ARGA EUROPEAN EQUITY FUND

Supplement to the Prospectus dated 29 July 2022
for Skyline Umbrella Fund ICAV

This Supplement contains specific information in relation to the ARGA European Equity Fund (the "**Fund**"), a sub-fund of Skyline Umbrella Fund ICAV (the "**ICAV**") an umbrella type Irish collective asset-management vehicle with segregated liability between sub-funds governed by the laws of Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**").

This Supplement forms part of, may not be distributed unless accompanied by (other than to prior recipients of) the Prospectus of the ICAV dated 9 March 2021 and Addendum to the Prospectus dated 14 December 2021 as may be amended or updated from time to time, (the "Prospectus"), and must be read in conjunction with, the Prospectus.

The other sub-funds of the ICAV, at the date of this Supplement are: ARGA Global Equity Fund, ARGA Emerging Market Equity Fund, The GM Fund, Fortem Capital Progressive Growth Fund, Arbrook American Equities Fund, Secor Mazu Global Equity Fund, Levendi Thornbridge Defined Return Fund, Usonian Japan Value Fund, Lowes UK Defined Strategy Fund, Fortem Capital Alternative Growth Fund, Sprucegrove International UCITS, Sprucegrove Global UCITS, Eagle Capital US Equity Value Fund, FGP Emerging Markets Equity UCITS Fund, Fortem Capital Real Estate Index Tracking Fund, Fortem Capital US Equity Income Fund, SECOR Hedged Equity Fund, AIM US$ Liquid Impact Fund and AIM ESG Impact Global Bond Fund.

The Directors of the ICAV, whose names appear in the "Directors of the ICAV" section of 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 that such is the case) such information 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.

Dated: 29 July 2022

IMPORTANT INFORMATION

THIS DOCUMENT IS IMPORTANT. BEFORE YOU PURCHASE ANY OF THE SHARES REPRESENTING INTERESTS IN THE FUND DESCRIBED IN THIS SUPPLEMENT YOU SHOULD ENSURE THAT YOU FULLY UNDERSTAND THE NATURE OF SUCH AN INVESTMENT, THE RISKS INVOLVED AND YOUR OWN PERSONAL CIRCUMSTANCES. IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS SUPPLEMENT YOU SHOULD TAKE ADVICE FROM AN APPROPRIATELY QUALIFIED ADVISOR.

Suitability of Investment

You should inform yourself as to (a) the possible tax consequences, (b) the legal and regulatory requirements, (c) any foreign exchange restrictions or exchange control requirements and (d) any other requisite governmental or other consents or formalities which you might encounter under the laws of the country of your citizenship, residence or domicile and which might be relevant to your purchase, holding or disposal of the Shares.

See the section headed "Risk Factors" in this Supplement and in the Prospectus for a discussion of certain risks that should be considered by you.

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

In cases where the Fund has a performance-based fee, the Performance Fee payable in respect of the Fund is based on net realised and net unrealised gains and losses as at the end of each Performance Period and as a result, performance fees may be paid on unrealised gains which may subsequently never be realised.

An investment in the Shares is only suitable for you if you (either alone or with the help of an appropriate financial or other advisor) are able to assess the merits and risks of such an investment and have sufficient resources to be able to bear any losses that may result from such an investment. The contents of this document are not intended to contain and should not be regarded as containing advice relating to legal, taxation, investment or any other matters.

General

This Supplement sets out information in relation to the Shares and the Fund. You must also refer to the Prospectus which is separate to this document and describes the ICAV and provides general information about offers of shares in the ICAV. You should not take any action in respect of the Shares unless you have received a copy of the Prospectus. Should there be any inconsistency between the contents of the Prospectus and this Supplement, the contents of this Supplement will, to the extent of any such inconsistency, prevail. This Supplement and the Prospectus should both be carefully read in their entirety before any investment decision with respect to Shares is made.

Distribution of this Supplement and Selling Restrictions

Distribution of this Supplement is not authorised unless accompanied by a copy of the Prospectus (other than to prior recipients of the Prospectus). The distribution of this Supplement and the offering or purchase of the Shares may be restricted in certain jurisdictions. If you receive a copy of this Supplement and/or the Prospectus you may not treat such document(s) as constituting an offer, invitation or solicitation to you to subscribe for any Shares unless, in the relevant jurisdiction, such an offer, invitation or solicitation could lawfully be made to you without compliance with any registration or other legal requirement. If you wish to apply for the opportunity to purchase any Shares, it is your duty to inform yourself of, and to observe, all applicable laws and regulations of any relevant jurisdiction. In particular, you should inform yourself as to the legal requirements of so applying, and any applicable exchange control regulations and taxes in the countries of your respective citizenship, residence or domicile as well as any other requisite governmental or other consents or formalities which might be relevant to your purchase, holding or disposal of the Shares.

For prospective investors in Australia

The Offer contained in this document is an invitation to apply for admission as a member in the Fund and is available only to wholesale clients (within the meaning of section 761G of the Corporations Act). Requirements relating to Product Disclosure Statements ("PDS") in the Corporations Act do not apply to this Offer. The Fund is not a registered managed investment scheme and this Supplement is not a PDS within the meaning of the Corporations Act.

Accordingly, this Supplement does not contain the same level of disclosure required for registered managed investment schemes issuing PDS' and is prepared on the basis that it does not purport to contain all of the information that you may require to make an informed decision as to whether to invest in the Fund or not.

This document is not required to be lodged with the Australian Securities & Investments Commission ("ASIC") nor does it have the authorisation or approval of ASIC. This Supplement has been prepared for use only by "wholesale client" Investors and only "wholesale client" Investors may participate in the opportunity to invest in the Fund.

This Supplement is provided to each Investor on the following conditions:

- this Supplement is strictly confidential and is for the sole use of prospective investors in the Fund and their advisers. It must not be provided to any other party without the written consent of the ICAV, which may be withheld in its absolute discretion;
- the Investor is a "wholesale client" (within the meaning of section 761G of the Corporations Act); and
- there is no cooling off right for Investors.

For prospective investors in New Zealand

This Supplement is not a registered prospectus or investment statement under the Securities Act 1978. The only New Zealand-based investors who are eligible to invest in the Fund and to whom the offer contained in this Supplement is made are investors whose principal business is the investment of money; investors who, in the course of and for the purpose of their business, habitually invest money; investors who subscribe for a minimum of NZ$500,000 worth of Shares; eligible persons within the meaning of section 5(2CC) of the Securities Act 1978; and investors who are otherwise not regarded by the Securities Act 1978 as members of the New Zealand public for the purposes of the offer of Shares contained in this Supplement. This Supplement is not intended as an offer for sale or subscription to the public in New Zealand in terms of the Securities Act 1978. New Zealand residents should seek their own legal and tax advice as to the implications of investing in the Shares.

Investment Objective and Policies

Investment Objective:

The Fund's investment objective is to generate long-term returns as set out below.

There is no guarantee or assurance that the investment objective of the Fund will actually be achieved.

Investment Policies:

The Fund aims to achieve this investment objective by investing primarily in equity and equity linked securities of European issuers (such as debentures, notes or preferred stock) that are traded on exchanges or recognised markets or over the counter, in both European developed and European emerging markets. The Fund may also invest in issuers that have a significant exposure to Europe and may be located in any part of the world. The securities may be denominated in any currency, including multinational currencies such as the Euro. The Fund may invest in European issuers through depositary receipts.

The Fund may also invest in stocks purchased in underwritten initial public offerings of equity securities ("**New Issues**"), in situations when such issuers satisfy the Fund's Investment Manager's (as defined below under "**Investment Manager**") investment criteria as set out in the Investment Process section below. Equity securities issued in New Issues are subject to certain investment restrictions imposed by the Financial Industry Regulatory Authority ("**FINRA**").

The Investment Manager generally seeks diversification rather than concentration by industry, country or currency when stocks are similarly valued. However, where market conditions require, the Fund may have significant concentration in a particular industry, country or currency within the limits set out below. The Investment Manager does not expect investments in any single industry to exceed 25% of the Net Asset Value of the Fund at time of investment and if concentration in an industry grows to 35% of the Net Asset Value of the Fund, the Investment Manager will reduce the positions in the industry to 35% or less as soon as is reasonably practical. The Fund may invest up to 25% of the Net Asset Value of the Fund in European emerging markets. The Fund may invest up to 10% of the Net Asset Value in equity securities traded on Russian markets. All such instruments shall be listed and/or traded on the MICEX.

The Fund will not invest directly in real estate but may invest up to 10% of the Net Asset Value in pooled real estate investment vehicles such as real estate investment trusts.

For short-term cash management and defensive investment purposes, the Fund may invest in cash and/or investment grade money market instruments (including interest bearing accounts) with maturities up to one year. For temporary defensive purposes, there will be no limit on investments in U.S. Dollar obligations issued or guaranteed by the U.S. government or its agencies.

All instruments shall be traded on exchanges or recognised markets or over the counter.

The Investment Manager will actively monitor each of the Fund's positions to ensure that Fund complies with the investment restrictions.

Investment Process

The Investment Manager selects securities of undervalued businesses based on extensive research into their risk versus reward. The Investment Manager first uses a quantitative screen to filter the broad European markets to identify issuers that generally have a minimum capitalization of greater than US$1 billion at the time of initial purchase and sufficient investible liquidity. The quantitative screen will then rank these issuers by considering valuation and earnings yield. These value metrics help to identify statistically inexpensive issuers within the investment universe. The Investment Manager then focuses further research on the issuers which generally fall within the top 20% of these rankings.

The Investment Manager then generally conducts analyses on the issuers which fall within the top 20% to determine the following information:

- at least five years of explicit income statement, balance sheet and cash flow forecasts which reflect the operational expertise of management, capital structure and other factors;
- normalised earnings power and growth rate estimates;

- potential environmental, social and governance risks such as the issuers' emission policies, energy use, waste management, workforce policies and corporate governance practices; and
- issuer specific discount rate estimates.

Using this analysis, the Investment Manager then determines the intrinsic value for each issuer being researched. The Investment Manager reviews the percentage difference between the securities' intrinsic value, being the value of such securities (based on the Investment Manager's analysis), and the actual value the securities are trading at (the "upside").

The Investment Manager also performs stress tests on the intrinsic value of such securities. The percentage difference between the intrinsic value of the securities in the stress test scenario and the actual value the securities are trading at is termed the "downside".

A security may be bought if the security in question has a superior risk to reward profile (”upside” vs. “downside”) versus other securities in the investment universe.

A security may be sold if the Investment Manager identifies another security with a superior risk to reward profile (”upside” vs. “downside”) or if the fundamentals of the security change for the worse.

The Investment Manager's approach integrates environmental, social and governance (“ESG”) considerations in investment decisions. ESG factors are flagged during the research process. The Investment Manager has developed a proprietary global ESG scoring framework which is used to identify potential ESG risks at the initial stages of company research. The framework scores issuers vs global sector peers on 13 Environmental, Social and Governance metrics, aggregated from a larger compilation of over 300 ESG data points. These 13 metrics are:

- Environmental metrics: resource intensity, waste management, emissions, environmental impact

- Social metrics: employee retention, employee diversity, employee safety, community

- Governance metrics: supply chain, operations management, customer management, employee policies, board independence & diversity.

These metrics have been deemed by the Investment Manager as key for ESG analysis, reflecting the Investment Manager's own experience of ESG assessments over the years as well as guidance from international bodies such as Sustainability Accounting Standards Board, Task Force on Climate Related Financial Disclosure, UN PRI and others.

The Investment Manager uses ESG findings of the global scoring framework as a flag for further, detailed, fundamental research into the impact ESG risks and opportunities will have on the company's long-term earnings potential and business sustainability. Analysts reflect ESG findings from fundamental research in issuer valuation and portfolio construction, as appropriate.

Issuer engagement is a main component of the Investment Manager's investment process with proxy voting considered an additional form of engagement. The Investment Manager engages with issuers with a view to promoting changes that improve long-term shareholder returns and activities which contribute to climate change mitigation.

The Fund is managed in reference to MSCI Europe Index (Net) USD (the "**Benchmark**"). The Fund's performance is compared to the Benchmark in marketing materials and the performance fee for the Fund is calculated based on the Benchmark, as disclosed under the heading “Performance Fee” below. The Benchmark represents the best approximation of the universe of securities in which the Fund may invest. The Fund's investment policy (which seeks to make sustainable investments with an environmental objective of climate change mitigation as further described below) is not constrained and the degree of deviation from the Benchmark may be significant.

Sustainable Investment

The Investment Manager has identified the Fund as an Article 8 product for the purposes of Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector ("SFDR"). For the purposes of Article 8 SFDR as amended by Regulation (EU) 2020/852 (the "Taxonomy"), the investments underlying the Fund promote environmental characteristics aligned with the environmental characteristic promoted by the Fund and make sustainable investments with an environmental objective of climate change mitigation. These investments are broadly defined as:

1. issuers that have implemented sustainable business practices and/or derive a portion of revenue from sustainable products;

2. issuers that have clear objectives and targets for climate change mitigation;

3. issuers that have expressed intent and have the ability to undertake "Climate Change Mitigation Practices" and are receptive to engagement from the Investment Manager on the matter;

4. issuers that the Investment Manager has identified as having negative climate impact but where the Investment Manager believes through engagement the issuer can be influenced to undertake Climate Change Mitigation Practices; or

5. issuers whose business does not contribute to climate change in a material way and are taking action or have expressed intent, through Climate Change Mitigation Practices, to take action towards climate change mitigation, of the section of their business that contributes to climate change.

The Investment Manager defines Climate Mitigation Practices as including but not limited to: adoption of clear climate mitigation policies, or climate mitigation targets, commitment and financial ability to deploy CAPEX to reduce climate change effects. The Investment Manager aims to actively engage with companies on Climate Mitigation Practices during the initial due diligence phase or as soon as reasonably possible. The Investment Manager will seek commitment from companies on policies and targets as well as CAPEX deployed towards climate mitigation in order to satisfy themselves that adequate steps will be taken to meet ESG objectives.

The Investment Manager defines a number of sustainability indicators to measure the environmental and sustainable characteristics of investments and determine how these promote climate change mitigation, these are set out below in the section "Approach to Responsible Investing". The Fund may seek to make sustainable investments including investments in economic activities that qualify as environmentally sustainable under Article 3 of the Taxonomy. For the investments to qualify as "environmentally sustainable" they must (i) contribute substantially to climate change mitigation; (ii) not significantly harm the environmental objectives set out in the Taxonomy; (iii) be carried out in accordance with the minimum safeguards laid down in the Taxonomy; and (iv) comply with any legal and regulatory requirements.

Under Article 6 of the Taxonomy, where an Article 8 fund is taxonomy-aligned, they must comply with the "do no significant harm" principle whereby the fund's investments should not significantly harm Taxonomy objectives. As the Fund promotes the environmental characteristic of climate change mitigation, the "do no significant harm" principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of the Fund do not take into account the EU criteria for environmentally sustainable economic activities.

As at the date hereof, the proportion of investments in environmentally sustainable economic activities is currently 0% which comprises of 0% in transitional and 0% in enabling activities. This proportion was determined by the Manager, in consultation with the Investment Manager, in line with the current approach proposed by the European Commission in respect of the Taxonomy Regulation disclosure requirements

The Manager, in consultation with the Investment Manager, has made this determination taking into account: (i) that currently the technical screening criteria have only been developed for economic activities within certain sectors; and (ii) the availability issues relating to multiple, specific data points regarding each investment. In addition, the Regulatory Technical Standards ("RTS") under the SFDR, which (i) define the methodology for the calculation of taxonomy alignment of investments and (ii) provide templates for these disclosures, are not yet in force.

Approach to Responsible Investing

Details in respect of the Investment Manager's approach to responsible investing are set out below.

The Investment Manager is committed to maximizing client returns through responsible investing and incorporates responsible investing into its investment process. The Investment Manager believes that ESG issues create risks and opportunities for the issuers in which the Fund invests, and that viewing ESG as a natural extension of value investing allows them to apply their value process across diverse and challenging environments.

The Fund has an ESG driven target of seeking to invest in securities of issuers that promote climate change mitigation through greater availability of climate policies, targets and actions. The Investment Manager has a plan of engagement for each issuer in its portfolio, as applicable. The Investment Manager's aim is to actively engage with issuers to assess and where necessary advocate strategies that address environmental footprint. The Investment Manager has also established the goal of reducing the carbon footprint of the portfolio over the long-term.

The Investment Manager shall seek to manage the portfolio of the Fund such that the overall Fund composition is as follows:

- Minimum 20% of the Fund's issuers to have emissions below sector peers (using the MSCI GICS sector definition);
- Minimum 50% of the Fund's issuers to have environmental targets; and
- Minimum 25% of the Fund's issuers to have environmental policies that address climate change mitigation.

The Investment Manager will assess each issuer in the Fund's portfolio against these ESG goals and targets. However, the Investment Manager may choose to invest in issuers that they have identified as possessing a future potential for climate change mitigation while currently being considered to have a negative impact on sustainability in line with the disclosure set out at points 3 and 4 by employing Climate Change Mitigation Practices as defined above under the heading "Sustainable Investment". In these instances, the Investment Manager will look to engage with issuer management to promote awareness and promote the implementation of strategies that tackle climate change.

The Investment Manager uses active issuer engagement as a tool to further the Fund's ESG and climate change mitigation goals. The scope of engagement activities includes but is not limited to: raising awareness of key ESG issues, advocating for climate mitigation strategies with issuers, working with issuers to devise climate mitigation and/or broader ESG policies as applicable. The Investment Manager may limit investments and/or take portfolio actions in issuers that do not show improvement in engagement outcomes over a reasonable time period as determined by the Investment Manager, such as 12-24 months.

The Investment Manager shall also conduct a social and corporate governance assessment as part of its fundamental issuer analysis. In order to assess the management of the issuers' suitability for the long-term the Investment Manager focuses on a number of indicators, including but not limited to: employee safety, employee retention, board composition and diversity, board independence, supply chain and customer management.

The Investment Manager shall also apply exclusion screening. In this regard, where an issuer company is excluded, this may be a consequence of the Investment Manager's initial research work (which considers a variety of factors, including, but not limited to, revenue thresholds and similar metrics and management behaviour) or a failure to successfully engage with the issuer. Notwithstanding, any decision to exclude an issuer or sector will be made by the Investment Manager, in its discretion, and in accordance with the Investment Manager's proprietary approach to responsible investing.

In order to achieve the Fund's social and environmental characteristic, the Investment Manager shall use its best endeavours to ensure that the Fund shall:

- not invest in tobacco issuers as defined by MSCI GICS Industry Classification (Number 302030 – Tobacco Industry);
- not invest in issuers that derive more than 35% of revenues from coal production and mining of coal;
- not invest in issuers that derive more than 50% of revenues from oil sands exploration;
- generally limit investments to no more than circa 20%, in issuers that derive more than 50% of revenues from fossil fuel exploration which do not have clear targets for considerable climate mitigation; and
- generally limit investments in issuers that derive more than 20% of revenues from controversial weapons and without clear targets for considerable reduction.

Investment Restrictions

The Fund shall:

- not invest more than 8% of its Net Asset Value in securities of any one issuer at time of investment and 10% of its Net Asset Value in the securities of any one issuer at market value
- not invest more than 60% of its Net Asset Value in securities or FDIs where the underlying securities are in any one individual country;
- not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body;
- not invest directly in real estate or indirectly in physical commodities; and
- not invest more than 10 per cent of its Net Asset Value in other UCITS or other open or closed ended collective investment schemes.

If the above limits are exceeded for reasons beyond the control of the Investment Manager, or as a result of the exercise of subscription rights, the Investment Manager must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of Shareholders.

In addition, the general investment restrictions set out under the heading "Funds - Investment Restrictions" in the Prospectus shall apply.

Efficient Portfolio Management ("EPM")

The Fund will not utilise techniques and instruments for efficient portfolio management purposes.

Collateral Policy

Further information on the collateral policy is contained in the main body of the Prospectus under the heading "Collateral Policy".

Borrowings

The ICAV may not, except for temporary liquidity purposes, directly borrow any monies. Any temporary borrowings must be in accordance with the general provisions set out in the Prospectus under the heading "Funds – Borrowing and Lending Powers".

Risk Factors

The general risk factors are set out in the Prospectus under the heading "RISK FACTORS". In addition, the following risk factors apply to the Fund:

i. This Fund is not capital protected nor is it guaranteed. There is no assurance that the investment objective of the Fund will be achieved.

ii. *Segregation of Liability* - The Fund is a sub-fund of the ICAV. The sub-funds of the ICAV are segregated as a matter of Irish law and as such, in Ireland, the assets of one sub-fund will not be available to satisfy the liabilities of another sub-fund. However, it should be noted that the ICAV is a single legal entity which may operate or have assets held on its behalf or be subject to claims in other jurisdictions which may not necessarily recognise such segregation. There can be no guarantee that the courts of any jurisdiction outside Ireland will respect the limitations on liability as set out above. As at the date of this Supplement, the Directors are not aware of any existing or contingent liability of any Fund of the ICAV.

iii. *Achievement of Investment Objective* - There can be no assurance that the Fund will achieve its investment objectives. The value of Shares and the income therefrom may rise or fall as the capital value of the securities in which the Fund invests may fluctuate. The investment income of the Fund is based on equity dividend payments less expenses incurred. Therefore the Fund's investment may be expected to fluctuate in response to changes in such income or expenses.

iv. *Key Personnel* - The Investment Manager generally is dependent on the services of a small number of key personnel. The loss of a key person's services could have a substantial adverse impact on the performance of assets managed by the Investment Manager, and/or make it impossible for the Investment Manager to continue to manage assets for the Fund.

v. *Redemption of Capital* - Substantial redemptions by investors within a short period of time could require the Fund to liquidate securities positions more rapidly than would otherwise be desirable, possibly reducing the value of the Fund's assets and/or disrupting the Fund's investment strategy. Reduction in the size of the Fund could make it more difficult to generate a positive return or to recoup losses due to, among other things, reductions in the Fund's ability to take advantage of particular investment opportunities or decreases in the ratio of its income to its expenses.

vi. *Conflicts of Interest* - The Investment Manager will be subject to a variety of conflicts of interest in making investments on behalf of the Fund. Please refer to section entitled "Conflicts of Interest" in the Prospectus for further details.

vii. *Institutional Risk* -The institutions, including brokerage firms and banks, with which the Fund does business, to which securities have been entrusted for custodial purposes, and/or to which securities have been loaned as part of a securities loan transaction, may encounter financial difficulties that impair the operational capabilities or the capital position of the Fund (including, but not limited to, impairment resulting from the loss of, or a delay in the recovery of, the portfolio securities or other assets of the Fund). The Fund generally attempts to limit its transactions to well-capitalized and established banks, brokerage firms and other institutions in an effort to mitigate such risks. Fund assets are held in accounts at one or more financial institutions, as the Investment Manager may from time to time select.

viii. *Performance Fee* - The Performance Fee to the Investment Manager may create an incentive for the Investment Manager to cause the Fund to make investments that are riskier or more speculative than would be the case if the Performance Fee was not paid. The Performance Fee (as well as the Investment Management Fee) was set by the Investment Manager without negotiations with any third party. Since the Performance Fee is calculated on a basis which includes unrealised appreciation of the Fund's assets, such allocation may be greater than if it were based solely on realised gains.

ix. *No Assurance of Profit, Cash Distribution or Appreciation* - It is uncertain as to when profits, if any, will be realised. Losses on unsuccessful investments may be realised before realisation of gains on successful investments. There may be no current return on the investments for an extended period of time. The Directors have no current intention to pay any dividends to the Shareholders. There is no assurance that the Fund will make distributions to cover the Shareholders' estimated tax liability resulting from their interest in the Fund or that any other distributions will be made to the Shareholders.

x. *Investment Expenses* - The investment expenses (*e.g.*, expenses related to the investment and custody of the Fund's assets, such as brokerage commissions, custodial fees and other trading and investment charges and fees) as well as other Fund fees (*e.g.*, Investment Management Fees and operating expenses) may, in the aggregate, constitute a high percentage relative to other investment entities. The Fund will bear these costs regardless of its profitability.

xi. *Risk of Investments in Securities Generally* - All securities investments risk the loss of capital. No guarantee or representation is made that the Fund's investment policy will be successful. As is true of any investment, there is a risk that an investment in the Fund will be lost entirely or in part. The Fund should represent only a portion of an investor's portfolio management strategy. The Fund's investment policy may at times involve, without limitation, risks associated with limited diversification, interest rates, currencies, volatility, credit deterioration or default risks, counterparty default risks, systems risks and other risks inherent in the Fund's activities. Certain investment techniques of the Fund can, in certain circumstances, magnify the impact of adverse market moves to which the Fund may be subject. In addition, the Fund's investments in securities and other investments may be materially affected by conditions in the financial markets and overall economic conditions occurring globally and in particular countries or markets where the Fund may invest its capital. The Fund's methods of minimising such risks may not accurately predict future risk exposures. Risk management techniques are based in part on the observation of historical market behaviour, which may not predict market divergences that are larger than historical indicators. Information used to manage risks may not be accurate, complete or current, and such information may be misinterpreted. Further, the Investment Manager may apply such risk management techniques on a selective or other periodic basis rather than at all times.

xii. *Equity Risks* - The Fund will invest primarily in equity and equity linked securities. The value of these securities generally will vary with the performance of the issuer and movements in the equity markets. To the extent the Fund invests in private placement activities, the Fund will be exposed to risks that issuers will not fulfil their contractual obligations to the Fund, such as delivering marketable common stock upon conversions of convertible securities and registering restricted securities for public resale. The Fund may invest in small cap issuers. The securities for issuers with smaller capitalisation may involve more risk and their prices may be subject to more volatility.

xiii. *Value Investment Risks* - The Investment Manager focuses the Fund's investment strategy on issuers that it believes are undervalued or inexpensive versus other securities or investments. These stocks present risks that are in addition to general equity risks outlined above. When estimating the value of an issuer, the Investment Manager makes assumptions about the fundamentals of the issuer which may be subject to errors in estimation or may be simply proven wrong. Value stocks may also be out of favour for significant periods of time during which investors may prefer to invest in "growth" stocks or other thematic investments, such as the internet or commodities that do not appear undervalued to the Investment Manager. Sticking to a strict value discipline during such periods may lead to significant underperformance of the Investment Manager versus any equity market indices or other investments, particularly those that employ a growth strategy or are opportunistic and flexible in their investment strategies.

xiv. *General Economic and Market Conditions* - The success of the Fund's activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the Fund's investments), and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of securities prices and the liquidity of the Fund's investments. Volatility or illiquidity could impair the Fund's profitability or result in losses. The Fund may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets.

xv. *Brexit risks: The Fund may face potential risks associated with the referendum on the United Kingdom's continued membership of the European Union (the "EU"), which took place on June 23, 2016 and which resulted in a vote for the United Kingdom to leave the EU. Where applicable, that decision to leave could materially and adversely affect the regulatory regime, particularly in respect of financial services regulation and taxation. Furthermore, the vote to leave the EU may result in substantial volatility in foreign exchange markets and may lead to a sustained weakness in the British pound's exchange rate against the United States dollar, the euro and other* *currencies which may have a material adverse effect on the Fund. The vote for the United Kingdom to leave the EU may set in train a sustained period of uncertainty, as the United Kingdom seeks to negotiate the terms of its exit. It may also destabilize some or all of the other 27 members of the EU and/or the Eurozone. There may be detrimental implications for the value of certain of the Fund's investments, its ability to enter into transactions, to value or realise certain of its investments or otherwise to implement its investment policy. This may be due to, among other things, increased uncertainty and volatility in United Kingdom, EU and other financial markets, fluctuations in asset values, fluctuations in exchange rates, increased illiquidity of investments located, traded or listed within the United Kingdom, the EU or elsewhere, changes in the willingness or ability of financial and other counterparties to enter into transactions, or the price and terms on which they are prepared to transact; and/or changes in legal and regulatory regimes to which the Fund and/or certain of the Fund's assets are or become subject to.*

xvi. *Nature of Investments in Event Driven Situations* - A portion of the Fund's portfolio may, at certain times, include securities of: (i) issuers in financial distress or undergoing a turnaround; (ii) issuers in bankruptcy, reorganisation or liquidation; (iii) issuers that are undervalued because of discrete extraordinary events; or (iv) securities of issuers the Investment Manager deems to be undervalued. In addition, the Fund may invest in securities of issuers that are engaging, or which have recently been engaged, in extraordinary transactions and other special situations ("Event Driven Situations"). Investing in Event Driven Situations entails discovering value by analysing issuers experiencing corporate change. These situations include investing in issuers that are likely to become the subject of a takeover, merger, exchange offer, rights offering, restructuring, liquidation, spinoff or any other extraordinary event that increases the value of the issuers' securities. Investments in Event Driven Situations typically will entail a higher degree of risk than investments in issuers that are not engaging in or have recently engaged in Event Driven Situations. If an evaluation of the anticipated outcome of an Event Driven Situation should prove incorrect, the Fund could experience losses. The uncertainties inherent in evaluating such investments may be increased by legal and practical considerations which limit the access of the Investment Manager to reliable and timely information concerning material developments affecting an investment.

xvii. *Investment in Corporations and Governments based in European Emerging Markets* - The Fund may invest in financial instruments of European emerging market countries' corporations and governments. Investing in the financial instruments of issuers (and, from time to time, governments) in European emerging market countries involves certain considerations not usually associated with investing in financial instruments of developed markets or developed market governments, including political and economic considerations, such as greater risks of expropriation, nationalisation, confiscatory taxation, limitations on the removal of assets and general social, political and economic instability; the relatively small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; the evolving and unsophisticated laws and regulations applicable to the securities and financial services industries of certain countries; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict the Fund's investment opportunities. In addition, accounting and financial reporting standards that prevail outside of developed countries often are not as high as developed countries' standards and, consequently, less information is typically available concerning issuers located in emerging markets than for those located in developed markets. As a result, the Fund may be unable to structure its transactions to achieve the intended results or to mitigate all risks associated with such markets. It may also be difficult to enforce the Fund's rights in such markets.

xviii. *European Emerging Markets* - Investment in European emerging market securities involves a greater degree of risk than investment in securities of issuers based in European developed countries. Among other things, European emerging market securities investments may carry the risks of less publicly available information, more volatile markets, less strict securities market regulation, less favourable tax provisions, and a greater likelihood of severe inflation, unstable currency, war and/or expropriation of personal property than investments in securities of issuers based in European developed countries. In addition, investment opportunities in certain European emerging markets may be restricted by legal limits on foreign investment in local securities.

European emerging markets generally are not as efficient as those in European developed countries. In some cases, a market for a security may not exist locally, and transactions will need to be made on a neighbouring exchange. Volume and liquidity levels in European emerging markets are lower than in European developed countries. When seeking to sell European emerging market securities, little or no market may exist for such securities. In addition, issuers based in European emerging markets are not generally subject to uniform accounting and financial reporting standards, practices and requirements comparable to those applicable to issuers based in European developed countries, thereby potentially increasing the risk of fraud or other deceptive practices. Furthermore, the quality and reliability of official data published by the governments or securities exchanges in European emerging markets may not accurately reflect the actual circumstances being reported.

The issuers of some European emerging market securities, such as banks and other financial institutions, may be subject to less stringent regulations than would be the case for issuers in European developed countries and, therefore, potentially carry greater risks. Custodial expenses and transaction costs for a portfolio of European emerging markets securities generally are higher than for a portfolio of securities of issuers based in European developed countries.

xix. *Custody Risk:* Local depositary services remain underdeveloped in many emerging market countries and there is a transaction and depositary risk involved in dealing in such markets. In certain circumstances a Fund may not be able to recover or may encounter delays in the recovery of some of its assets. Such circumstances may include uncertainty relating to, or the retroactive application of legislation, the imposition of exchange controls or improper registration of title. In some emerging market countries evidence of title to shares is maintained in "book-entry" form by an independent registrar who may not be subject to effective government supervision, which increases the risk of the registration of a Fund's holdings of shares in such markets being lost through fraud, negligence or mere oversight on the part of such independent registrars. The costs borne by a Fund in investing and holding investments in such markets will generally be higher than in organised securities markets.

xx. *Depositary Receipts* - The Fund may invest in non-U.S. issuers through the purchase of depository receipts, which are negotiable certificates that represent a security, usually in the form of equity, which is issued by a foreign publicly listed issuer. Depository receipts are used to reduce administration and duty costs that would otherwise be levied on each transaction. However, depository receipts do not eliminate foreign exchange risk for the Fund with respect to the investment in the non-U.S. issuer, and the Fund will not be the direct owner of the security or securities represented by the depository receipts.

xxi. *Counterparty Risk* - The Fund may effect transactions through OTC or "interdealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange based" markets. The Fund may also enter into other contract and arrangements that expose the Fund to the creditworthiness and performance of one or more counterparties. This exposes the Fund to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Fund to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Fund has concentrated its transactions with a single or small group of counterparties. The Fund is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Although the Fund intends to enter into transactions only with counterparties that the Investment Manager believes to be creditworthy and will attempt to reduce its exposure by obtaining collateral in appropriate cases, there can be no assurance that a counterparty will not default and that the Fund will not sustain a loss on a transaction as a result. In addition, concentration of transactions with a limited number of counterparties could increase the potential for losses by the Fund. The ability of the Fund to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties' financial capabilities and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

The assets of the Fund may be held by non-United States brokers or any other entities or counterparties of the Fund (including, but not limited to, sub-custodians). Such assets of the Fund may be available to the creditors of those non-United States brokers, entities and counterparties. These relationships expose the Fund to credit risks and involve the risk that the counterparties may become insolvent.

Because securities of the Fund held by broker-dealers are generally not held in the Fund's name, a failure of a broker-dealer may have a greater adverse impact on the Fund than if such securities were registered in the Fund's name.

xxii. *Volatility Risk.* The Fund's investment program may involve the purchase and sale of derivatives, which are frequently valued based on implied volatilities of such derivatives compared to the historical volatility of their underlying securities. Fluctuations or prolonged changes in the volatility of the underlying securities, therefore, can adversely affect the value of derivative positions held by the Fund.

xxiii. *Concentration of Investments* - The Investment Manager expects that at times the Fund's portfolio may be somewhat concentrated. Although concentration may increase the possibility of achieving significant investment returns, concentration of investments in a limited number of issuers, industries or sectors is generally regarded as increasing both relative investment risk and potential portfolio volatility. In addition to issuer, industry or market risk by reason of concentration, the Fund may be exposed to potentially significant losses by reason of adverse developments affecting one or more of such limited number of portfolio issuers. A loss in any such position could materially reduce the Fund's performance or asset base, to the extent not offset by other gains.

xxiv. *Execution of Orders* - The Fund's trading strategy depends on its ability to establish and maintain an overall market position in a combination of securities and other investments selected by the Investment Manager. The Fund's trading orders may not be executed in a timely and efficient manner due to various circumstances, including, without limitation, systems failures or human error attributable to the Fund, its brokers, agents or other service providers. In such event, the Fund might only be able to acquire some, but not all, of the components of such position, or if the overall position were to need adjustment, the Fund might not be able to make such adjustment. As a result, the Fund would not be able to achieve the market position selected by the Investment Manager, and might incur a loss in liquidating its position.

xxv. *Competition; Availability of Investments* - Certain markets in which the Fund may invest are extremely competitive for attractive investment opportunities and, as a result, there may be reduced expected investment returns. There can be no assurance that the Fund will be able to identify or successfully pursue attractive investment opportunities in such environments. Among other factors, competition for suitable investments from other pooled investment vehicles and other investors may reduce the availability of investment opportunities. There has been significant growth in the number of firms organised to make such investments, which may result in increased competition to the Fund in obtaining suitable investments.

xxvi. *New Issues* - The Fund may purchase securities of issuers in initial public offerings of any equity security or shortly thereafter. Special risks associated with these securities may include a limited number of interests available for trading, unseasoned trading, lack of investor knowledge of the issuer, and a limited operating history. These factors may contribute to substantial price volatility for the interests of these issuers. The limited number of securities available for trading in some initial public offerings may make it more difficult for the Fund to buy or sell significant amounts of securities without an unfavourable impact on prevailing market prices. In addition, some issuers in initial public offerings are involved in relatively new industries or lines of business, which may not be widely understood by investors. Some of these issuers may be undercapitalised or regarded as developmental stage issuers, without revenues or operating income, or the near-term prospects of achieving them.

xxvii. *Proxy Voting* - The Fund may determine not to vote proxies with respect to certain issuers, particularly in emerging markets, if in the opinion of the Investment Manager the direct and indirect costs of voting would exceed the benefits.

xxviii. *Reliance on Information Provided* - Investment Manager may elect to invest in securities on the basis of information and data filed by the issuers of such securities with the Securities Exchange Commission or made directly available to the Investment Manager by the issuers of the securities and other instruments or through sources other than the issuers. Although the Investment Manager evaluates all such information and data and seeks independent corroboration when it considers it appropriate and when it is reasonably available, the Investment Manager is not in a position to confirm the completeness, genuineness or accuracy of such information and data.

xxix. *Improper Conduct by Portfolio Issuers* - Although the Investment Manager intends to employ reasonable diligence in evaluating portfolio securities, no amount of diligence can eliminate the possibility that one or more issuers of such portfolio securities may engage in improper or fraudulent conduct, including improper accounting practices and unsupportable valuations of assets.

xxx. *Reinvestment of Cash Collateral Risk* - As the Fund may reinvest cash collateral received, subject to the conditions and within the limits laid down by the Central Bank, the Fund will be exposed to the risk associated with such investments, such as failure or default of the issuer of the relevant security.

xxxi. *Credit Risk and Counterparty Risk* - The Fund will be exposed to a credit risk in relation to the counterparties with whom they transact or place margin or collateral in respect of transactions in notes or warrants. To the extent that a counterparty defaults on its obligation and the Fund is delayed or prevented from exercising its rights with respect to the investments in its portfolio, it may experience a decline in the value of its position, lose income and incur costs associated with asserting its rights. Regardless of the measures the Fund may implement to reduce counterparty credit risk, however, there can be no assurance that a counterparty will not default or that the Fund will not sustain losses on the transactions as a result.

xxxii. *Investing in Russia* - Investments in Russia may be impacted by a number of social and political factors as well as economic risks and legal risks. Please refer to the section entitled "Risk Factors" and the disclosures on "Investing in Russia" in that section of the Prospectus for further details.

xxxiii. *Pandemic Risks* – A local, regional, national or international outbreak of a contagious disease, including, but not limited to, COVID-19, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, H1N1 influenza virus, avian flu or any other similar illness, or a fear of any of the foregoing, could adversely impact the Fund by causing significant disruptions in local and global economies, thereby adversely impacting the value of the Fund's investment. It is unknown whether and how the values of the Fund's investments may be affected if such an epidemic persists for an extended period of time.

xxxiv. *General Risks Associated with Sustainable Investing* – While the Fund takes ESG metrics into consideration when selecting investments, there can be no assurance that the metrics taken into account by the Investment Manager will result in the Fund's investments aligning with an investor's specific values or beliefs.

Investment Manager

The ICAV has appointed ARGA Investment Management, LP as Investment Manager to the Fund (the "**Investment Manager**"). The Investment Manager is a limited partnership organised in the United States with its principal office at 1010 Washington Boulevard, 6th Floor, Stamford, Connecticut, 06901, USA.

The Investment Manager is responsible for the investment activities and also provides management support services to the Fund.

The Investment Manager is regulated by the Securities Exchange Commission and specialises in the provision of discretionary asset management services. As at 30 June 2021, the Investment Manager has approximately USD$8 billion in assets under management.

The Investment Management Agreement dated 16 February 2016 between the ICAV and the Investment Manager provides that the appointment of the Investment Manager will continue unless and until terminated by either party giving to the other not less than 90 days' written notice although in certain circumstances, as set out in the Investment Management Agreement, the Investment Management Agreement may be terminated forthwith by notice in writing by either party to the other. The Investment Management Agreement contains certain indemnities payable out of the assets of the relevant Fund in favour of the Investment Manager which are restricted to exclude matters resulting from the fraud, wilful default or negligence of the Investment Manager in the performance or non-performance of its obligations and duties.

The Investment Management Agreement contains limited recourse provisions under which the recourse against the ICAV of the Investment Manager in respect of any claims arising under or in relation to the Investment Management Agreement is expressed to be limited to the Fund established in respect of the Shares to which such claims relate, and the Investment Manager will have no recourse to any other assets of the ICAV. Other sub-funds of the ICAV and the ICAV will not have recourse to the assets of the Fund or the Investment Manager. The ICAV's claims against the Investment Manager will relate to its roles as Investment Manager of the Fund. If following the realisation of the relevant Fund and the application of such realisation proceeds in payment of all claims of the Investment Manager relating to the relevant Fund and all other liabilities (if any) of the ICAV ranking pari passu with or senior to such claims which have recourse to the relevant Fund(s) (for these purposes the "**Relevant Date**"), such claims are not paid in full, (a) the amount outstanding in respect of such claims will be automatically extinguished, (b) the Investment Manager will have no further right of payment in respect thereof and (c) the Investment Manager will not be able to petition for the winding-up of the ICAV as a consequence of any such shortfall; provided that (a) and (b) above shall not apply to any assets of the relevant Fund that may be subsequently held or recouped by the relevant Fund between the Relevant Date and date of termination of the relevant Fund in accordance with the requirements of the Central Bank.

Profile of the Typical Investor

The Fund is suitable for investors seeking capital growth through direct and/or indirect investment in a diversified portfolio of European equities who are prepared to accept a medium to high degree of volatility.

Dividend Policy

The Fund does not pay dividends in respect of the Classes A – H, Class K or Classes A1 - H1 and Class K1 and it is expected that all income and gains will be reinvested.

The Directors may declare a dividend in respect of the Class I Shares and Class A2 Shares such that substantially all of the net income relating to such Shares 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”. Where dividends are declared, payments of such dividends are expected to be made to Shareholders within 7 Business Days of 30 July and 31 January, as appropriate.

Key Information for Buying and Selling

Base Currency

US Dollars

Business Day

Means any day (other than a Saturday or Sunday) on which banks are open for business in Ireland or such other day or days as may be determined by the Directors from time to time and as notified to Shareholders in advance.

Dealing Day

Means each Business Day and such other day or days as the Directors may, in their absolute discretion, determine and notify in advance to Shareholders provided that there shall be at least one Dealing Day per fortnight.

Dealing Deadline

In respect of a Dealing Day, the Dealing Deadline is 3.00 p.m. (Irish time) on the Business Day immediately preceding the relevant Dealing Day.

In exceptional circumstances, the Directors may, in their absolute discretion, accept applications received after the Dealing Deadline provided that such applications are received prior to the relevant Valuation Point.

Class*	Initial Issue Price	Minimum Initial Investment Amount
Class A USD$ Shares	USD$1.00	US $1,000,000
Class A1 USD$ Shares	USD$1.00	US $1,000,000
Class A2 USD$ Shares	USD$1.00	US $1,000,000
Class B GBP£ Shares	GBP£1.00	GBP£750,000
Class B1 GBP£ Shares	GBP£1.00	GBP£750,000
Class C JPY¥ Shares	JPY¥1.00	JPY¥100,000,000
Class C1 JPY¥ Shares	JPY¥1.00	JPY¥100,000,000
Class D EUR€ Shares	EUR€1.00	EUR€1,000,000
Class D1 EUR€ Shares	EUR€1.00	EUR€1,000,000
Class E SGD$ Shares	SGD$1.00	SGD$1,000,000
Class E1 SGD$ Shares	SGD$1.00	SGD$1,000,000
Class F HKD$ Shares	HKD$1.00	HKD$8,000,000
Class F1 HKD$ Shares	HKD$1.00	HKD$8,000,000
Class G AUS$ Shares	AUS$1.00	AUS$1,000,000
Class G1 AUS$ Shares	AUS$1.00	AUS$1,000,000
Class H NZ$ Shares	NZ$1.00	NZ$1,000,000
Class H1 NZ$ Shares	NZ$1.00	NZ$1,000,000
Class I GBP£ Shares	GBP£1.00	GBP£750,000
Class K CHF Shares	CHF 1.00	CHF 1,000,000
Class K1 CHF Shares	CHF 1.00	CHF 1,000,000

(Classes A-K and Class A2: no performance fees. Classes A1-K1: subject to performance fees. All classes: the Minimum Initial Investment Amount listed above is subject to the discretion of the Directors in each case to allow lesser amounts).

In relation to the Shares, which are not designated in the Base Currency, a currency conversion will take place on subscriptions, redemptions, switches and distributions at prevailing exchange rates and the value of the share expressed in the class currency will be subject to exchange rate risk in relation to the base currency.

Initial Offer Period

The Initial Offer Period for the Class D EUR Shares the has now closed. Accordingly, Class D EUR Shares are available for subscription at the Net Asset Value per Share on each Dealing Day.

The Initial Offer Period for the Class A USD Shares, Class A1 USD Shares, Class B GBP Shares, Class B1 GBP Shares, Class C JPY Shares, Class C1 JPY Shares, Class D 1 Shares, Class E SGD Shares, Class E1 SGD Shares, Class F HKD Shares, Class F1 HKD Shares, Class G AUD Shares, Class G1 AUD Shares, Class H NZD Shares, Class H1 NZD Shares and Class I GBP Shares shall be the period from 9:00 am (Irish time) on 6 January 2021 and ending at 5:00 pm (Irish time) on 31 January 2023 or such shorter or longer period as any one Director may decide in accordance with the Central Bank's requirements. Following the close of the Initial Offer Period, these Shares will be available for subscription at the Net Asset Value per Share on each Dealing Day.

The Initial Offer Period for the Class A2 USD Shares, Class K CHF Shares and Class K1 CHF Shares shall be the period from 9:00am (Irish time) on 1 August 2022 to 5:00pm (Irish time) on 31 January 2023 or such shorter or longer period as any one Director may decide in accordance with the Central Bank's requirements. Following the close of the Initial Offer Period, these Shares will be available for subscription at the Net Asset Value per Share on each Dealing Day.

Further Subscriptions of Shares

Following the Initial Offer Period, if any, in respect of Shares of a Class, application may be made to purchase Shares of the Fund class on each subscription Dealing Day at subscription prices calculated with reference to the Net Asset Value per Share of the relevant class calculated as at the Valuation Point for that subscription Dealing Day. The subscription price per Share of the relevant Fund is calculated in accordance with the procedures referred to under “Subscription Price” in the Prospectus.

Valuation Point

The Valuation Point shall be the close of business of the relevant market on the Dealing Day and in any event shall be after the Dealing Deadline. The Net Asset Value per Share of the Fund in respect of each Dealing Day will be published and available on the day after the relevant Dealing Day.

Settlement Date

Subscriptions will not be processed until the original Account Opening Form and all required identity verification documents (and all supporting documentation) have been received and verified by the Administrator. Upon receipt of your account number from the Administrator subscription monies should be paid to the Subscription/Redemptions Account specified in the Subscription Form (or such other account specified by the Administrator) so as to be received in cleared funds by no later than 3.00pm (Irish time) three Business Days immediately succeeding the relevant 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 Prospectus.

If payment in full and/or a properly completed Account Opening form and all required identity verification documents (and all supporting documentation) have not been received by the relevant times stipulated above, the application to subscribe 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 or a properly completed Account Opening Form and all required identity verification documentation (and all supporting documentation). The applicant may be charged interest at a reasonable rate or other reasonable costs incurred by the Fund to make good any loss, cost, expense or fees suffered by the Fund as a result of non-receipt by the Fund of such subscription monies and papers. Any such applicable costs will be charged at normal commercial rates.

Payment of redemption monies will normally be made by electronic transfer to the account of the redeeming Shareholder within three Business Days of the relevant Dealing Day.

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

The Directors may, where there are net subscriptions or redemptions, charge an Anti-Dilution Levy which will be calculated to cover the costs of acquiring or selling investments as a result of net subscriptions or redemptions on any Dealing Day, which will include any dealing spreads and commissions and 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.

The level of the Anti-Dilution Levy may vary but at no time shall exceed a maximum of 0.40% in respect of subscriptions and redemptions. In this regard, no more than 0.40% may be added to the subscription price or deducted from the redemption price. Investors should note that the Anti-Dilution Levy is referred to in the key investment information document as an entry and exit charge. In the event subscription and redemptions are made simultaneously, the Anti-Dilution Levy will be applied on the net subscription and redemption amounts.

Publication

The Net Asset Value per Share will be published 1 Business Day following the relevant Dealing Day on www.bloomberg.com and may also be published in financial press on a weekly basis.

Fees and Expenses

Investment Management Fee

Under the provisions of the Investment Management Agreement, the ICAV will pay the Investment Manager a fee of up to 0.80% per annum of the Net Asset Value of the Fund attributable to Class A Shares, Class A2 Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares and Class K Shares accrued monthly and payable quarterly in arrears.

The ICAV will pay the Investment Manager a fee of up to 0.48% per annum of the Net Asset Value of the Fund attributable to Class A1 Shares, Class B1 Shares, Class C1 Shares, Class D1 Shares, Class E1 Shares, Class F1 Shares, Class G1 Shares, Class H1 Shares and Class K1 Shares accrued monthly and payable quarterly in arrears.

The Investment Manager may waive or rebate all or part of the investment management fee to Shareholders, it being acknowledged that such waiver or rebate, if any, may differ between Shareholders and that the Investment Manager will have ultimate discretion in this matter.

The Investment Manager shall also be entitled to be repaid out of the assets of the Fund all costs, expenses, outgoings and liabilities reasonably and properly incurred by or on behalf of the Investment Manager on behalf of the Fund.

Performance Fee

In addition to the Investment Management Fee the Investment Manager is entitled to a performance fee (the "**Performance Fee**") in relation to the relevant Class of Shares. The Performance Fee will be paid out of the net assets attributable to the relevant Class of Shares.

The Performance Fee shall be calculated and shall accrue at each Valuation Point and the accrual will be reflected in the Net Asset Value per Share of the relevant Class of Shares. All fees and expenses (except the Performance Fee for the relevant Performance Period) are deducted prior to calculating the Performance Fee. The first Performance Fee period for a relevant Class of Shares shall begin at the end of the Initial Offer Period of the relevant Class of Shares and finish on the 31 December of the following year to ensure that the performance fee period is at least 12 months. Subsequent Performance Fee periods shall be calculated in respect of each period of twelve months beginning on 1 January and ending the following 31 December (the "**Performance Period**").

The Performance Fee will be paid annually in arrears as soon as practicable after the close of business on the Business Day following the end of the relevant Performance Period.

The Performance Fee for each Performance Period shall be equal to 15% of the amount, if any, by which the Net Asset Value before Performance Fee accrual of the relevant Class of Shares exceeds the Indexed Net Asset Value of the relevant Class of Shares on the last Business Day of the Performance Period. In addition, the Performance Fee with respect to any redemptions of Shares during the Performance Period will crystallise and become payable within 14 days of redemption date. Excess performance should be calculated net of all costs but could be calculated without deducting the performance fee itself, provided that in doing so it is in the investor's best interest.

"Indexed Net Asset Value" means in respect of the first Performance Period for the relevant Class of Shares the Initial Offer Price of the relevant Class of Shares multiplied by the number of Shares of the Class of Shares issued during the Initial Offer Period, increased on each Dealing Day by the value of any subscriptions or decreased pro rata by the value of any redemptions which have taken place since the Initial Offer Period, adjusted by the Benchmark Return over the course of the Performance Period.

For each subsequent Performance Period for the relevant Class of Shares the "Indexed Net Asset Value" means either

(i) where a Performance Fee was payable in respect of the prior Performance Period, the Net Asset Value of the Class of Shares as at the end of the last Performance Period, increased on each Dealing Day by the value of any subscriptions or decreased pro rata by the value of any redemptions which have taken place since the beginning of such Performance Period, adjusted by the Benchmark Return over the course of the Performance Period; or

(ii) where no Performance Fee was payable in respect of the prior Performance Period, the Indexed Net Asset Value of the Class of Shares at end of the prior Performance Period at which the last Performance Fee was paid, increased on each Dealing Day by the value of any subscriptions or decreased pro rata by the value of any redemptions which have taken place since the beginning of such Performance Period, adjusted by the Benchmark Return over the course of the Performance Period.

As the Performance Fee is payable on the performance of the relevant Class of Shares relative to the Index (outperformance), a Performance Fee may be payable in circumstances where the relevant Class of Shares has out-performed the Index, but, overall the Fund has a negative performance, i.e. the Net Asset Value of the Fund has declined. For the avoidance of doubt any underperformance versus the benchmark will be carried forward from one Performance Period to the next and must be recouped before any additional Performance Fee will accrue.

"Benchmark Return" means the performance of the MSCI Europe Index (Net) USD (the "**Index**") over the course of the Performance Period or the equivalent currency for the relevant Class of Shares. The Index captures large and mid cap representation across 15 developed markets countries in Europe. The Index covers approximately 85% of the free float-adjusted market capitalization across the European developed markets equity universe. Further details on the composition of the Index and its calculation methodology can be found at https://www.msci.com/documents/10199/4cdaaef3-176f-4da8-b101-630513a19fe4.

Examples of how the Performance Fee is calculated are set out in Appnedix I to this Supplement. For past performance against the Index, investors should review the latest key investor information document for the relevant Share Class available at https://iqeq.com/skyline.

The Performance Fee shall be calculated by the Administrator and verified by the Depositary and is not open to manipulation.

Administration Fee

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. These fees shall accrue and be calculated on each Dealing Day and shall be payable monthly in arrears.

Depositary Fee

The Depositary will be entitled to receive from the ICAV 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 incurred by the Depositary in the performance of its duties as Depositary of the Fund. These fees shall accrue and be calculated on each Dealing Day and shall be payable monthly in arrears.

Management Fee

IQ EQ Fund Management (Ireland) Limited, in its role as Manager and Global Distributor of the Fund, will be entitled to receive out of the assets of the Fund an annual fee which will not exceed 0.10% of the net assets of the Fund (plus VAT, if any) subject to a minimum annual fee of €50,000.

Establishment Expenses

The fees and expenses incurred in connection with the establishment of the Fund did not exceed €20,000. These fees and expenses were paid out of the assets of the Fund and will be amortised over the first five years.

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

Cap on Certain Fees and Expenses

The Investment Manager will bear any fund operating expenses that affect the Net Asset Value of the Fund, other than the Investment Management Fee, transaction based charges and anti-dilution levy, where they exceed a cap of 0.15% per annum of the Net Asset Value of the Fund, or such lesser amount as may be determined by the Investment Manager in its sole discretion (the "**Cap**"). Where the Cap is exceeded, the Fund may offset any or all of the Investment Management Fee due against any such fund operating expenses.

Appendix 1

Performance Fee Worked Example

_Performance Fee_Class Shares	Proceeds of Initial Offer	NAV at end of Year 1 before performance fees	NAV at end of Year 2 before performance fees	NAV at end of Year 3 before performance fees
Investor A subscribes in Initial Offer Period	£100	£210	£310	£220
Benchmark return (assumed for the example as 2% for each period)				
Additional subscriptions		£105 at the beginning of Year 1	£106 at the beginning of Year 2	
Investor A redeems in the beginning of Year 3 at £103, when NAV is £310				No performance fee due on Investor A's redemption
Indexed NAV		(£100+£105)+2% =£209.10	(£209.865+£106)+2% =£322.18	(£322.18-(£103/310*£322.18))+2 % =£219.44
Performance fee due		(£210 – £209.10)*15% =£0.135	None. NAV< Hurdle Rate Adjusted NAV	£220-£219.44*15% =£0.084
NAV after payment of performance fees		£209.865	£310	£219.92