that the Fund adheres to the investment restrictions and guidelines set out in this Supplement.

The Investment Manager may, in accordance with the requirements of the Central Bank delegate in whole or in part any of its duties or obligations (including discretionary investment management) to sub-investment managers or advisors upon such terms as to authority, liability and indemnity as shall be determined by the Investment Manager. Such sub-investment managers or advisors will not be paid directly by the ICAV. Disclosure of the appointment of any sub investment managers or advisors will be provided to Shareholders on request and will be disclosed in the periodic reports of the ICAV. The Investment Manager shall exercise due care and diligence in such appointment and shall supervise the conduct of any delegation it makes.

The following people are responsible for the management of the Investment Manager:

### **Jurgen Gebhard**

Jurgen Gebhard is a co-founder of G10 Capital Limited, Sapia Partners LLP and Lawson Conner Services Ltd and specialised at Babson Capital in high yield debt investments with focus on European opportunities. Before that, Jurgen worked at KPMG LLP, London in Transaction Advice with relation to mergers & acquisitions, private equity transactions and debt/equity refinancing. Jurgen has an Engineering degree in Business Computer Science from Bamberg University in Germany and a Master of Business Administration from Cornell University in New York.

### **Gerhard Grueter**

Gerhard Grueter has a broad and deep expertise in financial services. He has been a co-founder of G10 Capital Limited, Sapia Partners LLP and Lawson Conner Services Limited, one of the leading compliance consultancies in the UK. Previously he was equity analyst with Merrill Lynch in the European Capital Goods space, then acted as Corporate Finance Adviser for Merrill Lynch where Mergers & Acquisitions was his core activity. Gerhard was also a Partner at Ironshield Capital. Gerhard has graduated with a BA in Computer Science and

Economics, as well as with an MBA (Master of Business Administration). He holds the CFA designation and SPS.

### **Robin Milway**

Robin is the CEO and founder of Arbrook Investors Limited which is an Appointed Representative of the Investment Manager. An “Appointed Representative” is a firm or person who runs regulated activities and acts as an agent for a firm (i.e. the principal) which is directly authorised by the FCA. The Investment Manager is authorised and regulated by the FCA and is listed as the Appointed Representative’s principal. Robin Milway carries out the day-to-day investment management of the Fund through a secondment agreement with the Investment Manager. Robin is approved by the FCA to perform a controlled function (CF30) which enables Robin to act on behalf of the Investment Manager in relation to the investment decisions of the Fund.

Previously, Robin served as Head of Stock Strategy at Neptune Investment Management where he was Fund Manager of the US Opportunities Fund. Prior to this, Robin was Head of Equity Research and Senior Fund Manager at EFG Asset Management, managing a team that ran the internal equity model portfolios alongside two external New Capital funds, Dynamic European and Global Conviction. Robin started his career as Fund Manager at Cooper Investors Ltd in Melbourne, Australia managing the Global Equities Fund from inception, created proprietary systems and databases that fed into the global and Australian decision analysis tools. Robin joined Cooper Investors in 2002. Prior to joining Cooper Investors as a software engineer, Robin developed front office portfolio modelling systems, management reporting systems, and financial auditing systems for a number of global companies while consulting for DecisionWorks and later at Unilever. Robin holds a degree in History and Environmental Management from Keele University.

## **11 MATERIAL CONTRACTS**

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

- the Investment Management Agreement between the ICAV and the Investment Manager (the “**Investment Management Agreement**”) entered into on or around the date of this Supplement, regarding the ICAV and the Fund, pursuant to which the Investment Manager has been appointed as investment manager to the Fund. The Investment Manager is entitled on giving not less than 90 days written notice to the ICAV to terminate the Investment Management Agreement. The Investment Management Agreement may be terminated immediately in certain circumstances. Pursuant to the Investment Management Agreement, the ICAV, out of the assets of the Fund, shall indemnify the Investment Manager, its employees and agents from and against any and all claims which may be made or brought against or directly suffered or incurred by the Investment Manager in the performance or non-performance of its obligations or duties hereunder save to the extent that such claims are attributable to the fraud, negligence or wilful default in the performance or non-performance by the Investment Manager of its obligations or of its duties hereunder but the Investment Manager shall not be indemnified for any indirect or consequential damages suffered by the Investment Manager.

## 12 FEES AND EXPENSES

### Investment Management Fee

The Fund will pay the Investment Manager a management fee, out of the assets of the Fund, The Fund will also reimburse the Investment Manager at normal commercial rates for its reasonable out-of-pocket expenses.

The Investment Manager may from time to time and at its sole discretion decide to pay rebates/retrocessions to Shareholders or to the Fund.

The management fees payable to the Investment Manager in respect of each Share Class are outlined as follows:

Share Class Name	Dividend Paying/ Accumulating	Annual Management Fee (%of NAV)	Preliminary Fee
Class A1 (USD) ACCUMULATING	Accumulating	0.75%	No
Class A2 (USD) INCOME	Dividend paying	0.75%	No
Class A3 Founder (USD) ACCUMULATING	Accumulating	0.45%	No
Class A4 Founder (USD) INCOME	Dividend paying	0.45%	No
Class A5 (USD) ACCUMULATING	Accumulating	1.25%	No
Class A6 (USD) INCOME	Dividend paying	1.25%	No
Class A7 (USD) ACCUMULATING	Accumulating	1.25%	Up to 3.0%
Class A8 (USD) INCOME	Dividend paying	1.25%	Up to 3.0%
Class A9 (USD) ACCUMULATING	Accumulating	0.45%	No
Class A10 (USD) INCOME	Dividend paying	0.45%	No
Class B1 (GBP) ACCUMULATING	Accumulating	0.75%	No
Class B2 (GBP) INCOME	Dividend paying	0.75%	No
Class B3 Founder (GBP) ACCUMULATING	Accumulating	0.45%	No
Class B4 Founder (GBP) INCOME	Dividend paying	0.45%	No
Class B9 (GBP) ACCUMULATING	Accumulating	0.45%	No
Class B10 (GBP) INCOME	Dividend paying	0.45%	No
Class C1 (CHF) ACCUMULATING	Accumulating	0.75%	No
Class C2 (CHF) INCOME	Dividend paying	0.75%	No
Class C3 Founder (CHF) ACCUMULATING	Accumulating	0.45%	No
Class C4 Founder (CHF) INCOME	Dividend paying	0.45%	No
Class C5 (CHF) ACCUMULATING	Accumulating	1.25%	No
Class C6 (CHF) INCOME	Dividend paying	1.25%	No

Class C7 (CHF) ACCUMULATING	Accumulating	1.25%	Up to 3.0%
Class C8 (CHF) INCOME	Dividend paying	1.25%	Up to 3.0%
Class C9 (CHF) ACCUMULATING	Accumulating	0.45%	No
Class C10 (CHF) INCOME	Dividend paying	0.45%	No
Class D1 (EUR) ACCUMULATING	Accumulating	0.75%	No
Class D2 (EUR) INCOME	Dividend paying	0.75%	No
Class D3 Founder (EUR) ACCUMULATING	Accumulating	0.45%	No
Class D4 Founder (EUR) INCOME	Dividend paying	0.45%	No
Class D5 (EUR) ACCUMULATING	Accumulating	1.25%	No
Class D6 (EUR) INCOME	Dividend paying	1.25%	No
Class D7 (EUR) ACCUMULATING	Accumulating	1.25%	Up to 3.0%
Class D8 (EUR) INCOME	Dividend paying	1.25%	Up to 3.0%
Class D9 (CHF) ACCUMULATING	Accumulating	0.45%	No
Class D10 (CHF) INCOME	Dividend paying	0.45%	No
Class E1 (SGD) ACCUMULATING	Accumulating	0.75%	No
Class E2 (SGD) INCOME	Dividend paying	0.75%	No

### **Distributor Fee**

J&E Davy, in its role as distributor of the Fund, will be entitled to receive out of the assets of the Fund an annual fee which will not exceed 0.04 % of the net assets of the Fund (plus VAT, if any) subject to a minimum annual fee of € 55,000.

### **Administration Fees**

The Administrator will be entitled to receive out of the assets of the Fund an annual fee which will not exceed 0.07% of the net assets of the Fund (plus VAT, if any) subject to an annual minimum fee of €40,000 together with transfer agency fees and financial reporting fees which will be charged at normal commercial rates and its reasonable costs and expenses incurred by the Administrator in the performance of its duties as Administrator of the Fund and as agreed compensation for any additional services.

### **Depositary Fees**

The Depositary will be entitled to receive out of the assets of the Fund an annual fee, which will not exceed 0.03 % of the net assets of the Fund subject to an annual minimum fee of €10,000 (plus VAT, if any). In addition the Depositary will be entitled to receive from the Fund sub custody fees charged at normal commercial rate, including safekeeping and transaction fees. The Depositary will further be entitled to be reimbursed by the Fund for reasonable costs and expenses at normal commercial rates incurred by the Depositary in the performance of its duties as Depositary of the Fund.

### **Establishment and Other Expenses**

The costs of forming the Fund, including the fees and expenses of legal advisers, product development fees and expenses, regulatory and listing fees and expenses and any other fees and expenses arising on the formation and launch of the Fund are not expected to exceed €20,000 (plus VAT, if any) and will be borne by the Fund and amortised over five years.

This section should be read in conjunction with the section entitled "Fees and Expenses" in the Prospectus.