BNY | INVESTMENTS

# PROSPECTUS

**BNY ETF ICAV**

DATED: 8 OCTOBER 2026




*An open-ended umbrella Irish collective asset-management vehicle with segregated liability between sub-funds formed in Ireland under the Irish Collective Asset-management Vehicles Act 2015 and authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations.*

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# Important Information

**This Prospectus contains important information and should be read carefully before investing.**

## Reliance on this Prospectus and KIID/KID Access

In deciding whether to invest in the ICAV, investors should rely on information in this Prospectus, the Supplement of the relevant Sub-Fund and the relevant Sub-Fund's most recent annual and/or semi-annual reports. Each Class that is available for subscription will have a KIID/KID issued in accordance with the Central Bank Rules. Prospective investors should also consider the KIID/KID for the relevant Class prior to subscribing for Shares in that Class to assist them in making an informed investment decision.

While some Classes are described in the Supplement for the relevant Sub-Fund as available, these Classes may not currently be offered for subscription and in that event a KIID may not be available. Prospective investors should contact the Investment Manager or Distributor directly to determine whether the relevant Class is available for subscription.

Where a KIID is provided, a Sub-Fund must calculate and disclose in the relevant KIID a Synthetic Risk and Reward Indicator ("**SRRI**") in accordance with the methodology prescribed in the European Securities and Markets Authority's ("**ESMA**") Guidelines on the Methodology for the Calculation of the SRRI (or any successor or replacement risk indicator methodology as may be prescribed by applicable law or regulation from time to time). The SRRI will correspond to a number designed to rank the relevant Sub-Fund over a scale from 1 to 7, according to its increasing level of volatility/risk-reward profile. The historic performance of each Sub-Fund is set out in the relevant KIID.

Where a KID is provided, a Sub-Fund must calculate and disclose in the relevant KID a summary risk indicator (or "**SRI**") and cost information in accordance with the requirements of the PRIIPs Regulation (as may be amended from time to time, including to reflect any comprehensive cost indicator or similar standardised cost disclosure requirements). The SRI will correspond to a number designed to rank the relevant Sub-Fund over a scale of 1 to 7, according to the level of volatility/risk-reward profile. The SRRI and SRI differ in calculation methodology with the SRI taking into account, amongst other factors, credit risk. Accordingly, a Sub-Fund may be assigned a different SRRI to the SRI assigned under the PRIIPs Regulation.

Investors should note that the regulatory framework governing risk and cost disclosures for investment funds is subject to ongoing development at EU level. The ICAV will update its disclosure documents, including this Prospectus and the relevant KIID or KID, to reflect any material changes to applicable requirements as and when they come into effect.

Because the Prospectus and KIID may be updated from time to time, investors should make sure they have the most recent versions.

Statements made in this Prospectus are based on the law and practice in force in Ireland at the date of this Prospectus, which may be subject to change. This Prospectus will be updated to take into account material changes from time to time and any such amendments will be notified in advance to and cleared by the Central Bank.

**If you are in any doubt about the contents of this Prospectus, the risks involved in investing in the ICAV or the suitability for you of investing in the ICAV, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser.**

Neither the ICAV, the Manager nor the Investment Manager shall be liable to investors (or to any other persons) for any error of judgement in the selection of each Sub-Fund's investments.

This Prospectus and any non-contractual obligations arising out of or in connection with it shall be governed by and construed in accordance with Irish law. With respect to any suit, action or proceedings relating to any dispute arising out of or in connection with this Prospectus (including any non-contractual obligations arising out of or in connection with it), each party irrevocably submits to the jurisdiction of the Irish courts.

## Central Bank Authorisation

The ICAV is both authorised and supervised by the Central Bank**. The authorisation of the ICAV by the Central Bank shall not constitute a warranty as to the performance of the ICAV and the Central Bank shall not be liable for the performance or default of any Sub-Fund of the ICAV. The authorisation of the ICAV is not an endorsement or guarantee of the ICAV by the Central Bank nor is the Central Bank responsible for the contents of this Prospectus.**

## Segregated Liability and Structure

The ICAV has segregated liability between its Sub-Funds and accordingly any liability incurred on behalf of or attributable to any Sub-Fund shall be discharged solely out of the assets of that Sub-Fund.

The ICAV is an open-ended umbrella Irish collective asset-management vehicle with segregated liability between Sub-Funds formed in Ireland on 12 May 2026 under the ICAV Act with registration number C582832. The ICAV has been authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations.

The ICAV is structured as an umbrella fund consisting of different Sub-Funds, each comprising one or more Classes.

## Responsibility

To the best of the knowledge and belief of the Directors (whose names appear under the heading "Management of the ICAV – The Board of Directors" below and who have taken reasonable care to confirm that such is the case) the information contained in this Prospectus is in accordance with the facts and does not in the Directors' judgment omit anything likely to materially affect the import of such information. The Directors accept responsibility for the information contained in this Prospectus accordingly.

## Prospectus/Supplements

This Prospectus describes the ICAV. The ICAV issues Supplements to this Prospectus relating to each Sub-Fund. A separate Supplement will be issued at the time of establishment of each Sub-Fund. **Each Supplement forms part of and should be read in the context of and in conjunction with this Prospectus.**

This Prospectus may only be issued with one or more Supplements, each containing information in relation to a particular Sub-Fund. Details relating to Classes may be dealt with in the relevant Supplement for the particular Sub-Fund or in a separate Class Supplement for each Class. Shareholders and potential investors should refer to the most recent Supplement and/or Class Supplement for details of the existing Classes which will also be included in the relevant Sub-Fund's semi-annual and annual reports.

Shares in any of the Sub-Funds may be subscribed for or redeemed in cash or, at the Directors' discretion, on an in-specie (in-kind) basis. Shares may also be bought or sold on the Secondary Market (as described below).

The ICAV may decline any application for Shares in whole or in part without assigning any reason therefor and will not accept an initial subscription for Shares of any amount which is less than the Minimum Subscription Amount as set forth in the Supplement for the relevant Sub-Fund, unless the Minimum Subscription Amount is waived by the Directors.

The Shares of each Sub-Fund may be listed on one or more Relevant Stock Exchanges and are fully transferable by Shareholders. It is envisaged that Shares will be bought and sold by private and professional investors in the Secondary Market like the ordinary shares of a listed company. However, the ICAV cannot guarantee that a liquid secondary market will develop in relation to the Shares of any particular Sub-Fund.

## Anti-Dilution Levy

An Anti-Dilution Levy may be imposed upon the recommendation of the Manager, in consultation with the Investment Manager and the Directors, in the case of subscriptions and/or redemptions. Any such levy will be imposed on a transaction basis as a percentage adjustment on the value of the relevant subscription/ redemption calculated for the purposes of determining a Subscription Price or Redemption Price. The applicable rate will be communicated to the Administrator. The purpose of the Anti-Dilution Levy is to reflect the impact of dealing costs relating to the acquisition or disposal of assets and to preserve the value of the underlying assets of the relevant Sub-Fund where it is considered to be in the best interests of the Sub-Fund.

## Restrictions on Offerings

Potential subscribers and purchasers of Shares should consult a stockbroker, bank manager, solicitor, accountant or other financial adviser and inform themselves as to (a) the possible tax consequences, (b) the legal requirements, (c) any foreign exchange restrictions or exchange control requirements and (d) any other requisite governmental or other consents or formalities which they might encounter under the laws of the countries of their incorporation, citizenship, residence or domicile and which might be relevant to the subscription, purchase, holding or disposal of Shares.

The distribution of this Prospectus and the offering of Shares may be restricted in certain jurisdictions. This Prospectus does not constitute an offer or solicitation in any jurisdiction in which such offer or solicitation is not authorised. It is the responsibility of any person wishing to apply for Shares to inform themselves of and to observe all applicable laws and regulations of the countries of their nationality, residence or domicile.

The publication of the Net Asset Value per Share for each class of Shares in each Sub-Fund is for information purposes only, and is not an invitation to subscribe, convert or redeem Shares at the published Net Asset Value per Share.

In the context of SRD II, it is not intended that investment in the ICAV, by an institutional investor, as defined in SRD II, should infer a level of direct engagement between such an investor and the Manager or create a bilateral contractual relationship between the two. Should the ICAV receive a request for SRD II information from such an investor, this shall make the ICAV aware that it has an institutional investor in scope of SRD II requirements, and it will respond reactively to same.

Shares are offered only on the basis of the information contained in this Prospectus and, as appropriate, the latest audited annual accounts and any subsequent semi-annual report.

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

This Prospectus may be translated into other languages. Any such translation shall only contain the same information and have the same meaning as the English language Prospectus. To the extent that there is any inconsistency between the English language Prospectus and the Prospectus in another language, the English language Prospectus will prevail, except to the extent (but only to the extent) required by the laws of any jurisdiction including the regulations or requirements of the financial regulator of such jurisdiction where the Shares are sold. All disputes as to the terms thereof, regardless of the language version, shall be governed by, and construed in accordance with, the law of Ireland.

United States of America

The Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and the ICAV has not been and will not be registered under the U.S. Investment Company Act of 1940, as amended. Accordingly, the Shares may not be offered or sold, directly or indirectly, in the U.S. or to any U.S. Person except pursuant to an exemption from, or in a transaction not subject to the requirements of the U.S. Securities Act of 1933, as amended, and the U.S. Investment Company Act of 1940, as amended. The Shares have not been approved by the United States Securities and Exchange Commission, any state securities commission or other U.S. regulatory authority, nor have any of the foregoing

authorities passed upon or endorsed the merits of this offering or the accuracy or adequacy of these offering materials. Any representation to the contrary is unlawful.

### Suitability of Investment

**As the price of Shares in each Sub-Fund may fall as well as rise, the ICAV shall not be a suitable investment for an investor who cannot sustain a loss on their investment**. A typical investor will be seeking to achieve a return on their investment in the medium to long term.

The decision to invest in any Sub-Fund, and if so, how much, should be based on a realistic analysis of the investor's own financial circumstances and tolerance for investment risk.

As with any investment, future performance may differ from past performance, and Shareholders could lose money. There is no guarantee that any Sub-Fund will meet its objectives or achieve any particular level of future performance. These are investments, not bank deposits.

No Sub-Fund in this Prospectus is intended as a complete investment plan, nor are all Sub-Funds appropriate for all investors. Before investing in a Sub-Fund, each prospective investor should read the Prospectus and should understand the risks, costs and terms of investment in that Sub-Fund. In particular, investors should read and consider Appendix III to this Prospectus (entitled "Risk Factors") before investing in the ICAV.

### MiFID II Product Governance Rules – UCITS as non-complex financial instruments

Article 25 of MiFID II sets out requirements in relation to the assessment of suitability and appropriateness of financial instruments for clients. Article 25(4) contains rules relating to the selling of financial instruments by a MiFID-authorised firm to clients in an execution only manner. Provided the financial instruments are comprised from the list contained in Article 25(4)(a) (referred to broadly as non-complex financial instruments for these purposes), a MiFID-authorised firm selling the instruments will not be required to also conduct what is referred to as an "appropriateness test" on its clients. An appropriateness test would involve requesting information on the client's knowledge and experience on the type of investment offered and, on this basis, assessing whether the investment is appropriate for the client. If the financial instruments fall outside the list contained in Article 25(4)(a) (i.e. are categorised as complex financial instruments), the MiFID-authorised firm selling the instruments will be required to also conduct an appropriateness test on its clients.

UCITS (other than structured UCITS) are specifically referenced in the list in Article 25(4)(a).

Accordingly, unless otherwise disclosed in the relevant Supplement, each Sub-Fund is deemed to be a non-complex financial instrument for these purposes.

### Listing

It is intended that the Shares of each Sub-Fund will be listed and admitted for trading on a number of Relevant Stock Exchanges but the ICAV does not warrant or guarantee that such listings will take place or continue to exist.

The ICAV intends to comply with any rules and requirements of the Relevant Stock Exchange for as long as the Shares of any Sub-Fund will be listed on the Relevant Stock Exchange.

Certain financial institutions may act as market makers in order to provide the liquidity of the Shares on the Secondary Market.

The approval of any listing particulars pursuant to the listing requirements of the Relevant Stock Exchange does not constitute a warranty or representation by such stock exchange as to the competence of the service providers or as to the adequacy of information contained in the listing particulars or the suitability of the Shares for investment or for any other purpose.

For details of where Shares are listed or admitted for trading, please refer to the Website.

# Definitions

"**Accounting Period**"

means a period ending on 30 September of each year or such other date as the Directors may from time to time decide with the prior approval of the Central Bank;

"**Accumulating Share Class**"

means a Share Class designated as being "Accumulating" in the list of Share Classes disclosed in the relevant Supplement and in respect of which the income and other profits will be accumulated and reinvested;

"**Administration Agreement**"

means the agreement made between the Manager, the ICAV and the Administrator dated 8 October 2026 as may be amended or supplemented from time to time in accordance with the Central Bank Rules pursuant to which the latter was appointed as administrator of the ICAV;

"**Administrator**"

means BNY Mellon Fund Services (Ireland) Designated Activity Company or any successor thereto duly appointed in accordance with the Central Bank Rules as the administrator to the ICAV;

"**Affiliate**"

means any subsidiary or holding company of the ICAV, the Manager or the Investment Manager as the case may be, and any subsidiary of such holding company and for these purposes the terms "subsidiary" and "holding company" shall have the same meaning as in sections 7 and 8 of the Companies Act 2014;

"**AIF**"

means an alternative investment fund as defined in regulation 5(1) of the European Union (Alternative Investment Fund Managers) Regulations 2013 (S.I. No. 257 of 2013) and/or any other collective investment undertaking meeting the criteria outlined in Regulation 68(e) of the UCITS Regulations including, where relevant and in the event of the United Kingdom becoming a third country, UCITS authorised by the Financial Conduct Authority in the United Kingdom in accordance with Directive 2009/65/EC of the European Parliament and of the Council, as amended, supplemented, consolidated or otherwise modified from time to time;

"**ADR**"

means an American Depositary Receipt;

"**Anti-Dilution Levy**"

means an adjustment made on a transaction basis in the case of subscriptions and/or redemptions as a percentage adjustment (to be communicated to the Administrator) on the value of the relevant subscription/ redemption calculated for the purposes of determining a Subscription Price or Redemption Price to reflect the impact of dealing costs relating to the acquisition or disposal of assets and to preserve the value of the underlying assets of the relevant Sub-Fund;

"**Application Form**"

means such account opening form or application form (as the context requires) as the Directors may prescribe, to be completed by the Authorised Participant for the purposes of opening a Primary Market dealing account in relation to the ICAV and/or relevant Sub-Fund;

"**Approved Credit Institution**"

means a credit institution authorised: a) in the EEA; b) within a signatory state, other than a member state of the EEA, to the Basel Capital, Convergence Agreement of July 1988 (Switzerland, Canada, Japan, United States); or c) in a third country deemed equivalent pursuant to Article 107(4) of the Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012; or d) such other category of credit institution as may be permitted by the UCITS Regulations, the Central Bank Regulations and/or the Central Bank from time to time;

"**Authorised Participant**"

means a market maker or broker-type entity which has completed the ICAV's Application Form and entered into an Authorised Participant Agreement with the ICAV and is registered with the ICAV as an authorised participant and therefore able to subscribe directly to, or redeem directly from, the ICAV for Shares in a Sub-Fund (i.e. the Primary Market) and who is not a Prohibited Person;

"**Authorised Participant Agreement**"

means the agreement entered into between an applicant and the ICAV which enables the applicant to act as an Authorised Participant and to subscribe for or redeem Shares in the ICAV;

"**Base Currency**"

means, in relation to any Sub-Fund, such currency as is specified as such in the Supplement for the relevant Sub-Fund;

"**Benchmark Regulation**"

means Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds as may be amended, supplemented, consolidated, substituted in any form or otherwise modified from time to time;

"**Benchmark Regulation Register**"

means the register of administrators and benchmarks maintained by ESMA under the Benchmark Regulation;

"**BNY**"

means the corporate brand of The Bank of New York Mellon Corporation;

"**BNY Group**"

means the BNY corporation as a whole and/or its various group entities;

"**BNY Investments**"

means specific entities and business units within the BNY Group involved in investment activities;

"**Bond Connect**"

means the mutual bond market access scheme between Mainland China and Hong Kong established by China Foreign Exchange Trade System & National Interbank Funding Centre ("**CFETS**"), China Central Depository & Clearing Co., Ltd ("**CCDCC**"), Shanghai Clearing House, and Hong Kong Exchanges and Clearing Limited and Central Moneymarkets Unit. This scheme allows foreign investors (including a Sub-Fund) to invest in the China interbank bond market (CIBM) through connection between the related Mainland and Hong Kong financial infrastructure institutions. Further details about Bond Connect are set out in Appendix VIII to this Prospectus;

"**Business Day**"

means, in relation to any Sub-Fund, each day as is specified as such in the Supplement for the relevant Sub-Fund;

"**Cash Component**"

means the cash component of the Portfolio Composition File, which is determined after the calculation of the Net Asset Value of the relevant Sub-Fund for the relevant Dealing Day on the basis of the Net Asset Value per Share and equals the difference between the value of the Shares to be issued or redeemed, as the case may be, and the value of the securities to be purchased, sold, provided or delivered in kind as part of the subscription or redemption, as the case may be, using the same valuation methodology as that used to determine the Net Asset Value per Share and in which the ICAV, or the Investment Manager on its behalf, may, in their sole and absolute discretion, include an appropriate provision for Duties and Charges in respect of each such subscription and redemption;

"**CBDF Directive**"

means Directive (EU) 2019/1160 of the European Parliament and of the Council of 20 June 2019 amending Directives 2009/65/EC and 2011/61/EU with regard to cross-border distribution of collective investment undertakings as may be amended, supplemented, consolidated, substituted in any form or otherwise modified from time to time;

"**CBDF Regulation**"

means Regulation (EU) 2019/1156 as may be amended, supplemented, consolidated, substituted in any form or otherwise modified from time to time;

"**Central Bank**"

means the Central Bank of Ireland or any successor regulatory authority with responsibility for authorising and supervising the ICAV;

"**Central Bank Regulations**"

means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations 2026 (S.I. No. 316 of 2026), as may be amended, supplemented, consolidated, substituted in any form or otherwise modified from time to time

"**Central Bank Rules**"

means the Central Bank Regulations and any other statutory instrument, regulations, rules, conditions, notices, requirements or guidance of the Central Bank issued from time to time applicable to the ICAV pursuant to the UCITS Regulations;

"**Central Securities Depositaries**"

means such Recognised Clearing and Settlement Systems which are national settlement systems for individual national markets. As the Sub-Funds issue Shares through the ICSD settlement system, Central Securities Depositaries would be Participants in an ICSD;

"**CIS**"

means a UCITS or other alternative investment fund within the meaning of Regulation 68(1)(e) of the UCITS Regulations and which is prohibited from investing more than 10% of its assets in other such collective investment schemes;

"**Class(-es)**"

means the class or classes of Shares (if any) relating to a Sub-Fund, the details applicable to which shall be pre-determined and as described in the relevant Supplement;

"**Clear Day**"

means in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"**Clearstream**"

means Clearstream Banking, Société Anonyme, Luxembourg and any successor in business thereto;

"**Collection Account**"

means the collection account for each Sub-Fund in the name of the Sub-Fund through which subscription and redemption proceeds and dividend income (if any) for each Sub-Fund are channeled, operated in accordance with the Central Bank's requirements and the details of which are specified in the Application Form;

"**Common Depository**"

means the entity appointed as a depositary for the ICSD, currently The Bank of New York Mellon, London Branch having its registered office at 160 Queen Victoria Street, London EC4V 4LA, United Kingdom

nominated by ICSD to hold the Global Share Certificate. For the avoidance of doubt, the Common Depository is not affiliated to the Depositary;

"**Common Depository's Nominee**"

means the entity appointed as nominee for any Common Depository and as such acts as the registered holder of the Shares in the Sub-Funds, currently, the Bank of New York (Depository) Nominees Limited;

"**Conversion Charge**"

means the charge, if any, payable on the conversion of Shares as is specified in the Supplement for the relevant Sub-Fund;

"**Country Supplement**"

means a supplement to this Prospectus, issued from time to time, specifying certain information pertaining to the offer of Shares of the ICAV or a Sub-Fund or Class in a particular jurisdiction or jurisdictions;

"**Creation Unit**"

means the minimum number of Shares for subscription in kind or cash or the minimum number of Shares for redemption in kind or cash, which shall be set out in the Supplement for the relevant Sub-Fund and as may be lowered by the Directors either generally or in any particular case;

"**CRS**"

means the Standard for Automatic Exchange of Financial Account Information approved on 15 July 2014 by the Council of the Organisation for Economic Cooperation and Development, also known as the Common Reporting Standard, and any bilateral or multilateral competent authority agreements, intergovernmental agreements and treaties, laws, regulations, official guidance or other instrument facilitating the implementation thereof and any law implementing the Common Reporting Standard, as implemented in Ireland;

"**Currency Hedged Share Class**"

means a Share Class of a Sub-Fund which allows the use of hedging transactions to reduce the effect of exchange rate fluctuations as described under the section entitled "Currency Hedged Share Classes" in this Prospectus;

"**Data Protection Legislation**"

means (i) the General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and the Council of 27 April 2016); (ii) the Data Protection Acts 1988 to 2018, as may be amended from time to time and (iii) any guidance and/or codes of practice issued by the Irish Data Protection Commission or other relevant supervisory authority, including without limitation the European Data Protection Board in each case as amended, supplemented or replaced from time to time;

"**Dealing Day**"

means, in respect of each Sub-Fund, each Business Day on which subscriptions for, redemptions of and exchanges of relevant Shares can be made by the ICAV as specified in the Supplement for the relevant Sub-Fund and/or such other Dealing Days as the Directors shall determine and notify to Shareholders in advance, provided that there shall be at least two Dealing Days in each Month occurring at regular intervals;

"**Dealing Deadline**"

means, in relation to any application for subscription, redemption or conversion of Shares of a Sub-Fund, the day and time specified in the Supplement for the relevant Sub-Fund by which such application must be received by the Administrator on behalf of the ICAV in order for the subscription, redemption or conversion of Shares of the Sub-Fund to be made by the ICAV on the relevant Dealing Day;

"**Dealing NAV**"

means, the price of a Share in a Sub-Fund calculated at the Valuation Point on the relevant Dealing Day, which is used to process investor subscriptions and redemptions;

"**Depositary**"

means The Bank of New York Mellon SA/NV Dublin Branch or any successor thereto duly appointed with the prior approval of the Central Bank as the depositary of the ICAV in accordance with the Central Bank Rules;

"**Depositary Agreement**"

means the agreement made between the ICAV, the Manager and the Depositary dated 8 October 2026 as may be amended or supplemented from time to time in accordance with the Central Bank Rules, pursuant to which the latter was appointed depositary of the ICAV;

"**Directors**"

mean the directors of the ICAV or any duly authorised committee or delegate thereof, each a **Director**;

"**Disruption Event**"

means a Market Disruption Event or a Force Majeure Event;

"**Distributing Share Class**"

means a Share Class designated as being "Distributing" in the list of Share Classes listed in the relevant Supplement and in respect of which distributions of income will be declared;

"**Distributor**"

means, unless specifically stated otherwise in the Supplement for the relevant Sub-Fund, Insight Investment Management (Global) Limited or any successor thereto as may be amended or supplemented from time to time appointed by the Manager in accordance with the Central Bank Rules, pursuant to which the latter was appointed as a distributor of the ICAV;

"**Duties and Charges**"

shall include in relation to any Sub-Fund or Share Class, all stamp and other duties, taxes, governmental charges, brokerage, bank charges, foreign exchange spreads, interest, Depositary or sub-custodian charges (relating to sales and purchases), transfer fees, registration fees and other duties and charges (including hedging-related costs and transaction costs) whether in connection with the original acquisition or increase of the assets of the relevant Sub-Fund or Share Class or the creation, issue, sale, redemption or switching of Shares or the sale or purchase of Investments or in respect of certificates or otherwise which may have become or may be payable in respect of or prior to or in connection with or arising out of or upon the occasion of the transaction or dealing in respect of which such duties and charges are payable, which, for the avoidance of doubt, includes, when calculating subscription and redemption prices, any provision for spreads (to take into account the difference between the price at which assets were valued for the purpose of calculating the Net Asset Value and the actual or estimated price at which such assets shall be bought as a result of a subscription and sold as a result of a redemption and to take into account unrealised gains or losses (and their crystallisation, reinvestment or settlement) from currency forwards in connection with a sale, redemption or switching of Shares in a Currency Hedged Share Class), but shall not include any commission payable to agents on sales and purchases of Shares or any commission, taxes, charges or costs which may have been taken into account in ascertaining the Net Asset Value per Share of Shares in the relevant Sub-Fund or Share Class;

"**EDR**"

means a European Depositary Receipt;

"**EEA Member States**"

means the member states of the European Economic Area, the current members at the date of this Prospectus being the EU Member States, Iceland, Liechtenstein and Norway;

"**Eligible Counterparty**"

means a counterparty to OTC derivatives with which a Sub-Fund may trade and belonging to one of the categories approved by the Central Bank which at the date of this Prospectus comprise the following:

a) a Relevant Institution;

b) an investment firm, authorised in accordance with the Markets in Financial Instruments Directive 2024/65/EU, as amended (MiFID II) in an EEA Member State; or

c) a group company of an entity approved as a bank holding company by the Federal Reserve of the United States of America where that group company is subject to bank holding company consolidated supervision by the Federal Reserve;

"**EMIR**"

means Regulation (EU) No 648/2012 on OTC derivatives, central counterparties and trade repositories as may be amended or supplemented from time to time;

"**ESG**"

means environmental, social and governance;

"**ETF Portal**"

means the order facility platform of the Administrator which may be used by Authorised Participants to submit dealing requests in respect of Shares in a Sub-Fund and to obtain information in relation to the dealing procedures;

"**EU Member States**"

means the member states of the European Union;

"**Euro, EUR or €**"

means the lawful currency of the participating EU Member States which have adopted the single currency in accordance with the EC Treaty of Rome dated 25 March 1957 as amended;

"**Euroclear**"

means Euroclear Bank S.A. and any such successor in business thereto, as operator of the Euroclear clearing system, a Recognised Clearing and Settlement System, which provides securities services to the ICAV;

"**EU Criteria for Environmentally Sustainable Economic Activities**"

means the criteria set out in Article 3 of the EU Taxonomy Regulation;

"**EU Taxonomy Regulation**"

means Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investments and amending Regulation (EU) 2019/2088;

"**EU Taxonomy Regulation Enabling Activities**"

means economic activities that directly enable other activities to make a substantial contribution to one of the EU Taxonomy Regulation's environmental objectives provided that such economic activity (i) does not lead to a lock-in of assets that undermine long-term environmental goals, considering the economic lifetime of those assets and (ii) has a substantial positive environmental impact on the basis of life-cycle considerations;

"**EU Taxonomy Regulation Technical Screening Criteria**"

means the technical screening criteria established in accordance with the EU Taxonomy Regulation in order to assess the degree to which an investment is environmentally sustainable for the purposes of the EU Taxonomy Regulation;

"**EU Taxonomy Regulation Transitional Activities**"

means activities for which, in the case of the climate change mitigation objective, there are no technologically and economically feasible low-carbon alternatives and which meet specified criteria such that they support the transition to a climate-neutral economy in a manner that is consistent with a pathway to limit the temperature increase to 1.5 degrees Celsius above pre-industrial levels;

"**European Green Bonds**"

means European green bonds that have been issued under the European Green Bonds Regulation (Regulation (EU) 2023/2631) as may be amended from time to time;

"**Exempt Irish Shareholder**"

means:

a) a qualifying management company within the meaning of section 739B(1) TCA;

b) an investment undertaking within the meaning of section 739B(1) TCA;

c) an investment limited partnership within the meaning of section 739J TCA;

d) a pension scheme which is an exempt approved scheme within the meaning of section 774 TCA, or a retirement annuity contract or a trust scheme to which section 784 or 785 TCA applies;

e) a company carrying on life business within the meaning of section 706 TCA;

f) a special investment scheme within the meaning of section 737 TCA;

g) a unit trust to which section 731(5)(a) TCA applies;

h) a charity being a person referred to in section 739D (6)(f)(i) TCA;

i) a person who is entitled to exemption from income tax and capital gains tax by virtue of section 784A(2) TCA or section 848B TCA and the Shares held are assets of an approved retirement fund or an approved minimum retirement fund;

j) a person who is entitled to exemption from income tax and capital gains tax by virtue of section 787I TCA and the Shares held are assets of a personal retirement savings account as defined in section 787A TCA;

k) the National Asset Management Agency;

l) the Courts Service;

m) a credit union within the meaning of section 2 of the Credit Union Act 1997;

n) an Irish resident company, within the charge to corporation tax under Section 739G(2) TCA, but only where the ICAV is a money market fund;

o) a company which is within the charge to corporation tax in accordance with section 110(2) TCA in respect of payments made to it by the ICAV;

p) any other person as may be approved by the Directors from time to time provided the holding of Shares by such person does not result in a potential liability to tax arising to the ICAV in respect of that Shareholder under Part 27, Chapter 1A TCA; and

q) the National Treasury Management Agency of Ireland, or a fund investment vehicle within the meaning of Section 739D(6)(kb) TCA;

and has provided a Relevant Declaration to this effect to the ICAV;

"**FATCA**"

means (a) sections 1471 to 1474 of the U.S. Internal Revenue Code of 1986 or any associated regulations or other official guidance; (b) any intergovernmental agreement, treaty, regulation, guidance or other agreement between the Government of Ireland (or any Irish government body) and the U.S., UK or any other jurisdiction (including any government bodies in such jurisdiction), entered into in order to comply with, facilitate, supplement, implement or give effect to the legislation, regulations or guidance described in paragraph (a) above; and (c) any legislation, regulations or guidance in Ireland that give effect to the matters outlined in the preceding paragraphs;

"**FCA**"

means the United Kingdom Financial Conduct Authority;

"**FDI**"

means a financial derivative instrument (including an OTC derivative);

"**Force Majeure Event**"

means an event or circumstance (including, without limitation, a systems failure, natural or man-made disaster, act of God, armed conflict, act of terrorism, riot or labour disruption or any similar intervening circumstance) that is beyond the reasonable control of the Investment Manager and that the Investment Manager determines affects the Sub-Fund Assets;

"**Foreign Person**"

means a person who is neither resident nor ordinarily resident in Ireland for tax purposes who has provided the ICAV with the Relevant Declaration under Schedule 2B TCA and in respect of whom the ICAV is not in possession of any information that would reasonably suggest that the declaration is incorrect or has at any time been incorrect;

"**GDR**"

means a Global Depositary Receipt;

"**Global Share Certificate**"

means the certificate evidencing entitlement to Shares pursuant to the Instrument of Incorporation (as described in further detail under the section of this Prospectus entitled "Share Dealings");

"**ICAV**"

means an Irish collective asset-management vehicle; namely BNY ETF ICAV;

"**ICAV Act**"

means the Irish Collective Asset-management Vehicles Act 2015 as may be amended, consolidated or substituted from time to time and including any regulations made thereunder by ministerial order and

any conditions that may from time to time be imposed thereunder by the Central Bank whether by notice or otherwise affecting the ICAV;

"**ICSD**"

means International Central Securities Depositaries being such Recognised Clearing and Settlement Systems used by the Sub-Funds in issuing their Shares through the International Central Securities Depositary settlement system, which is an international settlement system connected to multiple national markets, and which includes Euroclear and/or Clearstream;

"**In-Kind Transaction Fee**"

means the fee amount payable by an Authorised Participant in the currency specified in the relevant Supplement, in addition to the value of the Shares subscribed for, or deducted from the value of the Shares redeemed;

"**Index Provider**"

means, in relation to a Sub-Fund, the entity or person acting by itself or through a designated agent which compiles, calculates and publishes information on the Reference Index corresponding to a Sub-Fund and who has licensed the Reference Index to the ICAV, as specified in the relevant Supplement;

"**Index Disruption and Adjustment Event**"

means in respect of a Reference Index or a Reference Asset, an event which impacts the ability of the counterparty to perform its obligations under one or more derivative contracts;

"**iNAV**"

is an indicative measure of the intraday portfolio value of the net asset value of a Sub-Fund based on the most up-to-date information, as further described under the heading "Intra-Day Portfolio Value, iNAV". The iNAV is not the value at which investors on the secondary market purchase and sell their Shares.

"**Initial Issue Price**"

means the price (excluding any Duties and Charges) per Share at which Shares are initially offered in a Sub-Fund during the Initial Offer Period as specified in the Supplement for the relevant Sub-Fund;

"**Initial Offer Period**"

means the period during which Shares in a Sub-Fund are initially offered at the Initial Issue Price as specified in the Supplement for the relevant Sub-Fund;

"**Institutional Investors**"

means investors who qualify as institutional investors according to the Shareholder Rights Directive II and include institutional investors managing money on behalf of Retail Investors;

"**Instrument of Incorporation**"

means the instrument of incorporation of the ICAV as amended from time to time in accordance with the ICAV Act and the Central Bank Rules;

"**International Paying Agent**"

means The Bank of New York Mellon, London Branch or any successor thereto as may be appointed by the Manager;

"**Investment(s)**"

means any investment(s) authorised by the Instrument of Incorporation which is permitted by the UCITS Regulations;

"**Investment Grade**"

means a rating awarded to high quality corporate and government securities that are judged likely to meet their payment obligations by Standard & Poor's (i.e. rated at least BBB-) or Moody's (i.e. rated at least Baa3), or an equivalent rating from another agency, or, if unrated, determined by the Investment Manager to be of comparable quality;

"**Investment Manager**"

means the person or persons from time to time appointed by the Manager to act as investment manager of the Sub-Fund(s) in accordance with the requirements of the Central Bank Rules and as set out in the relevant Supplement;

"**Investor Money Regulations**"

means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) Investor Money Regulations 2015 for Fund Service Providers, as may be amended from time to time;

"**Irish Resident**"

means any person resident in Ireland or ordinarily resident in Ireland (as described in the Taxation section of this Prospectus) other than an Exempt Irish Shareholder;

"**Irish Taxable Person**"

means any person, other than:-

a) a Foreign Person;

b) an intermediary, including a nominee, for a Foreign Person;

c) an Exempt Irish Shareholder;

in respect of each of which the Relevant Declaration and such other information evidencing such status is in the possession of the ICAV in each case on or before the appropriate date;

"**ISIN**"

means the International Securities Identification Number;

"**KID**"

means the key information document as required by the PRIIPs Regulation;

"**KIID**"

means the key investor information document;

"**Manager**"

means Insight Investment Management (Europe) Limited or any successor thereto duly appointed in accordance with the Central Bank Rules as the manager to the ICAV;

"**Management Agreement**"

means the agreement made between the ICAV and the Manager dated 8 October 2026 as may be amended or supplemented from time to time in accordance with the Central Bank Rules pursuant to which the latter was appointed manager of the ICAV;

"**Market**"

means any stock exchange or regulated market in the European Union or a stock exchange or regulated market, details of which are set out in Appendix II hereto;

"**Market Disruption Event**"

means the occurrence or existence of one or more of the following events, which occur in relation to any Sub-Fund Asset:

a) it is not possible to obtain a price or value (or an element of such price or value) of any Sub-Fund Asset according to the rules or normal accepted procedures for the determination of such price or value (whether due to the non-publication of such price or value or otherwise);

b) the calculation of the price or value of any Sub-Fund Asset is, at the relevant time, in the opinion of the Manager and/or Investment Manager, impractical or impossible to make;

c) there is a reduction in liquidity in any Sub-Fund Asset in the determination of the Manager and/or the Investment Manager;

d) any suspension of or limitation is imposed on trading on any exchanges, quotation systems or over-the-counter market where any Sub-Fund Asset is traded; or any suspension of or limitation is imposed on trading on any exchanges, quotation systems or over-the-counter market where securities that comprise 20% or more of the level of the Reference Index are traded; and/or there exists an event or circumstance that prevents or materially limits transactions in any Sub-Fund Asset or securities that comprise 20% or more of the level of the Reference Index. For the purpose of this definition, a limitation on the hours and number of days of trading will not constitute a Market Disruption Event if it results from an announced change in the regular business hours of the relevant exchange, provided however that where a limitation on trading imposed during the course of the day by reason of movements in price otherwise exceeding levels permitted by the relevant exchange may, if so determined by the Manager and/or the Investment Manager, constitute a Market Disruption Event;

e) where the Sub-Fund Asset is not traded on any exchange, quotation system or other similar system, the Manager and/or the Investment Manager are unable to obtain (a) from dealers in the Sub-Fund Asset firm quotations in respect thereof or (b) a subscription or a redemption price of any Sub-Fund Asset according to the rules or normal accepted procedures for such Sub-Fund Asset;

f) the occurrence of any event that generally makes it impossible or impractical to convert any currency which was, immediately prior to the occurrence of such event, a foreign exchange currency, as determined by the Manager and/or the Investment Manager;

g) the occurrence of any event that generally makes it impossible or impractical to convert the currency of the country of issue and/or country of payment of any Fund Asset into the Base Currency through customary legal channels, as determined by the Manager and/or the Investment Manager;

h) the occurrence of any event that generally makes it impossible or impractical to deliver or transfer (a) the currency from accounts inside the country of issue and/or country of payment of any Sub-Fund Asset to accounts outside such country of issue and/or country of payment or (b) the currency of the country of issue and/or country of payment of any Sub-Fund Asset between accounts inside such country of issue and/or country of payment, or to a party that is a non-resident of the country of issue and/or country of payment, as determined by the Manager and/or the Investment Manager; and/or

i) a general moratorium is declared in respect of banking activities in London, Dublin, New York, or any other relevant jurisdictions.

"**MiFID II Delegated Directive**"

means Commission Delegated Directive (EU) of 7 April 2016 supplementing Directive 2014/65/EU of the European Parliament and of the Council with regard to safeguarding of financial instruments and funds belonging to clients, product governance obligations and the rules applicable to the provision or reception of fees, commissions or any monetary or non-monetary benefits;

"**Minimum Redemption Amount**"

means such minimum number or minimum value of Shares of any Class as the case may be (if any) which the Directors may determine as being required to be redeemed at any time by the ICAV and as such is specified in the Supplement for the relevant Sub-Fund;

"**Minimum Share Class Size**"

means such amount (if any) as the Directors may determine for each Share Class and as set out in the Supplement for the relevant Sub-Fund;

"**Minimum Subscription Amount**"

means such minimum cash amount or minimum number of Shares as the case may be (if any) as the Directors may determine as being required to be invested by each Shareholder as its initial investment for Shares of each Class in a Sub-Fund either during the Initial Offer Period or on any subsequent Dealing Day and as such is specified in the Supplement for the relevant Sub-Fund;

"**Money Market Instruments**"

means instruments normally dealt in on the money markets which are liquid, and have a value which can be accurately determined at any time (for example, certificates of deposit, floating rate notes and fixed rate commercial paper listed or traded on a permitted market);

"**Month**"

means a calendar month;

"**Net Asset Value**"

means, in respect of the assets and liabilities of a Sub-Fund, a Class or the Shares representing interests in a Sub-Fund, the amount determined in accordance with the principles set out in the "Valuation of Assets" section below as the Net Asset Value of the Sub-Fund, the Net Asset Value per Class or the Net Asset Value per Share (as appropriate);

"**OECD**"

means the Organisation for Economic Co-operation and Development;

"**Ordinarily Resident in Ireland**"

means an individual who has been resident in Ireland for three consecutive tax years (who thus becomes ordinarily resident with effect from the commencement of the fourth tax year). An individual who has been ordinarily resident in Ireland ceases to be ordinarily resident at the end of the third consecutive tax year in which that individual is not resident in Ireland;

"**OTC**"

means over-the-counter and, when referring to derivatives, refers to derivatives negotiated between two counterparties that are not exchange-traded derivatives and which may or may not be cleared through a central counterparty;

"**Participant**"

means an accountholder in the ICSD which may include Authorised Participants, their nominees or agents, and who hold their interest in Shares of the Sub-Funds settled and/or cleared through the applicable ICSD;

"**Paying Agent**"

means one or more paying agents including but not limited to representatives, distributors, correspondent banks, or centralising agents appointed by the ICAV and/or the Manager in certain jurisdictions;

"**Portfolio Composition File**"

means the file setting out the Investments and Cash Component which may be transferred to or purchased by the Sub-Fund, in the case of subscriptions, and by the ICAV, in the case of redemptions, in satisfaction of the price of Shares thereof. Each Share Class of a Sub-Fund will have a Portfolio Composition File, which may (but need not) differ from the Portfolio Composition Files for other Share Classes within the same Sub-Fund;

"**PRIIPs Regulation**"

means Regulation (EU) No 1286/2014 of the European Parliament and of the Council on key information documents for packaged retail and insurance-based investment products (PRIIPs), as amended and as may be further amended, consolidated or substituted from time to time;

"**Primary Market**"

means the off-exchange market where Shares of the Sub-Funds are created and redeemed directly with the ICAV;

"**Principal Adverse Impacts Indicators**"

means greenhouse gas emissions, carbon footprint, GHG intensity of investee companies, exposure to companies active in the fossil fuel sector, share of non-renewable energy consumption and production, energy consumption intensity per high impact climate sector, activities negatively affecting biodiversity-sensitive areas, emissions to water, hazardous waste and radioactive waste ratio, violations of UN Global Compact principles and Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises, lack of processes and compliance mechanisms to monitor compliance with UN Global Compact Principles and OECD Guidelines for Multinational Enterprises, unadjusted gender pay gap, board gender diversity and exposure to controversial weapons (anti-personnel mines, cluster munitions, chemical weapons and biological weapons);

"**Prospectus**"

means this prospectus issued on behalf of the ICAV as amended, supplemented or consolidated from time to time together with the Supplements for the Sub-Funds;

"**Recognised Clearing and Settlement System**"

means any clearing system for the settlement of transactions in relation to the securities designated by the Revenue Commissioners as a recognised clearing system for the purposes of Chapter 1(a) of Part 27 of the Taxes Consolidation Act, 1997 which at the date hereof comprise Clearstream Banking SA, Clearstream Banking AG, Euroclear, Crest, National Securities Clearing System, Sicovam SA, SIS Sega Intersettle AG and NECIGEF (Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.-the Dutch central institute for giro transferred securities), BNY Mellon, Central Securities Depository SA/NV, Central Moneymarkets Office, Depository Trust Company of New York, Deutsche Bank AG, Depository and Clearing System, Japan Securities Depository Centre, Monti Titoli SPA, The Canadian Depository for Securities Ltd., VPC AB (Sweden), Euronext Securities Oslo and Hong Kong Securities Clearing Company Limited;

"**Redemption Price**"

means the price at which Shares are redeemed, as described under "Share Dealings - Redemption of Shares" and as may be specified in the relevant Supplement;

"**Redemption Proceeds**"

means the Redemption Price, less any Duties and Charges, and any charges, costs, expenses or taxes, as described under "Share Dealings – Redemption of Shares";

"**Reference Asset**"

means the basket of securities whose performance a Sub-Fund will aim to match, pursuant to its investment objective and in accordance with its investment policies, as specified in the relevant Supplement;

"**Reference Index**"

means the index of securities whose performance a Sub-Fund will aim to match, pursuant to its investment objective and in accordance with its investment policies, as specified in the relevant Supplement;

"**REIT**"

means a real estate investment trust, which is an investment vehicle that owns, operates, or finances income-producing real estate across a wide range of property sectors and assets;

"**Relevant Declaration**"

means the declaration relevant to the Shareholder as set out in Schedule 2B TCA;

"**Relevant Institutions**"

means credit institutions authorised in an EEA Member State or credit institutions authorised within a signatory state (other than an EEA Member State) to the Basel Capital Convergence Agreement of July 1988 (which includes the United Kingdom), or credit institutions authorised in a third country deemed equivalent pursuant to Article 107(4) of the Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending EMIR in accordance with the requirements of the Central Bank;

"**Relevant Stock Exchanges**"

means markets on which the Shares of the Sub-Funds will be listed and/or admitted to trading;

"**Retail Investor**"

means any investor not qualifying as an Institutional Investor;

"**Revenue Commissioners**"

means the Revenue Commissioners;

"**Secondary Market**"

means a market on which Shares of the Sub-Funds are traded between investors rather than with the ICAV itself, which may either take place on a recognised stock exchange or OTC;

"**Securities Financing Transactions**"

means any repurchase transaction (including any reverse repurchase transaction), securities lending or borrowing transaction within the scope of SFTR that a Sub-Fund is permitted to enter into;

"**Securities Lending**"

means a transaction whereby one party (the lender/seller) transfers, through loan or sale, securities to another party (the borrower/buyer), subject to a commitment by the borrower/buyer to return equivalent securities either on a specified future date or on demand by the lender/seller;

"**Securities Lending Agent**"

means such other entity or entities that may be duly appointed to act as securities lending agent as disclosed in the relevant Sub-Funds' Supplements;

"**Settlement Date**"

means, in respect of receipt of monies for subscription for Shares or dispatch of monies for the redemption of Shares, the date specified in the Supplement for the relevant Sub-Fund. For the avoidance of doubt, in accordance with the requirements of the Central Bank, settlement of redemptions shall be no more than ten Business Days after the relevant Dealing Deadline, or if later, the date of receipt of completed redemption documentation;

"**Securitisation Position**"

means, where provided for in the relevant Supplement, an instrument held by a Sub-Fund that meets the criteria of a "Securitisation" contained in Article 2 of the Securitisation Regulation so as to bring such instruments into the scope of the Securitisation Regulation and trigger obligations which must be met by the Sub-Fund (as an "institutional investor" under the Securitisation Regulation). Without prejudice to the precise definition in Article 2 of the Securitisation Regulation, this generally covers transactions or schemes, whereby (i) the credit risk associated with an exposure or a pool of exposures is divided into classes or tranches; (ii) payments are dependent upon the performance of the exposure or of the pool of exposures; and (iii) the subordination of classes or tranches determines the distribution of losses during the ongoing life of the transaction or scheme;

"**Securitisation Regulation**"

means the Securitisation Regulation (EU) 2017/2402, as may be amended from time to time;

"**SFDR**"

means 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, as may be amended, supplemented, consolidated, substituted in any form or otherwise modified from time to time;

"**SFDR Annex**"

means an annex to a Supplement, issued from time to time, prepared for the purpose of meeting the specific financial product level disclosures contained in SFDR and specifically, the disclosure requirements applicable to SFDR Article 8 and Article 9 Sub-Funds;

"**SFTR**"

means Regulation 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012 as may be amended, supplemented, consolidated, substituted in any form or otherwise modified from time to time;

"**Shares**"

means the participating shares in the ICAV representing interests in a Sub-Fund and where the context so permits or requires any Class of participating shares representing interests in a Sub-Fund;

"**Shareholders**"

means persons registered as the holders of Shares in the register of shareholders for the time being kept by or on behalf of the ICAV, and each a Shareholder;

"**Shareholder Rights Directive II**" or "**SRD II**"

means the European Union (Shareholders' Rights) Regulations 2020 as may be amended, supplemented or replaced from time to time;

"**State**"

means Ireland;

"**Sterling, GBP and £**"

means the lawful currency of the United Kingdom;

"**Sub-Fund**"

means a sub-fund of the ICAV, the proceeds of issue of which are pooled separately in a segregated portfolio of assets and invested in accordance with the investment objective and policies applicable to such sub-fund and which is established by the ICAV from time to time with the prior approval of the Central Bank;

"**Sub-Fund Assets**"

means the Transferable Securities and/or the FDIs and/or the other financial instruments invested in by a Sub-Fund, CIS and cash held by the Sub-Fund in accordance with the UCITS Regulations, as further described in the relevant Supplement;

"**Sub-Investment Manager**"

means the person or persons from time to time appointed by the Manager or an Investment Manager to act as a sub-investment manager to the ICAV or to a Sub-Fund or Sub-Funds;

"**Subscription Price**"

means the Initial Issue Price or, following the end of the Initial Offer Period, the Net Asset Value per Share (excluding Duties and Charges) calculated as at the Valuation Point on the relevant Dealing Day;

"**Supplement**"

means any supplement to the Prospectus issued on behalf of the ICAV specifying certain information in relation to a Sub-Fund and/or one or more Classes from time to time, noting that any such supplement may be issued with a SFDR Annex or an addendum containing supplemental information on the relevant Sub-Fund or Class;

"**Sustainability Factors**"

means environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters;

"**Sustainable Investment**"

means an investment in an economic activity that contributes to an environmental objective, as measured by key resource efficiency indicators on (i) the use of energy, (ii) renewable energy, (iii) raw materials, (iv) water and land, (v) the production of waste, (vi) greenhouse gas emissions, or (vii) its impact on biodiversity and the circular economy, or an investment in an economic activity that contributes to a social objective (in particular an investment that contributes to tackling inequality or that fosters social cohesion, social integration and labour relations), or an investment in human capital or economically or socially disadvantaged communities, provided that such investments do not significantly harm any of those objectives and that the investee companies follow good governance practices;

"**Sustainability Risks**"

means an environmental, social or governance ("**ESG**") event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment, including but not limited to, risks stemming from climate change, natural resource depletion, environmental degradation, human rights abuses, bribery, corruption and social and employee matters;

"**TCA**"

means the Irish Taxes Consolidation Act, 1997, as amended;

"**Total Return Swap**"

means an OTC derivative (and a transaction within the scope of SFTR) whereby the total economic performance of a reference obligation is transferred from one counterparty to another counterparty;

"**Transferable Securities**"

shall have the meaning ascribed to that term in the UCITS Regulations, which at the date hereof means:

a) shares in companies and other securities equivalent to shares in companies which fulfil the applicable criteria specified in Part 1 of Schedule 2 of the UCITS Regulations;

b) bonds and other forms of securitised debt which fulfil the applicable criteria specified in Part 1 of Schedule 2 of the UCITS Regulations;

c) other negotiable securities which carry the right to acquire any securities within (i) or (ii) above by subscription or conversion which fulfil the criteria specified in Part 1 of Schedule 2 of the UCITS Regulations; and

d) securities specified for this purpose in Part 2 of Schedule 2 of the UCITS Regulations.

"**UCITS**"

means an undertaking for collective investment in transferable securities which is authorised under the UCITS Regulations or authorised by a competent authority in another member state of the European Union in accordance with Directive 2009/65/EC of the European Parliament and of the Council, as amended, supplemented, consolidated or otherwise modified from time to time;

"**UCITS Directive**"

means Directive EU2009/65/EC of the Council of 23 July 2014 amending Directive 2009/65/EC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in Transferable Securities (UCITS), as amended by Directive 2024/927/EC and as may be further amended supplemented, consolidated or otherwise modified from time to time;

"**UCITS Regulations**"

means the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. No. 352 of 2011), as amended, supplemented, consolidated, substituted or otherwise modified from time to time, and any regulations, conditions, requirements or Central Bank Rules issued by the Central Bank pursuant thereto for the time being in force;

"**United States and U.S.**"

means the United States of America (including the States, the District of Columbia and the Commonwealth of Puerto Rico), its territories, possessions and all other areas subject to its jurisdiction;

"**U.S. Dollars, Dollars and $**"

means the lawful currency of the United States;

"**U.S. Person**"

means a U.S. Person as defined in Regulation S under the United States Securities Act of 1933 and U.S. Commodity Futures Trading Commission Rule 4.7;

"**Valuation Currency**"

means in respect of a Share Class, the currency in which a class of Shares is priced by the Administrator and in which such Shares are denominated;

"**Valuation Point**"

means, as set out in the relevant Supplement, the time at which the Net Asset Value of a Sub-Fund and the Net Asset Value per Share are calculated; and

"**Website**"

means the website for each Sub-Fund as set out in the relevant Supplement, on which the Net Asset Value per Share will be published and on which this Prospectus, the Supplements, the KIID/KID, including any relevant translation thereof, the Instrument of Incorporation, the latest financial reports and any other information in respect of the ICAV or any of the Sub-Funds, including various shareholder communications may be published.

**Headings and Numbering**

The headings and numbering of sections of this Prospectus are for convenience of reference only and shall not affect the meaning or interpretation of this Prospectus in any way.

# Directory – BNY ETF ICAV

## Directors

Mary Canning
Eve Finn
Samantha McConnell
Colm McDonagh
Sandeep Sumal

## Registered Office

The Shipping Office
20-26 Sir John Rogerson's Quay
Grand Canal Dock
Dublin 2
D02 Y049
Ireland

## Administrator

**BNY Mellon Fund Services (Ireland) Designated Activity Company**
The Shipping Office
20-26 Sir John Rogerson's Quay
Grand Canal Dock
Dublin 2
D02 Y049
Ireland

## Distributor

**Insight Investment Management (Global) Limited**
160 Queen Victoria Street
London EC4V 4LA
England

## Irish Legal Advisers

**Maples and Calder (Ireland) LLP**
75 St. Stephen Green
Dublin 2
D02 PR50

## Secretary

**Insight Investment Management (Europe) Limited**
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Grand Canal Dock
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Ireland

## Manager

**Insight Investment Management (Europe) Limited**
The Shipping Office
20-26 Sir John Rogerson's Quay
Grand Canal Dock
Dublin 2
D02 Y049
Ireland

## Investment Manager(s)

**As set out in the relevant Supplement.**

## Depositary

**The Bank of New York Mellon SA/NV, Dublin Branch**
The Shipping Office
20-26 Sir John Rogerson's Quay
Grand Canal Dock
Dublin 2
D02 Y049
Ireland

## Auditors

**KPMG Chartered Accountants**
1 Harbourmaster Place
International Financial Services Centre
Dublin 1
Ireland

# Sub-Funds

## STRUCTURE

The assets of each Sub-Fund will be invested separately on behalf of each Sub-Fund in accordance with the investment objective and policies of each Sub-Fund. The investment objective and policies and other details in relation to each Sub-Fund are set out in the relevant Supplement. At the date of this Prospectus, the ICAV has established the Sub-Fund(s) listed in Annex A hereto.

Additional Sub-Funds (in respect of which a Supplement or Supplements will be issued) may be established by the Directors from time to time with the prior approval of the Central Bank.

Shares may be issued in Classes within each Sub-Fund. Classes of Shares in each Sub-Fund may differ as to certain matters including currency of denomination, currency hedging strategies if any applied to the particular Class, dividend policy and fees and expenses charged. The Classes of Shares available for subscription shall be set out in the relevant Supplement.

A separate pool of assets shall not be maintained in respect of each Class. Additional Classes in respect of which a Supplement or Supplements will be issued may be created by the Directors and notified to and cleared in advance with the Central Bank or otherwise the creation of the further Classes must be effected in accordance with requirements of the Central Bank. Separate books and records will be maintained for each Sub-Fund but not for each Class.

## INVESTMENT OBJECTIVE AND POLICIES

The Instrument of Incorporation provides that the investment objective and policies for each Sub-Fund will be formulated by the Directors at the time of the creation of the Sub-Fund.

The specific investment objectives, strategies and policies for each Sub-Fund will be set out in the relevant Supplement.

The assets of each Sub-Fund will be invested in accordance with the investment restrictions contained in the UCITS Regulations which are summarised in the "Investment Restrictions" section and such additional investment restrictions, if any, as may be adopted by the Directors for any Sub-Fund and specified in the relevant Supplement. The Directors may establish Sub-Funds that will seek to track a Reference Index ("**Index Tracking Sub-Funds**") or will be managed actively by the Investment Manager to seek to achieve a specific investment objective, which may include outperforming a Reference Index ("**Actively Managed Sub-Funds**"). Information in relation to the investment objectives and types of instruments or securities in which the relevant Sub-Fund will invest will be set out in the relevant Supplement.

### Actively Managed Sub-Funds

An Actively Managed Sub-Fund's investments will be managed actively by the Investment Manager or its delegates to seek to achieve its investment objective, for example, to seek to outperform a Reference Index, rather than just to track it. Where a Sub-Fund is actively managed, the Investment Manager will have greater discretion in relation to the composition of the Sub-Fund's portfolio, subject to the investment objectives and policies stated in the relevant Supplement.

### Index Tracking Sub-Funds

Index Tracking Sub-Funds will seek to track the performance of a Reference Index while seeking to minimise as far as possible the tracking error between the Sub-Fund's performance and that of its applicable Reference Index. Such Sub-Funds will seek to achieve this objective by using a replication strategy, an optimisation strategy, or a sampling strategy, depending on which the Investment Manager considers to be the most appropriate strategy for the particular Sub-Fund at the relevant time. The relevant Supplement will specify and describe the strategy the applicable Sub-Fund intends to use and provide details of where information on the Reference Index tracked by that Sub-Fund may be obtained.

Changes to the composition and/or weighting of the securities constituting the Reference Index which is tracked or replicated by a Sub-Fund will ordinarily require that Sub-Fund to make corresponding adjustments or re-balancings to its holdings in order to seek to track or replicate the Reference Index. The Investment Manager will in a timely manner and as efficiently as possible, but subject to its overall discretion in accordance with the investment strategies of the relevant Sub-Fund, seek to rebalance the composition and/or weighting of the investments held by a Sub-Fund from time to time and, to the extent practicable and possible, to conform its exposure to the changes in the composition and/or weighting of securities constituting the relevant Reference Index. Other rebalancing measures may be taken from time to time to seek to maintain the correspondence between the performance of a Sub-Fund and the performance of the Reference Index. Unless otherwise discussed in the relevant Supplement, the rebalancing frequency of the Reference Index is not expected to have a material impact on the transaction costs associated with a Sub-Fund.

### All Sub-Funds

The Sub-Funds invest in transferable securities in accordance with the UCITS Regulations and/or other liquid financial assets referred to in Regulation 68 of the UCITS Regulations with the aim of spreading investment risk. Each Sub-Fund's Investments will be limited to investments permitted by the UCITS Regulations which are described in more detail in Appendix I. Each Sub-Fund's Investments, other than its Investments in open-ended collective investment schemes, will normally be listed or traded on Markets set out in Appendix II.

Where consistent with its investment policy, each Sub-Fund may from time to time invest in government bonds, liquidity instruments such as floating rate instruments and commercial paper (rated at least A3 by Moody's or an equivalent rating from another agency), other transferable securities (for example, medium term notes) and open-ended collective investment schemes. Subject to the provisions of the UCITS Regulations and the

conditions imposed by the Central Bank, each Sub-Fund may invest in other Sub-Funds of the ICAV and/or in other collective investment schemes managed by the Investment Manager. Sub-Funds which avail themselves of the investment limits set out in Appendix I (i.e. Replicating Sub-Funds per the UCITS Regulations), may only invest in these instruments to assist in gaining exposure to the component securities of the Reference Index.

The Sub-Funds may hold ancillary liquid assets (which will normally have dividend/income receivables) and the Investment Manager, to produce a return similar to the return on the Reference Index, may purchase FDI. The Sub-Funds may also hold cash. The Sub-Funds may, to preserve the value of such cash holdings, invest in one or more daily dealing money market collective investment schemes authorised as UCITS. Such collective investment schemes may be managed by the Investment Manager and / or an Affiliate and are subject to the limits set out in Appendix I. It is not anticipated that the Sub-Fund's cash holdings will result in additional market exposure or capital erosion, however, to the extent that additional market exposure or capital erosion occurs it is expected to be minimal.

### Fees resulting from investment in other funds

The maximum level of management fees (excluding performance fees) that may be charged to the collective investment schemes in which the relevant Sub-Fund may invest will not exceed 5% although it is expected that such fees will be significantly lower than this amount. Where the investment manager of an investment fund in which the ICAV invests is the Manager or the Investment Manager or an Affiliate of the Manager or the Investment Manager linked by common management or control, or by a substantial direct or indirect holding, the Manager or the Investment Manager, as applicable, will waive any preliminary/initial sales or exchange charge which it is entitled to charge in respect of investments made by a Sub-Fund in such investment funds and no annual investment management fee will be charged by the underlying collective investment scheme. However, an investment management fee may be charged when reinvesting cash collateral received by a Sub-Fund, in any eligible sub-fund of another collective investment scheme that is managed, directly or by delegation, by the Manager or the Investment Manager.

A Sub-Fund may invest in depositary receipts, which are typically issued by a financial institution ("**depositary**") and evidence ownership interests in a security or a pool of securities ("**underlying securities**") that have been deposited with the depositary. The depositary for ADRs is typically a U.S. financial institution and the underlying securities are issued by a non-U.S. issuer. ADRs are publicly traded on exchanges or over-the-counter in the United States and are issued through "sponsored" or "unsponsored" arrangements. In a sponsored ADR arrangement, the non-U.S. issuer assumes the obligation to pay some or all of the depositary's transaction fees, whereas under an unsponsored arrangement, the non-U.S. issuer assumes no obligation and the depositary's transaction fees are paid by the ADR holders. In addition, less information is available in the United States about an unsponsored ADR than about a sponsored ADR, and the financial information about a company may not be as reliable for an unsponsored ADR as it is for a sponsored ADR. In the case of GDRs, the depositary can be a non-U.S. or a U.S. financial institution and the underlying securities are issued by a non-U.S. issuer. GDRs allow companies in Europe, Asia, the United States and Latin America to offer shares in many markets around the world, thus allowing them to raise capital in these markets, as opposed to exclusively in their home market. The advantage of GDRs is that shares do not have to be bought through the issuing company's home exchange, which may be difficult and expensive, but can be bought on all major stock exchanges. In addition, the share price and all dividends are converted to the shareholder's home currency. In the case of EDRs, these instruments are issued by a European financial institution, and the underlying securities are issued by a non-European issuer. EDRs trade on European exchanges and allow for easier trading and settlement within European markets. The depositary receipts in which the Sub-Fund invests will meet the definition of a transferable security. Thus, a depositary receipt representing ownership of common stock will be treated as common stock. Depositary receipts purchased by the Sub-Fund may not necessarily be denominated in the same currency as the underlying securities into which they may be converted, in which case the Sub-Fund may be exposed to relative currency fluctuations.

A Sub-Fund may also invest in REITs, which are investment vehicles that own, operate, or finance income-producing real estate across a wide range of property sectors and assets (such as commercial office towers, shopping malls, industrial buildings, hotels and cinemas). The REITs in which the Sub-Fund invests will meet the definition of a transferable security. These investments allow unitholders to earn income from real estate without having to buy, manage, or finance properties themselves. REITs are generally run by specialist property managers, responsible for selecting investment properties and managing tenants, improvements, maintenance and rental.

In addition, a Sub-Fund may also engage in transactions in FDI including options and futures transactions, swaps, forward contracts and/or spot foreign exchange transactions, where appropriate, to assist in achieving its objective and for reasons such as generating efficiencies in gaining exposure to the constituents of the Reference Index or to the Reference Index itself, to produce a return similar to the return of the Reference Index, to reduce transaction costs or taxes, to allow exposure in the case of securities which are unavailable for market reasons, to minimise tracking errors or for such other reasons as the Directors deem of benefit to a Sub-Fund.

Potential investors in a Sub-Fund may obtain a breakdown of the constituents held by the Sub-Fund from the Website or from the Investment Manager, subject to any applicable restrictions under the licence which the Investment Manager has in place with the relevant Reference Index providers.

There is no assurance that a Sub-Fund's Reference Index will continue to be calculated and published on the basis described in this Prospectus or that it will not be amended significantly. In such a situation details of any known changes will be communicated to Shareholders and made available on the Website.

The past performance of each Reference Index is not a guide to future performance.

The Directors may decide, if they consider it to be in accordance with the investment restrictions and the UCITS Regulations and in the interest of the ICAV or any

relevant Sub-Fund, to change or substitute the existing Reference Index or Reference Asset of a Sub-Fund with another Reference Index or Reference Asset.

Further details of the investment objective and policies for each Sub-Fund are set out in the relevant Supplement.

### Changes to the Investment Objective and/or Policy

The investment objective of a Sub-Fund may not be altered, and material changes to the investment policy of a Sub-Fund may not be made, without prior approval of Shareholders on the basis of (i) a majority of votes cast at a meeting of the Shareholders of the particular Sub-Fund duly convened and held or (ii) with the prior written approval of all Shareholders of the relevant Sub-Fund. In the event of a change of the investment objective and/or a material change in the investment policy of a Sub-Fund, by way of a majority of votes cast at a meeting of the relevant Shareholders, Shareholders in the relevant Sub-Fund will be given reasonable notice of such change to enable them to redeem their Shares prior to implementation of such a change.

Pending investment of the proceeds of a placing or offer of Shares or where market or other factors so warrant, a Sub-Fund's assets may be invested in Money Market Instruments and in cash deposits.

## INVESTMENT RESTRICTIONS

The investment and borrowing restrictions applying to the ICAV and each Sub-Fund are set out in Appendix I. Each of the Sub-Funds' investments will be limited to investments permitted by the UCITS Regulations.

The limits on investments shall apply at the time of the purchase of the investments. If the limits referred to in Appendix I are exceeded for reasons beyond the control of the ICAV, or as a result of the exercise of subscription rights, the ICAV shall ensure that the Sub-Fund will adopt as a priority objective for its sales transactions the remedying of that situation taking due account of the interests of the Shareholders. Each Sub-Fund may also hold ancillary liquid assets.

The Directors, following consultation with the Manager, may from time to time impose such further investment restrictions as shall be compatible with or in the interest of Shareholders, in order to comply with the laws and regulations of the countries where Shares of the Sub-Funds are placed. Additional investment restrictions in respect of any Sub-Fund may be outlined in the relevant Supplement.

With the exception of permitted investment in unlisted investments and over-the-counter FDI, investments by a Sub-Fund will be restricted to securities and FDI listed or traded on permitted markets as set out in Appendix II. Accordingly, each Sub-Fund may invest up to 10% of its Net Asset Value in unlisted securities/securities listed on markets other than those set out in Appendix II provided this is consistent with its investment objective.

Unless otherwise specified in the relevant Supplement, a Sub-Fund shall not invest more than 10% of its net assets in other UCITS or other open or closed ended CIS.

It is intended that the ICAV shall have the power (subject to the prior approval of the Central Bank) to avail itself of any change in the investment and borrowing restrictions specified in the UCITS Regulations which would permit investment by a Sub-Fund in securities, derivative instruments or in any other forms of investment in which investment is at the date of this Prospectus restricted or prohibited under the UCITS Regulations. Any changes to the investment or borrowing restrictions will be disclosed in an updated Prospectus and/or Supplement in advance or, where not possible, as soon as practicable thereafter and will be subject to Shareholder approval if appropriate pursuant to the section entitled "*Changes to the Investment Objective and/or Policy*" above.

## SUSTAINABILITY-RELATED DISCLOSURE

Sustainability risk is defined under the SFDR as "an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investment". Sustainability risks are taken into account as part of the investment due diligence process. Examples of sustainability risks to which the investments could be exposed may include, but are not limited to:

- Environmental risk – risks associated with impact on pollution, waste generation, reliance on water and natural resources, or physical and climate transition risks, which may negatively impact certain issuers and may consequently impact the value of any investment vehicles that hold securities issued by these companies.
- Social risk – the social risks presented by the human capital management, human rights, or the social impact of products and services, which may negatively impact certain issuers and therefore consequently impact the value of any investment vehicles that hold securities issued by these companies.
- Governance risk – the governance risks presented by board composition, company management and strategy, minority shareholder rights, and remuneration policies may negatively impact certain issuers and therefore consequently impact the value of any investment vehicles that hold securities issued by these companies.

Further information regarding how a Sub-Fund assesses sustainability risks can be found under 'SFDR & EU Taxonomy Regulation' in the Sub-Fund's Supplement.

**Additional Information on SFDR Article 8 Sub-Funds and SFDR Article 9 Sub-Funds**

Information regarding SFDR Article 8 or 9 Sub-Funds can be found under 'SFDR & EU Taxonomy Regulation' in the relevant Supplement and accompanying annex.

SFDR Article 8 Sub-Funds promote environmental and/or social characteristics and may commit to invest a minimum proportion of their Net Asset Value in SFDR Sustainable Investments. For SFDR Article 8 Sub-Funds, information about the environment or social characteristics promoted is available in the relevant SFDR Annex. SFDR Article 9 Sub-Funds have sustainable investment as their objective and must invest only in SFDR Sustainable Investments, and investments intended for specific purposes such as hedging and liquidity. For SFDR Article 9 Sub-Funds, information about sustainable investment is available in the relevant SFDR Annex.

**Assessment of SFDR Sustainable Investments**

The Manager has appointed the Investment Manager to manage the investment and reinvestment of the assets of the Sub-Funds on a discretionary basis subject to the overall control and supervision of the Manager. The Investment Manager is also tasked with implementing the Sub-Funds' investment objectives, policies and strategies. This includes, where disclosed in the relevant Supplement, the selection of SFDR Sustainable Investments in accordance with the Manager's framework for SFDR Sustainable Investments and the relevant Sub-Fund's investment objective, policy and strategy. Sustainable investment as defined under the SFDR can be summarised as an investment in an economic activity that contributes to an environmental or social objective (the "**Contribution Test"**), provided that the investment does not significantly harm any environmental or social objective (the **"DNSH Test"**) and that the investee companies follow good governance practices (the **"Good Governance Test"**). The definition of SFDR Sustainable Investment does not prescribe any specific approach or application to determine the contribution of an investment to environmental or social objectives. Furthermore, SFDR does not set out minimum requirements that qualify concepts such as good governance, do no significant harm and contribution, the key parameters of an SFDR Sustainable Investment. Consequently, the Manager has established its own framework for assessing whether an investment meets the definition of a SFDR Sustainable Investment. The Investment Manager is required to ensure that it adheres to this framework but may apply additional requirements which may vary from Investment Manager to Investment Manager and from Sub-Fund to Sub-Fund, subject to the overall control and supervision of the Manager. The Manager's framework for assessing SFDR Sustainable Investments consists of the following three tests: 1. Contribution Test: this test focuses on the contribution that an investment's economic activities make to an environmental or social objective. This is determined by asset class and by applying either: – an assessment of an issuer or instrument's economic activities to ensure at least 20% revenue or capital expenditures alignment to either the UN Sustainable Development Goals or similar revenue or capital expenditures sustainability framework; or – where the issuer contributes to environmental or social objectives through providing highly impactful products or services; or through its internal business practices. 2. DNSH Test: issuers are assessed through an agreed quantitative or qualitative evaluation based on the 14 mandatory Principal Adverse Indicators (PAIs) and any voluntary PAIs selected. The OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights screen is undertaken under PAI 10 – Violations of UNGC principles and OECD Guidelines for Multinational Enterprises and PAI 11 – Lack of processes and compliance mechanisms to monitor compliance with UNGC principles and OECD Guidelines for Multinational Enterprises. 3. Good Governance Test: an evaluation of the governance practices of an issuer in particular in relation to employee relations; remuneration of staff; sound management structure, and tax compliance undertaken based upon qualitative analysis and third-party data. The investment needs to pass all three tests to be considered a SFDR Sustainable Investment. The three tests, reflecting any additional requirements applied by the Investment Manager for the specific Sub-Fund are set out in the relevant Supplement and accompanying SFDR Annex, and specifically in the sub-section 'SFDR & EU Taxonomy Regulation'.

### Consideration of Adverse Sustainability Impacts of Investment Decisions on Sustainability Factors

The Manager has carefully evaluated the requirements of the principal adverse impact consideration regime in Article 4 SFDR (the "**PAI regime"**). The Manager is supportive of the policy aims of the PAI regime, to improve transparency to investors and the market, as to how financial market participants integrate consideration of the adverse impacts of their investment decisions on sustainability factors. The Manager does not, however, currently consider the adverse impacts of investment decisions on sustainability factors in line with the PAI regime at entity level because of concerns about the lack of readily available data to comply with many of the technical reporting requirements of the regime. The Manager continues to analyse the data available that would be necessary to comply with these technical reporting requirements and to assess its obligations under the PAI regime in conjunction with the Investment Manager and will keep its decision not to comply with the PAI regime under regular review. Unless otherwise stated in the relevant Supplement, the Sub-Funds do not consider the adverse impacts of investment decisions on sustainability factors due to the nature of the investment strategy of the relevant Sub-Fund.

## CONTROVERSIAL WEAPONS

The Manager has implemented a controversial weapons policy that applies to the ICAV's investments. For the purposes of this policy, "**Controversial Weapons**" means weapons that cause indiscriminate or disproportionate harm, particularly to civilians, including anti-personnel mines, cluster munitions, biological and chemical weapons, and are prohibited under the following international conventions:

- The Convention on the Prohibition of the Use, Stockpiling, Production and Transfer of Anti-Personnel Mines and on their Destruction (entered into force in 1999);
- The Convention on Cluster Munitions (entered into force 2008);
- The Convention on the Prohibition of the Development, Production and Stockpiling of Bacteriological (Biological) and Toxin Weapons and on their Destruction (entered into force in 1975); and
- The Chemical Weapons Convention (entered into force in 1997).

In accordance with this policy, the ICAV excludes from its investments, corporates involved in the manufacture of Controversial Weapons (for the purpose of this policy, involvement in the manufacture has been defined in this context as the development, production, sale or maintenance of such Controversial Weapons). An external research provider is being used to screen such corporates and where a corporate is reported by the external research provider to undertake such activities, the ICAV will not invest in the securities issued by that corporate.

## BORROWING POWERS

The ICAV may only borrow on a temporary basis for the account of a Sub-Fund and the aggregate amount of such borrowings may not exceed 10% of the Net Asset Value of such Sub-Fund. In accordance with the provisions of the UCITS Regulations, the ICAV may charge the assets of a Sub-Fund as security for borrowings of that Sub-Fund.

The ICAV may acquire foreign currency by means of a back-to-back loan agreement. Foreign currency obtained in this manner is not classified as borrowing for the purposes of Regulation 103(1) provided that the offsetting deposit (a) is denominated in the Base Currency and (b) equals or exceeds the value of the foreign currency loan outstanding.

## TRACKING ERROR

The "**Tracking Error**" of each Sub-Fund which is an Index Tracking Sub-Fund (being the standard deviation of the difference in returns between the Sub-Fund and the Reference Index) will be set out in the Supplement for the relevant Sub-Fund.

The annual and half-yearly reports will state the size of the Tracking Error at the end of the period under review. The annual report will provide an explanation of any divergence between the anticipated and realised Tracking Error for the relevant period.

Exposure to the Reference Index may be affected by rebalancing costs, in particular where the Reference Index undergoes significant rebalancing or where constituents are not very liquid or have restrictions in terms of accessibility. Rebalancing costs are a factor of the rebalancing frequency of the underlying Reference Index, the constituents' weighting adjustments and/or the number of constituents being replaced on each rebalancing day, and the transaction costs incurred to implement such changes. High rebalancing costs will generally deteriorate the relative performance between the Sub-Fund and the Reference Index. The rebalancing frequency and any rebalancing costs are detailed for each Sub-Fund in the relevant Supplement.

## LEVERAGE

There are three main calculations for global exposure: the commitment approach and the two forms of Value at Risk ("**VaR**"), absolute and relative. These approaches are described below, and the approach each Sub-Fund uses are described in the relevant Supplement under the heading **"**Global Exposure and Leverage**"**.

### Commitment Approach

Where a Sub-Fund uses the commitment approach, global exposure is calculated by taking into account either the market value of an equivalent position in the underlying asset or the FDI's notional value, as appropriate. This allows a Sub-Fund to reduce its global exposure by taking into account the effects of certain hedging or offsetting positions, consistent with ESMA Guidelines 10/788. Using the commitment approach, a Sub-Fund will not be leveraged in excess of 100% of its net assets as a result of the use of FDI. The maximum leverage is set out in each Sub-Fund Supplement.

### Absolute VaR

Where a Sub-Fund uses Absolute VaR, the Sub-Fund seeks to estimate the maximum loss it could experience over a specific holding period with 99% confidence and a historical observation period of at least 1 year.

For example, if the Absolute VaR of a Sub-Fund is calculated as 2% of the Net Asset Value based on a 99% confidence interval over a 5 Business Day holding period, this would mean that statistically it would not expect to suffer a loss of more than 2% of the Net Asset Value over a 5 day period, 99% of the time. The Central Bank Regulations provide that where VaR is used as a risk management approach it can also be supplemented with a leverage calculation using the commitment approach.

### Relative VaR

Where a Sub-Fund uses Relative VaR, the Sub-Fund measures and limits overall exposure compared to a benchmark (set out in the relevant Supplement) that represents the relevant segment of the reference financial market. The Sub-Fund seeks to maintain an estimated VaR that does not exceed twice the VaR of the benchmark.

Each day the Relative VaR of the relevant Sub-Fund is calculated using 99% confidence, a specific holding period (please refer to supplement) and a historical observation period of at least 1 year. The Central Bank Regulations provide that where VaR is used as a risk management approach it can also be supplemented with a leverage calculation using the commitment approach.

### Gross Leverage

Any Sub-Fund that uses the Absolute or Relative VaR approach must also calculate its expected level of gross leverage, which is stated in the relevant Supplement under the heading "Global Exposure and Leverage". A Sub-Fund's expected level of leverage is an indicative level, not a regulatory limit, and the actual level of leverage may exceed the expected level from time to time.

Gross leverage is a measure of total FDI usage and is calculated as the "sum of the notionals" (the exposure of all FDI without taking into consideration any netting or hedging arrangements). As the leverage calculation considers neither the sensitivity to market movements nor whether it increases or decreases a Sub-Fund's overall risk, it may not be representative of the actual investment risk level within a Sub-Fund.

## EFFICIENT PORTFOLIO MANAGEMENT, FDIS AND SECURITIES FINANCING TRANSACTIONS

### Efficient Portfolio Management and FDIs

The ICAV may (for the purposes of efficient portfolio management (including hedging)) employ techniques and instruments relating to Transferable Securities, Money Market Instruments and/or other financial instruments (including FDIs) in which it invests. Such techniques and instruments include futures, options, swaps, forwards and repurchase and reverse repurchase agreements and securities lending agreements (details of which are outlined below).

*Efficient Portfolio Management Purposes:* The use of techniques and instruments relating to transferable securities, money market instruments and/or other financial instruments in which the Sub-Fund invests for efficient portfolio management purposes and will generally be made for one or more of the following reasons:

a) the reduction of risk;

b) the reduction of cost; or

c) the generation of additional capital or income for the Sub-Fund with an appropriate level of risk, taking into account the risk profile of the Sub-Fund and the risk diversification rules set out in the Central Bank Rules.

In addition, the use of such techniques and instruments must be realised in a cost-effective way and must not result in a change to the investment objective of the Sub-Fund or add substantial supplementary risks not covered in this Prospectus. It is therefore the intention of the ICAV, in employing such efficient portfolio management techniques and instruments for these reasons, that their impact on the performance of the relevant Sub-Fund will be positive.

Such techniques and instruments may include foreign exchange transactions which alter the effect of the currency characteristics of assets held by the relevant Sub-Fund. Details of any additional techniques and instruments used for a Sub-Fund will be set out in the relevant Supplement.

Assets of a Sub-Fund may be denominated in a currency other than the Base Currency of the Sub-Fund and changes in the exchange rate between the Base Currency and the currency of the asset may lead to a depreciation of the value of the Sub-Fund's assets as expressed in the Base Currency. The ICAV may (but is not obliged to) seek to mitigate this exchange rate risk by using FDI. Please refer to Appendix III to this Prospectus (sections entitled "Risk Factors; Efficient Portfolio Management Risk" and "Risk Factors; Currency Risk; Currency Hedging at Share Class Level Risk") for more details. The risks arising from the use of such techniques and instruments shall be adequately captured in the risk management process in respect of the ICAV.

### Securities Financing Transactions

Securities Financing Transactions may only be entered into by a Sub-Fund for the aforementioned efficient portfolio management purposes, being a purpose which is consistent with the investment objective of the relevant Sub-Fund, including to generate income or profits in order to increase portfolio returns or to reduce portfolio expenses or risks. In these transactions, collateral (which may be cash or assets) may move between the ICAV and the relevant counterparty in order to mitigate any counterparty risk.

A Sub-Fund may use Securities Financing Transactions in accordance with normal market practice and subject to the conditions and limits of the SFTR and the Central Bank Rules.

Any type of assets that may be held by each Sub-Fund in accordance with its investment objective and policies may be subject to such Securities Financing Transactions.

Where provided for in the relevant Supplement, the Sub-Fund may also use Total Return Swaps. Subject to each Sub-Fund's investment objective and policies, there is no limit on the proportion of assets that may be subject to Securities Financing Transactions and Total Return Swaps and therefore the maximum and expected proportion of a Sub-Fund's assets that can be subject to Securities Financing Transactions or Total Return Swaps can be as much as 100%, i.e. all of the assets of the relevant Sub-Fund. In any case the most recent semi-annual and annual accounts of each Sub-Fund will express the amount of the Sub-Fund's assets subject to Securities Financing Transactions and Total Return Swaps.

Repurchase agreements are a type of Securities Lending transaction in which one party sells a security to the other party with a simultaneous agreement to repurchase the security at a fixed future date at a stipulated price reflecting a market rate of interest unrelated to the coupon rate of the securities. A reverse repurchase agreement is a transaction whereby a Sub-Fund purchases securities from a counterparty and simultaneously commits to resell the securities to the counterparty at an agreed upon date and price.

Subject to the conditions and limits set out in the Central Bank Regulations, and where stated in the relevant Supplement, a Sub-Fund may engage in SFTs, i.e. securities lending arrangements and repurchase/reverse repurchase agreements for efficient portfolio management purposes. Any such Sub-Fund that seeks to engage in Securities Lending should ensure that it is able at any time to recall any security that has been lent out or terminate any securities lending agreement into which it has entered.

Any Sub-Fund that enters into a reverse repurchase agreement should ensure that it is able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement should be used for the calculation of the Net Asset Value of the Sub-Fund.

A Sub-Fund that enters into a repurchase agreement should ensure that it is able at any time to recall any securities subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered. Fixed-term repurchase and reverse repurchase agreements that do not exceed seven days shall be considered as arrangements on terms that allow the assets to be recalled at any time by the Sub-Fund.

The Manager shall ensure that all the revenues arising from efficient portfolio management techniques and Securities Financing Transactions, net of direct and indirect operational costs, are returned to the ICAV. Such direct and indirect operational costs and fees (which are all fully transparent), which shall not include hidden revenue, shall include fees and expenses payable to repurchase/reverse repurchase agreements counterparties and/or Securities Lending Agents engaged by the ICAV from time to time. Such fees and expenses of any repurchase/reverse repurchase agreements counterparties and/or Securities Lending Agents engaged by the ICAV, which will be at normal commercial rates together with VAT, if any, thereon, will be borne by the ICAV or the Sub-Fund in respect of which the relevant party has been engaged. Details of Sub-Fund revenues

arising and attendant direct and indirect operational costs and fees as well as the identity of any specific repurchase/reverse repurchase agreements counterparties and/ or Securities Lending Agents engaged by the ICAV from time to time (including whether they are related to the Manager or the Depositary) shall be included in the relevant Sub-Fund's semi-annual and annual reports.

While the ICAV will conduct appropriate due diligence in the selection of counterparties, including consideration of the legal status, country of origin, credit rating and minimum credit rating (where relevant), it is noted that the Central Bank Rules do not prescribe any pre-trade eligibility criteria for counterparties to a Sub-Fund's Securities Financing Transactions. Counterparties to such transactions shall: (1) be entities regulated, approved, registered or supervised in their home jurisdiction; and (2) be located in an OECD Member State, which together will constitute the ICAV's criteria to select counterparties. Counterparties need not have a minimum credit rating. In accordance with the Credit Ratings Agencies Directive (2013/14/EU), the Investment Manager shall not solely or mechanistically rely on credit ratings in determining the credit quality of an issuer or counterparty.

From time to time, a Sub-Fund may engage repurchase/ reverse repurchase agreements counterparties and/or Securities Lending Agents that are related parties to the Depositary or other service providers of the ICAV. Such engagement may on occasion cause a conflict of interest with the role of the Depositary or other service provider in respect of the ICAV. Please refer to the section entitled "Conflicts of Interest" for further details on the conditions applicable to any such related party transactions. The identity of any such related parties will be specifically identified in the relevant Sub-Fund's semi-annual and annual reports.

Repurchase/reverse repurchase agreements or Securities Lending do not constitute borrowing or lending for the purposes of Regulation 103 and Regulation 111 of the UCITS Regulations respectively.

Please refer to Appendix III, entitled "Risk Factors" in respect of the risks related to Securities Financing Transactions. The risks arising from the use of Securities Financing Transactions shall be adequately captured in the risk management process in respect of the ICAV.

## USE OF FDI

a) Details of FDI / Summary of their Commercial Purpose

A Sub-Fund may, where provided for in the relevant Supplement, engage in transactions in FDI including futures transactions, swaps, forward settled transactions, convertible securities and warrants, share purchase rights for direct investment, where appropriate, to assist in achieving its objective and for reasons such as generating efficiencies in gaining exposure to the constituents of a Reference Index or to a relevant Reference Index, to produce a return similar to that of the Reference Index; to reduce transaction costs or taxes; to gain exposure in the case of securities which are unavailable for market or regulatory reasons or to minimise tracking error. The ICAV, or the Investment Manager acting on behalf of the ICAV, will determine the use of such transactions where it considers them to be of benefit to a Sub-Fund.

The below list may be supplemented by additional FDI for a specific Sub-Fund as may be provided for in the relevant Supplement:

**Futures contracts**. Traded on a regulated exchange, a future is a standardised agreement between two parties to transact in an instrument at a specific price or rate at a future date. A purchased futures contract commits the buyer to purchase the underlying instrument at the specified price on the specified date. A sold futures contract commits the seller to sell the underlying instrument at the specified price on the specified date. In practice most futures positions are closed prior to contract maturity by dealing an opposite trade which cancels out the commitment.

**Options**. An option is an agreement between two parties where the option buyer has the right but not the obligation to buy (call option) or sell (put option) an instrument at a specified date and price. An option buyer pays a premium representing the value of the option and if, at the option expiry, it is economically advantageous may exercise a call option to buy the underlying instrument, or in the case of a put option, sell the underlying instrument. The option writer receives and keeps the option premium and at the choice of the option buyer has to buy or sell the underlying instrument at the time and price specified. The reference instrument for an option may be a security, another derivative such as a swap, future, CDS or may specify an interest or inflation rate, index, basket of instruments, currency or any instrument which the Sub-Fund is authorised to own. Standard options are exchange traded and other options are traded OTC.

**Swaps**. A swap is an OTC agreement between two parties to exchange a series of cash flows or returns on an underlying financial instrument for a set period of time.

Typical cash flow and return series exchanged in a swap include: fixed interest rate, inflation rate, total return of an instrument or index and floating interest rates. Swap legs can be denominated in the same or a different currency.

Specifically, the use of Total Return Swaps by a Sub-Fund shall be subject to the requirements of the SFTR.

**Forward Settled Transactions**. A forward settled transaction delays settlement of a transaction to a forward date. Delaying settlement allows the Sub-Fund to change the economic exposure without changing the physical asset exposure until the transaction settles. A forward foreign exchange transaction is an obligation to purchase or sell a specified currency pair at a future date, at a price set at the time the contract is made. Sub-Funds use these forward foreign exchange transactions to change the currency profile of a Sub-Fund without changing the profile of the invested assets.

**Convertible securities**. The convertible securities in which a Sub-Fund may invest consist of bonds, notes, debentures and preferred stocks which may be converted or exchanged at a stated or determinable exchange ratio into underlying shares. Convertible

securities may offer higher income than the shares into which they are convertible. A Sub-Fund may be required to permit the issuer of a convertible security to redeem the security, convert it into the underlying shares or sell it to a third party. To the extent that any convertible securities in which a Sub-Fund may invest are leveraged or contain embedded derivatives, they will be managed by the Sub-Fund as FDI.

**Warrants**. The Sub-Fund may acquire warrants either as a result of corporate actions or by purchasing warrants, subject to the above conditions. A warrant is a similar instrument to an option in that the holder of the warrant has the option but not the obligation to either purchase or sell the underlying for a specified price or before a specified date. The underlying of the warrant can be an equity, bond or an index.

**Share Purchase Rights**. Share purchase rights, which give the Sub-Fund the ability but not the obligation to purchase more shares, may be issued to the Sub-Fund pursuant to its investment in a particular security and, in such cases, may be retained for the purposes of efficient portfolio management and exercised when considered appropriate.

b) Investment in Financial Indices through the use of FDI.

As indicated above, where provided for in the relevant Supplement(s), a Sub-Fund may gain exposure to financial indices through the use of FDI where considered appropriate to the investment objective and investment policies of the relevant Sub-Fund.

Where the composition of the financial index does not meet with the UCITS criteria for financial indices but the index is composed of UCITS eligible assets, investment by a Sub-Fund in an FDI giving exposure to such a financial index may be permitted and shall in such cases be regarded as an FDI on a combination of UCITS eligible assets.

It may not be possible to comprehensively list the actual financial indices to which exposure may be taken as they have not, as of the date of this Prospectus, been selected and they may change from time to time. A list of the indices which a Sub-Fund takes exposure to will be included in the annual financial statements of the Sub-Fund. Details of any financial indices used by any Sub-Fund will also be provided to Shareholders of that Sub-Fund by the Investment Manager on request.

Where the weighting of a particular constituent in the financial index exceeds the investment restrictions set down in the UCITS Regulations the Investment Manager will as a priority objective look to remedy the situation taking into account the interests of Shareholders and the relevant Sub-Fund.

c) Risk Management Process

The risk management process in respect of the ICAV on behalf of each Sub-Fund has been filed with the Central Bank. This accurately measures, monitors and manages the various risks associated with the use of FDI and Securities Financing Transactions. Any FDI not included in the risk management process will not be utilised until such time as the risk management process has been updated, in accordance with the Central Bank requirements. The ICAV will, on request, provide supplementary information to Shareholders relating to the risk management methods employed, including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

d) Eligible Counterparties

A Sub-Fund may invest in OTC derivatives in accordance with the Central Bank Rules and provided that the counterparties to the OTC derivatives are Eligible Counterparties.

## COLLATERAL POLICY

In the context of efficient portfolio management techniques, Securities Financing Transactions and/or the use of FDI for hedging or investment purposes, collateral may be received from a counterparty for the benefit of a Sub-Fund or posted to a counterparty by or on behalf of a Sub-Fund. Any receipt or posting of collateral by a Sub-Fund will be conducted in accordance with the Central Bank Rules and the terms of the ICAV's collateral policy outlined below.

a) Collateral – received by a Sub-Fund

Collateral posted by a counterparty to or for the benefit of a Sub-Fund may be taken into account as reducing the exposure of the Sub-Fund to such counterparty. Each Sub-Fund will require receipt of the necessary level of collateral to aim to ensure counterparty exposure limits are not breached. Counterparty risk may be reduced to the extent that the value of the collateral received corresponds with the value of the amount exposed to counterparty risk at any given time.

Risks linked to the management of collateral, such as operational and legal risks, shall be identified, managed and mitigated by the risk management process in respect of the ICAV. A Sub-Fund receiving collateral for at least 30% of its assets should have an appropriate stress testing policy in place to ensure regular stress tests are carried out under normal and exceptional liquidity conditions to enable the Sub-Fund to assess the liquidity risk attached to the collateral. The liquidity stress testing policy will at least prescribe the components set out in Regulation 24 paragraph (8) of the Central Bank Regulations.

For the purpose of providing margin or collateral in respect of transactions in techniques and instruments, the Sub-Fund may transfer, mortgage, pledge, charge or encumber any assets or cash forming part of the Sub-Fund in accordance with normal market practice (including the transfer of daily variation margin) and the requirements outlined in the Central Bank Rules.

All assets received by a Sub-Fund in the context of Securities Financing Transactions shall be considered as collateral and must comply with the terms of the ICAV's collateral policy.

Any non-cash assets received by the Sub-Fund from a counterparty on a title transfer basis (whether in respect of a Securities Financing Transaction, an OTC derivative transaction or otherwise) shall be held by the Depositary or a duly appointed sub-custodian.

Non–Cash Collateral

Collateral received from a counterparty for the benefit of a Sub-Fund may be in the form of cash or non-cash assets and must, at all times, meet with the specific criteria outlined in the Central Bank Regulations, as summarised below, in relation to (i) liquidity; (ii) valuation; (iii) issuer credit quality; (iv) correlation; (v) diversification (asset concentration); and (vi) immediate availability:

i) Liquidity: Collateral received other than cash should be highly liquid and traded on a Market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received should also comply with the provisions of Regulation 74 of the UCITS Regulations.

ii) Valuation: Collateral received should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts (as referred to below) are in place. Where appropriate, non-cash collateral held for the benefit of a Sub-Fund shall be valued in accordance with the valuation policies and principles applicable to the ICAV. Subject to any agreement on valuation made with the counterparty, collateral posted to a recipient counterparty will be valued daily at mark-to-market value. The rationale for the valuation methodology as described above is to ensure compliance with the requirements in the Central Bank Regulations.

iii) Issuer credit quality: Collateral received should be of high quality.

iv) Correlation: Collateral received should be issued by an entity that is independent from the counterparty and is not expected to display a high correlation with the performance of the counterparty.

v) Diversification (asset concentration): Collateral should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure to a given issuer of 20% of the Sub-Fund's Net Asset Value. When the Sub-Fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.

vi) Immediate availability: Collateral received should be capable of being fully enforced by the Sub-Fund at any time without reference to or approval from the counterparty.

vii) The Investment Manager, on behalf of each Sub-Fund, shall apply suitably conservative haircuts to assets being received as collateral where appropriate on the basis of an assessment of the characteristics of the assets such as the credit standing or the price volatility, as well as the outcome of any stress tests in accordance with the requirements of EMIR. EMIR does not require the application of a haircut for cash variation margin. Accordingly, any haircut applied to cover currency risk will be as agreed with the relevant counterparty. The Investment Manager has determined that generally if issuer or issue credit quality of the collateral is not of the necessary quality or the collateral carries a significant level of price volatility with regard to residual maturity or other factors, a conservative haircut must be applied in accordance with more specific guidelines as will be maintained in writing by the Investment Manager, on an on-going basis. To the extent that a Sub-Fund avails of the increased issuer exposure facility in section 5(ii) of Schedule 3 of the Central Bank Regulations, such increased issuer exposure may be to any of the issuers listed in section 2.12 of Appendix I to the Prospectus.

viii) Safe-keeping: Any non-cash assets received by a Sub-Fund from a counterparty on a title transfer basis (whether in respect of a Securities Financing Transaction, an OTC derivative transaction or otherwise) shall be held by the Depositary or a duly appointed sub-custodian. Assets provided by a Sub-Fund on a title transfer basis shall no longer belong to the Sub-Fund and shall pass outside the custodial network. The counterparty may use those assets at its absolute discretion. Assets provided to a counterparty other than on a title transfer basis shall be held by the Depositary or a duly appointed sub-custodian.

There are no restrictions on maturity provided the collateral is sufficiently liquid.

Non-cash collateral cannot be sold, pledged or re-invested.

Cash collateral

Cash collateral may not be invested other than in the following:

i) deposits with Relevant Institutions;

ii) high-quality government bonds;

iii) reverse repurchase agreements provided the transactions are with credit institutions subject to prudential supervision and the Sub-Fund is able to recall at any time the full amount of cash on an accrued basis;

iv) short-term money market funds as defined in the ESMA Guidelines on a Common Definition of European Money Market Funds (ref CESR/10-049).

Re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral. Cash collateral may not be placed on deposit with the relevant counterparty or a related entity. Exposure created through the reinvestment of collateral must be taken into account in determining risk exposures to a counterparty. Re-investment of cash collateral in accordance with the provisions above can still present additional risk for the Sub-Fund. Please refer to Appendix III to this Prospectus (section entitled "Risk Factors; 25.") for more details.

b) Collateral – posted by a Sub-Fund

Collateral posted to a counterparty by or on behalf of a Sub-Fund must be taken into account when calculating counterparty risk exposure other than where it is protected by client money rules or similar arrangements. Collateral posted to a counterparty and collateral received by such counterparty may be

taken into account on a net basis provided the Sub-Fund is able to legally enforce netting arrangements with the counterparty.

Collateral posted to a counterparty by or on behalf of a Sub-Fund will consist of such collateral as is agreed with the counterparty from time to time and may include any types of assets held by the Sub-Fund.

Assets provided by the Sub-Fund on a title transfer basis shall no longer belong to the Sub-Fund and shall pass outside the custodial network. The counterparty may use those assets at its absolute discretion. Assets provided to a counterparty other than on a title transfer basis shall be held by the Depositary or a duly appointed sub-custodian.

## REFERENCE TO BENCHMARKS

Each of the Sub-Funds may refer to one or more indices in its Supplement. Such indices may be used, as specified in the relevant Supplement, for various purposes including, but not limited to:

a) operating as a reference benchmark which the Sub-Fund seeks to outperform;

b) relative VaR measurement; and

c) calculating performance fees.

The particular purpose of the relevant index shall be clearly disclosed in the relevant Supplement. Where an index is used as a reference benchmark which the Sub-Fund seeks to outperform, this will not constitute use of an index within the meaning of Article 3(1)(7)(e) of the Benchmark Regulation unless the relevant Supplement (in particular as part of its investment policy or strategy) defines constraints on the asset allocation of the portfolio in relation to the index (e.g. an investment restriction that the Sub-Fund must invest only in components of the index or must be partially invested in line with index composition). Other references to indices, including for example for the purposes of relative VaR measurement, may not constitute use of an index within the meaning of Article 3(1)(7)(e) of the Benchmark Regulation. Shareholders should note that the ICAV and/or its distributors may from time to time refer to other indices in marketing literature or other communications purely for financial or risk comparison purposes.

The Benchmark Regulation requires benchmark administrators providing certain types of indices which are used or intended to be used as benchmarks in the EU to be authorised or registered by the competent authority. The list of benchmark administrators that are included in the Benchmark Regulation Register is available on ESMA's website at www.esma.europa.eu

As at the date of this Prospectus, the following benchmark administrators of Sub-Funds using benchmarks within the meaning of the Benchmark Regulation and that fall into the scope of Article 2 are included in the Benchmark Regulation Register:

- Bloomberg Index Services Limited (in respect of the in-scope Bloomberg indices)

Unless otherwise disclosed in this Prospectus, the Benchmarks used by the Sub-Funds are, as at the date of this Prospectus, provided by benchmark administrators who benefit from the transitional arrangements afforded under the Benchmark Regulation and accordingly may not appear yet on the Benchmark Regulation Register. Any relevant change to the status of a benchmark administrator under the Benchmark Regulation, including the inclusion of an administrator in the Benchmark Regulation Register, will be reflected in this Prospectus at the next available update.

Please see Appendix IX for the Benchmark Provider Disclaimers.

## REFERENCES TO RATINGS

The European Union (Alternative Investment Fund Managers) (Amendment) Regulations 2014 (S.I. No. 379 of 2014) (the "**Amending Regulations**") transpose the requirements of the Credit Ratings Agencies Directive (2013/14/EU) ("CRAD") into Irish law. CRAD aims to restrict the reliance on ratings provided by credit rating agencies and to clarify the obligations for risk management. In accordance with the Amending Regulations and the CRAD (which amended the UCITS Regulations), notwithstanding anything else in this Prospectus, the Manager and/or the Investment Manager shall not solely or mechanistically rely on credit ratings in determining the credit quality of an issuer or counterparty.

## CURRENCY HEDGED SHARE CLASSES

A Sub-Fund may (but is not obliged to) enter into certain currency-related transactions in order to seek to hedge out currency risk. The presence of any Currency Hedged Share Classes, as well as details of any particular features, shall be clearly disclosed in the Supplement for the relevant Sub-Fund.

Unless otherwise disclosed in the relevant Supplement, this will involve a Class designated in a currency other than the Base Currency being hedged against (i) exchange rate fluctuation risks between the designated currency of the Class and the Base Currency of the relevant Sub-Fund; and/or (ii) exchange rate fluctuation risks between the designated currency of the Class and the other denominated currencies of the Sub-Fund's assets.

To the extent that hedging is successful for a particular Class, the performance of the Class is likely to move in line with the performance of the underlying assets.

Any financial instruments used to implement such currency hedging strategies with respect to one or more Classes shall be assets/liabilities of the Sub-Fund but will be attributable to the relevant Class(es) and the gains and losses (realised and unrealised) on, and the costs of the currency hedging transactions (including any administrative costs arising from additional risk management) will accrue solely to the relevant Class. However, investors should note that there is no segregation of liability between Share Classes. Although the costs, gains and losses of the currency hedging transactions will accrue solely to the relevant Class, Shareholders are nonetheless exposed to the risk that hedging transactions undertaken in one Class may impact negatively on the Net Asset Value of another Class. Please refer to Appendix III to this Prospectus (section entitled "Risk Factors; Currency Hedging at Share Class Level Risk") for more details.

Any additional risk introduced to the Sub-Fund through the use of currency hedging for a given Share Class should be mitigated and monitored appropriately.

Accordingly, in accordance with the Central Bank Rules, the following operational provisions will apply to any currency hedging transactions:

i) Counterparty exposure should be managed in accordance with the limits in the Central Bank Regulations and the Central Bank Rules.

ii) Over-hedged positions should not exceed 105% of the Net Asset Value of the relevant Class of Shares which is to be hedged against the currency risk.

iii) Under-hedged positions should not fall short of 95% of the portion of the Net Asset Value of the relevant Class which is to be hedged against currency risk.

iv) Hedged positions will be kept under review on an ongoing basis, at least at the same valuation frequency of the Sub-Fund, to ensure that over hedged or under hedged positions do not exceed/ fall short of the permitted levels disclosed above.

v) Such review (referred to above) will incorporate a procedure to rebalance the hedging arrangements on a regular basis to ensure that positions materially in excess of 100% or under-hedged positions will not be carried forward from month to month.

vi) The currency exposures of different currency Classes may not be combined or offset and currency exposures of assets of the Sub-Fund may not be allocated to separate Share Classes.

vii) Notwithstanding the above, there can be no guarantee that the hedging techniques will be successful and, while not intended, this activity could result in over-hedged or under-hedged positions due to external factors outside the control of the ICAV. Further, these hedging techniques are designed to reduce a Shareholder's exposure to currency risk. The use of such class hedging techniques may therefore substantially limit holders of Shares in the relevant Classes from benefiting if the currency of that Class falls against that of the Base Currency of the relevant Sub-Fund and/or the currency in which the assets of the relevant Sub-Fund are denominated. Please refer to Appendix III to this Prospectus (section entitled "Risk Factors; Currency Risk; 17.") for more details.

## FOREIGN EXCHANGE ARRANGEMENTS

Where provided for in the Supplement, a Sub-Fund may enter into forward foreign exchange contracts in the context of its investment activity and/or for efficient portfolio management purposes and this may give rise to variation margin requirements under EMIR. However, it should be noted that the EMIR variation margin rules will not apply to foreign exchange contracts characterised as spot trades in accordance with Commission Delegated Regulation (EU) 2017/565. This includes foreign exchange contracts with up to T+5 settlement terms where the main purpose of the contract is in connection with the sale or purchase of investments by the Sub-Fund and this corresponds with the standard settlement period for such investments.

## DIVIDEND POLICY

The dividend policy and information on the declaration and payment of dividends for each Sub-Fund will be specified in the relevant Supplement.

The Instrument of Incorporation empowers the Directors to declare dividends in respect of any Shares in the ICAV out of the net income of the relevant Sub-Fund (i.e. income less accrued expenses of the ICAV) (whether in the form of dividends, interest or otherwise) and net realised and unrealised gains (i.e. realised and unrealised gains net of all realised and unrealised losses), subject to certain adjustments and, in accordance with the Central Bank Rules, partially or fully out of the capital of the relevant Sub-Fund.

Any dividends paid which are not claimed or collected within six years of payment shall revert to and form part of the assets of the relevant Sub-Fund.

Distributions of dividends and other payments with respect to Shares in the ICAV held through a Recognised Clearing and Settlement System will be credited to the cash accounts of such Recognised Clearing and Settlement System's participants in accordance with the relevant system's rules and procedures. Any information or ICAV communications to Shareholders holding Shares in a settlement system, including voting or proxy materials, annual reports etc., will be transmitted to those settlement systems capable of receiving and processing such information for transmission to Shareholders.

Dividends for Distributing Share Classes will be declared and paid in the Valuation Currency of the relevant Share Class.

To the extent Shares are not held via a Recognised Clearing and Settlement System, the ICAV will be obliged and entitled to deduct an amount in respect of Irish tax from any dividend payable to any investor who is, or is deemed to be, or is acting on behalf of, an Irish Taxable Person and to pay such amount to the Revenue Commissioners. Shareholders are referred to the Irish taxation section which sets out the tax implications for such shareholders.

## PUBLICATION OF NET ASSET VALUE PER SHARE AND DISCLOSURE OF HOLDINGS

The Net Asset Value per Share for each Class shall be made available on the Website or such other website as may be notified to Shareholders in advance from time to time and updated following each calculation of the Net Asset Value. In addition, the Net Asset Value per Share for each Class may be obtained from the office of the Administrator during normal business hours in Ireland. These Net Asset Values will be those prices applicable to the relevant Dealing Day and therefore will only be available after the relevant Dealing Day. The publishing of the Net Asset Value per Share for each class of Shares in each Sub-Fund is for information purposes only, and is not an invitation to apply for, redeem or switch Shares at the published Net Asset Value per Share.

In addition to the information disclosed in the periodic reports of the ICAV, the ICAV may, from time to time, make available to all investors' portfolio holdings and portfolio-related information in respect of one or more of

the Sub-Funds. Any such information will be provided on a historical basis and after the relevant Dealing Day to which the information relates.

Notwithstanding any other provision contained in the Prospectus, nothing shall limit, prevent or restrict the ICAV from disclosing portfolio holdings information for the purposes of compliance with the laws and regulations of any relevant jurisdiction where shares of the ICAV are sold or disclosing such information to a court of a competent jurisdiction, upon request.

## APPLICATION OF THE INVESTOR MONEY REGULATIONS

The ICAV operates a Collection Account for each of the Sub-Funds so that the amounts within the Collection Account are at all times capable of being attributed to the individual Sub-Funds in accordance with the Instrument of Incorporation. Monies in the Collection Account are deemed assets of the respective Sub-Funds upon receipt and shall not have the protection of the Investor Money Regulations. There is a risk for investors to the extent that monies are held by the ICAV in the Collection Account for the account of a Sub-Fund at a point where such Sub-Fund (or another Sub-Fund of the ICAV) becomes insolvent. In respect of any claim by an investor in relation to monies held in the Collection Account, the investor shall rank as an unsecured creditor of the ICAV during the period between receipt of subscription monies and the Dealing Day on which the Shares are issued and the subscription monies are moved to the Sub-Fund operating account.

The operation of the Collection Account will not compromise the ability of the Depositary to carry out its safe-keeping and oversight duties in accordance with the UCITS Regulations.

Investors' attention is drawn to the risk factor under the heading "Collection Account Risk".

## TIMING OF PAYMENT

Payment in respect of subscriptions must be received in cleared funds into the Collection Account on the Settlement Date as outlined in the Supplement for the relevant Sub-Fund.

## FINANCIAL SANCTIONS

Financial sanctions, which are political tools used to effectuate foreign policy goals, can be imposed by individual countries or by international bodies. These measures are designed to restrict or prohibit certain types of transactions with designated individuals, entities, or countries.

The ICAV is committed to adhering to all applicable financial sanctions laws and regulations in operation at the date of this Prospectus and which may be introduced in future. The ICAV will not knowingly make investments in securities or financial instruments of issuers that are subject to financial sanctions and the ICAV reserves the right to divest from any investment it inadvertently makes in such securities if they become subject to sanctions after the investment is made.

The ICAV operates a comprehensive financial sanctions compliance program designed to identify and mitigate the risks associated with financial sanctions. This program includes: (i) regular screening of clients, counterparties, and transactions against sanctions lists; (ii) due diligence procedures to identify ownership structures and control relationships that might implicate sanctions restrictions; and (iii) ongoing monitoring and reporting systems to detect potential sanctions breaches.

The ICAV may incur various costs and expenses in the process of ensuring compliance with financial sanctions requirements. These costs may include, but are not limited to, legal fees, administrative expenses, technology costs associated with compliance software, and expenses related to the due diligence of investments and investors. The diligent monitoring of transactions and the maintenance of compliance protocols are resource-intensive activities that are essential to the ICAV's operations. Such costs will be included in the ICAV's TER.

It is also the policy of the ICAV to allocate all costs and expenses arising from financial sanctions compliance to particular Shareholders who have a nexus to the financial sanctions-related activity. A financial sanctions-related nexus refers to any connection or involvement, direct or indirect, that a Shareholder may have with jurisdictions, individuals, or entities that are subject to financial sanctions. This nexus may arise from the Shareholder's nationality, domicile, or the nature of their transactions. Any such costs, fees or expenses incurred in complying with financial sanctions obligations may be applied to such Shareholder as a compulsory redemption of Shares or as a deduction from any redemption proceeds owed to the Shareholder upon redemption (in accordance with the provisions of the "Redemption of Shares" section).

# Management of the ICAV

## THE BOARD OF DIRECTORS

The Board of Directors is responsible for managing the business affairs of the ICAV in accordance with the Instrument of Incorporation. The Directors may delegate certain functions to the Manager and other parties, subject to supervision and direction by the Directors.

The Central Bank Regulations introduce the concept of the responsible person, being the party responsible for compliance with the relevant requirements of the Central Bank Regulations on behalf of a particular Irish authorised UCITS. The Manager assumes the role of the responsible person for the ICAV.

The Directors and their principal occupations are set forth below:

### Ms. Mary Canning (Irish)

Ms. Canning is a financial services lawyer and a Non-Executive Director of Irish authorised investment funds. She has a Bachelor of Civil Law (BCL 1984) and a Masters in Commercial Law (LLM 2005) from University College Dublin. She was admitted to practice as a solicitor in Ireland in 1989. From 1988 to 1990, she worked in the New York law firm of De Vos & Co., during which time she was admitted to practice as an attorney in the State of New York. Prior to joining Dillon Eustace in 1992, she worked as an associate in the law firm Cawley Sheerin Wynne. She became a partner in Dillon Eustace in 1992, and worked principally in the financial services department for 10 years. Since 2002, she has worked as a consultant, in Dillon Eustace and in other financial services firms, principally in areas of governance and compliance and in the provision of non-executive directorship services, serving as Chair, Organisational Effectiveness Director and Committee Member to Irish authorised investment funds and fund management companies.

### Ms. Eve Finn (Irish)

Ms. Finn is an Independent Non-Executive Director on various asset management, fund company, pension scheme and not-for-profit boards in Ireland and the UK. She has over 20 years' experience in financial services across asset management, investment banking and investment consulting. Most latterly in her executive career, Ms. Finn was CEO and Executive Director of LGIM's European management company based in Ireland. She also served as a Director on a number of LGIM's Irish and Luxembourg based UCITS Funds and AIFs. Prior to that, Ms. Finn also held senior leadership roles in LGIM's Investment division in London, including as Head of Solutions and Head of LDI Portfolio Construction and also served on various committees and boards in the UK as well as a Trustee Director of L&G's group pension schemes. Eve also held roles in Deutsche Bank and Watson Wyatt LLP (now Willis Towers Watson) in the UK and is a Fellow of the Institute of Actuaries in the UK. Eve is an active industry participant, having previously served on Irish Funds' Council, Vice-chair of the Irish Funds Asset Management Steering Group and was a former member of the IFSC Funds Group in Ireland. She is also a director of basis.point - the Irish investment fund industry charity focused on improving educational opportunities for children who face disadvantage.

### Ms. Samantha McConnell (Irish)

Ms. McConnell, who serves as chair of both the ICAV and the Manager, has over 25 years' experience in the financial and pensions industry covering administration, investment services, change and integration management as well as devising solutions to complex issues. She now works full time as an independent director on a large range of boards including fund, MiFID, AIFM and Manco entities in both Dublin and Luxembourg. She is the chair of the investment committee on two boards as well as chair of one of the MiFID entities. Ms. McConnell is a non-executive director for CFA Ireland and was previously executive director of Willis Human Capital & Benefits (Willis Towers Watson's MiFID regulated entity in Ireland). Ms. McConnell holds a first class honours degree in commerce from University College Dublin and graduated first in Ireland in the ACCA exams. She is a CFA Charterholder, a holder of the Institute of Directors Diploma in Company Direction and was awarded the Graduate of Merit award from the Institute of Directors.

### Mr. Colm McDonagh (Irish)

Mr. McDonagh was appointed Chief Executive Officer of the Manager, Insight's EU-domiciled entity, in December 2020. He originally joined Insight in 2008 as Head of the Emerging Market Fixed Income Team and a senior member of Insight's investment division. Throughout his career at Insight, Mr. McDonagh has built strong knowledge-based relationships with investors, clients, peers and other stakeholders. He has 25 years' experience of working in the financial services industry (23 years in asset management) across a number of senior roles involving investment, management and commercial activities globally. Prior to joining Insight he held senior roles at Aberdeen Asset Management and Hydra Capital Management.

### Mr. Sandeep Sumal (British)

Mr. Sumal is the Director of Governance at BNY Investments with over 20 years of experience in the financial services industry. Mr. Sumal has been with BNY Investments since 2007 and a member of the BNY Investments Governance team since 2016. Mr. Sumal is a board director on several BNY Group entities and has oversight and responsibility for governance within BNY Investments. Prior to joining the investment management governance team, his roles within BNY Investments included Head of Retail Client Services and working within the COO and CAO teams. Before joining BNY Group, Mr. Sumal was Head of Client Service for Gartmore Investment Management and previous to that he held various roles in the financial services industry. Mr. Sumal has a Bachelor of Arts in Business Studies (Service Industries) from the University of Westminster and a Diploma in Corporate Governance from the Corporate Governance Institute.

The address of the Directors is the registered office of the ICAV. The Directors are all non-executive directors of the ICAV.

## MANAGER

The ICAV has appointed Insight Investment Management (Europe) Limited as the Manager of the ICAV pursuant to the Management Agreement.

The Manager will be responsible for the management and general administration of the ICAV with power to delegate such functions subject to the overall supervision and control of the Manager. In accordance with the requirements of the Central Bank, the Manager delegates certain of its fund administration duties to the Administrator and some of its portfolio management functions to the Investment Manager and has delegated distribution responsibilities in respect of the Sub-Funds to the Distributor. The liability of the Manager to the ICAV will not be affected by the fact that it has delegated certain of its functions.

The Manager was incorporated on 25 April 2016 as a limited liability company in Ireland under number 581405. The Manager's main business is the provision of fund management services to collective investment schemes such as the ICAV. It is authorised and supervised by the Central Bank as a UCITS management company under the UCITS Regulations and is also authorised by the Central Bank as an alternative investment fund manager under the European Union (Alternative Investment Fund Managers) Regulations 2013 (S.I. No. 257 of 2013).

The Management Agreement may be terminated by either party on giving not less than ninety (90) days' prior written notice to the other party. The Management Agreement may also be terminated forthwith by either party giving notice in writing to the other party in certain circumstances as outlined in the Management Agreement, including insolvency or the happening of a like event affecting either party.

The Manager shall not be liable to the ICAV or any Shareholder of the ICAV or otherwise for any loss suffered by the ICAV or any such Shareholder in connection with the performance or non-performance of the Manager's duties or otherwise in connection with the subject matter of the Management Agreement or any matter or thing done or omitted to be done by the Manager in pursuance thereof, unless such loss or disadvantage arises from negligence, bad faith, wilful default or fraud in the performance or non-performance by the Manager of its obligations or duties. Notwithstanding the above, the Manager shall not be liable in respect of (i) any indirect, special or consequential damages suffered by the ICAV or any Shareholder of the ICAV or (ii) any action taken or omission made in accordance with specific instructions, advice or directions issued by the ICAV. The Manager accepts no responsibility for any loss to the ICAV arising out of any action of brokers, dealers, counterparties, clearing houses or securities depositories.

The ICAV shall, out of the assets of the relevant Sub-Fund, indemnify and keep indemnified and hold harmless the Manager and each of its directors, officers, members, servants, employees, agents and appointees from and against any and all actions, obligations, liabilities, tax, proceedings, debts, claims, demands, suits, losses, damages, judgments, costs, expenses and disbursements (including reasonable legal and professional fees and expenses arising therefrom or incidental thereto) of any kind or nature whatsoever which may be made or brought against or directly or indirectly suffered or incurred by or asserted against the Manager in the performance or non-performance of its obligations or duties or otherwise in connection with the subject matter of the Management Agreement, save as a result of negligence, bad faith, wilful default or fraud in the performance or non-performance of its obligations or duties. If the ICAV requires the Manager to take any action of whatsoever nature which in the reasonable opinion of the Manager might render the Manager liable for the payment of money or liable in any other way, the Manager shall be indemnified and held harmless by the ICAV in any reasonable amount and form satisfactory to the Manager as a prerequisite to taking such action.

The directors of the Manager are the same as those of the ICAV save that there are two additional directors, Mark Stancombe and Gerry Brennan, on the board of the Manager. A description of each director on both boards appears under the heading "Directors" above and details for Mark Stancombe and Gerry Brennan are set out below. With the exception of Mr. McDonagh and Mr. Brennan, who are the chief executive officer and chief risk officer of the Manager respectively, the remaining directors of the Manager are non-executive directors.

### Mr. Gerry Brennan (Irish)

Mr. Brennan joined Insight for the second time in July 2018 as Head of Compliance and Corporate Risk, Insight Europe. Before this role, he was Director of Financial Services Regulatory at legal firm Maples and Calder. Before Maples and Calder, he spent seven years in London most recently as Head of Fund Compliance at Insight. His other London-based roles have included Senior Funds Officer at Close Brothers Asset Management and Compliance and Risk Officer at Castlestone Asset Management. Before coming to London, Gerry worked at the Central Bank of Ireland for over three years in the CIS authorisation department. Gerry graduated with a BA in Journalism and a Masters degree in Economic Science & International Finance from the National University of Ireland. He also holds a Postgraduate Diploma in Financial Management from the ACCA and a Professional Certificate in Compliance from the ACOI. Gerry is a member of the Irish Funds MiFID Working Group and previously was a member of the UCITS and Loan Funds working groups.

### Mr. Mark Stancombe (British)

Mr. Stancombe was appointed as Insight's Chief Risk Officer in April 2022. Prior to this, he was Chief Executive Officer, North America, responsible for supporting the firm's US strategy and leading the US management committee. Mr. Stancombe joined Insight in October 2007 as Head of Operations managing both the internal and outsourced operations capabilities. He then additionally took responsibility for Insight's Corporate Risk Team in 2009, where he led the re-development of the risk framework across the firm. In July 2011, he transferred into the Distribution Division to lead the institutional client teams to focus on client service before becoming Head of Product Strategy in January 2014. He additionally took on responsibility for Corporate Strategy in April 2015 and focused exclusively on this from November 2017. Mr. Stancombe joined the Executive Management Committee in May 2016 and assumed his current role as Chief

Executive Officer, North America in September 2018. Prior to joining Insight, Mr. Stancombe worked at Ernst & Young, in their Advisory Services Group focused on leading projects for UK and European investment managers. Mr. Stancombe began his career at Threadneedle in 1994, where he spent over ten years in different management roles within their Operations division. He holds a BSc (Hons) in Economics from the University of Manchester

## INVESTMENT MANAGER

The Manager may appoint one or more Investment Managers to manage on a discretionary basis the investments and reinvestment of the assets of any Sub-Fund or part thereof. The identity, regulatory status and other particulars of the Investment Manager(s) appointed in respect of a Sub-Fund, and any Sub-Investment Manager appointed in respect of a Sub-Fund, will be set out in the relevant Supplement.

## DISTRIBUTOR

Insight Investment Management (Global) Limited

shall act as distributor of Shares in each Sub-Fund with authority to delegate some or all of its duties as distributor to reputable sub-distributors in accordance with the Central Bank Rules. The Distributor does not maintain a secondary market in shares of each Sub-Fund. The Distributor has no role in determining the policies of the Sub-Funds or the securities that are purchased or sold by the Sub-Funds.

## ADMINISTRATOR

The Manager has appointed BNY Mellon Fund Services (Ireland) Designated Activity Company as Administrator of the ICAV and each Sub-Fund pursuant to the Administration Agreement. The responsibilities of the Administrator of the Sub-Funds include administration of the ICAV, maintaining the accounting records of the Sub-Funds, calculating the Net Asset Value of the Sub-Funds, the Net Asset Value per Share and serving as registrar and as transfer agent of the Sub-Funds.

BNY Mellon Fund Services (Ireland) Designated Activity Company is a supplier of processing and administration services to financial institutions.

The duties and functions of the Administrator include, inter alia, the calculation of the Net Asset Value and the Net Asset Value per Share, the keeping of all relevant records in relation to the ICAV as may be required with respect to the obligations assumed by it pursuant to the Administration Agreement, the preparation and maintenance of the ICAV's books and accounts, liaising with the Auditor in relation to the audit of the financial statements of the ICAV and the provision of certain registration and transfer agency services in respect of Shares in the ICAV. The Administrator is a company incorporated with limited liability in Ireland on 31 May 1994 and is authorised by the Central Bank. It is a wholly owned subsidiary of The Bank of New York Mellon Corporation. Its registered office is as specified in the directory.

### Hedge administrator

The Bank of New York Mellon has been appointed to provide currency hedging transaction services. The Bank of New York Mellon shall be entitled, for such services, to transactional fees which shall be at normal commercial rates and paid out of the assets of the relevant Sub-Fund as attributable to the relevant class of Shares being hedged.

## DEPOSITARY

Pursuant to the Depositary Agreement, The Bank of New York Mellon SA/NV, Dublin Branch has been appointed as the Depositary to provide depositary, custodial, settlement and certain other associated services to the ICAV.

The Bank of New York Mellon SA/NV, Dublin Branch is authorised by the Central Bank to act as depositary and is licensed to engage in all banking operations under the laws of Ireland.

The Depositary carries out functions in respect of the ICAV including but not limited to the following:

a) the Depositary holds in custody all financial instruments capable of being registered or held in a financial instruments account opened in the Depositary's books and all financial instruments capable of being physically delivered to the Depositary;

b) the Depositary ensures that all financial instruments that can be registered in a financial instruments account opened in the Depositary's books are registered in the Depositary's books within segregated accounts in accordance with the principles set out in Article 16 of Commission Directive 2006/73/EC, opened in the name of the ICAV, so that they can be clearly identified as belonging to the ICAV in accordance with the applicable law at all times;

c) the Depositary verifies the ICAV's ownership of any assets (other than those referred to in (a) above) and maintain and keep up-to-date a record of such assets it is satisfied are owned by the ICAV;

d) the Depositary ensures effective and proper monitoring of the ICAV's cash flows;

e) the Depositary is responsible for certain oversight obligations in respect of the ICAV – see "Summary of Oversight Obligations" below.

Duties and functions in relation to (d) and (e) above may not be delegated by the Depositary.

Under the terms of the Depositary Agreement, the Depositary may delegate its safekeeping obligations provided that (i) the services are not delegated with the intention of avoiding the requirements of the UCITS Regulations, (ii) the Depositary can demonstrate that there is an objective reason for the delegation and (iii) the Depositary has exercised all due skill, care and diligence in the selection and appointment of any third party to whom it wants to delegate parts of the Services, and keeps exercising all due skill, care and diligence in the periodic review and ongoing monitoring of any third party to whom it has delegated parts of its safekeeping services and of the arrangements of the third party in respect of the matters delegated to it. The liability of the

Depositary will not be affected by virtue of any such delegation. The identities of any such sub-custodians are set forth in Appendix VI hereto.

The Depositary Agreement provides that the Depositary shall be liable, (i) in respect of a loss of a financial instrument held in its custody (or that of its duly appointed delegate) unless it can prove that the loss has arisen as a result of an external event beyond the Depositary's reasonable control, the consequences of which would have been unavoidable despite all reasonable measures to the contrary, and (ii) in respect of all other losses as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations pursuant to the UCITS Regulations.

*Summary of Oversight Obligations*

The Depositary is obliged to, among other things:

a) ensure that the sale, issue, redemption and cancellation of Shares effected by or on behalf of the ICAV are carried out in accordance with the UCITS Regulations and the Instrument of Incorporation;

b) ensure that the value of Shares is calculated in accordance with the UCITS Regulations and the Instrument of Incorporation;

c) carry out the instructions of the ICAV unless they conflict with the UCITS Regulations or the Instrument of Incorporation;

d) ensure that in each transaction involving the ICAV's assets, any consideration is remitted to it within the usual time limits;

e) ensure that the ICAV's income is applied in accordance with the UCITS Regulations and the Instrument of Incorporation;

f) enquire into the conduct of the ICAV in each Accounting Period and report thereon to the Shareholders. The Depositary's report will be delivered to the Directors in good time to enable the Directors to include a copy of the report in the annual report of the ICAV. The Depositary's report will state whether, in the Depositary's opinion, the ICAV has been managed in that period:

g) in accordance with the limitations imposed on the investment and borrowing powers of the ICAV by the Central Bank, the Instrument of Incorporation and by the UCITS Regulations; and

h) otherwise in accordance with the provisions of the ICAV Act, the Instrument of Incorporation and the UCITS Regulations.

If the ICAV has not been managed in accordance with (a) or (b) above, the Depositary will state why this is the case and will outline the steps that the Depositary has taken to rectify the situation;

a) notify the Central Bank promptly of any material breach by the ICAV or the Depositary of any requirement, obligation or document to which Regulation 114(2) of the Central Bank Regulations relates; and

b) notify the Central Bank promptly of any non-material breach by the ICAV or the Depositary of any requirement, obligation or document to which Regulation 114(2) of the Central Bank Regulations relates where such breach is not resolved within 4 weeks of the Depositary becoming aware of such non-material breach.

The duties provided for above may not be delegated by the Depositary to a third party.

In discharging its role, the Depositary shall act honestly, fairly, professionally, independently and in the interests of the ICAV and the Shareholders.

The Depositary Agreement provides that the appointment of the Depositary will continue unless and until terminated by the ICAV or the Depositary giving to the other parties not less than 90 days' written notice although in certain circumstances the Depositary Agreement may be terminated immediately by the ICAV or the Depositary provided that the appointment of the Depositary shall continue in force until a replacement Depositary approved by the Central Bank has been appointed and provided further that if within a period of 90 days from the date on which the Depositary notifies the ICAV of its desire to retire or from the date on which the ICAV notifies the Depositary of its intention to remove the Depositary, no replacement Depositary shall have been appointed, the ICAV shall apply to the High Court for an order to wind up the ICAV or convene an extraordinary general meeting of the Shareholders of the ICAV at which there shall be proposed an ordinary resolution to wind up the ICAV. The Depositary shall be liable to the ICAV, or to the Shareholders, for all losses suffered by them as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations as set out in the Depositary Agreement and UCITS V. The Depositary shall be liable to the ICAV and to the Shareholders, for the loss by the Depositary or a duly appointed third party of any financial instruments held in custody (determined in accordance with UCITS V) and shall be responsible for the return of financial instruments or a corresponding amount to the ICAV without undue delay. The Depositary Agreement contains indemnities in favour of the Depositary for certain losses incurred but excluding circumstances where the Depositary is liable for the losses incurred. The Depositary Agreement shall be governed by the laws of Ireland and the courts of Ireland shall have non-exclusive jurisdiction to hear any disputes or claims arising out of or in connection with the Depositary Agreement.

The ICAV shall make available to investors upon request, up-to-date information in respect of the identity of the Depositary, a description of any safe-keeping functions delegated by the Depositary, the list of the Depositary's delegates and sub-delegates and any conflicts of interest that may arise from such delegation.

## AUDITOR

KPMG Chartered Accountants has been appointed to act as the auditor for the ICAV. The responsibility of the Auditor is to audit and express an opinion on the financial statements of the ICAV / its Sub-Funds in accordance with Irish law and International Financial Reporting Standards.

## FACILITIES SERVICE PROVIDERS/ PAYING AGENTS / REPRESENTATIVES / DISTRIBUTORS

Local laws and regulations in certain countries in which the Shares are distributed may require the appointment of facilities service providers, representatives, distributors and correspondent banks in those countries and the maintenance of accounts by such facilities service providers through which subscription and redemption monies or distributions may be paid. Investors who choose or are obliged under local regulations to pay or receive subscription or redemption monies or distributions via an intermediate entity rather than directly to or from the Administrator bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the Administrator for the account of the ICAV or the relevant Sub-Fund and (b) redemption monies payable by such intermediate entity to the relevant Shareholder. The fees and expenses of any facilities service provider appointed by the ICAV and the Manager on behalf of a Sub-Fund shall be charged at normal commercial rates and shall be borne by the ICAV or the relevant Sub-Fund in respect of which such facilities service provider has been appointed.

Investors who do not themselves wish to be registered as Shareholders may use the services of a nominee. Where Shares are held through a nominee, those underlying investors who avail of the services of such nominee may be obliged to pay a fee directly to it in relation to the subscription, repurchase or exchange of Shares, details of which will be provided by the nominee. Regard must be had to the anti-money laundering requirements set out in the section entitled "Investing in Shares".

Unless otherwise disclosed to investors, where a Sub-Fund is marketed in another EEA Member State, the Manager shall make available facilities to perform the following tasks directly or through one or more third parties:

a) process subscription, repurchase and redemption orders and make other payments to Shareholders relating to the Shares of the Sub-Fund, in accordance with the conditions set out in this Prospectus;

b) provide Shareholders with information on how orders, referred to in point (a) above, can be made; and how repurchase and redemption proceeds are paid;

c) facilitate complaints handling and ensure there are procedures and arrangements relating to the Shareholders' exercise of their rights arising from their investment in the Sub-Fund in the EEA Member State where the Sub-Fund is marketed;

d) make all required documents available for inspection by Shareholders on the relevant website and at the offices of the Secretary; and

e) act as a contact point for communicating with the competent authorities.

## SECRETARY

The Manager also acts as company secretary to the ICAV. The secretary of the Manager is Hazel Norris.

# Conflicts of Interest

## CONFLICTS OF INTEREST

The Directors, the Manager, the Investment Manager, the Administrator and the Depositary and their respective Affiliates, officers, directors and shareholders, employees and agents (each a "**Connected Party**" for these purposes, collectively the "**Connected Parties**") are or may be involved in other financial, investment and professional activities (for example provision of securities lending agent services) which may on occasion cause a conflict of interest with the management of the ICAV and/or their respective roles with respect to the ICAV. These other activities may include managing or advising other funds, purchases and sales of securities, banking and investment management services, brokerage services and serving as directors, officers, advisers or agents of other funds or companies, including funds or companies in which the ICAV may invest. Each of the Connected Parties will use reasonable endeavours to ensure that any conflicts which may arise will be resolved fairly. The appointment of the Manager, the Investment Manager, Administrator and Depositary in their primary capacity as service providers to the ICAV are excluded from the scope of these Connected Party requirements.

The Manager or the Investment Manager may advise or manage other collective investment schemes in which a Sub-Fund may invest, or which have similar or overlapping investment objectives to or with the Sub-Funds. Also, a conflict of interest may arise where the competent person valuing unlisted securities and/or OTC derivatives held by a Sub-Fund is the Manager or the Investment Manager or a sub-investment manager or any other Connected Party. For example, because the Manager or the Investment Manager's fees are calculated on the basis of a percentage of a Sub-Fund's Net Asset Value, such fees increase as the Net Asset Value of the Sub-Fund increases. When valuing securities owned or purchased by a Sub-Fund, the Manager or the Investment Manager (or any other Connected Party) will, at all times, have regard to its obligations to the ICAV and the Sub-Fund and will ensure that such conflicts are resolved fairly.

There is no prohibition on transactions with the ICAV, the Manager, the Investment Manager, the Administrator, the Depositary or entities related to the Manager, the Investment Manager, the Administrator or the Depositary including, without limitation, holding, disposing or otherwise dealing with Shares issued by or property of the ICAV and none of them shall have any obligation to account to the ICAV for any profits or benefits made by or derived from or in connection with any such transaction provided that such transactions are in the best interests of Shareholders and dealings are carried out as if effected on normal commercial terms negotiated on an arm's length basis and

a) a certified valuation by a person approved by the Depositary as independent and competent (or in the case of a transaction involving the Depositary, the Manager) has been obtained; or

b) the relevant transaction is executed on best terms on an organised investment exchange in accordance with its rules; or

c) where the conditions set out in (i) and (ii) above are not practical, the relevant transaction is executed on terms which the Depositary is (or in the case of a transaction involving the Depositary, the Manager is) satisfied conform with the principle that such transactions be carried out as if negotiated at arm's length and in the best interests of Shareholders.

The Depositary (or in the case of a transaction involving the Depositary, the Manager) shall document how it complies with paragraphs (i), (ii) and (iii) above and where transactions are conducted in accordance with paragraph (iii), the Depositary (or in the case of a transaction involving the Depositary, the Manager), must document the rationale for being satisfied that the transaction conformed to the principles outlined above.

Potential conflicts of interest may arise from time to time from the provision by the Depositary and/or its Affiliates of other services to the ICAV and/or other parties. For example, the Depositary and/or its Affiliates may act as the depositary, trustee, custodian and/or administrator of other funds. It is therefore possible that the Depositary (or any of its Affiliates) may in the course of its business have conflicts or potential conflicts of interest with those of the ICAV and/or other funds for which the Depositary (or any of its Affiliates) act.

Where a conflict or potential conflict of interest arises, the Depositary will have regard to its obligations to the ICAV and will treat the ICAV and the other funds for which it acts fairly and such that, so far as is practicable, any transactions are effected on terms which are not materially less favourable to the ICAV than if the conflict or potential conflict had not existed. Such potential conflicts of interest are identified, managed and monitored in various other ways including, without limitation, the hierarchical and functional separation of the Depositary's functions from its other potentially conflicting tasks and by the Depositary adhering to its "Conflicts of Interest Policy" (a copy of which can be obtained on request from the head of compliance for the Depositary).

Each Connected Party will provide the ICAV with relevant details of each transaction (including the name of the party involved and where relevant, fees paid to that party in connection with the transaction) in order to facilitate the ICAV discharging its obligation to provide the Central Bank with a statement within the relevant Sub-Fund's annual and semi-annual reports in respect of all Connected Party transactions.

The preceding list of potential conflicts of interest does not purport to be a complete enumeration or explanation of all of the conflicts of interest that may be involved in an investment in the ICAV.

Any potential conflicts may be disclosed in the relevant Supplement.

## DIRECTORS' INTERESTS

At the date of this Prospectus, none of the Directors has or has had any direct interest in the promotion of the ICAV or in any transaction effected by the ICAV which is unusual in its nature or conditions or is significant to the business of the ICAV, save as disclosed below.

There are no existing or proposed contracts of service between any of the Directors and the ICAV. There are no loans outstanding made by the ICAV to any Director nor has any guarantee been provided for the benefit of any Director.

Save as disclosed below, none of the Directors has, or has had, any direct or indirect interest in any transactions which are or were unusual in their nature or conditions or significant to the business of the ICAV and which have been effected since the date of incorporation of the ICAV.

- Mr. Stancombe (director of the Manager) is an employee of the Distributor;
- Mr. McDonagh (director of the ICAV and the Manager) and Mr. Brennan (director of the Manager) are employees of the Manager; and
- Mr. Sumal (director of the Company and the Manager) is an employee of BNY.

## MANAGER AND/OR INVESTMENT MANAGER INVESTMENT IN SHARES

The Manager and/or Investment Manager or an associated company or key employee of the Manager and/or the Investment Manager may invest in Shares of a Sub-Fund for general investment purposes or for other reasons including so that a Sub-Fund or Class may have a viable minimum size or is able to operate more efficiently. In such circumstances the Manager and/or the Investment Manager or their associated company or key employee may hold a high proportion of the Shares of a Sub-Fund or Class in issue. Any subsequent redemption of such investment by the Investment Manager or their associated company or key employee could have an adverse impact for the relevant Sub-Fund and its remaining investors as their proportionate share of fixed expenses could increase.

## SOFT COMMISSIONS

It is not currently intended that any soft commission arrangements will be made in respect of the ICAV. In the event that the Manager and/or the Investment Manager do enter into soft commission arrangements it shall ensure that (i) the broker or counterparty to the arrangement will agree to provide best execution to the ICAV; (ii) the benefits under the arrangement(s) shall be those which assist in the provision of investment services to the relevant Sub-Fund and (iii) brokerage rates will not be in excess of customary institutional full service brokerage rates. To the extent there are any soft commission arrangements, a report will be included in the relevant Sub-Fund's annual and semi-annual reports describing the Manager's and/or the Investment Manager's soft commission practices. Where appropriate, any such arrangements will comply with the requirements of Article 11 of the MiFID II Delegated Directive.

## CASH COMMISSION/ REBATES AND FEE SHARING

Where the Manager and/or the Investment Manager, or any of their delegates, successfully negotiates the recapture of a portion of the commissions charged by brokers or dealers in connection with the purchase and/or sale of securities or FDI for a Sub-Fund, the rebated commission shall be paid to the relevant Sub-Fund. The Manager and/or the Investment Manager or their delegates may be paid / reimbursed out of the assets of the relevant Sub-Fund for reasonable properly vouched costs and expenses directly incurred by the Manager and/or the Investment Manager or their delegates in this regard.

# Share Dealings

## INTRODUCTION

The Sub-Funds are exchange traded funds which means that the Shares of the Sub-Funds are listed and/or admitted to trading on one or more stock exchanges.

The Primary Market is the market on which Shares in the Sub-Funds are issued by and/or redeemed by the ICAV.

Certain brokers are authorised by the ICAV to subscribe for and redeem Shares of the Sub-Funds directly with the ICAV in the Primary Market and they are referred to as "**Authorised Participants**". Such Authorised Participants generally have the capability to deliver the Shares of the Sub-Funds within the Recognised Clearing and Settlement System relevant to the stock exchanges on which the Shares are listed.

Authorised Participants usually sell the Shares they subscribe on one or more stock exchanges, the Secondary Market, where such Shares become freely tradable. Potential investors who are not Authorised Participants can purchase and sell the Shares of the Sub-Funds on the Secondary Market through a broker/dealer on a recognised stock exchange or OTC.

The section titled "Share Dealing On The Primary Market" relates to subscriptions and redemptions between the ICAV and Authorised Participants.

Investors who are not Authorised Participants should refer to the section below titled "Share Dealing On The Secondary Market". Investors that buy Shares on the secondary market are not reflected in the Share Register of the ICAV.

## CLEARING AND SETTLEMENT

The Sub-Funds will apply for admission for clearing and settlement of trading of Shares in the Sub-Funds through a centralised ICSD structure. The ICSD for the Sub-Funds will be Euroclear and Clearstream, Luxembourg.

Share Title

As Shares in the Sub-Funds will generally be issued in dematerialised (or uncertificated) form, no temporary documents of title or share certificates will be issued, other than the Global Share Certificate. The Global Share Certificates will be issued to the Common Depository's Nominee which is required for the ICSD settlement model.

Under the ICSD settlement model, all Shares in the Sub-Funds will ultimately settle in an ICSD but investors may have their holdings within Central Securities Depositaries, whereby such Central Securities Depositaries will be accountholders in the ICSD (i.e. Participants).

All Shares in issue will be represented by a Global Share Certificate and the Global Share Certificate will be deposited with a Common Depository and registered in the name of the Common Depository's Nominee on behalf of Euroclear and Clearstream, Luxembourg and accepted for clearing through Euroclear and Clearstream, Luxembourg. The applicable ICSD for an investor is dependent on the market in which the Shares are traded.

Legal title to the Shares of the Sub-Funds will be held by the Common Depository's Nominee; i.e. the Common Depository's Nominee will act as registered Shareholder of all Shares.

Authorised Participants' rights and title relating to Shares in the Sub-Funds will be determined by the clearance system through which they settle and/or clear their holdings.

Where an Authorised Participant is a Participant in the ICSD, their rights shall be governed by the terms and conditions applicable to the arrangement between such Participant and their ICSD and where an Authorised Participant is not a Participant, their rights shall be governed by their arrangement with their respective nominee, broker or Central Securities Depositary (as appropriate) which may be a Participant or have an arrangement with a Participant.

The extent to which, and the manner in which, Participants may exercise any rights arising under the Shares will be determined by the respective rules and procedures of their ICSD. All references herein to actions by holders of the Global Share Certificate will refer to actions taken by the Common Depository's Nominee as registered Shareholder following instructions from the applicable ICSD upon receipt of instructions from their Participants. All distributions, notices, reports, and statements issued to such Shareholder by the ICAV shall be distributed to the Participants in accordance with such applicable ICSD's procedures. The ICAV has no power to ensure that the Common Depositary's Nominee relays notices or exercises votes in accordance with their instructions.

Interests in the Shares represented by the Global Share Certificate will be transferable in accordance with applicable laws, any rules and procedures issued by the ICSDs and this Prospectus. Beneficial interests in such Shares will only be transferable in accordance with the rules and procedures for the time being of the relevant ICSD and this Prospectus.

Payments

Upon instruction of the Common Depositary's Nominee, redemption proceeds, and any dividends declared are paid by the ICAV or its authorised agent to the applicable ICSD. Authorised Participants, where Participants, must look solely to the applicable ICSD for their redemption proceeds or their share of each dividend payment made by the ICAV or otherwise to the relevant Participant of the ICSD (including, without limitation, their nominee, broker or Central Securities Depositary, as appropriate) for any redemption proceeds or any share of each dividend payment made by the ICAV that relates to their investment.

Investors shall have no claim directly against the ICAV in respect of redemption proceeds or dividend payments due on Shares represented by the Global Share Certificate and the obligations of the ICAV will be discharged by payment to the applicable ICSD upon the instruction of the Common Depositary's Nominee.

If an Authorised Participant submits a dealing request and subsequently fails or is unable to settle and complete the dealing request, as the Authorised

Participant is not a registered Shareholder of the ICAV, the ICAV will have no recourse to the Authorised Participant other than its contractual right to recover such costs under the Authorised Participant Agreement. In the event that no recovery can be made from the Authorised Participant, any costs incurred as a result of the failure to settle will be borne by the Sub-Fund and their investors.

## ICSD

All Shares in issue are represented by a Global Share Certificate and the Global Share Certificate is held by the Common Depositary and registered in the name of the Common Depositary's Nominee on behalf of an International Central Securities Depositary.

Each Participant must look solely to its ICSD for documentary evidence of the amount of such Participant's interests in any Shares. Any certificate or other document issued by the relevant ICSD, as to the interest in such Shares standing to the account of any person, shall be conclusive and binding as accurately representing such records.

Authorised Participants shall have no claim directly against the ICAV, the Sub-Funds, any Paying Agent or any other person (other than their ICSD) relating to payments or distributions due in respect of the Shares which are made by the ICAV or the Sub-Funds to or on the instructions of the Common Depository's Nominee and such obligations of the ICAV shall be discharged thereby. The ICSD shall have no claim directly against the ICAV, the Sub-Funds, any Paying Agent or any other person (other than the Common Depository).

The ICAV or its duly authorised agent may from time to time require an Authorised Participant in the Shares to provide them with information relating to: (a) the capacity in which they hold an interest in Shares; (b) the identity of any other person or persons then or previously interested in such Shares; (c) the nature of any such interests; and (d) any other matter where disclosure of such matter is required to enable compliance by the ICAV with applicable laws or the constitutional documents of the ICAV.

The ICAV or its duly authorised agent may from time to time request the applicable ICSD to provide the ICAV with certain details in relation to Participants that hold interests in Shares in each Sub-Fund including (but not limited to): ISIN, ICSD Participant name, ICSD Participant type (e.g. fund/bank/individual), residence of ICSD Participants, number of ETFs and holdings of the Participant within Euroclear and Clearstream, Luxembourg, as appropriate including which Sub-Funds, types of Shares and the number of such interests in the Shares held by each such Participant, and details of any voting instructions given and the number of such interests in the Shares held by each such Participant. Euroclear and Clearstream, Luxembourg. Participants which are holders of interests in Shares or intermediaries acting on behalf of such account holders will provide such information upon request of the ICSD or its duly authorised agent and have been authorised pursuant to the respective rules and procedures of Euroclear and Clearstream, Luxembourg to disclose such information to the ICAV of the interest in Shares or to its duly authorised agent. Similarly, the ICAV or its duly authorised agent may from time to time request any Central Securities Depositary to provide the ICAV with details in relation to Shares in each Sub-Fund or interests in Shares in each Sub-Fund held in each Central Securities Depositary and details in relation to the holders of those Shares or interests in Shares, including (without limitation) holder types, residence, number and types of holdings and details of any voting instructions given by each holder. Holders of Shares and interests in Shares in a Central Securities Depositary or intermediaries acting on behalf of such holders agree to the Central Securities Depositary, pursuant to the respective rules and procedures of the relevant Central Securities Depositary, disclosing such information to the ICAV or its duly authorised agent.

The holder of the indirect beneficial interest in the Shares may be required to agree to the applicable ICSD providing the identity of a Participant or investor to the ICAV upon their request.

## NOTICES OF MEETINGS AND THE EXERCISE OF VOTING RIGHTS THROUGH THE ICSD

Notices of general meetings and associated documentation will be issued by the ICAV to the registered holder of the Shares i.e. the Common Depository's Nominee. Each Participant must look solely to its ICSD and the rules and procedures for the time being of the relevant ICSD governing onward delivery of such notices to the Participants and the Participant's right to exercise voting rights. Investors who are not Participants in the relevant ICSD would need to rely on their broker, nominee, custodian bank or other intermediary which is a Participant, or which has an arrangement with a Participant, in the relevant ICSD to receive any notices of Shareholder meetings of the ICAV and to relay their voting instructions to the relevant ICSD.

The Common Depository's Nominee has a contractual obligation to promptly notify the Common Depository of any Shareholder meetings of the ICAV and to relay any associated documentation issued by the ICAV to the Common Depository, which, in turn, has a contractual obligation to relay any such notices and documentation to the relevant ICSD. Each ICSD will, in turn, relay notices received from the Common Depository to its Participants in accordance with its rules and procedures. In accordance with their respective rules and procedures, each ICSD is contractually bound to collate and transfer all votes received from its Participants to the Common Depository and the Common Depository is, in turn, contractually bound to collate and transfer all votes received from each ICSD to the Common Depository's Nominee, which is obligated to vote in accordance with the Common Depository's voting instructions.

## INTERNATIONAL PAYING AGENT

The Bank of New York Mellon, London Branch is currently appointed as the International Paying Agent in respect of Shares represented by the Global Share Certificate. In such capacity, the International Paying Agent will be responsible for, among other things, ensuring that payments received by the International Paying Agent from the ICAV are duly paid; maintaining independent records of securities, dividend payment amounts; and communicating information to the relevant ICSD. Payment in respect of the Shares will be made through the relevant ICSD in accordance with the standard practices

of the applicable ICSD. The Manager may vary or terminate the appointment of the International Paying Agent or appoint additional or other registrars or paying agents or approve any change in the office through which any registrar or paying agent acts.

# Share Dealing On The Primary Market

The Primary Market is the market on which Shares of the Sub-Funds are issued by the ICAV to Authorised Participants or redeemed by the ICAV from Authorised Participants.

Only Authorised Participants are able to subscribe or, save as described in section 8 under the heading "*Secondary Market Redemptions*" below, redeem Shares on the Primary Market.

Authorised Participants

To become an Authorised Participant and to deal with the ICAV in the Primary Market an applicant must execute an Authorised Participant Agreement which requires the applicant to satisfy certain eligibility criteria imposed by the ICAV on an ongoing basis and to provide a completed Application Form and satisfy certain upfront anti-money laundering and counter-terrorist financing checks.

Measures aimed at the prevention of money laundering and terrorist financing require an applicant to provide verification of identity to the ICAV and/or the Administrator. Details of these requirements are set out in the Authorised Participant Agreement and the Application Form and, for the avoidance of doubt, may require that certain original documentation is provided to the Administrator in advance of an account being opened in the name of the applicant(s).

For further information in relation to the upfront anti-money laundering requirements and counter-terrorist financing checks, refer to the section below, entitled "*Anti-Money Laundering Provisions for Direct Subscriptions via the ICAV*".

If an Authorised Participant ceases to meet the criteria set out in the Authorised Participant Agreement and/or the Application Form at any time, the Manager and/or the ICAV may take such steps as it believes necessary to seek to ensure that the interests of the ICAV, its Sub-Funds and/or Shareholders are protected. The Directors (or their delegates) have absolute discretion to accept or reject any authorisation to act as an Authorised Participant.

The Directors (or delegates) may restrict or prevent the ownership of Shares by any person, firm or corporate body, if in the opinion of the Directors (or their delegates) such holding may be detrimental to the ICAV, if it may result in a breach of any law or regulation, whether Irish or foreign, or if as a result thereof the ICAV may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred (such persons, firms or corporate bodies to be determined by the Directors being herein referred to as **"Prohibited Persons"** as set out below**).** In particular, the Directors have resolved to prevent the ownership of Shares by any U.S. Person. Persons who are "Benefit Plan Investors", as defined in Section 3(42) of ERISA, will not be permitted to subscribe for Shares.

Applicants wishing to become Authorised Participants should contact the Administrator for further details.

Applications for Shares

An Authorised Participant can subscribe for or redeem Shares for cash, and where permitted, at the discretion of the Directors (or delegates), on an in-kind and/or a directed cash basis on the relevant Dealing Day. The details on each of these specific procedures are set out below under the headings "Procedures for Cash Subscriptions and Cash Redemptions", "Procedures for In-Kind Subscriptions and In-Kind Redemptions" and "Directed Cash Dealings".

The ICAV may add to the Subscription Price, an amount representing the Duties and Charges that may be charged by the ICAV on the issue of Shares to cover the dealing costs relating to the subscription.

The Net Asset Value per Share of each Class in each Sub-Fund will be published in the Valuation Currency of the relevant Class. Details of the Minimum Subscription Amounts for each Sub-Fund and Duties and Charges, if any, are set out in the relevant Supplement.

Applications by Authorised Participants to deal on the Primary Market should be submitted through the ETF Portal. The use of the ETF Portal is subject to the prior consent of the Investment Manager and the Administrator and must be in accordance with, and comply with, the requirements of the Central Bank. Dealing orders placed are subject to the Dealing Deadline as set out in the relevant Supplement. Subject to the prior consent of the Investment Manager and Administrator, alternative and contingency dealing methods available to Authorised Participants include: (i) telephone dealing; (ii) submitting a duly completed Application Form in writing by facsimile or electronically to the Administrator; or (iii) any such other means as may be agreed that are in accordance with the requirements of the Central Bank.

All dealing applications are at the Authorised Participant's own risk. The ICAV, the Investment Manager and the Administrator shall not be responsible for any losses arising in the transmission of any dealing request through the ETF Portal, or for any losses arising in the transmission of Application Forms, or for any losses arising in the transmissions through any other alternative dealing method approved by the Directors (as discussed further below).

Shares may be subscribed at the Net Asset Value thereof, plus any Duties and Charges, to reflect the cost of execution of the subscription. Fractions of Shares shall not be issued.

The Directors retain the right to offer only one Class of Shares for subscription by investors in any particular jurisdiction in order to conform to local law, custom or business practice. The Directors also reserve the right to adopt standards applicable to classes of investors or transactions that permit or require the subscription of a particular Class of Shares.

The Manager will seek to monitor Authorised Participant account activities in order to detect and prevent excessive and disruptive trading practices which could disrupt the ICAV's investment strategies or impact expenses for the ICAV and will report to the Manager in this respect. The ICAV reserves the right to restrict or refuse any subscription or switching transaction if it considers the transaction may adversely affect the interests of a Sub-Fund or the other Authorised Participants. If an application is rejected, the Administrator, at the risk of the applicant, will return the

application monies or the balance thereof, at the cost and risk of the applicant and without interest, by bank transfer to the account from which it was paid.

As with other Irish companies limited by shares, the ICAV is required to maintain a register of Shareholders. The Directors have resolved that Shares in the Sub-Funds will be issued in dematerialised (or uncertificated) form and that the Sub-Funds will apply for admission for clearing and settlement through a Recognised Clearing and Settlement System.

As detailed under the heading "*Clearing and Settlement*" above, the Depositary (or its delegate) will maintain an umbrella cash and securities account at the relevant Recognised Clearing and Settlement System. Settlement of subscriptions for Shares by an Authorised Participant will take place on a delivery-versus-payment (DVP) basis at the relevant Recognised Clearing and Settlement System. An Authorised Participant will arrange for delivery of the subscription monies to the umbrella cash and securities account maintained by the Depositary (or its delegate) who, in turn, will arrange for the simultaneous delivery to the Authorised Participant of the Shares for which it has subscribed.

General Provisions

Subscription and/or redemption requests, once submitted, shall be irrevocable unless the Directors, or a delegate, otherwise agree.

The Directors reserve the right to reject any application in whole or in part. Furthermore, the Directors reserve the right at any time, without notice, to discontinue the issue and sale of Shares of any Sub-Fund of the ICAV.

No Shares will be issued during any period when the calculation of the Net Asset Value per Share of the relevant Sub-Fund is suspended pursuant to the Instrument of Incorporation and as discussed herein under "Suspension of Calculation of the Net Asset Value".

Notice of any such suspension will be given to applicants for Shares and applications made or pending during such suspension may be withdrawn by notice in writing received by the ICAV prior to the end of such suspension. Applications which are not withdrawn will be considered on the first Dealing Day following the end of the suspension period.

Redemption of Shares

Authorised Participants wishing to have all or some of their Shares redeemed by the ICAV may make an application for redemption electronically via the Administrator's ETF Portal. As detailed above, subject to the prior consent of the Investment Manager and the Administrator, alternative and contingency dealing methods available to Authorised Participants include: (i) telephone dealing; or (ii) any such other means as may be agreed that are in accordance with the requirements of the Central Bank provided that (a) payment shall be made to the account on record (any changes to the account on record may only be made upon receipt of original written instructions), (b) an original Application Form has been received and all anti-money laundering and client identification checks are complete and (c) that the Authorised Participant has requested and the Investment Manager and the Administrator have approved this facility.

Applications must include details of the name of the Sub-Fund, Class of Share, ISIN, the number of Shares the Authorised Participant wishes to have redeemed, the settlement location, the Authorised Participant's details and the Authorised Participant's account number. Failure to provide any of this information may result in delay of the application for redemption whilst verification (which may be requested in writing) is sought from the Authorised Participant.

The ICAV may deduct from the Redemption Price, an amount representing Duties and Charges that may be charged by the ICAV on the redemption of Shares to cover the dealing costs relating to the redemption.

In certain circumstances, Duties and Charges may need to be determined before the relevant purchase or sale of investments, or any associated foreign exchange transaction, has been completed on behalf of the ICAV. In such cases, the applicable Subscription Price or Redemption Price may be calculated by reference to estimated Duties and Charges, which may be based on historical experience or anticipated transaction costs in the relevant markets. Where the estimated Duties and Charges subsequently differ from the actual costs incurred by the relevant Sub-Fund in connection with a subscription or redemption, appropriate adjustments will be made between the Authorised Participant and the Sub-Fund to address any resulting underpayment or overpayment. No interest shall accrue or be payable on any amount so reimbursed or adjusted.

Upon a redemption of Shares for cash by an Authorised Participant, such transaction will also take place on a DVP basis at the relevant Recognised Clearing and Settlement System. The Authorised Participant will arrange for the delivery of Shares to the Depositary's (or its delegate's) umbrella cash and securities account who, in turn, will arrange for the simultaneous credit of the umbrella cash and securities account with the Redemption Proceeds. Where the redemption is effected in-kind, settlement will occur on a free-of-payment basis through the relevant Recognised Clearing and Settlement System.

Authorised Participants are responsible for ensuring that they are able to satisfy settlement obligations when submitting dealing requests on the Primary Market. Authorised Participants instructing redemption requests must first ensure that they have sufficient Shares in their account to redeem (which Shares must be delivered to the Administrator to arrange for cancellation by the settlement date).

Redemption requests will be processed only where the payment is to be made to the Authorised Participant's account of record.

The ICAV is entitled to limit the number of Shares of any Sub-Fund redeemed on any Dealing Day to Shares representing not more than 10% of the Net Asset Value of that Sub-Fund on that Dealing Day. In this event, the limitation will apply pro rata, so that all Authorised Participants wishing to redeem their shareholding in that Sub-Fund on the relevant Dealing Day will realise the same proportion of their redemption request. Shares not redeemed but which would otherwise have been redeemed, will be carried forward for redemption on the next Dealing Day and will be dealt with on a pro rata basis (as detailed above) together with redemption

requests received subsequently. If requests for redemptions are so carried forward, the Administrator will inform the Authorised Participants affected.

Notwithstanding the foregoing, and in the interests of Shareholders and for the purposes of effective liquidity risk management, the ICAV (or the Manager on its behalf) may, subject to the requirements of the Central Bank, determine to apply a lower percentage limit than 10% of the Net Asset Value of the relevant Sub-Fund on any Dealing Day (the "**Threshold**"). Any decision to introduce, vary, suspend or withdraw a Threshold lower than 10% may be taken generally or in respect of a particular Sub-Fund or Class and shall be implemented for such duration and on such terms as are consistent with the ICAV's liquidity risk management framework, applied fairly and proportionately across affected Shareholders, and in accordance with the Instrument of Incorporation, the Prospectus and the requirements of the Central Bank, including any applicable disclosure and notification requirements. The application of a lower Threshold pursuant to this paragraph may be used in conjunction with, or as an alternative to, other permitted liquidity management tools as disclosed in this Prospectus, and may be subsequently increased (including back to 10%) or withdrawn when the relevant circumstances no longer prevail.

The Instrument of Incorporation contains special provisions with respect to a redemption request received from an Authorised Participant which would result in Shares representing more than 5% of the Net Asset Value of any Sub-Fund being redeemed by the ICAV on any Dealing Day. In such a case the ICAV, at the discretion of the Directors (or delegates), may satisfy the redemption request in whole or in part by a distribution of investments of the relevant Sub-Fund in-kind, provided that such a distribution would not be prejudicial to the interests of the remaining Authorised Participants of that Sub-Fund. The assets to be transferred shall be selected at the discretion of the Investment Manager, subject to the approval of the Depositary, and taken at their value used in determining the redemption price of the Shares being redeemed. Where an Authorised Participant requesting such redemption receives notice of the ICAV's intention to elect to satisfy the redemption request by such a distribution of assets, the Authorised Participant may require that the ICAV, instead of transferring those assets, arrange for their sale and the payment of the net proceeds of sale to that Authorised Participant.

In addition, the Manager may in the interests of Shareholders and for the purposes of effective liquidity risk management and outside the ordinary course of business, determine to effect redemptions in whole or in part by way of a transfer in specie of assets of the relevant Sub-Fund to a redeeming Authorised Participant, without applying the conditions set out above (including, without limitation, the 5% of Net Asset Value threshold and Depositary approval), provided that such use is permitted by the UCITS Regulations, is consistent with the ICAV's liquidity risk management framework and is subject to the requirements of the Central Bank, the Instrument of Incorporation and this Prospectus. Where repurchase in specie is effected under this paragraph, any costs of transfer or realisation shall be borne by the redeeming Authorised Participant, and the assets transferred shall be selected having regard to the best interests of the Sub-Fund and remaining Authorised Participants.

Failure to Deliver

In the event that (i) in respect of an in-kind subscription resulting in a creation of Shares, an Authorised Participant fails to deliver the required investments and Cash Component, or (ii) in relation to a cash subscription, an Authorised Participant fails to deliver the required cash, or (iii) in respect of a directed cash dealing resulting in a creation, an Authorised Participant fails to deliver the required cash or its designated broker fails to deliver the underlying investments, within the stated Settlement Date, the ICAV and / or the Manager reserves the right (but shall not be obliged) to cancel the relevant subscription request. For the avoidance of doubt, where the Shares associated with the cancelled subscription request have been issued, the Authorised Participant will have no entitlement to any gain(s) and/or income associated with those cancelled Shares. The Authorised Participant shall indemnify the ICAV for any loss suffered by the ICAV as a result of a failure or delay by the Authorised Participant to deliver the required investments and Cash Component or cash and, for directed cash dealings resulting in creations, any loss suffered by the ICAV as a result of a failure by the designated broker to deliver the required underlying investments, within the stated Settlement Date, including (but not limited to) any market exposure, interest charges and other costs suffered by the Sub-Fund.

The Manager or the ICAV may, in its sole discretion where it believes that it is in the best interests of a Sub-Fund, decide not to cancel a subscription and provisional allotment of Shares where an Authorised Participant has failed to deliver the required investment and Cash Component or cash and / or, for directed cash subscriptions, the designated broker has failed to deliver the required underlying investments, within the stated Settlement Date. The ICAV may temporarily borrow an amount equal to the subscription and invest the amount borrowed in accordance with the investment objective and policies of the relevant Sub-Fund. Once the required investments and Cash Component or cash has been received, the ICAV will use this to repay the borrowings. The ICAV reserves the right to charge the relevant Authorised Participant for any interest or other costs incurred by the ICAV as a result of this borrowing. Where a designated broker under a directed cash subscription fails or delays in delivering the required underlying securities, the ICAV, or the Investment Manager on its behalf, has a right to transact with a different broker and to charge the relevant Authorised Participant for any interest or other costs incurred by the ICAV relating to the failed and new transactions.

A redemption request by an Authorised Participant will only be valid if the Authorised Participant satisfies its settlement obligation to deliver holdings in the required number of Shares in that Sub-Fund to the Administrator for settlement by the relevant Settlement Date. In the event that an Authorised Participant fails to deliver the required Shares of the relevant Sub-Fund in relation to a redemption within the stated Settlement Date, the ICAV and / or the Manager reserves the right (but shall not be obliged) to treat this as a settlement failure by the Authorised Participant and to cancel the relevant redemption order, and the Authorised Participant shall indemnify the ICAV and the Manager for any loss suffered by the ICAV or the Manager as a result of a failure by the Authorised Participant to deliver the required Shares in a timely fashion, including (but not limited to) any market exposure and costs suffered by the Sub-Fund.

In the event that an Authorised Participant is liable to reimburse a Sub-Fund in respect of Duties and Charges ( e.g., for any shortfall in the sum paid to the Sub-Fund on a subscription or any excess Redemption Proceeds received from the Sub-Fund on a redemption), the ICAV reserves the right to charge the relevant Authorised Participant for any interest or other costs incurred by the ICAV as a result of the Authorised Participant's failure to reimburse the Sub-Fund in a timely manner after receiving notice of the sum payable.

To the extent an Authorised Participant is liable to the ICAV and/or a Sub-Fund pursuant to the provisions of this "Failure to Deliver" section and fails to pay the required amounts to the ICAV and/or Sub-Fund by the due date specified in a notice delivered by or on behalf of the ICAV, the ICAV shall be entitled to sell all or part of the Authorised Participant's holdings of Shares, if any, in the relevant Sub-Fund or any other Sub-Fund of the ICAV, in order to discharge that liability. In addition, the ICAV may set off the liability from any dividend or other monies (including repurchase proceeds) payable to the Authorised Participant in its capacity as a Shareholder in any Sub-Fund of the ICAV.

## PROCEDURES FOR CASH SUBSCRIPTIONS AND CASH REDEMPTIONS

An Authorised Participant may subscribe for or redeem Shares for cash on each Dealing Day (except during any period in which the calculation of the Net Asset Value is suspended) as described below.

Applications for cash subscriptions or redemptions will be made with effect from a Dealing Day in respect of applications received on or prior to the Dealing Deadline. Dealing Days, Dealing Deadlines and the relevant Minimum Subscription Amount and Minimum Redemption Amount relating to each Sub-Fund are specified in the relevant Supplement.

Applications for subscriptions and redemption requests received after the Dealing Deadline for the relevant Dealing Day shall be deemed to have been received by the next Dealing Deadline, save in exceptional circumstances where the Directors (or their duly appointed delegates) may in their absolute discretion determine (with such exceptional circumstances and reasons to be documented), and provided the applications are received before the Valuation Point for the relevant Dealing Day.

If requested, the Directors may, in their absolute discretion and subject to the prior approval of the Depositary, agree to designate additional Dealing Days and Valuation Points in respect of those additional Dealing Days for the purchase and/or redemption of Shares relating to any Sub-Fund which will be open to all Authorised Participants. Authorised Participants will be notified in advance of any such additional Dealing Days.

Authorised Participants wishing to subscribe or redeem Shares for cash may do so by notifying the ICAV or the Administrator of (i) the Authorised Participant's wish to subscribe or redeem in cash; and (ii) details of the Authorised Participant's clearing system account code in which the subscription amount or Redemption Proceeds, denominated in the Valuation Currency of the relevant Class, are to be debited or credited, respectively. Delivery instructions are available from the Administrator upon written request. An Authorised Participant wishing to make a cash redemption must also make arrangements for the transfer of their Shares into the ICAV's account at a Recognised Clearing and Settlement System and the Depositary, in turn, will arrange for the simultaneous credit of the umbrella cash and securities account with the Redemption Proceeds.

Cash Subscriptions

Cash subscriptions must be received by the relevant Settlement Date. The ICAV reserves the right, in its sole discretion, to require the applicant to indemnify the ICAV against any losses, costs or expenses arising as a result of a Sub-Fund's failure to receive payment by the relevant Settlement Date.

Cash Redemptions

Payment for Shares redeemed will be effected by the Settlement Date (or a shorter date as agreed between the ICAV and the Depositary) as specified in the Supplement for the relevant Sub-Fund (assuming the Shares have been transferred into the account maintained by the Depositary (or its delegate) on behalf of the ICAV at a Recognised Clearing and Settlement System). Redemption Proceeds in either the Base Currency of the Sub-Fund or other local currency may also be paid by electronic transfer to the appropriate clearing system account as notified by the redeeming Shareholder. The Redemption Proceeds will be paid net of any Duties and Charges and any electronic transfer costs.

## PROCEDURES FOR IN-KIND SUBSCRIPTIONS AND IN-KIND REDEMPTIONS

At the discretion of the Directors, investors may subscribe partially or wholly for Shares in-kind on each Dealing Day except during any period in which the calculation of the Net Asset Value is suspended. For the avoidance of doubt the Minimum Subscription Amount as set out in the Supplement for the relevant Sub-Fund shall apply in relative terms to in-kind subscriptions. "In-kind" means that the Sub-Fund will receive securities (or predominantly securities) acceptable to the Investment Manager from the Authorised Participant in order to receive the Shares.

Subscriptions by Authorised Participants for Shares in exchange for in-kind assets will require the delivery of a basket of underlying securities and a Cash Component (as determined by the Manager or the ICAV based on the underlying portfolio held, and to be held, by the Sub-Fund) to the Sub-Fund as part of its settlement obligations.

The exact value of the Cash Component in the case of an in-kind subscription is determined after the calculation of the Net Asset Value of the relevant Sub-Fund for the relevant Dealing Day on the basis of the prices used in calculating the Net Asset Value per Share and equals the difference between the value of the Shares to be issued and the value of the securities to be provided as part of the subscription, using the same valuation methodology as that used to determine the Net Asset Value per Share. The Manager or the ICAV may, in its absolute discretion, include an appropriate provision for Duties and Charges in respect of each subscription.

At the discretion of the Directors, Authorised Participants which wish to redeem Shares in exchange for in kind assets may receive their redemption proceeds in the form of underlying securities and, if relevant, a Cash Component, as determined by the Manager or the ICAV based on the Sub-Fund's underlying portfolio. The composition of the basket of securities to be delivered by the ICAV and an estimated amount of the cash component will be made available to the relevant Authorised Participant by the Administrator.

Securities delivered in connection with in-kind subscription requests must be securities which the Sub-Fund may acquire pursuant to its investment objective.

In-Kind Subscriptions

In-Kind Subscriptions will be made with effect from a Dealing Day in respect of applications received on or prior to the Dealing Deadline. Dealing Days and Dealing Deadlines relating to each Sub-Fund are specified in the relevant Supplement.

Applications received after the Dealing Deadline for the relevant Dealing Day shall be deemed to have been received by the next Dealing Deadline, unless the Directors (or their duly appointed delegates) shall, in exceptional circumstances agree otherwise (with such exceptional circumstances and reasons to be documented) provided, in each case, that such applications are received before the Valuation Point for the relevant Dealing Day.

If requested, the Directors may, in their absolute discretion and subject to the prior approval of the Depositary, agree to designate additional Dealing Days and Valuation Points in respect of those additional Dealing Days for the purchase and/or redemption of Shares relating to any Sub-Fund which will be open to all Authorised Participants. Shareholders will be notified in advance of any such additional Dealing Days.

The standard settlement period for in-kind subscriptions will be as disclosed in the relevant Supplement.

In-Kind Redemptions

The Manager, following receipt of instructions from the Directors, and with the consent of the individual Authorised Participants, may satisfy any request for redemption of Shares by the transfer to those Authorised Participants of assets of the relevant Sub-Fund having a value equal to the Minimum Redemption Amount for the Shares redeemed as if the Redemption Proceeds were paid in cash less any expenses of the transfer. Applications for in-kind redemptions of Shares will be made with effect from a Dealing Day in respect of applications received on or prior to the Dealing Deadline. Dealing Days, Dealing Deadlines and the Minimum Redemption Amount relating to each Sub-Fund are specified in the relevant Supplement.

The Manager, in conjunction with the Directors, shall determine the assets to be transferred in-kind to each Authorised Participant on such basis as they may, in their discretion, deem equitable and not prejudicial to the interests of the remaining Authorised Participants in the relevant Sub-Fund or Class. The allocation of assets shall be subject to the approval of the Depositary.

Applications received after the Dealing Deadline for the relevant Dealing Day shall be deemed to have been received by the next Dealing Deadline unless the Directors (or their duly appointed delegates) shall, in exceptional circumstances agree otherwise (with such exceptional circumstances and reasons to be documented) provided always that such applications are received before the Valuation Point for the relevant Dealing Day.

Redemption Proceeds will be paid net of any Duties and Charges and any electronic transfer costs.

No delivery instructions will be issued by the Administrator to the Depositary in relation to the securities or cash until the Administrator has accepted the application for redemption.

The standard settlement period for in-kind redemptions will be as disclosed in the relevant Supplement.

The ICAV may, in its absolute discretion, satisfy part of the application for in-kind subscription or redemption in cash, for example in cases in which it believes that a security held by a Sub-Fund is unavailable for delivery or where it believes that an insufficient amount of that security is held for delivery to the applicant for subscription in-kind or redemption in-kind.

Any cash to be paid in respect of an in-kind redemption will be for value on the same day as settlement of the securities.

## ANTI-DILUTION LEVY

An Anti-Dilution Levy may be imposed upon the recommendation of the Manager, in consultation with the Investment Manager and the Directors, in the case of subscriptions and/or redemptions. Any such levy will be imposed on a transaction basis as a percentage adjustment on the value of the relevant redemption/subscription calculated for the purposes of determining a Redemption/Subscription Price. The applicable rate will be communicated to the Administrator. The purpose of the Anti-Dilution Levy is to reflect the impact of dealing costs relating to the acquisition or disposal of assets and to preserve the value of the underlying assets of the relevant Sub-Fund where it is considered to be in the best interests of the Sub-Fund. Where an Anti-Dilution Levy is applied, it will effectively increase the Subscription Price or reduce the Redemption Price payable in respect of Shares subscribed or redeemed Any such sum will be paid into the account of the Sub-Fund.

## DIRECTED CASH DEALINGS

If any request is made by an Authorised Participant to execute underlying security trades and/or foreign exchange with respect to Share dealings, the Investment Manager will use reasonable endeavours to satisfy such request if possible but the Investment Manager will not accept any responsibility or liability if the execution request is not achieved in the way requested for any reason whatsoever.

If any Authorised Participant making a cash subscription or cash redemption wishes to have the underlying securities relating to their subscription or redemption traded with a particular designated broker (i.e. a directed cash subscription or redemption), the Authorised Participant would need to specify such instructions in its dealing request. The Investment Manager may at its sole discretion (but shall not be obliged to) transact for the underlying securities with the designated broker for the purpose of the subscription or redemption. Authorised

Participants that wish to select a designated broker are required, prior to the Investment Manager transacting the underlying securities, to contact the relevant portfolio trading desk of the designated broker to arrange the trade.

If an application resulting in a creation is accepted as a directed cash subscription, as part of the Authorised Participant's settlement obligations, the Authorised Participant would be responsible for (i) ensuring that the designated broker transfers to the Sub-Fund (via the Depositary) the relevant underlying securities, and (ii) paying the fees and costs charged by the designated broker for selling the relevant underlying securities to the Sub-Fund plus any associated Duties and Charges, including foreign exchange costs, to reflect the cost of execution.

The Authorised Participant is responsible for ensuring that the designated broker purchases the relevant underlying securities from the Sub-Fund for a directed cash redemption. The Authorised Participant will receive the price paid by the designated broker for purchasing the relevant underlying securities from the Sub-Fund, less any associated Duties and Charges, including foreign exchange costs, to reflect the cost of execution.

No liability will attach to the Investment Manager (or the Sub-Investment Manager) in the event that the trade, or a portion thereof, is not effected due to a failed trade, delayed settlement, market closure or market disruption, omission or error or similar by either the investor or the designated broker. An Authorised Participant or designated broker defaulting on or changing the terms of any part of the transaction will bear all risks and costs in connection therewith and the Investment Manager may transact with another broker and amend the terms of the Authorised Participant's subscription or redemption to take account of the default and the changes to the terms. Fees for directed cash creations and redemptions will vary.

## FORM OF THE SHARES AND REGISTER

The Shares shall be issued in the form of registered Shares. Registered Shares may be represented by a Global Share Certificate.

a) Registered Shares: The Shares can be issued in registered form and the Shareholders' register is conclusive evidence of the ownership of such Shares.

   Registered Shares shall be issued without share certificates. The uncertified form enables the ICAV to effect redemption instructions without undue delay.

b) Registered Shares represented by Global Share Certificates: Such Global Share Certificates will be issued in the name of the ICAV and deposited with the clearing agents or alternatively directly registered in the name of the relevant clearing agent. Global Share Certificates will be transferable in accordance with applicable laws and any rules and procedures issued by any clearing agent concerned with such transfer. Such registered Shares represented by a Global Share Certificate are freely transferable subject to and in accordance with the rules of the relevant clearing agent. Shareholders who are not Participants in such systems will only be able to transfer such registered Shares represented by a Global Share Certificate through a financial intermediary who is a Participant in the settlement system of the relevant clearing agent.

## OWNERSHIP RESTRICTIONS AND FINANCIAL SANCTIONS

Any person who holds Shares in contravention of restrictions imposed by the Directors or, by virtue of his/her holding, is in breach of the laws and regulations of any applicable jurisdiction (for example, by reason of the ICAV becoming liable in the relevant jurisdiction of the Shareholder) or whose holding could, in the opinion of the Directors, cause the ICAV to incur any liability to taxation or to suffer any pecuniary disadvantage which it or the Shareholders or any or all of them might not otherwise have incurred or sustained or otherwise in circumstances which the Directors believe might be prejudicial to the interests of the Shareholders, shall indemnify the ICAV, the Manager, the Investment Manager, the Depositary, the Administrator and Shareholders for any loss suffered by it or them as a result of such person or persons acquiring or holding Shares in any Sub-Fund.

The Directors have power under the Instrument of Incorporation to compulsorily repurchase and/or cancel any Shares held or beneficially owned in contravention of any restrictions imposed by them or in breach of any law or regulation.

While Shares will generally not be issued or transferred to any U.S. Person, the Directors may authorise the purchase by or transfer to a U.S. Person in their discretion. The Directors will seek reasonable assurances that such purchase or transfer does not violate United States securities laws, e.g., will not require the Shares to be registered under the United States Securities Act of 1933 or the ICAV or any Sub-Fund to be registered under the United States Investment Company Act of 1940 or result in adverse tax consequences to the ICAV or to the non-U.S. Shareholders. Each investor who is a U.S. Person will be required to provide such representations, warranties or documentation as may be required to ensure that these requirements are met prior to the issue of Shares.

The ICAV may reject in its discretion any application for Shares by or any transfer of Shares to any persons whose holding would result in "Benefit Plan Investors" as defined in Section 3(42) of the U.S. Employee Retirement Income Security Act of 1974, as amended ("ERISA") holding 25 per cent or more of the total value of any Sub-Fund or Class.

In reaction to Russia's military aggression against Ukraine, the EU has adopted sanctions against Russia. The EU sanctions regime concerning Belarus has also been expanded in response to its involvement in Russia's aggressions against Ukraine.

The sanctions introduced include measures to restrict any Russian or Belarusian persons from accessing the EU's capital and financial markets and services. Specifically, from 13 April 2022, Article 5f of Regulation (EU) 833/2014 (as amended) and Article 1y of Regulation (EU) 765/2006 (as amended) prohibit EU investment funds (which provide exposure to transferable securities denominated in an official currency of an EU member

state) from selling shares to Russian or Belarusian persons unless they are EU nationals or have EU residency.

For as long as these sanctions remain in place (including in any amended or substituted form), due to the potential of the ICAV to provide investors with exposure to transferable securities denominated in an official currency of an EU member state, the ICAV may not issue Shares to a "Prohibited Person" (as defined below) or issue shares to any person if its ultimate beneficial owner is a Prohibited Person. As part of the screening undertaken by the Administrator on investors, relevant associated parties and beneficial owners, the Administrator will assess the identity and place of residence of relevant parties to ensure compliance with the Prohibited Person restriction.

A "Prohibited Person" means a Russian or Belarusian national or natural person residing in Russia or Belarus or any legal person, entity or body established in Russia or Belarus unless such persons are also nationals of an EU member state or are natural persons having a temporary or permanent residence permit in an EU member state.

More generally, investors are responsible for ensuring that their subscriptions to the ICAV do not violate any financial sanctions laws and regulations that apply to them. Investors may be required to provide information to the ICAV to enable it to comply with its financial sanctions compliance obligations.

The ICAV will not knowingly accept applications for investment from sanctioned individuals, entities, or countries and reserves the right to freeze any Shares or suspend any transactions that it believes may be in contravention of financial sanctions.

## ANTI-MONEY LAUNDERING PROVISIONS FOR DIRECT SUBSCRIPTIONS VIA THE ICAV

Measures aimed at the prevention of money laundering may require an applicant to provide appropriate verification of identity to the Administrator. This obligation is absolute unless the application is made via a recognised intermediary or financial institution. This exception will only apply if such intermediary or financial institution is within a country recognised by Ireland as having equivalent anti-money laundering regulations and is regulated for the purposes of any such regulations and where required the applicant produces a letter of undertaking from the recognised intermediary or financial institution. Applicants may contact the Administrator in order to determine whether they meet the above exceptions.

The Administrator on behalf of the ICAV reserves the right to request such documentation as is necessary to certify the identity of the applicant including such information as may be necessary to verify the identity of the applicant and any beneficial owner on whose behalf such Shares are held pursuant to the Beneficial Ownership Regulations 2019 (SI 110 of 2019) or as otherwise required.

It is further acknowledged that the Administrator, in the performance of its delegated duties, shall be held harmless by the applicant against any loss arising as a result of a failure to process the subscription order if such information has been requested by the Administrator and has not been provided by the applicant.

Amendments to registration details and payment instructions will only be effected upon receipt by the ICAV of the original documentation.

## DATA PROTECTION

Prospective investors (at Primary Market level) should note that, by virtue of making an investment in the ICAV and the associated interactions with the ICAV and its Affiliates and delegates (including completing the Application Form, and including the recording of electronic communications or phone calls where applicable), or by virtue of providing the ICAV with personal information on individuals connected with the investor (for example directors, trustees, employees, representatives, shareholders, investors, clients, beneficial owners or agents) such individuals will be providing the ICAV and its affiliates and delegates with certain personal information which constitutes personal data within the meaning of the Data Protection Legislation. The ICAV shall act as a data controller in respect of this personal data and its Affiliates and delegates, such as the Administrator, the Investment Manager and the Distributor may act as data processors (or joint data controllers in some circumstances).

The ICAV has prepared a document outlining the ICAV's data protection obligations and the data protection rights of individuals under the Data Protection Legislation (the "**Privacy Notice**").

All new investors shall receive a copy of the Privacy Notice as part of the process to subscribe for Shares in the ICAV. The Privacy Notice contains information on the following matters in relation to data protection:

a) that investors will provide the ICAV with certain personal information which constitutes personal data within the meaning of the Data Protection Legislation;

b) a description of the purposes and legal bases for which the personal data may be used;

c) details on the transmission of personal data to third parties, including (if applicable) to entities located outside the EEA;

d) details of data protection measures taken by the ICAV;

e) an outline of the various data protection rights of individuals as data subjects under the Data Protection Legislation;

f) information on the periods for which the ICAV retains personal data;

g) contact details for further information on data protection matters.

Given the specific purposes for which the ICAV and its Affiliates and delegates envisage using personal data, under the provisions of the Data Protection Legislation, it is not anticipated that individual consent will be required for such use as processing will typically be carried out on another lawful basis (including legitimate interests, compliance with legal obligations, or performance of a contract). However, as outlined in the Privacy Notice, individuals have the right to object to the processing of

their data where the ICAV has considered this to be necessary for the purposes of its or a third party's legitimate interests.

## COMPULSORY REDEMPTION

The ICAV reserves the right to redeem any Shares which are or become owned, directly or indirectly, by any individual under the age of 18 (or such other age as the Directors think fit) or if the holding of the Shares by any person is in breach of any law or requirement of any country or governmental authority or by virtue of which such person is not qualified to hold such Shares or might result in the ICAV or the relevant Sub-Fund incurring any liability to taxation or suffering other pecuniary legal or material administrative disadvantages which the ICAV or the relevant Sub-Fund might not otherwise have incurred, suffered or breached.

The Directors may compulsorily redeem Shares held by a U.S. Person.

To the extent the Shares are not held in a Recognised Clearing and Settlement System, where Irish Taxable Persons acquire and hold Shares, the ICAV shall, where necessary for the collection of Irish tax, redeem and cancel Shares held by a person who is or is deemed to be an Irish Taxable Person or is acting on behalf of an Irish Taxable Person on the occurrence of a chargeable event for taxation purposes and to pay the proceeds thereof to the Revenue Commissioners.

Shareholders are required to notify the ICAV and the Administrator immediately if they become U.S. Persons or persons who are otherwise subject to restrictions on ownership as set out in this Prospectus and such Shareholders may be required to sell or transfer their Shares. The ICAV may redeem any Shares which are or become owned, directly or indirectly, by or for the benefit of any person in breach of any restrictions on ownership from time to time as set out in this Prospectus or if the holding of Shares by any person is unlawful or is likely to result or results in any tax, fiscal, legal, regulatory, pecuniary liability or disadvantage or material administrative disadvantage to the ICAV, the Shareholders as a whole or any Sub-Fund or Class. The ICAV may also redeem any Shares held by any person who holds less than the minimum shareholding, as may be specified in the relevant Supplement, or who does not, within seven days of a request by or on behalf of the Directors, supply any information or declaration required under the terms hereof to be furnished (including, without limitation, the failure to provide such documentation as may be required by the ICAV to satisfy the ICAV as to the identity and verification of beneficial ownership in accordance with anti-money laundering and prevention of terrorism law applicable in Ireland and the failure to provide any declarations including declarations as to appropriate tax status of the transferee). The ICAV may apply the proceeds of such compulsory redemption in the discharge of any taxation or withholding tax arising as a result of the holding or beneficial ownership of Shares by a Shareholder including any interest or penalties payable thereon.

## TOTAL REDEMPTION OF SHARES

In accordance with the provisions of the Instrument of Incorporation, all of the Shares of any Class or any Sub-Fund may be redeemed:

a) on the giving by the ICAV of not less than twenty-one Clear Days' notice (or such other period as will be set out in the relevant notice) expiring on a Dealing Day to Shareholders of the relevant Sub-Fund or Class of its intention to redeem such Shares;

b) if at any time the Directors deem it appropriate because of adverse political, economic, fiscal or regulatory changes affecting the relevant Sub-Fund in any way or for any other reason;

c) if the Shares in the relevant Sub-Fund or Share Class cease to be listed on a Relevant Stock Exchange;

d) where it is no longer possible or practicable, in the opinion of the Directors, to use FDIs in respect of a Sub-Fund or Class for reasons including but not limited to, a situation where it is not economical to do so;

e) where the Manager resigns or is removed, or the Management Agreement is terminated and no replacement manager is appointed within three months from the date of such resignation, removal or termination;

f) where the licence agreement relating to a Reference Index (or relating to the underlying industry sector data used in the construction and maintenance of a Reference Index) relating to a Sub-Fund is terminated;

g) where the Index Provider modifies or ceases to publish the Index relating to a Sub-Fund; or

h) where a service provider resigns or is removed, and no suitable successor is appointed.

As an alternative to a total redemption, but subject to prior approval of the Central Bank and of the Shareholders of the Sub-Fund or Class affected, the Directors may arrange for a Sub-Fund or Class to be merged with another Sub-Fund or Class of the ICAV or with another UCITS.

The Directors may resolve in their absolute discretion to retain sufficient monies prior to effecting a total redemption of Shares to cover the costs associated with the subsequent termination of a Sub-Fund or Class or the liquidation of the ICAV.

## CONVERSION OF SHARES

At the sole discretion of the Directors, Authorised Participants will be able to apply to convert on any Dealing Day all or part of their holding of Shares of any Class of one Sub-Fund (the "**Original Class**") for Shares of another Class in the same Sub-Fund which is being offered at that time (the "**New Class**") provided that all the criteria for applying for Shares in the New Class have been met, by giving notice to the Administrator on behalf of the ICAV on or prior to the Dealing Deadline for the relevant Valuation Point. The Manager or the ICAV however may, at their sole discretion, agree to accept requests for conversion received after that time provided they are received prior to the relevant Valuation Point. The Manager or the ICAV may not be able to exercise this

discretion in all circumstances, for example where requests for conversions of Shares are made via dealing platforms or other electronic means. Authorised Participants making requests for conversions via dealing platforms or other electronic means are reminded that they must refer to the provider of the dealing platform or electronic means for the procedures that apply to such trading arrangements.

The general provisions and procedures relating to subscriptions and redemptions will apply equally to conversions. For the avoidance of doubt, the Minimum Subscription Amount or Minimum Redemption Amount will not apply in respect of a conversion. All conversions will be treated as a redemption of the Shares of the Original Class and application of the net proceeds to the purchase of Shares of the New Class, based upon the then current Issue and Redemption Prices of Shares in each Sub-Fund. The Instrument of Incorporation allows for a conversion fee of up to 3% of the total Redemption Price of the Shares of the Original Class redeemed to be charged, and the Directors, in their sole discretion, reserve the right to impose such fee within this limit together with any relevant Duties and Charges. Furthermore, where conversions of Shares are not permitted between Classes of a certain Sub-Fund, this will be set out in the Supplement for the relevant Sub-Fund. Fractions of shares shall not be issued. In the case of conversions between Sub-Funds or Share Classes that have different Dealing Deadlines, the earlier Dealing Deadline will apply.

The number of Shares of the New Class to be issued will be calculated in accordance with the following formula:

$$S = \frac{[Rx(RPxER)] - F}{SP}$$

where:

| | | |
|---|---|---|
| R | = | the number of Shares of the Original Class to be converted; |
| S | = | the number of Shares of the New Class to be issued; |
| RP | = | the Redemption Price per Share of the Original Class as at the Valuation Point for the relevant Dealing Day; |
| ER | = | in the case of a conversion of Shares designated in the same Base Currency is 1. In any other case, it is the currency conversion factor determined by the Directors on or about the Valuation Point for the relevant Dealing Day as representing the effective rate of exchange applicable to the transfer of assets relating to the Original and New Classes of Shares after adjusting such rate as may be necessary to reflect the effective costs of making such transfer; |
| SP | = | the issue price per Share of the New Class as at the Valuation Point for the relevant Dealing Day; and |
| F | = | the conversion charge, if any payable to the ICAV, or as it may direct, on the conversion of Shares. |

Where there is a conversion of Shares, Shares of the New Class will be allotted and issued in respect of and in proportion to the Shares of the Original Class in the proportion S to R.

Shares may not be converted for Shares in a different Sub-Fund. Furthermore, conversions between the Classes of Shares of the same Sub-Fund shall not be permitted during any period when the calculation of the Net Asset Value of the relevant Sub-Fund is suspended in the manner described under "Suspension of Calculation of the Net Asset Value" above. Applicants for conversions of Shares will be notified of such postponement, and their applications will be considered as at the next Dealing Day following the ending of such suspension.

The Directors may charge a fee on the conversion of Shares in any Class of a Sub-Fund thereof into Shares in Class thereof in the same Sub-Fund, subject to a maximum amount as shall be disclosed in the Prospectus of the Net Asset Value per Share.

The ICAV may, without prejudice to any rights previously conferred on the holders of any existing Class of Shares, on any Dealing Day compulsorily convert all or any Shares of one Class in a Sub-Fund for Shares of any other Class of the same Sub-Fund by such reasonable notice as the Directors may determine, provided this does not materially prejudice the interests of holders of the relevant Class.

## LIQUIDITY RISK MANAGEMENT

The Manager maintains a robust liquidity risk management framework proportionate to the strategy, liquidity profile and redemption policy of the Sub-Funds. Liquidity risk management is overseen by the Manager's risk management function.

The framework covers aspects including ongoing monitoring of cash flows and settlement cycles, asset liquidity assessment, pre- and post-trade controls, and periodic liquidity stress testing.

Redemption Arrangements

*Normal conditions:* Details of how Authorised Participants may redeem their Shares under normal conditions are set out above in the section of the Prospectus entitled "Redemption of Shares".

*Exceptional circumstances:* Where justified in the interests of Shareholders and in exceptional circumstances, the Manager may temporarily suspend subscriptions and redemptions. See "Liquidity Management Tools" below for details of other tools that may also be activated in such exceptional market circumstances.

Selected Liquidity Management Tools

Having assessed the suitability of all available liquidity management tools ("**LMTs**") in the context of the ICAV and each Sub-Fund's investment strategy, liquidity profile and redemption policy, the Manager has determined that, where justified in the interests of Shareholders, the following mechanisms should be available for use:

| LMT | Summary | Further Details |
|---|---|---|
| Redemption Gate | Aggregate redemptions may be limited on a Dealing Day, with unmet requests deferred to the next Dealing Day on a pro-rata basis. | Details of how Authorised Participants may redeem their Shares under normal conditions are set out in the section of the Prospectus entitled "Redemption of Shares". |
| Anti-Dilution Levy | An Anti-Dilution Levy may be applied to subscriptions/ redemptions to reflect the cost of liquidity and protect remaining Authorised Participants from being unfairly disadvantaged. | Details on the Anti-Dilution Levy are set out in the section of the Prospectus entitled "Anti-Dilution Levy". |
| Redemptions in Specie<br>(outside of the normal course of business) | The transfer of assets held by the relevant Sub-Fund (instead of cash) to meet redemption requests. | Details on redemptions in specie are set out in the section of the Prospectus entitled "Redemption of Shares." |

See below for further details on these tools that shall always be available for use where justified in the interests of Shareholders and in exceptional circumstances.

Temporary Suspensions

The Manager, in consultation with the Directors may, in exceptional circumstances and where justified in the interests of Shareholders, temporarily suspend subscriptions and redemptions of a Sub-Fund. Details on temporary suspensions are set out in the section of the Prospectus entitled "Suspension of Calculation of the Net Asset Value".

The Manager may, and where so required shall, suspend or restrict subscriptions, conversions and/or redemptions, and/or defer settlement, upon and for so long as directed, required or otherwise instructed by any competent authority having jurisdiction over the ICAV, the Manager and/or any Sub-Fund (including, without limitation, the Central Bank and, where applicable, ESMA) in accordance with the UCITS Regulations. Any suspension, restriction or deferral implemented shall: (i) be effected in the manner and for the duration specified by the relevant competent authority (or, where no duration is specified, for such period as the Manager considers necessary having regard to the terms of the direction or requirement and in the interests of Shareholders); (ii) be applied fairly and proportionately across affected Shareholders and Classes, and be consistent with the ICAV's liquidity risk management framework and the requirements of the Instrument of Incorporation, this Prospectus and the Central Bank; and (iii) be lifted promptly upon the cessation, withdrawal or expiry of the relevant direction or requirement, or earlier where permitted and where the Manager determines that the circumstances justifying such suspension, restriction or deferral no longer prevail.

Conditions on use of LMTs

The Manager will assess, select and calibrate LMTs for each Sub-Fund having regard to the Sub-Fund's investment strategy, liquidity profile and redemption policy, and may activate or deactivate one or more LMTs when necessary to safeguard the interests of Shareholders.

The Manager maintains policies and procedures covering:

Selection, calibration, activation and deactivation of LMTs, including governance, escalation and record-keeping; and

Ongoing monitoring, stress testing and reviews of each Sub-Fund's liquidity profile and LMT calibration.

The Manager applies LMTs in a manner consistent with the duty to treat Shareholders fairly and to avoid undue dilution. Parameters (e.g., gate percentages, levy ranges) are calibrated with reference to market conditions, dealing costs and portfolio liquidity, and are reviewed periodically.

Notifications on the use of LMTs

The Manager must notify the Central Bank without delay upon activation or deactivation of temporary suspensions of subscriptions/redemptions.

For all other LMTs, the Manager must notify the Central Bank without delay if activation/deactivation occurs outside the ordinary course envisaged in this Prospectus. For these purposes, "not in the ordinary course of business" means if the LMT is applied at levels or in a manner that materially departs from normal, day-to-day liquidity management (for example, ad hoc or exceptional use in response to stressed market conditions, issuer-specific events, valuation uncertainty or operational disruptions).

Risk of use of LMTs

While the Manager will apply LMTs with the objective of fair treatment of Shareholders, and in accordance with applicable law and regulatory expectations, the availability and use of LMTs cannot guarantee that the relevant Sub-Fund will meet redemption requests or prevent losses. The activation of LMTs may:

- delay or reduce redemptions;
- apply fees/levies that may affect redeeming or subscribing investors differently;
- not fully mitigate liquidity stress, valuation uncertainty, market impact, dilution or wider financial stability risks; or
- be subject to operational, calibration or model risks.

Additional details on the risks of using LMTs that investors should consider prior to investing in the ICAV are set out under the heading "Risk Factors; Use of Liquidity Management Tools (LMTs)".

# Share Dealing On The Secondary Market

Shares may be purchased or sold on the Secondary Market by all investors through a relevant recognised stock exchange on which the Shares are admitted to trading, or OTC.

Investors will not be recorded as a Shareholder on the register of Shareholders as the Shares will be held in the name of the relevant Common Depository's Nominee. Such investors will, however, have rights as a beneficial holder of the relevant Shares.

Orders to purchase Shares in the Secondary Market through the recognised stock exchanges, or OTC, may incur brokerage and/or other costs which are not charged by the ICAV and over which the ICAV and the Manager has no control. Such charges are publicly available on the recognised stock exchanges on which the Shares are listed or can be obtained from stockbrokers.

The trading prices of Shares in the Secondary Market may differ in varying degrees from their daily NAVs and can be affected by market forces such as supply and demand, economic conditions and other factors.

Investors may redeem their Shares through an Authorised Participant by selling its Shares to the Authorised Participant (directly or through a broker).

## ON EXCHANGE

It is the intention of the ICAV that its Sub-Funds, through the listing and/or admission to trading of their Shares on one or more Relevant Stock Exchanges, will be ETFs. Upon such listings there is an expectation that members of the Relevant Stock Exchanges will act as market makers and provide offer and bid prices at which the Shares can be purchased or sold, respectively, by investors in accordance with the requirements of the Relevant Stock Exchange. The spread between such bid and offer prices is typically monitored by the Relevant Stock Exchanges.

Certain Authorised Participants who subscribe for Shares may act as market makers; other Authorised Participants are expected to subscribe for Shares in order to be able to offer to buy Shares from or sell Shares to their customers as part of their broker/dealer business.

The market price of a Share listed or traded on a stock exchange may not reflect the Net Asset Value per Share of a Sub-Fund. The price of any Shares traded on the Secondary Market will be determined by prevailing economic and market conditions and the value of the underlying assets within the Sub-Fund. Further details of the Relevant Stock Exchanges for each Sub-Fund are set out in the relevant Supplement.

## INTRA-DAY PORTFOLIO VALUE, INAV

The Manager may at its discretion make available or may designate other persons to make available on its behalf, on each Business Day, an intra-day portfolio value or "iNAV" for one or more Classes. The Manager will make available an iNAV if this is required by any Relevant Stock Exchange. iNAVs are disseminated via a data feed and are displayed on major market data vendor terminals as well as on a wide range of websites that display stock market data, including Bloomberg and Reuters.

Any iNAV is not and should not be taken to be or relied on as being the value of a Share or the price at which Shares may be subscribed for or redeemed or purchased or sold on any Relevant Stock Exchange.

None of the ICAV, the Directors, the Manager, any Authorised Participant and the other service providers shall be liable to any person who relies on the iNAV.

## PORTFOLIO TRANSPARENCY

Information on each Sub-Fund's holdings is available on the Website at a frequency disclosed in the relevant Supplement. For Index Tracking Sub-Funds, the calculation methodology, including, where relevant, the exact details of each Sub-Fund's Reference Index will be available on the Website or as otherwise set out in the relevant Supplement.

## SECONDARY MARKET REDEMPTIONS

**Shares in the relevant Sub-Fund which are purchased on the Secondary Market cannot usually be redeemed directly from the ICAV. Investors normally sell their Shares on the Secondary Market with the assistance of an intermediary (e.g. a stockbroker or other investment broker) and may incur fees for investing in this manner. In addition, please note that such investors may pay more than the current Net Asset Value per Share when purchasing Shares on the secondary market and may receive less than the current Net Asset Value when selling their shareholding.**

However, where the value of the Shares quoted on the Secondary Market significantly differs or varies from the current Net Asset Value per Share or in the case of a market disruption (such as the absence of a market maker), investors who hold their shares through a Secondary Market will be permitted to redeem their shareholding directly from the ICAV.

If, in the view of the Manager or the ICAV, such a Secondary Market disruption event exists, the Manager or the ICAV will issue a "Non-AP Buy-Back Notice" containing the terms of acceptance, minimum redemption amount and contact details for the buy-back of Shares. In such situations, information will be communicated to the Relevant Stock Exchanges and the competent authority in any jurisdictions in which the Sub-Fund is registered indicating that the ICAV is open for direct redemptions from Secondary Market investors.

The ICAV's agreement to buy back any ETF Shares is conditional on the Shares being delivered back into the account maintained by the Depositary (or its delegate) on behalf of the ICAV at a Recognised Clearing and Settlement System and relevant confirmations being received by the Depositary to that effect. The redemption request will be accepted only on delivery of the Shares.

Only the actual costs of providing this facility (i.e. those costs associated with liquidating any underlying positions) will be charged to such Secondary Market

investors and in any event, the fees in respect of any such redemptions shall not be excessive. However, any such Secondary Market investor requesting buyback of its Shares may be subject to taxes as applicable, including any capital gains taxes or transaction taxes. Therefore, it is recommended that prior to making such a request, such a Secondary Market investor seeks professional tax advice in relation to the implications of the buyback under the laws of the jurisdiction in which they may be subject to tax.

Shares bought back from investors who are not Authorised Participants will be redeemed in cash. Payment is subject to: (i) all relevant documents having been completed by the investor and received by the Administrator; and (ii) all required investor identification and anti-money laundering checks having been carried out and completed by the Administrator in accordance with the section entitled "Anti-Money Laundering Provisions for Direct Subscriptions via the ICAV" above. In-kind redemptions may be available at the investor's request at the ICAV's absolute discretion.

# Listing on a Stock Exchange

It is the intention of the ICAV that the Sub-Funds, through having their Shares listed on one or more Relevant Stock Exchanges, will qualify as an ETF. As part of those listings there is an obligation on one or more members of the Relevant Stock Exchange to act as market makers offering prices at which the Shares can be purchased or sold by investors. The spread between those purchase and sale prices may be monitored and regulated by the relevant stock exchange authority.

Unless otherwise stated in the Supplement for the relevant Sub-Fund, it is contemplated that application will be made to list the Shares of each Sub-Fund on Relevant Stock Exchanges.

Orders to buy Shares through the Relevant Stock Exchanges can be placed via a member firm or stockbroker. Such orders to buy Shares may incur costs over which the ICAV has no control.

The approval of any listing particulars pursuant to the listing requirements of the Relevant Stock Exchange does not constitute a warranty or representation by such Relevant Stock Exchange as to the competence of the service providers or as to the adequacy of information contained in the listing particulars or the suitability of the Shares for investment or for any other purpose.

If the Directors decide to create additional Sub-Funds or Classes, they may in their discretion apply for the Shares of such Sub-Funds to be listed on the Relevant Stock Exchange. For so long as the Shares of any Sub-Fund are listed on any Relevant Stock Exchange, the Sub-Fund shall endeavour to comply with the requirements of the Relevant Stock Exchange relating to those Shares. For the purposes of compliance with the national laws and regulations concerning the offering and/or listing of the Shares outside Ireland this document may have attached to it one or more documents setting out information relevant for the jurisdictions in which the Shares are offered for subscription.

Unless otherwise provided for in the relevant Supplement, each Class of Shares of a Sub-Fund may be listed on one or more Relevant Stock Exchanges.

# Valuation of Assets

## CALCULATION OF NET ASSET VALUE

a) The Net Asset Value of a Sub-Fund shall be expressed in the Base Currency or in such other currency as the Manager may determine either generally or in relation to a particular Class or in a specific case and shall be calculated by ascertaining the value of the assets of the Sub-Fund and deducting from such value the liabilities of the Sub-Fund as at the Valuation Point for such Dealing Day.

b) In the event that the Shares of any Sub-Fund are further divided into Classes, the Net Asset Value per Class shall be determined by notionally allocating the Net Asset Value of the Sub-Fund amongst the Classes making such adjustments for subscriptions, redemptions, fees, dividend accumulation or distribution of income and the expenses, liabilities or assets attributable to each such Class (including the profit and loss (realised and unrealised) on and the costs of the currency hedging transactions (including any administrative costs arising from additional risk management) will accrue solely to that Class) and any other factor differentiating the Classes determined by the Manager. The Net Asset Value of the Sub-Fund, as allocated between each Class, shall be divided by the number of Shares of the relevant Class which are in issue or deemed to be in issue and rounding the result mathematically to four decimal places as determined by the Manager or such other number of decimal places as may be determined by the Manager in conjunction with the Administrator from time to time.

c) The Net Asset Value per Share of a Sub-Fund or Class will be calculated by dividing the Net Asset Value of the Sub-Fund or Class as appropriate by the number of Shares in the Sub-Fund or Class then in issue or deemed to be in issue as at the Valuation Point for such Dealing Day and rounding the result mathematically to four decimal places or such other number of decimal places as may be determined by the Manager from time to time.

d) The Instrument of Incorporation provides for the correct allocation of assets and liabilities amongst each Sub-Fund. The Instrument of Incorporation provides for the method of valuation of the assets and liabilities of each Sub-Fund and of the Net Asset Value of each Sub-Fund.

The assets and liabilities of a Sub-Fund will be valued at the Valuation Point as follows:-

a) Assets listed or traded on a recognised exchange for which market quotations are readily available shall generally be valued at (i) closing bid price, (ii) last bid price, (iii) last traded price, (iv) closing mid-market price, (v) latest mid-market price or in the case of fixed income products, the bid-price, would generally be used for such valuations and will otherwise be understood to mean the last traded price, unless otherwise provided under the relevant Supplement.

b) Where a security is listed or dealt in on more than one recognised exchange, the relevant exchange or market shall be the principal or main stock exchange or market on which the security is listed or dealt on or the exchange or market which the Manager determines provides the fairest criteria in determining a value for the relevant investment. Assets listed or traded on a recognised exchange, but acquired or traded at a premium or at a discount outside or off the relevant exchange or market may be valued taking into account the level of premium or discount at the Valuation Point provided that the Depositary shall be satisfied that the adoption of such a procedure is justifiable in the context of establishing the probable realisation value of the security.

c) The value of any investment which is not quoted, listed or dealt in on a recognised exchange, or which is so quoted, listed or dealt in but for which no such quotation or value is available, or the available quotation or value is not representative of the fair market value, shall be the probable realisation value as estimated with care and good faith by (i) the Manager or (ii) a competent person, firm or corporation (including the Investment Managers) appointed by the Manager and approved for the purpose by the Depositary or (iii) any other means provided that the value is approved by the Depositary and may be valued in accordance with paragraph (a) above. Where reliable market quotations are not available for fixed income securities, the value of such securities may be determined using matrix methodology compiled by the Manager or competent person (as approved by the Depositary) whereby such securities are valued by reference to the valuation of other securities which are comparable in rating, yield, due date and other characteristics.

d) Cash (in hand or on deposit) will be valued at its nominal/ face value plus accrued interest or less debit interest, where applicable, to the end of the relevant day on which the Valuation Point occurs.

e) Notwithstanding paragraph (a) above, units in collective investment schemes shall be valued at the latest available net asset value per unit or latest bid price as published by the relevant collective investment scheme or, if listed or traded on a recognised exchange, may be valued in accordance with paragraph (a) above.

f) Exchange-traded derivative instruments will be valued based on the settlement price as determined by the market where the instrument is traded. If such settlement price is not available, such value shall be calculated in accordance with paragraph (b) above.

g) Notwithstanding the provisions of paragraphs (a) to (e) above:-

- The Manager or its delegate shall, at their discretion in relation to any particular Sub-Fund which is a short-term money market fund, have in place an escalation procedure to ensure that any material discrepancy between the market value and the amortised cost value of a money market instrument is brought to the attention of the Investment Manager or a review of the amortised cost valuation vis-à-vis market valuation will be carried out in accordance with the requirements of the Central Bank.

- Where it is not the intention or objective of the Manager or its delegate to apply amortised cost valuation to the portfolio of the Sub-Fund as a whole, a money market instrument within such a portfolio shall only be valued on an amortised basis if the money market instrument has a residual maturity of less than 3 months and does not have any specific sensitivity to market parameters, including credit risk.

h) Notwithstanding the generality of the foregoing, the Manager may with the approval of the Depositary adjust the value of any investment if they consider that such adjustment is required to reflect the fair value in the context of currency, marketability, dealing costs and/or such other considerations which are deemed relevant. The rationale for adjusting the value must be clearly documented.

i) If the Manager deems it necessary, a specific investment may be valued under an alternative method of valuation approved by the Depositary and the rationale/ methodologies used must be clearly documented.

The foregoing valuation principles are subject to any prevailing rules that may apply to how the ICAV is required to value particular instruments as may be contained in EMIR.

Any value expressed otherwise than in the Base Currency of the relevant Sub-Fund shall be converted into the Base Currency of the relevant Sub-Fund at the prevailing exchange rate which the Manager or its delegate shall determine to be appropriate.

In calculating the Net Asset Value and Net Asset Value per Share, the Administrator shall not be responsible for the accuracy of information provided by any third party pricing service that the Administrator is directed to use by the Sub-Fund or liable for any loss suffered by the Sub-Fund by reason of any error in the calculation of the Net Asset Value resulting therefrom. Subject to the terms of the Administration Agreement, the Administrator may obtain and rely on the advice or opinion of professional advisers. The Administrator has not been retained to act as the Sub-Fund's independent valuation agent.

## SUSPENSION OF CALCULATION OF THE NET ASSET VALUE

The Directors may, following consultation with the Manager, at any time temporarily suspend the calculation of the Net Asset Value of any Sub-Fund and the subscription, redemption and conversion of Shares and the payment of Redemption Proceeds:

a) during any period when any of the markets or stock exchanges on which a substantial portion of the assets of the relevant Sub-Fund are quoted, listed or dealt in is closed, otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended; or

b) during any period when, as a result of political, economic, military or monetary events or any circumstances outside the control, responsibility and power of the Directors, disposal or valuation of a substantial portion of the assets of the relevant Sub-Fund is not reasonably practicable without this being seriously detrimental to the interests of Shareholders of the relevant Sub-Fund or if, in the opinion of the Directors, following consultation with the Manager, the Net Asset Value of the Sub-Fund cannot be fairly calculated; or

c) during any breakdown in the means of communication normally employed in determining the price of a substantial portion of the assets of the relevant Sub-Fund, or when, for any other reason the current prices on any market or stock exchanges of any of the assets of the relevant Sub-Fund cannot be promptly and accurately ascertained; or

d) any period when, as a result of adverse market conditions, the payment of Redemption Proceeds may, in the opinion of the Directors, following consultation with the Manager, have an adverse impact on the relevant Sub-Fund or the remaining Shareholders in the relevant Sub-Fund; or

e) any period (other than ordinary holiday or customary weekend closings) when any market or exchange which is the main market or exchange for a significant part of the instruments or positions is closed, or in which trading thereon is restricted or suspended; or

f) any period when proceeds of any sale or redemption of the Shares cannot be transmitted to or from the account of the relevant Sub-Fund; or

g) any period in which the redemption of the Shares would, in the opinion of the Directors, following consultation with the Manager, result in a violation of applicable laws; or

h) during any period during which any transfer of funds involved in the realisation or acquisition of assets or payments due on the redemption of Shares of the relevant Sub-Fund cannot, in the opinion of the Directors, be effected at normal prices or rates of exchange; or

i) during any period when the Directors, following consultation with the Manager, are unable to repatriate funds required for the purpose of making payments due on the redemption of Shares in the relevant Sub-Fund; or

j) during any period when in the opinion of the Directors such suspension is justified having regards to the best interests of the ICAV and/or the relevant Sub-Fund; or

k) following the circulation to Shareholders of a notice of a general meeting at which a resolution proposing to wind up the ICAV or terminate the relevant Sub-Fund is to be considered.

All reasonable steps will be taken to bring any period of suspension to an end as soon as possible.

Shareholders who have requested subscriptions or redemptions of Shares of any Class in any Sub-Fund or exchanges of Shares of one Class in any Sub-Fund to another will be notified of any such suspension in such manner as may be directed by the Directors and, unless withdrawn but subject to the limitation referred to above, their requests will be dealt with on the first relevant Dealing Day after the suspension is lifted. Any such suspension will be notified immediately (without delay) on the same Business Day to the Central Bank. Details of any such suspension will also be notified to all Shareholders if, in the opinion of the Directors, it is likely to exceed 14 days. In circumstances where the temporary

suspension has not been lifted within 21 working days of application, the Central Bank will be notified accordingly and will be further notified at the expiration of each subsequent period of 21 working days where the temporary suspension continues to apply.

# Fees and Expenses

## FEES AND EXPENSES

Each Sub-Fund or its Share Class pays all of its fees and expenses (and its due proportion of any costs and expenses of the ICAV allocated to it) as a single flat fee (the "**Total Expense Ratio**" or "**TER**"). The TER shall be calculated and accrued daily by reference to the Net Asset Value of the relevant Class of each Sub-Fund and shall be payable monthly in arrears. The TER of each Sub-Fund or Class is as listed in the Supplement of the relevant Sub-Fund and the single flat fee charged will not exceed the amount described.

## TOTAL EXPENSE RATIO

The ICAV employs an "all in one" fee structure for its Sub-Funds (and Share Classes). Any fees, operating costs and expenses which are attributable to a particular Share Class (rather than the entire Sub-Fund) will be deducted from the assets notionally allocated by the Sub-Fund to that Share Class.

The TER includes, but is not limited to:

- fees and reasonable out-of-pocket expenses of the Manager, Investment Manager(s), Depositary, Administrator, Transfer Agent, Secretary, Distributor, any sub-distributor, any sub-investment manager, paying agents, Auditors, local representatives, market makers, iNAV provider, for their services, professional fees and expenses for legal and other consulting services and such other service providers appointed in respect of the ICAV;
- all fees and expenses incurred or payable in registering and maintaining a Sub-Fund or class of Shares registered with any and all government agencies and/or regulatory authority and/or rating agencies, clearance and/or settlement systems in any various countries, listing and in maintaining or complying with the requirements for the listing of the Shares on a Relevant Stock Exchange to which Shares may be admitted;
- all fees and expenses of custodian and any sub-custodian, including transaction, correspondent bank, registration, tax clearance and supervisory authority fees, together with related expenses;
- all fees and expenses of preparing, translating, printing, distributing the Prospectus and any addenda or Supplements, KID, KIID, annual and semi-annual reports or any other documents and any periodic updates thereof, marketing literature, any fees due to supervisory authorities in various jurisdictions; all directors' fees and expenses (including Irish "Pay As You Earn" income taxes and insurance premiums), all costs incurred in organising Directors' and Shareholders' meetings and in obtaining proxies in relation to such meetings; all fees and expenses arising from any licensing payable to index providers or any other licensor of intellectual property; all fees and expenses in connection with all Central Bank filings or reportings, companies registration office filing fees, statutory and regulatory fees and/or levies.

The TER does not include transaction costs and extraordinary legal costs, including, without limitation, costs relating to litigation, portfolio and share-class hedging, taxes (including all income and franchise taxes), anti-dilution levy, duties or similar charges due on or with respect to the assets and income of the ICAV, brokerage commissions, implicit transaction costs, costs associated with execution/trading or settlement platforms, costs associated with derivative use and any losses incurred in connection therewith, each of which will be for the account of the relevant Sub-Fund, as well as interest on and other charges relating to permitted borrowings and the costs of liquidation or winding up the ICAV or terminating any Sub-Fund.

Extraordinary expenses are accounted for on a cash basis or when incurred and are paid when transactions settle or expenses are invoiced on the basis of the Net Asset Value of each Sub-Fund to which they are attributable.

Given the fixed nature of the TER, if a Sub-Fund's expenses actually incurred in any period exceed the maximum TER as listed in the Supplement of the relevant Sub-Fund ("deficit"), the Manager will pay the difference between the TER and the actual expenses incurred from its own resources. If the TER in any period is greater than the Sub-Fund's expenses actually incurred ("surplus"), the Manager will receive the difference between the actual expenses incurred and the TER from the ICAV in respect of the relevant Sub-Fund.

Subject to applicable law, the Manager, Distributor, Investment Manager and any affiliate may pay part or all of their fees and make payments out of their own resources to any person that invests in or provides services to the ICAV or a Sub-Fund. Any such amount paid by the Manager, Distributor, Investment Manager or any affiliate will not be charged to the ICAV or Sub-Fund as an additional cost.

## ESTABLISHMENT EXPENSES

The TER does not include the fees and expenses relating to the establishment, organisation and authorisation of the ICAV and the initial Sub-Fund(s) including the fees of the ICAV's professional advisers (including legal, accounting, tax, regulatory, compliance, fiduciary and other professional advisers). The establishment expenses of the ICAV and its initial Sub-Funds shall be discharged by the Manager.

## CHARGES

a) Duties and Charges

Where provided for in the relevant Supplement, Authorised Participants may be subject to Duties and Charges to cover the costs of dealing and duties.

a) Conversion Charge

Shareholders may be subject to a Conversion Charge on the conversion of any Shares up to a maximum of 3 % of the Net Asset Value of the Shares in the original Sub-Fund, as specified in the relevant Supplement.

# Taxation

## GENERAL

The following statements on taxation are with regard to the law and practice in force in Ireland at the date of this document and do not constitute legal or tax advice to Shareholders or prospective Shareholders. As is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment in the ICAV is made will endure indefinitely, as the basis for and rates of taxation can fluctuate.

Prospective Shareholders should familiarise themselves with and, where appropriate, take advice on the laws and regulations (such as those relating to taxation and exchange controls) applicable to the subscription for, and the holding and redemption of, Shares in the places of their citizenship, residence and domicile.

The Directors recommend that Shareholders obtain tax advice from an appropriate source in relation to the tax liability arising from the holding of Shares in the ICAV and any investment returns from those Shares.

## IRELAND

a) Taxation of the ICAV

The Directors have been advised that the ICAV is an investment undertaking within the meaning of section 739B TCA and therefore is not chargeable to Irish tax on its relevant income or relevant gains so long as the ICAV is resident for tax purposes in Ireland.

The income and capital gains received by the ICAV from securities issued in countries other than Ireland, or assets located in countries other than Ireland, may be subject to taxes including withholding tax in the countries where such income and gains arise. The ICAV may or may not be able to benefit from reduced rates of withholding tax by virtue of the double taxation treaties in operation between Ireland and other countries. The Directors will have sole discretion as to whether the ICAV will apply for such benefits and may decide not to apply for such benefits if they determine that it may be administratively burdensome, cost prohibitive or otherwise impractical.

In the event that the ICAV receives any repayment of withholding tax suffered, the Net Asset Value of the ICAV will not be restated and the benefit of any repayment will be allocated to the then existing Shareholders rateably at the time of repayment.

Notwithstanding the above, a charge to tax may arise for the ICAV in respect of Shareholders on the happening of a "Chargeable Event" in the ICAV.

A Chargeable Event includes:

i) any payment to a Shareholder by the ICAV in respect of their Shares;

ii) any transfer, cancellation, redemption or repurchase of Shares; and

iii) any deemed disposal by a Shareholder of their Shares at the end of a "relevant period" (a "**Deemed Disposal**").

A "relevant period" is a period of 8 years beginning with the acquisition of Shares by a Shareholder and each subsequent period of 8 years beginning immediately after the preceding relevant period.

A Chargeable Event does not include:

iv) any transaction in relation to Shares held in a Recognised Clearing and Settlement System;

v) any conversion by a Shareholder effected by way of a bargain made at arm's length by the ICAV, of Shares in the ICAV for other Shares in the ICAV;

vi) certain transfers of Shares between spouses or civil partners and former spouses or former civil partners;

vii) a conversion of Shares arising on a qualifying amalgamation or reconstruction of the ICAV with another Irish investment undertaking; or

viii) the cancellation of Shares in the ICAV arising from a conversion in relation to a scheme of amalgamation (as defined in section 739HA TCA).

On the happening of a Chargeable Event the ICAV shall be entitled to deduct the appropriate amount of tax on any payment made to a Shareholder in respect of the Chargeable Event. On the occurrence of a Chargeable Event where no payment is made by the ICAV to the Shareholder, the ICAV may appropriate or cancel the required number of Shares to meet the tax liability.

Where the Chargeable Event is a Deemed Disposal and the value of Shares held by Irish Resident Shareholders in the ICAV is less than 10% of the total value of Shares in the ICAV (or a Sub-Fund) and the ICAV has made an election to the Revenue Commissioners to report annually certain details for each Irish Resident Shareholder, the ICAV will not be required to deduct the appropriate tax and the Irish Resident Shareholder (and not the ICAV) must pay the tax on the Deemed Disposal on a self-assessment basis. Credit is available against appropriate tax relating to the Chargeable Event for appropriate tax paid by the ICAV or the Shareholder on any previous Deemed Disposal. On the eventual disposal by the Shareholder of the Shares, a refund of any unutilised credit will be payable.

b) Taxation of Shareholders

The Irish taxation treatment applicable to Shareholders in the ICAV is set out below and is dependent on which of the following categories into which they fall:

*Shareholders whose Shares are held in a Recognised Clearing and Settlement System*

Any payments to a Shareholder or any encashment, redemption, cancellation or transfer of Shares held in a Recognised Clearing and Settlement System will not give rise to a chargeable event in the ICAV (there is however ambiguity in the legislation as to whether the rules outlined in this paragraph with regard to Shares held in a Recognised Clearing and Settlement System, apply in the case of chargeable events arising on a Deemed Disposal, therefore, as

previously advised, Shareholders should seek their own tax advice in this regard). Thus the ICAV will not have to deduct any Irish taxes on the occurrence of such events.

However, Shareholders who are Irish Resident or Ordinarily Resident in Ireland or who are not Irish Resident or Ordinarily Resident in Ireland but whose Shares are attributable to a branch or agency in Ireland may still have a liability to account for Irish tax on such events, including on a Deemed Disposal.

Where Shares are held in a Recognised Clearing and Settlement System, the obligation falls on the Shareholder (rather than the ICAV) to self-account for any tax arising on a chargeable event if the Shareholder is Irish Resident, Ordinarily Resident and a non-Exempt Irish Shareholder. In the case of an individual, tax currently at the rate of 41% should be accounted for by the Shareholder in respect of any distribution or gain arising to the individual Shareholder on an encashment, redemption, cancellation or transfer of Shares by a Shareholder.

Where the investment constitutes a "PPIU", tax at a rate of 60% should be accounted for by the Shareholder. These rates apply where the individual Shareholder has correctly included details of the income in a timely tax return (tax at a rate of 80% applies where details of the payment/disposal are not correctly included in the individual's tax returns).

Where the Shareholder is a company, any payment will be treated as income which is chargeable to tax under Case IV of Schedule D of the TCA.

A Relevant Declaration or approval in relation to appropriate equivalent measures is not required to be made where the Shares are held in a Recognised Clearing and Settlement System. It is the current intention of the Directors that all of the Shares will be held in a Recognised Clearing and Settlement System. If, in the future, the Directors permit Shares to be held in certificated form outside a Recognised Clearing and Settlement System, prospective investors for Shares on subscription and proposed transferees of Shares will be required to complete a Relevant Declaration as a pre-requisite to being issued Shares in the ICAV or being registered as a transferee of the Shares (as the case may be). A Relevant Declaration will not be required to be completed in this regard where the ICAV has received approval from the Irish Revenue Commissioners where appropriate equivalent measures have been put in place.

*Shareholders who are neither Irish Residents nor Irish Ordinary Residents and their Shares are not held in a Recognised Clearing and Settlement System*

Non-Irish Resident Shareholders whose shares are not held in a Recognised Clearing and Settlement System will not be chargeable to Irish tax on the happening of a Chargeable Event provided that either:

i) the ICAV is in possession of a completed Relevant Declaration to the effect that the Shareholder is not an Irish Resident, or

ii) the ICAV is in possession of written notice of approval from the Revenue Commissioners to the effect that the requirement to provide a Relevant Declaration is deemed to have been complied with in respect of that Shareholder and the written notice of approval has not been withdrawn by the Revenue Commissioners.

If, in these circumstances, the ICAV is not in possession of a Relevant Declaration or the ICAV is in possession of information which would reasonably suggest that the Relevant Declaration is not or is no longer materially correct, the ICAV must deduct tax on the happening of a Chargeable Event in relation to such Shareholder. The tax deducted will generally not be refunded.

Intermediaries acting on behalf of non-Irish Resident Shareholders can claim the same exemption on behalf of the Shareholders for whom they are acting. The intermediary must complete a Relevant Declaration that it is acting on behalf of a non-Irish Resident Shareholder.

A non-Irish Resident corporate Shareholder which holds Shares directly or indirectly by or for a trading branch or agency of the Shareholder in Ireland, will be liable for Irish corporation tax on income from the Shares or gains made on the disposal of the Shares in the event that the shares are not held in a Recognised Clearing and Settlement System.

*Shareholders who are Irish Resident or Irish Ordinary Resident and their Shares are not held in a Recognised Clearing and Settlement System*

c) Exempt Irish Shareholders

The ICAV is not required to deduct tax in respect of an Exempt Irish Shareholder whose shares are not held in a Recognised Clearing and Settlement System so long as the ICAV is in possession of a completed Relevant Declaration from those persons and the ICAV has no reason to believe that the Relevant Declaration is materially incorrect. The Exempt Irish Shareholder must notify the ICAV if it ceases to be an Exempt Irish Shareholder. Exempt Irish Shareholders in respect of whom the ICAV is not in possession of a Relevant Declaration will be treated by the ICAV as if they are not Exempt Irish Shareholders.

While the ICAV is not required to deduct tax in respect of such Exempt Irish Shareholders, those Shareholders may themselves be liable to Irish tax on their income, profits and gains in relation to any sale, transfer, redemption, repurchase or cancellation of Shares or dividends or distributions or other payments in respect of their Shares depending on their circumstances. It is the obligation of the Exempt Irish Shareholder to account for such tax to the Revenue Commissioners.

d) Irish-Resident Shareholders

Irish Resident Shareholders (who are not Exempt Irish Shareholders) will be liable to tax on the happening of a Chargeable Event. Tax at the rate of 41% will be deducted by the ICAV on payments made to the Shareholder in relation to the Shares or on the sale, transfer, Deemed Disposal (subject to the 10% threshold outlined above), cancellation, redemption or repurchase of Shares or the making of any other payment in respect of the Shares.

An Irish Resident Shareholder who is not a company and is not an Exempt Irish Shareholder will not be liable to any further income or capital gains tax in

respect of any sale, transfer, Deemed Disposal, cancellation, redemption or repurchase, of Shares or the making of any other payment in respect of their Shares.

Where the Irish Resident Shareholder is a company which is not an Exempt Irish Shareholder, and the payment is not taxable as trading income under Schedule D Case I, the amount received will be treated as the net amount of an annual payment chargeable to tax under Schedule D Case IV from the gross amount of which income tax has been deducted. The rate of tax applicable to a Chargeable Event in respect of any Irish tax resident corporate investor in this instance is 25% provided the corporate investor has made a declaration to the ICAV including its Irish tax reference number.

Where the Irish Resident Shareholder is a company which is not an Exempt Irish Shareholder, and the payment is taxable as trading income under Schedule D Case I, the following provisions apply:

i) the amount received by the Shareholder is increased by any amount of tax deducted by the ICAV and will be treated as income of the Shareholder for the chargeable period in which the payment is made;

ii) where the payment is made on the sale, transfer, Deemed Disposal, cancellation, redemption or repurchase of Shares, such income will be reduced by the amount of consideration in money or money's worth given by the Shareholder for the acquisition of those Shares; and

iii) the amount of tax deducted by the ICAV will be set off against the Irish corporation tax assessable on the Shareholder in respect of the chargeable period in which the payment is made.

Personal Portfolio Investment Undertaking

An investment undertaking will be considered to be a personal portfolio investment undertaking (a "**PPIU**") in relation to a specific Irish Resident Shareholder where that Irish Resident Shareholder can influence the selection of some or all of the property of the undertaking. The undertaking will only be a PPIU in respect of those Irish Resident Shareholders who can influence the selection. A gain arising on a chargeable event in relation to a PPIU will be taxed at the rate of 60%. An undertaking will not be considered to be a PPIU where certain conditions are complied with as set out in section 739BA TCA.

Currency Gains

Where a currency gain is made by an Irish Resident Shareholder on the disposal of Shares, that Shareholder may be liable to capital gains tax in respect of any chargeable gain made on the disposal.

Stamp Duty

On the basis that the ICAV qualifies as an investment undertaking within the meaning of section 739B TCA, no Irish stamp duty will be payable on the subscription, transfer or repurchase of Shares. The stamp duty implications for subscriptions for Shares or transfer or repurchase of Shares in specie should be considered on a case by case basis.

Capital Acquisitions Tax

No Irish gift tax or inheritance tax (capital acquisitions tax) liability will arise on a gift or inheritance of Shares provided that:

i) at the date of the disposition the transferor of the Shares is neither domiciled nor ordinarily resident in Ireland, and, at the date of the gift or inheritance the transferee of the Shares is neither domiciled nor ordinarily resident in Ireland; and

ii) the Shares are comprised in the gift or inheritance at the date of the gift or inheritance and at the valuation date.

e) Other Tax Matters

The income and capital gains received by the ICAV from securities issued in countries other than Ireland or assets located in countries other than Ireland may be subject to taxes including withholding tax in the countries where such income and gains arise. The ICAV may not be able to benefit from reduced rates of withholding tax by virtue of the double taxation treaties in operation between Ireland and other countries. The Directors will have sole discretion as to whether the ICAV will apply for such benefits and may decide not to apply for such benefits if they determine that it may be administratively burdensome, cost prohibitive or otherwise impractical.

In the event that the ICAV receives any repayment of withholding tax suffered, the Net Asset Value of the ICAV will not be restated and the benefit of any repayment will be allocated to the then existing Shareholders rateably at the time of repayment.

*Automatic Exchange of Information*

The ICAV is obliged, pursuant to the IGA, Council Directive 2011/16/EU, section 891E, section 891F and section 891G of the TCA and regulations made pursuant to those sections, to collect certain information about its investors.

The ICAV will be required to provide certain information to the Revenue Commissioners in relation to the investors (including information in respect of the investor's tax residence status) and also in relation to accounts held by investors. For further information on FATCA or CRS please refer to the website of the Revenue Commissioners at www.revenue.ie/en/business/aeoi/index.html

Further detail in respect of FATCA and CRS is set out below.

*FATCA Implementation in Ireland*

On 21 December 2012, the governments of Ireland and the U.S. signed the IGA.

The IGA provides for the automatic reporting and exchange of information in relation to accounts held in Irish "financial institutions" by U.S. persons and the reciprocal exchange of information regarding U.S. financial accounts held by Irish Residents.

The ICAV is subject to these rules. Complying with such requirements will require the ICAV to request and obtain certain information and documentation from its Shareholders, other account holders and (where applicable) the beneficial owners of its Shareholders and to provide any information and documentation indicating direct or indirect ownership by U.S. Persons to the competent authorities in

Ireland. Shareholders and other account holders will be required to comply with these requirements, and non-complying Shareholders may be subject to compulsory redemption and/or U.S. withholding tax of 30% on withholdable payments and/or other monetary penalties.

The IGA provides that Irish financial institutions will report to the Revenue Commissioners in respect of U.S. account-holders and, in exchange, U.S. financial institutions will be required to report to the IRS in respect of any Irish-resident account-holders. The two tax authorities will then automatically exchange this information on an annual basis.

The ICAV (and/or any of its duly appointed agents) shall be entitled to require Shareholders to provide any information regarding their tax status, identity or residency in order to satisfy any reporting requirements which the ICAV may have as a result of the IGA or any legislation promulgated in connection with the IGA and Shareholders will be deemed, by their subscription for or holding of Shares to have authorised the automatic disclosure of such information by the ICAV or any other person to the relevant tax authorities.

*OECD Common Reporting Standard*

Ireland has provided for the implementation of CRS through section 891F of the TCA and the enactment of the CRS Regulations.

CRS is a global OECD tax information exchange initiative which is aimed at encouraging a coordinated approach to disclosure of income earned by individuals and organisations.

Ireland and a number of other jurisdictions have entered or will enter into multilateral arrangements modelled on the Common Reporting Standard for Automatic Exchange of Financial Account Information published by the OECD. The ICAV is required to provide certain information to the Revenue Commissioners about investors resident or established in jurisdictions which are party to CRS arrangements.

The ICAV, or a person appointed by the ICAV, will request and obtain certain information in relation to the tax residence of its shareholders or "account holders" for CRS purposes and (where applicable) will request information in relation to the beneficial owners of any such account holders. The ICAV, or a person appointed by the ICAV, will report the information required to the Revenue Commissioners by 30 June in the year following the year of assessment for which a return is due. The Revenue Commissioners will share the appropriate information with the relevant tax authorities in participating jurisdictions.

*DAC6 – Disclosure requirements for reportable cross-border tax arrangements*

On 25 June 2018, Council Directive (EU) 2018/822 ("DAC6") introduced rules regarding the mandatory automatic exchange of information in the field of taxation in relation to reportable cross-border arrangements.

DAC6 imposes mandatory reporting requirements on EU-based intermediaries who design, market, organise, make available for implementation or manage the implementation of potentially aggressive cross-border tax-planning schemes. It also covers persons who provide aid, assistance or advice in relation to potentially aggressive cross-border tax-planning schemes, where they can be reasonably expected to know that they have performed that function. If the intermediary is located outside the EU or is bound by legal professional privilege, the obligation to report may pass to the taxpayer. DAC6 was required to be transposed by each EU member state by the end of 2019 with the measures taking effect from 1 July 2020. In addition, arrangements implemented between 25 June 2018 and 30 June 2020 are also subject to the reporting requirements. Intermediaries and/or taxpayers will be required to report any reportable cross-border arrangements within 30 days from the earliest of:

i) The day after the arrangement is made available for implementation;

ii) The day after the arrangement is ready for implementation; or

iii) When the first step in the implementation of the arrangement was taken.

The transactions contemplated under the Prospectus may fall within the scope of mandatory disclosure rules under DAC6 or equivalent local law provisions and thus may qualify as reportable cross-border arrangements within the meaning of such provisions. If that were the case, any person that falls within the definition of an "intermediary" with respect to the ICAV may have to report certain transactions entered into by the ICAV to the relevant EU tax authority.

## CERTAIN IRISH TAX DEFINITIONS

Residence – Company (which includes any body corporate, including an ICAV)

A company which has its central management and control in Ireland is resident in Ireland irrespective of where it is incorporated. A company which does not have its central management and control in Ireland but which is incorporated in Ireland is resident in Ireland except where the company is regarded as not resident in Ireland under a double taxation treaty between Ireland and another country.

Residence – Individual

The Irish tax year operates on a calendar year basis.

An individual will be regarded as being resident in Ireland for a tax year if that individual:

a) spends 183 days or more in Ireland in that tax year; or

b) has a combined presence of 280 days in Ireland, taking into account the number of days spent in Ireland in that tax year together with the number of days spent in Ireland in the preceding tax year.

Presence in a tax year by an individual of not more than 30 days in Ireland, will not be reckoned for the purpose of applying the two year test. Presence in Ireland for a day means the personal presence of an individual at any point in time during the particular day in question.

*Ordinary Residence – Individual*

The term "ordinary residence" as distinct from "residence", relates to a person's normal pattern of life and denotes residence in a place with some degree of continuity.

An individual who has been resident in Ireland for three consecutive tax years becomes ordinarily resident with effect from the commencement of the fourth tax year.

An individual who has been ordinarily resident in Ireland ceases to be ordinarily resident at the end of the third consecutive tax year in which that individual is not resident in Ireland. Thus, an individual who is resident and ordinarily resident in Ireland in 2020 will remain ordinarily resident in Ireland until the end of the tax year 2023.

Intermediary means a person who:

i) carries on a business which consists of, or includes, the receipt of payments from an investment undertaking on behalf of other persons; or

ii) holds shares in an investment undertaking on behalf of other persons.

## OTHER JURISDICTIONS: TAXATION OF SHAREHOLDERS

Shareholders may be subject to taxation in other jurisdictions as a result of an investment in interests in the ICAV, including in jurisdictions other than their jurisdiction of residence. The tax treatment of Shareholders in their jurisdictions of tax residence will depend entirely on the laws of such jurisdictions, and may vary considerably from jurisdiction to jurisdiction. Shareholders may be subject to special tax, reporting, or other regimes in their jurisdictions of tax residence, including potential material adverse tax consequences. For example, considerations in certain jurisdictions may include, among other things, that (i) the manner and/or jurisdiction in which the ICAV or each Sub-Fund is organised and operated may materially adversely affect a Shareholder's basis in its interests in the ICAV, such Shareholder's ability to obtain a deduction or credit for such basis, or both, (ii) all or a portion of the income from a Shareholder's interests in the ICAV may be subject to unfavourable tax rates as compared to the rates applicable to direct investments in the ICAV's assets, (iii) a Shareholder may be unable to claim a deduction or credit for withholding taxes borne by the ICAV, whereas a direct investment in the ICAV's assets might allow a claim for such credit, (iv) an investment in the ICAV could result in a Shareholder recognising taxable income in its jurisdiction of tax residence significantly in excess of cash received by such Shareholder from the ICAV, including but not limited to as a result of taxation on an accrual basis, possibly in amounts that exceed the Shareholder's actual economic income from the ICAV, (v) there may be restrictions on the use of a Shareholder's share of the ICAV's deductions or losses in its jurisdiction of tax residence, (vi) there may be special filing requirements in a Shareholder's jurisdiction of tax residence in respect of its investment in interests in the ICAV, and (vii) information provided to Shareholders may not be timely or sufficient for a Shareholder to file required tax returns in its jurisdiction of tax residence. Accordingly, each prospective Shareholder is strongly urged to consult its tax adviser with respect to the tax implications of an investment in the ICAV in the prospective Shareholder's jurisdiction of tax residence.

# General Information

## ANNUAL REPORT AND ACCOUNTS

The year end of the ICAV and each Sub-Fund is 30 September in each year. Each Sub-Fund will prepare an annual report and audited accounts as of 30 September in each calendar year and a semi-annual report and unaudited accounts as of 31 March in each year, with the first annual report to be made up to 30 September 2027, and the first semi-annual report to be made up to 31 March 2028.

Such annual report and accounts will contain a statement of the Net Asset Value of the relevant Sub-Fund and of the investments comprised therein as at the year-end or the end of such semi-annual period.

The audited annual report and accounts will be published within four months of the ICAV's/ the Sub-Funds' financial year end and its semi-annual report will be published within two months of the end of the half-year period and in each case will be offered to subscribers prior to subscription and supplied to Shareholders free of charge on request and will be available to the public at the office of the Administrator and on the Website.

The Directors may send such annual report and accounts electronically to Shareholders in accordance with the Central Bank Rules. See "Access to Documents" below.

## FORM AND SHARE CAPITAL

The authorised share capital of the ICAV is two (2) redeemable Non-Participating Shares of no par value and 500,000,000,000 participating Shares of no par value. The share capital may be divided into different Classes of Shares with any preferential, deferred or special rights or privileges attached thereto, and from time to time may be varied so far as may be necessary to give effect to any such preference restriction or other term.

Non-participating Shares do not entitle the holders thereof to any dividend and on a winding up entitle the holders thereof to receive the consideration paid therefor but do not otherwise entitle them to participate in the assets of the ICAV. The Directors have the power to allot shares in the capital of the ICAV on such terms and in such manner as they may think fit.

## THE INSTRUMENT OF INCORPORATION

Clause 3 of the Instrument of Incorporation provides that the sole object of the ICAV is the collective investment of its funds in property and giving members the benefit of the results of the management of its funds, consistent with the requirements of Regulation 4(3) of the UCITS Regulations.

The Instrument of Incorporation contains, among other things, provisions to the following effect:

a) Voting Rights

Whenever the share capital is divided into different Classes, the class specific characteristics of a Class may be varied or abrogated by the ICAV, subject to the Central Bank Rules.

Voting rights are attached to Shares in the ICAV and may be exercised at the relevant Shareholder meeting or by unanimous written resolution of the Shareholders. No persons other than Shareholders or their proxies have the right to vote at Shareholder meetings. The subscriber shares entitle the holders to attend at any general meetings of the ICAV and to vote at any general meeting of the ICAV (but not at a meeting of a Sub-Fund or Class thereof) in accordance with the Instrument of Incorporation. The Shares (other than the subscriber shares) entitle the holders to attend and vote at general meetings of the ICAV or a Sub-Fund or Class thereof.

b) Sub-Funds

The ICAV is required to establish a separate portfolio of assets for each Sub-Fund created by the ICAV from time to time, to which the following shall apply:

i) for each Sub-Fund the ICAV shall keep separate books and records in which all transactions relating to the relevant Sub-Fund shall be recorded and, in particular, the proceeds from the allotment and issue of Shares of each Class of the Sub-Fund, and the investments and the liabilities and income and expenditure attributable thereto shall be applied to such Sub-Fund subject to the provisions of the Instrument of Incorporation;

ii) any asset derived from any other asset(s) (whether cash or otherwise) comprised in any Sub-Fund, shall be applied in the books and records of the ICAV to the same Sub-Fund as the asset from which it was derived and any increase or diminution in the value of such an asset shall be applied to the relevant Sub-Fund;

iii) in the event that there are any assets of the ICAV which the Manager does not consider are attributable to a particular Sub-Fund or Sub-Funds, the Directors shall following consultation with the Manager and with the approval of the Depositary, allocate such assets to and among any one or more of the Sub-Funds in such manner and on such basis as they, in their discretion, deem fair and equitable; and the Directors shall have the power to and may at any time and from time to time, following consultation with the Manager and with the approval of the Depositary, vary the basis in relation to assets previously allocated;

iv) no Shares will be issued on terms that entitle the Shareholders of any Sub-Fund to participate in the assets of the ICAV other than the assets (if any) of the Sub-Fund relating to such Shares. If the proceeds of the assets of the relevant Sub-Fund are not sufficient to fund the full Redemption Proceeds payable to each Shareholder for the relevant Sub-Fund, the proceeds of the relevant Sub-Fund will, subject to the terms for the relevant Sub-Fund, be distributed equally among each Shareholder of the relevant Sub-Fund pro rata to the amount paid up on the Shares held by each Shareholder. If the realised net assets of any Sub-Fund are

insufficient to pay any amounts due on the relevant Shares in full in accordance with the terms of the relevant Sub-Fund, the relevant Shareholders of that Sub-Fund will have no further right of payment in respect of such Shares or any claim against the ICAV, any other Sub-Fund or any assets of the ICAV in respect of any shortfall;

v) each Sub-Fund shall be charged with the liabilities, expenses, costs, charges or reserves of the ICAV in respect of or attributable to that Sub-Fund; and

vi) in the event that any asset attributable to a Sub-Fund is taken in execution of a liability not attributable to that Sub-Fund, the provisions of section 36(6) of the ICAV Act, shall apply.

c) Termination of Sub-Funds

Any Sub-Fund may be terminated by the Directors, in their sole and absolute discretion following consultation with the Manager, in any of the following events:

i) the Shareholders resolve by special resolution that the relevant Sub-Fund be wound up;

ii) if any Sub-Fund shall cease to be authorised or otherwise officially approved;

iii) if any law shall be passed or regulatory requirement introduced which renders it illegal or in the opinion of the Directors, following consultation with the Manager, impracticable or inadvisable or not commercially viable or excessively onerous from a compliance perspective to continue the relevant Sub-Fund;

iv) if there is a change in material aspects of business or in the economic or political situation relating to a Sub-Fund which the Directors, following consultation with the Manager, consider would have material adverse consequences on the investments of the Sub-Fund; or

v) if the Directors, following consultation with the Manager, shall have resolved that it is impracticable or inadvisable for a Sub-Fund to continue to operate having regard to prevailing market conditions and the best interests of the Shareholders.

The decision of the Directors in any of the events specified herein shall be final and binding on all the parties concerned but the Directors and the Manager shall be under no liability on account of any failure to terminate the relevant Sub-Fund pursuant to points (i) to (v) above or otherwise.

The Directors shall give notice of termination of a Sub-Fund to the Shareholders in the relevant Sub-Fund and by such notice fix the date at which such termination is to take effect, which date shall be for such period after the service of such notice as the Directors shall in their sole and absolute discretion determine.

Pursuant to the CBDF Directive, where the ICAV is seeking to de-register the shares of a Class or Sub-Fund in all or any Member State, the ICAV is required to provide Shareholders in the relevant Member State (s) with a blanket offer to repurchase or redeem, free of any charges or deductions, all such Shares held by Shareholders in the relevant Member State(s), which offer shall be available for at least 30 days.

d) Winding up

The Instrument of Incorporation contains provisions to the following effect:

If the ICAV shall be wound up the liquidator shall, subject to the provisions of the ICAV Act, apply the assets of each Sub-Fund in such manner and order as he thinks fit in satisfaction of creditors' claims relating to that Sub-Fund;

The assets available for distribution amongst the Shareholders shall be applied as follows: first the proportion of the assets in a Sub-Fund attributable to each Class of Shares shall be distributed to the holders of Shares in the relevant Class in the proportion that the number of Shares held by each holder bears to the total number of Shares relating to each such Class of Shares in issue as at the date of commencement to wind up; secondly, in the payment to the holder(s) of the subscriber shares of sums up to the notional amount paid thereon out of the assets of the ICAV not attributable to other Classes of Shares. In the event that there are insufficient assets to enable such payment in full to be made, no recourse shall be had to the assets of the ICAV attributable to each Class of Share; and thirdly, any balance then remaining and not attributable to any of the Classes of Shares shall be apportioned pro-rata as between the Classes of Shares based on the Net Asset Value attributable to each Class of Shares as at the date of commencement to wind up and the amount so apportioned to a Class shall be distributed to holders pro-rata to the number of Shares in that Class of Shares held by them;

A Sub-Fund may be wound up pursuant to section 37 of the ICAV Act and in such event the provisions of the Instrument of Incorporation shall apply mutatis mutandis in respect of that Sub-Fund;

If the ICAV shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the relevant holders and any other sanction required by the ICAV Act, divide among the holders of Shares of any Class or Classes of a Sub-Fund in specie the whole or any part of the assets of the ICAV relating to that Sub-Fund, and whether or not the assets shall consist of property of a single kind, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between all the holders of Shares or the holders of different Classes of Shares as the case may be. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of holders as the liquidator, with the like authority, shall think fit, and the liquidation of the ICAV may be closed and the ICAV dissolved, but so that no holder shall be compelled to accept any assets in respect of which there is a liability. A Shareholder may require the liquidator instead of transferring any asset in specie to him/her, to arrange for a sale of the assets and for payment to the holder of the net proceeds of same.

## SEGREGATION OF LIABILITY

The Instrument of Incorporation contains provisions reflecting the segregation of liability between the Sub-Funds in line with the ICAV Act.

## DIRECTORS INDEMNITIES AND INSURANCE

Pursuant to the Instrument of Incorporation, each of the Directors shall be indemnified by the ICAV against losses and expenses to which any such person may become liable by reason of any contract entered into or any act or thing done by him/her as such office in the discharge of his/her duties provided that, as permitted by the ICAV Act such indemnity shall not extend to any of the foregoing sustained or incurred as a result of any negligence, default, breach of duty or breach of trust by him/her in relation to the ICAV and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the ICAV and have priority as between the Shareholders over all other claims.

The ICAV acting through the Directors is empowered under the Instrument of Incorporation to purchase and maintain for the benefit of persons who are or were at any time Directors or officers of the ICAV insurance against any liability incurred by such persons in respect of any act or omission in the execution of their duties or exercise of their powers.

## COMMUNICATIONS WITH SHAREHOLDERS

Communications with Shareholders may be effected by electronic mail or by any other means of communication provided that the Shareholder has consented to such method of communication. Copies of any documents sent to Shareholders will be available for inspection at the office of the Administrator. Communications with Shareholders will also be published on the Website. Investors should regularly visit the Website, or request that their stockbrokers or other financial agents or advisers do so on their behalf, to ensure that they obtain such information on a timely basis.

## MATERIAL CONTRACTS

The following contracts have been entered into otherwise than in the ordinary course of the business intended to be carried on by the ICAV and are or may be material.

The Management Agreement dated 8 October 2026 between the ICAV and the Manager.

Pursuant to the Management Agreement the Manager is responsible for the general management and administration of the ICAV's affairs, subject to the overall supervision and control of the Directors. Pursuant to the provisions of the Management Agreement the Manager may delegate one or more of its functions subject to the overall supervision and control of the Manager.

The Manager shall exercise the due care of a prudent professional UCITS manager in the performance of its duties under the Management Agreement, including with regard to the selection, appointment and monitoring of any delegates and shall use its best endeavours, skill and judgment and all due care in performing its duties and obligations and exercising its rights and authorities under the Management Agreement.

Neither the Manager nor any of its directors, officers, employees, agents or delegates shall be liable for any loss or damage arising directly or indirectly out of or in connection with the performance by the Manager of its obligations and duties under the Management Agreement unless such loss or damage arose out of or in connection with the negligence, wilful default, fraud or bad faith of or by the Manager in the performance of its duties under the Management Agreement.

The ICAV shall be liable and shall indemnify and keep indemnified and hold harmless the Manager (and each of its directors, staff, officers, employees, delegates and agents) from and against any and all actions, proceedings, claims, demands, losses, damages, costs and expenses (including reasonable legal and professional fees and expenses arising) which may be made or brought against or suffered or incurred by the Manager (or any of its directors, staff, officers, employees, delegates or agents) arising out of or in connection with the performance of its obligations and duties under the Management Agreement in the absence of any negligence, wilful default, fraud or bad faith of or by the Manager in the performance of its duties under the Management Agreement or as otherwise may be required by law.

The Manager may perform any of its duties, obligations and responsibilities under the Management Agreement by or through its directors, officers, servants or agents and shall be entitled to delegate or sub-contract all or any of its functions, powers, discretions, duties and obligations as the Manager in accordance with applicable Central Bank requirements and, where required, subject to the consent of the ICAV and disclosure in the Prospectus, provided that any such delegation or sub-contract shall terminate automatically on the termination of the Management Agreement. The Manager's liability to the ICAV shall not be affected by the fact that the Manager has delegated all or any part of its function set out in the UCITS Regulations and the Central Bank Regulations to a third party.

The Management Agreement shall continue in full force and effect unless terminated by any party at any time upon ninety (90) days prior written notice to the other party or at any time if any party: (i) commits any material breach of the Agreement or commits persistent breaches of the Agreement which is or are either incapable of remedy or have not been remedied within thirty (30) days of the non-defaulting party serving notice requiring the remedying of the default; (ii) becomes incapable of performing its duties or obligations under the Agreement; (iii) is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) is the subject of a petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) is the subject of an effective resolution for the winding up (except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other party); (vii) is the subject of a court order for its winding up or liquidation; or (viii) ceases to be appropriately regulated in the jurisdiction of its registered office for the proper performance of the Management Agreement.

The Depositary Agreement dated 8 October 2026 between the ICAV, the Manager and the Depositary under which the Depositary has been appointed as depositary of the ICAV's assets subject to the overall supervision of the Directors. Under the Depositary Agreement, the Depositary will provide asset verification services, cash-flow monitoring services, custody services and oversight services to the ICAV. This agreement provides that the appointment of the Depositary will continue unless and until terminated by the ICAV or the Depositary giving to the other parties not less than 90 days' written notice although in certain circumstances the Agreement may be terminated immediately by the ICAV or the Depositary provided that the appointment of the Depositary shall continue in force until a replacement Depositary approved by the Central Bank has been appointed and provided further that if within a period of 90 days' from the date on which the Depositary notifies the ICAV of its desire to retire or from the date on which the ICAV notifies the Depositary of its intention to remove the Depositary, no replacement Depositary shall have been appointed, the ICAV shall apply to the High Court for an order to wind up the ICAV or convene in an extraordinary general meeting of the Shareholders of the ICAV at which there shall be proposed an ordinary resolution to wind up the ICAV. The Depositary shall be liable to the ICAV, or to the Shareholders, for all losses suffered by them as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations as set out in the Depositary Agreement and UCITS V. The Depositary shall be liable to the ICAV and to the Shareholders, for the loss by the Depositary or a duly appointed third party of any financial instruments held in custody (determined in accordance with UCITS V) and shall be responsible for the return of financial instruments or corresponding amount to the ICAV without undue delay. The Depositary Agreement contains indemnities in favour of the Depositary for certain losses incurred but excluding circumstances where the Depositary is liable for the losses incurred.

The Depositary Agreement shall be governed by the laws of Ireland and the courts of Ireland shall have non-exclusive jurisdiction to hear any disputes or claims arising out of or in connection with the Depositary Agreement.

The Administration Agreement between the Manager, the ICAV and the Administrator dated 8 October 2026 pursuant to which the Administrator has been appointed as administrator to administer the ICAV subject to the overall supervision of the Directors. The Administration Agreement contains certain indemnities in favour of the Administrator (and its officers and employees) which are restricted to exclude, inter alia, matters arising by reason of the negligence, wilful default or fraud of the Administrator or its permitted delegates in the performance of its obligations and duties.

The Administration Agreement provides that the appointment of the Administrator will continue unless and until terminated by the ICAV or the Administrator giving to the other of them not less than 90 days' written notice although in certain circumstances the agreement may be terminated immediately by any party in the event that:

a) any party is unable to pay its debts as they fall due or go into liquidation or receivership or an examiner is appointed to another Party (except for a voluntary liquidation for the purpose of reconstruction or amalgamation upon terms previously agreed in writing by the notifying Party);

b) if another shall commit any material breach of the provisions of the Administration Agreement and shall if capable of remedy have not remedied the same within thirty (30) days after the service of notice requiring it to be remedied;

c) if the continued performance of the Administration Agreement for any reason ceases to be lawful;

d) in the event that fraud is proven against another party to the Administration Agreement or the Investment Manager;

e) any party is subject to an involuntary order for the transfer of all or part of its business by a statutory authority; or

f) any party has any of its issued shares suspended from trading on any exchange on which they are listed (if applicable).

Further, the Administration Agreement shall terminate automatically upon the revocation by the Central Bank of the Manager or the ICAV's authorisation pursuant to the UCITS Regulations.

The Manager may terminate the Administration Agreement with immediate effect if it considers this to be in the best interest of Shareholders in the ICAV.

The Administrator may terminate the Administration Agreement by giving not less than sixty (60) days' prior written notice to the ICAV and the Manager in the event that the Administrator reasonably determines that servicing the ICAV raises reputational or regulatory concerns.

Please refer to each Supplement for details of relevant material contracts (if any) in respect of a Sub-Fund.

## ACCESS TO DOCUMENTS AND UP-TO-DATE INFORMATION

The following documents may be obtained free of charge from the office of the Administrator. These documents may also be obtained free of charge on www.bny.com/investments.

a) this Prospectus;

b) once published, the latest annual and semi-annual reports of the ICAV; and

c) the KIID/KID (as applicable) for each share class of each Sub-Fund; and

d) notices to Shareholders.

In addition, copies of the following documents may be obtained free of charge from the registered office of the ICAV in Ireland during normal business hours, on any Business Day:

a) the Instrument of Incorporation; and

b) once published, the latest annual and semi-annual reports of the ICAV or each Sub-Fund.

Where the ICAV is required to make certain information publicly available pursuant to the CBDF Directive or CBDF Regulation such information may be made available at https://www.eifs.lu/bny

## THE MANAGER'S POLICIES

Remuneration Policy

The Manager has remuneration policies and practices in place consistent with the requirements of the UCITS Regulations and the ESMA Remuneration Guidelines. The Manager will procure that any delegate, including the Investment Manager, to whom such requirements also apply pursuant to the ESMA Remuneration Guidelines, will have remuneration policies and practices in place.

The Manager has designed and implemented a remuneration policy which is consistent with and promotes sound and effective risk management by having a business model which by its nature does not promote excessive risk taking that is inconsistent with the risk profile of the Manager or the Instrument of Incorporation of the ICAV. The Manager's remuneration policy is consistent with the ICAV's business strategy, objectives, values and interests and includes measures to avoid conflicts of interest. The Manager has policies in place in respect of the remuneration of senior members of staff, staff whose activities will impact risk, staff who are involved in any control functions, staff who receive remuneration equivalent to senior management or risk takers where their activities have a material impact on the risk profiles of the Manager or the ICAV. In line with the provisions of the UCITS Regulations, the Manager applies its remuneration policy and practices in a manner which is proportionate to its size and that of the ICAV, its internal organisation and the nature, scope and complexity of its activities. Where the Manager delegates investment management functions in respect of the Sub-Funds, it will ensure that any such delegates so appointed by it apply in a proportionate manner the remuneration rules as detailed in the UCITS Regulations or, alternatively, are subject to equally effective remuneration policies under their home authorisation. Details of the remuneration policy of the Manager including, but not limited to, a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits including the composition of the remuneration committee, where such a committee exists, will be available at https://www.insightinvestment.com/globalassets/documents/regulatory-updates/insight-remuneration-disclosure.pdf and a paper copy will be made available free of charge upon request.

The remuneration policy includes measures to avoid conflicts of interest. The remuneration policy is reviewed on an annual basis (or more frequently, if required) by the board of directors of the Manager, to ensure that the overall remuneration system operates as intended and that the remuneration pay-outs are appropriate. This review is also intended to ensure that the remuneration policy reflects best practice guidelines and regulatory requirements, as may be amended from time to time.

Details of the up-to-date remuneration policy of the Manager including, but not limited to:

a) a description of how remuneration and benefits are calculated;

b) the identities of persons responsible for awarding the remuneration and benefits; and

c) the composition of the remuneration committee, where such a committee exists;

are available by means of a website ( https://www.insightinvestment.com/ireland/ )and a paper copy will be made available to Shareholders free of charge upon request.

Complaints Policy

Shareholders may submit complaints free of charge in respect of any aspect of their dealings with the ICAV or a Sub-Fund to the Manager or the Distributor. Complaints may be made in an official language of the Shareholder's home Member State and will be handled in accordance with the Manager's complaints handling procedures.

# Appendix I – Investment Restrictions

## Applicable to Sub-Funds

| | |
|---|---|
| **1** | **Permitted Investments** |
| | Investments of a UCITS are confined to: |
| **1.1** | Transferable securities and money market instruments which are either admitted to official listing on a stock exchange in a Member State or non-Member State or which are dealt on a market which is regulated, operates regularly, is recognised and open to the public in a Member State or non-Member State. |
| **1.2** | Recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year. |
| **1.3** | Money market instruments other than those dealt on a regulated market. |
| **1.4** | Units of UCITS. |
| **1.5** | Units of AIFs |
| **1.6** | Deposits with credit institutions |
| **1.7** | Financial derivative instruments |
| **2** | **Investment Restrictions** |
| **2.1** | A UCITS may invest no more than 10% of net assets in transferable securities and money market instruments other than those referred to in paragraph 1. |
| **2.2** | Recently Issued Transferable Securities<br>Subject to paragraph (2) a responsible person shall not invest any more than 10% of assets of a UCITS in securities of the type to which Regulation 68(1)(d) of the UCITS Regulations 2011 apply.<br>Paragraph (1) does not apply to an investment by a responsible person in U.S. Securities known as " Rule 144 A securities" provided that;<br>a) the relevant securities have been issued with an undertaking to register the securities with the SEC within 1 year of issue; and<br>b) the securities are not illiquid securities i.e. they may be realised by the UCITS within 7 days at the price, or approximately at the price, which they are valued by the UCITS. |
| **2.3** | A UCITS may invest no more than 10% of net assets in transferable securities or money market instruments issued by the same body provided that the total value of transferable securities and money market instruments held in the issuing bodies in each of which it invests more than 5% is less than 40%. |
| | |
| | N/A |
| **2.5** | The limit of 10% (in 2.3) is raised to 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State or its local authorities or by a non-Member State or public international body of which one or more Member States are members. |
| **2.6** | The transferable securities and money market instruments referred to in 2.4. and 2.5 shall not be taken into account for the purpose of applying the limit of 40% referred to in 2.3. |
| **2.7** | A UCITS shall not invest more than 20% of its assets in deposits made with the same body. |
| **2.8** | The risk exposure of a UCITS to a counterparty to an OTC derivative may not exceed 5% of net assets.<br>This limit is raised to 10% in the case of a credit institution authorised in the EEA; a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988; or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand. |
| **2.9** | Notwithstanding paragraphs 2.3, 2.7 and 2.8 above, a combination of two or more of the following issued by, or made or undertaken with, the same body may not exceed 20% of net assets:<br>a) investments in transferable securities or money market instruments;<br>b) deposits, and/or<br>c) counterparty risk exposures arising from OTC derivatives transactions. |
| **2.10** | The limits referred to in 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9 above may not be combined, so that exposure to a single body shall not exceed 35% of net assets. |
| **2.11** | Group companies are regarded as a single issuer for the purposes of 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9. However, a limit of 20% of net assets may be applied to investment in transferable securities and money market instruments within the same group. |

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| **2.12** | A UCITS may invest up to 100% of net assets in different transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, non-Member States or public international body of which one or more Member States are members.<br>The individual issuers must be listed in the prospectus and may be drawn from the following list:<br>OECD Governments (provided the relevant issues are investment grade), Government of the People's Republic of China, Government of Brazil (provided the issues are of investment grade), Government of India (provided the issues are of investment grade), Government of Singapore, European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, International Monetary Fund, Euratom, The Asian Development Bank, European Central Bank, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American Development Bank, European Union, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank, Tennessee Valley Authority, Straight-A Funding LLC.<br>The UCITS must hold securities from at least 6 different issues, with securities from any one issue not exceeding 30% of net assets. |
| **3** | **Investment in Collective Investment Schemes ("CIS")** |
| **3.1** | A UCITS may not invest more than 20% of net assets in any one CIS. |
| **3.2** | Investment in AIFs may not, in aggregate, exceed 30% of net assets. |
| **3.3** | The CIS are prohibited from investing more than 10% of net assets in other open-ended CIS. |
| **3.4** | When a UCITS invests in the units of other CIS that are managed, directly or by delegation, by the UCITS management company or by any other company with which the UCITS management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the UCITS investment in the units of such other CIS. |
| **3.5** | Where by virtue of investment in the units of another investment fund, a responsible person, an investment manager or an investment adviser receives a commission on behalf of the UCITS (including a rebated commission), the responsible person shall ensure that the relevant commission is paid into the property of the UCITS. |
| **4** | **Index Tracking UCITS** |
| **4.1** | A UCITS may invest up to 20% of net assets in shares and/or debt securities issued by the same body where the investment policy of the UCITS is to replicate an index which satisfies the criteria set out in the Central Bank UCITS Regulations and is recognised by the Central Bank |
| **4.2** | The limit in 4.1 may be raised to 35%, and applied to a single issuer, where this is justified by exceptional market conditions. |
| **5** | **General Provisions** |
| **5.1** | An investment company, ICAV or management company acting in connection with all of the CIS it manages, may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body. |
| **5.2** | A UCITS may acquire no more than:<br>a) 10% of the non-voting shares of any single issuing body;<br>b) 10% of the debt securities of any single issuing body;<br>c) 25% of the units of any single CIS;<br>d) 10% of the money market instruments of any single issuing body.<br>NOTE: The limits laid down in (ii), (iii) and (iv) above may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the money market instruments, or the net amount of the securities in issue cannot be calculated. |
| **5.3** | 5.1 and 5.2 shall not be applicable to:<br>a) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;<br>b) transferable securities and money market instruments issued or guaranteed by a non-Member State;<br>c) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members;<br>d) shares held by a UCITS in the capital of a company incorporated in a non-member State which invests its assets mainly in the securities of issuing bodies having their registered offices in that State, where under the legislation of that State such a holding represents the only way in which the UCITS can invest in the securities of issuing bodies of that State. This waiver is applicable only if in its investment policies the company from the non-Member State complies with the limits laid down in 2.3 to 2.11, 3.1, 3.2, 5.1, 5.2, 5.4, 5.5 and 5.6, and provided that where these limits are exceeded, paragraphs 5.5 and 5.6 below are observed. |
| | a) Shares held by an investment company or investment companies or ICAV or ICAVs in the capital of subsidiary companies carrying on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the repurchase of units at unit-holders' request exclusively on their behalf. |
| **5.4** | UCITS need not comply with the investment restrictions herein when exercising subscription rights attaching to transferable securities or money market instruments which form part of their assets. |
| **5.5** | The Central Bank may allow recently authorised UCITS to derogate from the provisions of 2.3 to 2.12, 3.1, 3.2, 4.1 and 4.2 for six months following the date of their authorisation, provided they observe the principle of risk spreading. |
| **5.6** | If the limits laid down herein are exceeded for reasons beyond the control of a UCITS, or as a result of the exercise of subscription rights, the UCITS must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its unitholders. |

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| **5.7** | Neither an investment company, ICAV nor a management company or a trustee acting on behalf of a unit trust or a management company of a common contractual fund, may carry out uncovered sales of:<br>a) transferable securities;<br>b) money market instruments *);<br>c) units of investment funds; or<br>d) financial derivative instruments. |
| **5.8** | A UCITS may hold ancillary liquid assets. |
| **6** | **Financial Derivative Instruments ('FDIs')** |
| **6.1** | The UCITS global exposure relating to FDI must not exceed its total net asset value. |
| **6.2** | Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in the Central Bank UCITS Regulations/Guidance. (This provision does not apply in the case of index based FDI provided the underlying index is one which meets with the criteria set out in Central Bank UCITS Regulations.) |
| **6.3** | UCITS may invest in FDIs dealt in over-the-counter (OTC) provided that<br>The counterparties to over-the-counter transactions (OTCs) are institutions subject to prudential supervision and belonging to categories approved by the Central Bank. |
| **6.4** | Investment in FDIs are subject to the conditions and limits laid down by the Central Bank. |

*) Any short selling of money market instruments by UCITS is prohibited

# Appendix II – Permitted Markets

With the exception of permitted investments in unlisted securities and derivative instruments, investments will be restricted to the following stock exchanges and markets listed below in accordance with the regulatory criteria as defined in the Central Bank Regulations. For the purposes of this Appendix II, reference to "unlisted securities" may include securities that are listed on a market or exchange where such exchange is not set out in the below list in accordance with Regulation 68(1)(c) and 68(2)(a) of the UCITS Regulations. The Central Bank does not issue a list of approved stock exchanges or markets.

a) any stock exchange in the EU and also any investments listed, quoted or dealt in on any stock exchange in Australia, Canada, Japan, New Zealand, Norway, Switzerland or the United Kingdom (at any time it is not an EU Member State) which is a stock exchange within the meaning of the law of the country concerned relating to stock exchanges;

b) any exchange registered with the SEC as a National Stock Exchange, NASDAQ, the over-the-counter market in the U.S. regulated by the Financial Industry Regulatory Authority, Inc.; the market known as the "Grey Book Market", that is the market conducted by those persons for the time being included in the list maintained by the FCA for the purposes of section 43 of the Financial Services Act, 1986 under the conditions imposed by the FCA under that section conducted by listed money market institutions as described in the Bank of England publication entitled "The Regulation of the Wholesale Cash and OTC Derivatives Markets in Sterling, Foreign Exchange and Bullion" dated April, 1988 (as amended or revised from time to time); the over-the-counter market in Tokyo regulated by the Securities Dealers Association of Japan; the market organised by the International Capital Markets Association; the market in U.S. government securities conducted by primary dealers regulated by the Federal Reserve Bank in New York; the French market for "Titres de Créances Négociables" (over-the-counter market in negotiable debt instruments) and the over-the-counter market in Canadian Government Bonds, regulated by the Investment Dealers Association of Canada;

c) all of the following stock exchanges and markets: the Hong Kong Stock Exchange, the Bombay Stock Exchange, the Kuala Lumpur Stock Exchange, the Singapore Stock Exchange, the Taiwan Stock Exchange, the Stock Exchange of Thailand, the Korea Stock Exchange, the Shanghai Stock Exchange, the Philippines Stock Exchange, the Johannesburg Stock Exchange, the Shenzhen Stock Exchange (SZSE), the Cairo and Alexandria Stock Exchange, the National Stock Exchange of India, the Jakarta Stock Exchange, the Amman Financial Market, the Nairobi Stock Exchange, the Bolsa Mexicana de Valores, the Casablanca Stock Exchange, the Namibia Stock Exchange, the Nigeria Stock Exchange, the Karachi Stock Exchange, the Moscow Exchange, the Colombo Stock Exchange, the Zimbabwe Stock Exchange, the Buenos Aires Stock Exchange (MVBA), the Bogota Stock Exchange, the Medellin Stock Exchange, the Lima Stock Exchange, the Caracas Stock Exchange, the Valencia Stock Exchange, the Santiago Stock Exchange, the Bolsa Electronica de Chile, the Sao Paulo Stock Exchange, the Rio de Janeiro Stock Exchange, the Stock Exchange of Mauritius Ltd., the Istanbul Stock Exchange, the Botswana Stock Exchange, the Beirut Stock Exchange, the Lahore Stock Exchange, the Ho Chi Minh Stock Exchange, the Ghana Stock Exchange, the Tunis Stock Exchange, the Ukrainian Stock Exchange, the Chittagong Stock Exchange, the Dhaka Stock Exchange, the Tel Aviv Stock Exchange, the Uganda Securities Exchange, the Belgrade Stock Exchange, the Bolsa de Valores de Panamá, the Lusaka Stock Exchange the market organised by the International Capital Markets Association; the over- the-counter market in the U.S. conducted by primary and secondary dealers regulated by the SEC and by the Financial Industry Regulatory Authority, Inc. and by banking institutions regulated by the U.S. Comptroller of the Currency, the Federal Reserve System or Federal Deposit Insurance Corporation; the market conducted by listed money market institutions as described in the Corporation; the market conducted by listed money market institutions as described in the FCA publication entitled "The Regulation of the Wholesale Cash and OTC Derivatives Markets": "The Grey Paper" (as amended or revised from time to time); the over-the-counter market in Japan regulated by the Securities Dealers Association of Japan; AIM - the Alternative Investment Market in the UK, regulated by the London Stock Exchange; the French Market for Titres de Créances Négociables (over-the-counter market in negotiable debt instruments); the over-the-counter market in Canadian Government Bonds regulated by the Investment Dealers Association of Canada; and

d) for investments in FDIs:- CME Group, NASDAQ OMX Group, Chicago Board of Trade, Chicago Mercantile Exchange, New York Mercantile Exchange, American Stock Exchange, New York Futures Exchange, New York Stock Exchange, NYSE Arca, Chicago Board Options Exchange, NASDAQ OMX NLX, NASDAQ OMX PHLX, Philadelphia Board of Trade, Kansas City Board of Trade, CBOE Futures Exchange, CME Europe, Eurex, Euronext (Amsterdam, Brussels, Lisbon, Paris), ICE Futures Europe, ICE Futures Canada, ICE Futures U.S., Australian Stock Exchange, Sydney Futures exchange, New Zealand Exchange, Toronto Stock Exchange, Montreal Stock Exchange, Bolsa Mercadorias & Futuros, Bolsa Mexicana de Valores, Hong Kong Exchange, Johannesburg Stock Exchange, MEFF Renta Variable (Madrid), Barcelona MEFF Rent Fija, OMX Nordic Exchange Copenhagen, OMX Exchange Helsinki, OMX Nordic Exchange Stockholm, Osaka Exchange, Singapore Exchange, Tokyo Financial Exchange, Tokyo Stock Exchange, Korea Exchange, London Stock Exchange, NASDAQ OMX Sweden, ERIS Exchange, Global Markets Exchange, ELX Futures.

# Appendix III – Risk Factors

## GENERAL

All financial investments involve an element of risk to both income and capital.

There are risks associated with investment in the ICAV and in the Shares of each Sub-Fund.

The risks described in this Prospectus should not be considered to be an exhaustive list of the risks which potential investors should consider before investing in a Sub-Fund. Potential investors should be aware that an investment in a Sub-Fund may be exposed to other risks from time to time.

Different risks may apply to different Sub-Funds and/or Classes. Details of specific risks attaching to a particular Sub-Fund or Class which are additional to those described in this section will be disclosed in the relevant Supplement.

Investors should not treat the contents of this Prospectus as advice relating to legal, taxation, investment or other matters. If you are in any doubt about the contents of this Prospectus, the risks involved in investing in the ICAV or a Sub-Fund or the suitability for you of investing in the ICAV or a Sub-Fund, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser.

As the price of Shares in each Sub-Fund may fall as well as rise, the ICAV shall not be a suitable investment for an investor who cannot sustain a loss on their investment.

Past performance of the ICAV or any Sub-Fund should not be relied upon as an indicator of future performance.

The liability of a Shareholder is limited to any unpaid amount of the nominal value of its Shares and all Shares in the ICAV will only be issued on a fully paid basis. However, under the Application Form and the Instrument of Incorporation (to which each Shareholder will subscribe as a member), investors will be required to indemnify the ICAV and its associates for certain matters.

## INVESTMENT RISKS

1. General Investment Risk

   The securities and instruments in which the Sub-Funds invest are subject to normal market fluctuations and other risks inherent in investing in such investments, and there can be no assurance that any appreciation in value will occur.

   There can be no assurance that a Sub-Fund will achieve its investment objective. The value of Shares may rise or fall, as the capital value of the securities in which a Sub-Fund invests may fluctuate. The investment income of each Sub-Fund is based on the income earned on the securities it holds, less expenses incurred. Therefore, the Sub-Fund's investment income may be expected to fluctuate in response to changes in such expenses or income.

2. Risk of Loss

   In the case of all Sub-Funds, an investment in a Sub-Fund is neither insured nor guaranteed by any bank, government, government agency or instrumentality, guarantee scheme or any bank guarantee fund which may protect the holders of a bank deposit. Shares of the ICAV are not bank deposits or obligations of, or guaranteed or endorsed or otherwise supported by the ICAV, the Investment Manager or any of their Affiliates.

3. Equity Risks

   A Sub-Fund may invest directly or indirectly in equity securities. The price of equity securities fluctuates based on changes in a company's financial condition and overall market and economic conditions. Prices of equities fluctuate daily dependent on market conditions. Markets can be influenced by a series of factors such as political and economic news, corporate earnings reports, demographic trends, catastrophic events and wider market expectations. The value of equities can fall as well as rise. Potentially a Sub-Fund investing in equities could incur significant losses.

   Investing in equity securities may offer a higher rate of return than those investing in short term and longer term debt securities. However, the risks associated with investments in equity securities may also be higher, because the investment performance of equity securities depends upon factors which are difficult to predict. As a result, the market value of the equity securities that it invests in may go down and the relevant Sub-Fund may suffer losses. Factors affecting the equity securities are numerous, including but not limited to changes in investment sentiment, political environment, economic environment, and the business and social conditions in local and global marketplace. Securities exchanges typically have the right to suspend or limit trading in any security traded on the relevant exchange; a suspension will render it impossible to liquidate positions and can thereby expose the relevant Sub-Fund to losses.

4. Artificial Intelligence ("AI") Models and Data Risk.

   A Sub-Fund may heavily rely on proprietary artificial intelligence selection models as well as data and information supplied by third parties that are utilised by such model. To the extent the model does not perform as designed or as intended, the relevant Sub-Fund's strategy may not be successfully implemented and the Sub-Fund may lose value. If the model or data are incorrect or incomplete, any decisions made in reliance thereon may lead to the inclusion or exclusion of securities that would have been excluded or included had the model or data been correct and complete. The use of predictive models has inherent risks. For example, such models may incorrectly forecast future behaviour, leading to potential losses. In addition, in unforeseen or certain low-probability scenarios (often involving a market disruption of some kind), such models may produce unexpected results, which can result in losses for the Sub-Fund. Furthermore, because predictive models are usually constructed based on historical data supplied by third parties, the success of relying on such models may depend heavily on the accuracy and reliability of the supplied historical data.

5. AI, Data Governance and Emerging Regulatory Risk

   The regulatory landscape for AI, data privacy and algorithmic decision-making is developing rapidly across jurisdictions. New or amended rules (for example, relating to model governance, transparency, dataset provenance, record-keeping or client disclosures) could impose additional controls, constrain certain techniques, or increase costs. Compliance adaptations may be implemented on short notice and may affect investment processes, timing or outcomes.

6. Fixed Income Securities Risks

   The prices of fixed income securities fluctuate in response to perceptions of the issuer's creditworthiness and also tend to vary inversely with market interest rates. The value of such securities is likely to decline in times of rising interest rates. Conversely, when rates fall, the value of these investments is likely to rise. Typically, the longer the time to maturity the greater are such variations. A Sub-Fund investing in fixed income securities will be subject to credit risk (i.e. the risk that an issuer of securities will be unable or unwilling to pay principal and interest when due, or that the value of a security will suffer because investors believe the issuer is less able or willing to pay). This is broadly gauged by the credit ratings of the securities in which a Sub-Fund invests. However, ratings are only the opinions of the agencies issuing them and are not absolute guarantees as to quality.

   Not all government securities are backed by the full faith and credit of the relevant national government. Some are backed only by the credit of the issuing agency or instrumentality. Accordingly, there is at least a chance of default on these government securities in which the Sub-Funds may invest, which may subject a Sub-Fund to additional credit risk.

   To the extent a Sub-Fund invests in medium or low-rated securities and unrated securities of comparable quality, the Sub-Fund may realise a higher current yield than the yield offered by higher- rated securities, but investment in such securities involves greater volatility of price and risk of loss of income and principal, including the probability of default by or bankruptcy of the issuers of such securities. Low-rated and comparable unrated securities (collectively referred to as "low-rated" securities) likely have quality and protective characteristics that, in the judgment of a rating organisation, are outweighed by large uncertainties or major risk exposures to adverse conditions, and are predominantly speculative with respect to an issuer's capacity to pay interest and repay principal in accordance with the terms of the obligation.

   When economic conditions appear to be deteriorating, these medium or low-rated securities may decline in value due to heightened concern over credit quality, regardless of the prevailing interest rates. Investors should carefully consider the relative risks of investing in high yield securities and understand that such securities are not generally meant for short-term investing.

   Adverse economic developments can disrupt the market for low-rated securities, and severely affect the ability of issuers, especially highly leveraged issuers, to service their debt obligations or to repay their obligations upon maturity, which may lead to a higher incidence of default on such securities. Low-rated securities are especially affected by adverse changes in the industries in which the issuers are engaged and by changes in the financial condition of the issuers.

   Debt securities rated below BBB- (or its equivalent) and comparable unrated securities are considered below Investment Grade and are commonly known as "junk bonds". They are considered to be of poor standing and mainly speculative, and those in the lowest rating category may be in default and are generally regarded by the rating agency as having extremely poor prospects of attaining any real investment standing. The lower ratings of these debt securities reflect a greater possibility that the issuer may be unable or unwilling to make timely payments of interest and principal and thus default. If this happens, or is perceived as likely to happen, the values of those debt securities will usually be more volatile. A default or expected default could also make it difficult for the Sub-Fund to sell the debt securities at prices approximating the values the Sub-Fund had previously placed on them. Because junk bonds are traded mainly by institutions, they usually have a limited market, which may at times make it difficult for the Sub-Fund to establish their fair value.

   Investments in sovereign debt securities involve certain risks. The governmental authority that controls the repayment of the debt may be unwilling or unable to repay the principal and/ or interest when due in accordance with the terms of such securities due to a range of factors that may include: the extent of its foreign reserves; the availability of sufficient foreign exchange on the date a payment is due; the relative size of the debt service burden to the economy as a whole; or the government debtor's policy towards the International Monetary Fund and the political constraints to which a government debtor may be subject. If an issuer of sovereign debt defaults on payments of principal and/or interest, a Sub-Fund may have limited legal recourse against the issuer and/or guarantor. In certain cases, remedies must be pursued in the courts of the defaulting party itself, and the Sub-Fund's ability to obtain recourse may be limited. Historically, certain issuers of the government debt securities in which a Sub-Fund may invest have experienced substantial difficulties in meeting their external or local market debt obligations, resulting in defaults on certain obligations and the restructuring of certain indebtedness. Such restructuring arrangements have included obtaining additional credit to finance outstanding obligations and the reduction and rescheduling of payments of interest and principal through the negotiation of new or amended credit agreements.

7. Convertible Bonds

   Convertible bonds are a hybrid between debt and equity, permitting holders to convert into shares in the company issuing the bond at a specified future date. As such, investments in convertible bonds may be exposed to equity movement and greater volatility than traditional bond investments. Investments in convertible bonds are subject to the same interest rate risk, credit risk, liquidity risk and prepayment risk associated with comparable traditional bond

investments. In addition, the global bond markets have from time to time experienced extreme price and volume fluctuations. Any such broad market fluctuations may adversely affect the trading price of convertible bonds.

8. Subordinated Debt Risk

   Subordinated debt has a lower repayment priority than other bonds of the issuer in the case of liquidation during bankruptcy and ranks below senior debt holders in the hierarchy of creditors. Because subordinated debts are only repayable after other debts have been paid, they are more risky for the lender of the money/purchase of the debt instrument. The debts may be secured or unsecured. Subordinated debt typically has a lower credit rating, and therefore, a higher yield than senior debt. There is also a risk that coupon payments may be deferred.

9. Contingent Convertible Securities (CoCos) Risk

   Contingent convertible securities ("**CoCos**") are similar to convertible bonds (see "Convertible Bonds" above); however, the likelihood of the bond converting into equity is "contingent" on a specified or pre-determined trigger event, such as the price of the embedded equity exceeding a particular level. This pre-determined level would be detailed by the issuer of the bond in the terms of issuance. Upon the trigger event occurring, the issuer could choose to write-down (adjust the value of the bond below its historic value), write-off (deduct the value of the bond) or convert the bond into equity. A Sub-Fund will not be able to control whether the issuer chooses to write-down, write-off or convert the bond into equity. Furthermore, there is no guarantee that an issuer will choose to convert the bond into equity on the occurrence of a pre-determined trigger event. A Sub-Fund could suffer a loss on its investment because the issuer may force a conversion of the bond to equity before a Sub-Fund would otherwise choose or the value of the issuance may be written down or written off. In addition, the coupon payments on CoCos may be entirely discretionary. This means that coupon payments may be cancelled by the issuer at any point, for any reason, for any length of time and the amount of such coupon payment will not be recoverable.

   Loss absorption risk: CoCos features have been designed to meet specific regulatory requirements imposed on banking institutions. In particular, CoCos can be converted into equity of the issuing banking institution or have their principal written down if their regulatory capital ratio falls below a pre-determined level or when the relevant regulatory authority deems the banking institution being non-viable. In addition those hybrid debt instruments have no stated maturity and fully discretionary coupons. Certain CoCos are callable (i.e. redeemable) at the option of the issuer in its sole discretion and therefore, it cannot be assumed that CoCos will be redeemed on a call date and investors can expect calls to be extended. As a result, the investor may not receive return of principal if expected on a call date or indeed at any date.

   Subordinated Instruments: CoCos will, in the majority of circumstances, be issued in the form of subordinated debt instruments in order to provide the appropriate regulatory capital treatment prior to a conversion. Accordingly, in the event of liquidation, dissolution or winding-up of an issuer prior to a conversion having occurred, the rights and claims of the holders of the CoCos, such as the Sub-Fund, against the issuer in respect of or arising under the terms of the CoCos shall generally rank junior to the claims of all holders of unsubordinated obligations of the issuer. In addition, if the CoCos are converted into the issuer's underlying equity securities following a conversion event, each holder will be subordinated due to their conversion from being the holder of a debt instrument to being the holder of an equity instrument. Upon such an event, the securities generally rank pari passu or junior to the issuers other equity securities, depending on the issuer's capital structure, except in circumstances where they embed clauses contemplating permanent write down of capital based on predetermined market triggers. In these circumstances they may be considered to rank below equity, however, the Sub-Fund minimises its exposure to this type of bond at all times.

   Market Value will fluctuate based on unpredictable factors: The value of CoCos is unpredictable and will be influenced by many factors including, without limitation (i) the creditworthiness of the issuer and/or fluctuations in such issuer's applicable capital ratios; (ii) supply and demand for the CoCos; (iii) general market conditions and available liquidity and (iv) economic, financial and political events that affect the issuer, its particular market or the financial markets in general.

10. Structured Products Risk

    Certain Sub-Funds may make investments in structured products, for example structured notes. Structured products are synthetic investment instruments specially created to meet specific needs that cannot be met from the standardised financial instruments available in the markets. Structured products can be used as an alternative to a direct investment; as part of the asset allocation process to reduce risk exposure of a portfolio; or to utilise the current market trend. A structured product is generally a pre-packaged investment strategy which is based on FDI, such as a single security, a basket of securities, options, indices, commodities, debt issuances and/or foreign currencies, and to a lesser extent, swaps. An investor's investment return and the issuer's payment obligations are contingent on, or highly sensitive to, changes in the value of underlying assets, indices, interest rates or cash flows. It is possible that adverse movements in underlying asset valuations can lead to a loss of the entire principal of a transaction. Structured products (regardless of whether they are principal protected or not) in general are also exposed to the credit risk of the issuer. Structured products may be highly illiquid and prone to substantial price volatility. These instruments may be subject to greater credit, liquidity, and interest rate risk compared to other debt securities. They are often exposed to extension and prepayment risks and risks that the payment obligations relating to the underlying assets are not met, which may adversely impact the returns of the securities.

    Examples of structured products include mortgage-backed securities, asset-backed securities and structured notes.

*Mortgage-Backed Securities ("**MBS**")*: MBS are a form of security made up of pools of commercial or residential mortgages. MBS are generally subject to credit risks associated with the performance of the underlying mortgaged properties and to prepayment risk. As interest rates fall the underlying mortgages are likely to be prepaid shortening the term of the security and therefore the relevant Sub-Fund may not recoup its initial investment. Where interest rates rise, prepayments may slow which may lengthen the term of the investment.

Lower rated MBS in which certain Sub-Funds may invest are likely to be more volatile and less liquid, and more difficult to price accurately, than more traditional debt securities. These securities may be particularly susceptible to economic downturns. It is likely that an economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities.

*Asset-Backed Securities ("**ABS**"):* ABS are securities made up of pools of debt securities and securities with debt like characteristics. The collateral for these securities may include home loans, car and credit card payments, boat loans, computer leases, aeroplane leases and mobile home loans. Certain Sub-Funds may invest in these and other types of asset-backed securities that may be developed in the future.

ABS may provide the relevant Sub-Fund with a less effective security interest in the related collateral than mortgage-backed securities. Therefore, there is the possibility that the underlying collateral may not, in some cases, be available to support payments on these securities.

*Structured Notes:* Structured notes are securities whose interest rate or principal is determined by an unrelated indicator, and include indexed securities. Indexed securities may include a multiplier that multiplies the indexed element by a specified factor and, therefore, the value of such securities may be very volatile. The terms of the security may be structured by the issuer and the purchaser of the structured note.

Structured notes may be issued by banks, brokerage firms, insurance companies and other financial institutions.

11. Callable and Puttable Bonds risk

    Certain Sub-Funds may invest in callable and puttable bonds. Investments in callable and puttable bonds are susceptible to the risks associated with changes in interest rates. In particular callable bonds are susceptible to prepayment and extension risk. Prepayment risk can impact callable bonds when interest rates fall and the issuer exercises its option to repurchase the current debt and re-borrow at a more beneficial rate. Callable bonds purchased by a Sub-Fund to replace such repaid callable bonds may offer a lower return to a Sub-Fund. Extension risk can impact callable bonds when interest rates rise resulting in a Sub-Fund receiving below-market yields on callable bonds bought prior to the interest rates rising as issuers tend not to prepay low-interest issuances. A Sub-Fund may have to sell such callable bonds at a loss in order to purchase potentially higher yielding securities.

12. Credit Risk

    There can be no assurance that issuers of the securities or other instruments in which a Sub-Fund invests will not be subject to credit difficulties leading to the loss of some or all of the sums invested in such securities or instruments or payments due on such securities or instruments (as well as any appreciation of sums invested in such securities).

    Bonds or other debt securities involve credit risk to the issuer which may be evidenced by the issuer's credit rating. Securities which are subordinated and/or have a lower credit rating are generally considered to have a higher credit risk and a greater possibility of default than more highly rated securities. However, there is no guarantee of the accuracy of credit ratings. A Sub-Fund investing in bonds or other debt securities will be subject to the credit risk of the issuers of the bonds or debt securities in which it invests. In the event that any issuer of bonds or other debt securities in which the assets of a Sub-Fund are invested defaults, becomes insolvent or experiences financial or economic difficulties, this may adversely affect the value of the relevant securities (which may be zero) and any amounts paid on such securities (which may be zero), which may in turn adversely affect the Net Asset Value of the Sub-Fund. In times of financial instability, there may be increased uncertainty surrounding the creditworthiness of issuers of debt or other securities, including FDIs and market conditions may lead to increased instances of default amongst issuers. This may in turn affect the Net Asset Value of the Sub-Fund.

    The value of a Sub-Fund may be affected if any of the financial institutions with which the cash of the Sub-Fund is invested or deposited suffers insolvency or other financial difficulties.

    There is no certainty in the credit worthiness of issuers of debt securities. Unstable market conditions may mean there are increased instances of default amongst issuers.

    Where applicable, the credit quality of securities will be assessed by the Investment Manager at the time of purchase at the level of the issuer and/or the instrument. External ratings, where available from recognised rating agencies, may be taken into account but are not determinative. A Sub-Fund may continue to hold securities that are subsequently downgraded, subject to compliance with the UCITS Regulations and the best interests of Shareholders. A downgrade may prompt a reassessment of credit quality and, if appropriate, disposal of the position having regard to market conditions.

13. Changes in Interest Rates Risk

    The value of Shares may be affected by substantial adverse movements in interest rates.

14. Concentration Risk

    The investments of certain Sub-Funds may be concentrated in a single market or country. A Sub-Fund which pursues a concentrated investment strategy may be subject to a greater degree of volatility and risk than a Sub-Fund following a more diversified strategy. To the extent that a Sub-Fund concentrates its investments in a particular market or country, its investments may become more

susceptible to fluctuations in value resulting from adverse economic or business conditions in that market or country. As a consequence, the aggregate return of the Sub-Fund may be adversely affected by the unfavourable developments in that particular market or country in which the Sub-Fund invests.

15. Market Capitalisation Risk

Certain Sub-Funds may invest in the securities of small-to-medium- sized (by market capitalisation) companies, or FDI related to such securities. Such securities may have a more limited market than the securities of larger companies. Accordingly, it may be more difficult to effect sales of such securities at an advantageous time or without a substantial drop in price than securities of a company with a large market capitalisation and broad trading market. In addition, securities of small-to- medium-sized companies may have greater price volatility as they are generally more vulnerable to adverse market factors such as unfavourable economic reports. Additional risk factors associated with companies whose market capitalisation is small or mid-cap may include but are not limited to the following: limited or unproven operating history; weak or leveraged balance sheets; limited borrowing capacity; low or negative profit margins; high concentration of sales from limited number of customers; competition from more established companies and key-man management risk.

16. Currency Risk

**Currency Exchange Rates**: Currency exchange rates may fluctuate significantly over short periods of time causing, along with other factors, a Sub-Fund's Net Asset Value to fluctuate as well. To the extent that a substantial portion of a Sub-Fund's total assets is denominated in the currencies of particular countries, the Sub-Fund will be more susceptible to the risk of adverse economic and political developments within those countries.

**Currency Hedging**: A Sub-Fund may enter into currency exchange transactions and/or use derivatives (at a Sub-Fund level or, in certain circumstances as described in this Prospectus, at a Class level) to seek to protect against fluctuation as a result of changes in currency exchange rates. Although these transactions are intended to minimise the risk of loss due to a decline in the value of the hedged currency, they also limit any potential gain that might be realised should the value of the hedged currency increase. The precise matching of the relevant contract amounts and the value of the securities involved will not generally be possible because the future value of such securities will change as a consequence of market movements in the value of such securities between the date when the relevant contract is entered into and the date when it matures. The successful execution of a hedging strategy cannot be assured. It may not be possible to hedge against generally anticipated exchange fluctuations at a price sufficient to protect the assets from the anticipated decline in value as a result of such fluctuations.

17. Currency Hedging at Share Class Level Risk

Hedging activity at Share Class level may expose the Sub-Fund to cross contamination risk as it may not be possible to ensure (contractually or otherwise) that a counterparty's recourse in any such arrangements is limited to the assets of the relevant Share Class. Although the costs, gains and losses of the currency hedging transactions will accrue solely to the relevant Share Class, investors are nonetheless exposed to the risk that currency hedging transactions undertaken in one Share Class may impact negatively on another Share Class, particularly where (pursuant to EMIR) such currency hedging transactions require the Sub-Fund to post collateral (i.e. initial or variation margin). Any such collateral is posted by a Sub-Fund and at the Sub-Fund's risk (rather than by the Share Class and at the risk of the Share Class only because the Share Class does not represent a segregated portion of the Sub-Fund's assets) thus exposing investors in other Share Classes to a proportion of this risk.

18. Emerging Markets Risk

Where a Sub-Fund invests in securities in emerging markets, additional risks may be encountered. These include:

**Accounting Standards**: in emerging markets there is an absence of uniform accounting, auditing and financial reporting standards and practices.

**Business Risks**: in some emerging markets, for example Russia, crime and corruption, including extortion and fraud, pose a risk to businesses. Property and employees of underlying investments may become targets of theft, violence and/or extortion.

**Country Risk**: the value of the Sub-Fund's assets may be affected by political, legal, economic and fiscal uncertainties. Existing laws and regulations may not be consistently applied.

**Currency Risk**: the currencies in which investments are denominated may be unstable, may be subject to significant depreciation and may not be freely convertible.

**Custody Risk:** sub-custodians may not be able to offer the level of service and safe-keeping, settlement and administration of securities that is customary in more developed markets and there is a risk that the Sub-Fund will not be recognised as the owner of securities held on its behalf by a sub-custodian. As some of the Sub-Funds may invest in markets where the trading, settlement and custodial systems are not fully developed, the assets of a Sub-Fund which are traded in such markets and which have been entrusted to sub-custodians in such markets may be exposed to risk in circumstances in which the Depositary may have no liability. This would be considered to be the case in emerging or frontier markets and countries such as Russia or China. Rules regulating corporate governance are undeveloped and therefore may offer little protection to shareholders.

**Disclosure**: less complete and reliable fiscal and other information may be available to investors.

**Legal**: the legal infrastructure and accounting, custodial, auditing and reporting standards in certain countries in which investment may be made may not provide the same degree of investor protection or information to investors as would generally apply in major securities markets. Risks associated with many emerging market legal systems (for example the Russian legal system) include (i) the untested nature of the independence of the judiciary and its immunity

from economic, political or nationalistic influences; (ii) inconsistencies among laws, presidential decrees and governmental and ministerial orders and resolutions; (iii) the lack of judicial and administrative guidance on interpreting applicable laws; (iv) a high degree of discretion on the part of government authorities; (v) conflicting local, regional and federal laws and regulations; (vi) the relative inexperience of judges and courts in interpreting new legal norms; and (vii) the unpredictability of enforcement of foreign judgements and foreign arbitration awards. There is no guarantee that further judicial reform aimed at balancing the rights of private and governmental authorities in courts and reducing grounds for re-litigation of decided cases will be implemented and succeed in building a reliable and independent judicial system.

**Market Characteristics/ Liquidity and Settlement Risks**: in general, emerging markets are still in the early stages of their development, have less volume, are less liquid and experience greater volatility than more established markets and many emerging markets are not highly regulated. When seeking to sell emerging market securities, little or no market may exist for the securities. The combination of price volatility and the less liquid nature of securities markets in emerging markets may, in certain cases, affect a Sub-Fund's ability to acquire or dispose of securities at the price and time it wishes to do so, and consequently may have an adverse impact on the investment performance of the Sub-Fund. Settlement of transactions may be subject to delay and administrative uncertainties.

**Political Risk**: the risk of government intervention is particularly high in the emerging markets because of both the political climate in many of these countries and the less developed character of their markets and economies. Government actions in the future could have a significant effect on economic conditions in such countries, which could affect private sector companies and the value of securities in a Sub-Fund's portfolio.

**Tax**: The taxation system in some emerging market countries is subject to varying interpretations, frequent changes and inconsistent enforcement at the federal, regional and local levels. Tax laws and practices in some emerging market countries are at an initial stage of development and are not as clearly established as in more developed countries.

**Frontier Markets Risk**: Investing in the securities of issuers operating in frontier emerging markets carries a high degree of risk and special considerations not typically associated with investing in more traditional developed markets. In addition, the risks associated with investing in the securities of issuers operating in emerging market countries are magnified when investing in frontier emerging market countries. These types of investments could be affected by factors not usually associated with investments in more traditional developed markets, including risks associated with expropriation and/ or nationalisation, political or social instability, pervasiveness of corruption and crime, armed conflict, the impact on the economy of civil war, religious or ethnic unrest and the withdrawal or non-renewal of any licence enabling a Sub-Fund to trade in securities of a particular country, confiscatory taxation, restrictions on transfers of assets, lack of uniform accounting, auditing and financial reporting standards, less publicly available financial and other information, diplomatic development which could affect investment in those countries and potential difficulties in enforcing contractual obligations.

These risks and special considerations make investments in securities in frontier emerging market countries highly speculative in nature and, accordingly, an investment in a Sub-Fund's shares must be viewed as highly speculative in nature and may not be suitable for an investor who is not able to afford the loss of their entire investment. To the extent that a Sub-Fund invests a significant percentage of its assets in a single frontier emerging market country, a Sub-Fund will be subject to heightened risk associated with investing in frontier emerging market countries and additional risks associated with that particular country.

Investment in the People's Republic of China ("PRC") and PRC Economic Risks

The economy in the PRC, which has been in a state of transition from a planned economy to a more market orientated economy, differs from the economies of most developed countries, and investing in the PRC may be subject to greater risk of loss than investments in developed markets, due, among other factors, to greater market volatility, lower trading volume, political and economic instability, greater risk of market shut down, greater control of foreign exchange and greater limitations on foreign investment policy than those typically found in a developed market. There may be substantial government intervention in the PRC economy, including restrictions on investment in companies or industries deemed to be sensitive to relevant national interests. The PRC government and regulators may also intervene in the financial markets, such as by the imposition of trading restrictions, which may affect the trading of Chinese securities and ultimately may impact on the performance of the Sub-Fund. The Chinese companies in which the Sub-Funds may be exposed to may be held to lower disclosure, corporate governance, accounting and reporting standards than companies in more developed markets. In addition, some of the securities to which the Sub-Funds are exposed may be subject to higher transaction and other costs, foreign ownership limits, the imposition of withholding or other taxes, or may have liquidity issues which make such securities more difficult to sell at reasonable prices. These factors ultimately may have an unpredictable impact on the Sub-Fund's investments and increase the volatility. Furthermore, market interventions may have a negative impact on market sentiment which may in turn affect the performance of the Sub-Funds.

The PRC economy has experienced significant and rapid growth in the past 20 years. However, such growth may or may not continue, and may not apply evenly across different geographic locations and sectors of the PRC economy. Economic growth has also been accompanied by periods of high inflation. The PRC government has implemented various measures from time to time to control inflation and restrain the rate of economic growth of the PRC economy. Furthermore, the PRC government has carried out economic reforms to achieve decentralisation and utilisation of market forces to

develop the economy of the PRC. These reforms have resulted in significant economic growth and social progress. There can, however, be no assurance that the PRC government will continue to pursue such economic policies or, if it does, that those policies will continue to be successful. Any such adjustment and modification of those economic policies may have an adverse impact on the securities markets in China and therefore ultimately on the performance of the Sub-Funds.

These factors may increase the volatility of the Sub-Funds and hence the risk of loss to the value of your investment.

**PRC Political Risks** Any political changes, social instability and adverse diplomatic developments which may take place in or in relation to the PRC could result in the imposition of additional governmental restrictions including expropriation of assets, confiscatory taxes or nationalisation of some or all of securities to which a Sub-Fund is exposed. Investors should also note that any change in the policies of the government and relevant authorities of the PRC may adversely impact the securities markets in the PRC.

**Legal System of the PRC** The PRC legal system is based on written statutes and their interpretation by the Supreme People's Court. Prior court decisions may be cited for reference but do not have precedent value. Since 1979, the PRC government has been developing a comprehensive system of commercial law, and progress has been made in introducing laws and regulations dealing with economic matters such as foreign investment, corporate organisation and governance, commerce, taxation and trade. However, because of the limited volume of published cases and judicial interpretation and their non-binding nature, the interpretation and enforcement of these regulations involves significant uncertainties.

**Potential market volatility risk** Investors should note that the Shanghai Stock Exchange and Shenzhen Stock Exchange on which China A Shares are traded are undergoing development. Market volatility may result in significant fluctuation in the prices of securities traded on such markets, which could therefore ultimately impact upon the Net Asset Value of the Sub-Fund.

**Accounting and Reporting Standards** PRC companies are required to follow PRC accounting standards and practices which follow international accounting standards to a certain extent. However, the accounting, auditing and financial reporting standards and practices applicable to PRC companies may be less rigorous, and there may be significant differences between financial statements prepared in accordance with the PRC accounting standards and practice and those prepared in accordance with international accounting standards. For example, there are differences in the valuation methods of properties and assets and in the requirements for disclosure of information to investors.

Stock Connect Risks

The Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect are securities trading and clearing linked programs developed by Hong Kong Securities Clearing Company Limited ("**HKSCC**"), The Stock Exchange of Hong Kong Limited ("**SEHK**"), Shanghai Stock Exchange ("**SSE**"), Shenzhen Stock Exchange ("**SZSE**") and China Securities Depository and Clearing Corporation Limited ("**ChinaClear**") with an aim to achieve mutual stock market access between mainland China and Hong Kong. The SSE, SZSE and SEHK will enable investors to trade eligible shares listed on the other's market through local securities firms or brokers ("**Stock Connect Securities**", with those programs hereafter referred to as "**Stock Connect**"). Stock Connect comprises a "**Northbound Trading Link**" (for investment in People's Republic of China ("**PRC**") shares) and a "**Southbound Trading Link**" (for investment in Hong Kong shares). Under the Northbound Trading Link, investors, through their Hong Kong brokers and the securities trading service company established by SEHK, may be able to place orders to trade eligible shares listed on SSE and SZSE by routing orders to SSE and SZSE.

Stock Connect is subject to quota limitations. In particular, once the remaining balance of the northbound daily quota drops to zero or the northbound daily quota is exceeded during the opening call session, new buy orders will be rejected (though investors will be allowed to sell their cross-boundary securities regardless of the quota balance). Therefore, quota limitations may restrict the ICAV's ability to invest in China A-Shares through Stock Connect on a timely basis, and the ICAV may not be able to effectively pursue its investment strategies. It is contemplated that SEHK, SSE and SZSE would reserve the right to suspend northbound and/or southbound trading if necessary for ensuring an orderly and fair market and that risks are managed prudently. Consent from the relevant regulator would be sought before a suspension is triggered. Where a suspension in the northbound trading through Stock Connect is effected, the ICAV's ability to access the PRC market will be adversely affected. The "connectivity" in the Stock Connect program requires routing of orders across the border. There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems failed to function properly, trading in both markets through the program could be disrupted. The ICAV's ability to access the China A-Share market (and hence to pursue its investment strategy) could be adversely affected.

PRC regulations require that before an investor sells any share, there should be sufficient shares in the account; otherwise SSE or SZSE will reject the sell order concerned. SEHK will carry out pre-trade checking on China A-Shares sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling. If the ICAV wishes to sell certain China A-Shares it holds, it must transfer those China A-Shares to the respective accounts of its brokers before the market opens on the day of selling. If it fails to meet this deadline, it will not be able to sell those shares. Because of this requirement, the ICAV may not be able to dispose of holdings of China A-Shares in a timely manner.

HKSCC is the "nominee holder" of the Stock Connect Securities acquired by Hong Kong and overseas investors through the Stock Connect. Foreign investors like the ICAV investing through the Stock

Connect holding the Stock Connect Securities through HKSCC are the beneficial owners of the assets and are therefore eligible to exercise their rights through the nominee. Stock Connect Securities are uncertificated and are held by HKSCC for its account holders. Physical deposit and withdrawal of Stock Connect Securities are not available currently for the ICAV. Hong Kong and overseas investors such as the ICAV can only hold Stock Connect Securities through their brokers/custodians. Their ownership of such is reflected in their brokers/custodians' own records such as client statements.

A failure or delay by the HKSCC in the performance of its obligations may result in a failure of settlement, or the loss, of Stock Connect Securities and/or monies in connection with them and the Sub-Fund and its investors may suffer losses as a result. Neither the ICAV nor the Manager shall be responsible or liable for any such losses.

Because HKSCC is only a nominee holder and not the beneficial owner of Stock Connect Securities, in the unlikely event that HKSCC becomes subject to winding up proceedings in Hong Kong, investors should note that Stock Connect Securities will not be regarded as part of the general assets of HKSCC available for distribution to creditors even under mainland China law.

Stock Connect is relatively new and will be subject to regulations promulgated by regulatory authorities and implementation rules made by the stock exchanges in the PRC and Hong Kong. Further, new regulations may be promulgated from time to time by the regulators in connection with operations and cross-border legal enforcement in connection with cross-border trades under the Stock Connect. It should be noted that the regulations are untested and there is no certainty as to how they will be applied. Moreover, the current regulations are subject to change. There can be no assurance that Stock Connect will not be abolished. The Sub-Fund, which may invest in the PRC markets through Stock Connect, may be adversely affected as a result of such changes.

**Risks of trading liquidity and other disruptions** China A Shares are traded on the Shanghai and/or Shenzhen Stock Exchanges.

Liquidity for China securities will be impacted by any temporary or permanent suspensions of particular securities imposed from time to time by the Shanghai and/or Shenzhen Stock Exchanges or as a result of any regulatory or governmental intervention in relation to particular investments or the markets. Any such suspension may impact on the Net Asset Value of the Sub-Fund and may increase the tracking error of the Sub-Fund and may expose the Sub-Fund to losses.

If a significant portion of the investments of a Sub-Fund are restricted or suspended, the Sub-Fund may, in the sole discretion of the Directors, suspend the determination of the Net Asset Value and the issue and redemption of Shares of the Sub-Fund in accordance with the section entitled "Suspension of Calculation of the Net Asset Value". In addition, where the last available closing or bid prices, as applicable, for suspended securities do not, in the opinion of the Manager, reflect their fair value or if prices are unavailable, the value will be calculated with care and in good faith by the Directors, or a competent person or firm appointed by the Directors and approved for that purpose by the Depositary, on the basis of the probable realisation value for such securities in accordance with the section titled "Valuation of Assets". Any temporary suspension of the issue and redemption of Shares in the Sub-Fund may cause the Shares of the Sub-Fund to trade at a significant premium or discount to the Net Asset Value on any stock exchange on which they are admitted for trading.

**Taxation in the PRC** A 10% PRC withholding tax is applicable to the payment of dividends and interest to foreign investors by PRC listed companies. From a technical perspective, withholding tax is also legally applicable to capital gains realised by foreign investors on the disposal of China A Shares under the Corporate Income Tax. However, before the release of its Caishui ("**Circular**") 79, the PRC tax authorities had not been reported to have sought in practice to collect such withholding tax on capital gains realised by foreign investors on the disposal of China A Shares.

Circulars 79 and 81 were released by the PRC tax authorities on 14 November 2014 in anticipation of the launch of the Stock Connect and in response to market concerns on the capital gains tax treatment of trading activity under this new programme and its comparability to the existing QFII/ RQFII regime. Under Circulars 79 and 81, capital gains realised on or after 17 November 2014 by foreign investors including QFIIs and RQFIIs from the disposal of China A Shares, including PRC "land-rich" companies (i.e. companies that have derived more than 50% of their value from immovable property located in the PRC at any time in the 3 years prior to the disposal), are temporarily exempt from Chinese taxation. The duration of this period of temporary exemption is not stated in either Circular 79 or 81 and is subject to termination by the PRC tax authorities with or without notice.

To the extent that the Sub-Fund uses swaps to achieve its investment objective, such instruments may include a provision whereby the Sub-Fund undertakes to keep the relevant counterparty fully or partially indemnified for any prospective or retrospective tax liability that it may suffer either directly or indirectly as a result of the relevant counterparty's direct or indirect holding of, interest in, or dealing in China A Shares for the purpose of hedging such swaps and/or other FDI.

If the relevant calculation agent determines, in its sole and absolute discretion, that the risk of the relevant counterparty suffering such tax liability becomes material, it may at any time elect to make a downward adjustment to the valuation of the swap to reflect the expected amount of such tax liability. Any such adjustment of the valuation of the swap will remain in effect until such tax position of the relevant counterparty can be ascertained, at which point the calculation agent may make further upward or downward adjustments of the valuation of the swap accordingly. As a result, the attention of investors is drawn to the fact that the Net Asset Value of the Sub-Fund may be adversely impacted by any such adjustments to the valuation of the swap.

**Local Currency Risk** The Chinese government may impose capital controls on the flow of currency in and out of China which could impact the value of Sub-Fund investments negatively.

Risks specific to Sub-Funds that directly invest into listed shares on the Saudi Stock Exchange

Saudi Arabian securities may also be subject to losses due to restrictions on or a revocation of foreign investors' ability to invest in Saudi Arabian securities. These include, among others, expropriation, nationalisation, government intervention in international trade, controls on currency, and confiscatory taxation. Any such measures could be adopted by the Saudi Arabian government without prior notice, which could in turn have an adverse impact on the liquidity and value of the securities that are subject to foreign ownership. Moreover, equity transactions in the Saudi Arabian market tend to be facilitated through local brokers. The operational implications for foreign investors on trading on the Saudi Arabian market may have a negative effect on the liquidity of Saudi Arabian securities. Insofar as an Index Tracking Sub-Fund tracks a Reference Index which seeks to include constituents that are available for foreign investment, this may adversely impact on the performance of the relevant Sub-Fund.

The Saudi Arabian economy is largely driven by the export of petroleum, and is therefore likely to be strongly correlated to the movement in petroleum prices. A prolonged deterioration in the price of petroleum may therefore have a negative impact on the performance of a Sub-Fund which is exposed to Saudi Arabian securities.

The regulatory and legal frameworks across emerging market countries may not be as well established as those of the developed markets, which may have an impact on the interpretation and implementation of local regulation, the effectiveness of the court systems and the enforcement of rights through legal proceedings.

Whilst the political situation in Saudi Arabia can currently be described as stable, there is no guarantee that this will continue over the long term. Political and military instability across the broader region, including the possibility of military conflict, crime, and religious or ethnic tensions could have a negative impact on Saudi Arabia, and its securities market.

19. Liquidity Risk

Some of the markets in which a Sub-Fund invests may be less liquid and more volatile than the world's leading stock markets and this may result in the fluctuation in the price of the securities.

A Sub-Fund's investments in illiquid securities may reduce the returns of the Sub-Fund because it may be unable to sell the illiquid securities at an advantageous time or price which could prevent the Sub-Fund from taking advantage of other investment opportunities. Sub-Funds with principal investment strategies that involve foreign securities, derivatives or securities with substantial market and/or credit risk tend to have the greatest exposure to liquidity risk.

Additionally, the market for certain investments may become illiquid under adverse market or economic conditions independent of any specific adverse changes in the conditions of a particular issuer. In such cases, a Sub-Fund, due to limitations on investments in illiquid securities and the difficulty in purchasing and selling such securities or instruments, may be unable to achieve its desired level of exposure to a certain sector. To the extent that a Sub-Fund's principal investment strategies involve securities of companies with smaller market capitalisations, foreign securities, illiquid sectors of fixed income securities, or securities with substantial market and/ or credit risk, the Sub-Fund will tend to have the greatest exposure to liquidity risk. Further, fixed income securities with longer durations until maturity face heightened levels of liquidity risk as compared to fixed income securities with shorter durations until maturity. Finally, liquidity risk also refers to the risk of unusually high redemption requests or other unusual market conditions that may make it difficult for a Sub-Fund to fully honour redemption requests within the allowable time period. Meeting such redemption requests could require a Sub-Fund to sell securities at reduced prices or under unfavourable conditions. As a result, the Sub-Fund may suffer losses and the Net Asset Value of the Sub-Fund may be adversely affected. It may also be the case that other market participants may be attempting to liquidate fixed income holdings at the same time as a Sub-Fund, causing increased supply in the market and contributing to liquidity risk and downward pricing pressure.

20. Use of Liquidity Management Tools (LMTs)

As outlined in the section of the Prospectus entitled "Liquidity Risk Management", the Manager has the ability to activate various liquidity management tools ("**LMTs**") in order to manage the liquidity risk of each Sub-Fund and to protect the interests of Shareholders, particularly in periods of market stress or exceptional circumstances.

The use of LMTs is intended to ensure the fair treatment of Shareholders and the orderly management of each Sub-Fund's assets and liabilities. However, the activation of one or more LMTs may have a material impact on Shareholders and involves certain risks, including but not limited to the following:

*Restriction or Delay of Redemptions:* The use of LMTs such as redemption gates, extension of notice periods, or temporary suspension of redemptions may restrict or delay a Shareholder's ability to redeem their Shares. Shareholders may not be able to access their investment within the expected timeframe, which could adversely affect their liquidity position.

*Additional Costs:* The imposition of LMTs may result in additional costs to redeeming or subscribing Shareholders. These measures are designed to protect the interests of remaining Shareholders but may reduce the amount received by redeeming Shareholders or increase the cost of subscriptions.

*Redemptions in Specie:* In certain circumstances, and with respect to professional investors only and outside the ordinary course of business, redemptions may be satisfied by a transfer of assets rather than cash. Investors may receive securities or other assets

that may be illiquid or difficult to value or sell, and may be exposed to additional market, credit, or operational risks.

*Uncertainty and Market Impact:* The activation of LMTs may create uncertainty regarding the timing and amount of redemptions or subscriptions and may affect the market value or liquidity of the Shares.

*Discretion and Fair Treatment:* The Manager has discretion in the activation, calibration, and deactivation of LMTs, subject to applicable law and the requirements of the Central Bank. While LMTs are applied with the aim of ensuring fair treatment of Shareholders, there can be no assurance that all Shareholders will be affected equally or that the use of LMTs will not disadvantage certain Shareholders in particular circumstances.

Investors should carefully consider the risks associated with the use of LMTs and the potential impact on their ability to redeem or access their investment, as well as the possibility of incurring additional costs or receiving assets in kind.

21. Redemption Risk

    Large redemptions of Shares in a Sub-Fund might result in a Sub-Fund being forced to sell assets at a time and price at which it would normally prefer not to dispose of those assets which may be materially adverse to the Sub-Fund.

22. Shares of the Sub-Funds may trade at prices other than NAV

    Shares of the Sub-Funds may trade at, above or below their most recent Net Asset Value. The per share Net Asset Value of each Sub-Fund is calculated at the end of each business day and fluctuates with changes in the market value of such Sub-Fund's holdings since the prior most recent calculation. The trading prices of a Sub-Fund's shares will generally fluctuate in accordance with changes in its Net Asset Value, changes in the relative supply of, and demand for Shares, and changes in the liquidity, or the perceived liquidity, of the Sub-Fund's holdings. The trading prices of a Sub-Fund's shares may deviate significantly from Net Asset Value during periods of market volatility. These factors, among others, may lead to Shares trading at a premium or discount to Net Asset Value. However, given that Shares can be created and redeemed only at Net Asset Value (unlike shares of many closed-end funds, which frequently trade at appreciable discounts from, and sometimes at premiums to, their Net Asset Values), the Investment Manager believes that large discounts or premiums to the Net Asset Value of Shares should not be sustained over the long term. While the creation/redemption feature is designed to make it likely that Shares normally will trade close to the Sub-Fund's Net Asset Value, exchange prices are not expected to correlate exactly with a Sub-Fund's Net Asset Value due to timing reasons as well as market supply and demand factors. In addition, disruptions to creations and redemptions including disruptions at market makers, Authorised Participants, or market participants or during periods of significant volatility, may result in trading prices that differ significantly from Net Asset Value. If a shareholder purchases at a time when the market price of a Sub-Fund is at a premium to its Net Asset Value or sells at a time when the market price is at a discount to the Net Asset Value, the Shareholder may sustain losses. Since foreign exchanges may be open on days when a Sub-Fund does not price its shares, the value of the securities in the Sub-Fund's portfolio may change on days when shareholders will not be able to purchase or sell the Sub-Fund's shares.

23. Derivatives and Securities Financing Transactions Risk

    **General**: The use of derivatives and Securities Financing Transactions may result in greater returns but may entail greater risk for your investment. Derivatives may be used as a means of gaining indirect exposure to a specific asset, rate or index and/or as part of a strategy designed to reduce exposure to other risks, such as interest rate or currency risk. Use of derivatives involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other investments. They also involve the risk of mispricing or improper valuation and the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index.

    Investing in a derivative instrument could cause the Sub-Fund to lose more than the principal amount invested. Also, suitable derivative transactions may not be available in all circumstances and there can be no assurance that the Sub-Fund will engage in these transactions to reduce exposure to other risks when that would be beneficial.

    The prices of derivative instruments are highly volatile. Price movements of derivative contracts are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, national and international political and economic events, changes in local laws and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly markets in currencies and interest rate related futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The use of derivatives also involves certain special risks, including (1) dependence on the ability to predict movements in the prices of securities being hedged and movements in interest rates; (2) imperfect correlation between the hedging instruments and the securities or market sectors being hedged; (3) the fact that skills needed to use these instruments are different from those needed to select the Sub-Fund's securities; and (4) the possible absence of a liquid market for any particular instrument at any particular time.

    Securities Financing Transactions create several risks for the ICAV and its investors, including counterparty risk if the counterparty to a Securities Financing Transaction defaults on its obligation to return assets equivalent to the ones provided to it by the relevant Sub-Fund and liquidity risk if the Sub-Fund is unable to liquidate collateral provided to it to cover a counterparty default.

    **Absence of Regulation; Counterparty Risk**: In general, there is less government regulation and supervision of transactions in the OTC markets (in

which currencies, spot and option contracts, certain options on currencies and swaps are generally traded) than of transactions entered into on recognised exchanges. OTC derivatives lack transparency as they are privately negotiated contracts and any information concerning them is usually only available to the contracting parties. While measures have and continue to be introduced under EMIR that aim to mitigate risks involved in investing in OTC derivatives and improve transparency, these types of investments continue to present challenges in clearly understanding the nature and level of risks involved. In addition, many of the protections afforded to participants on some recognised exchanges, such as the performance guarantee of an exchange clearing house, might not be available in connection with OTC transactions.

The counterparty for an OTC derivative will be the specific firm involved in the transaction rather than a recognised exchange and accordingly the bankruptcy or default of a counterparty with which the Sub-Fund trades OTC derivatives could result in substantial losses to the Sub-Fund. In addition, a counterparty may refrain from settling a transaction in accordance with its terms and conditions because the contract is not legally enforceable or because it does not accurately reflect the intention of the parties or 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 Sub-Fund to suffer a loss. To the extent that a counterparty defaults on its obligation and the Sub-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 Sub-Fund may implement to reduce counterparty credit risk, however, there can be no assurance that a counterparty will not default or that the Sub-Fund will not sustain losses on the transactions as a result. Counterparty exposure will be in accordance with the Sub-Fund's investment restrictions.

**Collateral Risk**: Collateral or margin may be passed by the Sub-Fund to a counterparty or broker in respect of OTC FDI transactions or Securities Financing Transactions. Assets deposited as collateral or margin with brokers may not be held in segregated accounts by the brokers and may therefore become available to the creditors of such brokers in the event of their insolvency or bankruptcy. Where collateral is posted to a counterparty or broker by way of title transfer, the collateral may be re-used by such counterparty or broker for their own purpose, thus exposing the Sub-Fund to additional risk.

Risks related to a counterparty's right of re-use of any collateral include that, upon the exercise of such right of re-use, such assets will no longer belong to the relevant Sub-Fund and the Sub-Fund will only have a contractual claim for the return of equivalent assets. In the event of the insolvency of a counterparty the Sub-Fund shall rank as an unsecured creditor and may not recover its assets from the counterparty. More broadly, assets subject to a right of re-use by a counterparty may form part of a complex chain of transactions over which the Sub-Fund or its delegates will not have any visibility or control.

**Counterparty Rating Downgrade Risk**: The ICAV will enter into OTC derivative transactions and Securities Financing Transactions only with those counterparties that it believes to be sufficiently creditworthy.

If a counterparty (which is not a Relevant Institution) engaged by the ICAV, in respect of a Sub-Fund, is subject to a credit rating downgrade, this could potentially have significant implications for the relevant Sub-Fund both from a commercial perspective and a regulatory perspective. Pursuant to the Central Bank Rules, a rating downgrade for a counterparty to an OTC derivative transaction or a Securities Financing Transaction to A-2 or below (or a comparable rating) shall require the relevant Sub-Fund without delay to conduct a new credit assessment of that counterparty.

Regardless of the measures the ICAV, in respect of a Sub-Fund, may implement to reduce counterparty credit risk, there can be no assurance that a counterparty will not default or that the relevant Sub-Fund will not sustain losses on the transactions as a result.

**Correlation Risk**: The prices of derivative instruments may be imperfectly correlated to the prices of the underlying securities, for example, because of transaction costs and interest rate movements.

**Credit Risk and Counterparty Risk**: Sub-Funds 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 derivative instruments. To the extent that a counterparty defaults on its obligation and the Sub-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 Sub-Fund may implement to reduce counterparty credit risk, however, there can be no assurance that a counterparty will not default or that the Sub-Fund will not sustain losses on the transactions as a result.

**Foreign Exchange Transactions**: Where a Sub-Fund utilises derivatives which alter the currency exposure characteristics of securities held by the Sub-Fund the performance of the Sub-Fund may be strongly influenced by movements in foreign exchange rates because currency positions held by the Sub-Fund may not correspond with the securities positions held.

**Forward Trading**: Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardised. Rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated.

There is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. Market illiquidity or disruption could result in major losses to a Sub-Fund.

**Futures and Options Trading is Speculative and Volatile**: Substantial risks are involved in trading futures, forward and option contracts and various other instruments in which a Sub-Fund may trade. Certain of the instruments in which a Sub-Fund may invest are sensitive to interest rates and foreign exchange rates, which means that their value and, consequently, the Net Asset Value, will fluctuate as interest and/or foreign exchange rates fluctuate. The Sub-Fund's performance, therefore, will depend in part on its ability to anticipate and respond to such fluctuations in market interest rates and foreign exchange rates, and to utilise appropriate strategies to maximise returns to the Sub-Fund, while attempting to minimise the associated risks to its investment capital. Variance in the degree of volatility of the market from the Sub-Fund's expectations may produce significant losses to the Sub-Fund.

The low initial margin deposits normally required to establish a futures position permit a high degree of leverage. As a result, a relatively small movement in the price of a futures contract may result in a profit or a loss which is high in proportion to the amount of funds actually placed as initial margin and may result in unquantifiable further loss exceeding any margin deposited. Further, when used for hedging purposes there may be an imperfect correlation between these instruments and the investments or market sectors being hedged. Transactions in over-the-counter derivatives may involve additional risk as there is no exchange or market on which to close out an open position. It may be impossible to liquidate an existing position, to assess or value a position or to assess the exposure to risk. Warrants give a Sub-Fund the right to subscribe to or purchase securities in which a Sub-Fund may invest. The underlying security may be subject to market volatility thus rendering an investment in a warrant a higher risk than an investment in an equity security.

**Index Risk**: If a derivative is linked to the performance of an index, it will be subject to the risks associated with changes to that index. If the index changes, a Sub-Fund could receive lower interest payments or experience a reduction in the value of the derivative to below what the Sub-Fund paid. Certain indexed securities – including inverse securities (which move in the opposite direction to the index) – may create leverage, to the extent that the increase or decrease in value is at a rate that is a multiple of the changes in the applicable index.

**Legal Risk**: The use of OTC derivatives and Securities Financing Transactions will expose the Sub-Funds to the risk that the legal documentation of the relevant contract may not accurately reflect the intention of the parties.

**Leverage Component Risk**: Since many derivative instruments have a leverage component, adverse changes in the value or level of the underlying asset, rate or index can result in a substantial loss If there is default by the other party to any such transaction, there will be contractual remedies; however, exercising such contractual rights may involve delays or costs which could result in the value of the total assets of the related portfolio being less than if the transaction had not been entered.

**Liquidity of Futures Contracts**: Futures positions may be illiquid because certain exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits".

Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent a Sub-Fund from liquidating unfavourable positions.

**Margin Risk**: A Sub-Fund may be obliged to pay margin deposits and option premia to brokers in relation to futures and option contracts entered into for the relevant Sub-Fund. While exchange traded contracts are generally guaranteed by the relevant exchange, the relevant Sub-Fund may still be exposed to the fraud or insolvency of the broker through which the transaction is undertaken. The relevant Sub-Fund will seek to minimise this risk by trading only through high quality names which are determined by factors such as their credit ratings, regulatory and market capitalisation, regulatory status and home jurisdiction, and/or that of their parent group.

**Necessity for Counterparty Trading Relationships:** Participants in the OTC currency market typically enter into transactions only with those counterparties which they believe to be sufficiently creditworthy, unless the counterparty provides margin, collateral, letters of credit or other credit enhancements. While the ICAV believes that it will be able to establish the necessary counterparty business relationships to permit a Sub-Fund to effect transactions in the OTC markets, there can be no assurance that it will be able to do so. An inability to establish such relationships would limit a Sub-Fund's activities and could require a Sub-Fund to conduct a more substantial portion of such activities in the cash or exchange traded markets. Moreover, the counterparties with which a Sub-Fund expects to establish such relationships will not be obligated to maintain the credit lines extended to a Sub-Fund, and such counterparties could decide to reduce or terminate such credit lines at their discretion.

**Repurchase Agreements**: A Sub-Fund may enter into repurchase arrangements. Accordingly, the Sub-Fund will bear a risk of loss in the event that the other party to the transaction defaults on its obligation and the Sub-Fund is delayed or prevented from exercising its rights to dispose of the underlying securities. The Sub-Fund will, in particular, be subject to the risk of a possible decline in the value of the underlying securities during the period in which the Sub-Fund seeks to assert its right to them, the risk of incurring expenses associated with asserting those rights and the risk of losing all or a part of the income from the agreement.

**Risks Associated with Swaps**: A Sub-Fund may enter into swap agreements with respect to currencies, interest rates, credit defaults and financial indices. A Sub-Fund may use these techniques for investment purposes or for efficient portfolio management purposes to hedge against changes in interest rates,

currency rates, securities prices, or as part of their overall investment strategies. Whether a Sub-Fund's use of swap agreements will be successful will depend on an Investment Manager's ability to correctly predict whether certain types of investments are likely to produce greater returns than other investments.

Payments under a swap contract may be made at the conclusion of the contract or periodically during its term. If there is a default by the counterparty to a swap contract a Sub-Fund will be limited to contractual remedies pursuant to the agreements related to the transaction. There is no assurance that swap contract counterparties will be able to meet their obligations pursuant to swap contracts or that, in the event of default, the Sub-Fund will succeed in pursuing contractual remedies. A Sub-Fund thus assumes the risk that it may be delayed in or prevented from obtaining payments owed to it pursuant to swap contracts.

**Securities Lending Risk**: In order to generate additional income, a Sub-Fund may lend securities to banks, brokers and dealers or other qualified institutions. In exchange, the Sub-Fund will receive collateral equal to at least 100% of the value of the securities loaned. As with any extensions of credit, there are risks of delay and recovery. Should the borrower of securities fail financially or default in any of its obligations under any Securities Lending transaction, the collateral provided in connection with such transaction will be called upon. A Securities Lending transaction will involve the receipt of collateral. However there is a risk that the value of the collateral may fall and the Sub-Fund suffers a loss as a result.

The ICAV may lose money because the borrower of the loaned securities fails to return the securities in a timely manner or at all. The ICAV could also lose money in the event of a decline in the value of collateral provided for loaned securities or a decline in the value of any investments made with cash collateral.

24. Efficient Portfolio Management Risk

The ICAV on behalf of a Sub-Fund may employ techniques and instruments relating to Transferable Securities, Money Market Instruments and/or other financial instruments (including FDI) in which it invests for efficient portfolio management purposes. Many of the risks attendant in utilising derivatives, as disclosed in the section entitled "Derivatives and Securities Financing Transactions Risk" above, will be equally relevant when employing such efficient portfolio management techniques. In addition to the sub-section entitled "General", particular attention is drawn to the sub-sections entitled "Credit Risk and Counterparty Risk" and "Collateral Risk". Investors should also be aware that from time to time, a Sub-Fund may engage with repurchase/reverse repurchase agreements counterparties and/or Securities Lending Agents that are related parties to the Depositary or other service providers of the ICAV. Such engagement may on occasion cause a conflict of interest with the role of the Depositary or other service provider in respect of the ICAV. Please refer to the section of the Prospectus entitled "Conflicts of Interest" for further details on the conditions applicable to any such related party transactions. The identity of any such related parties will be specifically identified in the relevant Sub-Fund's semi-annual and annual reports.

25. Reinvestment of Cash Collateral Risk

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

26. EMIR and SFTR

The ICAV is subject to EMIR and the SFTR, which impose certain obligations and requirements on the ICAV and its counterparties in relation to derivatives and Securities Financing Transactions. These include, among others, the obligation to report details of such transactions to trade repositories, the obligation to clear certain transactions through central counterparties, the obligation to exchange collateral and margin for certain transactions, and the obligation to comply with operational and transparency standards. These obligations and requirements may increase the costs, complexity and operational risks of the ICAV's investment activities, limit the ICAV's ability to enter into or unwind certain transactions, affect the ICAV's liquidity and leverage, and expose the ICAV to additional counterparty, legal and regulatory risks. The ICAV may also be subject to sanctions, fines or other enforcement actions by the relevant authorities for any non-compliance with EMIR and SFTR. The ICAV may also face challenges in obtaining accurate and timely data from its counterparties, service providers or trade repositories to fulfil its reporting obligations or to monitor its exposures and risks. The ICAV may also incur additional costs and risks in relation to the reconciliation, validation and dispute resolution of reported data. The ICAV may also be subject to additional disclosure and reporting obligations to its investors and regulators under EMIR and SFTR. The implementation and interpretation of EMIR and SFTR may vary across different jurisdictions and may change over time, creating further uncertainty and complexity for the ICAV. The ICAV may also be affected by any future amendments or extensions of EMIR and SFTR or by any other regulations or initiatives that may affect the derivatives and Securities Financing Transactions markets. The ICAV may not be able to fully mitigate or hedge the risks arising from EMIR and SFTR and may suffer losses or reduced returns as a result.

27. Leverage Risk

A Sub-Fund may engage in leverage for investment purposes or as part of a hedging strategy, as will be outlined in the relevant Supplement, if applicable. The use of leverage creates special risks and may significantly increase the Sub-Fund's investment risk. Leverage will create an opportunity for greater yield and total return but, at the same time, will increase the Sub-Fund's exposure to capital risk and interest costs. Any investment income and gains earned on investments made through the use of leverage that are in excess of the interest costs associated therewith may cause the Net Asset Value of the Shares to increase more rapidly than would otherwise be the case. Conversely, where the associated interest costs are greater than such income and

gains, the Net Asset Value of the Shares may decrease more rapidly than would otherwise be the case.

28. Valuation Risk

A Sub-Fund may invest some of its assets in unquoted securities or instruments. Such investments or instruments will be valued at their probable realisation value estimated with care and good faith by the Manager or a competent person, firm or corporation (including the Investment Manager) selected by the Manager and approved for the purpose by the Depositary. Such investments are inherently difficult to value and are the subject of substantial uncertainty. There is no assurance that the estimates resulting from the valuation process will reflect the actual sales or "close-out" prices of such securities.

29. Settlement Risks

A Sub-Fund will be exposed to a credit risk on parties with whom it trades and may also bear the risk of settlement default. Market practices in relation to the settlement of securities transactions and the custody of assets could provide increased risks. The Manager or the Investment Manager may instruct the Depositary to settle transactions on a delivery free of payment basis where it believes that this form of settlement is appropriate. Shareholders should be aware, however, that this may result in a loss to a Sub-Fund if a transaction fails to settle and the Depositary will not be liable to the Sub-Fund or to the Shareholders for such a loss, provided the Depositary has acted in good faith in making any such delivery or payment.

30. Credit Ratings Risk

The ratings of fixed-income securities by Moody's and Standard & Poor's are a generally accepted barometer of credit risk. They are, however, subject to certain limitations from an investor's standpoint. The rating on an issuer or a security is heavily weighted by past performance and does not necessarily reflect probable future conditions. There is frequently a lag between the time the rating is assigned and the time it is updated. In addition, there may be varying degrees of difference in credit risk of securities within each rating category. In the event of a down-grading of the credit rating of a security or an issuer relating to a security, the value of a Sub-Fund investing in such security may be adversely affected.

There is no assurance that the ratings of each rating agency will continue to be calculated and published on the basis described in this Prospectus or that they will not be amended significantly. The past performance of a rating agency in rating an investment is not necessarily a guide to future performance.

31. Market Risk

The value of the ICAV's investments may increase or decrease in response to expected, real or perceived economic, political or financial events in the U.S. or global markets. The frequency and magnitude of such changes in value cannot be predicted. Certain securities and other investments held by the ICAV may experience increased volatility, illiquidity, or other potentially adverse effects in response to changing market conditions, inflation, changes in interest rates, lack of liquidity in the bond or equity markets, or volatility in the equity markets. Market disruptions caused by local or regional events such as war, acts of terrorism, the spread of infectious illness (including epidemics and pandemics) or other public health issues, recessions or other events or adverse investor sentiment could have a significant impact on the ICAV and its investments and could result in the ICAV's shares trading at increased premiums or discounts to the ICAV's net asset value. A recent outbreak of COVID-19, a respiratory disease caused by a novel coronavirus, has negatively affected the worldwide economy, the financial health of individual companies and the market in significant and unforeseen ways. The future impact of COVID-19 is currently unknown. The effects to public health, business and market conditions resulting from the COVID-19 pandemic may have a significant negative impact on the performance of the ICAV's investments.

Market risk includes the risk that a particular style of investing, such as growth or value, may underperform the market generally. The market value of the securities in which the ICAV invests may go up or down in response to the prospects of individual companies, particular sectors or governments and/or general economic conditions throughout the world due to increasingly interconnected global economies and financial markets. As a result, whether or not the ICAV invests in securities of issuers located in or with significant exposure to the countries directly affected, the value and liquidity of the ICAV's investments may be negatively affected. Securities markets may experience great short-term volatility and may fall sharply at times. Different markets may behave differently from each other and price changes may be temporary or last for extended periods. As a result Shareholders may lose money over short periods due to fluctuation in the market prices of the ICAV's shares in response to market movements, and over longer periods during market downturns.

32. Investment in Collective Investment Schemes (CIS)

A Sub-Fund may invest in one or more CIS including schemes managed by the Investment Manager or its Affiliates. As a shareholder of another CIS, a Sub-Fund would bear, along with other shareholders, its pro rata portion of the expenses of the other CIS, including investment management and/or other fees. These fees would be in addition to the investment management fees and other expenses which a Sub-Fund bears directly in connection with its own operations.

If a Sub-Fund invests a substantial proportion of its net assets in other CIS the maximum level of the investment management fees that may be charged to that Sub-Fund by the other CIS will be set out in the relevant Supplement. Details of such fees may be contained in the relevant Sub-Fund's annual report. Such fees and expenses, in the aggregate, may exceed the fees and expenses that would typically be incurred by an investor making a direct investment in an underlying fund. In addition, performance based compensation arrangements may create an incentive for the Investment Manager of such investors in other underlying funds to make investments that are more risky or more speculative than would be the case if such arrangements were not in effect.

CIS may have different settlement cycles than that of the Sub-Funds. Thus, there may be a mismatch between the two settlement cycles causing the Sub-Funds to use borrowing on a temporary basis to meet such obligations. This may result in charges being incurred by the relevant Sub-Fund. Any such borrowing will comply with the UCITS Regulations. Further, each CIS may not be valued at the same time or on the same day as the relevant Sub-Fund and accordingly the net asset value of such CIS used in the calculation of the Net Asset Value of the relevant Sub-Fund will be the latest available net asset value of such CIS (further details on the calculation of the Net Asset Value are set out under the heading "Valuation of Assets").

CIS may be leveraged. This includes the use of borrowed funds and investments in FDI. Also, they may engage in short sales. While such strategies and techniques increase the opportunity to achieve higher returns on the amounts invested, they also increase the risk of loss. The level of interest rates generally, and the rates at which such funds may be borrowed in particular, could affect the operating results of the relevant Sub-Fund.

To the extent that the relevant Sub-Fund is invested in CIS, the success of the relevant Sub-Fund shall depend upon the ability of the CIS to develop and implement investment strategies that achieve the relevant Sub-Funds' investment objective. Subjective decisions made by the CIS may cause the relevant Sub-Fund to incur losses or to miss profit opportunities on which it could otherwise have capitalised. In addition, the overall performance of the relevant Sub-Fund will be dependent not only on the investment performance of the CIS, but also on the ability of the Investment Manager to select and allocate the Sub-Funds' assets among such CIS effectively on an on-going basis. There can be no assurance that the allocations made by the Investment Manager will prove as successful as other allocations that might otherwise have been made, or as adopting a static approach in which CIS are not changed.

33. Unlisted Securities

A Sub-Fund may invest in unlisted securities. In general there is less governmental regulation and supervision of transactions in the unlisted securities markets than for transactions entered into on organised exchanges. In addition, many of the protections afforded to participants on some organised exchanges, such as the performance guarantee of an exchange clearing house, may not be available in connection with unlisted securities. Therefore, any Sub-Fund investing in unlisted securities will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that the Sub-Fund will sustain losses.

34. Volatility Risk

Prices of securities may be volatile. Price movements of securities are difficult to predict and are influenced by, among other things, speculation, changing supply and demand relationships, governmental trade, fiscal, monetary and exchange control programs and policies, national and international political and economic events, climate, changes in interest rates, and the inherent volatility of the market place. Volatility may also be due to the fluctuations in the exchange rate of currencies. Therefore, it is a probability measure of the threat that an exchange rate movement poses to an investor's portfolio in a foreign currency. During periods of uncertain market conditions the combination of price volatility and the less liquid nature of securities markets may, in certain cases, affect a Sub-Fund's ability to acquire or dispose of securities at the price and time it wishes to do so, and consequently may have an adverse impact on the investment performance of the Sub-Fund.

35. Risks Relating to REITs and other Property-Related Companies

The prices of equity REITs and other property-related companies are affected by changes in the value of the underlying property owned by the REITs/property-related companies and changes in capital markets and interest rates. The prices of mortgage REITs and other property-related companies are affected by the quality of any credit they extend, the creditworthiness of the mortgages they hold, as well as by the value of the property that secures the mortgages.

Under certain tax legislation, REITs and other property-related companies may avoid tax on the income they distribute if certain conditions are made. For example, under the U.S. Internal Revenue Code of 1986, as amended (the "**Code**"), a U.S. REIT is not taxed in the U.S. on income it distributes to its shareholders if it complies with several requirements relating to its organisation, ownership, assets and income and a requirement that it generally distribute to its shareholders at least 90 per cent. of its taxable income (other than net capital gains) for each taxable year. However the REITs/property- related company could fail to qualify for tax-free pass-through of income under, for example, the Code. Such a failure would result in the taxation of income of a disqualified REITs/property- related company's distributed income at the REITs/property- related company level. While the Sub-Funds will not invest in real property directly, the Sub-Funds may be subject to risks similar to those associated with the direct ownership of real property (in addition to securities market risks) because of its policy of concentrating its investments in the real estate industry.

In addition to these risks, equity REITs and other property- related companies may be affected by changes in the value of the underlying property owned by the trusts, while mortgage REITs and other property-related companies may be affected by the quality of any credit they extend. Further, REITs and other property-related companies are dependent upon management skills and generally may not be diversified. REITs and other property-related companies are also subject to heavy cash flow dependency, defaults by borrowers and self-liquidation. There is also the risk that borrowers under mortgages held by a REITs/property-related company or lessees of a property that a REITs/property-related company owns may be unable to meet their obligations to the REITs/property-related company. In the event of a default by a borrower or lessee, the REITs/property- related company may experience delays in enforcing its rights as a mortgagee or lessor and may incur substantial costs associated with protecting its investments. In

addition to the foregoing risks, certain "special purpose" REITs/property-related companies in which a Sub-Fund may invest may have their assets in specific real property sectors, such as hotel REITs/ property- related companies, nursing home REITs/ property-related companies or warehouse REITs/ property-related companies, and are therefore subject to the risks associated with adverse developments in these sectors.

## RISKS CONNECTED WITH THE ESG APPROACH

1. ESG Data reliance

   The scope of SFDR is extremely broad, covering a very wide range of financial products and financial market participants. It seeks to achieve more transparency regarding how financial market participants integrate Sustainability Risks into their investment decisions and consideration of adverse sustainability impacts in the investment process. Data constraint is one of the biggest challenges when it comes to sustainability related information to end-investors, especially in the case of principal adverse impacts of investment decisions, and there are limitations on sustainability and ESG-related data provided by market participants in relation to comparability. Disclosures in this Prospectus may develop and be subject to change due to ongoing improvements in the data provided to, and obtained from, financial market participants and financial advisers to achieve the objectives of SFDR in order to make sustainability-related information available.

2. Relative performance

   An SFDR Article 8 Sub-Fund or an SFDR Article 9 Sub-Fund may underperform or perform differently relative to other comparable Sub-Funds that do not promote environmental and/or social characteristics or pursue a sustainable investment objective, including during periods in which excluded sectors or issuers outperform.

3. Sustainability Risks

   The Investment Manager considers that Sustainability Risks are relevant to the returns of the Actively Managed Sub-Funds. The identification of Sustainability Risks and an assessment of their likely impact is performed on the holdings of a given portfolio.

   The set of Sustainability Risks below are relevant to all investment strategies pursued, as all Actively Managed Sub-Funds integrate Sustainability Risks. When selecting and monitoring investments, these Sustainability Risks are systematically considered along with all other risks deemed relevant for any Sub-Fund, taking into account its investment policy / strategy.

   Specific Sustainability Risks will vary for each Sub-Fund and asset class, and include but are not limited to the following:

   **Transition Risk.** The risk posed by the exposure to issuers that may potentially be negatively affected by the transition to a low carbon economy due to their involvement in exploration, production, processing, trading and sale of fossil fuels, or their dependency upon carbon intensive materials, processes, products and services. Transition risk may result from several factors, including rising costs and/or limitation of greenhouse gas emissions, energy-efficiency requirements, reduction in fossil fuel demand or shift to alternative energy sources, due to policy, regulatory, technological and market demand changes. Transition risks may negatively affect the value of investments by impairing assets or revenues, or by increasing liabilities, capital expenditures, operating and financing costs.

   **Physical Risk**. The risk posed by the exposure to issuers that may potentially be negatively affected by the physical impacts of climate change. Physical risk includes acute risks arising from extreme weather events such as storms, floods, droughts, fires or heatwaves, and chronic risks arising from gradual changes in the climate, such as changing rainfall patterns, rising sea levels, ocean acidification, and biodiversity loss. Physical risks may negatively affect the value of investments by impairing assets, productivity or revenues, or by increasing liabilities, capital expenditures, operating and financing costs.

   **Environmental Risk**. The risk posed by the exposure to issuers that may potentially be causing or affected by environmental degradation and/or depletion of natural resources. Environmental risk may result from air pollution, water pollution, waste generation, depletion of freshwater and marine resources, loss of biodiversity or damages to ecosystems. Environmental risks may negatively affect the value of investments by impairing assets, productivity or revenues, or by increasing liabilities, capital expenditures, operating and financing costs.

   **Social Risk**. The risk posed by the exposure to issuers that may potentially be negatively affected by social factors such as poor labour standards, human rights violations, damages to public health, data privacy breaches, or increased inequalities. Social risks may negatively affect the value of investments by impairing assets, productivity or revenues, or by increasing liabilities, capital expenditures, operating and financing costs.

   **Governance Risk.** The risk posed by the exposure to issuers that may potentially be negatively affected by weak governance structures. For companies, governance risk may result from malfunctioning boards, inadequate remuneration structures, abuses of minority shareholders or bondholders' rights, deficient controls, aggressive tax planning and accounting practices, or lack of business ethics. For countries, governance risk may include governmental instability, bribery and corruption, privacy breaches and lack of judicial independence. Governance risk may negatively affect the value of investments due to poor strategic decisions, conflicts of interest, reputational damages, increased liabilities or loss of investor confidence.

   **Risks connected to ESG Data**. ESG information from third-party data providers may be incomplete, inaccurate, or unavailable. As a result, there is a risk that the Investment Manager may incorrectly assess a security or issuer, resulting in the incorrect inclusion or exclusion of a security in the portfolio of a Sub-Fund. Incomplete, inaccurate, or unavailable ESG data may also act as a methodological limitation to a non-financial investment strategy (such as the application of ESG criteria or similar). Where

identified, the Investment Manager will seek to mitigate this risk through its own assessment. In the event that the ESG characteristics of a security held by a Sub-Fund change, resulting in the security being sold, neither the ICAV, the Manager nor the Investment Manager accept liability in relation to such change.

4. SFDR Article 8 and Article 9 Sub-Funds

The following applies to SFDR Article 8 and Article 9 Sub-Funds (as specified in the relevant Supplement) that will use ESG criteria provided by internal research teams and complemented by external ESG data providers to form an assessment of an investment's favourable ESG characteristics. The Investment Manager's focus on investments which maintain favourable ESG characteristics may affect a Sub-Fund's investment performance and may result in a return that at times compares favourably or unfavourably to similar funds without such focus. Favourable ESG characteristics used in a Sub-Fund's investment policy may result in such Sub-Fund foregoing opportunities to make certain investments when it might otherwise be advantageous to do so. Over the short term, a focus on investments which maintain favourable ESG characteristics may affect the Sub-Fund's investment performance favourably or unfavourably in comparison to similar funds without such focus. Over the long term, the Investment Manager expects such a focus to have a favourable effect, though this is not guaranteed. Nevertheless, the application of sustainability criteria may restrict the ability of a Sub-Fund to acquire or dispose of its investments at the expected price and time, which may result in a loss for such Sub-Fund.

In addition, the favourable ESG characteristics of investments may change over time, which may in some cases require the Investment Manager to dispose of such investments when it might be disadvantageous to do so from a financial perspective only. This may lead to a fall in the value of the Sub-Fund. The use of sustainability criteria may also result in a Sub-Fund being concentrated in companies with an ESG focus when compared to other funds having a more diversified portfolio of investments. There is a lack of standardised taxonomy of ESG evaluation methodology and the way in which different funds will apply sustainability criteria may vary, as there are not yet commonly agreed principles and metrics for assessing the favourable ESG characteristics of investments made by funds. In evaluating an investment based on favourable ESG characteristics, the Investment Manager is dependent upon information and data sources provided by internal research teams and complemented by external ESG data providers, which may be incomplete, inaccurate or unavailable. Evaluation of favourable ESG characteristics of the investments and selection of such investments may involve the Investment Manager's subjective judgment. In the event that the favourable ESG characteristics of an investment held by a Sub-Fund change, resulting in the Investment Manager having to dispose of the investment, neither the Sub-Fund, the Manager nor the Investment Manager accept liability in relation to such change. No representation nor warranty is made with respect to the fairness, accuracy or completeness of such favourable ESG characteristics. The status of an investment's favourable ESG characteristics can change over time.

## OPERATIONAL, CYBER AND CONFLICTS RISKS

1. Operational Risks (including Cyber and Data Security)

An investment in a Sub-Fund, like any fund, can involve operational risks arising from factors such as processing errors, human errors, inadequate or failed internal or external processes, failure in systems and technology, changes in personnel, infiltration by unauthorised persons and errors caused by service providers such as the Investment Manager, the Administrator or the Depositary. While the ICAV seeks to minimise such events through controls and oversight, there may still be failures that could cause losses to a Sub-Fund.

As part of its management services, the Investment Manager process, store and transmit large amounts of electronic information, including information relating to the transactions of the Sub-Funds and personally identifiable information of the Shareholders. Similarly, service providers of the Investment Manager and of the ICAV, especially the Administrator, may process, store and transmit such information. The Manager, Investment Manager, Administrator and Depositary (and their respective groups) each maintain information technology systems which each service provider believes are reasonably designed to protect such information and prevent data loss and security breaches. However, like any other system, these systems cannot provide absolute security.

The techniques used to obtain unauthorised access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to the Investment Manager may be susceptible to compromise, leading to a breach of the Investment Manager's network. The Investment Manager's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. On-line services provided by the Investment Manager to the Shareholders may also be susceptible to compromise.

The service providers of the Investment Manager and the ICAV are subject to the same electronic information security threats as the Investment Manager. If the Investment Manager or the service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of the ICAV and personally identifiable information of the Shareholders may be lost or improperly accessed, used or disclosed.

Notwithstanding the existence of policies and procedures designed to detect and prevent such breaches and ensure the security, integrity and confidentiality of such information as well as the existence of business continuity and disaster recovery measures designed to mitigate any such

breach or disruption at the level of the ICAV and its delegates, the loss or improper access, use or disclosure of proprietary information may cause the Investment Manager or a Sub-Fund to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events could have a material adverse effect on the relevant Sub-Fund and the Shareholders' investments therein.

The ICAV and its duly appointed delegates may face the risk of cyber-attacks in relation to, but not limited to, the confidentiality, integrity, or availability of information, data, or information systems. Issuers of securities in which a Sub-Fund invests, may face similar risks, which could result in material adverse impacts for the Sub-Fund. Cyber-attacks can result from deliberate or unintentional events.

Cyber security failures and breaches may cause disruptions and impact the ICAV's operations, potentially resulting in financial losses. Such impacts may consist in the inability of a Sub-Fund to conduct operations including the calculation and publication of its Net Asset Value, the disclosure of confidential information, erroneous trades or orders, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement and other costs.

Cyber-attacks may render records of a Sub-Fund inaccessible, inaccurate or incomplete. Substantial costs may be incurred by a Sub-Fund in order to resolve or prevent cyber security events.

It should be noted that investors in the ICAV will be afforded all appropriate safeguards and rights in accordance with the Data Protection Legislation.

2. Dependence on Key Personnel

   The investment performance of the Sub-Funds will be dependent on the services of certain key employees of the Investment Manager and its appointees. While contingency measures may be put in place, in the event of the death, incapacity or departure of any of these individuals, the performance of the Sub-Funds may be adversely affected.

3. Investment Manager Valuation Risk

   The Administrator may consult the Investment Manager with respect to the valuation of certain investments. Whilst there is an inherent conflict of interest between the involvement of the Investment Manager in determining the valuation price of each Sub-Fund's investments and the Investment Manager's other duties and responsibilities in relation to the Sub-Funds (particularly as the Investment Manager's fees may increase as the value of assets increases), the Investment Manager has in place pricing procedures that follow industry standard procedures for valuing unlisted investments.

4. Financial Markets and Regulatory Change

   The laws and regulations affecting businesses continue to evolve in an unpredictable manner. Laws and regulations, particularly those involving taxation, investment and trade, applicable to the ICAV's activities can change quickly and unpredictably, and may at any time be amended, modified, repealed or replaced in a manner adverse to the interests of the ICAV. The ICAV and the Investment Manager may be or may become subject to unduly burdensome and restrictive regulation. In particular, in response to significant recent events in international financial markets, governmental intervention and certain regulatory measures which have been or may be adopted in certain jurisdictions.

5. Potential for Future Regulatory Change and UCITS Eligibility Risk

   The Sub-Fund is authorised as a UCITS and is managed in line with the investment and risk-spreading rules that apply under current EU and Irish implementing legislation. Those rules are subject to ongoing review by legislators and regulators. While the outcome of this review is not yet clearly foreseeable, if the eligibility criteria for UCITS assets are adjusted (i.e. narrowed) in future, the Sub-Fund could potentially have to alter its investment strategy, sell securities that become ineligible, restrict the use of certain instruments, or concentrate its holdings of qualifying assets. Any such portfolio composition adjustments could occur at relatively short notice, may involve transaction costs, tax liabilities or market impact, and could reduce the Sub-Fund's expected return, increase volatility or affect its ability to pursue its investment objective. In remote cases, changes in law could impact the Sub-Fund's viability as a UCITS or require its restructuring, merger or liquidation. Investors should therefore be aware that future legislative or regulatory changes could materially affect the composition, performance and risk profile of the Sub-Fund. Conversely, changes in law or guidance could expand the range of permissible investments, relax existing limits, or otherwise create additional opportunities for the Sub-Fund to enhance returns or manage risk more efficiently. While the Investment Manager would seek to take advantage of any beneficial developments that align with the Sub-Fund's investment objective and risk profile, there is no certainty that it will be able to do so in a timely manner or without incurring additional expense. As a result, investors should recognise that the evolution of the UCITS regime may positively or negatively affect the Sub-Fund's performance, risk characteristics, and operating costs over time.

6. Umbrella Structure of the ICAV

   Pursuant to Irish law, the ICAV should not be liable as a whole to third parties and there should not be the potential for cross contamination of liabilities between different funds. However, there can be no categorical assurance that, should an action be brought against the ICAV in the courts of another jurisdiction, the segregated nature of the Sub-Funds will necessarily be upheld.

7. Lack of Operating History

   The ICAV is a newly-formed entity and has no prior operating history. The past performance of any investments or investment funds managed by the Investment Manager or any of its Affiliates cannot be construed as any indication of the future results of an investment in the ICAV or any of the Sub-Funds.

8. Subscription, Redemption and Conversion Currency Risks

   Shares in any Sub-Fund may be subscribed for or redeemed in any freely convertible currency not being the Base Currency of the Sub-Fund. Similarly,

Shareholders may convert Shares in one Sub-Fund to Shares in another Sub-Fund and the Shares in the two Sub-Funds may be denominated in different currencies. The costs of foreign currency exchange transactions and any related gains or losses in connection with any subscription, redemption or conversion will be borne by the investor.

9. Cash Redemption Risk

Each Sub-Fund may pay out its Redemption Proceeds in cash rather than through the in-kind delivery of portfolio securities. Each Sub-Fund may be required to unwind contracts or sell portfolio securities in order to obtain the cash needed to distribute Redemption Proceeds. This may cause a Sub-Fund to recognise a capital gain that it might not have incurred if it had made a redemption in-kind. As a result, a Sub-Fund may pay out higher annual capital gains distributions than if the in-kind redemption process was used. Only certain institutional investors known as Authorised Participants who have entered into an agreement with the ICAV may redeem shares from the Sub-Funds directly; all other investors buy and sell shares at market prices on an exchange.

10. Status of Redeeming Investors

Shareholders will be removed from the share register upon the Redemption Proceeds being paid. Insofar as investors remain as Shareholders until such time as the relevant Net Asset Value has been calculated and the register updated, investors will be treated as creditors for the Redemption Proceeds, rather than Shareholders from the relevant Dealing Day, and will rank accordingly in the priority of the relevant Sub-Fund's creditors. Furthermore, during this period, investors will have no rights as Shareholders under the Instrument of Incorporation, except the right to receive their Redemption Proceeds and any dividend which has been declared in respect of their Shares prior to the relevant Dealing Day, and in particular, will not have the right to receive notice of, attend or vote at any class or general meetings.

11. Segregated Liability

The ICAV is an umbrella Irish collective asset-management vehicle with segregated liability between Sub-Funds. As a result, as a matter of Irish law, any liability attributable to a particular Sub-Fund may only be discharged out of the assets of that Sub-Fund and the assets of other Sub-Funds may not be used to satisfy the liability of that Sub-Fund. In addition, any contract entered into by the ICAV will by operation of law include an implied term to the effect that the counterparty to the contract may not have any recourse to assets of any of the Sub-Funds other than the Sub-Fund in respect of which the contract was entered into. These provisions are binding both on creditors and in any insolvency but do not prevent the application of any enactment or rule of law which would require the application of the assets of one Sub-Fund to discharge some, or all liabilities of another Sub-Fund on the grounds of fraud or misrepresentation. In addition, whilst these provisions are binding in an Irish court which would be the primary venue for an action to enforce a debt against the ICAV, these provisions have not been tested in other jurisdictions, and there remains a possibility that a creditor might seek to attach or seize assets of one Sub-Fund in satisfaction of an obligation owed in relation to another Sub-Fund in a jurisdiction which would not recognise the principle of segregation of liability between Sub-Funds.

Due to the lack of asset segregation between Share Classes, the derivatives used in the currency hedging of a given Share Class become part of the common pool of assets which introduces potential counterparty and operational risk for all investors in the Sub-Fund. This could lead to a risk of contagion (also known as spill-over) to other Share Classes, some of which might not have any currency hedging in place. Whilst all measures will be taken to mitigate this contagion risk, it cannot be fully eliminated i.e. through the default of a derivative counterparty or through the losses relating to Share Class specific assets exceeding the value of the respective Share Class.

12. Collection Account Risk

Any failure to supply the ICAV or the Administrator with any documentation requested by them for anti-money laundering purposes may result in a delay in the settlement of redemption proceeds or dividend payments. In such circumstances, the Administrator will process any redemption request received by a Shareholder and by doing so that investor is no longer considered a Shareholder. Accordingly, Shareholders should note that any redemption proceeds and any sums payable by way of dividend being paid out by a Sub-Fund and held for any time in the Collection Account shall remain an asset of the relevant Sub-Fund. In the event of the insolvency of the ICAV or the relevant Sub-Fund, the Shareholder will rank as an unsecured creditor of the relevant Sub-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 or the dividend paid (as applicable) to the relevant Shareholder. Accordingly, Shareholders are advised to promptly provide the ICAV or Administrator (as appropriate) with all documentation requested to reduce the risk in this scenario.

As detailed under the heading "Applications for Shares" above, the Administrator also operates the Collection Account with respect to receipt of subscription monies. In this scenario, the investor is subject to the risk of becoming an unsecured creditor in the event of the insolvency of the relevant Sub-Fund during the period between receipt of subscription monies and the Dealing Day on which the Shares are issued and the subscription monies are transferred to the Sub-Fund operating account.

The ICAV reserves the right to reverse any allotment of Shares in the event of a failure by the Shareholder to settle the subscription monies on a timely basis. In such circumstances, the ICAV shall compulsorily redeem any Shares issued and the Shareholder shall be liable for any loss suffered by the ICAV in the event that the redemption proceeds are less than the amount originally subscribed for. For the avoidance of doubt, the relevant Shareholder shall not be entitled to any profit arising from such a redemption of Shares in the event that the redemption proceeds are worth more than the amount originally subscribed for.

Shareholders in solvent Sub-Funds should not be impacted by the insolvency of other Sub-Funds as the ICAV is established with segregated liability.

However, there can be no categorical assurance that, should an action be brought against the ICAV in the courts of another jurisdiction, the segregated nature of the Sub-Funds will necessarily be upheld. Shareholders' attention is drawn to the risk factor under the heading "6.".

13. Launch Phase and Wind-down Phase

Prospective investors should note that a Sub-Fund's investment policies may not be able to be fully implemented or complied with during the launch and wind-down phase of a Sub-Fund when initial investment positions are being established or final positions are being liquidated, as appropriate. In addition, in respect of the launch phase of a Sub-Fund, the Central Bank permits a Sub-Fund to derogate from certain of the UCITS Regulations for six (6) months from the date of its authorisation, provided that the Sub-Fund still observes the principle of risk spreading. In respect of the wind-down phase and in accordance with the terms of this Prospectus and the Instrument of Incorporation, Shareholders will be notified in advance of a Sub-Fund being wound-down. As a consequence, Shareholders may be exposed to different types of investment risk and may receive a return that is different to the return that would have been received if full compliance with the relevant investment policies and/or the UCITS Regulations had been maintained (noting that there can be no assurance that any Sub-Fund will achieve its investment objective) during the launch and/or wind-down phase of a Sub-Fund.

## ETF RISKS

1. Secondary Market Risk

Listing: There can be no certainty that a listing on any stock exchange applied for by the ICAV will be achieved and/or maintained or that the conditions of listing will not change. Further, trading in Shares on a Relevant Stock Exchange may be halted pursuant to that Relevant Stock Exchange's rules due to market conditions and investors may not be able to sell their Shares until trading resumes.

Nominee Arrangements: Where an investor holds Shares via an Authorised Participant or other nominee or intermediary such Shareholder will typically not appear on the Register of the ICAV and may not therefore be able to exercise voting or other rights available to those persons appearing on the Register.

Trading Risk: Even though the Shares are to be listed on one or more Relevant Stock Exchanges, there can be no certainty that there will be liquidity in the Shares on any Relevant Stock Exchange or that the market price at which the Shares may be traded on a Relevant Stock Exchange will be the same as or approximately equal to the Net Asset Value per Share. As the Shares may be dealt in by means of subscription and redemption, the Directors consider that large discounts or premiums in the Net Asset Value of a Sub-Fund would not be sustainable. There can be no guarantee that once the Shares are listed on a Relevant Stock Exchange they will remain listed or that the conditions of listing will not change.

Trading in Shares on a Relevant Stock Exchange may be halted or suspended due to market conditions or for the reason that, in the Relevant Stock Exchange's view, trading in the Shares is inadvisable, or otherwise pursuant to the Relevant Stock Exchange's rules. If trading on a Relevant Stock Exchange is halted, investors in Shares may not be able to sell their Shares until trading resumes however such investors should be able to apply to the ICAV to redeem Shares in accordance with the provisions set out below.

Costs Of Buying Or Selling Shares: Investors buying or selling Shares in the secondary market will pay brokerage commissions or other charges determined and imposed by the applicable broker. Brokerage commissions are often a fixed amount and may be a significant proportional cost for investors seeking to buy or sell relatively small amounts of Shares. In addition, secondary market investors will incur the cost of the difference between the price that an investor is willing to pay for Shares (the "bid" price) and the price at which an investor is willing to sell Shares (the "ask" price). This difference in bid and ask prices is often referred to as the "spread" or "bid/ask spread." The bid/ask spread varies over time for Shares based on trading volume and market liquidity, and is generally lower if a Sub-Fund's Shares have more trading volume and market liquidity and higher if Shares have little trading volume and market liquidity. Further, increased market volatility may cause increased bid/ask spreads. Due to the costs of buying or selling Shares, including bid/ask spreads, frequent trading of Shares may significantly reduce investment results and an investment in Shares may not be advisable for investors who wish to trade regularly in relatively small amounts.

2. Authorised Participant Concentration Risk

Any Sub-Funds which are structured as an ETF, may typically only have a limited number of Authorised Participants which are authorised to purchase and redeem shares directly from those Sub-Funds. Retail investors cannot transact directly with those Sub-Fund. In addition, there may be a limited number of market makers and/or liquidity providers in the marketplace to transact in relevant Sub-Fund shares, there may be demand for those Sub-Fund shares thereby increasing the market price above Net Asset Value, or lack of demand, which may decrease the market price below Net Asset Value, or in stressed market conditions, the market for such Sub-Fund shares may become less liquid in response to deteriorating liquidity in the markets for a Sub-Fund's underlying portfolio holdings. As a result of these considerations, Shares of a Sub-Fund may trade at a material premium or discount to the Net Asset Value or these factors may, in turn, lead to wider spreads between the bid and ask price of such Shares. In addition, a Sub-Fund may face possible delisting if: (i) Authorised Participants exit the business or otherwise become unable to process creation and/or redemption orders and no other Authorised Participants step forward to perform these services, or (ii) market makers and/or liquidity providers exit the business or significantly reduce their business activities and no other entities step forward to perform their functions.

3. Costs of Buying or Selling Shares Risk

   Due to the costs of buying or selling Sub-Fund shares, including brokerage commissions imposed by brokers and the variance in bid-ask spreads, frequent trading of Sub-Fund shares may significantly reduce investment results and an investment in Sub-Fund shares may not be advisable for investors who anticipate regularly making small investments.

4. Trading Risk

   Shares of a Sub-Fund may trade on Relevant Stock Exchange above (premium) or below (discount) their Net Asset Value. In stressed market conditions, the market for Sub-Fund shares may become less liquid in response to deteriorating liquidity in the markets for the Sub-Fund's underlying portfolio holdings, which may increase the variance between the market price of the Sub-Fund shares and the value of its underlying holdings. This can be reflected as a spread between the bid and ask prices for the Sub-Fund shares quoted during the day or a premium or discount in the closing price from the Sub-Fund's NAV. In addition, although the Sub-Fund's shares are currently listed on the Relevant Stock Exchange, there can be no assurance that an active trading market for Sub-Fund shares will develop or be maintained. Trading in Sub-Fund shares may be halted due to market conditions or for reasons that, in the view of the Exchange, make trading in shares of the Sub-Fund inadvisable.

   To the extent that the underlying securities or other instruments held by the Sub-Fund trade on foreign exchanges or in foreign markets that may be closed when the securities exchange on which the Sub-Fund's shares trade is open, there are likely to be deviations between the current price of such an underlying security and the last quoted price for the underlying security (i.e., the Sub-Fund's quote from the closed foreign market). The impact of a closed foreign market on the Sub-Fund is likely to be greater where a large portion of the Sub-Fund's underlying securities or other instruments trade on that closed foreign market or when the foreign market is closed for unscheduled reasons. These deviations could result in premiums or discounts to the Sub-Fund's NAV that may be greater than those experienced by other ETFs.

5. Shareholder Ownership Considerations

   Investors that settle or clear through an ICSD will not be a registered Shareholder in the ICAV, they will hold an indirect beneficial interest in such Shares and the rights of such investors, where such person is a Participant in the ICSD, shall be governed by the terms and conditions applicable to the arrangement between such Participant and their ICSD and where the holder of the indirect beneficial interests in the Shares is not a Participant, shall be governed by their arrangement with their respective nominee, broker or Central Securities Depositary (as appropriate) which may be a Participant or have an arrangement with a Participant.

   The ICAV will issue any notices and associated documentation to the registered holder of the Shares i.e. the Common Depository's Nominee, with such notice as is given by the ICAV in the ordinary course when convening general meetings. The Common Depository's Nominee has a contractual obligation to relay any such notices received by the Common Depository's Nominee to the Common Depository which, in turn, has a contractual obligation to relay any such notices to the applicable ICSD, pursuant to the terms of its appointment by the relevant ICSD. The applicable ICSD will in turn relay notices received from the Common Depository to its Participants in accordance with its rules and procedures. The Common Depository is contractually bound to collate all votes received from the applicable ICSDs (which reflects votes received by the applicable ICSD from Participants) and the Common Depository's Nominee is obligated to vote in accordance with such instructions. The ICAV has no power to ensure the applicable ICSD or the Common Depository relays notices of votes in accordance with their instructions. The ICAV cannot accept voting instructions from any persons other than the Common Depository's Nominee.

   Any liability arising from such inaction by the Common Depository and / or an ICSD will be governed by the terms and conditions applicable to the arrangement between such Participant and their ICSD and where the holder of the indirect beneficial interests in the Shares is not a Participant, shall be governed by their arrangement with their respective nominee, broker or Central Securities Depositary (as appropriate).

   Payments: With the authorisation and upon the instruction of the Common Depository's Nominee, any dividends declared and any liquidation and mandatory Redemption Proceeds are paid by the ICAV or its authorised agent (for example, the International Paying Agent) to the applicable ICSD. Investors, where they are Participants, must look solely to the applicable ICSD for their share of each dividend payment or any liquidation or mandatory Redemption Proceeds paid by the ICAV or, where they are not Participants, they must look to their respective nominee, broker or Central Securities Depositary (as appropriate, which may be a Participant or have an arrangement with a Participant of the applicable ICSD) for any share of each dividend payment or any liquidation or mandatory Redemption Proceeds paid by the ICAV that relates to their investment.

   Investors shall have no claim directly against the ICAV in respect of dividend payments and any liquidation and mandatory Redemption Proceeds due on Shares represented by the Global Share Certificate and the obligations of the ICAV will be discharged by payment to the applicable ICSD with the authorisation of the Common Depository's Nominee.

   Failure to settle: If an Authorised Participant submits a dealing request and subsequently fails or is unable to settle and complete the dealing request, as the Authorised Participant is not a registered Shareholder of the ICAV, the ICAV will have no recourse to the Authorised Participant other than its contractual right to recover such costs. In the event that no recovery can be made from the Authorised Participant, any costs incurred as a result of the failure to settle will be borne by the Sub-Fund and its' investors.

6. Tracking Risk

   Index-based ETFs and other investment companies in which the ICAV invests may not be able to replicate exactly the performance of the indices they track

because the total return generated by the securities will be reduced by transaction costs incurred in adjusting the actual balance of the securities. In addition, index-based ETFs and other investment companies in which the ICAV invests may incur expenses not incurred by their applicable indices. Certain securities comprising the indices may, from time to time, temporarily be unavailable, which may further impede an ETF's or other investment company's ability to track its applicable index or match its performance.

7. Passive Investment Risk

The Sub-Funds may invest in index-based underlying funds that are not actively managed. An index-based underlying fund may be affected by a general decline in the market segments relating to its underlying index. An index-based underlying fund invests in securities included in, or representative of, its underlying index regardless of their investment merit. The investment adviser of an index-based underlying fund does not attempt to take defensive positions in any market conditions, including declining markets.

8. Sampling Risk

The index-based ETFs in which the Sub-Fund invests may utilise a representative sampling approach to track their respective underlying indices. ETFs that utilise a representative sampling approach are subject to an increased risk of tracking error because the securities selected for the ETF in the aggregate may vary from the investment profile of the underlying index. Additionally, if using a representative sampling approach, an ETF will typically hold a smaller number of securities than the underlying index, and as a result, an adverse development to an issuer of securities that the ETF holds could result in a greater decline in NAV than would be the case if the ETF held all of the securities in the underlying index.

9. Disruption Events

Upon the occurrence of a Disruption Event (including an Index Disruption and Adjustment Event and without limitation to the Directors' personal powers as further described herein):

9.1 to the extent that the Sub-Fund has entered into FDIs (and as will be agreed in advance with the ICAV), an Eligible Counterparty (whether acting as the relevant calculation agent or otherwise) may either (i) terminate one or more of the relevant FDIs, or (ii) adjust the terms of the relevant FDIs held by the Sub-Fund to account for such event, including adjustment to or substitution of the Reference Index, the calculation of the Reference Index level or the valuation of the FDI (and, in the cases of (ii), (iii) and (iv) below, provided that the Investment Manager (and where appropriate the Eligible Counterparty) considers that it is commercially reasonable to do so, the relevant Sub-Fund may continue to operate by using such formula for and method of calculating the Reference Index level last in effect prior to the occurrence of any such event with such adjustments as the Investment Manager may deem necessary for the purpose of continuing the operation of the relevant Sub-Fund), and such adjustment(s) may have a positive or negative impact on the Net Asset Value of the relevant Sub-Fund; and/or

9.2 the Directors may temporarily suspend the calculation of the Net Asset Value and any subscription, redemption and conversion of Shares and payment of Redemption Proceeds in accordance with the provisions under the section "Suspension of Calculation of the Net Asset Value"; and/or

9.3 if the Directors shall have resolved that it is impracticable or inadvisable for a Sub-Fund to continue to operate having regard to the market conditions (taking into account such disruption or adjustment event and the best interests of the Shareholders), the Directors shall terminate the Sub-Fund.

9.4 Any change of a Reference Index shall be subject to (i) the prior approval of the Shareholders of the relevant Sub-Fund by ordinary resolution; or (ii) shall be notified to Shareholders in the circumstances set out in section "Investment Objective and Policies" above.

9.5 Index Disruption and Adjustment Events may occur with respect to a Reference Index (which may impact the ability of a Sub-Fund to replicate or track the Reference Index) or the ability of an Eligible Counterparty to perform its obligations under one or more derivative contracts. These events include, but are not limited to, those items in section "Investment Objective and Policies" above and the events below:

9.6 the Reference Index is deemed to be inaccurate or does not reflect actual market developments;

9.7 the Reference Index is permanently cancelled by the Index Provider;

9.8 the Index Provider fails to calculate and announce the Reference Index level;

9.9 the Index Provider makes a material change in the formula for or the method of calculating the Reference Index (other than a modification prescribed in that formula or method to maintain the calculation of the Reference Index level in the event of changes in the constituent components and weightings and other routine events);

9.10 the licence to use and reference the Reference Index by the ICAV is terminated;

9.11 it becomes impossible or commercially unreasonable, in the determination of the Investment Manager, for the Eligible Counterparty to continue to perform its obligations under the derivatives;

9.12 to the extent the Sub-Fund has entered into FDIs, and / or options or futures contracts on the Reference Index where (a) the costs associated with the Eligible Counterparty hedging its liability and obligations under the relevant FDIs and / or options or futures contracts on the Reference Index increase; or (b) the ability of the Eligible Counterparty to hedge its liability becomes impaired or commercially unreasonable or impracticable; or

9.13 if any law shall be passed or change in law is implemented which renders it illegal, impracticable or inadvisable to (a) continue to reference or replicate the relevant Reference Index; or (b) for the Eligible Counterparty to continue to perform its obligations under one or more derivative contracts.

9.14 The provisions in this section apply to Reference Assets in the same way as they apply to a Reference Index.

10. Index Unscheduled Rebalancing Risk

Other than scheduled index rebalancing, the relevant Index Provider may, on an ad-hoc basis where the context requires, carry out additional rebalances to the Reference Index in order, for example, to correct an error in the selection of Index constituents. Where the Index of a Sub-Fund is rebalanced and the Sub-Fund, in turn, rebalances its portfolio to bring it in line with its Index, any transaction costs (including any capital gains tax and/or transaction taxes) and market exposure arising from such portfolio rebalancing will be borne directly by the Sub-Fund and its investors.

Unscheduled rebalances to the Index may also expose the Sub-Funds to increased tracking error, which is more fully explained under the heading "*Tracking Error*" above. Therefore, errors and additional ad hoc rebalances carried out by the Index Provider to an Index may increase the costs and market exposure risk of the relevant Sub-Fund. In so far as possible, the Investment Manager will manage the portfolio of the Sub-Fund to limit the impact of such unscheduled rebalancing costs.

11. Index Provider Liability

The Investment Manager cannot guarantee the accuracy or the completeness of any Reference Index or any data included therein and shall have no liability for any errors, omissions or interruptions therein. Neither the ICAV nor the Investment Manager make any warranty, express or implied, to the owners of shares of the Sub-Funds as to results to be obtained by the relevant Sub-Fund from the use of the Reference Index or any data included therein. Without limiting any of the foregoing, in no event shall the Investment Manager have any liability for any special, punitive, direct, indirect or consequential damages regarding the relevant Reference Index or its data, even if notified of the possibility of such damages.

## INFRASTRUCTURE, TAX AND CUSTODY RISKS

1. Accounting, Auditing and Financial Reporting Standards

The accounting, auditing and financial reporting standards of many of the countries in which a Sub-Fund may invest may be less extensive than those applicable in the European Union.

2. Tax Risks

Where a Sub-Fund invests in assets that are not subject to withholding tax at the time of acquisition, there can be no assurance that tax may not be withheld in the future as a result of any change in applicable laws, treaties, rules or regulations or the interpretation thereof. The Sub-Fund may not be able to recover such withheld tax and so any change may have an adverse effect on the Net Asset Value of the Shares.

The attention of potential investors is drawn to the taxation risks associated with investing in the ICAV. Please refer to the section of this Prospectus entitled "Taxation".

3. Foreign Account Tax Compliance Act

The foreign account tax compliance provisions ("**FATCA**") of the Hiring Incentives to Restore Employment Act 2010 which apply to certain payments are essentially designed to require reporting of Specified U.S. Persons' direct and indirect ownership of non-U.S. accounts and non-U.S. entities to the U.S. Internal Revenue Service, with any failure to provide the required information resulting in a 30% U.S. withholding tax on direct U.S. investments (and possibly indirect U.S. investments). In order to avoid being subject to U.S. withholding tax, both U.S. investors and non-U.S. investors are likely to be required to provide information regarding themselves and their investors. In this regard the Irish and U.S. Governments signed an intergovernmental agreement (**"Irish IGA"**) with respect to the implementation of FATCA (see section entitled **"**Compliance with U.S. reporting and withholding requirements**"** for further detail) on 21 December 2012. Under the Irish IGA a foreign financial institution (FFI) that is fully compliant with the relevant regulations should generally not be required to apply 30% withholding tax. Each of the Sub-Funds of the ICAV has been registered as a Reporting Model 1 FFI. The ICAV will attempt to satisfy any obligations imposed on it to avoid the imposition of any FATCA withholding tax, however no assurance can be given that the ICAV will be able to satisfy the relevant FATCA obligations. If the ICAV becomes subject to a FATCA withholding tax as a result of the FATCA regime, the value of the Shares held by Shareholders may suffer material losses. To the extent the ICAV suffers U.S. withholding tax on its investments as a result of FATCA, or is not in a position to comply with any requirement of FATCA, the Administrator acting on behalf of the ICAV may take any action in relation to a Shareholder's investment in the ICAV to redress such non-compliance and/or to ensure that such withholding is economically borne by the relevant Shareholder whose failure to provide the necessary information or to become a participating foreign financial institution or other action or inaction gave rise to the withholding or non-compliance, including compulsory redemption of some or all of such Shareholder's holding of Shares in the ICAV. Shareholders and prospective investors should consult their own tax adviser with regard to U.S. federal, state, local and non-U.S. tax reporting and certification requirements associated with an investment in the ICAV.

4. Common Reporting Standard

Drawing extensively on the intergovernmental approach to implementing FATCA, the OECD developed the Common Reporting Standard ("**CRS**") to address the issue of offshore tax evasion on a global basis. Additionally, on 9 December 2014, the European Union adopted EU Council Directive 2014/

107/EU, amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (**"DAC2"**). The CRS and DAC2 provide a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS and DAC2, participating jurisdictions and EU Member States will obtain from reporting financial institutions, and automatically exchange with exchange partners on an annual basis, financial information with respect to all reportable accounts identified by financial institutions on the basis of common due diligence and reporting procedures. The ICAV is required to comply with the CRS and DAC2 due diligence and reporting requirements, as adopted by Ireland. Shareholders may be required to provide additional information to the ICAV to enable the ICAV to satisfy its obligations under the CRS and DAC2. Failure to provide requested information may subject an investor to liability for any resulting penalties or other charges and/or compulsory redemption of their Shares in the ICAV. Shareholders and prospective investors should consult their own tax adviser with respect to their own certification requirements associated with an investment in the ICAV.

5. Volcker Rule

   U.S. regulators have adopted the "Volcker Rule" which imposes a number of restrictions on financial organisations like The Bank of New York Mellon Corporation and its affiliates ("**BNY"**) but also provides various exemptions. The Volcker Rule excludes "foreign public funds", such as the Sub-Funds of the ICAV, that meet certain criteria, including, in the case of the Sub-Funds, that ownership interests in the Sub-Funds be sold predominantly to persons other than BNY and its affiliates, directors and senior executive employees (the regulators expect at least 75% of Sub-Funds to be held by non-U.S. persons who are neither affiliated with, nor directors or senior executive employees, of BNY Mellon). Therefore, to the extent BNY Mellon provides seed capital to a Sub-Fund of the ICAV, and/or investments are made by affiliates, directors or senior executive employees of BNY Mellon in such Sub-Fund, BNY Mellon will take steps to raise enough fund assets through investments by third parties and/or reduce its seed capital investments or those of its affiliates, directors or senior executive employees so that its investments in conjunction with those of its affiliates, directors or senior executive employees will constitute less than 25% of the Sub-Fund within, generally three years of the establishment of the Sub-Fund. If BNY Mellon is required to divest some or all of its seed capital investments in a particular Sub-Fund of the ICAV, it will involve sales of portfolio holdings to raise cash. Such sales entail the following risks: BNY Mellon may initially own a larger percentage of the Sub-Fund and any mandatory reductions may increase Sub-Fund portfolio turnover rates with corresponding increased brokerage and transfer costs and expenses and tax consequences. Details of BNY Mellon's investment in each Sub-Fund, where applicable, are available upon request.

6. U.S. Bank Holding Company Act

   BNY is subject to certain U.S. and non-U.S. banking laws, including the Bank Holding Company Act of 1956, as amended (the "**BHCA"**), and to regulation by the Board of Governors of the Federal Reserve System (the "Federal Reserve"). In addition, BNY has elected to become a "financial holding company" (an "FHC") under the BHCA, which is a status available to a bank holding company that meets certain criteria. While FHCs may engage in a broader range of activities than bank holding companies that are not FHCs, the activities of FHCs and their affiliates remain subject to certain restrictions imposed by the BHCA and related regulations. If BNY is deemed to "control" the ICAV within the meaning of the BHCA, these restrictions are expected to apply to the ICAV as well. Accordingly, the BHCA and other applicable banking laws, rules, regulations, guidelines and the interpretations thereof by the staff of the regulatory agencies which administer them may restrict the transactions and relationships between the BNY, on the one hand, and the ICAV, on the other hand, and may restrict the investments, activities and transactions of the ICAV. For example, the BHCA regulations may, among other things, restrict the ICAV's ability to make certain investments or the size of certain investments, impose a maximum holding period on some or all of the ICAV's investments, restrict the Investment Manager's ability to participate in the management and operations of the companies in which the ICAV invests, and restrict the ability of BNY Mellon to invest in the ICAV. In addition, certain BHCA regulations may require aggregation of the positions owned, held or controlled by related entities. In certain circumstances, therefore, positions held by BNY Mellon (including by the Investment Manager) for clients may need to be aggregated with positions held by sub-funds of the ICAV. In this case, where BHCA regulations impose a cap on the amount of a position that may be held, the Investment Manager may utilise available capacity to make investments for the accounts of other clients, which may require the ICAV to limit and/or liquidate certain investments. These restrictions may materially adversely affect the ICAV by, among other things, affecting the Investment Manager's ability to pursue certain strategies within a fund's investment policy or to trade in certain securities. BNY Mellon may cease in the future to qualify as an FHC, which may subject the ICAV to additional restrictions.

7. Paying Agent Risk

   Shareholders who choose or are obliged under local regulations to pay or receive subscription or redemption monies or dividends via an intermediate entity rather than directly to the ICAV or the relevant Sub-Fund (e.g. a Paying Agent in a local jurisdiction) bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the ICAV or the relevant Sub-Fund and (b) redemption monies payable by such intermediate entity to the relevant Shareholder.

8. Custody Risks

   Market practices in relation to the settlement of securities transactions and the custody of assets could provide increased risk. In particular, some of the markets in which a Sub-Fund may invest do not provide for settlement on a delivery versus payment basis and the risk in relation to such settlements has to be borne by the Sub-Fund.

9. Depositary Risk

If a Sub-Fund invests in assets that are financial instruments that can be held in custody ("**Custody Assets**"), the Depositary is required to perform full safekeeping functions and will be liable for any loss of such assets held in custody unless it can prove that the loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary. In the event of such a loss (and the absence of proof of the loss being caused by such an external event), the Depositary is required to return identical assets to those lost or a corresponding amount to the Sub-Fund without undue delay.

If a Sub-Fund invests in assets that are not financial instruments that can be held in custody ("**Non-Custody Assets**"), the Depositary is only required to verify the Sub-Fund's ownership of such assets and to maintain a record of those assets which the Depositary is satisfied that the Sub-Fund holds ownership of. In the event of any loss of such assets, the Depositary will only be liable to the extent the loss has occurred due to its negligent or intentional failure to properly fulfil its obligations pursuant to the Depositary Agreement.

As it is likely that the Sub-Funds may each invest in both Custody Assets and Non-Custody Assets, it should be noted that the safekeeping functions of the Depositary in relation to the respective categories of assets and the corresponding standard of liability of the Depositary applicable to such functions differs significantly.

The Sub-Funds enjoy a strong level of protection in terms of Depositary liability for the safekeeping of Custody Assets. However, the level of protection for Non-Custody Assets is significantly lower. Accordingly, the greater the proportion of a Sub-Fund invested in categories of Non-Custody Assets, the greater the risk that any loss of such assets that may occur may not be recoverable. While it will be determined on a case-by-case basis whether a specific investment by the Sub-Fund is a Custody Asset or a Non-Custody Asset, generally it should be noted that derivatives traded by a Sub-Fund over-the-counter will be Non-Custody Assets. There may also be other asset types that a Sub-Fund invests in from time to time that would be treated similarly. Given the framework of Depositary liability under UCITS V, these Non-Custody Assets, from a safekeeping perspective, expose the Sub-Fund to a greater degree of risk than Custody Assets, such as publicly traded equities and bonds.

## MACRO/POLITICAL RISKS

1. Continuing Impact of Brexit

The UK formally left the EU on 31 January 2020 and there are still significant uncertainties and potential disruptions in various areas, including financial services, data protection, taxation, regulatory cooperation, and dispute resolution.

The ICAV may be exposed to various risks arising from the UK's withdrawal from the EU, especially if a Sub-Fund engages a UK delegate investment manager to perform portfolio management or risk management functions on its behalf. Such risks may include, but are not limited to:

The loss or limitation of the Sub-Fund's or the UK delegate investment manager's access to the EU single market, the EU passporting regime, or the EU equivalence framework, which may affect their ability to offer, market, or provide services across the EU, or to access EU financial infrastructure, counterparties, or markets.

The divergence or inconsistency of the UK's and the EU's legal, regulatory, supervisory, or enforcement frameworks, standards, or practices, which may create additional costs, complexities, or uncertainties for the Sub-Fund or the UK delegate investment manager, or expose them to different or conflicting obligations, liabilities, or sanctions.

The ICAV will seek to mitigate the potential impact of Brexit-related risks on the Sub-Fund and its investors, and to comply with any applicable laws, regulations, or contractual obligations arising from the UK's withdrawal from the EU. However, there can be no assurance that the ICAV will be able to anticipate, avoid, or manage all such risks, or that such risks will not have a material adverse effect on the Sub-Fund's business, financial condition, results of operations, or prospects.

2. Eurozone Crisis

As a result of the crisis of confidence in the markets which has caused bond yield spreads (the cost of borrowing in the debt capital markets) and credit default spreads (the cost of purchasing credit protection) to increase, most notably in relation to certain Eurozone countries, certain countries in the EU have had to accept "bailouts" from banks and lines of credit from supra-governmental agencies such as the International Monetary Fund (the "**IMF**") and the recently created European Financial Service Facility (the "**EFSF**"). The ECB has also been intervening to purchase Eurozone debt in an attempt to stabilise markets and reduce borrowing costs. In December 2011, leaders of the countries in the Eurozone, as well as the leaders of certain other countries in the EU, met in Brussels and agreed a "fiscal compact" which includes a commitment to a new fiscal rule, to be introduced into the legal systems of the relevant countries, as well as acceleration of the entry into force of the European Stability Mechanism treaty.

Notwithstanding the measures described above, and future measures which may be introduced, it is possible that a country may leave the Eurozone and return to a national currency, and as a result may leave the EU and/or that the Euro, the European single currency, will cease to exist in its current form and/or lose its legal status in one or more countries in which it currently has such status. The effect of such potential events on the Sub-Funds which are denominated in Euro or which invest in instruments predominantly tied to Europe is impossible to predict.

3. Financial Sanctions Risks

The ICAV operates a comprehensive financial sanctions compliance program designed to identify and mitigate the risks associated with financial sanctions. Despite the ICAV's best efforts to comply with all applicable sanctions, there is no guarantee

that violations will not occur. Any such violations could result in significant fines, penalties, and reputational damage. The ICAV may be required to block assets and/or report transactions involving sanctioned individuals, entities, or countries. Financial sanctions may limit the ICAV's ability to enter into transactions or access assets, which could negatively impact investment performance. The ICAV may be forced to divest from certain holdings to comply with financial sanctions laws, which could result in losses or additional costs. There is a risk that financial sanctions could negatively impact the value of certain investments or the ICAV's ability to sell or realise the value of these investments.

4. Political Risks

   The performance of a Sub-Fund may be affected by changes in economic and market conditions, uncertainties such as political developments, military conflict and civil unrest, changes in government policies, the imposition of restrictions on the transfer of capital and in legal, regulatory and tax requirements.

## RISK FACTORS NOT EXHAUSTIVE

The risks set out in this Prospectus do not purport to be exhaustive and potential investors should be aware that an investment in the ICAV or any Sub-Fund may be exposed to risks of an exceptional nature from time to time.

# Appendix IV – Additional Information on Financial Indices Used for Investment Purposes

Where set out in the relevant Supplement, a Sub-Fund may gain indirect exposure to financial indices through the use of FDI for investment purposes. Details on where to find additional information on the financial indices are set out below.

| Indices | – Link |
|---|---|
| EURIBOR | – https://www.euribor-rates.eu/ |
| Markit CDX North American Investment Grade Index<br>Markit CDX North American High Yield Index<br>Markit CDX Emerging Markets Index<br>Markit iBoxx EUR Liquid High Yield Index<br>Markit iBoxx GBP Corporates Index<br>Markit iBoxx USD Domestic Corporates Index<br>Markit iBoxx USD Liquid HY Index<br>Markit iBoxx USD Liquid IG Index<br>Markit iBoxx USD Liquid Leveraged Loans Index<br>Markit iBoxx EUR Corporates Index<br>Markit iTraxx Asia Index<br>Markit iTraxx Crossover Index<br>Markit iTraxx Europe Index<br>Markit iTraxx Senior Financials Index<br>Markit iTraxx Subordinated Financial Index | – https://ihsmarkit.com/products/indices.html |
| SOFR | – https://www.newyorkfed.org/markets/reference-rates/sofr |
| SONIA | – https://www.bankofengland.co.uk/markets/sonia-benchmark |

# Appendix V – Instruments Directory

Where stated in the relevant Supplement, a Sub-Fund may invest, without limitation, in the debt instruments listed below.

## Bonds

Additional Tier 1 and 2 Bonds/Restricted Tier 1, 2 and 3 Bonds: Corporate bonds issued by financial companies such as banks and insurance companies. Additional tier 1 bonds/restricted tier 1 bonds are the most junior hybrid capital, tier 2 bonds are the second most senior hybrid capital and tier 3 bonds are the most senior hybrid capital a financial company can issue in the bond market. Additional/restricted tier 1, 2 and 3 bonds are a sub-set of subordinated debt. Please see "Subordinated Debt Risk" above for details of the specific risks associated with subordinated debt. Additional/restricted tier 1 bonds are contingent convertible securities (see "Contingent Convertible Securities (CoCos)" below and "Contingent Convertible Securities (CoCos) Risk" for details of the specific risks). Generally, additional tier 1 and 2 bonds refers to issuances by banks and restricted tier 1,2 and 3 bonds refers to issuances by insurance companies.

Corporate Bonds: Bonds issued by a company in order for it to raise capital. Corporate bonds can include corporate hybrid bonds, please see "Corporate Hybrid Bonds" definition below.

144A Bonds: Bonds eligible under an SEC regulation which permits publicly traded companies not to register securities sold inside the United States to U.S. investors.

Reg S Bonds: Bonds eligible under an SEC regulation which permits publicly-traded companies not to register securities sold outside the United States to foreign investors.

Agency Bonds: Bonds issued by a government agency.

Brady Bonds: Bonds denominated in U.S. Dollars that are issued by the governments of developing countries. Bullet Bonds: Bonds whose entire principal value is paid all at once on maturity. They cannot be redeemed early by the issuer, which means they are non-callable.

Callable Bonds: Bonds that can be redeemed on a certain date or event before maturity. Early repayment prior to maturity is at the option of the issuer. A callable bond is a non-derivative instrument with an embedded derivative contract component. The value of the bond may be derived by the underlying value of the derivative element embedded into the contract.

Puttable Bonds: Bonds that can be redeemed on a certain date or event before maturity. Early repayment is at the option of the debt holder. A puttable bond is a non-derivative instrument with an embedded derivative contract component. The value of the bond may be derived by the underlying value of the derivative element embedded into the contract.

Covered Bonds: Bonds issued by a bank or mortgage institution and collateralised against a pool of assets that, in case of failure of the issuer, can cover claims at any point of time.

Eurobonds: Bonds denominated in a currency other than the home currency of the country or market in which it is issued.

Floating Rate Notes ("**FRNs**"): Bonds with a variable interest rate which are set against a published Interbank Offered average interest rate. They provide the holder of the instrument with insurance against rises in interest rates for the duration of the FRN. In addition, most FRNs, similar to leveraged loans, are secured on the assets of the borrower with a first ranking security, resulting in greater protection against capital loss than typical corporate bonds.

Floating Rate Bonds: See Floating Rate Notes. GDP Linked Bonds: Bonds issued by emerging or developing countries, where the coupon (interest rate) associated with the investment is linked to the country's Gross Domestic Product. They are a form of Floating-Rate Bond with a coupon that is associated with the growth rate of the country.

Index Linked Bonds: Bonds in which payment of interest income on the principal is related to a specific price index, usually the Consumer Price Index. This provides protection to investors by shielding them from changes in the underlying index. The bond's cash flows are adjusted to ensure that the holder of the bond receives a known real rate of return.

Inflation-Linked Bonds: Bonds designed to help protect investors from inflation. Primarily issued by governments, ILBs are indexed to inflation so that the principal and interest payments rise and fall with the rate of inflation. Inflation can significantly erode investors' purchasing power, and ILBs can potentially provide protection from inflation's effects.

Interest Only Bonds: Bonds where only interest is payable prior to maturity.

Municipal Bonds: Bonds issued by a state, municipality or special purpose district to finance capital expenditures.

Payment in Kind Bonds: Bonds where interest payments may be paid in the form of more bonds of the same kind rather than cash. These securities pay no cash interest until the total principal is repaid or redeemed.

Step-up Bonds: Bonds that pays an initial coupon rate which increases, usually at regular intervals, over the life of the bond. The coupon payment may increase once or multiple times, depending on the terms of the contract.

Tender Option Bonds: Bonds issued by a Tender Option Bond Trust. Tender Option Bond Trusts purchase municipal bonds and issue Tender Option Bonds in the form of certificates which offer exposure to the underlying instruments purchased by the Tender Option Bond Trust. These certificates, referred to as Tender Option Bonds, are obligations, also known as "put bonds" or "puttable securities," that grant the investor the right to require the Tender Option Bond Trust or their agent to purchase the certificates, usually at par, on a periodic basis prior to maturity or upon the occurrence of specified events or conditions.

Toggle Bonds: Bonds where the issuer has the option to defer cash interest payments by agreeing to pay an increased coupon in the future or until the total is repaid or redeemed.

Use of Proceeds Impact Bonds: Bonds that are fixed or floating investment grade corporate debt and debt-related securities where the proceeds will be exclusively applied to finance or re-finance in part or in full projects with positive environmental and/or social impacts.

U.S. Treasury Bonds: Debt issued by the U.S. Treasury with a maturity of more than 10 years.

U.S. Treasury Notes: Debt issued by the U.S. Treasury with a maturity between 2 and 10 years.

U.S. Treasury Bills: Debt issued by the U.S. Treasury with a maturity of less than 1 year.

Zero-Coupon Treasury Bills: Short term bonds (usually within a term of one to six months) issued by governments, where no interest payments are made throughout the life of the bonds, rather both the principal and accrued interest are paid at maturity.

Zero-Coupon Bonds: Bonds where no interest payments are made throughout the life of the bond, rather both the principal and accrued interest are paid at maturity.

Yankee Bonds: Bonds issued by a foreign entity, such as a bank or company, but is issued and traded in the United States and denominated in U.S. Dollars.

### Debt Instruments

Amortising Debt: Debt with scheduled periodic payments of both principal and interest.

Amortising Loans: See "Amortising Debt".

Loan Assignments: The transfer of debt, and all the associated rights and obligations, from a lender to a third party. When purchasing loan assignments, the Sub-Fund assumes the credit risk associated with the corporate borrower only.

Loan Participations: Represents the right to receive from a lender a fixed percentage of principal and interest payments (and, in some circumstances, fees) on a loan, but, generally, does not represent a direct loan to the underlying borrower. A loan participation is a contractual right sold by a lender to a participant; as a result, the participant has neither a creditor nor a contractual relationship with the borrower. In addition, a participant in a syndicated loan typically does not have voting rights, which are retained by the lender. The right of the Sub-Fund to receive a given percentage of payments of principal and interest pursuant to a loan participation is contingent upon the receipt by the lender of underlying payments from the borrower. Generally, in purchasing a loan participation, the Sub-Fund assumes the credit risk of both the borrower under the loan and, secondarily, the lender that is granting the participation. In the event of default by the underlying borrower, the purchaser of a loan participation must rely upon the grantor of the participation to enforce its rights in collateral and security, if any, and to collect principal and interest.

Leveraged Loans: Sub-investment grade corporate loan that is secured against the assets of the borrower. Because of this, leveraged loans are expected to offer a higher recovery rate in the event of default than unsecured obligations.

Syndicated Loans: Loans offered by a group of lenders – referred to as a syndicate – that work together to provide funds for a single borrower, (however such loans do not constitute direct lending by the Sub-Fund as they will be purchased from financial institutions, who are not the original or ultimate borrower). The original or ultimate borrower could be a corporation, a large project or a sovereign entity, such as a government.

Senior Debt: Seniority refers to the order of repayment in the event of bankruptcy of the issuer whereby holders of subordinated debt are paid only after holders of senior debt are paid in full.

Subordinated Debt: Subordinating refers to the order of repayment in the event of bankruptcy of the issuer whereby holders of subordinated debt are paid only after holders of senior debt are paid in full.

### Debt Securities

Asset-Backed Securities ("**ABS**"): Debt instrument made up of pools of debt securities and securities with debt-like characteristics. ABS allow an Investment Manager to gain exposure to the underlying pool of assets.

Mortgage-Backed Securities ("**MBS**"): Debt instrument made up of pools of commercial or residential mortgages. MBS allow an Investment Manager to gain exposure to mortgage debt.

Debentures: Debt securities that are unsecured by collateral. Since debentures have no collateral backing, debentures must rely on the creditworthiness of the issuer for support.

Credit Linked Notes ("**CLN**"): Structured debt securities that reference the financial performance of an underlying security. CLNs allow an Investment Manager to reflect its views on the underlying security. This security is a non-derivative instrument with an embedded derivative contract component. The value of the security may be derived by the underlying value of the derivative element embedded into the contract.

Exchange Traded Notes ("**ETNs**"): Unsecured, unsubordinated debt security based on the performance of a market index and traded on major exchanges.

Surplus Notes: Debt security issued by insurance companies which pay a coupon and have a fixed maturity like a standard debt obligation. The key identifying feature of surplus notes is that insurance regulators must approve payment of principal or interest on them.

Collateralised Debt Obligations ("**CDOs**"): Tranched securities that involve risks similar to those of CMOs, but are collateralised not by pools of mortgage loans, but pools of other debt obligations (such as corporate debt obligations). The risks of an investment in a CDO depend largely on the type of the collateral securities and the class of the CDO in which a Sub-Fund invests.

Collateralised Loan Obligations ("**CLOs**"): Tranched security made up of a pool of corporate loans. CLOs allow an investment manager to gain exposure to the underlying pool of corporate loans. The buyer of a CLO will receive scheduled payments from the underlying loans; however the buyer also assumes the default risk on the underlying loans.

Collateralised Mortgage Obligations ("**CMOs**"): Tranched security representing a participation in, or secured by, a pool of mortgage loans. CMOs are issued in separate classes with different stated maturities that may have different credit and investment profiles. As the mortgage pool experiences prepayments, the pool pays off investors in classes with shorter maturities first. Prepayments may cause the actual maturity of a CMO to

be substantially shorter than its stated maturity. Conversely, slower than anticipated prepayments can extend the effective maturities of CMOs, subjecting them to a greater risk of decline in market value in response to rising interest rates than traditional debt securities, and, therefore, potentially increasing their volatility.

Structured Notes: Debt security whose interest rate or principal is determined by an unrelated indicator and include indexed securities.

Unsecured Obligations: Securities not backed by any specific collateral and are typically subordinated to secured or senior debt in the issuer's capital structure. These obligations have a claim on the company's assets in the event of default, however, only after creditors with greater seniority, are repaid.

### Hybrid Securities

Hybrids Securities: are debt securities such as corporate hybrid bonds (as further described below) which may have one or more "equity-like" characteristics such as perpetual maturity, subordinated ranking, discretionary coupon payments, or other features that increase the instrument's exposure to the issuer's financial performance.

Corporate Hybrid Bonds: Corporate hybrid bonds are corporate bonds with certain equity-like features. They are fixed income securities that rank junior to senior unsecured debt, but senior to common equity and are typically perpetual or very long dated. Issuers have the option to defer coupon payments in certain circumstances; the specific conditions triggering a deferral are set out in the bond's legal documentation and vary between bonds. The probability of deferral is specific to each bond and is assessed by the Investment Manager.

As a sub-set of subordinated debt, corporate hybrid bonds carry the risks described under "Subordinated Debt Risk" above.

Deferrable Interests (i.e. Trust Preferred Securities): Fixed income securities with a specified maturity and periodic interest payments. Trust preferred securities are issued by a trust set-up by a corporate or a bank and have features of a preferred equity security but are treated as fixed income securities.

Deferrable Interests/Bonds (i.e. Cumulative Bonds): Bonds where the deferred coupon payments must be made up at a later date. The accumulated coupons will generate interest if payments are missed at a rate determined by the issuer.

Deferrable Interests/Bonds (i.e. Non-Cumulative Bonds): Bonds where the deferred coupon payments are never made up at a later date. Issuers may ask for the ability to defer coupon payments in order to more effectively manage their regulatory requirements and/or their financing requirements.

Deferred Interest Bonds: Bonds that pay interest only upon maturity. They do not make coupon payments over time but instead interest accrues and a lump sum is paid out when the bond matures.

Exchangeable Bonds: Bonds with an embedded option to exchange the bond for the stock of a company other than the issuer (usually a subsidiary or company in which the issuer owns a stake) at some future date and under prescribed conditions. This is a hybrid security.

Perpetual Bonds: Bonds with no maturity date, which is not redeemable but pays a continuous steady stream of interest. The investor receives interest payments for as long as the perpetual bond is held.

Convertible Bonds: Bonds where the holder can convert their holding into a specified number of shares on a particular event or at the discretion of the bond holder. Convertible Bonds allow an Investment Manager to profit from equity price increases whilst providing bond-like returns if equity prices decrease. This bond is a non-derivative instrument with an embedded derivative contract component. The value of the bond may be derived by the underlying value of the derivative element embedded into the contract.

Mandatory Convertible Bonds: Convertible Bonds that has a required conversion or redemption feature and either on or before a contractual conversion date, the holder must convert the mandatory convertible into the underlying common stock. This bond is a non-derivative instrument with an embedded derivative contract component. The value of the bond may be derived by the underlying value of the derivative element embedded into the contract.

Contingent Convertible Securities (CoCos): Securities that offers a higher yield than conventional bonds. CoCos convert from debt to equity, or undergo principal write-down, only if the issue's capital drops below a pre-defined level. This forced conversion would typically be on economically unfavourable terms and result in a material loss to investors. This bond is a non-derivative instrument with an embedded derivative contract component. The value of the bond may be derived by the underlying value of the derivative element embedded into the contract. CoCos may be referred to as additional/ restricted tier 1 bonds (see "Additional Tier 1 and 2 Bonds/Restricted Tier 1,2 and 3 Bonds" above) and are a sub-set of subordinated debt. CoCos are a sub-set of subordinated debt. Please see "Contingent Convertible Securities (CoCos) Risk" and "Subordinated Debt Risk" above for details of the specific risks.

### Others/ miscellaneous

Guaranteed Investment Certificates ("**GICs**")/Funding Agreements ("**FAs**"): Guaranteed Investment Contract (GIC) or Funding Agreements (FA) are contracts issued by insurance companies with guaranteed principal repayment at a future date and a floating or fixed interest rate.

Funding Agreement Backed Notes are issued to investors through the trust and are secured by an assigned interest in a date-certain insurance policy. The liability for the policy issued by the insurance company is considered a policyholder obligation. The obligation ranks pari passu with all other policyholders and gets the same rating as the financial-strength rating of the issuing insurance company. The funds received from issuance are invested in the same manner as an insurance company's general account investments. GICs/FAs are senior secured obligations of the operating insurance company and rank higher than senior unsecured bonds issued by the insurance holding company.

Loan Participation Notes: Fixed-income securities that are collateralised on one or more loans to a corporate borrower and pay principal and interest by reference to principal and interest payments on the underlying loan(s). Loan Participation Notes are generally offered by banks

or other financial institutions or lending syndicates. When purchasing Loan Participation Notes, the Sub-Fund assumes the economic risk associated with the corporate borrower and the credit risk associated with the issuer of the Loan Participation Notes.

Banker's Acceptance: A banker's acceptance is a negotiable debt instrument with features of a time draft. It is created by the drawer and provides the bearer with the right to the amount noted on the face of the acceptance on the specified date. Banker's acceptances operate on the basis of the creditworthiness of the banking institution instead of the individual or business acting as the drawer. Additionally, the drawer must provide the funds necessary to support the banker's acceptance, eliminating the risk associated with insufficient funds on the part of the drawer.

# Appendix VI – List of Sub-Custodial Agents Appointed by the Depositary

The Depositary's global sub-custodian has appointed the following entities as sub-delegates in each of the markets set forth below. This list may be updated from time to time and is available upon request in writing from the Administrator or the Depositary.

## SUB-CUSTODIANS

| Country / Market | Sub-Custodian |
|---|---|
| Argentina | The Branch of Citibank, N.A. in the Republic of, Argentina |
| Australia | The Hongkong and Shanghai Banking Corporation Limited |
| Australia | Citigroup Pty Limited |
| Austria | UniCredit Bank Austria AG |
| Bahrain | HSBC Bank Middle East Limited |
| Bangladesh | The Hongkong and Shanghai Banking Corporation Limited |
| Belgium | The Bank of New York Mellon SA/NV |
| Belgium | Citibank Europe Plc |
| Bermuda | HSBC Bank Bermuda Limited |
| Botswana | Stanbic Bank Botswana Limited |
| Brazil | Citibank N.A., Brazil |
| Brazil | Banco Santander (Brasil) S.A. |
| Bulgaria | Citibank Europe plc, Bulgaria Branch |
| Canada | CIBC Mellon Trust Company (CIBC Mellon) |
| Cayman Islands | The Bank of New York Mellon |
| Channel Islands | The Bank of New York Mellon |
| Chile | Banco De Chile |
| China | HSBC Bank (China) Company Limited |
| China | Bank of China Limited |
| Colombia | Cititrust Colombia S.A. |
| Costa Rica | Banco Nacional de Costa Rica |
| Croatia | Privredna banka Zagreb d.d. |
| Cyprus | BNP Paribas Securities Services |
| Cyprus | Citibank Europe Plc, Greece Branch |
| Czech Republic | Citibank Europe plc, organizacni slozka |
| Denmark | Skandinaviska Enskilda Banken AB (Publ) |
| Denmark | The Bank of New York Mellon SA/NV |
| Egypt | HSBC Bank Egypt S.A.E. |
| Estonia | SEB Pank AS |
| Estonia | The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main |
| Euromarket | Clearstream Banking S.A. |
| Euromarket | Euroclear Bank SA/NV |
| Finland | Skandinaviska Enskilda Banken AB (Publ), Helsinki branch (SEB Finland) |
| France | BNP Paribas Securities Services S.C.A. |
| France | Citibank Europe Plc, UK Branch |
| France | The Bank of New York Mellon SA/NV |
| Germany | The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main |
| Ghana | Stanbic Bank Ghana Limited |
| Greece | BNP Paribas Securities Services S.C.A., Athens |
| Greece | Citibank Europe plc, Greece Branch |
| Hong Kong | The Hongkong and Shanghai Banking Corporation Limited |
| Hong Kong | Citibank N.A. Hong Kong |
| Hungary | Citibank Europe plc. Hungarian Branch Office |
| Iceland | Landsbankinn hf. |
| Iceland | Islandsbanki hf |
| India | Deutsche Bank AG |
| India | The Hong Kong and Shanghai Banking Corporation Limited |
| India | Standard Chartered Bank, India Branch |
| Indonesia | Deutsche Bank AG |
| Indonesia | Standard Chartered Bank, Indonesia Branch |
| Ireland | The Bank of New York Mellon |
| Israel | Bank Hapoalim B.M. |
| Italy | The Bank of New York Mellon SA/NV |
| Italy | Intesa Sanpaolo S.p.A. |
| Japan | Mizuho Bank, Ltd. |
| Japan | MUFG Bank Ltd |
| Jordan | Bank of Jordan PLC |
| Kazakhstan | Joint-Stock Company Citibank Kazakhstan |
| Kenya | Stanbic Bank Kenya Limited |
| Kuwait | HSBC Bank Middle East Limited, Kuwait |
| Latvia | AS SEB banka |
| Latvia | The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main |
| Lithuania | AB SEB bankas |
| Lithuania | The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main |
| Luxembourg | Euroclear Bank S.A. |
| Malawi | Standard Bank PLC |
| Malaysia | HSBC Bank Malaysia Berhad |
| Malaysia | Standard Chartered Bank Malaysia Berhad |
| Malta | The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main |
| Mauritius | The Hongkong and Shanghai Banking Corporation Limited |
| Mexico | Banco Nacional de México S.A. Integrante del Grupo Financiero Banamex |
| Mexico | Banco S3 Mexico S.A. |
| Morocco | Citibank Maghreb |

| Country / Market | Sub-Custodian |
|---|---|
| Namibia | Standard Bank Namibia Limited |
| Netherlands | The Bank of New York Mellon SA/NV |
| New Zealand | The Hongkong and Shanghai Banking Corporation Limited |
| Nigeria | Stanbic IBTC Bank Plc |
| Norway | Skandinaviska Enskilda Banken AB (Publ) Oslo branch (SEB Norway) |
| Oman | Standard Chartered Bank |
| Pakistan | Deutsche Bank AG |
| Panama | Citibank N.A., Panama Branch |
| Peru | Citibank del Peru S.A. |
| Philippines | Standard Chartered Bank Philippines Branch |
| Poland | Bank Polska Kasa Opieki S.A. |
| Portugal | Citibank Europe Plc |
| Qatar | HSBC Bank Middle East Limited, Doha |
| Qatar | Qatar National Bank |
| Romania | Citibank Europe plc, Romania Branch |
| Russia | T-Bank |
| Russia | AO Citibank |
| Saudi Arabia | HSBC Saudi Arabia Limited |
| Serbia | UniCredit Bank Serbia JSC |
| Singapore | DBS Bank Ltd |
| Singapore | Standard Chartered Bank (Singapore) Limited |
| Slovak Republic | Citibank Europe plc, pobocka zahranicnej banky |
| Slovenia | UniCredit Banka Slovenia d.d. |
| South Africa | Standard Chartered Bank |
| South Africa | The Standard Bank of South Africa Limited |
| South Korea | The Hongkong and Shanghai Banking Corporation Limited |
| South Korea | Deutsche Bank AG |
| Spain | Banco Bilbao Vizcaya Argentaria, S.A. |
| Spain | CACEIS Bank Spain, S.A.U. |
| Sri Lanka | The Hongkong and Shanghai Banking Corporation Limited |
| Sweden | Skandinaviska Enskilda Banken AB (Publ) |
| Switzerland | Credit Suisse AG |
| Switzerland | UBS Switzerland AG |
| Taiwan | HSBC Bank (Taiwan) Limited |
| Tanzania | Stanbic Bank Tanzania Limited |
| Thailand | The Hongkong and Shanghai Banking Corporation Limited |
| Tunisia | Union Internationale de Banques |
| Turkey | Deutsche Bank A.S. |
| U.A.E. | HSBC Bank Middle East Limited, Dubai |
| U.K. | The Bank of New York Mellon |
| U.S.A. | The Bank of New York Mellon |
| U.S.A. Precious Metals | HSBC Bank, USA, N.A. |
| Uganda | Stanbic Bank Uganda Limited |
| Ukraine | JSC "Citibank" Full name Joint Stock Company "Citibank" |
| Uruguay | Banco Itaú Uruguay S.A. |
| Vietnam | HSBC Bank (Vietnam) Ltd |
| WAEMU | Société Générale Cote d'Ivoire |
| Zambia | Stanbic Bank Zambia Limited |
| Zimbabwe | Stanbic Bank Zimbabwe Limited |

# Appendix VII – Stock Connect

## Trading Links

The Stock Connect comprises the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect. Each of the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect comprises a northbound trading link (the "**Northbound Trading Link**") for investment in China A-shares (**"Northbound Trading"**) and a southbound trading link (the **"Southbound Trading Link"**) for investment in Hong Kong shares (**"Southbound Trading"**). Under the Northbound Trading Link, Hong Kong and overseas investors (including a Sub-Fund), through their Hong Kong brokers and securities trading service companies (in Shanghai and in Qianhai Shenzhen respectively) established by Hong Kong Exchanges and Clearing Limited (the **"HKEX"**), may trade eligible shares listed on the Shanghai Stock Exchange (**"**SSE**"**) or the Shenzhen Stock Exchange (**"SZSE"**) by routing orders to the SSE or SZSE (as the case may be).

## Eligible Securities

Presently, Hong Kong and overseas investors (including a Sub-Fund) will be able to trade certain stocks listed on the SSE (the "**SSE Securities"**) and the SZSE (the **"SZSE Securities"**) via the Stock Connect.

SSE Securities include all the constituent stocks from time to time of the SSE 180 Index and SSE 380 Index, and all the SSE-listed China A-shares that are not included as constituent stocks of the relevant indices but which have corresponding H-shares listed on The Stock Exchange of Hong Kong Limited (the "**SEHK"**), except the following:

a) SSE-listed shares which are not traded in renminbi; and

b) SSE-listed shares which are included in the "risk alert board".

SZSE Securities will include all the constituent stocks of the SZSE Component Index and the SZSE Small/Mid Cap Innovation Index which have a market capitalisation of not less than renminbi 6 billion, and all the SZSE-listed China A-shares which have corresponding H-shares listed on SEHK, except the following:

a) SZSE-listed shares which are not traded in renminbi; and

b) SZSE-listed shares which are included in the "risk alert board".

At the initial stage of Shenzhen-Hong Kong Stock Connect, shares listed on the ChiNext Board of SZSE under Northbound Trading Link will be limited to institutional professional investors. Subject to resolution of related regulatory issues, other investors may subsequently be allowed to trade such shares.

It is expected that the list of eligible securities will be subject to review.

## Trading day

Investors (including a Sub-Fund) can only trade on the other market on days where both markets are open for trading, and banking services are available in both markets on the corresponding settlement days.

## Trading quota

Trading under the Stock Connect is subject to a daily quota ("**Daily Quota"**), for each of Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, which is separate for Northbound and Southbound Trading. The Daily Quota limits the maximum net buy value of cross-boundary trades under the Stock Connect each day. The quotas do not belong to any Sub-Fund and are utilised on a first-come-first-serve basis. The SEHK monitors the quota and publishes the remaining balance of the Northbound Trading Daily Quota at scheduled times on the HKEX's website. The Daily Quota may change in future. The Manager will not notify investors in case of a change of quota.

## Settlement and Custody

The Hong Kong Securities Clearing Company Limited (the "**HKSCC"**) is responsible for the clearing, settlement and the provision of depository, nominee and other related services of the trades executed by Hong Kong market participants and investors. SSE Securities or SZSE Securities acquired by an investor through Northbound Trading is maintained with such investor's broker's or custodian's stock account with the Central Clearing and Settlement System (**"CCASS"**) operated by the HKSCC.

## Corporate actions and shareholders' meetings

Notwithstanding the fact that HKSCC does not claim proprietary interests in the SSE Securities or SZSE Securities held in its omnibus stock account in the China Securities Depository and Clearing Corporation Limited (the "**CSDCC"**), the CSDCC as the share registrar for SSE or SZSE listed companies still treats the HKSCC as one of the shareholders when it handles corporate actions in respect of such SSE Securities or SZSE Securities. The HKSCC monitors the corporate actions affecting SSE Securities or SZSE Securities and keeps the relevant CCASS participants informed of all such corporate actions that require CCASS participants to take steps in order to participate in them.

## Currency

Hong Kong and overseas investors (including a Sub-Fund) can trade and settle SSE Securities and SZSE Securities in renminbi only.

## Trading fees and taxes

In addition to paying trading fees and stamp duties in connection with A-Share trading, a Sub-Fund may be subject to other fees and taxes concerned with income arising from stock transfers which are determined by the relevant authorities.

### Coverage of Investor Compensation Fund

A Sub-Fund's investments through Northbound trading under the Stock Connect is not covered by Hong Kong's Investor Compensation Fund. Hong Kong's Investor Compensation Fund is established to pay compensation to investors of any nationality who suffer pecuniary losses as a result of default of a licensed intermediary or authorised financial institution in relation to exchange-traded products in Hong Kong. Since default in Northbound trading via the Stock Connect do not involve products listed or traded in the SEHK or the Hong Kong Futures Exchanges Limited, they will not be covered by the Investor Compensation Fund. On the other hand, since a Sub-Fund will be carrying out Northbound trading through securities brokers in Hong Kong but not mainland Chinese brokers, the Sub-Fund's investments are not protected by the China Securities Investor Protection Fund in mainland China.

Further information about the Stock Connect is available at the website: https://www.hkex.com.hk/Mutual-Market/Stock-Connect?sc_lang=en

# Appendix VIII – Bond Connect

## China-Hong Kong Mutual Access Program

Bond Connect is the historic opening up of the China Interbank Bond Market ("**CIBM**") to global investors through the China-Hong Kong mutual access program. Bond Connect is an initiative which was launched in July 2017 to facilitate CIBM access between Hong Kong and mainland China. It was established by China Foreign Exchange Trade System & National Interbank Funding Centre (**"CFETS"**), China Central Depository & Clearing Co., Ltd (**"CCDC"**), Shanghai Clearing House (**"SHCH"**), HKEX and the Central Moneymarkets Unit (**"CMU"**) of the Hong Kong Monetary Authority (**"HKMA"**). CMU is subject to the ongoing statutory oversight of the HKMA which is carried out by the Financial Market Infrastructure Oversight team at the HKMA.

Bond Connect aims to enhance the efficiency and flexibility of investing in the CIBM. This is accomplished by easing the access requirements to enter the market, the use of the Hong Kong trading infrastructure to connect to CFETS, removal of the investment quota and Bond Settlement Agent, all of which are required to invest in the CIBM directly.

## Asset Segregation

Under Bond Connect, assets are distinctly segregated into three levels across the onshore and offshore central depositories ("**CSD**"). It is mandatory for investors using Bond Connect to hold their bonds in a segregated account at the offshore depository in the name of the end investor.

Bond purchased through Bond Connect will be held onshore with the CCDC/SCH in a nominee structure in the name of the CMU. Investors will be the beneficial owners of the bonds via a segregated account structure in the CMU in Hong Kong.

## Trading Link

Participants to Bond Connect register with trading platforms including Tradeweb and Bloomberg, the Bond Connect offshore electronic trading platforms which link directly into CFETS. These platforms will allow trading with designated onshore Bond Connect market makers using the Request for Quotation ("**RFQ**") protocol.

The designated Bond Connect market makers provide tradable prices through CFETS. The quote will include the full amount with the clean price, yield to maturity and effective period for the response. The market makers can decline to respond to the RFQ and can decline, amend or withdraw the quote as long as it has not been accepted by the potential buyer. Upon acceptance of the quote by the potential buyer, all other quotes automatically become invalid. CFETS will then generate a trade confirmation which the market maker, buyers, CFETS and depository will use to process the settlement.

## Transaction Flow for Settlement Process and Link

Settlement is effected via the settlement link between the CMU in Hong Kong and CCDC in the PRC.

For delivery versus payment transactions:

- Settlement instruction must be matched and affirmed in the CCDC system by 10:00 Hong Kong time. Securities are earmarked for the transaction and blocked by the CCDC system.
- Mainland China trading counterparty (the buyer) pays the settlement cash proceeds to CMU by 13:00 Hong Kong time.

After 17:00 Hong Kong time, upon confirmation from CMU that funds have been received, CCDC will deliver the securities to the mainland China bond dealers. This triggers CMU to transfer the settlement cash proceeds to the relevant sub-custodians.

# Appendix IX – Benchmark Provider Disclaimers

**Bloomberg**

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# Annex A to the Prospectus – Master Schedule of Sub-Funds

**BNY ETF ICAV**

**An open-ended umbrella Irish collective asset-management vehicle with segregated liability between sub-funds formed in Ireland under the ICAV Act and authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations**

**Dated 8 October 2026**

This document forms part of and should be read in conjunction with the Prospectus dated 8 October 2026 (the "**Prospectus**"), and the relevant Supplement for each Sub-Fund. This Annex A supersedes and replaces all prior versions hereof.

Distribution of this Annex A is not authorised unless accompanied by a copy of the Prospectus and the Supplement for the relevant Sub-Fund.

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

## List of Sub-Funds of the ICAV

The ICAV has the following Sub-Funds established as at the date of this Annex namely:

- BNY Global Aggregate Bond Active UCITS ETF
- BNY Global High Yield Active UCITS ETF
- BNY US High Yield Active UCITS ETF
- BNY Euro Corporate Bond Active UCITS ETF
- BNY Global Corporate Bond Active UCITS ETF

# BNY Global Aggregate Bond Active UCITS ETF

## SUPPLEMENT DATED 8 OCTOBER, 2026

### a sub-fund of BNY ETF ICAV

An Irish collective asset-management vehicle and an open-ended umbrella fund with segregated liability between sub-funds formed in Ireland under the Irish Collective Asset-management Vehicles Act 2015 and authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations.

Additional information to that contained in the Prospectus may be provided to third parties (i.e. stockbrokers/ intermediaries) as to the investor profile to enable these third parties to comply with their legal or regulatory obligations.

### Important Information

**This Supplement contains information relating specifically to BNY Global Aggregate Bond Active UCITS ETF (the "Sub-Fund"), which forms part of and should be read in conjunction with the Prospectus dated 8 October , 2026 for BNY ETF ICAV (the "ICAV").**

The Sub-Fund is an actively managed UCITS ETF.

The Directors of the ICAV, whose names appear in the "*Management of the ICAV – The Board of Directors*" 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), the information contained in this Supplement is in accordance with the facts and does not, in the Directors' judgement, omit anything likely to materially affect the import of such information. The Directors accept responsibility accordingly.

As the price of Shares in the Sub-Fund may fall as well as rise, the Sub-Fund shall not be a suitable investment for an investor who cannot sustain a loss on their investment.

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

**The Sub-Fund may invest in financial derivative instruments ("FDI") for investment purposes, hedging and for efficient portfolio management purposes (as detailed below). The use of FDI for investment purposes may be extensive.**

This Supplement is not a guide to the future volatility of the Sub-Fund which may move over time. Investors may also refer to the KIID/ KID for the most up-to-date SRRI/SRI measurement.

Investors should read and consider Appendix III to the Prospectus (entitled "*Risk Factors*") before investing in the Sub-Fund.

The Directors of the ICAV may create new Share Classes from time to time, provided that the creation of any such new Share Classes is notified in advance to and cleared by the Central Bank. A separate pool of assets will not be maintained for each of the Share Classes.

## Definitions and Key Information

Unless otherwise stated below, all capitalised terms used in this Supplement shall have the same meaning as in the Prospectus.

| | |
|---|---|
| **Base Currency** | USD |
| **Benchmark** | Bloomberg Global Aggregate Index (hedged to U.S. Dollars) |
| **Business Day** | In relation to the Sub-Fund, a day on which markets are open for business in England (or such other day as the Directors may from time to time determine subject to advance Shareholder notice). |
| **Dealing Day** | In general, each Business Day will be a Dealing Day. However, some Business Days will not be Dealing Days where, for example, markets on which the Sub-Fund's Investments are listed or traded or markets relevant to the Benchmark are suspended or closed or where there is a public holiday in the relevant jurisdiction in which a delegate of the Investment Manager is based provided there is at least one Dealing Day per fortnight, subject always to the Directors' discretion to temporarily suspend the determination of the Net Asset Value and the sale, switching and/or redemption of Shares in the ICAV or the Sub-Fund in accordance with the provisions of the Prospectus and the Instrument of Incorporation.<br>The Investment Manager produces dealing calendars which detail in advance the Dealing Days for the Sub-Fund. The dealing calendar may be amended from time to time by the Investment Manager where, for example, the relevant markets operator, regulator or exchange (as applicable) declares a relevant market closed for trading and/or settlement (such closure may be made with little or no notice to the Investment Manager). The dealing calendar for the Sub-Fund and each Share Class within the Sub-Fund is available from BNY's website: https://www.bny.com/investments |
| **Dealing Deadline - Cash** | 16:30 hrs (UK time) on the Business Day immediately prior to each Dealing Day or such earlier or later time as may be determined by the Manager or the Investment Manager at their discretion with prior notice to Authorised Participants, which is the cut-off time in respect of any Dealing Day for receipt of applications for subscriptions and redemptions in the Sub-Fund. |
| **Dealing Deadline - In Kind** | 16:30 hrs (UK time) on the Business Day immediately prior to each Dealing Day or such earlier or later time as may be determined by the Manager or the Investment Manager at their discretion with prior notice to Authorised Participants, which is the cut-off time in respect of any Dealing Day for receipt of applications for subscriptions and redemptions in the Sub-Fund. |
| **Distribution Date** | On the basis that the Distributing Share Classes distribute semi-annually, it is expected that distributions would be declared and paid by the final Business Day of the calendar months of April and October. |
| **Investment Manager** | Insight Investment Management (Global) Limited.<br>Insight Investment Management (Global) Limited is a private limited company incorporated under the laws of England and Wales. It is regulated by the FCA in the UK. Insight Investment Management (Global) Limited is a subsidiary of Insight Investment Management Limited which is a wholly owned subsidiary of The Bank of New York Mellon Corporation. |
| **LEI** | 213800NLWU11UN2O4L59 |
| **Minimum Subscription Amount** | 200,000 Shares or its cash equivalent. This may be reduced or increased in any case at the discretion of the Manager. |
| **Minimum Redemption Amount** | 200,000 Shares or its cash equivalent. This may be reduced or increased in any case at the discretion of the Manager. |
| **Settlement Date** | In respect of subscriptions, within two (2) Business Days after the relevant Dealing Day and, in respect of redemptions, generally within two (2) Business Days after the relevant Dealing Day (unless otherwise agreed with the Manager or its delegate) and in any event will occur within a maximum of ten Business Days of the Dealing Deadline.<br>If a market is closed for trading or settlement on any Business Day during the period between the relevant Dealing Day and the expected Settlement Date (inclusive), and/or settlement in the currency of the relevant Share Class is not available on the expected Settlement Date, there may be corresponding delays to the settlement deadline. |
| **Sub-Investment Manager** | Insight North America LLC.<br>Insight North America LLC is a New York limited liability company and is registered in the United States with the U.S. Securities and Exchange Commission as an investment adviser and with the National Futures Association as a Commodity Trading Adviser pursuant to 4.7(c) of the U.S. Commodity Exchange Act. Insight North America LLC is a subsidiary of Mellon Global Investing Corporation which is a wholly owned subsidiary of The Bank of New York Mellon Corporation. |
| **Valuation Point** | 22:00 hrs (UK time) on a Business Day or such other time as the Directors may from time to time determine provided that such time is always after the Dealing Deadline and provided that all Shareholders are notified in advance. |
| **Website** | https://www.bny.com/investments<br>Information on portfolio composition and the Net Asset Value shall be made available on the Website on each Dealing Day. |

## Information on the Sub-Fund

## Investment Objective, Investment Policy and Other Information

### INVESTMENT OBJECTIVE

The Sub-Fund aims to achieve a medium to long-term return in excess of the Benchmark, net of fees, from income and capital growth. While the Sub-Fund seeks to outperform the Benchmark over time, no specific outperformance target is set or guaranteed.

### INVESTMENT POLICY

The Sub-Fund will invest at least 75% of the Sub-Fund's Net Asset Value in a global portfolio of investment grade government, government-related (such as listed debt and debt-related securities issued or guaranteed by any sovereign government agencies, local authority and supranational such as municipal bonds), supranational, corporate, asset-backed and mortgage-backed debt and debt-related securities (hereinafter "**Debt and Debt Related Securities**").

The Debt and Debt-Related Securities in which the Sub-Fund may invest may be fixed or floating rate and include the following: floating rate notes, Reg. S/144A securities, step-up bonds, debentures, payment in kind bonds, toggle bonds, zero coupon bonds, asset-backed securities ("**ABS**"), mortgage-backed securities ("**MBS**"), collateralised mortgage obligations ("**CMOs**"), collateralised debt obligations ("**CDOs**"), collateralised loan obligations ("**CLOs**"), convertible bonds (including mandatory convertible bonds but which will not include contingent convertible securities), Yankee bonds, and money market instruments (such as certificates of deposit, commercial paper and overnight deposits).

Please see the "*Fixed Income Instruments Directory*" in the main body of the Prospectus for descriptions of the Debt and Debt-Related Securities.

The Sub-Fund may invest up to:

a) 20% of its Net Asset Value in sub investment-grade Debt and Debt Related Securities. The Investment Manager considers a security to be sub-investment grade if it is rated BB+ or lower (or equivalent) as rated by a recognised rating agency or if unrated, will be deemed by the Investment Manager to be rated BB+ or lower (or equivalent),

b) 100% of its Net Asset Value in agency MBS,

c) 20% of its Net Asset Value in non-agency MBS and ABS (issued by private institutions such as private banks), including up to 10% of its Net Asset Value in aggregate in CMOs, CDOs and CLOs,

d) 10% of its Net Asset Value in convertible bonds,

e) 100% of its Net Asset Value in Debt and Debt-Related Securities issued as Reg S/144A securities,

f) 5% in aggregate of its Net Asset Value in equities including warrants and stock purchase rights in connection with restructuring of debt investments held by the Sub-Fund,

g) 10% of its Net Asset Value in securities issued and/or guaranteed by a single sovereign issuer with a credit rating below investment grade. A single sovereign issuer shall include its government, a public or local authority.

The Sub-Fund may invest up to 10% of its Net Asset Value in aggregate in open-ended CIS, including exchange-traded funds ("**ETFs**") and money market funds. CIS may include another Sub-Fund or Sub-Funds of the ICAV or other funds advised by the Investment Manager or an Affiliate. Any investment in closed-ended CIS constituting Transferable Securities will be in accordance with the criteria and investment limits for Transferable Securities, as set out under the heading "*Investment Restrictions*" in the Prospectus.

The Sub-Fund may also hold high levels of cash and liquid near cash assets in certain circumstances. Please see "*Cash and Collateral Management*" below for further details.

The minimum credit rating of the Debt and Debt-Related Securities in which the Sub-Fund may invest at time of purchase is B- (or its equivalent), or, in the case of asset-backed securities, mortgage-backed securities and other similar securitised investments linked to credit risk, is BBB- (or its equivalent) as rated by a recognised rating agency. The Sub-Fund may invest in unrated Debt and Debt-Related Securities provided the Investment Manager deems them to be of an equivalent quality as set out above. The Investment Manager may determine unrated securities to be investment grade or sub-investment grade. In the case of a split rating (i.e. different ratings are given by two or more rating agencies), the lower of the two highest ratings will be considered. In the event that any Debt and Debt-Related Securities held by the Sub-Fund are subsequently downgraded below the limits referred to above, the Investment Manager may maintain a maximum exposure of 3% of the Net Asset Value of the Sub-Fund to such downgraded securities. To the extent that the aggregate value of such securities exceeds 3% of the Net Asset Value of the Sub-Fund, any which have not been upgraded within a six-month period, will be sold. Exposures arising from the underlying holdings of CIS will be taken into account in the application of the restrictions set out in this section.

With the exception of permitted investment in unlisted Transferable Securities and approved money market instruments, the Sub-Fund's investments shall be listed or traded on Markets. A list of the Markets is set out in Appendix II of the Prospectus.

The Sub-Fund intends to invest globally with no particular asset class or industry sector focus, however the Sub-Fund may at times be concentrated in particular asset classes, industry sectors or geographical regions, for example the U.S., depending on where the Investment Manager sees investment opportunities.

The Sub-Fund may invest up to 35% of its Net Asset Value in emerging market countries (e.g. China).

The Sub-Fund may also invest up to 25% of its Net Asset Value in debt securities in the People's Republic of China ("**PRC**") traded in the China interbank bond market ("**CIBM**") via Bond Connect (as further described in Appendix VIII to the Prospectus).

The Sub-Fund may invest up to 10% of its Net Asset Value in private placements. This excludes Reg S/144A bonds that are not considered to be private placements.

The Sub-Fund may take both long positions and synthetic short positions, using FDI as described in the section "Use of FDI" below. Short positions may be held synthetically in order to hedge long exposure or to express positional views on the direction or volatility of a market, asset class or individual issuer to which the Sub-Fund may be exposed (i.e. looking to benefit from adverse movements in the value thereof).

The Sub-Fund may gain exposure to FDI as set out under the heading “Use of FDI” below.

## USE OF FDI

The Sub-Fund may use FDI for investment purposes and may invest in the following exchange traded and OTC FDI for such purposes: futures, options, forwards and swaps .

The Sub-Fund may also utilise the following types of FDI for efficient portfolio management purposes: futures, options, swaps, securities with embedded FDI, forwards, warrants, and repurchase/reverse repurchase agreements, subject to the conditions and limits set out in the UCITS Regulations. Please see "*Efficient Portfolio Management, FDIs And Securities Financing Transactions*" in the Prospectus for further information on the types of techniques and FDI the Sub-Fund may use for efficient portfolio management purposes.

Whilst the Sub-Fund's Base Currency is USD, it may invest in non-USD denominated assets which may not necessarily be hedged back into USD using currency-related FDI. The currency-related FDI which may be used by the Sub-Fund for hedging purposes are further described in the Prospectus in the section "*Use of FDI*".

Further details regarding the use of FDI for investment, hedging and efficient portfolio management purposes, including their commercial purpose, are described in the Prospectus in the section entitled "*Efficient Portfolio Management, FDIs And Securities Financing Transactions".*

It is intended that the Sub-Fund will be managed to operate in normal circumstances with full flexibility from the perspective of long/short positions (that is, within an anticipated range of 100%, i.e. all of its assets, in long positions, short positions or a combination of the two). For the avoidance of doubt, the reference to 100% of assets being invested in long or short positions does not relate to global exposure levels in the Sub-Fund or the amount of leverage which can be taken by the Sub-Fund and investors should refer to the global exposure and leverage disclosures below for further information.

## ENVIRONMENTAL AND SOCIAL CHARACTERISTICS

While the Sub-Fund does not have Sustainable Investment as defined under SFDR as its investment objective, the Sub-Fund will invest at least 10% of its Net Asset Value in Sustainable Investments. The Sub-Fund promotes environmental and/or social characteristics and invests in corporate issuers with good governance pursuant to Article 8 of SFDR.

The Sub-Fund promotes the following environmental and social characteristics:

- A minimum allocation to Sustainable Investments; and
- A minimum environmental and/or social standard through the application of exclusions as detailed below.

In applying these exclusions, the Sub-Fund shall promote:

a) respect for social norms by excluding sovereign issuers that are, amongst others, in breach of social violations including, but not limited to, human rights issues and are subject to sanctions;

b) a transition towards low-carbon energy by excluding issuers with material involvement in certain carbon intensive activities;

c) the conduct of business in accordance with international norms by excluding corporate issuers that are in violation of the United Nations Global Compact ("**UNGC**") principles or the Organisation for Economic Cooperation and Development ("**OECD**") Guidelines for Multinational Enterprises, each of which covers human rights, labour standards, the environment and anti-corruption; and

d) better health and social cohesion by excluding issuers which are involved in, amongst others, the production of tobacco and controversial weapons production.

**Please refer to the SFDR Annex which has been prepared for the purpose of meeting the specific financial product level disclosures contained in SFDR and specifically, the disclosure requirements applicable to an Article 8 fund such as the Sub-Fund.**

## BENCHMARK

The Benchmark is a flagship measure of global investment grade debt from twenty-eight local currency markets. This multi-currency benchmark, hedged to US Dollars, includes fixed rate government, government-related, corporate and securitised fixed-rate bonds from both developed and emerging markets issuers. There are four regional aggregate benchmarks that largely comprise the Global Aggregate Index: the US Aggregate, the Pan-European Aggregate, the Asian-Pacific Aggregate, and the Canadian Aggregate Indices. The Benchmark also includes Eurodollar, Euro-Yen, and 144A Index-eligible securities, and debt from five local currency markets not tracked by the regional aggregate benchmarks (Chilean Peso, Colombian Peso, Mexican Peso, Peruvian Sol and Israeli New Shekel).

Additional information on the Benchmark can be found here:

https://assets.bbhub.io/professional/sites/27/Global-Aggregate-Index.pdf

The Sub-Fund's main holdings will be global investment grade debt and debt-related securities ("**Global IG**"). The Benchmark covers a significant proportion of this investable universe and as a consequence, the majority of the Sub-Fund's holdings (i.e. at least 51%) will either be, or expected to be, a) constituents of the Benchmark at the next rebalancing date or b) constituents of the Benchmark at the time of purchase but are no longer constituents due to their maturity falling to below one year.

The Sub-Fund is actively managed, which means the Investment Manager has discretion over the selection of investments, subject to the investment objective and policy. The Sub-Fund will aim to achieve a return in excess of the Benchmark. However, the Sub-Fund's allocation to Global IG and the weightings of individual holdings may deviate from the Benchmark. The Sub-Fund is also able to allocate a portion of its assets to non-Global IG holdings and securities that are not Benchmark constituents. For the avoidance of doubt, the Sub-Fund will not seek to replicate the Benchmark, rather the Sub-Fund will hold a portfolio of securities (which may include but will not be limited to Benchmark constituents) which are actively selected and managed with the aim of delivering an investment performance which exceeds that of the Benchmark.

Further information relevant to the Sub-Fund's investment policy is contained in the main part of the Prospectus under "*Investment Objective and Policies*" and under "*Investment Restrictions*".

## INVESTMENT STRATEGY

The Sub-Fund follows an actively managed investment strategy designed to deliver outperformance when compared to the Benchmark.

The investment strategy of the Sub-Fund is facilitated by an investment process that is undertaken by the Investment Manager's specialist portfolio managers and analysts in order to access a broad global bond universe.

The investment strategy of the Sub-Fund is a combination of:

a) research to understand the current and future macroeconomic environment, for growth, inflation, interest rates, and what impact these factors may have on Debt and Debt-Related Securities and currencies. This understanding is developed using a number of sources including economic data releases as well as central bank and government policy;

b) analysis to assess the different asset classes that make up the investments in the Sub-Fund to anticipate their return generating potential against the likely economic path and relative to market pricing;

c) bottom-up security selection to determine the individual investments from which to construct the asset class exposures. The "bottom-up" credit research and analysis involve an assessment of the creditworthiness of the issuer incorporating an analysis of key credit metrics, such as leverage and cash flow.

Once this analysis is complete the Investment Manager can decide the asset allocation of the Sub-Fund, i.e., what percentage of the assets to invest in the asset classes. The Investment Manager may consider factors such as expense and ease of implementation when deciding how to implement the investment strategy and gain exposure to the asset classes, e.g., using FDI or CIS rather than buying assets directly.

## CASH AND COLLATERAL MANAGEMENT

The Sub-Fund will hold cash and liquid near cash assets in certain circumstances, such as meeting redemptions, for facilitating payment of expenses, holding cash on deposit pending reinvestment and to provide collateral to support FDI exposure.

In addition, in certain circumstances, the Sub-Fund may hold high levels of cash and liquid near cash assets (i.e. up to 20% of the Sub-Fund's Net Asset Value) for example, where there is extreme volatility or where market conditions require a defensive investment strategy.

Liquid near cash assets may include money market instruments such as certificates of deposits, commercial paper, term deposits and bank deposits. It is intended that issuers and/or guarantors of any such securities and instruments will have a credit rating at the time of purchase of at least A1/P1 (or its equivalent) from a recognised rating agency, or will be deemed by the Investment Manager to be of equivalent quality.

Further information relevant to the Sub-Fund's investment policy is contained in the Prospectus under "*Investment Objectives and Policies*" and under "*Investment Restrictions*".

### Currency Hedging

In addition to the above, the ICAV may enter into certain currency related transactions (using spot and forward currency contracts, currency options and currency swaps) in order to hedge the currency exposure of the Classes denominated in a currency other than the Base Currency, as further described under the heading “Currency Hedged Share Classes” in the Prospectus.

Furthermore, as a result of currency hedging, hedged Share Classes may be exposed to counterparty risk as further detailed in the section of the Prospectus entitled "*Credit Risk and Counterparty Risk*".

Please refer to the section of the Prospectus entitled "*Efficient Portfolio Management, FDIs And Securities Financing Transactions*" for further details.

## GLOBAL EXPOSURE AND LEVERAGE

| | |
|---|---|
| **Global Exposure Methodology** | Relative VaR |
| **VaR Limit** | The Sub-Fund's portfolio will not exceed twice the VaR on a representative benchmark (using a 5 Business Day holding period) |
| **Relative VaR Benchmark** | Bloomberg Global Aggregate Index (hedged to U.S. Dollars) |
| **Gross Leverage Limit** | 50% – 600% of the Net Asset Value. The gross leverage may exceed this target level at times.<br>For these purposes, leverage is calculated using the "sum of the notionals" methodology in respect of the FDI utilised by the Sub-Fund, as further described in the section entitled "Leverage" in the Prospectus. The expected level of leverage is expressed as a broad range because the Sub-Fund's use of FDI may vary over time depending on market conditions, the availability of physical securities and the investment strategy being implemented. |

For more information on the Relative VaR approach and Gross Leverage please see "*Leverage*" section in the Prospectus.

## SECURITIES FINANCING TRANSACTIONS

The Sub-Fund may enter into Total Return Swaps ("**TRS**") and may engage in SFTs, i.e. repurchase/reverse repurchase agreements, as described under the heading "*Efficient Portfolio Management, FDIs and Securities Financing Transactions*" in the Prospectus.

The maximum exposure of the Sub-Fund in respect of TRS shall be 50% and in respect of SFTs shall be 100% of the Net Asset Value of the Sub-Fund. However, it is anticipated that the Sub-Fund's exposure in respect of TRS will not exceed 30% and in respect of SFTs will not exceed 25% of the Net Asset Value of the Sub-Fund. The types of assets that will be subject to TRS and SFTs will be securities which are of a type which is consistent with the investment policy of the Sub-Fund.

The use of Securities Financing Transactions may expose the Sub-Fund to the risks disclosed under the section of the Prospectus titled Risk Factors.

Additional detail on SFTs and TRS, including acceptable collateral and counterparty procedure is given under the headings "*Efficient Portfolio Management, FDIs And Securities Financing Transactions*", "*Collateral Policy*" and "*Risk Factors*" in the Prospectus.

## SUSTAINABILITY RISKS

In addition to the investment exclusions described above, the Investment Manager considers one or more ESG factors alongside other non-ESG factors in the majority of its investment decisions. Those ESG factors are generally no more significant than other factors in the investment selection process, such that ESG factors may not be determinative in deciding to include or exclude any particular investment in the Sub-Fund. However, the Investment Manager does exclude issuers from the investment universe as per the criteria set out in the binding elements section of the SFDR Annex. Where it considers ESG factors, as detailed below, the Investment Manager is taking sustainability risks into account, which is the risk that the value of the relevant investments could be materially negatively impacted by an ESG event or condition ("**ESG Event**").

The Investment Manager considers ESG factors as part of the investment process for the Sub-Fund through the use of:

a) An ESG rating framework for corporate and sovereign holdings and a proprietary questionnaire for asset-backed securities and structured notes which aims to highlight the key sustainability risks of relevant issuers.

b) Given the nature of the respective sub-asset classes, consideration of ESG risks via a questionnaire is limited in its application and is not a pre-requisite for investing. The level of coverage via the ESG rating framework can vary and at times there may not be ratings available for a proportion of the portfolio.

The Sub-Fund may underperform or perform differently relative to other comparable funds that do not consider ESG factors in their investment decisions and there is a risk that the value of the Sub-Fund could be materially negatively impacted by an ESG Event.

## PORTFOLIO HOLDINGS DISCLOSURE POLICY

The Sub-Fund's portfolio holdings will be published on the Website. Such information will be made available on a daily basis.

## PROFILE OF A TYPICAL INVESTOR

The Sub-Fund is suitable for all types of investors, with basic investment knowledge, seeking to invest in an actively managed fund pursuing the objective and investment policy of the Sub-Fund as described above. It is expected that all investors will understand and appreciate the risks associated with investing in Shares of the Sub-Fund, including the potential for volatility in the value of such Shares, and investors should be looking to invest for at least five years.

### Key Information for Buying and Selling Shares

Shares may be subscribed for and redeemed on each Dealing Day by making an application before the Dealing Deadline. Such Shares will be issued or redeemed at the Net Asset Value per Share plus (in the case of subscriptions) or less (in the case of redemptions) an amount in respect of Duties and Charges, where applicable, on each Dealing Day, as disclosed below.

Please see the section of the Prospectus entitled "Share Dealing On The Primary Market" for further information.

## SHARE CLASSES

The classes of Shares in the Sub-Fund which are available to investors are set out below and are distinguished by designated currency and levels of fees and charges levied as set out below.

| Share Class Name | Class Currency | Dividend Policy | TER |
|---|---|---|---|
| USD Accumulating | USD | Accumulating | 0.20% |
| EUR Hedged Accumulating | EUR | Accumulating | 0.20% |
| GBP Hedged Accumulating | GBP | Accumulating | 0.20% |
| CHF Hedged Accumulating | CHF | Accumulating | 0.20% |
| EUR Hedged Distributing | EUR | Distributing (Semi-annually) | 0.20% |
| GBP Hedged Distributing | GBP | Distributing (Semi-annually) | 0.20% |
| CHF Hedged Distributing | CHF | Distributing (Semi-annually) | 0.20% |

## INITIAL OFFER PERIOD

The Initial Offer Period of the unlaunched classes of Shares shall open from 9 October 2026 to 8 April 2027. Shares may be subscribed for during the Initial Offer Period at the Initial Issue Price.

Thereafter, the Sub-Fund shall be continuously open for subscriptions on each Dealing Day and Shares will be available at the prevailing Net Asset Value per Share calculated as at the Valuation Point on the relevant Dealing Day.

## INITIAL ISSUE PRICE

Approximately 10EUR, 10 GBP, 10CHF or 10USD depending on the currency of the relevant Class of Shares (plus an amount in respect of Duties and Charges, if any, applicable to the relevant Class).

Following the close of the Initial Offer Period, Shares will be available at the prevailing Net Asset Value per Share calculated as at the Valuation Point on the relevant Dealing Day.

## SUBSCRIPTIONS – PRIMARY MARKET

Shares will be issued on each Dealing Day at the Dealing NAV with an appropriate provision for Duties and Charges in accordance with the provisions set out below and in the Prospectus. Participants may subscribe for Shares for cash or in kind on each Dealing Day by making an application by the Dealing Deadline in accordance with the requirements set out below and in the "Share Dealing On The Primary Market" section of the Prospectus. Consideration, in the form of cleared subscription monies/securities, must be received by the Settlement Date.

## REDEMPTIONS

Shareholders may effect a redemption of Shares on any Dealing Day at the appropriate Dealing NAV, subject to an appropriate provision for Duties and Charges, in accordance with the provisions set out in this section and at the "Share Dealing On The Primary Market" section of the Prospectus. Settlement will normally take place by the Settlement Date but may take longer depending on the settlement schedule of the underlying markets. In any event, settlement will not take place later than 10 Business Days from the Dealing Deadline.

## LISTING

An application has been made for the Shares to be admitted to the official list and to trading on Euronext Dublin. Shares may also be admitted to trading on other Relevant Stock Exchanges as specified on the Website.

## EXCHANGE TRADED FUND

Subject to the requirements set out herein, the Shares of this Sub-Fund (where they are listed on the Relevant Stock Exchanges) are fully transferable among investors.

**Shares purchased on the Secondary Market cannot usually be sold directly back to the Sub-Fund. Investors must buy and sell Shares on a Secondary Market with the assistance of an intermediary (e.g. a stockbroker) and may incur fees for doing so. In addition, investors may pay more than the current Net Asset Value when buying Shares and may receive less than the current Net Asset Value when selling them.**

## DIVIDEND POLICY

Where the ICAV intends to declare dividends with respect to one or more Classes of the Sub-Fund, the proposed frequency of such dividend declarations shall be as set out in the table in the section entitled "Share Classes".

It is not the current intention of the Directors to declare dividends in respect of the Classes identified as "Accumulating" classes in this Supplement. The income, earnings and gains of an Accumulating Share Class will be accumulated and reinvested. Any change to this dividend policy shall be set out in an updated version of the Supplement and notified to the Shareholders in advance.

It is intended to declare dividends in respect of the Classes identified as "Distributing" classes in this Supplement. Distributions in respect of these Classes will be declared on each Distribution Date in each year provided that if such dates are not Business Days, the declaration date will be the Business Day immediately following such date respectively. Please refer to the section of the Prospectus entitled "*Dividend Policy*" for further information.

## FEES AND EXPENSES

The Sub-Fund pays all of its fees and expenses (and its due proportion of any costs and expenses of the ICAV allocated to it) as a single flat fee (the "**Total Expense Ratio**" or "**TER**"). The TER is calculated and accrued daily from the Net Asset Value of the relevant Class of the Sub-Fund and payable monthly in arrears. The TER applicable to each Class is as set out in the table under the heading "*Share Classes*" above and the single flat fee charged shall not exceed the amount specified therein.

The TER shall be up to 0.20% per annum of the Net Asset Value of each Class of Shares. Until 17 November 2028, the TER is subject to a fee waiver of 0.10% per annum of the Net Asset Value per Class of Shares, with the result that the effective TER until that date shall be up to 0.10% per annum of the Net Asset Value per Class of Shares. The fee waiver shall automatically expire on 17 November 2028, following which the TER shall revert to the rate specified above.

This section should be read in conjunction with the section entitled "*Fees and Expenses*" in the Prospectus, which describes, among other matters, any expenses not covered by the TER and any Duties and Charges that may be applied to Primary-Market transactions.

### Duties and Charges

A fee may be charged by the ICAV on the issue and/or redemption of Shares to cover the Duties and Charges relating to such issue and/or redemption.

For the avoidance of doubt, Duties and Charges shall be added to the Subscription Price or shall be deducted from the Redemption Price payable to the investor.

## Risk Factors

Investors' attention is drawn to the section entitled "*Risk Factors*" in the Prospectus, including "*Financial Derivative Instrument Risks*" which provides additional information on the risks associated with FDI including leverage and the risk that changes in the value of the FDI may not correlate perfectly with the underlying asset, rate, or index.

Please also see "Structured Products Risk", "Fixed Income Securities Risks" and "Risks of Investing in Callable and Puttable Bonds" respectively in the Prospectus for details of the risks associated with MBS, ABS, covered bonds, bullet bonds, callable and puttable bonds.

*Annex*

*Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852.*

# Product name: BNY Global Aggregate Bond Active UCITS ETF

# Legal entity identifier: 213800NLWU11UN2O4L59

## Environmental and/or social characteristics

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

**Does this financial product have a sustainable investment objective?**

| ●● ☐ Yes | ●○ ☑ No |
|---|---|
| ☐ It will make a minimum of **sustainable investments with an environmental objective**: ___% | ☑ It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of **10.00%** of sustainable investments |
| ☐ in economic activities that qualify as environmentally sustainable under the EU Taxonomy | ☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy |
| ☐ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy | ☑ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy |
| | ☑ with a social objective |
| ☐ It will make a minimum of **sustainable investments with a social objective** ___% | ☑ It promotes E/S characteristics, but **will not make any sustainable investments** |

## What environmental and/or social characteristics are promoted by this financial product?

The Sub-Fund promotes:

- A minimum allocation to Sustainable Investments and
- A minimum environmental and/or social standard through the application of exclusions as detailed below. In applying these exclusions, the Sub-Fund shall promote:
  - i) respect for social norms by excluding sovereign issuers that are in breach of social violations including, but not limited to human rights issues and are subject to sanctions;
  - ii) a transition towards low-carbon energy by excluding issuers with material involvement in certain carbon intensive activities;
  - iii) the conduct of business in accordance with international norms by excluding corporate issuers that are in violation of the United Nations Global Compact ("**UNGC**") principles or the Organisation for Economic Cooperation and Development ("**OECD**") Guidelines for Multinational Enterprises, each of which covers human rights, labour standards, the environment and anti-corruption; and
  - iv) better health and social cohesion by excluding corporate issuers which are involved in, amongst others, the production of tobacco and controversial weapons production.

A reference benchmark has not been designated for the purpose of attaining the environmental and/or social characteristics promoted by the Sub-Fund.

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

- **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

The following sustainability indicators will be used to measure the attainment of environmental and/or social characteristics promoted by the Sub-Fund.

1. An assessment of whether the Sub-Fund has successfully and consistently invested a minimum of 10% of its Net Asset Value in aggregate in Sustainable Investments.
2. An assessment of whether, as applicable:
    - Use of Proceeds Impact Bonds: securities issued by corporate or non-corporate issuers where the proceeds will be, exclusively applied to finance or re-finance in part or in full projects with positive environmental and/or social impacts.
    - Securities issued by issuers that demonstrate meaningful alignment to environmental and/or social themes:
        - in the case of corporate issuers: issuers where at least 20% of their revenue streams are linked to positive environmental and/or social themes; or
        - in the case of non-corporate issuers: issuers that the Investment Manager has assessed as best in class in relation to achieving the targets set by one or more of the UN Sustainable Development Goals ("**UN SDGs**").

          The Investment Manager may use 1) one or more of the UN SDGs or 2) the criteria for determining "environmentally sustainable" economic activities as defined by the EU Taxonomy Regulation, as applicable to define and measure positive environmental and/or social impacts or to define and measure alignment with environmental and/or social themes.
3. **Exclusion Policy:** An assessment of whether the Sub-Fund has successfully and consistently executed its exclusion policy by ensuring the Sub-Fund does not invest in issuers that have material involvement in industries that are deemed by the Investment Manager to be environmentally and/or socially sensitive and are set out below in "*What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?*".

- **What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?**

The objective of the Sustainable Investments that the Sub-Fund partially intends to make is to aim to achieve positive environmental and/or social impacts.

The Sub-Fund intends to invest in the following Sustainable Investments, as applicable:

- Use of Proceeds Impact Bonds: securities issued by corporate or non-corporate issuers where the proceeds will be exclusively applied to finance or re-finance in part or in full projects with positive environmental and/or social impacts.
- Securities issued by issuers that demonstrate meaningful alignment to environmental and/or social themes:
    i) in the case of corporate issuers: issuers where at least 20% of their revenue streams are linked to positive environmental and/or social themes; or
    ii) in the case of non-corporate issuers: issuers that the Investment Manager has assessed as best in class in relation to achieving the targets set by one or more of the UN SDGs.

The Investment Manager may use 1) one or more of the UN SDGs or 2) the criteria for determining "environmentally sustainable" economic activities as defined by the EU Taxonomy Regulation, as applicable to define and measure positive environmental and/or social impacts or to define and measure alignment with environmental and/or social themes.

- **How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?**

The Sustainable Investments do not cause significant harm to any environmental or social sustainable investment objective because they are not categorised by external data provider(s) as "strongly misaligned'' to the UN SDGs, nor are they in breach of the principal adverse impacts ("PAIs") thresholds set by the Investment Manager, or where assessed under the EU Taxonomy, they must be compliant with the EU Taxonomy.

The PAI thresholds are set relative to the investment universe with the aim to limit exposure to the worst performing issuers in the allocation to Sustainable Investments. Identifying the worst performing issuers is done by way of setting a minimum threshold whereby at least 1% of investments may not be eligible to be considered as Sustainable Investments. These thresholds are updated periodically to reflect the dynamic nature of the investment universe. Further information regarding the PAI thresholds as set by the Investment Manager will be provided to Shareholders upon request.

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anticorruption and antibribery matters.

- *How have the indicators for adverse impacts on sustainability factors been taken into account?*

  The Sub-Fund takes into account the following PAIs from:

  Table 1 of Annex I of the Commission Delegated Regulation:

  1. GHG Emissions: Scope 1, 2 and 3.
  2. Carbon Footprint: Scope 1, 2 and 3.
  3. GHG Intensity of Investee Companies: Scope 1, 2 and 3.
  4. Exposure to companies active in the fossil fuel sector.
  5. Share of non-renewable energy consumption and production.
  6. Energy consumption intensity per high impact climate sector: NACE A, B, C, D, E, F, G, H and L.
  7. Activities negatively affecting biodiversity-sensitive areas.
  8. Emissions to water.
  9. Hazardous waste and radioactive waste ratio.
  10. Violations of UN Global Compact principles and Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises.
  11. Lack of processes and compliance mechanisms to monitor compliance with UN Global Compact principles and OECD Guidelines for Multinational Enterprises.
  12. Unadjusted gender pay gap.
  13. Board gender diversity.
  14. Exposure to controversial weapons (anti-personnel mines, cluster munitions, chemical weapons, and biological weapons).
  15. GHG intensity.
  16. Countries subject to social violations.

  The Sub-Fund's investment in an issuer is screened against the PAIs at the time of investment. Further, the PAIs are measured against certain defined thresholds set by the Investment Manager. After a PAI threshold has been crossed, the investment will be reviewed and may be excluded from the Sub-Fund's allocation to Sustainable Investments.

  PAI Data Availability

  The Investment Manager is dependent upon information and data from third party data providers in order to be able to consider principal adverse impacts on sustainability factors. The availability and quality of such data impacts the extent to which each such PAI can be taken into account. In particular, the lack or incomplete reporting of metrics by some issuers means that there is currently only limited data on some adverse indicators. As such for some of the mandatory PAIs listed above, data coverage may be very low. The Investment Manager's analysis of adverse indicators relies on this third-party information and data, and where such information is not available or is incomplete, the Investment Manager's analysis of adverse indicators is necessarily limited. As the data availability improves over time, it is expected that PAIs can be applied to a greater portion of the Investment Manager's investable universe. This will allow for enhanced insight into the adverse impacts caused by issuers.

- *How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:*

  The OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights, including the principles and rights set out in the eight fundamental conventions identified in the Declaration of the International Labour Organisation on Fundamental Principles and Rights at Work and the International Bill of Human Rights (the "**Responsible Business**

**Practices**") collectively cover a very broad range of areas of responsible business, encompassing everything from labour rights to consumer protection to support for internationally recognised human rights within a company's or issuer's sphere of influence.

Sustainable Investments are considered aligned with the Responsible Business Practices unless the issuer does not pass a broad controversy screen provided by a third party which either directly covers one or more of the Responsible Business Practices or is considered an appropriate proxy for one or more of the Responsible Business Practices. It should be noted that, in the absence of relevant data, Sustainable Investments will be assumed to be aligned with the Responsible Business Practices.

However, where the issuers invested in do not pass the screen referred to above, the Investment Manager retains discretion to establish alignment with the Responsible Business Practices solely on the basis of its own review of the issuer.

*The EU Taxonomy sets out a "do not significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

The "do not significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*



## Does this financial product consider principal adverse impacts on sustainability factors?

☑ Yes, The Sub-Fund considers the following PAIs from Table 1 of Annex I of the Commission Delegated Regulation:

- 10.Violations of UN Global Compact principles and Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises
- 11. Lack of processes and compliance mechanisms to monitor compliance with UN Global Compact principles and OECD Guidelines for Multinational Enterprises
- 14. Exposure to controversial weapons (anti-personnel mines, cluster munitions, chemical weapons, and biological weapons)
- 15. GHG intensity
- 16. Countries subject to social violations

In terms of the Sub-Fund's overall consideration of the PAIs, these are measured against defined thresholds. After the data for a PAI indicates a threshold has been crossed the Investment Manager may take any of the following actions including (but not limited to):

- the exclusion of the issuer from within the Sub-Fund;
- a reduction in % allocation to the issuer within the Sub-Fund;
- mitigation of the impact on a security and/or the Sub-Fund;
- engagement with the relevant issuer in an attempt to mitigate the impact at source. If data the Investment Manager receives indicates a PAI threshold has been crossed and the Investment Manager decides to engage, the relevant issuer has one year from the time the Investment Manager raises the issue with them to take reasonable steps to resolve it after which time the Investment Manager will make reasonable endeavours to remove the allocation to the relevant security; and/or
- no action, with justification.

Reporting on consideration of PAIs will be available in an annex to the annual report of the Sub-Fund.

Please see **"PAI Data Availability"** for further information on the PAI data sources and limitations.

☐ No



## What investment strategy does this financial product follow?

**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

As set out in the Supplement, the Sub-Fund aims to achieve its investment objective by investing at least 75% of its Net Asset Value in a global portfolio of Debt and Debt Related Securities, and related FDI. Further details on the Sub-Fund's strategy are set out in the "*Investment Strategy*" section of the Supplement.

When making investment decisions, the Investment Manager also uses a combination of external and/or internal ESG research to evaluate an investment and assesses the overall suitability of an issuer based on the Investment Manager's proprietary ESG ratings. External ESG research is sourced from third-party data providers.

ESG related requirements aim to prevent or permit investment in issuers that are dependent on sustainability-related characteristics. The controls in relation to the Sub-Fund as based on the below are coded against the Sub-Fund and updated from time to time after new information is processed:

– the minimum allocation to Sustainable Investments; and

– the Exclusion Policy.

The investment strategy is implemented in the investment process on a continuous basis by requiring the investments to comply with the binding elements described below both at time of purchase and on an ongoing basis.

● **What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?**

The binding elements of the investment strategy used to select investments to attain each of the environmental and/or social characteristics promoted by the Sub-Fund are the following:

1. The Sub-Fund shall invest a minimum of 10% of Net Asset Value in Sustainable Investments.
2. The Investment Manager will exclude direct investment in sovereign issuers that are in breach of social violations including, but not limited to, human rights issues and are exposed to sanctions. To determine such breaches the Investment Manager can use inputs including, but not limited to, the Freedom House Score, UN and EU sanction lists and the Fragile States Index.

The Investment Manager will exclude direct investments in sovereign issuers that, in the opinion of the Investment Manager, are highly carbon intensive, based on an analysis of country-level carbon emissions data or forward-looking climate indicators. Specifically, the Investment Manager will exclude a minimum of 10% of sovereign issuers that are considered worst in class in relation to carbon intensity and/or limit the Sub-Fund's allocation to sovereign issuers that are not committed to achieving net zero, by ensuring that such allocation does not exceed the Benchmark's allocation to those types of issuers.

The afore-mentioned exclusions for sovereign issuers shall not automatically apply where:

1. the issue purchased is a Use of Proceeds Impact Bond; and/or
2. the sovereign issuers are included in the International Monetary Fund Special Drawing Rights (including the US, UK, Japan, China and Germany, as may change from time to time). As part of the assessment of these issuers, the Investment Manager shall use a qualitative approach and consider their role in providing liquidity to the global economy.
3. The Sub-Fund excludes direct investment in corporate issuers which, in the opinion of the Investment Manager:
    - derive 5% or more of their revenue from the production of tobacco;
    - are involved in the production of controversial weapons (which is defined as anything above 0% of revenue in the production of controversial weapons);
    - derive 5% or more of their revenue from thermal coal mining and/or 10% or more of revenue from thermal coal power generation, unless: a) The issue purchased is a Use-of-Proceeds Impact Bond and/or b) The issuer has a clearly defined plan to exit coal mining and/or generation before (i) 2030 in the case of developed market domiciled issuers or (ii) 2040 in the case of emerging market domiciled issuers. A "defined plan" means that the issuer has announced publicly that it has a coal exit date by 2030 or 2040 in conjunction with the internal assessment of the Investment Manager that this date is achievable and the plan is viable;
    - are deemed to be involved in severe environmental, social or governance controversies (including significant violations of UN Global Compact Principles). For the avoidance of doubt whilst the Investment Manager relies on multiple external data sources for screening for controversies, the decision as to whether an issuer is deemed to be involved in a controversy or violation and whether such controversy or violation is ongoing is at the Investment Manager's sole discretion.
4. In relation to direct investment in ABS/MBS, the Sub-Fund will exclude those securities with the two lowest overall ESG ratings using the Investment Manager's own proprietary rating system ( i.e. those rated 4 and 5 out of a scale of 1 -5, 1 being the highest rating and 5 being the lowest rating), as well as excluding unrated securities.

- **What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?**

  There is no commitment to reduce the scope of the investments by a minimum rate.

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

- **What is the policy to assess good governance practices of the investee companies?**

  Regarding good governance, whilst the SFDR references four key areas of good governance (sound management structures, employee relations, remuneration of staff and tax compliance), the Investment Manager considers that a good governance assessment of corporate issuers should cover a broad range of factors in relation to the system by which companies undertake their activities.

  The Investment Manager considers this by way of an assessment with governance oversight and validation from relevant internal groups. The assessment can result in the exclusion of corporate issuers where they are deemed to fail the good governance assessment. The following factors are considered as part of this assessment:

  – Firstly, where relevant data is available, the Investment Manager will assess whether there are any known controversies in relation to a corporate entity's practices which demonstrate a severe violation of established norms thereby indicating a failure of broader governance mechanisms.

  – Secondly, the Investment Manager will also consider any corporate issuer which has the lowest overall fund-relevant ESG rating using the Investment Manager's own proprietary rating system. These ratings aim to provide, among other things, an overall view of the controls and processes that a company employs to govern its business.

  – Thirdly, the Investment Manager will also consider any additional internal qualitative assessment in order to capture data gaps and quality issues and to assess good governance on a forward-looking basis.

  For the avoidance of doubt good governance is not assessed in relation to non-corporate issuers, for example Debt and Debt Related Securities issued by governments, supranationals and/or public international bodies.



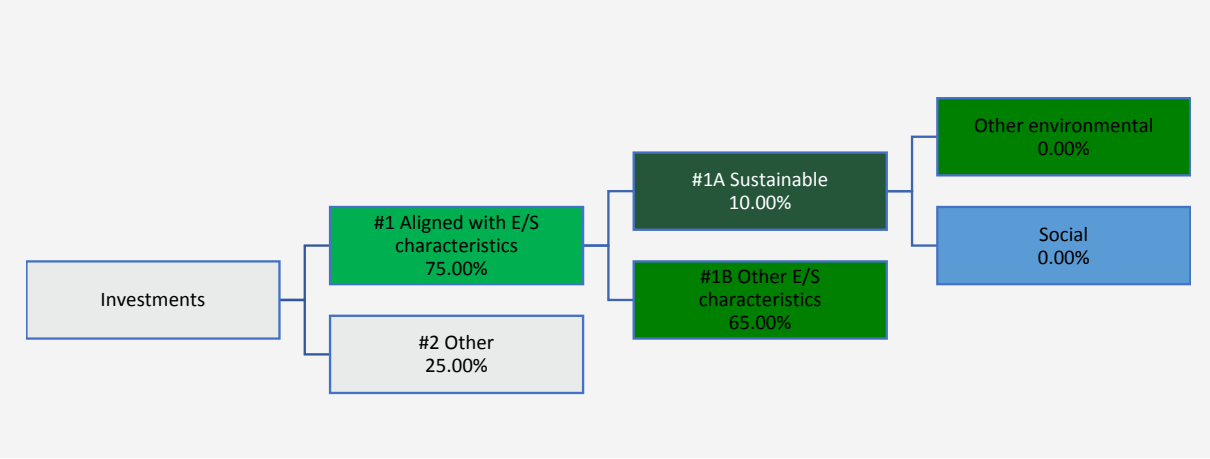
## What is the asset allocation planned for this financial product?

**Asset allocation** describes the share of investments in specific assets.

A minimum 75% of Net Asset Value will be invested to meet the environmental or social characteristics promoted by the Sub-Fund in accordance with the binding elements of the investment strategy.

The asset allocation diagram below is intended to illustrate the typical asset allocation of this Sub-Fund. The Sub-Fund is committed to investing a minimum of 10% of its NAV in Sustainable Investments which have an environmental objective and/or social objective. However, the asset allocation between environmental and social objectives is not fixed and as such, the Sub-Fund does not commit to invest a minimum percentage of NAV in Sustainable Investments which have specifically an environmental objective or specifically a social objective.

The Sub-Fund promotes environmental or social characteristics using both an exclusionary approach and allocations to certain Sustainable Investments and lower carbon intensity issuers. The figure in #1 represents a combination of both approaches. The minimum allocation to Sustainable Investments is referenced in #1A. The figure in #1B below represents the proportion of the portfolio that has excluded certain types of investments as further detailed in "What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?" above and therefore such proportion of the portfolio is aligned with the environmental or social characteristics promoted by the Sub-Fund through the absence of those investments.




#1 Aligned with E/S characteristics includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

#2 Other includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

The category #1 Aligned with E/S characteristics covers:
- The sub-category #1A Sustainable covers sustainable investments with environmental or social objectives.
- The sub-category #1B Other E/S characteristics covers investments aligned with the environmental or social characteristics that do not qualify as sustainable investments.

- **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

  Derivatives (FDI) can be used to attain the environmental or social characteristics promoted by the Sub-Fund by providing indirect exposure that broadly passes the exclusion criteria as set out under the binding elements section of Annex II. For the avoidance of doubt, FDI are not used to gain exposure to Sustainable Investments.

## To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

0%. There is no minimum extent to which Sustainable Investments with an environmental objective held by the Sub-Fund are aligned with the EU Taxonomy.

- **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy [1]?**

  ☐ Yes:

  ☐ In fossil gas ☐ In nuclear energy

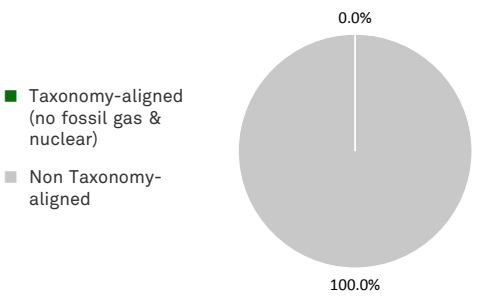
  ☑ No

[1] Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.

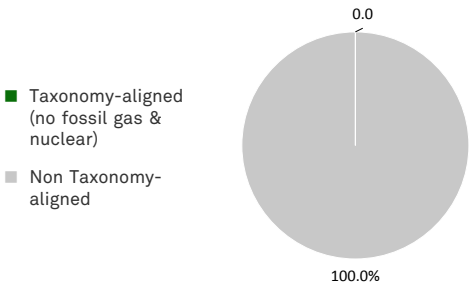
Taxonomy-aligned activities are expressed as a share of:
- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

*The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy-alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy-alignment only in relation to the investments of the financial product other than sovereign bonds.*

1. Taxonomy-alignment of investments including sovereign bonds*




**2. Taxonomy-alignment of investments excluding sovereign bonds***




This graph represents 100% of the total investments

** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures*

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

- **What is the minimum share of investments in transitional and enabling activities?**

  Transitional activities: 0.00%

  Enabling activities: 0.00%

## What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

0%. The EU Taxonomy Regulation introduced more prescriptive requirements to determine whether an activity qualifies as "environmentally sustainable" criteria for financial market participants. The Sub-Fund does not presently set a minimum proportion of its assets that must be invested in investments that contribute to (or do not contribute to) environmentally sustainable economic activities as defined by the EU Taxonomy Regulation. In the short-to-medium term, the Investment Manager anticipates that the necessary data may not be available on these types of investments to make a positive commitment to a minimum allocation.

## What is the minimum share of socially sustainable investments?

0%. There is no minimum share of Sustainable Investments with a social objective. While the Sub-Fund will invest a minimum of 10% of Net Asset Value in Sustainable Investments, it is anticipated that this is likely to include 1% of Net Asset Value in Sustainable Investments with a social objective but the Sub-Fund's asset allocation is not fixed and this may not be reflective of how the Sub-Fund is invested at any particular time.

## What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments included under "#2 Other" are:

- Liquid and near-cash assets, generally held for liquidity management purposes that do not pass the exclusions as set out under the binding elements section of the Annex II.
- Collective investment schemes, generally held for liquidity purposes or for investment purposes on a temporary basis, that do not broadly pass the exclusions as set out under the binding elements section of the Annex II.
- Cash held at custody account(s) for liquidity management purposes.
- Derivatives (FDI), generally held for hedging purposes or investment purposes, that do not broadly pass the exclusions as set out under the binding elements section of the Annex II.

## Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

No.

**Reference benchmarks** are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

- **How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?**
  Not applicable

- **How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?**
  Not applicable
- **How does the designated index differ from a relevant broad market index?**
  Not applicable
- **Where can the methodology used for the calculation of the designated index be found?**
  Not applicable

## Where can I find more product specific information online?

More product-specific information can be found on the website: www.bny.com/investments

# BNY Global High Yield Active UCITS ETF

## SUPPLEMENT DATED 8 OCTOBER, 2026

### a sub-fund of BNY ETF ICAV

An Irish collective asset-management vehicle and an open-ended umbrella fund with segregated liability between sub-funds formed in Ireland under the Irish Collective Asset-management Vehicles Act 2015 and authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations

Additional information to that contained in the Prospectus may be provided to third parties (i.e. stockbrokers/ intermediaries) as to the investor profile to enable these third parties to comply with their legal or regulatory obligations.

### Important Information

**This Supplement contains information relating specifically to BNY Global High Yield Active UCITS ETF (the "Sub-Fund"), which forms part of and should be read in conjunction with the Prospectus dated 8 October, 2026 for BNY ETF ICAV (the "ICAV").**

The Sub-Fund is an actively managed UCITS ETF.

The Directors of the ICAV, whose names appear in the "*Management of the ICAV – The Board of Directors*" 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), the information contained in this Supplement is in accordance with the facts and does not, in the Directors' judgement, omit anything likely to materially affect the import of such information. The Directors accept responsibility accordingly.

As the price of Shares in the Sub-Fund may fall as well as rise, the Sub-Fund shall not be a suitable investment for an investor who cannot sustain a loss on their investment.

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

**The Sub-Fund may invest in financial derivative instruments ("FDI") for investment purposes, hedging and for efficient portfolio management purposes (as detailed below). The use of FDI for investment purposes will not be extensive.**

This Supplement is not a guide to the future volatility of the Sub-Fund which may move over time. Investors may also refer to the KIID/ KID for the most up-to-date SRRI/SRI measurement.

Investors should read and consider Appendix III to the Prospectus (entitled "*Risk Factors*") before investing in the Sub-Fund.

The Directors of the ICAV may create new Share Classes from time to time, provided that the creation of any such new Share Classes is notified in advance to and cleared by the Central Bank. A separate pool of assets will not be maintained for each of the Share Classes.

## Definitions and Key Information

Unless otherwise stated below, all capitalised terms used in this Supplement shall have the same meaning as in the Prospectus.

| | |
|---|---|
| **Base Currency** | USD |
| **Benchmark** | Bloomberg Global High Yield Corporate Bond TR Index USD Hedged |
| **Business Day** | In relation to the Sub-Fund, a day on which markets are open for business in England (or such other day as the Directors may from time to time determine subject to advance Shareholder notice). |
| **Dealing Day** | In general, each Business Day will be a Dealing Day. However, some Business Days will not be Dealing Days where, for example, markets on which the Sub-Fund's Investments are listed or traded or markets relevant to the Benchmark are suspended or closed or where there is a public holiday in the relevant jurisdiction in which a delegate of the Investment Manager is based provided there is at least one Dealing Day per fortnight, subject always to the Directors' discretion to temporarily suspend the determination of the Net Asset Value and the sale, switching and/or redemption of Shares in the ICAV or the Sub-Fund in accordance with the provisions of the Prospectus and the Instrument of Incorporation.<br>The Investment Manager produces dealing calendars which detail in advance the Dealing Days for the Sub-Fund. The dealing calendar may be amended from time to time by the Investment Manager where, for example, the relevant market operator, regulator or exchange (as applicable) declares a relevant market closed for trading and/or settlement (such closure may be made with little or no notice to the Investment Manager). The dealing calendar for the Sub-Fund and each Share Class within the Sub-Fund is available from BNY's website:<br>https://www.bny.com/investments |
| **Dealing Deadline - Cash** | 14:00 hrs (UK time) on the relevant Dealing Day or such earlier or later time as may be determined by the Manager or the Investment Manager at their discretion with prior notice to Authorised Participants, which is the cut-off time in respect of any Dealing Day for receipt of applications for subscriptions and redemptions in the Sub-Fund. |
| **Dealing Deadline - In Kind** | 16:30 hrs (UK time) on the relevant Dealing Day or such earlier or later time as may be determined by the Manager or the Investment Manager at their discretion with prior notice to Authorised Participants, which is the cut-off time in respect of any Dealing Day for receipt of applications for subscriptions and redemptions in the Sub-Fund. |
| **Distribution Date** | On the basis that the Distributing Share Classes distribute semi-annually, it is expected that distributions would be declared and paid by the final Business Day of the calendar months of April and October. |
| **Investment Manager** | Insight North America LLC<br>Insight North America LLC is a New York limited liability company and is registered in the United States with the U.S. Securities and Exchange Commission as an investment adviser and with the National Futures Association as a Commodity Trading Adviser pursuant to 4.7(c) of the U.S. Commodity Exchange Act. Insight North America LLC is a subsidiary of Mellon Global Investing Corporation which is a wholly owned subsidiary of The Bank of New York Mellon Corporation. |
| **LEI** | 213800AK8TKZIS2X4A13 |
| **Minimum Subscription Amount** | 100,000 Shares or its cash equivalent.<br>This may be reduced or increased in any case at the discretion of the Manager. |
| **Minimum Redemption Amount** | 100,000 Shares or its cash equivalent.<br>This may be reduced or increased in any case at the discretion of the Manager. |
| **Settlement Date** | In respect of subscriptions, within two (2) Business Days after the relevant Dealing Day and, in respect of redemptions, generally within two (2) Business Days after the relevant Dealing Day (unless otherwise agreed with the Manager or its delegate) and in any event will occur within a maximum of ten Business Days of the Dealing Deadline.<br>If a market is closed for trading or settlement on any Business Day during the period between the relevant Dealing Day and the expected Settlement Date (inclusive), and/or settlement in the currency of the relevant Share Class is not available on the expected Settlement Date, there may be corresponding delays to the settlement deadline. |
| **Sub-Investment Manager** | Insight Investment Management (Global) Limited.<br>Insight Investment Management (Global) Limited is a private limited company incorporated under the laws of England and Wales. It is regulated by the FCA in the UK. Insight Investment Management (Global) Limited is a subsidiary of Insight Investment Management Limited which is a wholly owned subsidiary of The Bank of New York Mellon Corporation. |
| **Valuation Point** | 22:00 hrs (UK time) on a Business Day or such other time as the Directors may from time to time determine provided that such time is always after the Dealing Deadline and provided that all Shareholders are notified in advance. |
| **Website** | https://www.bny.com/investments<br>Information on portfolio composition and the Net Asset Value shall be made available on the Website on each Dealing Day. |

## Information on the Sub-Fund

### Investment Objective, Investment Policy and Other Information

#### INVESTMENT OBJECTIVE

The Sub-Fund aims to achieve a medium to long-term return in excess of the Benchmark, net of fees, from income and capital growth. While the Sub-Fund seeks to outperform the Benchmark over time, no specific outperformance target is set or guaranteed.

#### INVESTMENT POLICY

The Sub-Fund is an actively managed fund which aims to predominantly invest (i.e. meaning at least 80% of its Net Asset Value) in global corporate bonds, debentures, relevant CIS and in related-FDI (hereinafter "Debt and Debt-Related Securities"). The remaining assets may be invested in cash and liquid near cash assets as further detailed in "*Cash and Collateral Management*" below.

The Sub-Fund will invest in Debt and Debt-Related Securities which may be fixed or floating rate. The Debt and Debt-Related Securities invested in by the Sub-Fund shall be primarily (i.e., meaning at least 80% of its Net Asset Value) below investment grade securities (securities rated BB+ or below or its equivalent by a recognised rating agency) at time of purchase.

The Sub-Fund may invest up to 90% of its Net Asset Value in Debt and Debt-Related Securities issued as Reg S/144A securities.

The Sub-Fund will invest the majority of its Net Asset Value in high yield sub-investment grade Debt and Debt-Related Securities as rated by a recognised rating agency at time of purchase. Securities are classified as sub-investment grade if the median rating of these agencies is Ba1/BB+/BB+ or below. When a rating from only two agencies is available, the lower rating is used; when only one agency rates a security, that rating is used. The Sub-Fund may continue to hold Debt and Debt-Related Securities which lose their rating and become unrated or which are upgraded to investment grade after purchase. Debt and Debt-Related Securities which are unrated or which are investment grade are not expected to exceed 10% of the Sub-Fund's Net Asset Value.

The Sub-Fund may invest up to 10% of its Net Asset Value in aggregate in open-ended CIS including money market funds and open-ended exchange traded funds ("**ETFs**").

The Sub-Fund may hold cash and liquid near cash assets in certain circumstances. Please see *"Cash and Collateral Management*" below for further details.

The Sub-Fund intends to invest globally with no particular industry or sector focus, however, the Sub-Fund may at times be concentrated in particular industry or geographical sectors, including the U.S., depending on where the Investment Manager sees investment opportunity or where the Benchmark is focused.

The Sub-Fund may invest up to 20% of its Net Asset Value in emerging markets.

The Sub-Fund may invest up to 10% of its Net Asset Value in aggregate in transferable securities, which are not admitted to or dealt in on a Market, in accordance with the UCITS Regulations. With the exception of permitted investments in open-ended CIS, the Sub-Fund's investments shall be listed or traded on the Markets listed in Appendix II of the Prospectus.

The Sub-Fund may invest up to 10% of its Net Asset Value in private placements. This excludes Reg S/144A bonds that are not considered to be private placements.

The Sub-Fund may take both long positions and synthetic short positions, using FDI as described in the section "Use of FDI" below. Short positions may be held synthetically in order to hedge long exposure or to express positional views on the direction or volatility of a market, asset class or individual issuer to which the Sub-Fund may be exposed (i.e. looking to benefit from adverse movements in the value thereof).

Whilst the Sub-Fund's Base Currency is USD, it will invest in non-USD denominated assets that will be hedged back into USD using currency-related FDI. The currency-related FDI which may be used by the Sub-Fund for hedging purposes are further described in the Prospectus in the section "*Use of FDI*".

#### USE OF FDI

FDI may be used by the Sub-Fund for investment and/or efficient portfolio management purposes.

The Sub-Fund may use FDI for investment purposes and may invest in the following exchange-traded and OTC FDI for such purposes: futures, options, forwards and swaps.

The Sub-Fund may also utilise warrants, repurchase/reverse repurchase agreements for efficient portfolio management purposes, subject to the conditions and limits set out in the UCITS Regulations. Please see "Efficient Portfolio Management, FDIs And Securities Financing Transactions" in the Prospectus for further information on the types of techniques and FDI the Sub-Fund may use for efficient portfolio management purposes.

Whilst the Sub-Fund's Base Currency is USD, it will invest in non-USD denominated assets that will be hedged back into USD using currency-related FDI. The currency-related FDI which may be used by the Sub-Fund for hedging purposes are further described in the Prospectus in the section "Financial Derivative Instruments and Techniques".

Further details regarding the use of FDI for investment, hedging and efficient portfolio management purposes, including their commercial purpose, are described in the Prospectus in the section entitled "Efficient Portfolio Management, FDIs And Securities Financing Transactions".

It is intended that the Sub-Fund will be managed to operate in normal circumstances with full flexibility from the perspective of long/short positions (that is, within an anticipated range of 100%, i.e. all of its assets, in long positions, short positions or a combination of the two). For the avoidance of doubt, the reference to 100% of assets being invested in long or short positions does not relate to global exposure levels in the Sub-Fund or the amount of leverage which can be taken by the Sub-Fund and investors should refer to the global exposure and leverage disclosures below for further information.

Collateral or margin may be passed by the Sub-Fund to a counterparty or broker in respect of efficient portfolio management techniques, as applicable. Please refer to the section of the Prospectus entitled "Collateral Policy" for further details.

## ENVIRONMENTAL AND SOCIAL CHARACTERISTICS

The Sub-Fund promotes environmental and/or social characteristics and invests in corporate issuers with good governance practices pursuant to Article 8 of SFDR.

The Sub-Fund promotes environmental and social characteristics by investing in corporate issuers that achieve minimum environmental and social best practices and are aligned with responsible business practices as defined by the principles of the UN Global Compact. In doing so, the Sub-Fund aims to avoid exposure to certain environmentally and social detrimental practices, including those that may contribute to climate change such as thermal coal extraction.

In identifying corporate issuers that achieve minimum environmental and/or social best practices, the Sub-Fund will apply exclusion criteria and methodology provided by JP Morgan ("**JPM**"), as described below.

The Sub-Fund shall exclude corporate issuers, as determined by JPM's ESG Criteria and taking into account information from third party data providers, that:

a) derive any revenue from tobacco production;

b) derive any revenue from controversial weapons production;

c) derive any revenue from thermal coal extraction or thermal coal power generation, unless the security purchased is a green bond labelled by the Climate Bonds Initiative;

d) derive any revenue from oil sands extraction;

e) derive 10% or more of their revenue from producing and/or selling non-civilian weapons;

f) derive any revenue from producing and/or selling civilian weapons,

g) (the "Investment Exclusions").

All corporate issuers in which the Sub-Fund invests must follow good governance practices, as determined by JPM.

JPM assesses corporate issuers' involvement in the areas identified using information from third party data providers. The data is used to understand whether a corporate issuer is in breach of the established threshold and therefore needs to be excluded.

JPM's exclusion criteria also require the Sub-Fund to exclude direct investment in corporate issuers which, as per JPM's methodology using information from third party data providers:

a) are deemed to be involved in severe environmental, social or governance ("**ESG**") controversies (including significant violations of the UN Global Compact Principles (the "**UNGC**")) as determined by JPM;

b) have the lowest ESG score as determined by JPM except if the bond is a green bond as labelled by the Climate Bonds Initiative;

The Investment Manager carries out initial and ongoing due diligence on JPM to understand the Investment Exclusions and JPM's good governance methodology (the "JPM ESG Criteria"). However, the Investment Manager does not guarantee that JPM's information is complete, accurate or consistent.

If Debt and Debt-Related Securities no longer meet the JPM ESG Criteria, the Investment Manager will seek to sell them as soon as reasonably practicable.

The Investment Manager may invest in and/or continue to hold Debt and Debt-Related Securities that are not included in the Benchmark where:

- the issuer has other securities in the Benchmark that meet the JPM ESG Criteria;
- the security is no longer eligible for inclusion in the Benchmark because of its maturity profile, rating, amount outstanding or other characteristics. In that case, the Sub-Fund may continue to hold it for as long as it meets the JPM ESG Criteria. If the Investment Manager decides to sell Debt and Debt-Related Securities that are no longer eligible for inclusion in the Benchmark, the Sub-Fund will seek to sell the position as soon as reasonably practicable;

- the security meets the requirements for, and is expected to be included in, the Benchmark in the future and meets the JPM ESG Criteria;
- the security defaulted after purchase. In that case, the Sub-Fund will seek to sell the position as soon as reasonably practicable.

Because the Investment Exclusions rely on multiple external data sources, there may be a delay between (i) a change in an issuer's involvement in the activities listed above, (ii) enough data becoming available for JPM to assess that change and (iii) any resulting change to the portfolio.

**Please refer to the SFDR Annex which has been prepared for the purpose of meeting the specific financial product level disclosures contained in SFDR and specifically, the disclosure requirements applicable to an Article 8 fund such as the Sub-Fund.**

## BENCHMARK

The Benchmark includes corporate fixed income debt securities issued by companies worldwide, as described above as Debt and Debt-Related Securities. These debt securities are sub-investment grade at the time of issuance, as previously defined, and will have a minimum maturity of at least one year as well as a minimum issue size, in accordance with guidelines set by the index provider.

Additional information on the Benchmark (including its constituents, composition and methodology) can be found here:

https://assets.bbhub.io/professional/sites/10/23059.pdf

The Benchmark rebalances monthly.

The Sub-Fund is actively managed with reference to the Benchmark. The Investment Manager has discretion to select the Sub-Fund's investments and in doing so, the Investment Manager will refer to the Benchmark when constructing the Sub-Fund's portfolio (as further described below), and as a result the Sub-Fund will be similar in its currency and sector exposures as well as the maturity and credit quality profile of the Benchmark.

Under normal market conditions, at least 80% of the Sub-Fund's net assets will be invested in constituents of the Benchmark.

The Investment Manager may also use its discretion to invest in securities not included in the Benchmark in order to take advantage of specific investment opportunities.

The Benchmark should be used by investors to compare the performance of the Sub-Fund.

The Benchmark is a broad market index which does not focus on the ESG characteristics promoted by the Sub-Fund and as such it has not been designated for the purpose of attaining the environmental and/or social characteristics promoted by the Sub-Fund, as described in the Annex.

## INVESTMENT STRATEGY

The Investment Manager uses a systematic investment process to select global high yield securities for the Sub-Fund's portfolio.

Proprietary quantitative models are used to evaluate relative risk and return characteristics of each bond in the Benchmark and construct the portfolio. The application of the Investment Manager's proprietary models drives the security selection process by gathering information from financial markets (e.g., bond prices, spreads, credit ratings, sector) and corporate balance sheets (e.g., profit margins, leverage) to identify Debt and Debt-Related Securities within the investment universe and determining whether to overweight or underweight such Debt and Debt-Related Securities relative to the Benchmark.

Portfolio holdings may become sell candidates if the Investment Manager believes that securities with better risk and return characteristics become available, or if the holding no longer meets the Investment Manager's strategic or portfolio construction objectives.

The Investment Manager considers that a good governance assessment should cover a broad range of factors in relation to how companies undertake their activities.

Therefore, as JPM's good governance methodology excludes both corporate issuers with the worst controversy score using information from third party data providers as well as corporates with the lowest overall ESG rating using JPM's proprietary rating system, the Investment Manager is comfortable that this provides a comprehensive good governance assessment. External data used as part of the good governance assessment may be incomplete, inaccurate or unavailable, and as a consequence, there is a risk that JPM may not be able to accurately or completely assess the corporates in which the Sub-Fund invests.

## CASH AND COLLATERAL MANAGEMENT

The Sub-Fund will hold cash and liquid near cash assets in certain circumstances, such as meeting redemptions, facilitating payment of expenses, holding cash on deposit pending reinvestment and to provide liquidity, and collateral to support FDI exposure.

Liquid near cash assets may include money market instruments such as U.S. treasury bills, treasury bonds and bank deposits. It is intended that issuers and/or guarantors of any such securities and instruments will have a credit rating at the time of purchase of at least A1/P1 (or its equivalent) from a recognised rating agency, or will be deemed by the Investment Manager to be of equivalent quality.

Further information relevant to the Sub-Fund's investment policy is contained in the Prospectus under "*Investment Objective and Policies*" and under "*Investment Restrictions*".

## CURRENCY HEDGING

In addition to the above, the ICAV may enter into certain currency related transactions (using spot and forward currency contracts, currency options and currency swaps) in order to hedge the currency exposure of the Classes denominated in a currency other than the Base Currency, as further described under the heading "Currency Hedged Share Classes" in the Prospectus.

Furthermore, as a result of currency hedging, hedged Share Classes may be exposed to counterparty risk as further detailed in the section of the Prospectus entitled "*Credit Risk and Counterparty Risk*".

Please refer to the section of the Prospectus entitled " *Efficient Portfolio Management, FDIs And Securities Financing Transactions*" for further details.

## GLOBAL EXPOSURE AND LEVERAGE

| | |
|---|---|
| **Global Exposure Methodology** | Commitment Approach |
| **Commitment Approach Limit** | 100% of the Net Asset Value |

For more information on the commitment approach, please see "Leverage" section in the Prospectus.

## SECURITIES FINANCING TRANSACTIONS

The Sub-Fund may engage in SFTs, i.e. repurchase/reverse repurchase agreements, as described under the heading "*Efficient Portfolio Management, FDIs and Securities Financing Transactions*" in the Prospectus.

The maximum exposure of the Sub-Fund in respect of SFTs shall be 100% of the Net Asset Value of the Sub-Fund. However, it is not anticipated that the Sub-Fund's exposure to the SFTs will exceed 15% of the Net Asset Value of the Sub-Fund. The types of assets that will be subject to SFTs will be securities which are of a type which is consistent with the investment policy of the Sub-Fund.

The use of Securities Financing Transactions may expose the Sub-Fund to the risks disclosed under the section of the Prospectus titled "*Risk Factors*".

Additional detail on TRS and SFTs, including acceptable collateral and counterparty procedure is given under the headings " *Efficient Portfolio Management, FDIs And Securities Financing Transactions*", "*Collateral Policy*", and "*Risk Factors*" in the Prospectus.

## SUSTAINABILITY RISKS

The Investment Manager considers one or more ESG factors alongside other non-ESG factors in the majority of its investment decisions. Those ESG factors are generally no more significant than other factors in the investment selection process, such that ESG factors may not be determinative in deciding to include or exclude any particular investment in the Sub-Fund. However, the Investment Manager does exclude issuers from the investment universe as per the criteria set out in the binding elements section of the SFDR Annex. Where it considers ESG factors, as detailed below, the Investment Manager is taking sustainability risks into account, which is the risk that the value of the relevant investments could be materially negatively impacted by an ESG event or condition ("ESG Event").

The Investment Manager considers ESG factors as part of the investment process for the Sub-Fund through the use of JPM's exclusion and ESG rating framework for corporate holdings. JPM's methodology uses information from third party data providers assessing corporate issuers' involvement in the areas identified as part of their exclusion and ESG rating framework in order to screen the relevant investment against sustainability risk. The level of coverage via the ESG rating framework can vary and at times there may not be ratings available for a proportion of the portfolio.

The Sub-Fund may underperform or perform differently relative to other comparable funds that do not consider ESG factors in their investment decisions and there is a risk that the value of the Sub-Fund could be materially negatively impacted by an ESG Event.

## PORTFOLIO HOLDINGS DISCLOSURE POLICY

The SubFund's portfolio holdings will be published on the Website. Such information will be made available on a daily basis.

## PROFILE OF A TYPICAL INVESTOR

The Sub-Fund is suitable for all types of investors, with basic investment knowledge, seeking to invest in an actively managed fund pursuing the objective and investment policy of the Sub-Fund as described above. It is expected that all investors will understand and appreciate the risks associated with investing in Shares of the Sub-Fund, including the potential for volatility in the value of such Shares, and investors should be looking to invest for at least five years.

### Key Information for Buying and Selling Shares

Shares may be subscribed for and redeemed on each Dealing Day by making an application before the Dealing Deadline. Such Shares will be issued or redeemed at the Net Asset Value per Share plus (in the case of subscriptions) or less (in the case of redemptions) an amount in respect of Duties and Charges, where applicable, on each Dealing Day, as disclosed below.

## SHARE CLASSES

The classes of Shares in the Sub-Fund which are available to investors are set out below and are distinguished by designated currency and levels of fees and charges levied as set out below.

| Share Class Name | Class Currency | Dividend Policy | TER |
|---|---|---|---|
| USD Accumulating | USD | Accumulating | 0.30% |
| EUR Hedged Accumulating | EUR | Accumulating | 0.30% |
| GBP Hedged Accumulating | GBP | Accumulating | 0.30% |
| CHF Hedged Accumulating | CHF | Accumulating | 0.30% |
| EUR Hedged Distributing | EUR | Distributing (Semi-annually) | 0.30% |
| GBP Hedged Distributing | GBP | Distributing (Semi-annually) | 0.30% |
| CHF Hedged Distributing | CHF | Distributing (Semi-annually) | 0.30% |

## INITIAL OFFER PERIOD

The Initial Offer Period of the unlaunched classes of Shares shall open from 9 October 2026 to 8 April 2027. Shares may be subscribed for during the Initial Offer Period at the Initial Issue Price.

Thereafter, the Sub-Fund shall be continuously open for subscriptions on each Dealing Day and Shares will be available at the prevailing Net Asset Value per Share calculated as at the Valuation Point on the relevant Dealing Day.

## INITIAL ISSUE PRICE

Approximately 10EUR, 10USD, 10CHF or 10GBP depending on the currency of the relevant Class of Shares (plus an amount in respect of Duties and Charges, if any, applicable to the relevant Class).

Following the close of the Initial Offer Period, Shares will be available at the prevailing Net Asset Value per Share calculated as at the Valuation Point on the relevant Dealing Day.

## SUBSCRIPTIONS – PRIMARY MARKET

Shares will be issued on each Dealing Day at the Dealing NAV with an appropriate provision for Duties and Charges in accordance with the provisions set out below and in the Prospectus. Participants may subscribe for Shares for cash or in kind on each Dealing Day by making an application by the Dealing Deadline in accordance with the requirements set out below and in the "Share Dealing On The Primary Market" section of the Prospectus. Consideration, in the form of cleared subscription monies/securities, must be received by the Settlement Date.

## REDEMPTIONS

Shareholders may effect a redemption of Shares on any Dealing Day at the appropriate Dealing NAV, subject to an appropriate provision for Duties and Charges, in accordance with the provisions set out in this section and at the "Share Dealing On The Primary Market" section of the Prospectus. Settlement will normally take place by the Settlement Date but may take longer depending on the settlement schedule of the underlying markets. In any event, settlement will not take place later than 10 Business Days from the Dealing Deadline.

## LISTING

An application has been made for the Shares to be admitted to the official list and to trading on Euronext Dublin. Shares may also be admitted to trading on other Relevant Stock Exchanges as specified on the Website.

## EXCHANGE TRADED FUND

Subject to the requirements set out herein, the Shares of this Sub-Fund (where they are listed on the Relevant Stock Exchanges) are fully transferable among investors.

Shares purchased on the Secondary Market cannot usually be sold directly back to the Sub-Fund. Investors must buy and sell Shares on a Secondary Market with the assistance of an intermediary (e.g. a stockbroker) and may incur fees for doing so. In addition, investors may pay more than the current Net Asset Value when buying Shares and may receive less than the current Net Asset Value when selling them.

## DIVIDEND POLICY

Where the ICAV intends to declare dividends with respect to one or more Classes of the Sub-Fund, the proposed frequency of such dividend declarations shall be as set out in the table in the section entitled "Share Classes".

It is not the current intention of the Directors to declare dividends in respect of the Classes identified as "Accumulating" classes in this Supplement. The income, earnings and gains of the Sub-Fund will be accumulated and reinvested. Any change to this dividend policy shall be set out in an updated version of the Supplement and notified to the Shareholders in advance.

It is intended to declare dividends in respect of the Classes identified as "Distributing" classes in this Supplement. Distributions in respect of these Classes will be declared on each Distribution Date in each year provided that if such dates are not Business Days, the declaration date will be the Business Day immediately following such date respectively.

Please refer to the section of the Prospectus entitled "*Dividend Policy*" for further information.

## FEES AND EXPENSES

The Sub-Fund pays all of its fees and expenses (and its due proportion of any costs and expenses of the ICAV allocated to it) as a single flat fee (the "**Total Expense Ratio**" or "**TER**"). The TER is calculated and accrued daily from the Net Asset Value of the relevant Class of the Sub-Fund and payable monthly in arrears. The TER applicable to each Class is set out in the table under the heading "*Share Classes*" above and the single flat fee charged shall not exceed the amount specified therein.

The TER shall be up to 0.30% per annum of the Net Asset Value of each Class of Shares. Until 17 November 2028, the TER is subject to a fee waiver of 0.20% per annum of the Net Asset Value per Class of Shares, with the result that the effective TER until that date shall be up to 0.10% per annum of the Net Asset Value per Class of Shares. The fee waiver shall automatically expire on 17 November 2028, following which the TER shall revert to the rate specified above.

This section should be read in conjunction with the section entitled "*Fees and Expenses*" in the Prospectus, which describes, among other matters, any expenses not covered by the TER and any Duties and Charges that may be applied to Primary Market transactions.

### Duties and Charges

A fee may be charged by the ICAV on the issue and/or redemption of Shares to cover the Duties and Charges relating to such issue and/or redemption.

For the avoidance of doubt, Duties and Charges shall be added to the Subscription Price or shall be deducted from the Redemption Price payable to the investor.

## Risk Factors

Investors' attention is drawn to the section entitled "*Risk Factors*" in the Prospectus, including "*Financial Derivative Instrument Risks*" which provides additional information on the risks associated with FDI including leverage and the risk that changes in the value of the FDI may not correlate perfectly with the underlying asset, rate, or index.

*Annex*

*Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852.*

# Product name: BNY Global High Yield Active UCITS ETF

# Legal entity identifier: 213800AK8TKZIS2X4A13

## Environmental and/or social characteristics

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

**Does this financial product have a sustainable investment objective?**

| ●● ☐ Yes | ●○ ☑ No |
|---|---|
| ☐ It will make a minimum of **sustainable investments with an environmental objective**: ___% | ☐ It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of ___ sustainable investments |
| ☐ in economic activities that qualify as environmentally sustainable under the EU Taxonomy | ☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy |
| ☐ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy | ☐ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy |
| | ☐ with a social objective |
| ☐ It will make a minimum of **sustainable investments with a social objective** ___% | ☑ It promotes E/S characteristics, but **will not make any sustainable investments** |

## What environmental and/or social characteristics are promoted by this financial product?

The Sub-Fund promotes a minimum environmental and/or social standard that seeks to mitigate or avoid practices that the Investment Manager deems environmentally and/or socially detrimental.

Exclusion criteria are used to achieve this minimum standard.

The Sub-Fund promotes environmental and/or social characteristics through the exclusion of issuers that derive a certain percentage of revenue, as determined by JP Morgan (JPM), from tobacco production, thermal coal mining, thermal coal power generation and oil sands extraction, controversial weapons production and civilian and non-civilian weapons manufacturing and distribution.

Issuers will also be excluded where, in the opinion of JPM, the issuers are deemed to have violated the minimum standards of business practices as defined by the principles of the UN Global Compact.

Furthermore, issuers with the lowest ESG score as determined by JPM will be excluded, except if the bond is a green bond as labelled by the Climate Bonds Initiative. A reference benchmark has not been designated for the purpose of attaining the environmental and/or social characteristics promoted by the Sub-Fund.

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

- **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

  The following sustainability indicator will be used to measure whether the Sub-Fund is attaining the environmental and/or social characteristics it promotes:

  Exclusion Policy: An assessment of whether the Sub-Fund has successfully and consistently executed its exclusion policy.

  The exclusion policy is defined by JPM's Investment Exclusions and good governance methodology ("**JPM ESG Criteria**"). JPM has defined revenue thresholds for each category of exclusion and uses third party data providers in order to understand whether a corporate issuer is in breach of the established threshold and therefore needs to be excluded. On a monthly basis, JPM provides the

Investment Manager with a list of eligible securities which are maintained on the Investment Manager's investment management systems. These systems will provide pre-trade warnings for those investments linked to excluded issuers and prevent the Sub-Fund from investing to ensure that the Sub-Fund complies with its exclusion policy.

The percentage of the assets of the Sub-Fund invested in excluded issuers is expected to be 0%.

- **What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?**

  Not applicable

- **How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?**

  Not applicable

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anticorruption and antibribery matters.

- *How have the indicators for adverse impacts on sustainability factors been taken into account?*

  Not applicable

- *How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:*

  Not applicable

*The EU Taxonomy sets out a "do no significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*



## Does this financial product consider principal adverse impacts on sustainability factors?

☑ Yes, The Sub-Fund considers the following PAIs from Table 1 of Annex I of the Commission Delegated Regulation:

- 10. Violations of UN Global Compact principles and Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises
- 11. Lack of processes and compliance mechanisms to monitor compliance with UN Global Compact principles and OECD Guidelines for Multinational Enterprises
- 14. Exposure to controversial weapons (anti-personnel mines, cluster munitions, chemical weapons, and biological weapons).
- 16. Investee countries subject to social violations

In terms of the Sub-Fund's overall consideration of the PAIs, these are measured against defined thresholds. After the data for a PAI indicates a threshold has been crossed the Investment Manager may take any of the following actions including (but not limited to):

- the exclusion of the issuer from within the Sub-Fund;
- a reduction in % allocation to the issuer within the Sub-Fund;
- mitigation of the impact on a security and/or the Sub-Fund;

– engagement with the relevant issuer in an attempt to mitigate the impact at source. If data the Investment Manager receives indicates a PAI threshold has been crossed and the Investment Manager decides to engage, the relevant issuer has one year from the time the Investment Manager raises the issue with them to take reasonable steps to resolve it after which time the Investment Manager will make reasonable endeavors to remove the allocation to the relevant security; and/or

– no action, with justification.

Reporting on consideration of PAIs will be available in an annex to the annual report of the Sub-Fund.

PAI Data Availability

The Investment Manager is dependent upon information and data from third party data providers in order to be able to consider principal adverse impacts on sustainability factors. The availability and quality of such data impacts the extent to which each such PAI can be taken into account. In particular, the lack or incomplete reporting of metrics by some issuers means that there is currently only limited data on some adverse indicators. As such for some of the mandatory PAIs listed above, data coverage may be very low. The Investment Manager's analysis of adverse indicators relies on this third-party information and data, and where such information is not available or is incomplete, the Investment Manager's analysis of adverse indicators is necessarily limited. As the data availability improves over time, it is expected that PAIs can be applied to a greater portion of the Investment Manager's investable universe. This will allow for enhanced insight into the adverse impacts caused by issuers.

☐ No



## What investment strategy does this financial product follow?

**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

The Investment Manager uses a systematic investment process to select global high yield securities for the Sub-Fund's portfolio.

Proprietary quantitative models are used to evaluate relative risk and return characteristics of each bond in the Benchmark and construct the portfolio. The application of the Investment Manager's proprietary models drives the security selection process by gathering information from financial markets (e.g., bond prices, spreads, credit ratings, sector) and corporate balance sheets (e.g., profit margins, leverage) to identify Debt and Debt-Related Securities within the investment universe and determining whether to overweight or underweight such Debt and Debt-Related Securities relative to the Benchmark.

Portfolio holdings may become sell candidates if the Investment Manager believes that securities with better risk and return characteristics become available, or if the holding no longer meets the Investment Manager's strategic or portfolio construction objectives.

The Investment Manager considers that a good governance assessment should cover a broad range of factors in relation to how companies undertake their activities.

Therefore, as JPM's good governance methodology excludes both corporate issuers with the worst controversy score using information from third party data providers as well as corporates with the lowest overall ESG rating using JPM's proprietary rating system, the Investment Manager is comfortable that this provides a comprehensive good governance assessment. External data used as part of the good governance assessment may be incomplete, inaccurate or unavailable, and as a consequence, there is a risk that JPM may not be able to accurately or completely assess the corporates in which the Sub-Fund invests

### ● What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?

The Sub-Fund shall exclude corporate issuers, as determined by JPM's ESG Criteria and taking into account information from third party data providers, that:

- derive any revenue from the production of tobacco;
- derive any revenue from the production of controversial weapons;
- derive any revenue from the extraction of thermal coal/generates electricity from thermal coal unless:
  - the issue purchased is a green bond as labelled by the Climate Bonds Initiative
- derive any revenue from the extraction of oil sands;
- derive 10% or more of revenues from the manufacture and/or sale of non-civilian weapons;
- derive any revenue from the manufacture and/or sale of civilian weapons;
- are deemed to be involved in severe ESG controversies (including significant violations of UN Global Compact Principles);

- have the lowest ESG score as determined by JPM, except if the bond is a green bond as labelled by the Climate Bonds Initiative.

- **What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?**

  There is no commitment to reduce the scope of the investments by a minimum rate.

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

- **What is the policy to assess good governance practices of the investee companies?**

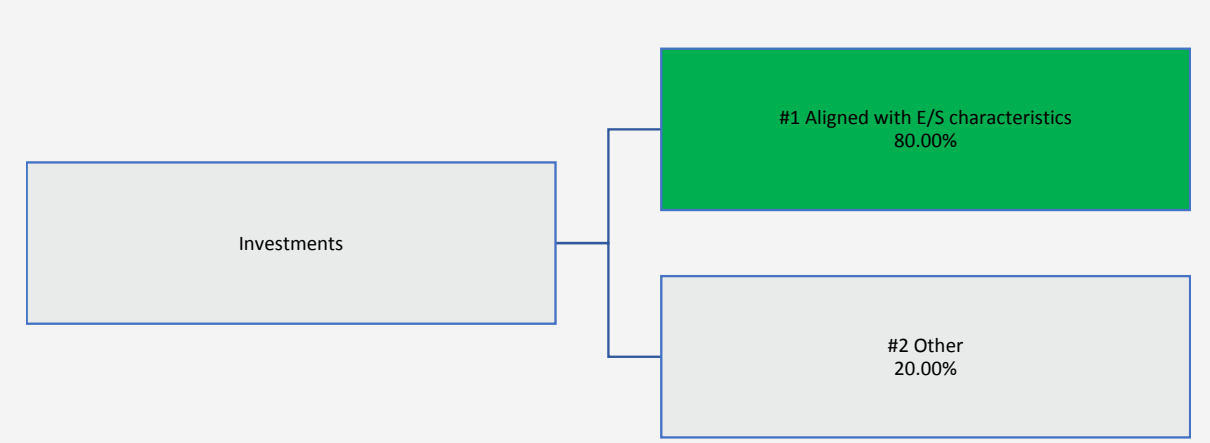
  The Investment Manager considers that a good governance assessment should cover a broad range of factors in relation to how issuers undertake their activities. The Investment Manager carries out initial and ongoing due diligence on JPM to ensure that the Investment Manager fully understands the Investment Exclusions and JPM's good governance methodology (the "**JPM ESG Criteria**") and that it aligns with the Investment Manager's own good governance assessment philosophy. As JPM's good governance methodology excludes both corporate issuers with the worst controversy score using information from external data providers as well as corporates with the lowest overall ESG rating using JPM's proprietary rating system, the Investment Manager is comfortable that this provides a comprehensive good governance assessment. External data used as part of the good governance assessment may be incomplete, inaccurate or unavailable, and as a consequence, there is a risk that JPM may not be able to accurately or completely assess the corporates in which the Sub-Fund invests.

## What is the asset allocation planned for this financial product?

**Asset allocation** describes the share of investments in specific assets.

A minimum of 80% of Net Asset Value will be used to meet the environmental or social characteristics promoted by the Sub-Fund in accordance with the binding elements of the investment strategy.

The asset allocation diagram below is intended to illustrate the typical asset allocation of this Sub-Fund. However, the asset allocation of the Sub-Fund is not fixed and may vary from the asset allocation illustrated in the diagram. The Sub-Fund promotes environmental or social characteristics based on an exclusionary approach. As a consequence, the figure in #1 below represents that the portfolio has excluded certain types of investments as further detailed in 'What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?' above and therefore the portfolio is aligned with the environmental or social characteristics promoted by the Sub-Fund solely through the absence of those investments.




#1 Aligned with E/S characteristics includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

#2 Other includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

- **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

  Derivatives (FDI) can be used to attain the environmental or social characteristics promoted by the Sub-Fund by providing indirect exposure that broadly passes the exclusions criteria as set out under the binding elements section of Annex II. For the avoidance of doubt, FDI are not used to gain exposure to Sustainable Investments.

## To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

Not applicable

- **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy [1]?**

☐ Yes:

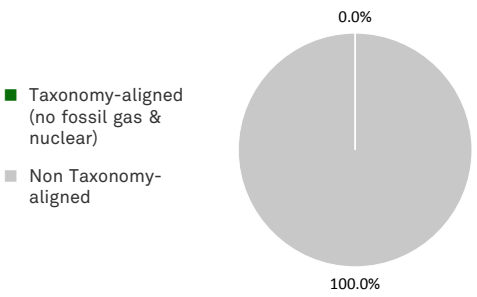
☐ In fossil gas ☐ In nuclear energy

☑ No

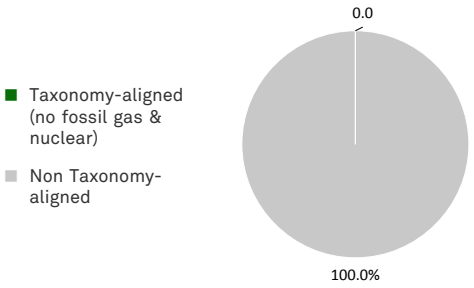
Taxonomy-aligned activities are expressed as a share of:
- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

*The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy-alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy-alignment only in relation to the investments of the financial product other than sovereign bonds.*

1. Taxonomy-alignment of investments including sovereign bonds*




**2. Taxonomy-alignment of investments excluding sovereign bonds***




This graph represents 100% of the total investments

** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures*

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

- **What is the minimum share of investments in transitional and enabling activities?**

Transitional activities: 0.00%

Enabling activities: 0.00%

[1] Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.

## What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

Not applicable.

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

## What is the minimum share of socially sustainable investments?

Not applicable.

## What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments included under "#2 Other" are:

- Liquid and near-cash assets, generally held for liquidity management purposes, that do not pass the exclusions as set out under the binding elements section of the Annex II.
- Collective investment schemes, generally held for liquidity purposes or for investment purposes on a temporary basis, that do not broadly pass the exclusions as set out under the binding elements section of the Annex II.
- Cash held at custody account(s) for liquidity management purposes.
- Derivatives (FDI), generally held for hedging purposes or investment purposes, that do not broadly pass the exclusions as set out under the binding elements section of the Annex II.

No minimum environmental or social safeguards are considered for these investments.

# Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

Not applicable.

**Reference benchmarks** are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

- **How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?**
  Not applicable

- **How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?**
  Not applicable

- **How does the designated index differ from a relevant broad market index?**
  Not applicable

- **Where can the methodology used for the calculation of the designated index be found?**
  Not applicable

## Where can I find more product specific information online?

More product-specific information can be found on the website: www.bny.com/investments

# BNY U.S. High Yield Active UCITS ETF

## SUPPLEMENT DATED 8 OCTOBER, 2026

### a sub-fund of BNY ETF ICAV

An Irish collective asset-management vehicle and an open-ended umbrella fund with segregated liability between sub-funds formed in Ireland under the Irish Collective Asset-management Vehicles Act 2015
and authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations

Additional information to that contained in the Prospectus may be provided to third parties (i.e. stockbrokers/ intermediaries) as to the investor profile to enable these third parties to comply with their legal or regulatory obligations.

### Important Information

**This Supplement contains information relating specifically to BNY U.S. High Yield Active UCITS ETF (the "Sub-Fund"), which forms part of and should be read in conjunction with the Prospectus dated 8 October 2026 for BNY ETF ICAV (the "ICAV").**

The Sub-Fund is an actively managed UCITS ETF.

The Directors of the ICAV, whose names appear in the "*Management of the ICAV – The Board of Directors*" 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), the information contained in this Supplement is in accordance with the facts and does not, in the Directors' judgement, omit anything likely to materially affect the import of such information. The Directors accept responsibility accordingly.

As the price of Shares in the Sub-Fund may fall as well as rise, the Sub-Fund shall not be a suitable investment for an investor who cannot sustain a loss on their investment.

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

**The Sub-Fund may invest in financial derivative instruments ("FDI") for investment purposes, hedging and for efficient portfolio management purposes (as detailed below). The use of FDI for investment purposes will not be extensive.**

This Supplement is not a guide to the future volatility of the Sub-Fund which may move over time. Investors may also refer to the KIID/ KID for the most up-to-date SRRI/SRI measurement.

Investors should read and consider Appendix III to the Prospectus (entitled "*Risk Factors*") before investing in the Sub-Fund.

The Directors of the ICAV may create new Share Classes from time to time, provided that the creation of any such new Share Classes is notified in advance to and cleared by the Central Bank. A separate pool of assets will not be maintained for each of the Share Classes.

## Definitions and Key Information

Unless otherwise stated below, all capitalised terms used in this Supplement shall have the same meaning as in the Prospectus.

| | |
|---|---|
| **Base Currency** | USD |
| **Benchmark** | Bloomberg U.S. Corporate High Yield TR Index |
| **Business Day** | In relation to the Sub-Fund, a day on which markets are open for business in England (or such other day as the Directors may from time to time determine subject to advance Shareholder notice). |
| **Dealing Day** | In general, each Business Day will be a Dealing Day. However, some Business Days will not be Dealing Days where, for example, markets on which the Sub-Fund's Investments are listed or traded or markets relevant to the Benchmark are suspended or closed or where there is a public holiday in the relevant jurisdiction in which a delegate of the Investment Manager is based provided there is at least one Dealing Day per fortnight, subject always to the Directors' discretion to temporarily suspend the determination of the Net Asset Value and the sale, switching and/or redemption of Shares in the ICAV or the Sub-Fund in accordance with the provisions of the Prospectus and the Instrument of Incorporation.<br>The Investment Manager produces dealing calendars which detail in advance the Dealing Days for the Sub-Fund. The dealing calendar may be amended from time to time by the Investment Manager where, for example, the relevant market operator, regulator or exchange (as applicable) declares a relevant market closed for trading and/or settlement (such closure may be made with little or no notice to the Investment Manager). The dealing calendar for the Sub-Fund and each Share Class within the Sub-Fund is available from BNY's website:<br>https://www.bny.com/investments |
| **Dealing Deadline - Cash** | 16:30 hrs (UK time) on the relevant Dealing Day or such earlier or later time as may be determined by the Manager or the Investment Manager at their discretion with prior notice to Authorised Participants, which is the cut-off time in respect of any Dealing Day for receipt of applications for subscriptions and redemptions in the Sub-Fund. |
| **Dealing Deadline - In Kind** | 16:30 hrs (UK time) on the relevant Dealing Day or such earlier or later time as may be determined by the Manager or the Investment Manager at their discretion with prior notice to Authorised Participants, which is the cut-off time in respect of any Dealing Day for receipt of applications for subscriptions and redemptions in the Sub-Fund. |
| **Distribution Date** | On the basis that the Distributing Share Classes distribute semi-annually, it is expected that distributions would be declared and paid by the final Business Day of the calendar months of April and October. |
| **Investment Manager** | Insight North America LLC<br>Insight North America LLC is a New York limited liability company and is registered in the United States with the U.S. Securities and Exchange Commission as an investment adviser and with the National Futures Association as a Commodity Trading Adviser pursuant to 4.7(c) of the U.S. Commodity Exchange Act. Insight North America LLC is a subsidiary of Mellon Global Investing Corporation which is a wholly owned subsidiary of The Bank of New York Mellon Corporation. |
| **LEI** | 213800HFT2I1C4U9WP37 |
| **Minimum Subscription Amount** | 100,000 Shares or its cash equivalent.<br>This may be reduced or increased in any case at the discretion of the Manager. |
| **Minimum Redemption Amount** | 100,000 Shares or its cash equivalent.<br>This may be reduced or increased in any case at the discretion of the Manager. |
| **Settlement Date** | In respect of subscriptions, within two (2) Business Days after the relevant Dealing Day and, in respect of redemptions, generally within two (2) Business Days after the relevant Dealing Day (unless otherwise agreed with the Manager or its delegate) and in any event will occur within a maximum of ten Business Days of the Dealing Deadline.<br>If a market is closed for trading or settlement on any Business Day during the period between the relevant Dealing Day and the expected Settlement Date (inclusive), and/or settlement in the currency of the relevant Share Class is not available on the expected Settlement Date, there may be corresponding delays to the settlement deadline. |
| **Sub-Investment Manager** | Insight Investment Management (Global) Limited.<br>Insight Investment Management (Global) Limited is a private limited company incorporated under the laws of England and Wales. It is regulated by the FCA in the UK. Insight Investment Management (Global) Limited is a subsidiary of Insight Investment Management Limited which is a wholly owned subsidiary of The Bank of New York Mellon Corporation. |
| **Valuation Point** | 22:00 hrs (UK time) on a Business Day or such other time as the Directors may from time to time determine provided that such time is always after the Dealing Deadline and provided that all Shareholders are notified in advance. |
| **Website** | https://www.bny.com/investments<br>Information on portfolio composition and the Net Asset Value shall be made available on the Website on each Dealing Day. |

## Information on the Sub-Fund

## Investment Objective, Investment Policy and Other Information

### INVESTMENT OBJECTIVE

The Sub-Fund aims to achieve a medium to long-term return in excess of the Benchmark, net of fees, from income and capital growth. While the Sub-Fund seeks to outperform the Benchmark over time, no specific outperformance target is set or guaranteed.

### INVESTMENT POLICY

The Sub-Fund is an actively managed fund which aims to predominantly invest (i.e. at least 80% of its Net Asset Value) in U.S. Dollar denominated corporate bonds, debentures, relevant CIS and in related-FDI (hereinafter "**Debt and Debt-Related Securities**"). The remaining assets may be invested in cash and liquid near cash assets as further detailed in "*Cash and Collateral Management*" below.

The Sub-Fund will invest in Debt and Debt-Related Securities which may be fixed or floating rate. The Investment Manager expects to mainly invest (i.e. meaning at least 60% of its Net Asset Value) in Debt and Debt-Related Securities issued by issuers having their registered office in the U.S. or exercising the preponderant part of their economic activity in the U.S. ("**U.S. Issuers**") however the Sub-Fund may also invest in Debt and Debt-Related Securities issued by non-U.S. Issuers (e.g. which may include, but are not limited to, Canada and United Kingdom).

The Debt and Debt-Related Securities invested in by the Sub-Fund shall be primarily (i.e., meaning at least 80% of its Net Asset Value) below investment grade securities (securities rated BB+ or below or its equivalent by a recognised rating agency) at time of purchase.

The Sub-Fund may have exposure of up to 10% of its Net Asset Value to CoCos.

The Sub-Fund may invest up to 10% of its Net Asset Value in CIS including open-ended exchange traded funds ("**ETFs**") and money market funds.

The Sub-Fund may invest up to 10% of its Net Asset Value in aggregate in transferable securities including but not limited to money market instruments and Debt and Debt-Related Securities which are not admitted to or dealt in on a Market, in accordance with the UCITS Regulations.

With the exception of permitted investment in unlisted securities and open-ended CIS, the Sub-Fund will invest in assets including FDI listed or traded on the Markets listed in Appendix II of the Prospectus.

The Sub-Fund may invest up to 10% of its Net Asset Value in private placements. This excludes Reg S/144A bonds that are not considered to be private placements.

The Sub-Fund may take both long positions and synthetic short positions, using FDI as described in the section "Use of FDI" below. Short positions may be held synthetically in order to hedge long exposure or to express positional views on the direction or volatility of a market, asset class or individual issuer to which the Sub-Fund may be exposed (i.e. looking to benefit from adverse movements in the value thereof).

The Sub-Fund may gain exposure to FDI as set out under the heading "Use of FDI" below.

### USE OF FDI

FDI may be used by the Sub-Fund for investment and/or efficient portfolio management purposes.

The Sub-Fund may use FDI for investment purposes and may invest in the following exchange-traded and OTC FDI for such purposes: futures, options, forwards and swaps.

The Sub-Fund may also utilise warrants, repurchase/reverse repurchase agreements for efficient portfolio management purposes, subject to the conditions and limits set out in the UCITS Regulations. Please see "Efficient Portfolio Management, FDIs And Securities Financing Transactions" in the Prospectus for further information on the types of techniques and FDI the Sub-Fund may use for efficient portfolio management purposes.

Whilst the Sub-Fund's Base Currency is USD, it may invest in non-USD denominated assets which may not necessarily be hedged back into USD using currency-related FDI. The currency-related FDI which may be used by the Sub-Fund for hedging purposes are further described in the Prospectus in the section "Use of FDI".

Further details regarding the use of FDI for investment, hedging and efficient portfolio management purposes, including their commercial purpose, are described in the Prospectus in the section entitled "Efficient Portfolio Management, FDIs And Securities Financing Transactions".

It is intended that the Sub-Fund will be managed to operate in normal circumstances with full flexibility from the perspective of long/short positions (that is, within an anticipated range of 100%, i.e. all of its assets, in long positions, short positions or a combination of the two). For the avoidance of doubt, the reference to 100% of assets being invested in long or short positions does not relate to global exposure levels in the Sub-Fund or the amount of leverage which can be taken by the Sub-Fund and investors should refer to the global exposure and leverage disclosures below for further information.

Collateral or margin may be passed by the Sub-Fund to a counterparty or broker in respect of efficient portfolio management techniques, as applicable. Please refer to the section of the Prospectus entitled "Collateral Policy" for further details.

## ENVIRONMENTAL AND SOCIAL CHARACTERISTICS

The Sub-Fund promotes environmental and/or social characteristics and invests in corporate issuers with good governance practices pursuant to Article 8 of SFDR.

The Sub-Fund promotes environmental and social characteristics by investing in corporate issuers that achieve minimum environmental and social best practices and are aligned with responsible business practices as defined by the principles of the UN Global Compact. In doing so, the Sub-Fund aims to avoid exposure to certain environmentally and socially detrimental practices, including those that may contribute to climate change such as thermal coal extraction.

In identifying corporate issuers that achieve minimum environmental and/or social best practices, the Sub-Fund will apply exclusion criteria and methodology provided by JP Morgan ("**JPM**"), as described below.

The Sub-Fund shall exclude corporate issuers, as determined by JPM's ESG Criteria and taking into account information from third party data providers, that:

a) derive any revenue from the production of tobacco;

b) derive any revenue from the production of controversial weapons;

c) derive any revenue from the extraction of thermal coal/generates electricity from thermal coal unless the issue purchased is a green bond as labelled by the Climate Bonds Initiative;

d) derive any revenue from the extraction of oil sands;

e) derive 10% or more of revenues from the manufacture and/or sale of non-civilian weapons; and/or

f) derive any revenue from the manufacture and/or sale of civilian weapons,

g) (the "**Investment Exclusions**").

All corporate issuers in which the Sub-Fund invests must follow good governance practices, as determined by JPM. JPM assesses corporate issuers' involvement in the areas identified using information from third party data providers. The data is used to understand whether a corporate issuer is in breach of the established threshold and therefore needs to be excluded.

JPM's exclusion criteria also requires the Sub-Fund to exclude direct investment in corporate issuers which, as per JPM's methodology using information from third party data providers:

a) are deemed to be involved in severe environmental, social or governance ("**ESG**") controversies (including significant violations of the UN Global Compact Principles (the "**UNGC**")) as determined by JPM; and

b) have the lowest ESG score as determined by JPM except if the bond is a green bond as labelled by the Climate Bonds Initiative.

The Investment Manager carries out initial and ongoing due diligence on JPM to understand the Investment Exclusions and JPM's good governance methodology (the "**JPM ESG Criteria**"). However, the Investment Manager does not guarantee that JPM's information is complete, accurate or consistent.

If Debt and Debt-Related Securities no longer meet the JPM ESG Criteria, the Investment Manager will seek to sell them as soon as reasonably practicable.

- The Investment Manager may invest in and/or continue to hold Debt and Debt-Related Securities that are not included in the Benchmark where:
- the issuer has other securities in the Benchmark that meet the JPM ESG Criteria;
- the security is no longer eligible for inclusion in the Benchmark because of its maturity profile, rating, amount outstanding or other characteristics. In that case, the Sub-Fund may continue to hold it for as long as it meets the JPM ESG Criteria. If the Investment Manager decides to sell Debt and Debt-Related Securities that are no longer eligible for inclusion in the Benchmark, the Sub-Fund will seek to sell the position as soon as reasonably practicable;
- the security meets the requirements for, and is expected to be included in, the Benchmark in the future and meets the JPM ESG Criteria;
- the security defaulted after purchase. In that case, the Sub-Fund will seek to sell the position as soon as reasonably practicable.

Because the Investment Exclusions rely on multiple external data sources, there may be a delay between (i) a change in an issuer's involvement in the activities listed above, (ii) enough data becoming available for JPM to assess that change and (iii) any resulting change to the portfolio.

Please refer to the SFDR Annex which has been prepared for the purpose of meeting the specific financial product level disclosures contained in SFDR and specifically, the disclosure requirements applicable to an Article 8 fund such as the Sub-Fund.

## BENCHMARK

The Benchmark represents the broad U.S. Dollar denominated, high yield, fixed-rate corporate bond market. The Sub-Fund will mainly provide exposure to U.S. Issuers within the Benchmark and will invest directly in the constituents of the Benchmark and indirectly through FDI.

Additional information on the Benchmark (including its constituents, composition and methodology) can be found here:

https://assets.bbhub.io/professional/sites/27/US-Corporate-High-Yield-Index.pdf

The Benchmark rebalances monthly.

The Sub-Fund is actively managed with reference to the Benchmark. The Investment Manager has discretion to select the Sub-Fund's investments and in doing so, the Investment Manager will refer to the Benchmark when constructing the Sub-Fund's portfolio (as further described below), and as a result the Sub-Fund will be similar in its currency and sector exposures as well as the maturity and credit quality profile of the Benchmark.

Under normal market conditions, at least 80% of the Sub-Fund's net assets will be invested in constituents of the Benchmark.

The Investment Manager may also use its discretion to invest in securities not included in the Benchmark in order to take advantage of specific investment opportunities.

The Benchmark should be used by investors to compare the performance of the Sub-Fund.

The Benchmark is a broad market index which does not focus on the ESG characteristics promoted by the Sub-Fund and as such it has not been designated for the purpose of attaining the environmental and/or social characteristics promoted by the Sub-Fund, as described in the Annex.

## INVESTMENT STRATEGY

The Investment Manager uses a systematic investment process to select high yield securities for the Sub-Fund's portfolio.

Proprietary quantitative models are used to evaluate relative risk and return characteristics of each bond in the Benchmark and construct the portfolio. The application of the Investment Manager's proprietary models drives the security selection process by gathering information from financial markets (e.g., bond prices, spreads, credit ratings, sector) and corporate balance sheets (e.g., profit margins, leverage) to identify Debt and Debt-Related Securities within the investment universe and determining whether to overweight or underweight such Debt and Debt-Related Securities relative to the Benchmark.

Portfolio holdings may become sell candidates if the Investment Manager believes that securities with better risk and return characteristics become available, or if the holding no longer meets the Investment Manager's strategic or portfolio construction objectives.

The Investment Manager considers that a good governance assessment should cover a broad range of factors in relation to how companies undertake their activities. Therefore, as JPM's good governance methodology excludes both corporate issuers with the worst controversy score using information from third party data providers as well as corporates with the lowest overall ESG rating using JPM's proprietary rating system, the Investment Manager is comfortable that this provides a comprehensive good governance assessment. External data used as part of the good governance assessment may be incomplete, inaccurate or unavailable, and as a consequence, there is a risk that JPM may not be able to accurately or completely assess the corporates in which the Sub-Fund invests.

## CASH AND COLLATERAL MANAGEMENT

The Sub-Fund will hold cash and liquid near cash assets in certain circumstances, such as meeting redemptions, facilitating payment of expenses, holding cash on deposit pending reinvestment and to provide liquidity, and collateral to support FDI exposure.

Liquid near cash assets may include Debt and Debt-Related Securities and instruments, obligations, treasury bills, certificates of deposit, term deposits, commercial paper, floating rate notes, which may be fixed or floating rate and are issued or guaranteed by any sovereign government or their agencies, local authority, supranational or public international bodies, banks, or corporates or other commercial issuers and may have maturities longer than 1 year. It is intended that issuers and/or guarantors of any such securities and instruments will have a credit rating at the time of purchase of at least A1/P1 (or its equivalent) from a recognised rating agency, or will be deemed by the Investment Manager to be of equivalent quality.

Further information relevant to the Sub-Fund's investment policy is contained in the Prospectus under "*Investment Objective and Policies*" and under "*Investment Restrictions*".

## GLOBAL EXPOSURE AND LEVERAGE

| | |
|---|---|
| **Global Exposure Methodology** | Commitment Approach |
| **Commitment Approach Limit** | 100% of the Net Asset Value |

For more information on the commitment approach, please see "*Leverage*" section in the Prospectus.

### SECURITIES FINANCING TRANSACTIONS

The Sub-Fund may engage in SFTs, i.e. repurchase/reverse repurchase agreements, as described under the heading "*Efficient Portfolio Management, FDIs and Securities Financing Transactions*" in the Prospectus.

The maximum exposure of the Sub-Fund in respect of SFTs shall be 100% of the Net Asset Value of the Sub-Fund. However, it is not anticipated that the Sub-Fund's exposure to the SFTs will exceed 15% of the Net Asset Value of the Sub-Fund. The types of assets that will be subject to SFTs will be securities which are of a type which is consistent with the investment policy of the Sub-Fund.

The use of Securities Financing Transactions may expose the Sub-Fund to the risks disclosed under the section of the Prospectus titled "*Risk Factors*".

Additional detail on TRS and SFTs, including acceptable collateral and counterparty procedure is given under the headings " *Efficient Portfolio Management, FDIs And Securities Financing Transactions*", "*Collateral Policy*", and "*Risk Factors*" in the Prospectus.

### SUSTAINABILITY RISKS

The Investment Manager considers one or more ESG factors alongside other non-ESG factors in the majority of its investment decisions. Those ESG factors are generally no more significant than other factors in the investment selection process, such that ESG factors may not be determinative in deciding to include or exclude any particular investment in the Sub-Fund. However, the Investment Manager does exclude issuers from the investment universe as per the criteria set out in the binding elements section of the SFDR Annex. Where it considers ESG factors, as detailed below, the Investment Manager is taking sustainability risks into account, which is the risk that the value of the relevant investments could be materially negatively impacted by an ESG event or condition ("**ESG Event**").

The Investment Manager considers ESG factors as part of the investment process for the Sub-Fund through the use of JPM's exclusion and ESG rating framework for corporate holdings. JPM methodology uses information from third party data providers assessing corporate issuers' involvement in the areas identified as part of their exclusion and ESG rating framework in order to screen the relevant investment against sustainability risk. The level of coverage via the ESG rating framework can vary and at times there may not be ratings available for a proportion of the portfolio.

The Sub-Fund may underperform or perform differently relative to other comparable funds that do not consider ESG factors in their investment decisions and there is a risk that the value of the Sub-Fund could be materially negatively impacted by an ESG Event.

### PORTFOLIO HOLDINGS DISCLOSURE POLICY

The Sub-Fund's portfolio holdings will be published on the Website. Such information will be made available on a daily basis.

### PROFILE OF A TYPICAL INVESTOR

The Sub-Fund is suitable for all types of investors, with basic investment knowledge, seeking to invest in an actively managed fund pursuing the objective and investment policy of the Sub-Fund as described above. It is expected that all investors will understand and appreciate the risks associated with investing in Shares of the Sub-Fund, including the potential for volatility in the value of such Shares, and investors should be looking to invest for at least five years.

## Key Information for Buying and Selling Shares

Shares may be subscribed for and redeemed on each Dealing Day by making an application before the Dealing Deadline. Such Shares will be issued or redeemed at the Net Asset Value per Share plus (in the case of subscriptions) or less (in the case of redemptions) an amount in respect of Duties and Charges, where applicable, on each Dealing Day, as disclosed below.

### SHARE CLASSES

The classes of Shares in the Sub-Fund which are available to investors are set out below and are distinguished by designated currency and levels of fees and charges levied as set out below.

| Share Class Name | Class Currency | Dividend Policy | Hedged Share Class | TER |
|---|---|---|---|---|
| USD Accumulating | USD | Accumulating | No | 0.30% |
| EUR Hedged Accumulating | EUR | Accumulating | Yes | 0.30% |
| GBP Hedged Accumulating | GBP | Accumulating | Yes | 0.30% |
| CHF Hedged Accumulating | CHF | Accumulating | Yes | 0.30% |
| EUR Hedged Distributing | EUR | Distributing (Semi-annually) | Yes | 0.30% |

| Share Class Name | Class Currency | Dividend Policy | Hedged Share Class | TER |
|---|---|---|---|---|
| GBP Hedged Distributing | GBP | Distributing (Semi-annually) | Yes | 0.30% |
| CHF Hedged Distributing | CHF | Distributing (Semi-annually) | Yes | 0.30% |

## INITIAL OFFER PERIOD

The Initial Offer Period of the unlaunched classes of Shares shall open from 9 October 2026 to 8 April 2027. Shares may be subscribed for during the Initial Offer Period at the Initial Issue Price.

Thereafter, the Sub-Fund shall be continuously open for subscriptions on each Dealing Day and Shares will be available at the prevailing Net Asset Value per Share calculated as at the Valuation Point on the relevant Dealing Day.

## INITIAL ISSUE PRICE

Approximately 10EUR, 10USD, 10CHF or 10GBP depending on the currency of the relevant Class of Shares (plus an amount in respect of Duties and Charges, if any, applicable to the relevant Class.

Following the close of the Initial Offer Period, Shares will be available at the prevailing Net Asset Value per Share calculated as at the Valuation Point on the relevant Dealing Day.

## SUBSCRIPTIONS – PRIMARY MARKET

Shares will be issued on each Dealing Day at the Dealing NAV with an appropriate provision for Duties and Charges in accordance with the provisions set out below and in the Prospectus. Authorised Participants may subscribe for Shares for cash or in kind on each Dealing Day by making an application by the relevant Dealing Deadline in accordance with the requirements set out below and in the "Share Dealing On The Primary Market" section of the Prospectus. Consideration, in the form of cleared subscription monies/securities, must be received by the Settlement Date.

## REDEMPTIONS

Shareholders may effect a redemption of Shares on any Dealing Day at the appropriate Dealing NAV, subject to an appropriate provision for Duties and Charges, in accordance with the provisions set out in this section and at the "Share Dealing On The Primary Market" section of the Prospectus. Settlement will normally take place by the Settlement Date but may take longer depending on the settlement schedule of the underlying markets. In any event, settlement will not take place later than 10 Business Days from the Dealing Deadline.

## LISTING

An application has been made for the Shares to be admitted to the official list and to trading on Euronext Dublin. Shares may also be admitted to trading on other Relevant Stock Exchanges as specified on the Website.

## EXCHANGE TRADED FUND

Subject to the requirements set out herein, the Shares of this Sub-Fund (where they are listed on the Relevant Stock Exchanges) are fully transferable among investors.

**Shares purchased on the Secondary Market cannot usually be sold directly back to the Sub-Fund. Investors must buy and sell Shares on a Secondary Market with the assistance of an intermediary (e.g. a stockbroker) and may incur fees for doing so. In addition, investors may pay more than the current Net Asset Value when buying Shares and may receive less than the current Net Asset Value when selling them**.

## DIVIDEND POLICY

Where the ICAV intends to declare dividends with respect to one or more Classes of the Sub-Fund, the proposed frequency of such dividend declarations shall be as set out in the table in the section entitled "Share Classes".

It is not the current intention of the Directors to declare dividends in respect of the Classes identified as "Accumulating" classes in this Supplement. The income, earnings and gains of the Sub-Fund will be accumulated and reinvested. Any change to this dividend policy shall be set out in an updated version of the Supplement and notified to the Shareholders in advance.

It is intended to declare dividends in respect of the Classes identified as "Distributing" classes in this Supplement. Distributions in respect of these Classes will be declared on each Distribution Date in each year provided that if such dates are not Business Days, the declaration date will be the Business Day immediately following such date respectively.

Please refer to the section of the Prospectus entitled "*Dividend Policy*" for further information.

## FEES AND EXPENSES

The Sub-Fund pays all of its fees and expenses (and its due proportion of any costs and expenses of the ICAV allocated to it) as a single flat fee (the "**Total Expense Ratio**" or "**TER**"). The TER is calculated and accrued daily from the Net Asset Value of the relevant Class of the Sub-Fund and payable monthly in arrears. The TER applicable to each Class is set out in the table under the heading "Share Classes" above and the single flat fee charged shall not exceed the amount specified therein.

The TER shall be up to 0.30% per annum of the Net Asset Value of each Class of Shares. Until 17 November 2028, the TER is subject to a fee waiver of 0.20% per annum of the Net Asset Value per Class of Shares, with the result that the effective TER until that date shall be up to 0.10% per annum of the Net Asset Value per Class of Shares. The fee waiver shall automatically expire on 17 November 2028, following which the TER shall revert to the rate specified above.

This section should be read in conjunction with the section entitled "*Fees and Expenses*" in the Prospectus, which describes, among other matters, any expenses not covered by the TER and any Duties and Charges that may be applied to Primary Market transactions.

### Duties and Charges

A fee may be charged by the ICAV on the issue and/or redemption of Shares to cover the Duties and Charges relating to such issue and/or redemption.

For the avoidance of doubt, Duties and Charges shall be added to the Subscription Price or shall be deducted from the Redemption Price payable to the investor.

## Risk Factors

Investors' attention is drawn to the section entitled "*Risk Factors*" in the Prospectus, including "*Financial Derivative Instrument Risks*" which provides additional information on the risks associated with FDI including leverage and the risk that changes in the value of the FDI may not correlate perfectly with the underlying asset, rate, or index.

Please see "*Contingent Convertible Securities (CoCos) Risk*" in the Prospectus for details of the risks associated with CoCos.

*Annex*

*Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852.*

# Product name: BNY U.S High Yield Active UCITS ETF

# Legal entity identifier: 213800HFT2I1C4U9WP37

## Environmental and/or social characteristics

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

**Does this financial product have a sustainable investment objective?**

| ●● ☐ Yes | ●○ ☑ No |
|---|---|
| ☐ It will make a minimum of **sustainable investments with an environmental objective**: ___% | ☐ It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of ____ of sustainable investments |
| ☐ in economic activities that qualify as environmentally sustainable under the EU Taxonomy | ☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy |
| ☐ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy | ☐ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy |
| | ☐ with a social objective |
| ☐ It will make a minimum of **sustainable investments with a social objective** ___% | ☑ It promotes E/S characteristics, but **will not make any sustainable investments** |

## What environmental and/or social characteristics are promoted by this financial product?

The Sub-Fund promotes a minimum environmental and/or social standard that seeks to mitigate or avoid practices that the Investment Manager deems environmentally and/or socially detrimental.

Exclusion criteria are used to achieve this minimum standard.

The Sub-Fund promotes environmental and/or social characteristics through the exclusion of issuers that derive a certain percentage of revenue, as determined by JP Morgan (JPM), from tobacco production, thermal coal mining, thermal coal power generation and oil sands extraction, controversial weapons production and civilian and non-civilian weapons manufacturing and distribution.

Issuers will also be excluded where, in the opinion of JPM, the issuers are deemed to have violated the minimum standards of business practices as defined by the principles of the UN Global Compact.

Furthermore, issuers with the lowest ESG score as determined by JPM will be excluded, except if the bond is a green bond as labelled by the Climate Bonds Initiative.

A reference benchmark has not been designated for the purpose of attaining the environmental and/or social characteristics promoted by the Sub-Fund.

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

- **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

  The following sustainability indicator will be used to measure whether the Sub-Fund is attaining the environmental and/or social characteristics it promotes:

  Exclusion Policy: An assessment of whether the Sub-Fund has successfully and consistently executed its exclusion policy.

  The exclusion policy is defined by JPM's Investment Exclusions and good governance methodology ("**JPM ESG Criteria**"). JPM has defined revenue thresholds for each category of exclusion and uses third party data providers in order to understand whether a corporate issuer is in breach of the established threshold and therefore needs to be excluded. On a monthly basis, JPM provides the

Investment Manager with a list of eligible securities which are maintained on the Investment Manager's investment management systems. These systems will provide pre-trade warnings for those investments linked to excluded issuers and prevent the Sub-Fund from investing to ensure that the Sub-Fund complies with its exclusion policy.

The percentage of the assets of the Sub-Fund invested in excluded issuers is expected to be 0%.

- **What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?**

  Not applicable

- **How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?**

  Not applicable

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anticorruption and antibribery matters.

- *How have the indicators for adverse impacts on sustainability factors been taken into account?*

  Not applicable

- *How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:*

  Not applicable

*The EU Taxonomy sets out a "do no significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*



## Does this financial product consider principal adverse impacts on sustainability factors?

☑ Yes, The Sub-Fund considers the following PAIs from Table 1 of Annex I of the Commission Delegated Regulation:

- 10. Violations of UN Global Compact principles and Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises
- 11. Lack of processes and compliance mechanisms to monitor compliance with UN Global Compact principles and OECD Guidelines for Multinational Enterprises
- 14. Exposure to controversial weapons (anti-personnel mines, cluster munitions, chemical weapons, and biological weapons).
- 16. Investee countries subject to social violations

In terms of the Sub-Fund's overall consideration of the PAIs, these are measured against defined thresholds. After the data for a PAI indicates a threshold has been crossed the Investment Manager may take any of the following actions including (but not limited to):

- the exclusion of the issuer from within the Sub-Fund;
- a reduction in % allocation to the issuer within the Sub-Fund;
- mitigation of the impact on a security and/or the Sub-Fund;

– engagement with the relevant issuer in an attempt to mitigate the impact at source. If data the Investment Manager receives indicates a PAI threshold has been crossed and the Investment Manager decides to engage, the relevant issuer has one year from the time the Investment Manager raises the issue with them to take reasonable steps to resolve it after which time the Investment Manager will make reasonable endeavours to remove the allocation to the relevant security; and/or

– no action, with justification.

Reporting on consideration of PAIs will be available in an annex to the annual report of the Sub-Fund.

PAI Data Availability

The Investment Manager is dependent upon information and data from third party data providers in order to be able to consider principal adverse impacts on sustainability factors. The availability and quality of such data impacts the extent to which each such PAI can be taken into account. In particular, the lack or incomplete reporting of metrics by some issuers means that there is currently only limited data on some adverse indicators. As such for some of the mandatory PAIs listed above, data coverage may be very low. The Investment Manager's analysis of adverse indicators relies on this third-party information and data, and where such information is not available or is incomplete, the Investment Manager's analysis of adverse indicators is necessarily limited. As the data availability improves over time, it is expected that PAIs can be applied to a greater portion of the Investment Manager's investable universe. This will allow for enhanced insight into the adverse impacts caused by issuers.

☐ No



## What investment strategy does this financial product follow?

The Investment Manager uses a systematic investment process to select high yield securities for the Sub-Fund's portfolio.

Proprietary quantitative models are used to evaluate relative risk and return characteristics of each bond in the Benchmark and construct the portfolio. The application of the Investment Manager's proprietary models drives the security selection process by gathering information from financial markets (e.g., bond prices, spreads, credit ratings, sector) and corporate balance sheets (e.g., profit margins, leverage) to identify Debt and Debt-Related Securities within the investment universe and determining whether to overweight or underweight such Debt and Debt-Related Securities relative to the Benchmark.

Portfolio holdings may become sell candidates if the Investment Manager believes that securities with better risk and return characteristics become available, or if the holding no longer meets the Investment Manager's strategic or portfolio construction objectives.

The Investment Manager considers that a good governance assessment should cover a broad range of factors in relation to how companies undertake their activities. Therefore, as JPM's good governance methodology excludes both corporate issuers with the worst controversy score using information from third party data providers as well as corporates with the lowest overall ESG rating using JPM's proprietary rating system, the Investment Manager is comfortable that this provides a comprehensive good governance assessment. External data used as part of the good governance assessment may be incomplete, inaccurate or unavailable, and as a consequence, there is a risk that JPM may not be able to accurately or completely assess the corporates in which the Sub-Fund invests.

● **What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?**

The Sub-Fund shall exclude corporate issuers, as determined by JPM's ESG Criteria and taking into account information from third party data providers, that:

- derive any revenue from the production of tobacco;
- derive any revenue from the production of controversial weapons;
- derive any revenue from the extraction of thermal coal/generates electricity from thermal coal unless:
  - the issue purchased is a green bond as labelled by the Climate Bonds Initiative
- derive any revenue from the extraction of oil sands;

- derive 10% or more of revenues from the manufacture and/or sale of non-civilian weapons;
- derive any revenue from the manufacture and/or sale of civilian weapons;
- are deemed to be involved in severe ESG controversies (including significant violations of UN Global Compact Principles);
- have the lowest ESG score as determined by JPM, except if the bond is a green bond as labelled by the Climate Bonds Initiative.

- **What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?**

  There is no commitment to reduce the scope of the investments by a minimum rate.

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

- **What is the policy to assess good governance practices of the investee companies?**

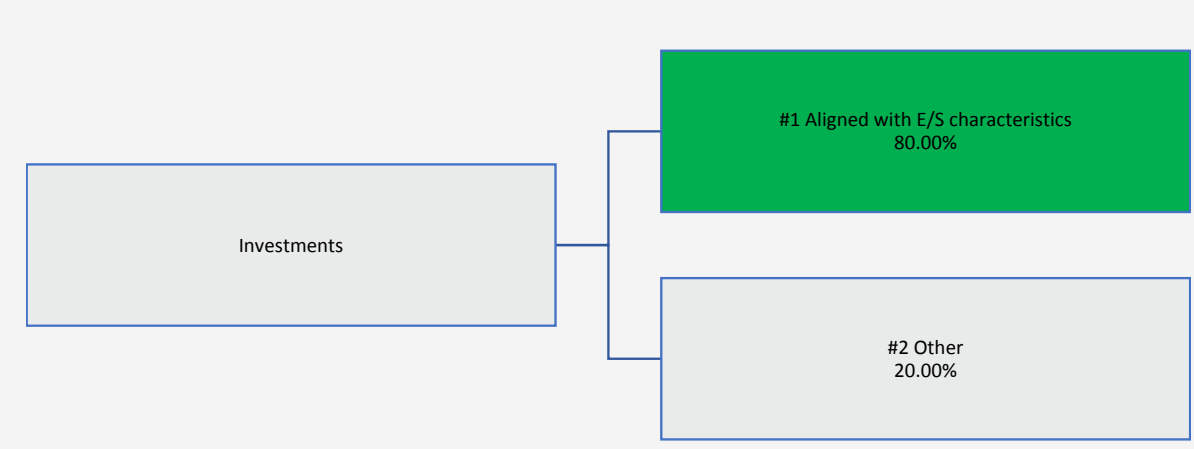
  The Investment Manager considers that a good governance assessment should cover a broad range of factors in relation to how issuers undertake their activities. The Investment Manager carries out initial and ongoing due diligence on JPM to ensure that the Investment Manager fully understands the Investment Exclusions and JPM's good governance methodology (the "**JPM ESG Criteria**") and that it aligns with the Investment Manager's own good governance assessment philosophy. As JPM's good governance methodology excludes both corporate issuers with the worst controversy score using information from external data providers as well as corporates with the lowest overall ESG rating using JPM's proprietary rating system, the Investment Manager is comfortable that this provides a comprehensive good governance assessment. External data used as part of the good governance assessment may be incomplete, inaccurate or unavailable, and as a consequence, there is a risk that JPM may not be able to accurately or completely assess the corporates in which the Sub-Fund invests.

## What is the asset allocation planned for this financial product?

**Asset allocation** describes the share of investments in specific assets.

A minimum of 80% of Net Asset Value will be used to meet the environmental or social characteristics promoted by the Sub-Fund in accordance with the binding elements of the investment strategy.

The asset allocation diagram below is intended to illustrate the typical asset allocation of this Sub-Fund. However, the asset allocation of the Sub-Fund is not fixed and may vary from the asset allocation illustrated in the diagram. The Sub-Fund promotes environmental or social characteristics based on an exclusionary approach. As a consequence, the figure in #1 below represents that the portfolio has excluded certain types of investments as further detailed in 'What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?' above and therefore the portfolio is aligned with the environmental or social characteristics promoted by the Sub-Fund solely through the absence of those investments.




#1 Aligned with E/S characteristics includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

#2 Other includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

● **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

Derivatives (FDI) can be used to attain the environmental or social characteristics promoted by the Sub-Fund by providing indirect exposure that broadly passes the exclusions criteria as set out under the binding elements section of Annex II. For the avoidance of doubt, FDI are not used to gain exposure to Sustainable Investments.

## To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

Not applicable

● **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy [1]?**

☐ Yes:

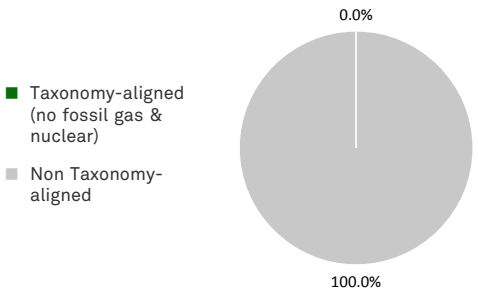
☐ In fossil gas ☐ In nuclear energy

☑ No

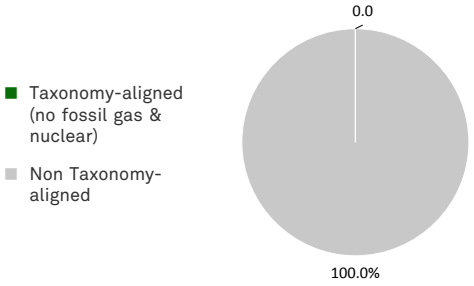
Taxonomy-aligned activities are expressed as a share of:
- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

*The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy-alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy-alignment only in relation to the investments of the financial product other than sovereign bonds.*

1. Taxonomy-alignment of investments including sovereign bonds*




**2. Taxonomy-alignment of investments excluding sovereign bonds***




This graph represents 100% of the total investments

** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures*

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

● **What is the minimum share of investments in transitional and enabling activities?**

Transitional activities: 0.00%

Enabling activities: 0.00%

[1] Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.

## What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

Not applicable.

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

## What is the minimum share of socially sustainable investments?

Not applicable.

## What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments included under "#2 Other" are:

- Liquid and near-cash assets, generally held for liquidity management purposes, that do not pass the exclusions as set out under the binding elements section of the Annex II.
- Collective investment schemes, generally held for liquidity purposes or for investment purposes on a temporary basis, that do not broadly pass the exclusions as set out under the binding elements section of the Annex II.
- Cash held at custody account(s) for liquidity management purposes.
- Derivatives (FDI), generally held for hedging purposes or investment purposes, that do not broadly pass the exclusions as set out under the binding elements section of the Annex II.

No minimum environmental or social safeguards are considered for these investments.

## Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

Not applicable.

**Reference benchmarks** are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

- **How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?**
  Not applicable

- **How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?**
  Not applicable
- **How does the designated index differ from a relevant broad market index?**
  Not applicable
- **Where can the methodology used for the calculation of the designated index be found?**
  Not applicable

## Where can I find more product specific information online?

More product-specific information can be found on the website: www.bny.com/investments

# BNY Euro Corporate Bond Active UCITS ETF

## SUPPLEMENT DATED 8 OCTOBER, 2026

### a sub-fund of BNY ETF ICAV

An Irish collective asset-management vehicle and an open-ended umbrella fund with segregated liability between sub-funds formed in Ireland under the Irish Collective Asset-management Vehicles Act 2015 and authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations

Additional information to that contained in the Prospectus may be provided to third parties (i.e. stockbrokers/ intermediaries) as to the investor profile to enable these third parties to comply with their legal or regulatory obligations.

### Important Information

**This Supplement contains information relating specifically to BNY Euro Corporate Bond Active UCITS ETF (the "Sub-Fund"), which forms part of and should be read in conjunction with the Prospectus dated 8 October, 2026 for BNY ETF ICAV (the "ICAV").**

The Sub-Fund is an actively managed UCITS ETF.

The Directors of the ICAV, whose names appear in the "*Management of the ICAV – The Board of Directors*" 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), the information contained in this Supplement is in accordance with the facts and does not, in the Directors' judgement, omit anything likely to materially affect the import of such information. The Directors accept responsibility accordingly.

As the price of Shares in the Sub-Fund may fall as well as rise, the Sub-Fund shall not be a suitable investment for an investor who cannot sustain a loss on their investment.

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

**The Sub-Fund may invest in financial derivative instruments ("FDI") for investment purposes, hedging and for efficient portfolio management purposes (as detailed below). The use of FDI for investment purposes will not be extensive.**

This Supplement is not a guide to the future volatility of the Sub-Fund which may move over time. Investors may also refer to the KIID/ KID for the most up-to-date SRRI/SRI measurement.

Investors should read and consider Appendix III to the Prospectus (entitled "*Risk Factors*") before investing in the Sub-Fund.

The Directors of the ICAV may create new Share Classes from time to time, provided that the creation of any such new Share Classes is notified in advance to and cleared by the Central Bank. A separate pool of assets will not be maintained for each of the Share Classes.

## Definitions and Key Information

Unless otherwise stated below, all capitalised terms used in this Supplement shall have the same meaning as in the Prospectus.

| | |
|---|---|
| **Base Currency** | EUR |
| **Benchmark** | Bloomberg Euro Aggregate Corporate TR Index |
| **Business Day** | In relation to the Sub-Fund, a day on which markets are open for business in England (or such other day as the Directors may from time to time determine subject to advance Shareholder notice). |
| **Dealing Day** | In general, each Business Day will be a Dealing Day. However, some Business Days will not be Dealing Days where, for example, markets on which the Sub-Fund's Investments are listed or traded or markets relevant to the Benchmark are suspended or closed or where there is a public holiday in the relevant jurisdiction in which a delegate of the Investment Manager is based provided there is at least one Dealing Day per fortnight, subject always to the Directors' discretion to temporarily suspend the determination of the Net Asset Value and the sale, switching and/or redemption of Shares in the ICAV or the Sub-Fund in accordance with the provisions of the Prospectus and the Instrument of Incorporation.<br>The Investment Manager produces dealing calendars which detail in advance the Dealing Days for the Sub-Fund. The dealing calendar may be amended from time to time by the Investment Manager where, for example, the relevant market operator, regulator or exchange (as applicable) declares a relevant market closed for trading and/or settlement (such closure may be made with little or no notice to the Investment Manager). The dealing calendar for the Sub-Fund and each Share Class within the Sub-Fund is available from BNY's website: https://www.bny.com/investments |
| **Dealing Deadline - Cash** | 14:00 hrs (UK time) on the relevant Dealing Day or such earlier or later time as may be determined by the Manager or the Investment Manager at their discretion with prior notice to Authorised Participants, which is the cut-off time in respect of any Dealing Day for receipt of applications for subscriptions and redemptions in the Sub-Fund. |
| **Dealing Deadline - In Kind** | 16:00 hrs (UK time) on the relevant Dealing Day or such earlier or later time as may be determined by the Manager or the Investment Manager at their discretion with prior notice to Authorised Participants, which is the cut-off time in respect of any Dealing Day for receipt of applications for subscriptions and redemptions in the Sub-Fund. |
| **Distribution Date** | On the basis that the Distributing Share Classes distribute semi-annually, it is expected that distributions would be declared and paid by the final Business Day of the calendar months of April and October. |
| **Investment Manager** | Insight Investment Management (Global) Limited.<br>Insight Investment Management (Global) Limited is a private limited company incorporated under the laws of England and Wales. It is regulated by the FCA in the UK. Insight Investment Management (Global) Limited is a subsidiary of Insight Investment Management Limited which is a wholly owned subsidiary of The Bank of New York Mellon Corporation. |
| **LEI** | 213800VG1182PKJAE429 |
| **Minimum Subscription Amount** | 200,000 Shares or its cash equivalent.<br>This may be reduced or increased in any case at the discretion of the Manager. |
| **Minimum Redemption Amount** | 200,000 Shares or its cash equivalent.<br>This may be reduced or increased in any case at the discretion of the Manager. |
| **Settlement Date** | In respect of subscriptions, within two (2) Business Days after the relevant Dealing Day and, in respect of redemptions, generally within two (2) Business Days after the relevant Dealing Day (unless otherwise agreed with the Manager or its delegate) and in any event will occur within a maximum of ten Business Days of the Dealing Deadline.<br>If a market is closed for trading or settlement on any Business Day during the period between the relevant Dealing Day and the expected Settlement Date (inclusive), and/or settlement in the currency of the relevant Share Class is not available on the expected Settlement Date, there may be corresponding delays to the settlement deadline. |
| **Sub-Investment Manager** | Insight North America LLC.<br>Insight North America LLC is a New York limited liability company and is registered in the United States with the U.S. Securities and Exchange Commission as an investment adviser and with the National Futures Association as a Commodity Trading Adviser pursuant to 4.7(c) of the U.S. Commodity Exchange Act. Insight North America LLC is a subsidiary of Mellon Global Investing Corporation which is a wholly owned subsidiary of The Bank of New York Mellon Corporation. |
| **Valuation Point** | 22:00 hrs (UK time) on a Business Day or such other time as the Directors may from time to time determine provided that such time is always after the Dealing Deadline and provided that all Shareholders are notified in advance. |
| **Website** | https://www.bny.com/investments<br>Information on portfolio composition and the Net Asset Value shall be made available on the Website on each Dealing Day. |

## Information on the Sub-Fund

## Investment Objective, Investment Policy and Other Information

### INVESTMENT OBJECTIVE

The Sub-Fund aims to achieve a medium to long-term return in excess of the Benchmark, net of fees, from income and capital growth. While the Sub-Fund seeks to outperform the Benchmark over time, no specific outperformance target is set or guaranteed.

### INVESTMENT POLICY

The Sub-Fund will invest at least 51% of the Sub-Fund's Net Asset Value in fixed or floating investment grade corporate debt. The Sub-Fund invests primarily (meaning at least 70% of the Sub-Fund's Net Asset Value) in Euro-denominated debt and debt-related securities.

The debt and debt-related securities in which the Sub-Fund may invest include the following: corporate fixed and floating rate notes, convertible bonds, contingent convertible securities ("CoCos"), covered bonds, puttable bonds, callable bonds, debentures, zero-coupon bonds as well as Eurobonds and bullet bonds, supranational agency bonds, agency bonds, Use of Proceeds Impact Bonds, fixed and floating rate government bonds, municipal bonds, index-linked bonds and inflation-linked bonds and money market instruments (such as certificates of deposit, commercial paper and overnight deposits) (together, "Debt and Debt-Related Securities").

The Sub-Fund may have exposure of up to 5% of its Net Asset Value to CoCos. Please see "Contingent Convertible Securities (CoCos) Risk" in the Prospectus for details of the risks associated with CoCos.

The Sub-Fund will invest in investment grade Debt and Debt-Related Securities as rated by a recognised rating agency. The Debt and Debt-Related Securities are classified as investment grade if at the time of purchase, the median rating of the security is above Ba1/BB+/BB+. In the case of a split rating (i.e. different ratings are given by two or more rating agencies), the lower of the two highest ratings will be considered.

In addition, the Sub-Fund may invest up to 20% of Net Asset Value in below investment grade Debt and Debt-Related Securities. The Sub-Fund will not invest in Debt and Debt-Related Securities rated as of the date of purchase below B- (or its equivalent) as rated by a recognised rating agency. For the avoidance of doubt, the Sub-Fund will not invest in mortgage-backed securities, asset-backed securities, or other investments linked to credit risk. The Sub-Fund may also invest , on a limited basis, in unrated Debt and Debt-Related Securities including newly issued corporate bonds that have not yet received a formal external rating and other unrated corporate bonds which, in each case, the Investment Manager determines, at the time of purchase, that such securities are of a credit quality equivalent to the minimum rating threshold set out above.

In the event that any Debt and Debt-Related Securities held by the Sub-Fund are subsequently downgraded below the limits referred to above, the Investment Manager may maintain a maximum exposure of 3% of the Net Asset Value of the Sub-Fund to such downgraded securities. To the extent that the aggregate value of such securities or instruments exceeds 3% of the Net Asset Value of the Sub-Fund, any which have not been upgraded within a six-month period will be sold. Exposures arising from the underlying holdings of CIS will be taken into account in the application of the restrictions set out in this section.

The Sub-Fund may invest up to 10% of its Net Asset Value in aggregate in open-ended CIS including exchange traded funds ("ETFs") and money market funds. CIS may include another Sub-Fund or Sub-Funds of the ICAV or other funds advised by the Investment Manager or an Affiliate. Any investment in closed-ended ETFs constituting Transferable Securities will be in accordance with the criteria and investment limits for Transferable Securities, as set out in "*Appendix I - Investment Restrictions*" in the Prospectus.

The Sub-Fund may also hold high levels of cash and money market instruments in certain circumstances. Please see "*Cash and Collateral Management*" below for further details.

The Sub-Fund intends to invest broadly with no particular industry or sector focus, however, the Sub-Fund may at times be concentrated in particular industry or geographical sectors depending on where the Investment Manager sees investment opportunity. Certain sectors will be avoided as a result of the ESG factors that are taken into account.

The Sub-Fund may invest up to 10% of its Net Asset Value in emerging markets.

The Sub-Fund may invest up to 10% of its Net Asset Value in aggregate in Transferable Securities (i.e. Debt and Debt-Related Securities) which are not admitted to or dealt in on a Market in accordance with the UCITS Regulations. With the exception of permitted investment in unlisted Transferable Securities and approved money market instruments, the Sub-Fund's investments shall be listed or traded on Markets. A list of the Markets is set out in Appendix II of the Prospectus.

The Sub-Fund may take both long positions and synthetic short positions, using FDI as described in the section "Use of FDI" below. Short positions may be held synthetically in order to hedge long exposure or to express positional views on the direction or volatility of a market, asset class or individual issuer to which the Sub-Fund may be exposed (i.e. looking to benefit from adverse movements in the value thereof).

The Sub-Fund may gain exposure to FDI as set out under the heading "*Use of FDI*" below.

## USE OF FDI

The Sub-Fund may use FDI for investment purposes and may invest in the following exchange-traded and OTC FDI for such purposes: futures, options, forwards and swaps.

The Sub-Fund may also utilise warrants, repurchase/reverse repurchase agreements for efficient portfolio management purposes, subject to the conditions and limits set out in the UCITS Regulations. Please see "*Efficient Portfolio Management, FDIs And Securities Financing Transactions*" in the Prospectus for further information on the types of techniques and FDI the Sub-Fund may use for efficient portfolio management purposes.

Whilst the Sub-Fund's Base Currency is Euro, it may invest in non-Euro denominated assets which may not necessarily be hedged back into Euro using currency-related FDI. The currency-related FDI which may be used by the Sub-Fund for hedging purposes are further described in the Prospectus in the section "Use of FDI".

Further details regarding the use of FDI for investment, hedging and efficient portfolio management purposes, including their commercial purpose, are described in the Prospectus in the section entitled "*Efficient Portfolio Management, FDIs And Securities Financing Transactions*".

It is intended that the Sub-Fund will be managed to operate in normal circumstances with full flexibility from the perspective of long/short positions (that is, within an anticipated range of 100%, i.e. all of its assets, in long positions, short positions or a combination of the two). For the avoidance of doubt, the reference to 100% of assets being invested in long or short positions does not relate to global exposure levels in the Sub-Fund or the amount of leverage which can be taken by the Sub-Fund and investors should refer to the global exposure and leverage disclosures below for further information.

## ENVIRONMENTAL AND SOCIAL CHARACTERISTICS

While the Sub-Fund does not have Sustainable Investment as defined under SFDR as its investment objective, the Sub-Fund will invest at least 35% of its Net Asset Value in Sustainable Investments. The Sub-Fund promotes environmental and/or social characteristics and invests in corporate issuers with good governance pursuant to Article 8 of SFDR.

The Sub-Fund promotes the following environmental and social characteristics:

– A minimum allocation to Sustainable Investments; and

– A minimum environmental and/or social standard through the application of exclusions as detailed below.

In applying these exclusions, the Sub-Fund shall promote:

a) respect for social norms by excluding sovereign issuers that are, amongst others, in breach of social violations including, but not limited to, human rights issues and are subject to sanctions;

b) a transition towards low-carbon energy by excluding issuers with material involvement in certain carbon intensive activities;

c) the conduct of business in accordance with international norms by excluding corporate issuers that are in violation of the United Nations Global Compact (UNGC) principles or the Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises, each of which covers human rights, labour standards, the environment and anti-corruption; and

d) better health and social cohesion by excluding issuers which are involved in, amongst others, the production of tobacco and controversial weapons production.

**Please refer to the SFDR Annex which has been prepared for the purpose of meeting the specific financial product level disclosures contained in SFDR and specifically, the disclosure requirements applicable to an Article 8 fund such as the Sub-Fund.**

## BENCHMARK

The Benchmark includes fixed-rate, investment-grade Euro denominated corporate bonds. Inclusion is based on the currency of the issue, and not the domicile of the issuer. The Benchmark does not take ESG factors into account and is not used to measure the extent to which the environmental or social characteristics promoted by the Sub-Fund are met.

Additional information on the Benchmark can be found here:

https://www.bloomberg.com/quote/LECPTREU:IND

The Sub-Fund's main holdings will be Euro denominated investment grade corporate Debt and Debt-Related Securities ("IG Credit"). The Benchmark covers a significant proportion of this investable universe and as a consequence, the majority of the Sub-Fund's holdings (i.e. at least 51%) will either be, or are expected to be, a) constituents of the Benchmark at the next rebalancing date or b) constituents of the Benchmark at the time of purchase but are no longer constituents due to their maturity falling to below one year.

The Sub-Fund is actively managed, which means the Investment Manager has discretion over the selection of investments, subject to the investment objective and policy. The Sub-Fund will aim to achieve a return in excess of the Benchmark. However, the Sub-Fund's allocation to IG Credit and the weightings of individual holdings may deviate from the Benchmark. The Sub-Fund is also able to allocate a portion of its assets to non-IG Credit and securities that are not Benchmark constituents.

For the avoidance of doubt, the Sub-Fund will not seek to replicate the Benchmark, rather the Sub-Fund will hold a portfolio of securities (which may include but will not be limited to Benchmark constituents) which are actively selected and managed with the aim of delivering an investment performance which exceeds that of the Benchmark.

## INVESTMENT STRATEGY

The Sub-Fund follows an actively managed investment strategy designed to deliver outperformance when compared to the Benchmark by using a combination of 'top down' macro analysis and 'bottom-up' credit research undertaken by and proprietary to the Investment Manager.

The 'top-down' analysis consists of:

a) understanding the current and future macroeconomic environment, for employment levels, inflation, interest rates, and what impact these factors may have on Debt and Debt-Related Securities and currencies. This understanding is developed using a number of sources including economic data releases, central bank policy statements and a review of historical data; and

b) analysing the different asset classes that make up the investments in the Sub-Fund, i.e. credit, emerging market debt and government bonds to assess their return generating potential.

The 'bottom-up' credit research and analysis involves an assessment of the creditworthiness of the issuer incorporating an analysis of key credit metrics, such as leverage and cash flow. A relative value assessment of the issuer's debt instruments relative to comparable debt instruments may also be undertaken to supplement the credit research and analysis. This approach aims to identify, on a worldwide basis and without any specific geographical or sectoral focus, investments with good total return generating potential.

Once this analysis is complete the Investment Manager can decide the asset allocation of the Sub-Fund, i.e. what percentage of the assets to invest in the asset classes. The Investment Manager may consider factors such as expense and ease of implementation when deciding how to implement the investment strategy and gain exposure to the asset classes, e.g. using FDI or CIS rather than buying assets directly.

Selecting the individual securities is made with input from the credit teams within the Investment Manager who specialise in specific sectors or industries, e.g. telecoms, automobiles, technology, manufacturing and government bonds.

In making its investments the Sub-Fund will also use a combination of external and/or internal ESG research as well as 'bottom-up' credit research and relative value assessments (as detailed above) to evaluate an investment.

## CASH AND COLLATERAL MANAGEMENT

The Sub-Fund will hold cash and liquid near cash assets in certain circumstances, such as meeting redemptions, facilitating payment of expenses, holding cash on deposit pending reinvestment and to provide collateral to support FDI exposure. In exceptional circumstances, the Sub-Fund may temporarily hold high levels of cash and liquid near cash assets (i.e. up to 100% of the Sub-Fund's Net Asset Value) where market conditions may require a defensive investment strategy (e.g. market crash or major crisis).

Liquid near cash assets may include money market instruments and bank deposits. It is intended that issuers and/or guarantors of any such securities and instruments will have a credit rating at the time of purchase of at least A1/P1 (or its equivalent) from a recognised rating agency or will be deemed by the Investment Manager to be of equivalent quality.

Further information relevant to the Sub-Fund's investment policy is contained in the Prospectus under "Investment Objective and Policies" and under "Investment Restrictions".

The use of FDI for the purposes outlined above may expose the Sub-Fund to the risks disclosed under the section of the Prospectus titled "Risk Factors".

Please refer to the section of the Prospectus entitled " Efficient Portfolio Management, FDIs And Securities Financing Transactions" for further details.

## GLOBAL EXPOSURE AND LEVERAGE

| | |
|---|---|
| **Global Exposure Methodology** | Commitment approach |
| **Commitment Approach Limit** | 100% of the Net Asset Value |

For more information on the commitment approach, please see "*Leverage*" section in the Prospectus.

## SECURITIES FINANCING TRANSACTIONS

The Sub-Fund may enter into Total Return Swaps ("**TRS**") and may engage in SFTs, i.e.repurchase/reverse repurchase agreements, as described under the heading "*Efficient Portfolio Management, FDIs and Securities Financing Transactions*" in the Prospectus.

The maximum exposure of the Sub-Fund in respect of TRS shall be 30% and in respect of SFTs shall be 100% of the Net Asset Value of the Sub-Fund. However, it is not anticipated that the Sub-Fund's exposure in respect of TRS will exceed 20% and in respect of SFTs will exceed 45% of the Net Asset Value of the Sub-Fund. The types of assets that will be subject to TRS and SFTs will be securities which are of a type which is consistent with the investment policy of the Sub-Fund.

The use of Securities Financing Transactions may expose the Sub-Fund to the risks disclosed under the section of the Prospectus titled "*Risk Factors*".

Additional detail on TRS and SFTs, including acceptable collateral and counterparty procedure is given under the headings "*Efficient Portfolio Management, FDIs And Securities Financing Transactions*", "*Collateral Policy*", and "*Risk Factors*" in the Prospectus.

### SUSTAINABILITY RISKS

The Investment Manager considers one or more ESG factors alongside other non-ESG factors in the majority of its investment decisions. Those ESG factors are generally no more significant than other factors in the investment selection process, such that ESG factors may not be determinative in deciding to include or exclude any particular investment in the portfolio. However, the Investment Manager does exclude issuers from the investment universe as per the criteria set out in the binding elements section of the SFDR Annex. Where it considers ESG factors, as detailed below, the Investment Manager is taking sustainability risks into account, which is the risk that the value of the relevant investments could be materially negatively impacted by an ESG event or condition ("**ESG Event**").

The Investment Manager considers ESG factors as part of the investment process for the Sub-Fund through the use of a corporate and sovereign ESG rating framework which aims to highlight the key sustainability risks of relevant issuers. This approach only applies to corporate bond holdings and sovereign holdings and is not applied to any other security types within the Sub-Fund. The level of coverage via the ESG rating framework can vary and at times there may not be ratings available for a proportion of the portfolio.

The Sub-Fund may underperform or perform differently relative to other comparable funds that do not consider ESG factors in their investment decisions and there is a risk that the value of the Sub-Fund could be materially negatively impacted by an ESG Event.

### PORTFOLIO HOLDINGS DISCLOSURE POLICY

The Sub-Fund's portfolio holdings will be published on the Website. Such information will be made available on a daily basis.

### PROFILE OF A TYPICAL INVESTOR

The Sub-Fund is suitable for all types of investors, with basic investment knowledge, seeking to invest in an actively managed fund pursuing the objective and investment policy of the Sub-Fund as described above. It is expected that all investors will understand and appreciate the risks associated with investing in Shares of the Sub-Fund, including the potential for volatility in the value of such Shares, and investors should be looking to invest for at least five years.

## Key Information for Buying and Selling Shares

Shares may be subscribed for and redeemed on each Dealing Day by making an application before the Dealing Deadline. Such Shares will be issued or redeemed at the Net Asset Value per Share plus (in the case of subscriptions) or less (in the case of redemptions) an amount in respect of Duties and Charges, where applicable, on each Dealing Day, as disclosed below. Please refer to the section of the Prospectus entitled "Share Dealing On The Primary Market" for further information.

### SHARE CLASSES

The Classes of Shares in the Sub-Fund which are available to investors are set out below and are distinguished by designated currency and levels of fees and charges levied as set out below.

| Share Class Name | Class Currency | Dividend Policy | TER |
|---|---|---|---|
| EUR Accumulating | EUR | Accumulating | 0.25% |
| EUR Distributing | EUR | Distributing (Semi-annually) | 0.25% |

### INITIAL OFFER PERIOD

The Initial Offer Period of the unlaunched Classes of Shares shall open from 9 October 2026 to 8 April 2027. Shares may be subscribed for during the Initial Offer Period at the Initial Issue Price.

Thereafter, the Sub-Fund shall be continuously open for subscriptions on each Dealing Day and Shares will be available at the prevailing Net Asset Value per Share calculated as at the Valuation Point on the relevant Dealing Day.

## INITIAL ISSUE PRICE

Approximately 10EUR depending on the currency of the relevant Class of Shares (plus an amount in respect of Duties and Charges, if any, applicable to the relevant Class).

Following the close of the Initial Offer Period, Shares will be available at the prevailing Net Asset Value per Share calculated as at the Valuation Point on the relevant Dealing Day.

## SUBSCRIPTIONS – PRIMARY MARKET

Shares will be issued on each Dealing Day at the Dealing NAV with an appropriate provision for Duties and Charges in accordance with the provisions set out below and in the Prospectus. Authorised Participants may subscribe for Shares for cash or in kind on each Dealing Day by making an application by the relevant Dealing Deadline in accordance with the requirements set out below and in the "Share Dealing On The Primary Market" section of the Prospectus. Consideration, in the form of cleared subscription monies/securities, must be received by the Settlement Date.

## REDEMPTIONS

Shareholders may effect a redemption of Shares on any Dealing Day at the appropriate Dealing NAV, subject to an appropriate provision for Duties and Charges, in accordance with the provisions set out in this section and at the "Share Dealing on the Primary Market" section of the Prospectus. Settlement will normally take place by the Settlement Date but may take longer depending on the settlement schedule of the underlying markets. In any event, settlement will not take place later than 10 Business Days from the Dealing Deadline.

## LISTING

An application has been made for the Shares to be admitted to the Official List and to trading on Euronext Dublin. Shares may also be admitted to trading on other Relevant Stock Exchanges as specified on the Website.

## EXCHANGE TRADED FUND

Subject to the requirements set out herein, the Shares of this Sub-Fund (where they are listed on the Relevant Stock Exchanges) are fully transferable among investors.

**Shares purchased on the Secondary Market cannot usually be sold directly back to the Sub-Fund. Investors must buy and sell Shares on a Secondary Market with the assistance of an intermediary (e.g. a stockbroker) and may incur fees for doing so. In addition, investors may pay more than the current Net Asset Value when buying Shares and may receive less than the current Net Asset Value when selling them**.

## DIVIDEND POLICY

Where the ICAV intends to declare dividends with respect to one or more Classes of the Sub-Fund, the proposed frequency of such dividend declarations shall be as set out in the table in the section entitled "Share Classes".

It is not the current intention of the Directors to declare dividends in respect of the Classes identified as "Accumulating" classes in this Supplement. The income, earnings and gains of an Accumulating Share Class are reinvested. Any change to this dividend policy shall be set out in an updated version of the Supplement and notified to the Shareholders in advance.

It is intended to declare dividends in respect of the Classes identified as "Distributing" classes in this Supplement. Distributions in respect of these Classes will be declared on each Distribution Date in each year provided that if such dates are not Business Days, the declaration date will be the Business Day immediately following such date respectively. Please refer to the section of the Prospectus entitled "*Dividend Policy*" for further information.

## FEES AND EXPENSES

The Sub-Fund pays all of its fees and expenses (and its due proportion of any costs and expenses of the ICAV allocated to it) as a single flat fee (the "**Total Expense Ratio**" or "**TER**"). The TER is calculated and accrued daily from the Net Asset Value of the relevant Class of the Sub-Fund and payable monthly in arrears. The TER applicable to each Class is as set out in the table under the heading "*Share Classes*" above and the single flat fee charged shall not exceed the amount specified therein.

The TER shall be up to 0.25% per annum of the Net Asset Value of each Class of Shares. Until 17 November 2028, the TER is subject to a fee waiver of 0.15% per annum of the Net Asset Value per Class of Shares, with the result that the effective TER until that date shall be up to 0.10% per annum of the Net Asset Value per Class of Shares. The fee waiver shall automatically expire on 17 November 2028, following which the TER shall revert to the rate specified above.

This section should be read in conjunction with the section entitled "*Fees and Expenses*" in the Prospectus, which describes, among other matters, any expenses not covered by the TER and any Duties and Charges that may be applied to Primary Market transactions.

### Duties and Charges

A fee may be charged by the ICAV on the issue and/or redemption of Shares to cover the Duties and Charges relating to such issue and/or redemption.

For the avoidance of doubt, Duties and Charges shall be added to the Subscription Price or shall be deducted from the Redemption Price payable to the investor.

## Risk Factors

Investors' attention is drawn to the section entitled "*Risk Factors*" in the Prospectus, including "*Financial Derivative Instrument Risks*" which provides additional information on the risks associated with FDI including leverage and the risk that changes in the value of the FDI may not correlate perfectly with the underlying asset, rate, or index.

Please see "Fixed Income Securities Risks" and "Risks of Investing in Callable and Puttable Bonds" respectively in the Prospectus for details of the risks associated with covered bonds, bullet bonds, callable and puttable bonds.

*Annex*

*Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852.*

# Product name: BNY Euro Corporate Bond Active UCITS ETF

# Legal entity identifier: 213800VG1182PKJAE429

## Environmental and/or social characteristics

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

**Does this financial product have a sustainable investment objective?**

| ●● ☐ Yes | ●○ ☑ No |
|---|---|
| ☐ It will make a minimum of **sustainable investments with an environmental objective**: ___% | ☑ It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of **35.00%** of sustainable investments |
| ☐ in economic activities that qualify as environmentally sustainable under the EU Taxonomy | ☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy |
| ☐ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy | ☑ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy |
| | ☑ with a social objective |
| ☐ It will make a minimum of **sustainable investments with a social objective** ___% | ☐ It promotes E/S characteristics, but **will not make any sustainable investments** |

## What environmental and/or social characteristics are promoted by this financial product?

The Sub-Fund promotes:

- A minimum allocation to Sustainable Investments and
- A minimum environmental and/or social standard through the application of exclusions as detailed below. In applying these exclusions, the Sub-Fund shall promote:
  - i) respect for social norms by excluding sovereign issuers that are in breach of social violations including, but not limited to human rights issues and are subject to sanctions;
  - ii) a transition towards low-carbon energy by excluding issuers with material involvement in certain carbon intensive activities;
  - iii) the conduct of business in accordance with international norms by excluding corporate issuers that are in violation of the United Nations Global Compact (UNGC) principles or the Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises, each of which covers human rights, labour standards, the environment and anti-corruption; and
  - iv) better health and social cohesion by excluding issuers which are involved in, amongst others, the production of tobacco and controversial weapons production.
  - v) A reference benchmark has not been designated for the purpose of attaining the environmental and/or social characteristics promoted by the Sub-Fund.

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

- **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

The following sustainability indicators will be used to measure the attainment of environmental and/or social characteristics promoted by the Sub-Fund:

1. An assessment of whether the Sub-Fund has successfully and consistently invested a minimum of 35% of its Net Asset Value in aggregate in Sustainable Investments.
2. An assessment of whether, as applicable:
    - Use of Proceeds Impact Bonds: securities issued by corporate or non-corporate issuers where the proceeds will be exclusively applied to finance or re-finance in part or in full projects with positive environmental and/or social impacts.
    - Securities issued by issuers that demonstrate meaningful alignment to environmental and/or social themes:
    i) in the case of corporate issuers: issuers where at least 20% of their revenue streams are linked to positive environmental and/or social themes; or
    ii) in the case of non-corporate issuers: issuers that the Investment Manager has assessed as best in class in relation to achieving the targets set by one or more of the UN Sustainable Development Goals ("**UN SDGs**").

The Investment Manager may use 1) one or more of the UN SDGs or 2) the criteria for determining "environmentally sustainable" economic activities as defined by the EU Taxonomy Regulation, as applicable to define and measure positive environmental and/or social impacts or to define and measure alignment with environmental and/or social themes.

1. **Exclusion Policy**: An assessment of whether the Sub-Fund has successfully and consistently executed its exclusion policy by ensuring the Sub-Fund does not invest in issuers that have material involvement in industries that are deemed by the Investment Manager to be environmentally and/or socially sensitive and are set out below in "What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?".

- **What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?**

The objective of the Sustainable Investments that the Sub-Fund partially intends to make is to aim to achieve positive environmental and/or social impacts.

The Sub-Fund intends to invest in the following Sustainable Investments, as applicable:

- Use of Proceeds Impact Bonds: securities issued by corporate or non-corporate issuers where the proceeds will be exclusively applied to finance or re-finance in part or in full projects with positive environmental and/or social impacts.
- Securities issued by issuers that demonstrate meaningful alignment to environmental and/or social themes:
    - in the case of corporate issuers: issuers where at least 20% of their revenue streams are linked to positive environmental and/or social themes; or
    - in the case of non-corporate issuers: issuers that the Investment Manager has assessed as best in class in relation to achieving the targets set by one or more of the UN SDGs.

The Investment Manager may use 1) one or more of the UN SDGs or 2) the criteria for determining "environmentally sustainable" economic activities as defined by the EU Taxonomy Regulation, as applicable to define and measure positive environmental and/or social impacts or to define and measure alignment with environmental and/or social themes.

- **How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?**

The Sustainable Investments do not cause significant harm to any environmental or social sustainable investment objective because they are not categorised by external data provider(s) as "strongly misaligned'' to the UN SDGs, nor are they in breach of the principal adverse impacts ("PAIs") thresholds set by the Investment Manager, or where assessed under the EU Taxonomy, they must be compliant with the EU Taxonomy.

The PAI thresholds are set relative to the investment universe with the aim to limit exposure to the worst performing issuers in the allocation to Sustainable Investments. Identifying the worst performing issuers is done by way of setting a minimum threshold whereby at least 1% of investments may not be eligible to be considered as sustainable investments. These thresholds are updated periodically to reflect the dynamic nature of the investment universe. Further information regarding the PAI thresholds as set by the Investment Manager will be provided to Shareholders upon request.

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anticorruption and antibribery matters.

- *How have the indicators for adverse impacts on sustainability factors been taken into account?*

  The Sub-Fund takes into account the following PAIs from:

  Table 1 of Annex I of the Commission Delegated Regulation:

  1. GHG Emissions: Scope 1, 2 and 3
  2. Carbon Footprint: Scope 1, 2 and 3
  3. GHG Intensity of Investee Companies: Scope 1, 2 and 3
  4. Exposure to companies active in the fossil fuel sector
  5. Share of non-renewable energy consumption and production
  6. Energy consumption intensity per high impact climate sector: NACE A, B, C, D, E, F, G, H and L
  7. Activities negatively affecting biodiversity-sensitive areas
  8. Emissions to water
  9. Hazardous waste and radioactive waste ratio
  10. Violations of UN Global Compact principles and Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises
  11. Lack of processes and compliance mechanisms to monitor compliance with UN Global Compact principles and OECD Guidelines for Multinational Enterprises
  12. Unadjusted gender pay gap
  13. Board gender diversity
  14. Exposure to controversial weapons (anti-personnel mines, cluster munitions, chemical weapons, and biological weapons)
  15. GHG Intensity
  16. Countries subject to social violations

  The Sub-Fund's investment in an issuer is screened against the PAIs at the time of investment. Further, the PAIs are measured against certain defined thresholds set by the Investment Manager. After a PAI threshold has been crossed, the investment will be reviewed and may be excluded from the Sub-Fund's allocation to Sustainable Investments.

  PAI Data Availability

  The Investment Manager is dependent upon information and data from third party data providers in order to be able to consider principal adverse impacts on sustainability factors. The availability and quality of such data impacts the extent to which each such PAI can be taken into account. In particular, the lack or incomplete reporting of metrics by some issuers means that there is currently only limited data on some adverse indicators. As such for some of the mandatory PAIs listed above, data coverage may be very low. The Investment Manager's analysis of adverse indicators relies on this third-party information and data, and where such information is not available or is incomplete, the Investment Manager's analysis of adverse indicators is necessarily limited. As the data availability improves over time, it is expected that PAIs can be applied to a greater portion of the Investment Manager's investable universe. This will allow for enhanced insight into the adverse impacts caused by issuers.

- *How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:*

  The OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights, including the principles and rights set out in the eight fundamental conventions identified in the Declaration of the International Labour Organisation on Fundamental Principles and Rights at Work and the International Bill of Human Rights (the "Responsible Business Practices") collectively cover a very broad range of areas of responsible business, encompassing everything from labour rights to consumer protection to support for internationally recognised human rights within a company's or issuer's sphere of influence.

Sustainable Investments are considered aligned with the Responsible Business Practices unless the issuer does not pass a broad controversy screen provided by a third party which either directly covers one or more of the Responsible Business Practices or is considered an appropriate proxy for one or more of the Responsible Business Practices. It should be noted that, in the absence of relevant data, Sustainable Investments will be assumed to be aligned with the Responsible Business Practices.

However, where the issuers invested in do not pass the screen referred to above, the Investment Manager retains discretion to establish alignment with the Responsible Business Practices solely on the basis of its own review of the issuer.

*The EU Taxonomy sets out a "do no significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*



## Does this financial product consider principal adverse impacts on sustainability factors?

☑ Yes, the Sub-Fund considers the PAI as outlined in the response to the question "How have the indicators for adverse impacts on sustainability factors been taken into account?", plus the following additional PAI:

- Table 2 of Annex I of the Commission Delegated Regulation: 4. Investments in companies without carbon emission reduction initiatives;
- Table 3 of Annex I of the Commission Delegated Regulation: 16. Cases of insufficient action taken to address breaches of standards of anti-corruption and anti-bribery.

In terms of the Sub-Fund's overall consideration of PAIs, these are measured against defined thresholds. After the data for a PAI indicates a threshold has been crossed the Investment Manager may take any of the following actions including (but not limited to):

- The exclusion of the issuer from within the Sub-Fund;
- A reduction in % allocation to the issuer within the Sub-Fund;
- Mitigation of the impact on a security and/or Sub-Fund; and/or
- Engagement with the relevant issuer in an attempt to mitigate the impact at source. If data the Investment Manager receives indicates a PAI threshold has been crossed and the Investment Manager decides to engage, the relevant issuer has one year from the time the Investment Manager raises the issue with them to take reasonable steps to resolve it after which time the Investment Manager will make reasonable endeavours to remove the allocation to the relevant security; and/or
- no action, with justification.

Reporting on consideration of PAIs will be available in an annex to the annual report of the Sub-Fund.

Where the Sub-Fund invests in a broad market index, PAIs are not considered as the Investment Manager does not look-through to the underlying constituents of these indices.

Please see 'PAI Data Availability' for further information on the PAI data sources and limitations.

☐ No



## What investment strategy does this financial product follow?

**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

As set out in the Supplement, the Sub-Fund aims to generate a total return comprised of income and capital growth by investing primarily in a broad range of Euro-denominated Debt and Debt-Related Securities and related FDI, whilst taking environmental, social and governance (ESG) factors into account. Further details on the Sub-Fund's strategy are set out in the "*Investment Strategy*" section of the Supplement.

When making investment decisions, the Investment Manager also uses a combination of external and/or internal ESG research to evaluate an investment and assesses the overall suitability of an issuer based on the Investment Manager's proprietary ESG ratings. External ESG research is sourced from third-party data providers.

ESG related requirements aim to prevent or permit investment in issuers that are dependent on sustainability-related characteristics. The controls in relation to the Sub-Fund are based on the below and are coded against the Sub-Fund and updated from time to time after new information is processed:

– SFDR Sustainable Investments

– Exclusion Policy

The investment strategy is implemented in the investment process on a continuous basis by requiring the investments to comply with the binding elements described below both at time of purchase and on an ongoing basis.

- **What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?**

  The binding elements of the investment strategy used to select investments to attain each of the environmental and/or social characteristics promoted by the Sub-Fund are the following:

  1. The Sub-Fund invests a minimum of 35% of Net Asset Value in Sustainable Investments,
  2. The Investment Manager will exclude direct investment in sovereign issuers that are in breach of social violations including, but not limited to, human rights issues and are exposed to sanctions. To determine such breaches the Investment Manager can use inputs including, but not limited to, the Freedom House Score, UN and EU sanction lists and the Fragile States Index.
  3. The Investment Manager will exclude direct investments in sovereign issuers that, in the opinion of the Investment Manager, are highly carbon intensive, based on an analysis of country-level carbon emissions data or forward-looking climate indicators. Specifically, the Investment Manager will exclude a minimum of 10% of sovereign issuers that are considered worst in class in relation to carbon intensity and/or limit the Sub-Fund's allocation to sovereign issuers that are not committed to achieving net zero, by ensuring that such allocation does not exceed the Benchmark's allocation to those types of issuers.

  The afore-mentioned exclusions for sovereign issuers shall not automatically apply where:

  1. the issue purchased is a Use of Proceeds Impact Bond; and/or
  2. the sovereign issuers are included in the International Monetary Fund Special Drawing Rights (including the US, UK, Japan, China and Germany, as may change from time to time). As part of the assessment of these issuers, the Investment Manager shall use a qualitative approach and consider their role in providing liquidity to the global economy.
  3. The Sub-Fund excludes direct investment in corporate issuers which, in the opinion of the Investment Manager:

  - derive 5% or more of their revenue from the production of tobacco;
  - are involved in the production of controversial weapons (which is defined as anything above 0% of revenue in the production of controversial weapons);
  - derive 5% or more of their revenue from thermal coal mining and/or 10% or more of revenue from thermal coal power generation, unless:
    - The issue purchased is a Use-of-Proceeds Impact Bond and/or
    - The issuer has a clearly defined plan to exit coal mining and/or generation before: (i) 2030 in the case of developed market domiciled issuers or (ii) 2040 in the case of emerging market domiciled issuers.

  A "defined plan" means that the issuer has announced publicly that it has a coal exit date by 2030 or 2040 in conjunction with the internal assessment of the Investment Manager that this date is achievable and the plan is viable;

  - are deemed to be involved in severe environmental, social or governance controversies (including significant violations of UN Global Compact Principles). For the avoidance of doubt whilst the Investment Manager relies on multiple external data sources for screening for controversies, the decision as to whether an issuer is deemed to be involved in a controversy or violation and whether such controversy or violation is ongoing is at the Investment Manager's sole discretion

- **What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?**

  There is no commitment to reduce the scope of the investments by a minimum rate.

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

● **What is the policy to assess good governance practices of the investee companies?**

Regarding good governance, whilst SFDR references 4 key areas of good governance (sound management structures, employee relations, remuneration of staff and tax compliance), the Investment Manager considers that a good governance assessment of corporate issuers should cover a broad range of factors in relation to the system by which companies undertake their activities.

The Investment Manager considers this by way of an assessment with governance oversight and validation from relevant internal groups. The assessment can result in the exclusion of corporate issuers where they are deemed to fail the good governance assessment. The following factors are considered as part of this assessment:

- Firstly, and where relevant data is available, the Investment Manager will assess whether there are any known controversies in relation to a corporate entity's practices which demonstrate a severe violation of established norms thereby indicating a failure of broader governance mechanisms.
- Secondly, the Investment Manager will also consider any corporate issuer which has the lowest overall fund-relevant ESG rating using the Investment Manager's own proprietary rating system. These ratings aim to provide, among other things, an overall view of the controls and processes that a company employs to govern its business.
- Thirdly, the Investment Manager will also consider any additional internal qualitative assessment in order to capture data gaps and quality issues and to assess good governance on a forward looking basis.

For the avoidance of doubt good governance is not assessed in relation to non-corporate issuers, for example Debt and Debt Related Securities issued by governments, supranationals and/or public international bodies.

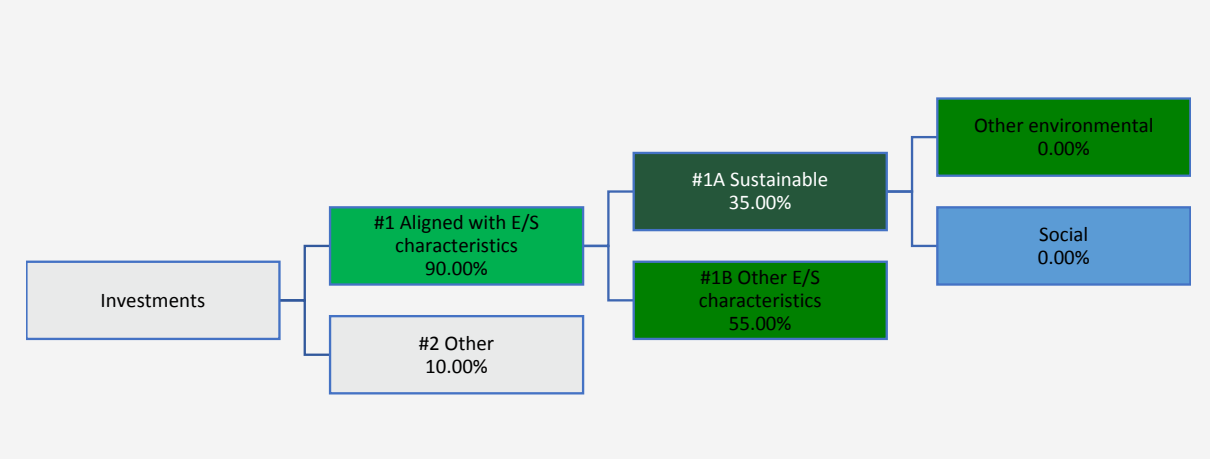
## What is the asset allocation planned for this financial product?

**Asset allocation** describes the share of investments in specific assets.

A minimum of 90% of Net Asset Value will be used to meet the environmental or social characteristics promoted by the Sub-Fund in accordance with the binding elements of the investment strategy.

The asset allocation diagram below is intended to illustrate the planned asset allocation of this Sub-Fund. The Sub-Fund is committed to investing a minimum of 35% of Net Asset Value in Sustainable Investments, which have an environmental objective and/or a social objective. However, the asset allocation between environmental and social objectives is not fixed and as such, the Sub-Fund does not commit to invest a minimum percentage of Net Asset Value in Sustainable Investments which have specifically an environmental objective or specifically a social objective.

The Sub-Fund promotes environmental or social characteristics using both an exclusionary approach and allocations to certain Sustainable Investments, and lower carbon intensity issuers. The figure in #1 represents a combination of both approaches. The minimum allocation to Sustainable Investments is referenced in #1A. The figure in #1B below represents the proportion of the portfolio that has excluded certain types of investments as further detailed in 'What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?' above and therefore such proportion of the portfolio is aligned with the environmental or social characteristics promoted by the Sub-Fund through the absence of those investments.



#1 Aligned with E/S characteristics includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

#2 Other includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

The category #1 Aligned with E/S characteristics covers:
- The sub-category #1A Sustainable covers sustainable investments with environmental or social objectives.
- The sub-category #1B Other E/S characteristics covers investments aligned with the environmental or social characteristics that do not qualify as sustainable investments.

### How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?

Derivatives (FDI) can be used to attain the environmental or social characteristics promoted by the Sub-Fund by providing indirect exposure that broadly passes the exclusions criteria as set out under the binding elements section of Annex II. For the avoidance of doubt, FDI are not used to gain exposure to Sustainable Investments.

## To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

0%. There is no minimum extent to which Sustainable Investments with an environmental objective held by the Sub-Fund are aligned with the EU Taxonomy.

### Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy [1]?

☐ Yes:

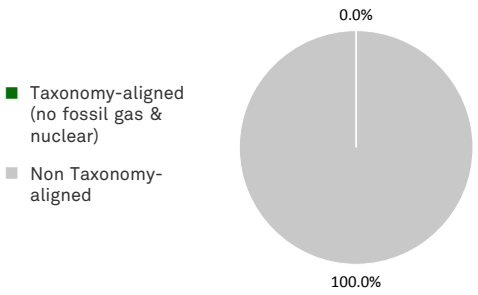
☐ In fossil gas ☐ In nuclear energy

☑ No

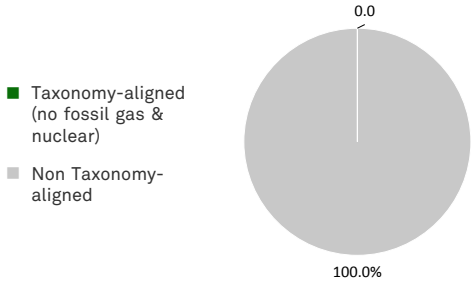
Taxonomy-aligned activities are expressed as a share of:
- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

*The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy-alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy-alignment only in relation to the investments of the financial product other than sovereign bonds.*

1. Taxonomy-alignment of investments including sovereign bonds*




**2. Taxonomy-alignment of investments excluding sovereign bonds***




This graph represents 100% of the total investments

** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures*

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

### What is the minimum share of investments in transitional and enabling activities?

Transitional activities: 0.00%

Enabling activities: 0.00%

[1] Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

## What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

0%. The EU Taxonomy Regulation introduced more prescriptive requirements to determine whether an activity qualifies as ''environmentally sustainable'' criteria for financial market participants. The Sub-Fund does not presently set a minimum proportion of its assets that must be invested in investments that contribute to (or do not contribute to) environmentally sustainable economic activities as defined by the EU Taxonomy Regulation. In the short-to-medium term, the Investment Manager anticipates that the necessary data may not be available on these types of investments to make a positive commitment to a minimum allocation.



are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

## What is the minimum share of socially sustainable investments?

0%. There is no minimum share of Sustainable Investments with a social objective. While the Sub-Fund will invest a minimum of 35% of Net Asset Value in Sustainable Investments, it is anticipated that this is likely to include 1% of Net Asset Value in Sustainable Investments with a social objective but the Sub-Fund's asset allocation is not fixed, and this may not be reflective of how the Sub-Fund is invested at any particular time.

## What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments included under "#2 Other" are:

- Liquid and near-cash assets, generally held for liquidity management purposes, that do not pass the exclusions as set out under the binding elements section of the Annex II.
- Collective investment schemes, generally held for liquidity purposes or for investment purposes on a temporary basis, that do not broadly pass the exclusions as set out under the binding elements section of the Annex II.
- Cash held at custody account(s) for liquidity management purposes.
- Derivatives (FDI), generally held for hedging purposes or investment purposes, that do not broadly pass the exclusions as set out under the binding elements section of the Annex II.
- No minimum environment or social safeguards are considered for these investments.

# Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

Not applicable.

**Reference benchmarks** are indexes to measure whether the financial product attains the

- **How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?**

  Not applicable

environmental or social characteristics that they promote.

- **How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?**
  Not applicable
- **How does the designated index differ from a relevant broad market index?**
  Not applicable
- **Where can the methodology used for the calculation of the designated index be found?**
  Not applicable




## Where can I find more product specific information online?

More product-specific information can be found on the website: www.bny.com/investments

# BNY Global Corporate Bond Active UCITS ETF

## SUPPLEMENT DATED 8 OCTOBER, 2026

### a sub-fund of BNY ETF ICAV

An Irish collective asset-management vehicle and an open-ended umbrella fund with segregated liability between sub-funds formed in Ireland under the Irish Collective Asset-management Vehicles Act 2015 and authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations

Additional information to that contained in the Prospectus may be provided to third parties (i.e. stockbrokers/ intermediaries) as to the investor profile to enable these third parties to comply with their legal or regulatory obligations.

### Important Information

**This Supplement contains information relating specifically to BNY Global Corporate Bond Active UCITS ETF (the "Sub-Fund"), which forms part of and should be read in conjunction with the Prospectus dated 8 October, 2026 for BNY ETF ICAV (the "ICAV").**

The Sub-Fund is an actively managed UCITS ETF.

The Directors of the ICAV, whose names appear in the "*Management of the ICAV – The Board of Directors*" 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), the information contained in this Supplement is in accordance with the facts and does not, in the Directors' judgement, omit anything likely to materially affect the import of such information. The Directors accept responsibility accordingly.

As the price of Shares in the Sub-Fund may fall as well as rise, the Sub-Fund shall not be a suitable investment for an investor who cannot sustain a loss on their investment.

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

**The Sub-Fund may invest in financial derivative instruments ("FDI") for investment purposes, hedging and for efficient portfolio management purposes (as detailed below). The use of FDI for investment purposes may be extensive.**

This Supplement is not a guide to the future volatility of the Sub-Fund which may move over time. Investors may also refer to the KIID/ KID for the most up-to-date SRRI/SRI measurement.

Investors should read and consider Appendix III to the Prospectus (entitled "*Risk Factors*") before investing in the Sub-Fund.

The Directors of the ICAV may create new Share Classes from time to time, provided that the creation of any such new Share Classes is notified in advance to and cleared by the Central Bank. A separate pool of assets will not be maintained for each of the Share Classes.

## Definitions and Key Information

Unless otherwise stated below, all capitalised terms used in this Supplement shall have the same meaning as in the Prospectus.

| | |
|---|---|
| **Base Currency** | USD |
| **Benchmark** | Bloomberg Global Aggregate Corporate TR Index USD Hedged |
| **Business Day** | In relation to the Sub-Fund, a day on which markets are open for business in England (or such other day as the Directors may from time to time determine subject to advance Shareholder notice). |
| **Dealing Day** | In general, each Business Day will be a Dealing Day. However, some Business Days will not be Dealing Days where, for example, markets on which the Sub-Fund's Investments are listed or traded or markets relevant to the Benchmark are suspended or closed or where there is a public holiday in the relevant jurisdiction in which a delegate of the Investment Manager is based provided there is at least one Dealing Day per fortnight, subject always to the Directors' discretion to temporarily suspend the determination of the Net Asset Value and the sale, switching and/or redemption of Shares in the ICAV or the Sub-Fund in accordance with the provisions of the Prospectus and the Instrument of Incorporation.<br>The Investment Manager produces dealing calendars which detail in advance the Dealing Days for the Sub-Fund. The dealing calendar may be amended from time to time by the Investment Manager where, for example, the relevant market operator, regulator or exchange (as applicable) declares a relevant market closed for trading and/or settlement (such closure may be made with little or no notice to the Investment Manager). The dealing calendar for the Sub-Fund and each Share Class within the Sub-Fund is available from BNY's website: https://www.bny.com/investments |
| **Dealing Deadline - Cash** | 14:00 hrs (UK time) on the relevant Dealing Day or such earlier or later time as may be determined by the Manager or the Investment Manager at their discretion with prior notice to Authorised Participants, which is the cut-off time in respect of any Dealing Day for receipt of applications for subscriptions and redemptions in the Sub-Fund. |
| **Dealing Deadline - In Kind** | 16:00 hrs (UK time) on the relevant Dealing Day or such earlier or later time as may be determined by the Manager or the Investment Manager at their discretion with prior notice to Authorised Participants, which is the cut-off time in respect of any Dealing Day for receipt of applications for subscriptions and redemptions in the Sub-Fund. |
| **Distribution Date** | On the basis that the Distributing Share Classes distribute semi-annually, it is expected that distributions would be declared and paid by the final Business Day of the calendar months of April and October. |
| **Investment Manager** | Insight Investment Management (Global) Limited.<br>Insight Investment Management (Global) Limited is a private limited company incorporated under the laws of England and Wales. It is regulated by the FCA in the UK. Insight Investment Management (Global) Limited is a subsidiary of Insight Investment Management Limited which is a wholly owned subsidiary of The Bank of New York Mellon Corporation. |
| **LEI** | 213800H11QUV8PBW6T10 |
| **Minimum Subscription Amount** | 200,000 Shares or its cash equivalent.<br>This may be reduced or increased in any case at the discretion of the Manager. |
| **Minimum Redemption Amount** | 200,000 Shares or its cash equivalent.<br>This may be reduced or increased in any case at the discretion of the Manager. |
| **Settlement Date** | In respect of subscriptions, within two (2) Business Days after the relevant Dealing Day and, in respect of redemptions, generally within two (2) Business Days after the relevant Dealing Day (unless otherwise agreed with the Manager or its delegate) and in any event will occur within a maximum of ten Business Days of the Dealing Deadline.<br>If a market is closed for trading or settlement on any Business Day during the period between the relevant Dealing Day and the expected Settlement Date (inclusive), and/or settlement in the currency of the relevant Share Class is not available on the expected Settlement Date, there may be corresponding delays to the settlement deadline. |
| **Sub-Investment Manager** | Insight North America LLC.<br>Insight North America LLC is a New York limited liability company and is registered in the United States with the U.S. Securities and Exchange Commission as an investment adviser and with the National Futures Association as a Commodity Trading Adviser pursuant to 4.7(c) of the U.S. Commodity Exchange Act. Insight North America LLC is a subsidiary of Mellon Global Investing Corporation which is a wholly owned subsidiary of The Bank of New York Mellon Corporation. |
| **Valuation Point** | 22:00 hrs (UK time) on a Business Day or such other time as the Directors may from time to time determine provided that such time is always after the Dealing Deadline and provided that all Shareholders are notified in advance. |
| **Website** | https://www.bny.com/investments<br>Information on portfolio composition and the Net Asset Value shall be made available on the Website on each Dealing Day. |

## Information on the Sub-Fund

## Investment Objective, Investment Policy and Other Information

### INVESTMENT OBJECTIVE

The Sub-Fund aims to achieve a medium to long-term return in excess of the Benchmark, net of fees, from income and capital growth. While the Sub-Fund seeks to outperform the Benchmark over time, no specific outperformance target is set or guaranteed.

### INVESTMENT POLICY

The Sub-Fund will invest at least two thirds of the Sub-Fund's Net Asset Value, in global debt and debt-related securities, issued by corporate and government related issuers (e.g. securities issued by government agencies, local authorities, supranational or public international bodies). The remaining assets will be invested in debt and debt-related securities issued by governments, as well as currencies, cash and near cash assets.

The debt and debt-related securities in which the Sub-Fund may invest include the following: short and medium term obligations (such as collateralised mortgage obligations ("**CMOs**"), collateralised debt obligations ("**CDOs**"), collateralised loan obligations ("**CLOs**")), treasury bills, debentures, structured notes, bonds, loans, asset-backed securities ("**ABS**") and mortgage-backed securities ("**MBS**"), certificates of deposit, floating rate notes and commercial paper, each of which may be fixed, floating or variable and may vary inversely with respect to a reference rate and are issued or guaranteed by any sovereign government or their agencies, local authority, supranational or public international bodies, banks, corporates or other commercial issuers and subordinated debt instruments including contingent convertible securities ("**CoCos**") hereinafter "**Debt and Debt-Related Securities**".

The Sub-Fund may invest up to 20% of its Net Asset Value in ABS and MBS, including up to 10% of its Net Asset Value in aggregate in CMOs, CDOs and CLOs.

The Sub-Fund may invest up to 10% of its Net Asset Value in CoCos. The CoCos in which the Sub-Fund may invest will not embed FDI and/or leverage. Please see "*Contingent Convertible Securities (CoCos) Risk*" in the Prospectus for details of the risks associated with CoCos.

The Sub-Fund may invest up to 10% of its Net Asset Value in unsecuritised loan participations and/or loan assignments provided such instruments constitute money market instruments normally dealt in the money market, are liquid and have a value that may be accurately determined at any time.

The minimum credit rating of the Debt and Debt-Related Securities in which the Sub-Fund may invest at the time of purchase is B- (or its equivalent). In the case of ABS, MBS or structured notes, these shall be rated at least BBB-, as rated by a recognised rating agency. Where three ratings are available, the lower rating of the two best ratings shall be decisive. In case of two such ratings, the lower rating shall be decisive. In case of only one such rating, this rating shall be decisive. If a security is unrated, it must be of equivalent quality as determined by the Investment Manager. The Investment Manager may determine unrated securities to be investment grade or sub-investment grade. Any securities which fall below the minimum required rating following acquisition will be sold within six months from the downgrading, unless the rating is upgraded within that period. For the avoidance of doubt, any such securities shall be included in the Sub-Fund's sub-investment grade allocation described further below.

The Sub-Fund may invest up to 25% of its Net Asset Value in aggregate in sub-investment grade Debt and Debt-Related Securities. The sub-investment grade Debt and Debt-Related Securities held by the Sub-Fund must be either rated BB+ or lower (or equivalent) (but B- or higher) as rated by a recognised rating agency or unrated but determined to be rated BB+ or lower (or equivalent) (but B- or higher) by the Investment Manager or Debt and Debt-Related Securities which have fallen below B- following acquisition.

The Sub-Fund will not invest more than 10% of its Net Asset Value in securities issued and/or guaranteed by a single sovereign issuer with a credit rating below investment grade. For the avoidance of doubt, a single sovereign issuer shall include its government, a public or local authority.

The Sub-Fund intends to invest globally with no particular geographical, industry or sector focus, however the Sub-Fund may at times be concentrated in particular industry or geographical sectors depending on where the Investment Manager sees investment opportunity. Certain sectors will be avoided as a result of the ESG factors that are taken into account.

The Sub-Fund may invest more than 20% in emerging markets Debt and Debt-Related Securities. Emerging markets in which the Sub-Fund may invest include Chile, Indonesia and Saudi Arabia.

The Sub-Fund may invest up to 10% of its Net Asset Value in aggregate in Transferable Securities or money market instruments which are not admitted to or dealt in on a Market, in accordance with the UCITS Regulations, including, but not limited to unlisted equities and Debt and Debt-Related Securities. With the exception of permitted investment in unlisted Transferable Securities and approved money market instruments, the Sub-Fund's investments shall be listed or traded on Markets. A list of the Markets is set out in Appendix II of the Prospectus.

The Sub-Fund may also invest in liquid, cash or near cash assets and up to 10% in **CIS** (including exchange traded funds ("**ETFs**") and money market funds) for liquidity (as outlined below) or investment purposes where such CIS provide an exposure which is consistent with the investment policy of the Sub-Fund.

The Sub-Fund may also invest in currencies in order to hedge the portfolio back to USD or to generate returns, as outlined in the section entitled "*Investment Strategy*" below.

The Sub-Fund may take both long positions and synthetic short positions, using FDI as described in the section "Use of FDI" below. Short positions may be held synthetically in order to hedge long exposure or to express positional views on the direction or volatility of a market, asset class or individual issuer to which the Sub-Fund may be exposed (i.e. looking to benefit from adverse movements in the value thereof.

The Sub-Fund may invest up to 10% of its Net Asset Value in private placements. This excludes Reg S/144A bonds that are not considered to be private placements. The Sub-Fund may gain exposure to FDI as set out under the heading "*Use of FDI*" below.

The Sub-Fund may gain exposure to UCITS eligible financial indices through the use of FDI for both efficient portfolio management and investment purposes where such exposure is consistent with the investment policy of the Sub-Fund. In such circumstances, the details of such financial indices will be set out in the ICAV's semi-annual and annual accounts.

## USE OF FDI

The Sub-Fund may use FDI extensively for investment purposes and may invest in the following exchange-traded and OTC FDI for such purposes: futures, options, forwards and swaps.

The Sub-Fund may also utilise warrants, repurchase/reverse repurchase agreements for efficient portfolio management purposes, subject to the conditions and limits set out in the UCITS Regulations. Please see "Efficient Portfolio Management, FDIs And Securities Financing Transactions" in the Prospectus for further information on the types of techniques and FDI the Sub-Fund may use for efficient portfolio management purposes.

Whilst the Sub-Fund's Base Currency is USD, it may invest in non-USD denominated assets which may not necessarily be hedged back into USD using currency-related FDI. The currency-related FDI which may be used by the Sub-Fund for hedging purposes are further described in the Prospectus in the section "Use of FDI".

Further details regarding the use of FDI for investment, hedging and efficient portfolio management purposes, including their commercial purpose, are described in the Prospectus in the section entitled "Efficient Portfolio Management, FDIs And Securities Financing Transactions".

It is intended that the Sub-Fund will be managed to operate in normal circumstances with full flexibility from the perspective of long/short positions (that is, within an anticipated range of 100%, i.e. all of its assets, in long positions, short positions or a combination of the two). For the avoidance of doubt, the reference to 100% of assets being invested in long or short positions does not relate to global exposure levels in the Sub-Fund or the amount of leverage which can be taken by the Sub-Fund and investors should refer to the global exposure and leverage disclosures below for further information.

## ENVIRONMENTAL OR SOCIAL CHARACTERISTICS

While the Sub-Fund does not have Sustainable Investment as defined under SFDR as its investment objective, the Sub-Fund will invest at least 15% of its Net Asset Value in Sustainable Investments. The Sub-Fund promotes environmental and/or social characteristics and invests in corporate issuers with good governance pursuant to Article 8 of SFDR.

The Sub-Fund promotes the following environmental and social characteristics:

– A minimum allocation to Sustainable Investments; and

– A minimum environmental and/or social standard through the application of exclusions as detailed below.

In applying these exclusions, the Sub-Fund shall promote:

a) respect for social norms by excluding sovereign issuers that are, amongst others, in breach of social violations including, but not limited to, human rights issues and are subject to sanctions;

b) a transition towards low-carbon energy by excluding issuers with material involvement in certain carbon intensive activities;

c) the conduct of business in accordance with international norms by excluding corporate issuers that are in violation of the United Nations Global Compact ("**UNGC**") principles or the Organisation for Economic Cooperation and Development ("**OECD**") Guidelines for Multinational Enterprises, each of which covers human rights, labour standards, the environment and anti-corruption; and

d) better health and social cohesion by excluding issuers which are involved in, amongst others, the production of tobacco and controversial weapons production.

**Please refer to the SFDR Annex which has been prepared for the purpose of meeting the specific financial product level disclosures contained in SFDR and specifically, the disclosure requirements applicable to an Article 8 fund such as the Sub-Fund.**

## BENCHMARK

The Benchmark can be described as the credit component of the broader Bloomberg Global Aggregate Index which provides a measure for global investment grade fixed income markets. The credit component excludes government bonds and securitised debt. The Benchmark does not take ESG factors into account and is not used to measure the extent to which the environmental or social characteristics promoted by the Sub-Fund are met.

Additional information on the Benchmark can be found here: Global-Aggregate-Corporate-Index.pdf

The Sub-Fund's main holdings will be global investment grade debt and debt-related securities ("**IG Credit"**). The Benchmark covers a significant proportion of this investable universe and as a consequence, the majority of the Sub-Fund's holdings (i.e. at least 51%) will either be, or are expected to be, a) constituents of the Benchmark at the next rebalancing date or b) constituents of the Benchmark at the time of purchase but are no longer constituents due to their maturity falling to below one year.

The Sub-Fund is actively managed, which means the Investment Manager has discretion over the selection of investments, subject to the investment objective and policy. The Sub-Fund will aim to achieve a return in excess of the Benchmark. However, the Sub-Fund's allocation to IG Credit and the weightings of individual holdings may deviate from the Benchmark. The Sub-Fund is also able to allocate a portion of its assets to non-IG Credit and securities that are not Benchmark constituents.

For the avoidance of doubt, the Sub-Fund will not seek to replicate the Benchmark, rather the Sub-Fund will hold a portfolio of securities (which may include but will not be limited to Benchmark constituents) which are actively selected and managed with the aim of delivering an investment performance which exceeds that of the Benchmark.

## INVESTMENT STRATEGY

The Sub-Fund follows an actively managed investment strategy designed to deliver outperformance when compared to the Benchmark by using a combination of 'top down' macro analysis and 'bottom-up' credit research undertaken by and proprietary to the Investment Manager.

The 'top-down' analysis consists of:

a) understanding the current and future macroeconomic environment, for employment levels, inflation, interest rates, and what impact these factors may have on Debt and Debt-Related Securities and currencies. This understanding is developed using a number of sources including economic data releases, central bank policy statements and a review of historical data; and

b) analysing the different asset classes that make up the investments in the Sub-Fund, i.e. credit, emerging market debt and government bonds to assess their return generating potential.

The 'bottom-up' credit research and analysis involve an assessment of the creditworthiness of the issuer incorporating an analysis of key credit metrics, such as leverage and cash flow. A relative value assessment of the issuer's debt instruments relative to comparable debt instruments may also be undertaken to supplement the credit research and analysis. This approach aims to identify, on a worldwide basis and without any specific geographical or sectoral focus, investments with good total return generating potential.

Once this analysis is complete the Investment Manager can decide the asset allocation of the Sub-Fund, i.e. what percentage of the assets to invest in the asset classes. The Investment Manager may consider factors such as expense and ease of implementation when deciding how to implement the investment strategy and gain exposure to the asset classes, e.g. using FDI or CIS rather than buying assets directly.

Selecting the individual securities within each asset class is made with input from the credit teams who specialise in specific sectors or industries, e.g. telecoms, automobiles, technology, manufacturing and government bonds.

## CASH AND COLLATERAL MANAGEMENT

For cash and collateral management purposes the Sub-Fund may, from time to time, invest in a broad range of liquid or near cash assets which can be held to provide liquidity and cover for exposures generated through FDI. Under exceptional circumstances (e.g. market crash or major crisis), the Sub-Fund may be invested temporarily up to 100% in liquid and near cash assets for cash flow management.

Liquid or near cash assets may include bank deposits and obligations issued or guaranteed by any sovereign government or their agencies and securities, instruments and obligations issued by supranational or public international bodies, banks, corporates or other commercial issuers. It is intended that issuers and/or guarantors of any such securities and instruments will have a credit rating at the time of purchase of at least A1/P1 (or its equivalent) from a recognised rating agency or will be deemed by the Investment Manager to be of equivalent quality.

The Sub-Fund may also invest in money market funds including Irish UCITS managed by Insight Investment Funds Management Limited and advised by the Investment Manager.

Further information relevant to the Sub-Fund's investment policy is contained in the Prospectus under "*Investment Objective and Policies*" and under "*Investment Restrictions*".

### Currency Hedging

In addition to the above, the ICAV may enter into certain currency related transactions (using spot and forward currency contracts, currency options and currency swaps) in order to hedge the currency exposure of the Classes denominated in a currency other than the Base Currency, as further described under the heading "Currency Hedged Share Classes" in the Prospectus.

Furthermore, as a result of currency hedging, hedged Share Classes may be exposed to counterparty risk as further detailed in the section of the Prospectus entitled "*Credit Risk and Counterparty Risk*".

The use of FDI for the purposes outlined above may expose the Sub-Fund to the risks disclosed under the section of the Prospectus titled Risk Factors.

Please refer to the section of the Prospectus entitled "*Efficient Portfolio Management, FDIs And Securities Financing Transactions*" for further details.

## GLOBAL EXPOSURE AND LEVERAGE

| | |
|---|---|
| **Global Exposure Methodology** | Relative VaR |
| **VaR Limit** | The Sub-Fund's portfolio will not exceed twice the VaR on a representative benchmark (using a 5 Business Day holding period) |
| **Relative VaR Benchmark** | Bloomberg Global Aggregate Credit TR Index USD Hedged |
| **Gross Leverage Limit** | 50% – 800% of the Net Asset Value. The gross leverage may exceed this target level at times.<br>For these purposes, leverage is calculated using the "sum of the notionals" methodology in respect of the FDI utilised by the Sub-Fund, as further described in the section entitled "Leverage" in the Prospectus. The expected level of leverage is expressed as a broad range because the Sub-Fund's use of FDI may vary over time depending on market conditions, the availability of physical securities and the investment strategy being implemented. |

For more information on the Relative VaR approach and Gross Leverage, please see "*Leverage*" section in the Prospectus.

## SECURITIES FINANCING TRANSACTIONS

The Sub-Fund may enter into Total Return Swaps ("**TRS**") and may engage in SFTs, repurchase/reverse repurchase agreements, as described under the heading "*Efficient Portfolio Management, FDIs and Securities Financing Transactions*" in the Prospectus.

The maximum exposure of the Sub-Fund in respect of TRS shall be 30% and in respect of SFTs shall be 100% of the Net Asset Value of the Sub-Fund. However, it is not anticipated that the Sub-Fund's exposure in respect of TRS will exceed 20% and in respect of SFTs will exceed 25% of the Net Asset Value of the Sub-Fund. The types of assets that will be subject to TRS and SFTs will be securities which are of a type which is consistent with the investment policy of the Sub-Fund.

The use of Securities Financing Transactions may expose the Sub-Fund to the risks disclosed under the section of the Prospectus titled "*Risk Factors*".

Additional detail on TRS and SFTs, including acceptable collateral and counterparty procedure is given under the headings "*Efficient Portfolio Management, FDIs And Securities Financing Transactions*", "*Collateral Policy*", and "*Risk Factors*" in the Prospectus.

## SUSTAINABILITY RISKS

In addition to the investment exclusions described above, the Investment Manager considers one or more ESG factors alongside other non-ESG factors in the majority of its investment decisions. Those ESG factors are generally no more significant than other factors in the investment selection process, such that ESG factors may not be determinative in deciding to include or exclude any particular investment in the Sub-Fund. However, the Investment Manager does exclude issuers from the investment universe as per the criteria set out in the binding elements section of the SFDR Annex. Where it considers ESG factors, as detailed below, the Investment Manager is taking sustainability risks into account, which is the risk that the value of the relevant investments could be materially negatively impacted by an ESG event or condition ("**ESG Event**").

The Investment Manager considers ESG factors as part of the investment process for the Sub-Fund through the use of an ESG rating framework for corporate and sovereign holdings and a proprietary questionnaire for asset backed securities and structured notes which aim to highlight the key sustainability risks of relevant issuers. Given the nature of the respective sub-asset classes, consideration of ESG risks via a questionnaire is limited in its application and is not a pre-requisite for investing. The level of coverage via the ESG rating framework can vary and at times there may not be ratings available for a proportion of the portfolio.

The Sub-Fund may underperform or perform differently relative to other comparable funds that do not consider ESG factors in their investment decisions and there is a risk that the value of the Sub-Fund could be materially negatively impacted by an ESG Event.

## PORTFOLIO HOLDINGS DISCLOSURE POLICY

The Sub-Fund's portfolio holdings will be published on the Website. Such information will be made available on a daily basis.

## PROFILE OF A TYPICAL INVESTOR

The Sub-Fund is suitable for all types of investors, with basic investment knowledge, seeking to invest in an actively managed fund pursuing the objective and investment policy of the Sub-Fund as described above. It is expected that all investors will understand and appreciate the risks associated with investing in Shares of the Sub-Fund, including the potential for volatility in the value of such Shares, and investors should be looking to invest for at least five years.

### Key Information for Buying and Selling Shares

Shares may be subscribed for and redeemed on each Dealing Day by making an application before the Dealing Deadline. Such Shares will be issued or redeemed at the Net Asset Value per Share plus (in the case of subscriptions) or less (in the case of redemptions) an amount in respect of Duties and Charges, where applicable, on each Dealing Day, as disclosed below. Please refer to the section of the Prospectus entitled "Share Dealing On The Primary Market" for further information.

## SHARE CLASSES

The classes of Shares in the Sub-Fund which are available to investors are set out below and are distinguished by designated currency and levels of fees and charges levied as set out below:

| Share Class Name | Class Currency | Dividend Policy | TER |
|---|---|---|---|
| USD Accumulating | USD | Accumulating | 0.25% |
| EUR Hedged Accumulating | EUR | Accumulating | 0.25% |
| GBP Hedged Accumulating | GBP | Accumulating | 0.25% |
| CHF Hedged Accumulating | CHF | Accumulating | 0.25% |
| EUR Hedged Distributing | EUR | Distributing (Semi-annually) | 0.25% |
| GBP Hedged Distributing | GBP | Distributing (Semi-annually) | 0.25% |
| CHF Hedged Distributing | CHF | Distributing (Semi-annually) | 0.25% |

## INITIAL OFFER PERIOD

The Initial Offer Period of unlaunched classes of Shares shall open from 9 October 2026 to 8 April 2027. Shares may be subscribed for during the Initial Offer Period at the Initial Issue Price.

Thereafter, the Sub-Fund shall be continuously open for subscriptions on each Dealing Day and Shares will be available at the prevailing Net Asset Value per Share calculated as at the Valuation Point on the relevant Dealing Day.

## INITIAL ISSUE PRICE

Approximately 10EUR, 10GBP, 10CHF or 10USD depending on the currency of the relevant share Class of Shares (plus an amount in respect of Duties and Charges, if any, applicable to the relevant Class).

Following the close of the Initial Offer Period, Shares will be available at the prevailing Net Asset Value per Share calculated as at the Valuation Point on the relevant Dealing Day.

## SUBSCRIPTIONS – PRIMARY MARKET

Shares will be issued on each Dealing Day at the Dealing NAV with an appropriate provision for Duties and Charges in accordance with the provisions set out below and in the Prospectus. Authorised Participants may subscribe for Shares for cash or in kind on each Dealing Day by making an application by the relevant Dealing Deadline in accordance with the requirements set out below and in the "Share Dealing On The Primary Market" section of the Prospectus. Consideration, in the form of cleared subscription monies/securities, must be received by the Settlement Date.

## REDEMPTIONS

Shareholders may effect a redemption of Shares on any Dealing Day at the appropriate Dealing NAV, subject to an appropriate provision for Duties and Charges, in accordance with the

provisions set out in this section and at the "Share Dealing On The Primary Market" section of the Prospectus. Settlement will normally take place by the Settlement Date but may take longer depending on the settlement schedule of the underlying markets. In any event, settlement will not take place later than 10 Business Days from the Dealing Deadline.

## LISTING

An application has been made for the Shares to be admitted to the official list and to trading on Euronext Dublin. Shares may also be admitted to trading on other Relevant Stock Exchanges as specified on the Website.

## EXCHANGE TRADED FUND

Subject to the requirements set out herein, the Shares of this Sub-Fund (where they are listed on the Relevant Stock Exchanges) are fully transferable among investors.

**Shares purchased on the Secondary Market cannot usually be sold directly back to the Sub-Fund. Investors must buy and sell Shares on a Secondary Market with the assistance of an intermediary (e.g. a stockbroker) and may incur fees for doing so. In addition, investors may pay more than the current Net Asset Value when buying Shares and may receive less than the current Net Asset Value when selling them**.

## DIVIDEND POLICY

Where the ICAV intends to declare dividends with respect to one or more Classes of the Sub-Fund, the proposed frequency of such dividend declarations shall be as set out in the table in the section entitled "Share Classes".

It is not the current intention of the Directors to declare dividends in respect of the Classes identified as "Accumulating" classes in this Supplement. The income, earnings and gains of the Accumulating Share Class will be accumulated and reinvested. Any change to this dividend policy shall be set out in an updated version of the Supplement and notified to the Shareholders in advance.

It is intended to declare dividends in respect of the Classes identified as "Distributing" classes in this Supplement. Distributions in respect of these Classes will be declared on each Distribution Date in each year provided that if such dates are not Business Days, the declaration date will be the Business Day immediately following such date respectively. Please refer to the section of the Prospectus entitled "*Dividend Policy*" for further information.

## FEES AND EXPENSES

The Sub-Fund pays all of its fees and expenses (and its due proportion of any costs and expenses of the ICAV allocated to it) as a single flat fee (the "**Total Expense Ratio**" or "**TER**"). The TER is calculated and accrued daily from the Net Asset Value of the relevant Class of the Sub-Fund and payable monthly in arrears. The TER applicable to each Class is as set out in the table under the heading "*Share Classes*" above and the single flat fee charged shall not exceed the amount described.

The TER shall be up to 0.25% per annum of the Net Asset Value of each Class of Shares. Until 17 November 2028, the TER is subject to a fee waiver of 0.15% per annum of the Net Asset Value per Class of Shares, with the result that the effective TER until that date shall be up to 0.10% per annum of the Net Asset Value per Class of Shares. The fee waiver shall automatically expire on 17 November 2028, following which the TER shall revert to the rate specified above.

This section should be read in conjunction with the section entitled "*Fees and Expenses*" in the Prospectus, which describes, among other matters, any expenses not covered by the TER and any Duties and Charges that may be applied to Primary-Market transactions.

### Duties and Charges

A fee may be charged by the ICAV on the issue and/or redemption of Shares to cover the Duties and Charges relating to such issue and/or redemption.

For the avoidance of doubt, Duties and Charges shall be added to the Subscription Price or shall be deducted from the Redemption Price payable to the investor.

## Risk Factors

Investors' attention is drawn to the section entitled "Risk Factors" in the Prospectus, including "Financial Derivative Instrument Risks" which provides additional information on the risks associated with FDI including leverage and the

risk that changes in the value of the FDI may not correlate perfectly with the underlying asset, rate, or index.

Please also see "Structured Products Risk" and "Fixed Income Securities Risks" respectively in the Prospectus for details of the risks associated with MBS and ABS instruments.

*Annex*

*Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852.*

# Product name: BNY Global Corporate Bond Active UCITS ETF

# Legal entity identifier: 213800H11QUV8PBW6T10

## Environmental and/or social characteristics

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

**Does this financial product have a sustainable investment objective?**

| ●● ☐ Yes | ●○ ☑ No |
|---|---|
| ☐ It will make a minimum of **sustainable investments with an environmental objective**: ___% | ☑ It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of 1**5.00%** of sustainable investments |
| ☐ in economic activities that qualify as environmentally sustainable under the EU Taxonomy | ☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy |
| ☐ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy | ☑ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy |
| | ☑ with a social objective |
| ☐ It will make a minimum of **sustainable investments with a social objective** ___% | ☐ It promotes E/S characteristics, but **will not make any sustainable investments** |

## What environmental and/or social characteristics are promoted by this financial product?

The Sub-Fund promotes:

- A minimum allocation to Sustainable Investments and
- A minimum environmental and/or social standard through the application of exclusions as detailed below. In applying these exclusions, the Sub-Fund shall promote:
  - i) respect for social norms by excluding sovereign issuers that are in breach of social violations including, but not limited to, human rights issues and are subject to sanctions.
  - ii) a transition towards low-carbon energy by excluding issuers with material involvement in certain carbon intensive activities;
  - iii) the conduct of business in accordance with international norms by excluding corporate issuers that are in violation of the United Nations Global Compact ("**UNGC**") principles or the Organisation for Economic Cooperation and Development ("**OECD**") Guidelines for Multinational Enterprises, each of which covers human rights, labour standards, the environment and anti-corruption; and
  - iv) better health and social cohesion by excluding issuers which are involved in, amongst others, the production of tobacco and controversial weapons production.
  - v) A reference benchmark has not been designated for the purpose of attaining the environmental and/or social characteristics promoted by the Sub-Fund.

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

- **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

The following sustainability indicators will be used to measure the attainment of environmental and/or social characteristics promoted by the Sub-Fund:

1. An assessment of whether the Sub-Fund has successfully and consistently invested a minimum of 15% of its Net Asset Value in aggregate in Sustainable Investments.
2. An assessment of whether, as applicable:
    - Use of Proceeds Impact Bonds: securities issued by corporate or non-corporate issuers where the proceeds will be exclusively applied to finance or re-finance in part or in full projects with positive environmental and/or social impacts.
    - Securities issued by issuers that demonstrate meaningful alignment to environmental and/or social themes:
        - in the case of corporate issuers: issuers where at least 20% of their revenue streams are linked to positive environmental and/or social themes; or
        - in the case of non-corporate issuers: issuers that the Investment Manager has assessed as best in class in relation to achieving the targets set by one or more of the UN Sustainable Development Goals ("**UN SDGs**").

          The Investment Manager may use 1) one or more of the UN SDGs or 2) the criteria for determining "environmentally sustainable" economic activities as defined by the EU Taxonomy Regulation, as applicable to define and measure positive environmental and/or social impacts or to define and measure alignment with environmental and/or social themes.
3. **Exclusion Policy**: An assessment of whether the Sub-Fund has successfully and consistently executed its exclusion policy by ensuring the Sub-Fund does not invest in issuers that have material involvement in industries that are deemed by the Investment Manager to be environmentally and/or socially sensitive and are set out below in "What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?".

- **What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?**

The objective of the Sustainable Investments that the Sub-Fund partially intends to make is to aim to achieve positive environmental and/or social impacts.

The Sub-Fund intends to invest in the following Sustainable Investments, as applicable:

- Use of Proceeds Impact Bonds: securities issued by corporate or non-corporate issuers where the proceeds will be exclusively applied to finance or re-finance in part or in full projects with positive environmental and/or social impacts.
- Securities issued by issuers that demonstrate meaningful alignment to environmental and/or social themes:
    - in the case of corporate issuers: issuers where at least 20% of their revenue streams are linked to positive environmental and/or social themes; or
    - in the case of non-corporate issuers: issuers that the Investment Manager has assessed as best in class in relation to achieving the targets set by one or more of the UN SDGs.

The Investment Manager may use 1) one or more of the UN SDGs or 2) the criteria for determining "environmentally sustainable" economic activities as defined by the EU Taxonomy Regulation, as applicable to define and measure positive environmental and/or social impacts or to define and measure alignment with environmental and/or social themes.

- **How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?**

The Sustainable Investments do not cause significant harm to any environmental or social sustainable investment objective because they are not categorised by external data provider(s) as "strongly misaligned'' to the UN SDGs, nor are they in breach of the principal adverse impacts ("**PAIs**") thresholds set by the Investment Manager, or where assessed under the EU Taxonomy, they must be compliant with the EU Taxonomy.

The PAI thresholds are set relative to the investment universe with the aim to limit exposure to the worst performing issuers in the allocation to Sustainable Investments. Identifying the worst performing issuers is done by way of setting a minimum threshold whereby at least 1% of investments may not be eligible to be considered as sustainable investments. These thresholds are updated periodically to reflect the dynamic nature of the investment universe. Further information regarding the PAI thresholds as set by the Investment Manager will be provided to Shareholders upon request.

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anticorruption and antibribery matters.

- *How have the indicators for adverse impacts on sustainability factors been taken into account?*

  The Sub-Fund takes into account the following PAIs from:

  Table 1 of Annex I of the Commission Delegated Regulation:

  1. GHG Emissions: Scope 1, 2 and 3
  2. Carbon Footprint: Scope 1, 2 and 3
  3. GHG Intensity of Investee Companies: Scope 1, 2 and 3
  4. Exposure to companies active in the fossil fuel sector
  5. Share of non-renewable energy consumption and production
  6. Energy consumption intensity per high impact climate sector: NACE A, B, C, D, E, F, G, H and L
  7. Activities negatively affecting biodiversity-sensitive areas
  8. Emissions to water
  9. Hazardous waste and radioactive waste ratio
  10. Violations of UN Global Compact principles and Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises
  11. Lack of processes and compliance mechanisms to monitor compliance with UN Global Compact principles and OECD Guidelines for Multinational Enterprises
  12. Unadjusted gender pay gap
  13. Board gender diversity
  14. Exposure to controversial weapons (anti-personnel mines, cluster munitions, chemical weapons, and biological weapons)
  15. GHG Intensity
  16. Countries subject to social violations

  The Sub-Fund's investment in an issuer is screened against the PAIs at the time of investment. Further, the PAIs are measured against certain defined thresholds set by the Investment Manager. After a PAI threshold has been crossed, the investment will be reviewed and may be excluded from the Sub-Fund's allocation to Sustainable Investments.

  PAI Data Availability

  The Investment Manager is dependent upon information and data from third party data providers in order to be able to consider principal adverse impacts on sustainability factors. The availability and quality of such data impacts the extent to which each such PAI can be taken into account. In particular, the lack or incomplete reporting of metrics by some issuers means that there is currently only limited data on some adverse indicators. As such for some of the mandatory PAIs listed above, data coverage may be very low. The Investment Manager's analysis of adverse indicators relies on this third-party information and data, and where such information is not available or is incomplete, the Investment Manager's analysis of adverse indicators is necessarily limited. As the data availability improves over time, it is expected that PAIs can be applied to a greater portion of the Investment Manager's investable universe. This will allow for enhanced insight into the adverse impacts caused by issuers.

- *How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:*

  The OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights, including the principles and rights set out in the eight fundamental conventions identified in the Declaration of the International Labour Organisation on Fundamental Principles and Rights at Work and the International Bill of Human Rights (the "**Responsible Business Practices**") collectively cover a very broad range of areas of responsible business, encompassing everything from labour rights to consumer protection to support for internationally recognised human rights within a company's or issuer's sphere of influence.

Sustainable Investments are considered aligned with the Responsible Business Practices unless the issuer does not pass a broad controversy screen provided by a third party which either directly covers one or more of the Responsible Business Practices or is considered an appropriate proxy for one or more of the Responsible Business Practices. It should be noted that, in the absence of relevant data, Sustainable Investments will be assumed to be aligned with the Responsible Business Practices.

However, where the issuers invested in do not pass the screen referred to above, the Investment Manager retains discretion to establish alignment with the Responsible Business Practices solely on the basis of its own review of the issuer.

*The EU Taxonomy sets out a "do no significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*



## Does this financial product consider principal adverse impacts on sustainability factors?

☑ Yes, the Sub-Fund considers the following PAIs from Table 1 of Annex I of the Commission Delegated Regulation:

- 10. Violations of UN Global Compact principles and Organisation for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises
- 11. Lack of processes and compliance mechanisms to monitor compliance with UN Global Compact principles and OECD Guidelines for Multinational Enterprises
- 14. Exposure to controversial weapons (anti-personnel mines, cluster munitions, chemical weapons, and biological weapons).
- 16. Investee countries subject to social violations

In terms of the Sub-Fund's overall consideration of the PAIs, these are measured against defined thresholds. After the data for a PAI indicates a threshold has been crossed the Investment Manager may take any of the following actions including (but not limited to):

- the exclusion of the issuer from within the Sub-Fund;
- a reduction in % allocation to the issuer within the Sub-Fund;
- mitigation of the impact on a security and/or the Sub-Fund;
- engagement with the relevant issuer in an attempt to mitigate the impact at source. If data the Investment Manager receives indicates a PAI threshold has been crossed and the Investment Manager decides to engage, the relevant issuer has one year from the time the Investment Manager raises the issue with them to take reasonable steps to resolve it after which time the Investment Manager will make reasonable endeavours to remove the allocation to the relevant security; and/or
- no action, with justification.

Reporting on consideration of PAIs will be available in an annex to the annual report of the Sub-Fund.

PAI Data Availability

The Investment Manager is dependent upon information and data from third-party data providers in order to be able to consider principal adverse impacts on sustainability factors. The availability and quality of such data impacts the extent to which each such PAI can be taken into account. In particular, the lack or incomplete reporting of metrics by some issuers means that there is currently only limited data on some adverse indicators. As such for some of the mandatory PAIs listed above, data coverage may be very low. The Investment Manager's analysis of adverse indicators relies on this third-party information and data, and where such information is not available or is incomplete, the Investment Manager's analysis of adverse indicators is necessarily limited. As the data availability improves over time, it is expected that PAIs can be applied to a greater portion of the Investment Manager's investable universe. This will allow for enhanced insight into the adverse impacts caused by issuers

☐ No

## What investment strategy does this financial product follow?

**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

As set out in the Supplement, the Sub-Fund aims to generate a total return comprised of income and capital growth by investing at least two thirds of its Net Asset Value in global credit markets, that is instruments whose value primarily depends on the issuer's ability to meet its payment obligations. The remaining assets will be invested in non-credit Debt and Debt-Related Securities, currencies, cash and near cash assets. These are instruments whose value is driven mainly by other factors, such as liquidity, interest rates or currency management, rather than issuer credit risk. Further details on the Sub-Fund's strategy are set out in the "Investment Strategy" section of the Supplement.

When making investment decisions, the Investment Manager also uses a combination of external and/or internal ESG research to evaluate an investment and assesses the overall suitability of an issuer based on the Investment Manager's proprietary ESG ratings. External ESG research is sourced from third-party data providers.

ESG related requirements aim to prevent or permit investment in issuers that are dependent on sustainability-related characteristics. The controls in relation to the Sub-Fund as based on the below are coded against the Sub-Fund and updated from time to time after new information is processed:

- Sustainable Investments
- Exclusion Policy

The investment strategy is implemented in the investment process on a continuous basis by requiring the investments to comply with the binding elements described below both at time of purchase and on an ongoing basis.

### What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?

The binding elements of the investment strategy used to select investments to attain each of the environmental and social characteristics promoted by the Sub-Fund are the following:

1. The Sub-Fund invests a minimum of 15% of Net Asset Value in Sustainable Investments,
2. The Sub-Fund shall also exclude from investment corporate issuers that, in the opinion of the Investment Manager:

- derive 5% or more of their revenue from the production of tobacco;
- are involved in the production of controversial weapons (which is defined as anything above 0% of revenue in the production of controversial weapons);
- derive 5% or more of their revenue from thermal coal mining and/or 10% or more of revenue from thermal coal power generation, unless:
  - The issue purchased is a Use of Proceeds Impact Bond (as assessed by the Investment Manager) and/or
  - The issuer has a clearly defined plan to exit coal mining and/or generation before: (i) 2030 in the case of developed market domiciled issuers, or (ii) 2040 in the case of emerging market domiciled issuers.
    - A "defined plan" means that the issuer has announced publicly that it has a coal exit date by 2030 or 2040 in conjunction with the internal assessment of the Investment Manager that this date is achievable and the plan is viable;
- are deemed to be involved in severe environmental, social or governance controversies (including significant violations of UN Global Compact Principles). For the avoidance of doubt whilst the Investment Manager relies on multiple external data sources for screening for controversies, the decision as to whether an issuer is deemed to be involved in a controversy or violation and whether such controversy or violation is ongoing is at the Investment Manager's sole discretion.

In relation to sovereign issuers the Investment Manager will exclude direct investment in such issuers that are in breach of social violations including, but not limited to, human rights issues and are subject to sanctions. To determine such breaches the Investment Manager can use inputs including, but not limited to, the Freedom House Score, UN and EU sanction lists and the Fragile States Index.

The afore-mentioned exclusions for sovereign issuers shall not automatically apply where:

- the issue purchased is a Use of Proceeds Impact Bond; and/or

- the sovereign issuers are included in the International Monetary Fund Special Drawing Rights (including the US, UK, Japan, China and Germany, as may change from time to time). As part of the assessment of these issuers, the Investment Manager shall use a qualitative approach and consider their role in providing liquidity to the global economy.

In relation to direct investment in ABS/MBS the Sub-Fund will exclude those securities with the two lowest overall ESG ratings using the Investment Manager's own proprietary rating system (i.e. those rated 4 and 5 out of a scale of 1 -5, 1 being the highest rating and 5 being the lowest rating), as well as excluding unrated securities.

- **What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?**

There is no commitment to reduce the scope of the investments by a minimum rate.

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

- **What is the policy to assess good governance practices of the investee companies?**

Regarding good governance, whilst SFDR references 4 key areas of good governance (sound management structures, employee relations, remuneration of staff and tax compliance), the Investment Manager considers that a good governance assessment of corporate issuers should cover a broad range of factors in relation to the system by which companies undertake their activities.

The Investment Manager considers this by way of an assessment with governance oversight and validation from relevant internal groups. The assessment can result in the exclusion of corporate issuers where they are deemed to fail the good governance assessment. The following factors are considered as part of this assessment:

– Firstly, and where relevant data is available, the Investment Manager will assess whether there are any known controversies in relation to a corporate entity's practices which demonstrate a severe violation of established norms thereby indicating a failure of broader governance mechanisms.

– Secondly, the Investment Manager will also consider any corporate issuer which has the lowest overall fund-relevant ESG rating using the Investment Manager's own proprietary rating system. These ratings aim to provide, among other things, an overall view of the controls and processes that a company employs to govern its business.

– Thirdly, the Investment Manager will also consider any additional internal qualitative assessment in order to capture data gaps and quality issues and to assess good governance on a forward looking basis.

For the avoidance of doubt, good governance is not assessed in relation to non-corporate issuers, for example debt and debt related securities issued by governments, supranationals and/or public international bodies.



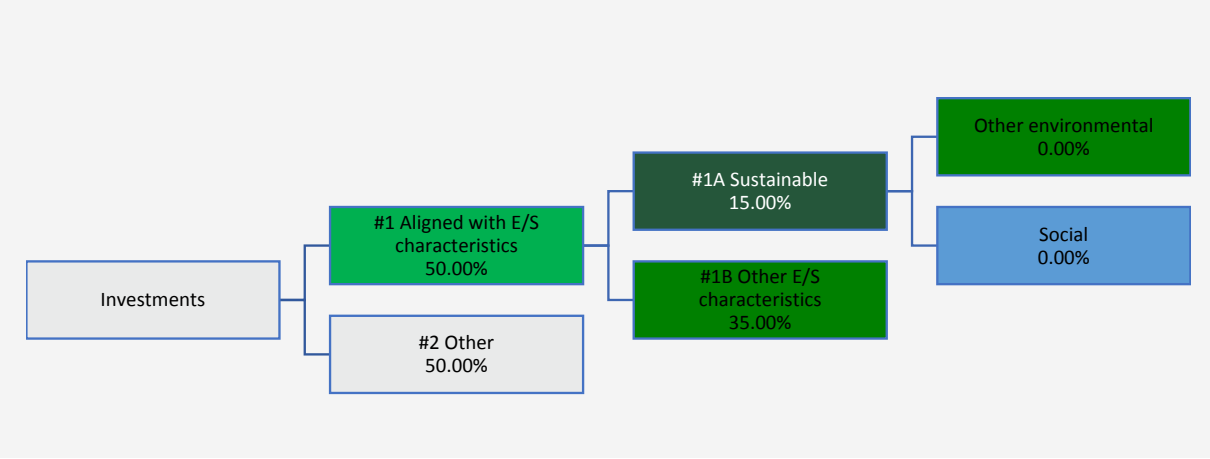
## What is the asset allocation planned for this financial product?

**Asset allocation** describes the share of investments in specific assets.

A minimum 50% of Net Asset Value will be invested to meet the environmental or social characteristics promoted by the Sub-Fund in accordance with the binding elements of the investment strategy.

The asset allocation diagram below is intended to illustrate the typical asset allocation of this Sub-Fund. The Sub-Fund is committed to investing a minimum of 15% of Net Asset Value in Sustainable Investments, which have an environmental objective and/or a social objective. However, the asset allocation between environmental and social objectives is not fixed and as such, the Sub-Fund does not commit to invest a minimum percentage of Net Asset Value in Sustainable Investments which have specifically an environmental objective or specifically a social objective.

The Sub-Fund promotes environmental or social characteristics using both an exclusionary approach and allocations to certain Sustainable Investments, and lower carbon intensity issuers. The figure in #1 represents a combination of both approaches. The minimum allocation to Sustainable Investments is referenced in #1A. The figure in #1B below represents the proportion of the portfolio that has excluded certain types of investments as further detailed in 'What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?' above and therefore such proportion of the portfolio is aligned with the environmental or social characteristics promoted by the Sub-Fund through the absence of those investments.




#1 Aligned with E/S characteristics includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

#2 Other includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

The category #1 Aligned with E/S characteristics covers:
- The sub-category #1A Sustainable covers sustainable investments with environmental or social objectives.
- The sub-category #1B Other E/S characteristics covers investments aligned with the environmental or social characteristics that do not qualify as sustainable investments.

- **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

  Derivatives (FDI) can be used to attain the environmental or social characteristics promoted by the Sub-Fund by providing indirect exposure that broadly passes the exclusions criteria as set out under the binding elements section of Annex II. For the avoidance of doubt, FDI are not used to gain exposure to Sustainable Investments.

## To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

0%. There is no minimum extent to which Sustainable Investments with an environmental objective held by the Sub-Fund are aligned with the EU Taxonomy.

- **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy [1]?**

  ☐ Yes:

  ☐ In fossil gas ☐ In nuclear energy

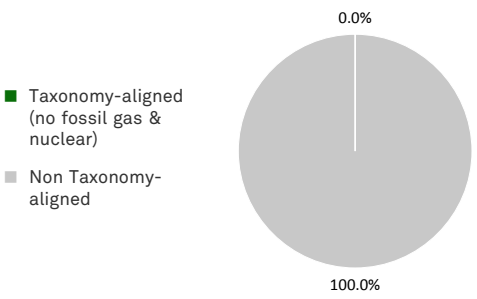
  ☑ No

[1] Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.

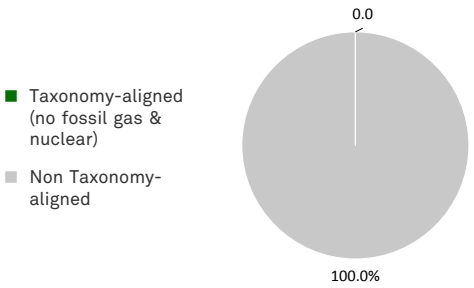
Taxonomy-aligned activities are expressed as a share of:
- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

*The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy-alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy-alignment only in relation to the investments of the financial product other than sovereign bonds.*

1. Taxonomy-alignment of investments including sovereign bonds*




**2. Taxonomy-alignment of investments excluding sovereign bonds***




This graph represents 100% of the total investments

** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures*

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

- **What is the minimum share of investments in transitional and enabling activities?**

  Transitional activities: 0.00%

  Enabling activities: 0.00%

## What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

0%. The EU Taxonomy Regulation introduced more prescriptive requirements to determine whether an activity qualifies as ''environmentally sustainable'' criteria for financial market participants. The Sub-Fund does not presently set a minimum proportion of its assets that must be invested in investments that contribute to (or do not contribute to) environmentally sustainable economic activities as defined by the EU Taxonomy Regulation. In the short-to-medium term, the Investment Manager anticipates that the necessary data may not be available on these types of investments to make a positive commitment to a minimum allocation.

## What is the minimum share of socially sustainable investments?

0%. There is no minimum share of Sustainable Investments with a social objective. While the Sub-Fund will invest a minimum of 15% of Net Asset Value in Sustainable Investments, it is anticipated that this is likely to include 1% of Net Asset Value in Sustainable Investments with a social objective but the Sub-Fund's asset allocation is not fixed, and this may not be reflective of how the Sub-Fund is invested at any particular time.

## What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments included under "#2 Other" are:

- Liquid and near-cash assets, generally held for liquidity management purposes, that do not pass the exclusions as set out under the binding elements section of the Annex II.
- Collective investment schemes, generally held for liquidity purposes or for investment purposes on a temporary basis, that do not broadly pass the exclusions as set out under the binding elements section of the Annex II.
- Cash held at custody account(s) for liquidity management purposes.
- Derivatives (FDI), generally held for hedging purposes or investment purposes, that do not broadly pass the exclusions as set out under the binding elements section of the Annex II.

No minimum environment or social safeguards are considered for these investments.

## Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

No.

**Reference benchmarks** are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

- **How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?**
  Not applicable

- **How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?**
  Not applicable
- **How does the designated index differ from a relevant broad market index?**
  Not applicable
- **Where can the methodology used for the calculation of the designated index be found?**
  Not applicable

## Where can I find more product specific information online?

More product-specific information can be found on the website: www.bny.com/investments


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