THIS IS AN EXTRACT PROSPECTUS FOR INVESTORS IN SWITZERLAND ONLY. IT SOLELY CONTAINS THOSE SUB-FUNDS WHICH ARE APPROVED FOR OFFER TO NON-QUALIFIED INVESTORS IN SWITZERLAND. THIS PROSPECTUS FOR SWITZERLAND IS EXCLUSIVELY USED FOR THE OFFER OF SHARES OF BROWN ADVISORY FUNDS PLC IN SWITZERLAND AND IT DOES NOT CONSTITUTE A PROSPECTUS FOR THE PURPOSES OF IRISH LAW. IT IS NOT PERMITTED TO BE USED FOR THE OFFER OF SHARES OF THE COMPANY IN OTHER JURISDICTIONS OR TERRITORIES.

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

Brown Advisory Funds plc

An umbrella fund with segregated liability between sub-funds.

A company incorporated with limited liability as an open-ended investment company with variable capital under the laws of Ireland with registered number 409218, authorised by the Central Bank pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. No. 352 of 2011), as amended.

PROSPECTUS
for Switzerland

This Prospectus is dated 21 April 2026

The Supplements for the Shares of the Fund are comprised in the present Prospectus version.

The Directors of Brown Advisory Funds plc whose names appear under **DIRECTORY** accept responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

INTRODUCTION

Central Bank Authorisation

The Company is an investment company with variable capital incorporated on 11 October 2005 and authorised in Ireland as an umbrella undertaking for collective investment in transferable securities with segregated liability between its sub-funds pursuant to the Regulations. This authorisation however, does not constitute a warranty by the Central Bank as to the performance of the Company and the Central Bank shall not be liable for the performance or default of the Company. Authorisation of the Company is not an endorsement or guarantee of the Company by the Central Bank nor is the Central Bank responsible for the contents of the Prospectus.

Investor Responsibility

Potential investors and purchasers of Shares should 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.

Investment Risk

The value of and income from Shares in the Company may go up or down and you may not get back the amount you have invested in the Company. Shares constituting each Fund are described in a Supplement to this Prospectus for each such Fund, each of which is an integral part of this Prospectus and is incorporated herein by reference with respect to the relevant Fund. Please see the risk factors described under RISK FACTORS below.

Establishment and Incorporation

The Company is structured as an open-ended umbrella fund with segregated liability between sub-funds. Shares representing interests in different Funds may be issued from time to time by the Directors. Shares of more than one Class may be issued in relation to a Fund. All Shares of each Class will rank *pari passu* save as provided for in the relevant Supplement. On the introduction of any new Fund (for which prior Central Bank approval is required) or any new Class of Shares (which must be issued in accordance with the requirements of the Central Bank), the Company will prepare and the Directors will issue a new or revised Supplement, as applicable, setting out the relevant details of each such Fund or new Class of Shares. A separate portfolio of assets will be maintained for each Fund (and accordingly not for each Class of Shares) and will be invested in accordance with the investment objective and policies applicable to such Fund. Particulars relating to individual Funds and the Classes of Shares available therein are set out in the relevant Supplement.

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

The names of all Funds approved from time-to-time are listed in the Approved Funds Supplement.

Key Investor Information Documents – UCITS KIIDs and PRIIPs KIDs

The PRIIPs Regulation aims at improving and consolidating the EU regulatory framework for pre-contractual disclosures to retail investors in the EEA, and seeks to enable retail investors to better understand and compare the financial products (such as the Funds of the Company) available to them within the EU, thereby enhancing transparency.

UCITS KIIDs are available for the Funds of the Company which are offered for sale in the U.K., and PRIIPs KIDs are available for the Funds of the Company. In addition to summarising some important information in this Prospectus, the Key Investor Information Documents may contain information on the historical performance and the ongoing charges for each of the Funds.

UCITS KIIDs can be obtained from the registered office of the Company, which is set out in the **DIRECTORY** section of this Prospectus, and both UCITS KIIDs and PRIIPs KIDs are available in the UCITS Legal Document Library on **<www.brownadvisory.com>**.

Preliminary Charge / Repurchase Charge

Where a Preliminary Charge and/or Repurchase Charge is payable in respect of a subscription or redemption for certain Classes of Shares, the resulting difference at any one time between the issue price and the repurchase price means that investment in such Shares should be viewed as medium to long term.

A Preliminary Charge of up to 5% of the Issue Price may be payable as described under *Preliminary Charge* in the **Key Information for Buying and Selling** section of the relevant Supplement.

A Repurchase Charge of up to 2% of the gross repurchase price of any Class of Shares of a Fund may be charged by the Company as described in **SHARE DEALINGS - Repurchase of Shares**. The amount of Repurchase Charge (if any) will be set out in the relevant Supplement.

Restrictions on Distribution and Sales of Shares

The distribution of this Prospectus and the offering or purchase of the Shares may be restricted in certain jurisdictions. This Prospectus does not constitute an offer or solicitation by or to anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

Shares are offered only on the basis of the information contained in this Prospectus and the latest audited annual accounts and any subsequent half-yearly reports will be made available to the public at the office of the Administrator.

Any further information or representations given or made by any person should be disregarded and accordingly, should not be relied upon.

Neither the delivery of this Prospectus, the latest published annual report or accounts of the Company (once published) nor the offer, placement, allotment or issue of any of the Shares shall under any circumstances create any implication or constitute a representation that the information given in this Prospectus or in any such report is correct as of any time subsequent to the date thereof or that the affairs of the Company have not be changed since the date thereof.

Statements in this Prospectus are based on law and practice currently in force in Ireland and are made as at the date of this Prospectus and are subject to change.

No information or advice herein contained shall constitute advice to a proposed investor in respect of his personal position. Accordingly, no representations or warranties of any kind are intended or should be inferred with respect to the economic return or the tax consequences of an investment in the

Company. No assurance can be given that existing laws will not be changed or interpreted adversely. Prospective investors are not to construe this document as legal or tax advice.

The Shares are not, and are not expected to be liquid, except as described in this Prospectus.

The distribution of this Prospectus in some jurisdictions may require the translation of this Prospectus into other languages specified by the regulatory authorities in those jurisdictions *provided* that any such translation shall be a direct translation of the English text. In the event of any inconsistency or ambiguity in relation to the meaning of any word or phrase in translation, the English text shall prevail and all disputes as to the terms thereof shall be governed by, and construed in accordance with, Irish law.

This Prospectus should be read in its entirety before making an application for Shares.

Australia

The Company is not a registered managed investment scheme within the meaning of Chapter 5C of the Australian Corporations Act 2001 (Cth) (the "**Corporations Act**").

This Prospectus is not a prospectus or product disclosure statement under the Corporations Act. Accordingly, Shares in the Company may not be offered, issued, sold or distributed in Australia other than by way of or pursuant to an offer or invitation that does not need disclosure to investors either under Part 7.9 or Part 6D.2 of the Corporations Act, whether by reason of the investor being a "*wholesale client*" (as that term is defined in section 761G of the Corporations Act and applicable regulations) or otherwise. Accordingly, this Prospectus is provided to prospective investors and, by receiving it, each prospective investor is deemed to represent and warrant that it is a "*wholesale client*".

Nothing in this Prospectus constitutes an offer of Shares or financial product advice to a "*retail client*" (as defined in section 761G of the Corporations Act and applicable regulations).

The issuer of this Prospectus is not licensed in Australia to provide financial product advice including in relation to the Company. Note that as all investors must be wholesale clients, no cooling off rights are available.

The Distributor is exempt from the requirement to hold an Australian financial services licence under the Corporations Act in respect of the financial services it provides to wholesale clients in Australia and is regulated by the Securities and Exchange Commission under the laws of the United States, which differ from Australian laws.

Hong Kong

Warning – The contents of this Prospectus have not been reviewed nor endorsed by any regulatory authority in Hong Kong. Investors are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of this Prospectus, investors should obtain independent professional advice.

The Company is not authorised by the Hong Kong Securities and Futures Commission pursuant to Section 104 of the Hong Kong Securities and Futures Ordinance. This Prospectus has not been approved by the Hong Kong Securities and Futures Commission nor has a copy of it been registered with the Registrar of Companies in Hong Kong. Accordingly:

a) Shares may not be offered or sold in Hong Kong by means of this Prospectus or any other document other than to "*professional investors*" within the meaning of Part I of Schedule 1 to the Hong Kong Securities and Futures Ordinance and any rules made under the Hong Kong Securities and Futures Ordinance, or in other circumstances which do not result in such

document being a "*prospectus*" as defined in the Hong Kong Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) ("**CWUMPO**") or which do not constitute an offer or invitation to the public for the purposes of the CWUMPO or the Hong Kong Securities and Futures Ordinance; and

b) No person may issue or possess for the purpose of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Shares which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so in (a) above or under the laws of Hong Kong) other than with respect to Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "*professional investors*".

This Prospectus is distributed on a confidential basis and may not be reproduced in any form or transmitted to any person other than the person to whom it is addressed.

Japan

This Prospectus is not, and under no circumstances is to be considered as, a public offering of securities in Japan. No registration pursuant to Article 4 paragraph 1 of Japan's Financial Instruments and Exchange Act ("**FIEA**") has been or will be made with respect to the solicitation of applications for acquisition of the Shares of the Company on the grounds that such solicitation would constitute a "*solicitation for qualified institutional investors*" as set forth in Article 23-13, paragraph 1 of the FIEA. The offering is made on the condition that each investor enters into an agreement whereby the investor covenants not to transfer its Shares (i) to persons other than qualified institutional investors as defined in Article 2, paragraph 3, item 1 of the FIEA ("**QIIs**"), or (ii) without entering into an agreement whereby the transferee covenants not to transfer its Shares to persons other than QIIs. This Prospectus is distributed on a confidential basis and may not be reproduced in any form or transmitted to any person other than the persons to whom it is addressed. No shares in the Company will be issued to any person other than the person to whom the Prospectus has been addressed and no persons other than such addressees may treat the same as constituting an invitation for them to invest.

United States

The Shares have not been, and will not be, registered under the 1933 Act or qualified under any applicable state statutes, and the Shares may not be transferred, offered or sold in the United States (including its territories and possessions) or to or for the benefit of, directly or indirectly, any U.S. Person (as defined in **APPENDIX II**), except pursuant to registration or an applicable exemption. The Company has not, and will not be, registered under the 1940 Act, and investors will not be entitled to the benefits of such registration. Any re-sales or transfers of the Shares in the U.S. or to U.S. Persons may constitute a violation of U.S. law and requires the prior written consent of the Company. Applicants for Shares will be required to certify whether they are a U.S. Person and will be required to declare whether they are Irish Residents.

The Directors have the power to impose restrictions on the shareholdings by (and consequently to redeem Shares held by), or the transfer of Shares to, any U.S. Person (unless permitted under certain exceptions under the laws of the United States), or by any person who appears to be in breach of the laws or requirements of any country or government authority, or by any person or persons in circumstances (whether directly or indirectly affecting such person or persons, and whether taken alone or in conjunction with any other persons, connected or not, or any other circumstances appearing to the Directors to be relevant) which, in the opinion of the Directors, might result in the Company incurring any liability to taxation or suffering any other pecuniary disadvantage which the Company might not otherwise have incurred or suffered. See **Mandatory Repurchases** in the **SHARE DEALINGS** section of this Prospectus.

The Shares have not been approved or disapproved by the SEC, any state securities commission or the U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of this offering or the accuracy of adequacy of these offering materials. Any representation to the contrary is unlawful.

Company Documentation

All Shareholders are entitled to the benefit of, are bound by and are deemed to have notice of the provisions of the Constitution of the Company, copies of which are available from the Administrator.

This Prospectus and the relevant Supplements shall be governed by and construed in accordance with Irish law.

Defined terms used in this Prospectus shall have the meanings attributed to them in the **DEFINITIONS** section of this Prospectus below unless the context requires otherwise.

DIRECTORY

Board of Directors

David M. Churchill (Chairperson, U.S. Resident)
Mary Canning (Irish Resident)*
Barbara Healy (Irish Resident)*
Brett D. Rogers (U.S. Resident)
Adrian Waters (Irish Resident)*

** denotes independent non-executive Director*

Registered Office of the Company

Second Floor
5 Earlsfort Terrace
Dublin D02 CK83
Ireland

Manager

Brown Advisory (Ireland) Limited
Second Floor
5 Earlsfort Terrace
Dublin D02 CK83
Ireland

Investment Manager and Distributor

Brown Advisory, LLC
901 South Bond Street, Suite 400
Baltimore
Maryland 21231
United States

Depositary

Brown Brothers Harriman Trustee Services (Ireland) Limited
30 Herbert Street
Dublin D02 W329
Ireland

Administrator, Registrar, and Transfer Agent

Brown Brothers Harriman Fund Administration Services (Ireland) Limited
30 Herbert Street
Dublin D02 W329
Ireland

Sub-Investment Managers

Brown Advisory Limited
18 Hanover Square
London W1S 1JY
United Kingdom

Metropolis Capital Limited
Amersham Court
154 Station Road, Amersham
Buckinghamshire HP6 5DW
United Kingdom

Beutel, Goodman & Company Ltd.
20 Eglinton Avenue West, Suite 2000
P.O. Box 2005, Toronto
Ontario M4R 1K8
Canada

Legal Advisors as to Irish law

Dechert LLP
Second Floor
5 Earlsfort Terrace
Dublin D02 CK83
Ireland

Legal Advisors as to U.S. law

Dechert LLP
One International Place
40th Floor, 100 Oliver Street
Boston, Massachusetts 02110-2605
United States

Company Secretary

Dechert Secretarial Limited
Second Floor
5 Earlsfort Terrace
Dublin D02 CK83
Ireland

Auditors

KPMG
1 Harbourmaster Place
IFSC
Dublin D01 F6F5
Ireland

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DEFINITIONS

"1933 Act"	the U.S. Securities Act of 1933 (as amended);
"1940 Act"	the U.S. Investment Company Act of 1940 (as amended);
"ABS"	asset-backed securities;
"Accounting Period"	a period ending on 31 October of each year;
"Administration Agreement"	the agreement dated 10 January 2020 among the Company, the Manager, and the Administrator as amended, supplemented or otherwise modified from time to time in accordance with the requirements of the Central Bank;
"Administrator"	Brown Brothers Harriman Fund Administration Services (Ireland) Limited or any successor thereto duly appointed in accordance with the requirements of the Central Bank;
"ADR"	American depositary receipts;
"AIF"	an alternative investment fund;
"Agency"	the following quasi-governmental agencies in the United States: (i) the Government National Mortgage Association (known as GNMA or Ginnie Mae) (ii) the Federal National Mortgage Association (FNMA or Fannie Mae); and (iii) the Federal Home Loan Mortgage Corporation. (Freddie Mac), in their capacity as issuers or guarantors of asset-backed securities, and "**non-Agency**" should be construed accordingly;
"Application Form"	the application form for Shares;
"Approved Funds Supplement"	a supplement to the Prospectus issued on behalf of the Company for the purposes of listing the Funds approved from time-to-time;
"Article 8 Fund"	a Fund determined by the Investment Manager to be a financial product which complies with Article 8 of SFDR, as specified in the Supplement for the relevant Fund;
"Article 9 Fund"	a Fund determined by the Investment Manager to be a financial product which complies with Article 9 of SFDR, as specified in the Supplement for the relevant Fund;
"Basel III"	the BCBS document titled "*Basel III: A global regulatory framework for more resilient banks and banking systems*", published in December 2010, as revised;
"Base Currency"	in relation to any Fund, such currency as is specified in the Supplement for the relevant Fund;

"BCBS"	Basel Committee on Banking Supervision;
"Benchmarks Regulation"	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 and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No 596/2014;
"Bond Connect"	Bond Connect is a mutual bond market access link between Hong Kong and the PRC which facilitates investment in the CIBM through mutual access and connection arrangements between the related financial infrastructure institutions of Hong Kong and the PRC without quota limitations;
"Business Day"	in relation to any Fund, such day or days as is or are specified in the Supplement for the relevant Fund;
"CDS"	credit default swaps,
"**CDSI**"	credit default swaps on indices;
"**CFDs**"	contracts for difference,
"Central Bank"	the Central Bank of Ireland or any successor regulatory authority with responsibility for authorising and supervising the Company;
"Central Bank UCITS Regulations"	the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations 2019 (S.I. No. 230 of 2019) as may be amended or consolidated from time to time;
"CIBM"	China Interbank Bond Market;
"CIS"	an open-ended collective investment scheme within the meaning of Regulation 4(3) of the Regulations and which is prohibited from investing more than 10% of its assets in another such collective investment scheme;
"Class"	any class of Shares each representing interests in Fund and references to "**Classes of Shares**" or "**Share Classes**" shall be construed accordingly;
"CLO"	collateralised loan obligations;
"CMO"	collateralised mortgage obligations;
"CMBS"	commercial mortgage-backed securities;
"CoCos"	contingent convertible bonds;
"Code"	the U.S. Internal Revenue Code of 1986, as amended;

"Companies Act"	the Companies Act 2014 (No. 38 of 2014) as may be amended, supplemented, consolidated or re-enacted from time to time;
"Company"	Brown Advisory Funds plc;
"Comparator Benchmark"	a benchmark index which is used to show the performance of the Fund against, but which is not used to constrain portfolio composition or as a target for the performance of, a Fund, as set out in the Supplement for the relevant Fund;
"Constitution"	the constitution comprising the memorandum and articles of association of the Company as amended from time to time in accordance with the requirements of the Central Bank;
"Connected Person"	the persons defined as such under **Portfolio Transactions and Conflicts of Interest** at page 83;
"CRAD"	Directive 2013/14/EU of the European Parliament and of the Council of 21 May 2013 amending Directive 2003/41/EC on the activities and supervision of institutions for occupational retirement provision, Directive 2009/65/EC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) and Directive 2011/61/EU on Alternative Investment Funds Managers in respect of over-reliance on credit ratings;
"**CRS**"	the OECD developed common reporting standards, as more fully described at **OECD Common Reporting Standard** on page 110;
"Currency Class"	the currency of denomination of a Class;
"DAC 2"	Council Directive 2014/107/EU of 9 December 2014 amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation;
"DAC 6"	Council Directive (EU) 2018/822 of 25 May 2018 amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation in relation to reportable cross-border arrangements;
"Data Protection Legislation"	the Data Protection Acts 1988 to 2018, the GDPR, and any relevant transposition of or replacement to those laws, and any other laws applicable to the Company in relation to the processing of personal data;
"Dealing Day"	in respect of each Fund, such Business Day or Business Days as is or are specified in the Supplement for the relevant Fund, *provided* that there shall be at least two (2) Dealing Days for each Fund in each month carried out at regular intervals;
"Dealing Deadline"	in relation to applications for subscription, repurchase or exchange of Shares in a Fund, the day and time specified in the Supplement for the relevant Fund;

"Delegated Regulations"	the Commission Delegated Regulation (EU) 2016/438) of 17 December 2015 supplementing Directive 2009/5/EU of the European Parliament and of the Council of 17 December 2015, with regard to obligations of depositaries;
"Depositary"	Brown Brothers Harriman Trustee Services (Ireland) Limited or any other person or persons for the time being duly appointed Depositary in succession to the said Brown Brothers Harriman Trustee Services (Ireland) Limited subject to the approval of the Central Bank;
"Depositary Agreement"	the agreement dated 10 January 2020 among the Company, the Manager, and the Depositary as amended, supplemented, or otherwise modified from time to time in accordance with the requirements of the Central Bank;
"Directors"	the directors of the Company, and each a "**Director**";
"Distributor"	Brown Advisory, LLC (acting in its capacity as a distributor) or (as the context requires) a duly appointed sub-distributor appointed by Brown Advisory, LLC, or such other entity as may be duly appointed by the Manager in accordance with the requirements of the Central Bank as a distributor of the Company or a Fund in certain jurisdictions;
"EEA"	European Economic Area (the current members being: the EU Member States, Iceland, Liechtenstein and Norway);
"EEA Member State"	a member state of the EEA;
"Emerging Market Country"	(i) any country having an economy or market that is considered by the International Monetary Fund or World Bank to be developing or is a recent (within two (2) years); or (ii) a current index member in the MSCI Emerging Markets Index;
"Enhanced Income"	as defined under **SHARE CLASS INFORMATION** on page 86;
"Enhanced Income Shareholders"	Shareholders in the Enhanced Income Share Classes;
"Entry Fee"	the Preliminary Charge payable in respect of Class A and/or Class P Shares in Italy, as specified in the Supplement for the relevant Fund;
"Environmentally Sustainable Investment"	an investment in an economic activity that contributes to an environmental objective, as measured, for example, by key resource efficiency indicators on the use of energy, renewable energy, raw materials, water and land, on the production of waste, and greenhouse gas emissions, or on its impact on biodiversity and the circular economy;
"Equity Funds"	the Funds defined in the Approved Funds Supplement as "Equity Funds";

"ESMA"	the European Securities and Markets Authority;
"EU"	the European Union;
"EU Member State"	a member state of the EU;
"Exchange Charge"	the charge, if any, payable on the exchange of Shares as is specified herein;
"ETF"	exchange traded fund;
"Expense Limitation"	as defined under *Investment Management Fee and Expense Limitation* on page 103;
"FATCA" or "Foreign Account Tax Compliance Act"	Sections 1471 through 1474 of the Code, any current or future regulations or official interpretations thereof, and any agreement entered into pursuant to Section 1471(b) of the Code, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of these Sections of the Code;
"FCA"	the United Kingdom's Financial Conduct Authority;
"FDI"	a financial derivative instrument permitted by the Regulations;
"Financial Account"	a "Financial Account" as used in the intergovernmental agreement between the United States and Ireland for the purposes of FATCA;
"Financial Institution"	as defined in FATCA;
"Fixed-Income Funds"	the Funds defined in the Approved Funds Supplement as "Fixed-Income Funds";
"FRN"	floating-rate notes;
"Fund"	a separate portfolio of assets which is invested in accordance with the investment objective and policies set out in the relevant Supplement and to which all liabilities, income and expenditure attributable or allocated to such fund shall be applied and charged and "**Funds**" means all or some of the Funds as the context requires or any other funds as may be established by the Company from time to time with the prior approval of the Central Bank;
"FX"	foreign exchange;
"GDPR"	the General Data Protection Regulation (Regulation 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC);
"GDP"	gross domestic product;

"GDR"	Global Depositary Receipts;
"GHG"	greenhouse gas;
"Hedged Share Class"	a Class which is not denominated in the Base Currency of a Fund to which a currency hedging strategy is applied;
"ICAV"	an Irish collective asset management vehicle;
"ICMA"	the International Capital Market Association;
"Initial Issue Price"	the price (excluding any Preliminary Charge) per Share at which Shares are initially offered in a Fund during the Initial Offer Period as specified in the Supplement for the relevant Fund;
"Initial Offer Period"	the period during which Shares in a Fund are initially offered at the Initial Issue Price as specified in the Supplement for the relevant Fund;
"Investment Grade"	(i) a rating of BBB- / BBB- / Baa3 or higher, by Standard & Poor's, Fitch Ratings, or Moody's Investment Services, respectively; or (ii) unrated but determined by the Manager and/or the Sub-Investment Manager to be of comparable quality, and "**Non-Investment Grade**" should be construed accordingly;
"Investment Management and Distribution Agreement"	the agreement dated 10 January 2020 among the Company, the Manager, and the Investment Manager as amended, supplemented, or otherwise modified from time to time in accordance with the requirements of the Central Bank;
"Investment Manager"	Brown Advisory, LLC or any successor investment manager to the Company duly appointed in accordance with the requirements of the Central Bank, and a reference to an Investment Manager shall be deemed to include a Sub-Investment Manager, where applicable;
"IPO"	an initial public offering;
"Irish Resident"	as defined under **TAXATION –** Ireland on page 105;
"Irish Taxable Person"	as defined under **TAXATION –** Ireland on page 105;
"Issue Price"	as the context admits, the Initial Issue Price or the Net Asset Value per Share;
"Junk Bonds"	Non-Investment Grade securities;
"Key Investor Information Document(s)"	a PRIIPs KID or UCITS KIID, as applicable;
"LIBOR"	the London Inter-Bank Offered Rate;
"Management Agreement"	the agreement dated 10 January 2020 between the Company and the Manager as may be amended, supplement, or otherwise modified from time to time in accordance with the requirements of

	the Central Bank;
"Manager"	Brown Advisory (Ireland) Limited or any other person or persons for the time being duly appointed manager of the Company in succession to said Manager;
"Markets"	the stock exchanges and regulated markets set out in **APPENDIX I** on page 135.
"MBS"	commercial mortgage-backed securities;
"MiFID II"	collectively, (i) Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU, (ii) Commission Delegated Directive (EU) 2017/593 of 7 April 2016 and (iii) the Markets in Financial Instruments Regulation (EU) No 600/2014 ("**MiFIR**");
"MiFID Regulations"	European Union (Markets in Financial Instruments) Regulations 2017 (S.I. No. 375 of 2017), as amended from time to time and any regulations or conditions made thereunder by the Central Bank;
"Minimum Additional Investment Amount"	such amount (if any) as the Directors may from time to time prescribe as the minimum additional investment amount required by each Shareholder for Shares of each Class in a Fund as is specified in this Prospectus or in the Supplement for the relevant Fund;
"Minimum Fund Size"	$10 million or such other amount (if any) as the Directors may consider for each Fund and set out in the Supplement for the relevant Fund;
"Minimum Initial Investment Amount"	such amount or number of Shares (if any) as the Directors may from time to time prescribe as the minimum initial subscription required by each Shareholder for Shares of each Class in a Fund as is specified in this Prospectus or in the Supplement for the relevant Fund;
"Minimum Repurchase Amount"	such number or value of Shares of any Class (if any) as specified in the Supplement for the relevant Fund;
"Minimum Shareholding"	such number or value of Shares of any Class (if any) as specified in this Prospectus or in the Supplement for the relevant Class of Shares within a Fund;
"MLRO"	the designated anti-money laundering reporting officer of the Company;
"Money Market Instruments"	instruments normally dealt in on the money markets which are liquid, have a value which can be accurately determined at any time and include, but are not limited to, government debt, commercial paper, bankers acceptances, certificates of deposit and other short term debt securities as ancillary liquid assets, and

	which are further described in the UCITS Rules;
"MSCI Emerging Markets Index"	the MSCI Emerging Markets Index captures large- and mid-cap representation across emerging market countries, and covers approximately 85% of the free float-adjusted market capitalisation in each country;
"Net Asset Value" or "Net Asset Value per Share"	in respect of the assets of a Fund or the Shares in a Fund, the amount determined in accordance with the principles set out under **Calculation of Net Asset Value / Valuation of Assets** section in the **SHARE DEALINGS** section of this Prospectus below as the Net Asset Value of a Fund or the Net Asset Value per Share;
"OECD"	the Organisation for Economic Co-operation and Development (the current members being: Australia, Austria, Belgium, Canada, Chile, Columbia, Costa Rica, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Japan, Korea (Republic of), Latvia, Lithuania, Luxembourg, Mexico, Netherlands, New Zealand, Norway, Poland, Portugal, Slovak Republic, Slovenia, Spain, Sweden, Switzerland, Turkey, United Kingdom, and United States);
"OTC"	over-the-counter;
"OTC FDI"	a FDI which is dealt in OTC;
"Paying Agent"	such entity as may be duly appointed by the Company or its delegate in accordance with the requirements of the Central Bank as the paying agent of the Company or a Fund;
"Person Closely Associated"	in relation to a Director: 1. the spouse of the Director; 2. dependent children of the Director; 3. other relatives of the Director, who have shared the same household as that person for at least one (1) year on the date of the transaction concerned; or 4. any person: (a) the managerial responsibilities of which are discharged by a person: (i) discharging managerial responsibilities within the issuer, or (ii) referred to in paragraph 1., 2., or 3. of this definition; (b) that is directly or indirectly controlled by a person referred to in subparagraph (a) of paragraph 4. of this definition; (c) that is set up for the benefit of a person referred to in subparagraph (a) of paragraph 4. of this definition; or (d) the economic interests of which are substantially equivalent

to those of a person referred to in subparagraph 4. of this definition;

"PIPE"	a private investment in public equity. A PIPE transaction is a transaction in which a public company issues equity securities in a private placement to investors following which the issuer will file a registration statement with the SEC in order to formally list the securities;
"Portfolio-Hedged Share Class"	a Class which is hedged against the currency denomination(s) of the underlying portfolio assets of the Fund (which may not be in the Base Currency), attributable to that Share Class;
"Preliminary Charge"	in respect of a Fund, the charge payable (if any) on the subscription price for Shares as is specified in the Supplement for the relevant Fund;
"PRC"	the People's Republic of China;
"PRIIPs KID"	a key information document issued in respect of a Fund in accordance with the PRIIPs Regulation;
"PRIIPs Regulation"	Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (PRIIPs);
"PAI"	principal adverse impacts, being the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters;
"PAI Indicators"	indicators for PAIs, as described in SFDR;
"Prospectus"	this document and any Supplements (as the context requires) or addenda thereto, issued by the Company in accordance with the requirements of the Central Bank;
"Regulation 4(3)"	clause 4(3) of the Regulations;
"Regulation S Securities"	securities that are offered/sold outside of the U.S. and are exempt from registration requirements under Section 5 of the Securities Act of 1933;
"Regulations"	the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. No. 352 of 2011) as amended by the European Union (Undertakings for Collective Investment in Transferable Securities) (Amendment) Regulations 2016 (S.I. No. 143 of 2016), the European Union (Undertakings for Collective Investment in Transferable Securities) (Amendment) Regulations 2019 (S.I. No. 430 of 2019), the European Union (Undertakings for Collective Investment in Transferable Securities) (Amendment) Regulations 2021 (S.I. No. 413 of 2021), and the European Union

	(Undertakings for Collective Investment in Transferable Securities) (Amendment) Regulation 2022 (S.I. No. 262 of 2022), as may be further amended, supplemented, consolidated, or otherwise modified from time to time including any condition that may from time to time be imposed thereunder by the Central Bank;
"Remuneration Policy"	the Manager's remuneration policies, procedures and practices;
"Repurchase Charge"	in respect of a Fund, the charge payable (if any), out of the gross repurchase price for Shares as is specified in the Supplement for the relevant Fund;
"Revenue Commissioners"	the Revenue Commissioners of Ireland;
"Risk Management Process"	the Manager's process designated to monitor, measure and manage the risks associated with the use of FDI;
"RMP Statement"	a statement describing the Manager's Risk Management Process, a copy of which has been filed with the Central Bank and which will be updated from time to time to include any additional FDIs which the Manager proposes to employ on behalf of the Funds;
"**Rule 144A**"	has the meaning given to it under *Recently Issued Transferable Securities*, on page 27 and the term "**Rule 144A Securities**" shall be construed accordingly;
"SEC"	the U.S. Securities and Exchange Commission;
"Settlement Date"	in respect of receipt of monies for subscription for Shares or dispatch of monies for the repurchase of Shares, the date specified in the Supplement for the relevant Fund. In the case of repurchases this date will be no more than ten (10) Business Days after the relevant Dealing Deadline, or if later, the receipt of completed repurchase documentation including relevant anti-money laundering documentation;
"SFDR"	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, along with any regulatory technical standards (RTS) and guidance thereto, as the context requires;
"SFDR Annex II"	the template pre-contractual disclosure annex for Article 8 Funds and Article 9 Funds;
"Shareholders"	holders of Shares and each a Shareholder;
"Shares"	participating shares in the Company representing interests in a Fund and where the context so permits or requires any Class of participating shares representing interests in a Fund;
"Socially Sustainable	an investment in an economic activity that contributes to a social objective, in particular an investment that contributes to tackling

Investment"	inequality or that fosters social cohesion, social integration and labour relations, or an investment in human capital or economically or socially disadvantaged communities;
"SOFR"	the secured overnight financing rate, administered and published by the Federal Reserve Bank of New York;
"Sub-Investment Management Agreement"	an agreement between the Manager and/or the Investment Manager and a Sub-Investment Manager to whom the assets of a Fund (or a proportion thereof) are allocated, in accordance with the requirements of the Central Bank, as set out in the Supplement for the relevant Fund, and as may be amended, supplemented, or otherwise modified from time to time;
"Sub-Investment Manager(s)"	the person or persons appointed by the Manager and/or Investment Manager pursuant to a Sub-Investment Management Agreement as set out in the Supplement for the relevant Fund;
"Supplement"	any supplement to the Prospectus (including the Approved Funds Supplement) and any addenda thereto, which is supplemental to this Prospectus setting out information specific to a Fund (or the Company in respect of the Approved Funds Supplement), issued on behalf of the Company from time to time;
"Sustainability Characteristic"	an environmental and/or social characteristic of an investment or potential investment as may be identified by the Investment Manager from time to time;
"Sustainability Risk"	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;
"Sustainable Investment"	an Environmentally Sustainable Investment and/or Socially Sustainable Investment, as the context requires; *provided* that such investments do not significantly harm any economic or social objectives and that the investee entities follow good governance practices, in particular with respect to sound management structures, employee relations, remuneration of staff and tax compliance;
"Target Benchmark"	a benchmark index which is used as a target for the performance, but which is not used to constrain portfolio composition, of a Fund as set out in the Supplement for the relevant Fund;
"Taxonomy-Aligned Investments"	environmentally sustainable economic activities under the Taxonomy Regulation;
"Taxonomy Regulation"	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 investment, and amending Regulation (EU) 2019/2088, along with any regulatory technical standards (RTS) and guidance thereto, as the context requires;

"TBA"	to be announced;
"TCA"	the Irish Taxes Consolidation Act 1997 (No. 39 of 1997), as amended;
"TER"	total expense ratio;
"Transferable Securities"	mean: 1. shares in companies and other securities equivalent to shares in companies; 2. bonds and other forms of securitised debt; 3. other negotiable securities which carry the right to acquire any such transferable securities by subscription or exchange, other than the techniques and instruments referred to in regulation 48A of the Regulations; and 4. such securities as specified for the purposes of *Part 2*, Schedule 2 of the Regulations;
"UCITS"	an undertaking for collective investment in transferable securities which is authorised under the Regulations or authorised by a competent authority in another member state of the European Union in accordance with Council Directives 2009/65/EC, as amended, supplemented, consolidated or otherwise modified from time to time: 1. the sole object of which is the collective investment in transferable securities and/or in other liquid financial instruments of capital raised from the public and which operates on the principle of risk-spreading; and 2. the shares of which are, at the request of holders, repurchased or redeemed, directly or indirectly, out of that undertaking's assets;
"UNGC Principles"	the ten (10) United Nations Global Compact Principles;
"UN Guiding Principles"	the United Nations Guiding Principles on Business and Human Rights;
"U.S. Person"	as defined in **APPENDIX II** on page 139;
"U.S. Reportable Account"	a Financial Account held by a U.S. Reportable Person;
"U.S. Reportable Person"	as defined in **APPENDIX II** on page 139;
"U.S. Taxpayer"	as defined in **APPENDIX II** on page 139;
"UCITS"	an undertaking for collective investment in transferable securities;

"UCITS KIID"	a key investor information document as required by COLL 4.7.2 of the FCA Handbook;
"UCITS Rules"	the Regulations, the Central Bank UCITS Regulations and any guidance or Q&A document issued by the Central Bank from time to time pursuant to the Central Bank UCITS Regulations; or any document published by the Central Bank which sets down all of the conditions which the Central Bank imposes on UCITS, their management companies and depositaries;
"Umbrella Cash Account"	an account maintained at the level of the Company;
"UN SDG"	the United Nation's Sustainable Development Goals, which are a collection of seventeen interlinked global goals designed to be a blueprint to achieve a better and more sustainable future for all;
"United Kingdom" and "U.K."	the United Kingdom of Great Britain and Northern Ireland;
"United States" and "U.S."	the United States of America, (including each of the states, the District of Columbia and the Commonwealth of Puerto Rico) its territories, possessions, and all other areas subject to its jurisdiction;
"Valuation Point"	the day and time(s) with reference to which the Net Asset Value per Share are calculated as is specified in the Supplement for the relevant Fund *provided* that there shall be at least two (2) Valuation Points in every month;
"VaR"	value-at-risk; and
"VAT"	value-added tax.

In this Prospectus, all references to the "**Euro**" or "**€**" are to the currency referred to in the second sentence of Article 2 of the Council Regulation (EC) No. 974/98 of 3 May 1998 and as adopted as the single currency of the participating Member States of the EU, all references to "**U.S. Dollar(s)**" or "**$**" or "**US$**" or "**U.S.$**" or "**USD**" are to the lawful currency of the United States of America, all references to "**Pounds**" or "**Pounds Sterling**" or "**GBP**" or "**£**" are to the lawful currency of the United Kingdom, all references to "**CHF**" or "**Swiss Franc**" are to the lawful currency of Switzerland, all references to "**SEK**" or "**Swedish Kroner**" are to the lawful currency of Sweden, all references to "**NOK**" or "**Norwegian Kroner**" or "**kr**" are to the lawful currency of Norway, all references to "**AUD**" or "**Australian Dollars**" or "**A$**" are to the lawful currency of Australia, all references to "**YEN**" or "**JPY**" are to the lawful currency of Japan, all references to "**SGD**" or "**S$**" are to the lawful currency the Republic of Singapore; all references to "CA$" are to the lawful currency of Canada; all references to "**RMB**" are to the lawful currency of the PRC, references to "**CNH**" are to offshore RMB, and references to "**CNY**" are to foreign currencies converted into onshore RMB; and any successor currency to the foregoing as determined at the discretion of the Directors.

FUNDS

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

Investment Objective and Policies

The Constitution provides that the investment objective and policies for each Fund will be formulated by the Directors at the time of the creation of that Fund. Details of the investment objective and policies for each Fund of the Company appear in the Supplement for the relevant Fund.

Any change in the investment objective or any material change to the investment policies of a Fund as disclosed in the relevant Supplement may only be made with the prior written approval of all Shareholders or approval on the basis of a majority of votes cast at a general meeting of the Shareholders of the relevant Fund. In the event of a change of investment objective and/or policies on the basis of a majority of votes cast at a general meeting of Shareholders of a Fund, a reasonable notification period must be given to each Shareholder of the relevant Fund to enable a Shareholder to have its Shares repurchased prior to the implementation of such change.

Pending investment of the proceeds of a placing or offer of Shares or where market or other factors so warrant, a Fund may, subject to the investment restrictions set out under **Investment Restrictions** below, invest in cash deposits, Money Market Instruments and in short-term securities such as commercial paper, bankers' acceptances, certificates of deposit, and government securities issued by an OECD member country or by any supranational entity *provided* that the securities are listed, traded or dealt in on a Regulated Market in an OECD member country and are rated Investment Grade or better.

Sustainability Related Disclosures

In addition to the below, further detail will be set out under *Promotion of Sustainability Characteristics* in the relevant Supplement.

Integration of Sustainability Risks

A description of the integration of Sustainability Risks with respect to each Fund will be set out in the relevant Supplement.

Unless otherwise set out in the relevant Supplement, all Article 8 Funds will apply an active and documented investment process that emphasizes the materiality of risks and/or opportunities that arise from natural resource, social and economic, climate and/or governance issues in the underwriting of their investments. Each Article 8 Fund will integrate these risk and/or sustainability considerations in a manner the Investment Manager believes best generates long-term performance for clients.

The Investment Manager's research analysts conduct due diligence, using a combination of primary research and third-party data sources, in an effort to understand the sustainability risks and opportunities associated with a given investment. The process culminates with written assessments that may be leveraged for portfolio decisions, ongoing monitoring, as well as engagement and dialogue with companies, bond issuers and other stakeholders. Certain written assessments rely more on third-party data sources than others.

Where an Article 8 or Article 9 Fund applies exclusionary screening to avoid certain business activities

or industries, this will be detailed in the relevant Supplement. Such screening is applied primarily using third-party data, and may in some instances be augmented with the Investment Manager's primary due diligence.

The Manager discloses further information about Sustainability Risk integration practices at the Manager level in certain statements that are publicly available, on product pages where permitted by law/regulation, or otherwise made available to current and prospective investors and investment advisors, such as the "*Institutional Sustainable Investing Policy Statement*", which is published on the Investment Manager's website **<www.brownadvisory.com>**.

Environmentally Sustainable Investments

Any Fund that has been classified as an Article 8 Fund or Article 9 Fund will be identified as such in the relevant Supplement and information relating to that Fund's investments that take into account the EU criteria for environmentally sustainable economic activities contained in the Taxonomy Regulation (if any) will be set out in the Supplement for the relevant Fund. The investments underlying each other Fund do not take into account the EU criteria for environmentally sustainable economic activities contained in the Taxonomy Regulation.

Consideration of PAIs on Sustainability Factors

The Manager does not currently: (i) consider the adverse impacts of investment decisions on sustainability factors; or (ii) issue a website statement in relation to the due diligence policies with respect to those impacts in accordance with the discretion granted pursuant to Article 4 of SFDR. However, PAIs are considered in respect of certain of the Funds, as noted in the relevant Supplements and Annexes thereto.

Investment Restrictions

Unless otherwise specified in the Supplement for the relevant Fund, the investment restrictions applying to each Fund of the Company under the Regulations are set out below. These are, however, subject to the qualifications and exemptions contained in the Regulations and in the Central Bank UCITS Regulations. Any additional investment restrictions for other Funds will be formulated by the Directors at the time of the creation of such Fund and detailed in the relevant Supplement.

The Directors may from time to time impose such further investment restrictions as shall be compatible with or in the interest of the Shareholders.

1. Permitted Investments

Investments of a Fund are confined to:

1.1 transferable securities and Money Market Instruments which are either admitted to official listing on a stock exchange in an EU Member State or non-EU Member State or which are dealt on a market which is regulated, operates regularly, is recognised and open to the public in an EU Member State or non-EU 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; and/or

1.7 FDI.

2. Investment Restrictions

2.1 A Fund may invest no more than 10% of net assets in transferable securities and Money Market Instruments other than those referred to in paragraph **1. Permitted Investments** above.

2.2 *Recently Issued Transferable Securities*

A Fund may invest no more than 10% of net assets in recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described in paragraph 1.1 above) within a year. This restriction will not apply in relation to investment by a Fund in certain U.S. securities known as "**Rule 144A Securities**" *provided* that:

2.2.1 the securities are issued with an undertaking to register with the SEC within one (1) year of issue; and

2.2.2 the securities are not illiquid securities *i.e*., they may be realised by a Fund within seven (7) days at the price, or approximately at the price, at which they are valued by a Fund.

2.3 A Fund 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%.

2.4 Subject to the prior approval of the Central Bank, the limit of 10% (referred to in 2.3 above) is raised to 25% in the case of bonds that are issued by a credit institution which has its registered office in an EU Member State and is subject by law to special public supervision designed to protect bond-holders. If a Fund invests more than 5% of its net assets in these bonds issued by one issuer, the total value of these investments may not exceed 80% of the Net Asset Value of a Fund. The Company may not utilise this provision in respect of the Funds without the prior approval of the Central Bank.

2.5 The limit of 10% (referred to in 2.3 above) is raised to 35% if the transferable securities or Money Market Instruments are issued or guaranteed by an EU Member State or its local authorities or by a non-EU Member State or public international body of which one or more EU Member States are members.

2.6 The transferable securities and Money Market Instruments referred to in 2.4 and 2.5 above shall not be taken into account for the purpose of applying the limit of 40% referred to in 2.3 above.

2.7 Deposits with any one credit institution, other than credit institutions authorised in an EEA Member State or credit institutions authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988 or credit institutions located in the United Kingdom, the Channel Islands, the Isle of Man, Australia, or New Zealand held as ancillary liquidity, must not exceed 10% of net assets.

2.7.1 This limit may be raised to 20% in the case of deposits made with the Depositary.

2.8 The risk exposure of a Fund to a counterparty to an OTC FDI may not exceed 5% of net

assets.

2.8.1 This limit is raised to 10% in the case of credit institutions authorised in the EEA or credit institutions authorised within a signatory state (other than a EEA Member State) to the Basle Capital Convergence Agreement of July, 1988 or a credit institution authorised in the United Kingdom, the Channel Islands, 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:

2.9.1 investments in transferable securities or Money Market Instruments;

2.9.2 deposits; and/or

2.9.3 counterparty risk exposures arising from OTC FDI 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.

2.12 A Fund may invest up to 100% of net assets in different transferable securities and Money Market Instruments issued or guaranteed by any EU Member State, its local authorities, non-EU Member States or public international bodies of which one or more EU Member States are members or by Australia, Canada, Hong Kong, Japan, New Zealand, Switzerland, the United Kingdom, the United States or any of the following:

- OECD Governments, excluding those listed above (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;
- Export-Import Bank,

provided that such a Fund must hold securities from at least six (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 Fund may not invest more than 20% of net assets in any one CIS (which includes exchange traded funds).

3.2 Investment in AIFs may not, in aggregate, exceed 30% of net assets of any Fund.

3.3 A CIS in which a Fund invests must be prohibited from investing more than 10% of its net assets in other open-ended CIS.

3.4 When a Fund invests in the units of other CIS that are managed, directly or by delegation, by the Manager or by any other company with which the Manager is linked by common management or control, or by a substantial direct or indirect holding (including the Investment Manager and Brown Advisory Limited, a Sub-Investment Manager), the Manager or other company may not charge subscription, conversion or redemption fees on account of the relevant Fund's investment in the units of such other CIS.

3.5 Where a commission (including a rebated commission) is received by the Manager, the Investment Manager, and/or a Sub-Investment Manager, as applicable, by virtue of an investment in the units of another CIS, this commission must be paid into the property of the relevant Fund.

4. Index Tracking UCITS

4.1 A Fund may invest up to 20% of net assets in shares and/or debt securities issued by the same body where the investment policy of a Fund 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 above 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 Fund may acquire no more than:

5.2.1 10% of the non-voting shares of any single issuing body;

5.2.2 10% of the debt securities of any single issuing body;

5.2.3 25% of the units of any single CIS;

5.2.4 10% of the Money Market Instruments of any single issuing body,

The limits laid down in 5.2.2, 5.2.3 and 5.2.4 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 above shall not be applicable to:

5.3.1 transferable securities and Money Market Instruments issued or guaranteed by an EU Member State or its local authorities;

5.3.2 transferable securities and Money Market Instruments issued or guaranteed by a non-EU Member State;

5.3.3 transferable securities and Money Market Instruments issued by public international bodies of which one or more EU Member States are members;

5.3.4 shares held by a Fund in the capital of a company incorporated in a non-EU 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 a Fund 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-EU 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;

5.3.5 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 The Manager on behalf of a Fund 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 Funds to derogate from the provisions of 2.3 to 2.12, 3.1, 3.2, 4.1 and 4.2 for six (6) 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 the Manager on behalf of a Fund, or as a result of the exercise of subscription rights, the Manager on behalf of such a Fund must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of the shareholders.

5.7 Neither the Manager nor a Fund, may carry out uncovered sales of:

5.7.1 transferable securities;

5.7.2 Money Market Instruments[1];

[1] Any short selling of money market instruments by a Fund is prohibited.

5.7.3 units of CIS; or

5.7.4 FDI.

5.8 A Fund may hold ancillary liquid assets.

6. FDIs

6.1 A Fund's global exposure (as prescribed by the Central Bank UCITS Regulations) 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. (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 the Central Bank UCITS Regulations.)

6.3 A Fund may invest in OTC FDI *provided* that the counterparties to OTC contracts are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.

6.4 Investment in FDI are subject to the conditions and limits laid down by the Central Bank.

It is intended that each Fund should have the power to avail of any change in the law, Regulations or guidelines which would permit investment in assets and securities on a wider basis in accordance with the requirements of the Central Bank.

Fixed-Income Funds

Set out below is detail on the instruments in which a Fixed-Income Fund may invest (where specified in the Supplement relating to the relevant Fund) and the risks of such investments. In addition to the risks described with regard to particular instruments below, please see the risks described under **RISK FACTORS** below.

ABS

ABS are fixed-income securities issued by corporations or other entities (including public or local authorities) backed or collateralised by the cash flow arising from an underlying pool of assets. The underlying assets typically include loans, leases or receivables (such as credit card debt, motor vehicle loans and student loans).

MBS are structured like ABS but participate specifically in, or are secured by, residential or commercial mortgage loans. CMBS are MBS which participate specifically in, or are secured by, commercial mortgage loans. The MBS and ABS in which a Fixed-Income Fund may invest will not contain embedded derivatives.

The obligations associated with these securities (and with the *Collateralised ABS* listed below) may be subject to greater credit, liquidity and interest rate risk, compared to other fixed-income securities such as sovereign-issued bonds.

In addition, ABS and MBS are often exposed to extension and prepayment risks that may have a substantial impact on the timing and size of the cash flows paid by the securities and may negatively impact the returns of the securities. The average life of each individual security may be affected by a large number of factors such as the existence and frequency of exercise of any optional redemption

and mandatory prepayment, the prevailing level of interest rates, the actual default rate of the underlying assets, the timing of recoveries and the level of rotation in the underlying assets. Prepayment risk generally increases when interest rates fall, while extension risk generally increases when interest rates rise. Some ABS and MBS receive payments wholly derived of either interest or principal of the underlying assets. The values and yields of these investments may be extremely sensitive to changes in interest rates and in the rate of principal payments on the underlying assets. The market for these investments may be at times more volatile and less liquid than that for more traditional fixed-income securities.

Collateralised ABS

CMOs are fixed-income securities that are backed by cash flows from pools of mortgages. CMOs may have multiple classes with different payment rights and protections. A Fixed-Income Fund may invest in various CMOs tranches that may be structured with different priority rights to their underlying mortgage payments.

CLOs are structured finance securities collateralised (or backed) predominantly by a pool of below-Investment Grade, first lien, senior secured, and/or syndicated loans (which may be leveraged or unleveraged) and may also have smaller allocations to other types of investments such as loans to middle market companies (companies with revenues ranging from $10 million to $1 billion) and second lien loans. A Fixed-Income Fund may invest in broadly syndicated cash flow CLOs backed by a diversified portfolio of actively managed corporate bank loans. The underlying loans of such CLOs are typically made up of predominantly first-lien floating rate loans to corporate borrowers, many of which have below-Investment Grade ratings.

A Fixed-Income Fund may invest in broadly-syndicated cash flow CLOs backed by the Investment Manager's macroeconomic analysis focused on analysing and seeking to identify the current phase of the economic cycle, principally that of the largest and most impactful economies globally (U.S., Europe, Japan, and China).

CLOs are similar to a CMO, except that the underlying instruments are loans instead of mortgages. CLOs are selected through bottom-up analysis of underlying loan collateral, transaction structure, collateral manager, and documentation. CLOs are continuously monitored and evaluated, as the underlying loan collateral is actively managed by a collateral manager through the deal's life. Attractive opportunities are sourced according to broad trends in the corporate/bank loan market, pricing inefficiencies in the primary/secondary market or capital structure, relative value across other asset classes and underlying collateral, and other factors. MBS and CMO investments are evaluated according to the prepayment, default, liquidity, and other risks associated with the investments. Many mortgage-related securities, particularly Agency-backed MBS, have elevated levels of interest rate risk relative to other fixed income investments, thus security selection involves significant prepayment risk analysis as well as individual and portfolio-level impacts on duration and convexity. Some types of mortgage-backed securities, such as CMBS and non-Agency MBS, have higher levels of default risk, with security selection focused on borrower and property risk factors including borrower credit quality, loan purpose, geography, and others.

Contingent Convertible Bonds

A Fixed-Income Fund may invest in CoCos, which convert to equity or may be written down (fully or partially) only upon the occurrence of a specified event. CoCos are issued by financial institutions as an economically and regulatory efficient means of raising capital. Each of additional tier 1 ("**AT1**") debt and restricted tier 1 ("**RT1**") debt are types of CoCos. They are a form of contingent hybrid fixed-income security which will usually be issued in the form of subordinated debt instruments; in terms of seniority, AT1 and RT1 debt is the most junior. These instruments behave like fixed-income securities in normal

circumstances but in a stressed market environment it is difficult to predict how they will perform, as they may either convert to equity securities or have equity write-down (full or partial) loss absorption mechanisms on the occurrence of a particular "*trigger*" event (*i.e.*, the point at which the loss-absorption mechanism is activated). A write-down means that some or all of the principal amount of the CoCo will be written down (*i.e.*, the total value of the investment in a CoCo may be written down to nil), and accordingly they are considered complex instruments and a risky investment. The trigger events may, for example, be based on a "*mechanical*" rule (*e.g.*, the issuer's regulatory capital ratios) and/or discretionary such as a regulatory supervisor's discretion/judgement.

If a write-down event in relation to a CoCo occurs, the interest shall cease to accrue, the full principal amount of the CoCo will automatically and permanently be written-down to zero, and the Fund (as a holder of such CoCo) will lose its entire investment in the CoCo and, except for the payment by the relevant issuer to the Fund of any accrued interest and/or any additional amounts relating thereto, if applicable, in each case, if and only to the extent accrued and unpaid prior to the date of the relevant write-down notice, all rights of the Fund for payment of any amounts under or in respect of the CoCo will become null and void.

The characteristics of CoCos outlined above typically result in such securities offering relatively high returns which will be consistent with the investment objective of the relevant Fund. However, the coupons paid on AT1 and RT1 debt securities are discretionary and can be suspended if certain regulatory requirements are breached.

AT1 and RT1 debt can be written down (permanently or temporarily) or converted into equity if a bank's (in the case of AT1 debt) or insurer's (in the case of RT1 debt) regulatory capital or solvency ratio, respectively, falls below a minimum threshold. The specific action depends on the terms included in each individual CoCo bond's prospectus and can be at the discretion of regulators.

Given the rules and laws introduced over the past decade relating to risk, capitalisation, and leverage disclosures required by banks, the market and the relevant Fund will have access to a unique level of transparency on underlying fundamentals and risks when analysing CoCos including their coupon optionality, loss absorption, and perpetuity, and their suitability for investment within a given portfolio.

Certain risks specifically applicable to CoCos include:

> *Perpetuity risk*: While certain CoCos are issued with a stated maturity and fixed coupons, others are issued as perpetual instruments, which may be callable at pre-determined levels only with the approval of the relevant competent authority or at the option of the issuer in its sole and absolute discretion. It therefore cannot be assumed that perpetual CoCos will be called on a call date. Such CoCos are a form of permanent capital and the investor (*i.e.*, the Fund) may not receive return of principal if expected on call date or indeed at any date. CoCos may also be issued with fully discretionary coupons and these coupons can be cancelled by either national regulators or the issuer, even though dividends continue to be paid to such issuer's shareholders. The cancellation of such coupons may not amount to an event of default; any payments so cancelled will not accumulate and are instead written off.
>
> *Subordination (capital stack) risk*: 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 CoCo, such as a Fund, against the issuer in respect of or arising under the terms of the CoCo 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 issuer's 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.

Trigger level risk and capital structure inversion risk: Certain CoCos have "*mandatory conversion*" features, which means that the CoCo consists of fixed-income securities or preferred stocks that convert automatically into equity on the occurrence of a particular trigger event. Mandatory conversion securities may limit the potential for capital appreciation and, in some instances, are subject to complete loss of invested capital. In addition, certain CoCos are issued with "*write-down*" features. This means that the principal amount of the CoCo will be written down after a specific trigger event. If a trigger event, depending on the terms and conditions of the CoCo, occurs and is continuing, then the principal amount of all of the relevant CoCos is automatically and at least temporarily reduced to a specific percentage (*e.g.*, 25%) of the original principal amount or permanently written down in full. Thus, the amount of the repayment claim will be reduced accordingly. The conversion of a CoCo to equity or the write-down of the principal amount of the CoCo may be triggered by specified events that might be independent from the particular need of an issuer.

Coupon cancellation risk and call extension risk: While certain CoCos are issued with a stated maturity and fixed coupons, others are issued as perpetual instruments, which may be callable at pre-determined levels only with the approval of the relevant competent authority or at the option of the issuer in its sole discretion. It therefore cannot be assumed that the perpetual CoCos will be called on a call date and the investor may not receive return of principal if expected on a call date or indeed any date. CoCos may also have fully discretionary coupons and these coupons can be cancelled by either national regulators or the issuer. This should be read in conjunction with *Call Risk* as set out under **RISK FACTORS** below.

Basel III: Basel III is an internationally agreed set of recommendations on banking regulations developed by the BCBS aimed at strengthening the regulation, supervision and risk management of banks. Basel III standards are minimum requirements which apply to internationally active banks.

Basel III introduced an explicit going- and gone-concern framework by clarifying the roles of tier 1 capital (going concern) and tier 2 capital (gone concern), as well as an explicit requirement that all capital instruments must be able to fully absorb losses at the so-called point of nonviability ("**PoNV**") before taxpayers are exposed to loss.

AT1 debt is a form of tier 1 capital; the PoNV condition requires all AT1 and tier 2 instruments to be capable of being converted into common equity or written off. The trigger for the conversion/write-off is the earlier of: (i) a decision of the relevant authority (regulatory supervisor) that the conversion/write-off is necessary, given that the bank is assessed to be non-viable; and (ii) a decision to inject public funds to prevent the bank's failure. This may happen based on either the authority's statutory powers or the contractual features of the capital instruments.

Accordingly, where a Fund invests in AT1 debt, there is a risk of such debt being converted into common equity or written off.

Resolution authorities: In certain jurisdictions (*e.g.*, Switzerland), regulators have significantly increased authority in case of resolution proceedings involving banks. This resolution authority may include, among other things, the power to cancel outstanding equity, to convert debt instruments and other liabilities of a bank into equity and to cancel such liabilities fully or partially. For example, in March 2023 the Swiss Financial Market Supervisory Authority

(FINMA) announced that AT1 bonds issued by Credit Suisse would be written down to zero, meaning a completely loss of investment for such bondholders.

Other risk 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 which may impact on the ability of the issuer to return principal or pay coupons; (ii) supply and demand for the CoCos; and (iii) general market conditions, economic, financial and political events that affect the issuer.

Convertible Securities

A convertible security (including synthetic convertible investments) is a security that can be converted into a predetermined amount of shares of an issuer's common stock for a predetermined price (the conversion price) at certain times during its life, usually at the discretion of the bondholder, and may include debt obligations and preferred stocks of the company issuing the security.

A convertible security is a security with an embedded option to exchange the fixed-income security for equity. A Fixed-Income Fund may use convertible securities to obtain exposure to an issuer or to acquire the equity securities of such issuer consistent with the relevant Fund's investment policies. The credit standing of the issuer and other factors such as interest rates may also affect the investment value of a convertible security. The conversion value of a convertible security is determined by the market price of the underlying equity security and therefore is exposed broadly to the same risks as that of the underlying equity security. A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument.

The convertible securities in which a Fixed-Income 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 Fixed-Income 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.

Certain convertible securities may include a "*put option*" which entitles the relevant Fund to sell the security to the issuer before maturity at a stated price, which may represent a premium over the stated principal amount of the fixed-income security. Conversely many convertible securities are issued with a "*call*" feature that allows the security's issuers to choose when to redeem the security.

This section should be read in conjunction with **Convertible and Other Equity Related Securities Risk** under **RISK FACTORS** below.

Currency, Interest Rate and Credit FDIs

A Fixed-Income Fund may manage currency exposures through the active use of currency FDIs for investment purposes. A Fixed-Income Fund may utilise futures (including FX futures), options, forwards, (including FX forwards and forward rate agreements) and any FX investment arrangements, whether exchange traded or OTC, whether for the purpose of making a profit or avoiding a loss. A Fixed-Income Fund may employ short positions in currency FDIs, interest rate FDIs and credit FDIs either to hedge other long exposures in the portfolio or as part of a "*relative value*" trade in which some elements of economic exposure in a fixed-income security, or group of securities, are hedged by taking a short position in an FDI. For example, the Investment Manager may hold a neutral view on corporate credit as an asset class but anticipate that specific bonds may outperform as a result of company or security-specific attributes, in which case the bonds would be acquired and, simultaneously, a short position in an appropriate credit index would be taken. There will be no outright short positions. This should be read in conjunction with **Use of FDI** below.

Fixed-Income Securities

The types of fixed-income securities in which a Fixed-Income Fund may invest include: nominal and index linked fixed and floating bonds issued or guaranteed by sovereigns, their agencies, instrumentalities, and political sub-divisions; central banks or commercial banks, debt securities of supranational organisations such as freely transferable promissory notes, bonds and debentures; corporate bonds, including freely transferable promissory notes; convertible and non-convertible securities; commercial paper, and bankers acceptances issued by industrial, utility, finance, commercial banking or bank holding company organisations; Eurodollar bonds and Yankee dollar instruments (including senior and subordinated notes); and Rule 144A Securities and Regulation S Securities.

A Yankee dollar instrument is US Dollar-denominated obligation issued in the U.S. by non-U.S. corporations or other entities.

Interest Payment and Reset Terms

Fixed-income securities may contain any type of interest rate payment or reset terms, including fixed rate, floating (variable) rate, adjustable rate, zero coupon (where no interest is paid and which trades as a discount to its face value), step coupon (where interest rates change over the life of the bond), contingent (where interest is only paid if certain conditions are met, *e.g.*, if the issuer's share price is trading above a specified level on a specified date), deferred (where interest is deferred until a specified date), payment-in-kind (PIK) (where interest payments are replaced by additional securities/payable in kind) and those with auction rate features (being securities with long maturities but with coupons linked to short-term interest rates). The market prices of bonds where interest is not paid on a regular basis is generally more volatile than the market prices of securities that pay interest on a regular basis. Since a Fixed-Income Fund will not receive cash payments earned on such securities on a current basis, the relevant Fund may be required to make distributions from other sources. This may result in higher portfolio turnover rates and the sale of securities at a time that is less favourable.

Investment in Eligible Fixed-Income Securities in China

A Fixed-Income Fund may achieve exposure to China by investing in eligible fixed-income securities traded on CIBM through Bond Connect; see the **Bond Connect** below for further information.

Rule 144A Securities and Regulation S Securities

A Fixed-Income Fund may invest in Rule 144A Securities (securities permitted to be privately resold pursuant to Rule 144A of the 1933 Act without having to be registered under the 1933 Act to the extent that the resale is made to certain types of institutional investors) and Regulation S (a safe harbour from the registration requirements of the 1933 Act for offshore offers and sales of securities) securities, which may include a corporate bond offered and sold outside of the U.S. to non-U.S. investors, the extent to which will vary depending on market conditions and the availability of what the Investment Manager considers appropriate opportunities for the relevant Fund. This should be read in conjunction with the paragraph entitled **Rule 144A Securities and Regulation S Securities Risk** under **RISK FACTORS** below.

Use of FDI

The Manager may, on behalf of a Fund and subject to the conditions and within the limits laid down by the Central Bank, employ techniques and instruments relating to transferable securities and/or other financial instruments in which it invests for investment or hedging purposes, (to protect the Fund's unrealised gains by hedging against possible adverse fluctuations in the securities markets or changes in interest rates or currency exchange rates that may reduce the market value of the Fund's investment portfolio) or for the purposes of efficient portfolio management. Full details, including a description of

the relevant instruments and the purpose for which they will be utilised shall be, where applicable, set out in the relevant Supplement.

Where a Fund invests in FDI for investment or hedging purposes or for the purposes of efficient portfolio management, a Risk Management Process will be submitted to the Central Bank by the Manager, prior to the Fund engaging in such transactions in accordance with the Central Bank's requirements as such are set out in the Central Bank UCITS Regulations. The Manager on behalf of the Fund 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.

The Manager may engage in such techniques for the reduction of risk, cost or the generation of additional capital or income for each Fund with an appropriate level of risk, taking into account the risk profile of the Company as described in this Prospectus and the general provisions of the Regulations.

The use of techniques for efficient portfolio management is not expected to raise the risk profile of a Fund or result in higher volatility.

As is required to be disclosed in this Prospectus by Regulation 23(2) of the Central Bank UCITS Regulations, all revenues from efficient portfolio management techniques, net of direct and indirect operational costs, will be returned to the relevant Fund. Direct and indirect operational costs and fees arising from efficient portfolio management techniques (which shall not include hidden revenue) will be paid to the counterparty to the agreement, who shall not be related to the Company, the Manager, the Investment Manager, or the Depositary. The entities to which such direct or indirect operational costs and/or fees have been paid during the Company's fiscal year (including whether such entities are related to the Company or the Depositary) will be disclosed in the annual report for such period.

To the extent permitted, as set out in the relevant Supplement, a Fund may use, for investment or hedging purposes, exchange traded and OTC FDI, including, futures and options, forward foreign currency contracts (including non-deliverable forwards and forward rate agreements), FX futures and FX spots and OTC swaps (such as interest rate swaps, currency swaps, CDS and CDSI), the underlying reference assets for which will be bonds in which a Fund may invest directly, and interest rates and currencies.

Forward FX Contracts

A forward FX contract is a contractually binding obligation to purchase or sell a particular currency at a specified date in the future. Forward FX contracts are not uniform as to the quantity or time at which a currency is to be delivered and are not traded on exchanges. Rather, they are individually negotiated transactions. Forward FX contracts are effected through a trading system known as the interbank market. It is not a market with a specific location but rather a network of participants electronically linked. Documentation of transactions generally consists of an exchange of telex or facsimile messages. There is no limitation as to daily price movements on this market and in exceptional circumstances there have been periods during which certain banks have refused to quote prices for forward FX contracts or have quoted prices with an unusually wide spread between the price at which the bank is prepared to buy and that at which it is prepared to sell. Transactions in forward FX contracts are not regulated by any regulatory authority nor are they guaranteed by an exchange or clearing house. If a Fund uses such contracts, it will be subject to the risk of the inability or refusal of its counterparties to perform with respect to such contracts. Any such default would eliminate any profit potential and compel the Fund to cover its commitments for resale or repurchase, if any, at the then current market price. These events could result in significant losses.

Futures and Options

A Fund may enter into futures contracts (including CFDs) and options on futures contracts, which involve the purchase or sale of a contract to buy or sell a specified security or other financial instrument at a specific future date and price on an exchange or the OTC market. A Fund may enter into such contracts as a substitute for taking a position in any underlying asset or to increase returns.

Futures

The sale of a futures contract by a Fund creates an obligation on the part of a Fund as the seller to deliver the type of financial instrument called for in the contract in a specified delivery month for a stated price. The purchase of a futures contract by a Fund creates an obligation on a Fund by the purchaser to pay for and take delivery of the type of financial instrument called for in the contract in a specified delivery month, at a stated price.

Options on Futures

A call option (which must be covered) on an investment is a contract under which the purchaser, in return for a premium paid, has the right to buy the securities underlying the option at the specified exercise price at any time during the term of the option.

A put option (which must be covered) is a contract that gives a Fund as purchaser, in return for a premium paid, the right to sell the underlying securities at the specified exercise price during the term of the option. An option is uncovered where the party writing the option does not hold the underlying security which may be purchased (called) or sold (put) pursuant to the option.

No futures or options position will be established which would create an effective portfolio duration or other risk exposure outside the parameters described in the relevant Supplement. Futures and options may be used by a Fund to hedge interest rate risk, to balance duration, and to synthetically create exposure to certain securities.

Options

A Fund may purchase call and put options and write (*i.e.*, sell) covered call and put option contracts in accordance with its investment objective and policies. A "*covered call option*" is a call option issued on securities already owned by the writer of the call option for delivery to the holder upon the exercise of the option. A put option sold by a Fund is covered when, among other things, a Fund segregates permissible liquid assets having a value equal to or greater than the exercise price of the option to fulfil the obligation undertaken or otherwise covers the transaction.

A Fund may purchase and sell call and put options in respect of specific securities (or groups or "*baskets"* of specific securities) or securities indices, currencies (as described in more detail above) or futures. A Fund also may enter into OTC options contracts, which are available for a greater variety of securities, and a wider range of expiration dates and exercise prices, than are exchange-traded options. Successful use by a Fund of options and options on futures will depend on the Investment Manager's ability to predict correctly movements in the prices of individual securities, the relevant securities market generally, non-U.S. currencies or interest rates.

Swaps (including CDS and CDSI)

A CDS is a financial contract (which can trade bilateral or be cleared through central counterparty clearing) under which the protection buyer pays a periodic fee, usually expressed in basis points per annum on the notional amount, in return for a payment by the protection seller contingent on the occurrence of a credit event, such as a bankruptcy, default, or restructuring, with respect to a reference

entity. The reference entity is not a party to the CDS. The credit events and applicable settlement mechanism used to determine the contingent payment are negotiated between the counterparties at time of trading. Once the credit event has been declared, the protection buyer has the right to settle the contract. Settlement is usually physical, with the protection buyer having the right to deliver fixed-income security of the reference entity up to the notional amount of the contract. In return, the protection buyer receives the par value of those obligations. It is not necessary for the protection buyer to suffer an actual loss to be eligible for compensation if a credit event occurs. Selling protection is the synthetic equivalent of buying a bond or alternative form of debt. A CDSI is a credit FDI comprised of individual CDS contracts. CDS and CDSI will be used for managing issuer exposures and the overall credit risk of the portfolio.

A currency swap is a FX agreement between two parties to exchange principal and fixed rate interest payments on a loan in one currency for principal and fixed rate interest payments on an equal loan in another currency. Under an interest rate swap, the parties agree to exchange a fixed interest payment for a floating interest payment, based on an agreed notional amount. Some FDI are "*leveraged*" and therefore may magnify or otherwise increase investment losses to a Fund.

The counterparties to swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank and will not have discretion over the assets of a Fund. Interest rate swaps and futures may be used to manage yield curve exposures and to manage the duration of the portfolio of a Fund by altering the interest rate exposure of the portfolio. Interest rate swaps and futures may also be used for interest rate hedging.

Warrants

A warrant is a security that entitles the holder to buy stock of the company that issued the warrant at future date at a specified price. Warrants have similar characteristics to call options, but are typically issued together with preferred stocks or bonds or in connection with corporate actions. Warrants are typically longer-dated options and are generally traded OTC. The commercial purpose of warrants can be to hedge against the movements of a particular market or financial instrument or to gain exposure to a particular market or financial instrument instead of using a physical security.

A Fund may purchase warrants. Warrants do not carry with them the right to dividends or voting rights with respect to the securities that they entitle the holder to purchase, and they do not represent any rights in the assets of the issuer. As a result, warrants may be considered more speculative than certain other types of equity-like securities. In addition, the values of warrants do not necessarily change with the values of the underlying securities and these instruments cease to have value if they are not exercised prior to their expiration dates.

Risk Management

The Manager operates a Risk Management Process on behalf of the Funds in relation to the use of FDI which allows it to accurately measure, monitor and manage the various risks associated with FDI and other investments, and which is intended to ensure that the Funds' investments including FDI exposure remains within the limits described below. This Risk Management Process also takes into account any exposure created through FDI embedded in investments held by the Funds.

Until such time as the RMP Statement has been updated, the Investment Manager will not use any FDI which is not for the time being included in the RMP Statement.

Collateral Policy

For the purposes of limiting the Funds' credit risk in respect of OTC FDI transactions or repurchase agreements, collateral may be received from, or posted to, counterparties on behalf of the Funds.

Collateral will normally comprise cash and/or securities issued or guaranteed by certain member states of the OECD or by their public or local authorities or by their supranational institutions and organisations provided such collateral complies with the requirements of the Central Bank.

Where collateral is received it will comply with the following:

- Liquidity: Collateral received other than cash should be highly liquid and traded on a regulated 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 Regulations in relation to the acquisition of shares carrying voting rights.

- Valuation: Collateral received should be valued on at least a daily mark-to-market basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place.

- Issuer credit quality: Collateral received should be of high quality and will evaluated in accordance with the issuer credit assessment process requirements as set out in the Central Bank UCITS Regulations.

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

- 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 relevant Fund's Net Asset Value. When a 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.

  The Funds may be fully collateralised using transferable securities and Money Market Instruments issued or guaranteed by any EU Member State, one or more of its local authorities, a third country or a public international body of which one or more EU Member States belongs provided the Funds should receive securities from at least 6 different issues and securities from any single issue shall not account for more than 30% of the relevant Fund's Net Asset Value.

- Immediately available: Collateral received should be capable of being fully enforced by the relevant Fund at any time without reference to or approval from the counterparty.

The level of collateral will be sufficient to limit the Funds' exposure to a counterparty within the UCITS Rules and will be determined by the Investment Manager after applying appropriate haircuts to minimise the risk of loss to the Funds.

When applying a haircut, the Manager considers characteristics of the relevant asset class, including the credit standing of the issuer of the collateral, the price volatility of the collateral and the results of any stress tests which may be performed in accordance with the stress testing policy. The value of the collateral, adjusted in light of the haircut policy, shall equal or exceed, in value, at all times, the relevant counterparty exposure.

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

Where cash collateral is received and re-invested, it will only be invested in deposits with relevant institutions; high-quality government bonds; reverse repurchase agreements (provided the transactions

are with credit institutions subject to prudential supervision and are recallable at any time for the full amount of cash on an accrued basis); and European short term money market funds. In accordance with Regulation 24(6) of the Central Bank UCITS Regulations, invested cash collateral should be diversified in accordance with the diversification requirement applicable to non-cash collateral. Invested cash collateral may not be placed on deposit with the relevant counterparty or a related entity. Exposure created through the re-investment 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 may still present additional risk for a Fund.

A Fund receiving collateral for 30% or more 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 Fund to assess the liquidity risk attached to the collateral. The liquidity stress testing policy should at least prescribe the following:

- design of stress test scenario analysis including calibration, certification and sensitivity analysis;
- empirical approach to impact assessment, including back-testing of liquidity risk estimates;
- reporting frequency and limit / loss tolerance threshold(s); and
- mitigation actions to reduce loss including haircut policy and gap risk protection.

All counterparties to OTC FDI transactions, repurchase/reverse repurchase agreements or securities lending agreements will be a counterparty that falls within at least one of the following categories as set out under the Central Bank UCITS Regulations:

i. a credit institution authorised:
    a. in the EEA;
    b. within a signatory state, other than a member state of the EEA, to the Basle Capital Convergence Agreement of July 1988; or
    c. in the United Kingdom, Jersey, Guernsey, the Isle of Man, Australia or New Zealand;
ii. an investment firm authorised in accordance with MIFID; or
iii. a group company of an entity issued with a bank holding licence from the Federal Reserve of the United States of America and is subject to its supervision.

Where a counterparty (that falls within one of the preceding categories) to a repurchase or a securities lending agreement which has been entered into on behalf of the Funds:

a) was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account in the credit assessment process; and
b) where a counterparty is downgraded to A-2 or below (or comparable rating) by the credit rating agency referred to in subparagraph (a) this shall result in a new credit assessment being conducted by the Company.

The Manager will ensure that the Company 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.

If the Manager on behalf of the Company enters into a reverse repurchase agreement, it will 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 will be used for the calculation of the Net Asset Value per Share of the Fund.

If the Manager on behalf of the Company enters into a repurchase agreement, it will 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.

Repurchase / reverse repurchase agreements or securities lending do not constitute borrowing or lending for the purposes of the Regulations.

Safekeeping

Collateral received on a title transfer basis should be held in custody by the Depositary and will be subject to custody risks associated with those entities. For other types of collateral arrangements, the collateral can be held by a third-party depositary which is subject to prudential supervision, and which is unrelated to the provider of the collateral. Assets pledged in such transactions by the Funds continue to be safe kept by the Depositary.

Reference to Ratings

The 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 AIFMD and the CRAD, notwithstanding anything else in this Prospectus, the Investment Manager shall not solely or mechanistically rely on credit ratings in determining the credit quality of an issuer or counterparty. The Investment Manager also relies on other qualitative factors, including: the issuer's or counterparty's capital adequacy, asset quality, financial flexibility and strength, management expertise, earnings and liquidity.

Currency Class Hedging Strategy

A currency hedging strategy is used for efficient portfolio management purposes effectively to hedge against movements in the values of Hedged Share Classes as a result of changes in the exchange rates against the Base Currency of the respective currencies. The currency hedging strategy involves utilising forward FX contracts to provide a return hedged against fluctuations. This currency hedging policy will seek to limit a Shareholder's risk of loss arising from an appreciation in the value of the currency of the Hedged Share Class relative to the value of the Base Currency.

A Fund shall attempt to hedge a Hedged Share Class against the currency fluctuations. While not the intention, over-hedged and under-hedged positions may arise due to factors outside the control of a Fund. Over-hedged positions are not permitted to exceed 105% of the Net Asset Value of the relevant Hedged Share Class. Hedged positions are kept under review to ensure that over-hedged positions do not exceed the permitted level. This review also incorporates a procedure to ensure that positions materially in excess of 100% will not be carried forward month to month. Under-hedged positions must not fall short of 95% of the proportion of net asset value of the Share Class which is to be hedged and under-hedged positions will be kept under review to ensure it is not carried forward from month to month.

Transaction costs are clearly attributable to a specific Hedged Share Class and the costs and gains or losses of the hedged transaction will accrue solely to the relevant Hedged Share Class. To the extent that hedging is successful, the performance of a Hedged Share Class is likely to move in line with the performance of the underlying assets and investors in a Hedged Share Class will not benefit if the Currency Class falls against the Base Currency.

Fund / Portfolio Currency Hedging Strategy

Each Fund generally operates the investment portfolio in the Base Currency of the Fund, as set out in the relevant Supplement. As long as a Fund holds securities or currencies denominated in a currency other than the denomination of the Base Currency of a Fund, the value of a Fund may be affected by the value of the local currency relative to the currency in which that Fund is denominated. The Manager

may use currency hedging techniques to remove the currency exposure against the Base Currency as applicable in order to limit currency exposure between the currencies of a Fund's investment portfolio and the Base Currency of a Fund; however, this may not be possible or practicable in all cases. As long as a Fund holds securities denominated in a currency other than the Base Currency of the Fund, the Fund's Net Asset Value will be affected by the value of the local currency relative to the Base Currency.

Portfolio-Hedged Share Class Strategy

In order to mitigate the risk of currency-related depreciation in the value of a Portfolio-Hedged Share Class and to provide a return hedged against currency valuation fluctuations, where such Share Classes are available (as disclosed in the relevant Supplement for the relevant Fund), such Fund intends to employ a "*portfolio look-through*" currency hedging strategy for such Share Classes, by utilising FX spot contracts and FDIs such as FX forward contracts, to hedge Portfolio-Hedged Share Classes against the currency denominations of the underlying portfolio assets of the Fund.

For example, where the Base Currency of a Fund is USD, a Portfolio-Hedged Share Class may be denominated in GBP, and certain underlying portfolio assets of such Fund may be denominated in USD or EUR. In such circumstances, the relevant Fund may enter into GBP/USD and/or GBP/EUR FX contracts in order to hedge the currency risk attributable to the GDP-denominated Class against the USD- and/or EUR-denominated underlying portfolio assets, such that a gain or loss in the value of the underlying portfolio assets of the relevant Fund should lead to a proportionate gain or loss in the value of the Portfolio-Hedged Share Class. This "*portfolio look-through*" currency hedging strategy will seek to limit a Shareholder's risk of loss arising from an appreciation in the value of the currency of the Portfolio-Hedged Share Class relative to the value of the currency denomination of the underlying portfolio assets of the relevant Fund.

While not the intention, over-hedged and under-hedged positions may arise due to factors outside the control of the Manager, the Investment Manager (and, where applicable, the Sub-Investment Manager), and/or the relevant Fund. Over-hedged positions are not permitted to exceed 105% of the Net Asset Value of the relevant Portfolio-Hedged Share Class. Under-hedged positions must not fall short of 95% of the proportion of Net Asset Value of the relevant Portfolio-Hedged Share Class which is to be hedged. Hedged positions are kept under review to ensure that over-hedged and under-hedged positions do not exceed the permitted level. This review also incorporates a procedure to ensure that positions materially in excess of 100% will not be carried forward month to month.

To the extent that hedging is successful, the performance of a Portfolio-Hedged Share Class is likely to move in line with the performance of the underlying portfolio assets of the relevant Fund and investors in a Portfolio-Hedged Share Class will not benefit if the value of the relevant Portfolio-Hedged Share Class falls against the Base Currency.

Where a Class is a Portfolio-Hedged Share Class, it shall not engage in Currency Class Hedging (*i.e.*, a FX hedge of the denomination of the Portfolio-Hedged Share Class against the Base Currency).

Use of Indices / Benchmarks

Investors should note the Funds are actively managed by the relevant Investment Manager (or Sub-Investment Manager, as applicable), meaning that the issuers and securities in which a Fund invests will not be selected by reference to an index, but rather will be determined using the Investment Manager's investment process as described in each Supplement.

However, certain Funds may use benchmark indices as Comparator Benchmarks and/or Target Benchmarks, which are not used to constrain portfolio composition. Where a Comparator Benchmark and/or Target Benchmark is used, this will be identified in the relevant Supplement and Key Investor Information Document(s).

The Investment Manager may at any time change such Comparator Benchmarks or Target Benchmarks where, for reasons outside of its control, that Comparator Benchmark or Target Benchmark has been replaced, or another benchmark index may reasonably be considered by the Investment Manager to have become a more appropriate standard. Details and past performance of any Comparator Benchmark or Target Benchmark which are used for the purposes outlined above will be included in the Key Investor Information Documents.

Separately, in circumstances where the Funds are using benchmarks in accordance with the Benchmarks Regulation, the Company is required to ensure that the benchmark is either provided by a benchmark administrator included in the register maintained by ESMA or is a benchmark which is included in the register maintained by ESMA. The Benchmarks Regulation contains transitional provisions in respect of third country benchmark administrators allowing existing benchmark administrators a period of time to apply for authorisation or registration under the Benchmarks Regulation. During that period of time, the Funds are permitted to use such benchmarks in accordance with the Benchmarks Regulation.

Borrowing and Lending Powers

The Manager may not borrow money on behalf of the Company except insofar as is permitted under the Regulations.

The Manager may borrow, on behalf of the Company and for the account of a Fund, up to 10% of the Net Asset Value of a Fund and the assets of such Fund may be charged as security for any such borrowings *provided* that such borrowing is only for temporary purposes. The Manager may acquire non-U.S. currency on behalf of the Company by means of a back-to-back loan agreement(s). Non-U.S. currency obtained in this manner is not classified as borrowing for the above mentioned 10% limit *provided* that the offsetting deposit equals or exceeds the value of the foreign currency loan outstanding.

The Manager may not carry out uncovered sales of transferable securities, Money Market Instruments and other financial instruments on behalf of the Company.

The Manager may not borrow on behalf of the Company for investment purposes.

Without prejudice to the powers of the Manager to invest in transferable securities on behalf of the Company, the Manager may not lend, or act as guarantor on behalf of third parties on behalf of the Company.

Funds may be leveraged through the use of FDI as disclosed in the relevant Supplement.

Any special borrowing restrictions relating to a Fund will be formulated by the Directors and disclosed in the relevant Supplement. There are no special borrowing restrictions currently in operation.

Bond Connect

The People's Bank of China ("**PBoC**") and the Hong Kong Monetary Authority ("**HKMA**") have approved the China Foreign Exchange Trade System & National Interbank Funding Centre ("**CFETS**"), China Central Depository & Clearing Co., Ltd ("**CCDC**"), Shanghai Clearing House ("**SHCH**"), together with Hong Kong Exchanges and Clearing Limited and Central Moneymarkets Unit ("**CMU**") to launch Bond Connect, a mutual bond market access programme between Mainland China and Hong Kong. Bond Connect allows investors to trade electronically between the Mainland China and Hong Kong bond markets without quota restrictions.

As at the date of this Prospectus, Bond Connect comprises a Northbound Trading Link between CFETS, the operator of the CIBM and offshore trading access platforms recognised by the PBoC, to facilitate

investment by Hong Kong and overseas investors (including a Fixed-Income Fund) in eligible bonds traded on the CIBM.

Eligible Securities

Hong Kong and overseas investors (including a Fund) are able to trade over the entire range of instruments traded on the CIBM, including products on both the secondary and primary markets.

Trading Day

Bond Connect is open for trading on any day upon which the CIBM is open to trade, regardless of whether it is a public holiday in Hong Kong.

Settlement and Custody

Settlement and custody of Northbound bond trades under Bond Connect will be implemented under the link between the CMU of the HKMA and Mainland China's two bond settlement systems, namely, CCDC and SHCH. The CMU settles Northbound trades and holds the CIBM bonds on behalf of its members in nominee accounts with each of CCDC and SHCH. CCDC and SHCH provide services to foreign investors, directly and indirectly, using Bond Connect.

Bonds purchased by Hong Kong and overseas investors (including a Fund) are recorded in an omnibus nominee account at CCDC and SHCH in the name of CMU. The CMU itself maintains the bonds in segregated sub-accounts of its members, who in turn may hold the bonds on their own account or on behalf of other investors or custodians. Accordingly, bonds purchased by Hong Kong and overseas purchasers through Bond Connect are held by the purchaser's global or local custodian in a segregated sub-account opened in their name at the CMU.

Currency

Hong Kong and overseas investors may trade through Bond Connect using CNH or CNY under Bond Connect.

Where an investor uses foreign currencies to invest through the Northbound Trading Link, it must open a segregated RMB capital account with an eligible RMB settlement bank in Hong Kong to convert its foreign currencies into CNY. Where bonds are purchased in CNY in this manner, upon sale of the bonds, the sale proceeds remitted out of Mainland China must be converted back into the relevant foreign currencies.

Further information about Bond Connect is available at the website: **<http://www.chinabondconnect.com/en/index.html>**.

Dividend Policy

The Directors decide the dividend policy and arrangements relating to each Fund and details of the dividend policy for each Fund are set out in the **SHARE CLASS INFORMATION** section of this Prospectus. The Directors intend to operate the distribution policy such as to enable relevant Classes of each Fund to qualify as a reporting fund for the purposes of United Kingdom taxation. Under the Constitution, the Directors are entitled to declare dividends out of the profits of the relevant Fund being: (i) the accumulated revenue (consisting of all revenue accrued including interest and dividends) less expenses; and/or (ii) realised and unrealised capital gains on the disposal / valuation of investments and other funds less realised and unrealised accumulated capital losses of the relevant Fund. The Directors may satisfy any dividend due to Shareholders in whole or in part by distributing to them *in specie* any of the assets of the relevant Fund, and in particular any investments to which the relevant

Fund is entitled. In selecting these investments, the Directors will consult with the Depositary to ensure that the remaining Shareholders are not disadvantaged. A Shareholder may require the Company instead of transferring any assets *in specie* to him, to arrange for a sale of the assets and for payment to the Shareholder of the net proceeds of same. The Company will be obliged and entitled to deduct an amount in respect of Irish taxation from any dividend payable to a Shareholder in any Fund who is or is deemed to be an Irish Taxable Person and pay such sum to the Irish tax authorities.

Any failure to supply the Manager and/or the Administrator with any documentation requested by them for anti-money laundering purposes may result in a delay in the settlement of any dividend payments. In such circumstances, any sums payable by way of dividends to Shareholders shall remain an asset of the Fund until such time as the Administrator is satisfied that its anti-money laundering procedures have been fully complied with, following which such dividend will be paid.

Dividends not claimed (including due to a failure to supply the Manager and/or the Administrator with any documentation requested by them) within six (6) years from their due date will lapse and revert to the relevant Fund.

Dividends payable to Shareholders will be paid by electronic transfer to the bank account designated by the Shareholder in which case the dividend will be paid at the expense of the payee and will be paid within four (4) months of the date the Directors declared the dividend.

RISK FACTORS

General

The following risk factors are applicable to all Funds, and are set out in alphabetical order: These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making an application for Shares. There can be no assurance that any Fund will achieve its investment objective. The risk factors set out below are provided in alphabetical order and the order is not intended to provide prominence to one risk over another.

1. **Active Management Risk**

   A Fund that relies on the Investment Manager's ability to pursue a Fund's investment objective is subject to active management risk. The Investment Manager will apply investment techniques and risk analyses in making investment decisions for a Fund and there can be no guarantee that these will produce the desired results. A Fund generally does not attempt to time the market and instead generally stays fully invested in the relevant asset class, such as U.S. equities or non-U.S. equities.

   Notwithstanding any benchmark against which it may be compared, a Fund may buy securities not included in its benchmark or hold securities in very different proportions from its benchmark. To the extent a Fund invests in those securities, its performance depends on the ability of the Investment Manager to choose securities that perform better than securities that are included in the benchmark.

2. **ADR and GDR Risk**

   ADRs and GDRs are a representation of a stock, rather than an actual holding in the company and are subject to particular risks such as currency risks, political risk, regulatory risk, diplomatic risks and inflation risk. For example, if the value of the U.S. Dollar rises against the value of the company's home currency, a good deal of the company's intrinsic profit might be wiped out in the transaction. ADR/GDR status does not insulate a company's stock from the inherent risk of its home country's political stability. Revolution, nationalisation, currency collapse or other potential disasters may be greater risk factors in other parts of the world than in the U.S., and those risks will be clearly translated through any ADR/GDR that originates in an affected nation. Countries around the globe may be more or less prone to inflation than the U.S. economy is at any given time. In a sponsored ADR arrangement, the foreign issuer assumes the obligation to pay some or all of the depositary's transaction fees. Under an unsponsored ADR arrangement, the foreign issuer assumes no obligations and the depositary's transaction fees are paid directly by the ADR holders. Because unsponsored ADR arrangements are organized independently and without the cooperation of the issuer of the underlying securities, available information concerning the foreign issuer may not be as current as for sponsored ADRs and voting rights with respect to the deposited securities are not passed through.

3. **Asset Concentration Risk**

   Subject to the limits set out under **Investment Restrictions** in the **FUNDS** section of this Prospectus, a Fund may concentrate its investments in a few securities, industries or countries. This may cause a proportionality greater loss should the value of these

investments decrease than if the Fund had a more diversified investment portfolio.

4. **Borrowing Risk**

Borrowing may exaggerate changes in the Net Asset Value per Share of a Fund and in the return on a Fund's portfolio. Borrowing will cost a Fund interest expense and other fees. The costs of borrowing may reduce a Fund's return. Borrowing may cause a Fund to liquidate positions when it may not be advantageous to do so to satisfy its obligations. A Fund may borrow on a temporary basis only, and not for investment purposes.

5. **Call Risk**

Investments in callable fixed-income securities (securities that allow an issue to call or repay the security early) may be subject to call risk. Call risk refers to the possibility that an issuer may exercise its right to redeem a fixed-income security earlier than expected (a call). Issuers may call outstanding securities prior to their maturity for a number of reasons (*e.g.*, declining interest rates, changes in credit spreads and improvements in the issuer's credit quality). If an issuer calls a security in which a Fund has invested, a Fund may not recoup the full amount of its initial investment and may be forced to reinvest in lower-yielding securities, securities with greater credit risks or securities with other, less favourable features.

6. **Change of Law Risk**

The Manager and the Company must comply with regulatory constraints, such as a change in the laws affecting the applicable investment restrictions, which might require a change in the investment policies and objectives followed by a Fund.

7. **Collateral Risk**

Collateral is received from counterparties in connection with transactions involving OTC FDI other than currency forwards. In the event of default, the counterparty would forfeit its collateral on the transaction. However, there is a risk that the collateral posted by a counterparty may not be sufficient to cover the counterparty's obligations under an FDI transactions due to a significant change in the value of the FDI arising from market conditions, such that a counterparty may become unable or unwilling to meet its obligations to a Fund. This could result in losses to a Fund. The Company and/or counterparty may, on a daily basis, post cash or securities as collateral to cover daily mark-to-market changes to the value of the FDI. Additionally, there is a risk that reinvested collateral could result in a reduction of the value of collateral capital: the Company may accordingly experience losses as the Fund in question may be obliged to return collateral to the counterparty.

Collateral may be held either by the Depositary or by a third-party custodian and there is a risk of loss if the custodian or sub-custodian are negligent or become insolvent. This should be read in conjunction with *Collateral Policy* under **Use of FDI** in the **FUNDS** section of this Prospectus.

8. **Convertible and Other Equity Related Securities Risk**

Convertible securities are subject to the risks affecting both equity and fixed-income securities, including market, credit, liquidity, and interest rate risk. Convertible securities generally offer lower interest or dividend yields than non-convertible securities of similar quality and less potential for gains or capital appreciation in a rising stock market than equity securities. They tend to be more volatile than other fixed-income securities, and the markets

for convertible securities may be less liquid markets for common stocks or bonds. Many convertible securities have below investment grade credit ratings and are subject to increased credit and liquidity risks. Synthetic convertible securities and convertible structured notes may present a greater degree of market risk, and may be more volatile, less liquid and more difficult to price accurately than less complex securities. These factors may cause a Fund to perform poorly compared to other funds, including funds that invest exclusively in fixed-income securities.

9. **CRS Risk**

The OECD developed the CRS to address the issue of offshore tax evasion on a global basis. Aimed at maximising efficiency and reducing cost for financial institutions, the CRS provides a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS, tax authorities in participating jurisdictions will obtain from reporting financial institutions, and automatically exchange with other CRS participating tax authorities in which the investors of the reporting financial institutions are tax resident 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. Ireland has implemented the CRS. As a result, the Manager is required to comply with the CRS due diligence and reporting requirements on behalf of the Company, as adopted by Ireland. Investors may be required to provide additional information to the Manager to enable the Manager to satisfy the obligations of the Company under the CRS. Failure to provide requested information may subject an investor to liability for any resulting penalties or other charges and/or mandatory termination of its interest in the Company.

10. **Credit Risk**

The value of an investment in a Fund may change in response to changes in the credit ratings of a Fund's fixed-income securities. Generally, investment risk and price volatility increase as a security's credit rating declines. Credit risk relates to the ability of the issuer of a fixed-income instrument or the counterparty to a financial transaction with a Fund to meet interest and principal payments as they come due or to fulfil its obligations to a Fund. The value of the fixed-income instruments held by a Fund will be adversely affected by any erosion in the ability of the relevant issuers to make interest and principal payments as they become due. The ratings given to a fixed-income security by certain ratings agencies provide a generally useful guide as to such credit risk. The lower the rating of a fixed-income security held by a Fund, the greater the degree of credit risk that is perceived to exist by the rating agency with respect to that security.

Increasing the amount of Fund assets invested in lower-rated securities generally will increase a Fund's income, but also will increase the credit risk to which a Fund is subject. A Fund generally enters into financial transactions with major dealers that the Investment Manager deems acceptable from a credit perspective.

11. **Currency Risk**

The Net Asset Value per Share will be computed in the Base Currency of the relevant Fund, whereas a Fund's investments may be acquired in a wide range of currencies, some of which may be affected by currency movements of a more volatile nature than those of developed countries and some of which may not be freely convertible. It may not be possible or practical to hedge against the consequent currency risk exposure and in certain instances the Investment Manager may consider it desirable not to hedge against such risk.

In addition, where Shares are denominated in a currency other than the Base Currency, the

value of the Shares expressed in such Currency Class will be subject to exchange rate risk in relation to the Base Currency.

Hedging strategies employed by the Investment Manager (or any agent appointed by the Investment Manager) may not completely eliminate the exposure to currency movements between the Base Currency of a Fund and the currency in which a Hedged Share Class is denominated. There can be no guarantee that hedging strategies will be successful. Mismatches may result between a currency position held by a Fund and the currency of one or more of the Hedged Share Class issued for a Fund. The use of hedging strategies may substantially limit the extent to which Hedged Share Class Shareholders may benefit if the currency of the Hedged Share Class falls against a Fund's Base Currency and/or the currency of a Fund's investments. A Fund's exposure under currency forwards, non-deliverable forwards or spot currency transactions may, in the case of an extreme change in currency exchange rates, exceed the value of a Fund's Net Asset Value. Spot currency contracts are not traded on exchanges and are not standardised, each transaction is negotiated on an individual basis. There is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in these markets are not required to continue to make markets in the currencies they trade and these markets can experience periods of illiquidity, sometimes of significant duration. It is possible that developments in the market, including potential government regulation, could adversely affect a Fund's ability to terminate existing agreements or to realise amounts to be received under such agreements.

As a result of investment in obligations involving currencies of various countries, the value of the assets of a Fund as measured in a Fund's Base Currency will be affected by changes in currency exchange rates, which may affect a Fund's performance independent of the performance of its securities investments. A Fund may or may not seek to hedge all or any portion of its foreign currency exposure. The performance of a Fund may be strongly influenced by movements in FX rates as currency positions held by a Fund may not correspond with the securities positions held.

12. **Cyber Crime and Security Breaches Risk**

The Company and its service providers, all using digital systems for the provision of their services, are susceptible to operational and information security risks and related risks of cyber security incidents. Intentional cybersecurity incidents may include the following: unauthorised access to systems, networks, or devices (such as through "*hacking*" activity); infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. In addition, unintentional incidents can occur, such as the inadvertent release of confidential information (possibly resulting in the violation of applicable privacy laws). Cyber security attacks also may be carried out in a manner that does not require gaining unauthorised access, such as causing denial-of-service attacks on websites (*i.e.*, efforts to make services unavailable to intended users).

A cybersecurity incident could cause disruptions and impact business operations, potentially resulting in financial losses, including by interference with the ability to calculate Net Asset Value, impediments to trading for investments, and the inability of the Investors to transact business with a Fund. Cybersecurity incidents could result in the loss or theft of customer data or funds, the inability to access electronic systems (denial of services), loss or theft of proprietary information or corporate data, physical damage to a computer or network system, or costs associated with system repairs. Such incidents could cause a Fund, the Investment Manager or other service providers to incur regulatory penalties, reputational

damage, additional compliance costs, or financial loss. In addition, such incidents could affect issuers in which a Fund invests, and thereby cause a Fund's investments to lose value. Similar adverse consequences could result from cyber security incidents affecting issuers of securities in which a Fund invests, counterparties with which the Company (or delegates on the Company's) engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions and other parties. While information risk management systems and business continuity plans have been developed which are designed to reduce the risks associated with cyber security, there are inherent limitations in any cyber security risk management systems or business continuity plans, including the possibility that certain risks have not been identified.

In addition to risks to the Company and Funds, investors are advised to ensure communication methods with the Administrator and any financial advisers, including the Investment Manager and distribution agents, are secure so as to prevent fraudulent change of details or fraudulent redemption requests from being submitted through, for example, their email accounts.

13. **DAC 6 and U.K. MDR**

DAC 6 and similar regulations in the U.K. Mandatory Disclosure Rules ("MDR") impose mandatory disclosure requirements on intermediaries and taxpayers in respect of certain reportable cross-border tax planning arrangements which meet one or more hallmarks set out in the applicable legislation. DAC 6 is an EU directive which applies to arrangements implemented on or after 25 June 2018. Its objective is to: (i) increase transparency on cross-border arrangements involving the EU, (ii) reduce the scope for harmful tax competition within the EU, and (iii) deter taxpayers from entering into a particular scheme if it has to be disclosed. The scope of DAC 6 is very wide-reaching (in an EU context) and, while some of the hallmarks target arrangements that provide a tax advantage as the main benefit, there are other hallmarks not linked to this main benefit test, meaning that there may not be a safe harbour for common commercial arrangements. While prior to Brexit, the U.K. implemented DAC 6 in full, following Brexit, the U.K. adopted a much narrower DAC 6 reporting regime covering only a limited number of the DAC 6 hallmarks applicable in the EU and in 2023, DAC 6 was revoked in the U.K. and replaced with MDR. MDR is designed to meet OECD standards of transparency rather than the broader EU standards but which, in practice, apply by reference to substantially similar rules and hallmarks to the narrower DAC 6 regime previously applied by the U.K. after Brexit.

The Manager, the Investment Manager or any other intermediary of the Company based in the EU or the U.K. could be legally obliged to file information in respect of arrangements involving the Company's investments with tax authorities within the EU or the U.K. As long as the Manager, the Investment Manager or any intermediary complies with its reporting requirements, neither DAC 6 nor MDR are expected to have a material impact on the Company or its investments. However, DAC 6 or MDR disclosures may subsequently impact future tax policy across the EU or the U.K.

14. **Debt/Fixed-Income Securities Risk**

An increase in interest rates typically causes a fall in the value of the fixed-income securities in which a Fund may invest. Interest rates globally are at, or near, historic lows, which may increase a Fund's exposure to risks associated with rising interest rates. Moreover, rising interest rates or lack of market participants may lead to decreased liquidity in the bond and loan markets, making it more difficult for a Fund to sell its holdings at a time when a Fund's

manager might wish to sell. Junk Bonds are generally subject to greater risk of loss of your money than higher-rated securities. Issuers may (increase) decrease prepayments of principal when interest rates (fall) increase, affecting the maturity of the fixed-income security and causing the value of the security to decline. This should be read in conjunction with **Non-Investment Grade (Junk Bond) Securities Risk** below.

Fixed-income securities, such as bonds, involve risks including those set out at **Debt Securities Risk**, and interest rate risk, extension risk, and prepayment risk, among other things, as set out below.

- *Interest Rate Risk*: The market value of bonds and other fixed-income securities changes in response to interest rate changes and other factors. Interest rate risk is the risk that prices of bonds and other fixed-income securities will increase as interest rates fall and decrease as interest rates rise.

  A Fund may be subject to a greater risk of rising interest rates due to the current period of historically low rates. For example, if interest rates increase by 1%, assuming a current portfolio duration of ten (10) years, and all other factors being equal, the value of a Fund's investments would be expected to decrease by approximately 5%. The magnitude of these fluctuations in the market price of bonds and other fixed-income securities is generally greater for those securities with longer maturities. Fluctuations in the market price of a Fund's investments will not affect interest income derived from instruments already owned by a Fund, but will be reflected in a Fund's Net Asset Value. A Fund may lose money if short-term or long-term interest rates rise sharply in a manner not anticipated by the Investment Manager (or Sub-Investment Manager).

  To the extent a Fund invests in fixed-income securities that may be prepaid at the option of the obligor (such as MBS), the sensitivity of such securities to changes in interest rates may increase (to the detriment of a Fund) when interest rates rise. Moreover, because rates on certain floating rate debt securities typically reset only periodically, changes in prevailing interest rates (and particularly sudden and significant changes) can be expected to cause some fluctuations in the Net Asset Value of a Fund to the extent that it invests in floating rate debt securities.

  These basic principles of bond prices also apply to U.S. Government securities. A security backed by the "*full faith and credit*" of the U.S. Government is guaranteed only as to its stated interest rate and face value at maturity, not its current market price. Just like other fixed-income securities, government-guaranteed securities will fluctuate in value when interest rates change.

  Following the financial crisis that began in 2007, the Federal Reserve has attempted to stabilise the economy and support economic recovery by keeping the federal funds rate (the interest rate at which depository institutions lend reserve balances to other depository institutions overnight) at or near 0%. In addition, as part of its monetary stimulus program known as quantitative easing, the Federal Reserve has purchased on the open market large quantities of securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities. As the Federal Reserve "*tapers*" or reduces the amount of securities it purchases pursuant to quantitative easing, and/or if the Federal Reserve raises the federal funds rate, there is a risk that interest rates will rise. A general rise in interest rates has the potential to cause investors to move out of fixed-income securities on a large scale, which may increase redemptions from mutual funds that hold large amounts of fixed-income securities. Heavy redemptions could

cause a Fund to sell assets at inopportune times or at a loss or depressed value and could hurt a Fund's performance.

During periods of very low or negative interest rates, a Fund may be unable to maintain positive returns. Certain countries have recently experienced negative interest rates on certain fixed-income instruments. Very low or negative interest rates may magnify interest rate risk. Changing interest rates, including rates that fall below zero, may have unpredictable effects on markets, may result in heightened market volatility and may detract from Fund performance to the extent a Fund is exposed to such interest rates.

- *Extension Risk*: When interest rates rise, certain obligations will be paid off by the obligor more slowly than anticipated, causing the value of these obligations to fall. Rising interest rates tend to extend the duration of securities, making them more sensitive to changes in interest rates. The value of longer-term securities generally changes more in response to changes in interest rates than shorter-term securities. As a result, in a period of rising interest rates, securities may exhibit additional volatility and may lose value.

- *Prepayment Risk*: When interest rates fall, certain obligations will be paid off by the obligor more quickly than originally anticipated, and a Fund may have to invest the proceeds in securities with lower yields. In periods of falling interest rates, the rate of prepayments tends to increase (as does price fluctuation) as borrowers are motivated to pay off debt and refinance at new lower rates. During such periods, reinvestment of the prepayment proceeds by the management team will generally be at lower rates of return than the return on the assets that were prepaid. Prepayment reduces the yield to maturity and the average life of the security.

15. **Depositary Risk**

If a 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 relevant Fund without undue delay. If a 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 a Fund's ownership of such assets and to maintain a record of those assets which the Depositary is satisfied that a 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 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 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 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 whether a specific investment by a Fund is a Custody Asset or a Non-Custody Asset, generally it should be noted that OTC FDIs traded by a Fund will be Non-Custody Assets. There may also be other asset types that a Fund invests in from time to time that would be treated similarly. Given the framework of Depositary liability under the Central Bank UCITS Regulations, these Non-Custody Assets, from a safekeeping perspective, expose a Fund to a greater degree of risk than Custody Assets, such as publicly traded equities and bonds.

16. **Emerging Market Country Risk**

A Fund may invest in foreign securities including those securities of companies located or traded in an Emerging Market Country, which are subject to the following risks in addition to the risks normally associated with domestic securities of the same type:

- Country risk refers to the potentially adverse political, economic, and other conditions of the country. These conditions include lack of publicly available information, less government oversight (including lack of accounting, auditing, and financial reporting standards), the possibility of government-imposed restrictions, and even the nationalisation of assets. The liquidity of emerging market investment may be more limited than for most U.S. investments, which means that, at times, it may be difficult to sell foreign securities at desirable prices.

- Currency risk refers to the constantly changing exchange rate between a local currency and the Base Currency of a Fund. Whenever a Fund holds securities valued in a foreign currency or holds the currency, changes in the exchange rate add to or subtract from the value of the investment.

- Custody risk refers to the process of clearing and settling trades. It also covers holding securities with local agents and depositories. The Central Bank requires that a Depositary/sub-custodian hold a Fund's assets on trust, ensures a legal separation of non-cash assets under custody, and retains records clearly identifying such assets. However, certain jurisdictions may have different rules regarding custody and ownership – for example, some jurisdictions may not recognise a Fund's beneficial ownership of assets. There is a risk that, in insolvency events, the creditors of the Depositary/a sub-custodian may seek recourse to the Fund's assets, or, where a Fund's beneficial ownership is recognised in foreign jurisdictions, there may nonetheless be a risk of delay in the recovery of assets pending the determination of insolvency/bankruptcy or similar proceedings. Separately, low trading volumes and volatile prices in less developed markets make trades harder to complete and settle. Local agents are held only to the standard of care to the local market. Governments or trade groups may compel local agents to hold securities with local depositories that are not subject to independent evaluation. The less developed a country's securities market is, the greater the likelihood of problems occurring. Where custody risk is anticipated in relation to a specific country, this will be set out in the relevant Supplement.

- The risks of investing in emerging or developing markets are more pronounced with respect to these securities due to the dramatic pace of change (economic, social and political) in these countries. Many of these markets are at an early stage of development and are significantly volatile. They can be marked by extreme inflation, devaluation of currencies, dependency on certain trade partners and hostile relations.

17. **Exclusionary Policy Risk**

Because a Fund's investment criteria exclude securities of certain issuers for non-financial reasons, a Fund may forgo some market opportunities available to funds that do not use these criteria. In addition, a Fund may reduce its exposure to certain securities to maintain compliance with its exclusionary criteria, when it might otherwise be advantageous to maintain its position. A Fund's integration of exclusionary screens, as well as any guideline restrictions or exclusion policy referenced in a Supplement or the Prospectus (including rating, industry concentration, and duration) may adversely impact the performance of a Fund.

18. **External Factors May Impact on Performance**

Each Fund's performance is influenced by a variety of external factors which are beyond the control of the Investment Manager, including: changing supply and demand relationships; trade, fiscal, monetary and exchange control programs and policies of governments; political and economic events, policies and political unrest; changes in interest rates and rates of inflation; currency devaluations and re-evaluations; market sentiment; and force majeure events, including natural disasters (such as hurricanes, earthquakes or floods), pandemics or any other serious public health concern, war or terrorism or the threat of or perceived potential for these events, each of which or a combination of which may have a negative impact on the performance of each Fund. These events could adversely affect levels of business activity and precipitate sudden significant changes in regional and global economic conditions and cycles. These events also pose significant risks to people and physical facilities and operations around the world.

The value of a Fund's investments may be affected by uncertainties such as international policy developments, social instability and changes in government policies. This can result in more pronounced risks where conditions have a particular impact on one or more countries or regions.

19. **FDI Risk**

A Fund's use of FDI may increase its costs, reduce a Fund's returns and/or increase volatility.

In addition, other future regulatory developments may impact a Fund's ability to invest or remain invested in certain FDI.

Risks Specific to Certain FDI

Swaps: Swap agreements are two-party contracts entered into for periods ranging from a few weeks to more than one (1) year. In a standard "*swap*" transaction, two parties agree to exchange the returns (or differentials in rates of return) earned or realised on particular predetermined investments or instruments, which can be adjusted for an interest factor. Swap agreements involve the risk that the party with whom a Fund has entered into the swap will default on its obligation to pay a Fund and the risk that a Fund will not be able to meet its obligations to pay the other party to the agreement. Swap agreements may also involve the risk that there is an imperfect correlation between the return on a Fund's obligation to its counterparty and the return on the referenced asset. In addition, swap agreements are subject to market and illiquidity risk, leverage risk and hedging risk.

CDS: CDS may have as reference obligations one or more securities that are not currently held by a Fund. The protection "*buyer*" may be obligated to pay the protection "*seller*" an up-

front payment or a periodic stream of payments over the term of the contract, provided generally that no credit event on a reference obligation has occurred. CDS involve special risks in addition to those mentioned in the relevant Supplement because they are difficult to value, are highly susceptible to illiquid investments risk and credit risk, and generally pay a return to the party that has paid the premium only in the event of an actual default by the issuer of the underlying obligation (as opposed to a credit downgrade or other indication of financial difficulty). A Fund may be subject to losses should the Investment Manager incorrectly evaluate the creditworthiness of a company on which credit default swaps are based.

Forward Foreign Currency Exchange Contracts: Forward foreign currency exchange transactions are OTC contracts to purchase or sell a specified amount of a specified currency or multinational currency unit at a price and future date set at the time of the contract. Forward foreign currency exchange contracts do not eliminate fluctuations in the value of non-U.S. securities but rather allow a Fund to establish a fixed rate of exchange for a future point in time. This strategy can have the effect of reducing returns and minimising opportunities for gain.

Futures: Futures are standardised, exchange-traded contracts that obligate a purchaser to take delivery, and a seller to make delivery, of a specific amount of an asset at a specified future date at a specified price. The primary risks associated with the use of futures contracts and options are: (a) the imperfect correlation between the change in market value of the instruments held by a Fund and the price of the futures contract or option; (b) the possible lack of a liquid secondary market for a futures contract and the resulting inability to close a futures contract when desired; (c) losses caused by unanticipated market movements, which are potentially unlimited; (d) the Investment Manager's inability to predict correctly the direction of securities prices, interest rates, currency exchange rates and other economic factors; and (e) the possibility that the counterparty will default in the performance of its obligations.

Certain risks associated with the use of FDI are as follows:

19.1. *Market Risk*

This is a general risk that the value of a particular FDI may change in a way which may be detrimental to a Fund's interests and the use of FDI techniques may not always be an effective means of, and sometimes could be counter-productive to achieving a Fund's investment objective.

19.2. *Control and Monitoring*

FDI are highly specialised and require specific techniques and risk analysis. In particular, the use and complexity of FDI require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a FDI may add to a Fund and the ability to forecast the relative price, interest rate or currency rate movements correctly.

19.3. *Liquidity Risk*

Liquidity risk exists when a particular instrument is difficult to purchase or sell. As a result, the Fund may have to hold these securities longer than it would like and may forego other investment opportunities. There is the possibility that the Fund may lose money or be prevented from realising capital gains if it cannot sell a security at a particular time and price.

If an FDI transaction is particularly large or if the relevant market is illiquid (as is the case

with many privately negotiated FDI), it may not be possible to initiate a transaction to liquidate a position at an advantageous price, to assess or value a position or to assess the exposure to risk. An adverse price movement in a FDI position may also require a cash payment to counterparties that might in turn require, if there is insufficient cash available in a Fund, the sale of investments under disadvantageous conditions.

19.4. *Counterparty and Settlement Risk*

A Fund may enter into FDI transactions in OTC markets, which will expose a Fund to the credit of its counterparties and their ability to satisfy the terms of such contracts. A Fund may be exposed to the risk that the counterparty may default on its obligations to perform under the relevant contract. In the event of the bankruptcy or insolvency of a counterparty, a Fund could experience delays in liquidating the position as well as significant losses, including declines in value during the period in which a Fund seeks to enforce its rights, the inability to realise any gains during such period and fees and expenses incurred in enforcing its rights. The fact that the FDI may be entered into OTC, rather than on a regulated market, may increase the potential for loss by a Fund.

19.5. *Legal Risk*

There is a possibility that the agreements governing the FDI techniques may be terminated due, for instance, to supervening illegality or change in the tax or accounting laws relative to those at the time the agreement was originated. There is also a risk if such agreements are not legally enforceable or if the FDI transactions are not documented correctly.

19.6. *Conflicts of Interest Risk*

Investors should be aware that from time to time, a Fund may engage with repurchase / reverse repurchase agreement counterparties and/or stocklending agents that are related parties to the Depositary or other service providers of the Company. Such engagement may on occasion cause a conflict of interest with the role of the Depositary or other service provider in respect of the Company. Please refer to **Portfolio Transactions and Conflicts of Interest** in the **MANAGEMENT OF THE COMPANY** section of this Prospectus below for further details on the conditions applicable to any such related party transactions.

19.7. *Other Risks*

Other risks in using FDI include the risk of differing valuations of FDI arising out of different permitted valuation methods and the inability of FDI to correlate perfectly with underlying securities, rates and indices. Many FDI, in particular OTC FDI, are complex and often valued subjectively and the valuation can only be provided by a limited number of market professionals which often are acting as counterparties to the transaction to be valued. Inaccurate valuations can result in an increased cash payment to counterparties or a loss of value to a Fund. FDI do not always perfectly or even highly correlate or track the value of the securities, rates or indices they are designed to track.

Additional risk factors (if any) in respect of each Fund are set out in the Supplement for the relevant Fund.

20. **GDPR Risk**

The GDPR introduced obligations on data controllers and rights for data subjects, including, among others:

- accountability and transparency requirements, which requires data controllers to demonstrate and record compliance with the GDPR and to provide more detailed information to data subjects regarding processing;

- enhanced data consent requirements, which includes "*explicit*" consent in relation to the processing of sensitive data;

- obligations to consider data privacy as any new products or services are developed and limit the amount of information collected, processed, stored and its accessibility;

- constraints on using data to profile data subjects;

- providing data subjects with personal data in a useable format on request and erasing personal data in certain circumstances; and

- reporting of breaches without undue delay (within seventy-two (72) hours where feasible).

A breach of the GDPR could expose the Manager and/or Company or relevant service provider to regulatory sanction including potentially significant fines. The GDPR identifies a list of points to consider when imposing fines (including the nature, gravity and duration of the infringement). If there is a breach of the GDPR, the Company could face significant administrative and monetary sanctions as well as reputational damage which may have a material adverse effect on its operations, financial condition and prospects.

21. **General Risk**

Securities acquired by the Company are subject to normal market fluctuations and other inherent risks. The value of investments and the income from them, and therefore the value of and income from Shares relating to each Fund can go down as well as up and an investor may not get back the amount invested. Changes in exchange rates between currencies or the conversion from one currency to another may also cause the value of the investments to diminish or increase.

While the provisions of the Companies Act provide for segregated liability between Funds, these provisions have yet to be tested in foreign courts, in particular, in satisfying local creditor claims. Accordingly, it is not free from doubt that the assets of any Fund of the Company may not be exposed to the liabilities of other Funds of the Company.

22. **Geographic Concentration Risk**

Where a Fund's investments are concentrated in one particular region that Fund is more vulnerable to economic, political, regulatory or other developments in that particular region than a more geographically diversified portfolio would be.

23. **IPO Risk**

Certain Funds may invest a portion of their assets in shares of IPOs. IPOs may have a magnified impact on the performance of a Fund with a small asset base. The impact of IPOs on a Fund's performance will likely decrease as a Fund's asset size increases, which could reduce a Fund's returns. IPOs may not be consistently available to a Fund for investing, particularly as a Fund's assets base grows. IPO shares are frequently volatile in price due

to the absence of a prior public market, the small number of shares available for trading, and limited information about the issuer, Therefore, a Fund may hold IPO shares for a very short period of time. This may increase the turnover of a Fund and may lead to increased expenses for a Fund, such as commissions and transactions costs. In addition, IPO shares can experience an immediate drop in value if the demand for the securities does not continue to support the offering price.

24. **Investment in Cash or Cash Equivalents Risk**

Each Fund seeks to remain fully invested in accordance with its investment objective. However, in an attempt to respond to adverse market, economic, political, or other conditions, a Fund may take a temporary defensive position by holding some or all of its assets in short-term investments. These investments include cash, commercial paper, Money Market Instruments, repurchase agreements, and U.S. government securities. A Fund also may hold these types of investments while looking for suitable investment opportunities or to maintain liquidity. Taking a temporary defensive position could prevent a Fund from achieving its investment objective.

25. **Investment in the CIBM through Bond Connect**

A Fund may invest through Bond Connect in eligible bonds on the CIBM. Bond Connect infrastructure contemplates two-way access between Hong Kong and China; however, a Fund will invest through Hong Kong into the CIBM ("Northbound" trading). Investment through Bond Connect may expose a Fund to certain risks, including but not limited to the following:

- *Volatility Risk:* Market volatility and potential lack of liquidity due to low trading volume of certain debt securities in the CIBM may result in prices of certain debt securities traded on such market fluctuating significantly. A Fund investing in such market is therefore subject to liquidity and volatility risks. The bid and offer spreads of the prices of such securities may be large, and a Fund may therefore incur significant trading and realisation costs and may even suffer losses when selling such investments.

- *Suspension Risk:* It is contemplated that the Mainland Chinese authorities will reserve the right to suspend Northbound trading of Bond Connect if necessary for ensuring an orderly and fair market and that risks are managed prudently. Where a suspension in the Northbound trading through Bond Connect is effected, a Fund's ability to access the PRC bond market to achieve its *Investment Objective* will be adversely affected.

- *Differences in Trading Day:* Northbound trading through Bond Connect can be undertaken on days upon which the CIBM is open to trade, regardless of whether it is a public holiday in Hong Kong. Accordingly, it is possible that bonds traded through Bond Connect may be subject to fluctuation at times where a Fund is unable to buy or sell bonds, as its Hong Kong or globally-based intermediaries are not available to assist with trades. Accordingly, this may cause a Fund to be unable to realise gains, avoid losses or to benefit from an opportunity to invest in mainland Chinese bonds at an attractive price.

- *Operational Risk:* Bond Connect provides a channel for investors from Hong Kong and overseas to access Mainland China bond markets directly.

  The "connectivity" in Bond Connect requires routing of orders across the border, requiring development of new trading platforms and operational systems. There is no assurance that these platforms and systems will function properly or will continue to be

adapted to changes and developments in both markets. In the event that the relevant systems fail to function properly, trading through Bond Connect may be disrupted. A Fund's ability to trade through Bond Connect to pursue its investment strategy may therefore be adversely affected.

For investments via Bond Connect, the relevant filings, registration with the PBoC and account opening have to be carried out via offshore custody agent, registration agent or other third parties (as the case may be). As such, a Fund's investments via Bond Connect are subject to the risk of default or errors on the part of such third parties.

- *RMB Currency Risk:* RMB is currently not a freely convertible currency and is subject to exchange controls and restrictions, including managed floating exchange rate based on market supply and demand with reference to a basket of currencies. A Fund's investments via Bond Connect may be adversely affected by movements of exchange rates between RMB and other currencies. There can be no assurance that the RMB exchange rate will not fluctuate widely against the U.S. Dollar or any other currency in the future. Any depreciation of the RMB will decrease the value of RMB denominated assets, which may have a detrimental impact on the performance of a Fund.

  The RMB is traded in both the onshore and offshore markets. While both CNH and CNY represent the same currency, they are traded in different and separate markets which operate independently. RMB traded in Mainland China, CNY, is not freely convertible and is subject to exchange control policies and restrictions imposed by the PRC authorities. On the other hand, the RMB traded outside Mainland China, CNH, is freely tradeable but still subject to controls, limits and availability. Therefore, CNY and CNH do not necessarily have the same exchange rate and their movement may not be in the same direction. When calculating the Net Asset Value per Share of a non-RMB denominated Class, the Administrator will apply the exchange rate for the offshore RMB market in Hong Kong, *i.e.,* the CNH exchange rate, which may be at a premium or discount to the exchange rate for the onshore RMB market in the PRC, *i.e.*, the CNY exchange rate.

  Currently, the PRC government imposes certain restrictions on repatriation of RMB out of the PRC. Investors should note that such restrictions may limit the depth of the RMB market available outside of the PRC and thereby, may reduce the liquidity of a Fund. A Fund may therefore be subject to risk of not having sufficient RMB for currency conversion prior to investment.

  The PRC government's policies on exchange controls and repatriation restrictions are subject to change, and a Fund's and its investors' position may be adversely affected by such change.

- *Regulatory Risk:* Bond Connect is novel in nature and will be subject to regulations promulgated by regulatory authorities and implementation rules made by regulators in Mainland China and Hong Kong. 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 which may have retrospective effect. There can be no assurance that Bond Connect will not be abolished. Accordingly, a Fund's investments in the Mainland China markets through Bond Connect may be adversely affected as a result of regulatory changes.

- *No off-market transfer:* Pursuant to the applicable laws and rules governing the Bond Connect, the transfer of debt securities purchased through the Bond Connect between

two members of the CMU Unit of the HKMA and between two CMU sub-accounts of the same CMU member is not allowed.

- *Nominee Holding Structure:* Debt securities purchased by a Fund through the Bond Connect will be held by CMU, opening two nominee accounts the CCDC and SHCH. While the distinct concepts of "*nominee holder*" and "*beneficial owner*" are generally acknowledged under the laws governing the Bond Connect, the application of such rules is untested, and there is no assurance that PRC courts will recognise such rules, *e.g.,* in liquidation proceedings of PRC companies or other legal proceedings, the CCDC and SHCH.

  Taxation Risk: As a result of investing in the PRC, a Fund may be subject to withholding and various other taxes imposed by the PRC.

  Except for interest income from certain bonds (*i.e.*, government bonds, local government bonds, and railway bonds which are entitled to a 100% PRC corporate income tax exemption and 50% corporate income tax exemption respectively in accordance with the Implementation Rules to the Enterprise Income Tax Law and a circular dated 10 March 2016 on the Circular on Income Tax Policies on Interest Income from Railway Bonds under Caishui [2016] No. 30), interest income derived by non-resident institutional investors from other bonds traded through Bond Connect is PRC-sourced income and should be subject to PRC withholding income tax at a rate of 10% and VAT at a rate of 6%. On 22 November 2018, the Ministry of Finance and State Administration of Taxation jointly issued Circular 108, the circular dated 7 November 2018 on the Taxation Policy of Corporate Income Tax and Value-Added Tax in relation to Bond Investments made by Offshore Institutions in Domestic Bond Market, to clarify that foreign institutional investors (including foreign institutional investors under Bond Connect) are temporarily exempt from PRC withholding income tax and VAT with respect to bond interest income derived in the PRC bond market for the period from 7 November 2018 to 6 November 2021. On November 26, 2021, the PRC Ministry of Finance and PRC State Taxation Administration jointly issued Caishui [2021] No. 34 ("**Circular 34**") to formally extend the tax exemption period provided in Circular 108 to December 31, 2025. Circular 108 and Circular 34 are silent on the PRC withholding income tax and VAT treatment with respect to non-government bond interest derived prior to 7 November 2018, which is subject to clarification from the PRC tax authorities.

  Capital gains derived by non-resident institutional investors (with no place or establishment or permanent establishment in the PRC) from the trading of bonds through the Bond Connect are technically non PRC-sourced income under the current corporate income tax law and regulations, therefore, not subject to PRC corporate income tax. While the PRC tax authorities are currently enforcing such non-taxable treatment in practice, there is a lack of clarity on such non-taxable treatment under the current corporate income tax regulations.

  The tax law and regulations of the PRC are constantly changing, and they may be changed with retrospective effect to the advantage or disadvantage of shareholders. The interpretation and applicability of the tax law and regulations by tax authorities may not be as consistent and transparent as those of more developed nations, and may vary from region to region. It should also be noted that any provision for taxation made by the Investment Manager may be excessive or inadequate to meet final tax liabilities. Consequently, shareholders may be advantaged or disadvantaged depending upon the final tax liabilities, the level of provision and when they subscribed and/or redeemed their shares of a Fund.

26. **Investment in the People's Republic of China**

The economy of China, which has been in a state of transition from a planned economy to a more market-oriented economy, differs from the economies of most developed countries in many respects, including the level of government involvement, its state of development, its growth rate, control of FX, and allocation of resources.

Although the majority of productive assets in China are still owned by the PRC government at various levels, in recent years, the PRC government has implemented economic reform measures emphasising utilisation of market forces in the development of the economy of China and a high level of management autonomy. The economy of China has experienced significant growth in recent decades, but growth has been uneven both geographically and among various sectors of the 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.

For several decades, 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 the PRC as well as the portfolio securities of a Fund. Further, the PRC government may from time to time adopt corrective measures to control the growth of the PRC economy which may also have an adverse impact on the capital growth and performance of a Fund. Political changes, social instability and adverse diplomatic developments in the PRC could result in the imposition of additional government restrictions including expropriation of assets, confiscatory taxes or nationalisation of some or all of the property held by the underlying issuers of a Fund's portfolio securities.

27. **Large Company Risk**

Large-capitalisation stocks as a group could fall out of favour with the market, causing a Fund to underperform investments that focus on small- or medium-capitalisation stocks. Larger, more established companies may be slow to respond to challenges and may grow more slowly than smaller companies. For purposes of a Fund's investment policies, the market capitalization of a company is based on its market capitalization at the time a Fund purchases the company's securities. Market capitalizations of companies change over time.

28. **Liquidity Risk**

Certain fixed-income securities held by a Fund may be difficult (or impossible) to sell at the time and at the price the Investment Manager would like, for example, when a bond has a lower/recently downgraded credit rating, or where a bond was part of a small issue or sold by an infrequent issuer. As a result, a Fund may have to hold these securities longer than it would like and may forego other investment opportunities. There is the possibility that a Fund may lose money or be prevented from realising capital gains if it cannot sell a security at a particular time and price. The Funds are exposed to daily cash redemptions of Redeemable Participating Shares.

29. **Litigation and Dispute Risk**

The investment activities could subject a Fund to becoming involved in litigation or other disputes with third parties. The expense of prosecuting or defending any such disputes or

paying any amounts pursuant to settlements or judgments may be borne by a Fund and will reduce amounts available for distribution to the investor.

30. **LIBOR Reform**

30 June 2023 marked the final publication of the five outstanding tenors of U.S. Dollar LIBOR on a representative basis. All other LIBOR settings had ended or were deemed no longer representative of the underlying market they were intended to reflect since 1 January 2022.

Up to 30 September 2024, the one-, three- and six-month tenors of U.S. Dollar LIBOR were published using a "synthetic" methodology prescribed by the U.K. version of the Benchmarks Regulation. Certain popular tenors of Sterling and Japanese Yen LIBOR were published for a limited period of time using the same "synthetic" methodology.

As a result of LIBOR ending, there was significant work across different financial products and markets to manage the transition away from LIBOR and other benchmarks to more robust alternatives, principally the various alternative risk free reference rates (so called "RFRs") identified as the successors to LIBOR.

International initiatives across products and markets means new use of LIBOR has been phased out and updates have been made to existing arrangements to replace LIBOR. If a Fund does have any investments that calculate interest by reference to any LIBOR, the developments described above and any continued use of LIBOR or reliance on (or indeed lack of) fallback provisions designating alternative benchmarks could have a negative impact on the value of those investments.

31. **Management Risk**

A Fund may not meet its *Investment Objective* (as set out in the relevant Supplement) based on the Investment Manager's success or failure to implement the investment policies of a Fund.

32. **Market Risk**

A Fund's Net Asset Value and investment return will fluctuate based upon changes in the value of its portfolio securities. Some of the recognised exchanges on which a Fund may invest may prove to be illiquid or highly volatile from time to time and this may affect the price at which a Fund may liquidate positions to meet repurchase requests or other funding requirements. The securities markets may experience declines and the portfolio holdings in a Fund's portfolio may not increase their earnings at the rate anticipated. Potential investors should also note that the securities of small capitalisation companies are less liquid, and this may result in fluctuations in the price of the Shares of the relevant Fund.

33. **MBS and ABS Risk**

A Fund may invest in MBS and ABS, which represent "*pools*" of mortgages or other assets, including consumer loans or receivables held in trust. Although ABS and CMBS generally experience less prepayment than residential MBS, MBS and ABS, like traditional fixed-income securities, are subject to credit, interest rate, prepayment and extension risks.

Small movements in interest rates (both increases and decreases) may quickly and significantly reduce the value of certain MBS. A Fund's investments in ABS are subject to risks similar to those associated with mortgage-related securities, as well as additional risks associated with the nature of the assets and the servicing of those assets. These securities

also are subject to the risk of default on the underlying mortgages or assets, particularly during periods of economic downturn. Certain CMBS are issued in several classes with different levels of yield and credit protection. A Fund's investments in CMBS with several classes may be in the lower classes that have greater risks than the higher classes, including greater interest rate, credit and prepayment risks.

MBS may be either pass-through securities or CMOs Pass-through securities represent a right to receive principal and interest payments collected on a pool of mortgages, which are passed through to security holders. CMOs are created by dividing the principal and interest payments collected on a pool of mortgages into several revenue streams ("*tranches*") with different priority rights to portions of the underlying mortgage payments. Certain CMO tranches may represent a right to receive interest only, principal only, or have a coupon that varies according to a benchmark rate ("*floating-rate tranches*") such as FRN or have a coupon that has an inverse relationship to the interest rate (an "*inverse floater*").

CMOs are frequently referred to as "*mortgage derivatives*" and may be extremely sensitive to changes in interest rates. MBS, To Be Announced transactions and mortgage options can also be referred to as mortgage derivatives. Interest rates on inverse floaters, for example, vary inversely with a short-term floating rate (which may be reset periodically). Interest rates on inverse floaters will decrease when short-term rates increase, and will increase when short-term rates decrease. These securities have the effect of providing a degree of investment leverage. In response to changes in market interest rates or other market conditions, the value of an inverse floater may increase or decrease at a multiple of the increase or decrease in the value of the underlying securities. If a Fund invests in CMO tranches (including CMO tranches issued by government or sovereign agencies) and interest rates move in a manner not anticipated by the Investment Manager, it is possible that a Fund could lose all or substantially all of its investment. Certain MBS in which a Fund may invest may also provide a degree of investment leverage, which could cause a Fund to lose all or substantially all of its investment.

The mortgage market in the United States (which is the principal market) has experienced difficulties that may adversely affect the performance and market value of certain of a Fund's mortgage-related investments. Delinquencies and losses on mortgage loans (including subprime and second-lien mortgage loans) generally have increased and may continue to increase, and a decline in or flattening of real estate values (as has been experienced and may continue to be experienced in many housing markets) may exacerbate such delinquencies and losses. Also, a number of mortgage loan originators have experienced serious financial difficulties or bankruptcy. Reduced investor demand for mortgage loans and mortgage-related securities and increased investor yield requirements have caused limited liquidity in the secondary market for mortgage-related securities, which can adversely affect the market value of mortgage-related securities. It is possible that such limited liquidity in such secondary markets could continue or worsen.

TBA purchase commitments involve a risk of loss if the value of the security to be purchased declines prior to settlement date or if the counterparty does not deliver the securities as promised.

ABS entail certain risks not presented by MBS, including the risk that in certain jurisdictions it may be difficult to perfect the liens securing the collateral backing certain ABS.

In addition, certain ABS are based on loans that are unsecured, which means that there is no collateral to seize if the underlying borrower defaults.

In a period of rising interest rates, these securities may exhibit additional volatility.

34. **Medium and Smaller Company Risk**

The prices of medium and smaller company stocks can change more frequently and dramatically than those of large company stocks. For purposes of a Fund's investment policies, the market capitalization of a company is based on its market capitalization at the time a Fund purchases the company's securities. Market capitalizations of companies change over time in both absolute and relative terms.

35. **Merger and Restructuring Risk**

A merger or other restructuring, or a tender or exchange offer, proposed or pending at the time a fund invests in risk arbitrage securities may not be completed on the terms contemplated, resulting in losses to a Fund.

36. **MiFID II Regulatory Risk**

The MiFID Regulations transpose MiFID II into Irish law. MiFID II is a wide-ranging piece of legislation that will affect financial market structure, trading and clearing obligations, product governance and investor protection. While MiFIR and a majority of the so-called "*Level 2*" measures are directly applicable across the EU as EU regulations, MiFID II must be "*transposed*" into national law by EU Member States. In the course of the transposition process, individual EU Member States and their national competent authorities may have introduced requirements over and above those in the European text and which may apply to MiFID II participants that would not otherwise be caught by MiFID II and its implementation may be unclear in scope and subject to differences in regulatory interpretation. Market participants who are not directly subject to MiFID II may be indirectly impacted by its requirements and related regulatory interpretations. It is not possible to predict how these factors may impact on market participants including the Company and the Investment Manager, the operation of the Company and the ability of the Manager and the relevant Investment Manager to implement a Fund's investment objective.

37. **New Fund Risk**

In the case of a new Fund, it will have limited operating history and there can be no assurance that such a Fund will grow to or maintain an economically viable size.

38. **No Guarantee on Investment Model and Discretionary Management**

The Manager, the Investment Manager, and the Sub-Investment Managers make discretionary trading or allocation decisions in respect of each Fund and in doing so may rely on multiple quantitative and technical models. All trading or allocation decisions will be reflective of the judgment, experience, and expertise of personnel of the Manager, the Investment Manager, and the Sub-Investment Managers. Trading or allocation decisions informed by the use of statistical methods, trading models, and quantitative research tools depend upon the accurate forecasting of major price moves or trends in some commodities. No assurance can be given of the accuracy of models, the forecasts or the existence of price moves.

39. **No Investment Guarantee equivalent to Deposit Protection**

Investment in a Fund is not of the nature of a deposit in a bank account, and is not protected by any government, government agency or guarantee scheme that may be available to

protect the holders of bank deposit accounts.

40. **No Right to Control a Fund's Operations**

Each Fund will be managed exclusively by the Manager, the Investment Manager, and the Sub-Investment Managers. Investors will not make decisions with respect to the management, disposition or other realisation of any Investment, the day-to-day operations of a Fund, or any other decisions regarding a Fund's business and affairs, except for limited circumstances set forth in this Memorandum. Specifically, investors will not have an opportunity to evaluate for themselves the relevant economic, financial, and other information regarding Investments. Investors should expect to rely solely on the ability of the Manager, the Investment Manager, and the Sub-Investment Managers with respect to a Fund's operations.

41. **Non-Investment Grade (Junk Bond) Securities Risk**

Junk Bonds or Non-Investment Grade (also referred to as "*high-yield*") fixed-income securities are speculative and involve a greater risk of default and price change due to changes in the issuer's creditworthiness. The market prices of these fixed-income securities may fluctuate more than the market prices of Investment Grade fixed-income securities and may decline significantly in periods of general economic difficulty.

Although Junk Bonds generally pay higher rates of interest than Investment Grade bonds, Junk Bonds are high risk investments that are considered speculative and may cause income and principal losses for a Fund. The major risks of Junk Bond investments include:

- Junk Bonds may be issued by less creditworthy issuers. Issuers of Junk Bonds may have a larger amount of outstanding debt relative to their assets than issuers of Investment Grade bonds. In the event of an issuer's bankruptcy, claims of other creditors may have priority over the claims of Junk Bond holders, leaving few or no assets available to repay Junk Bond holders.

- Prices of Junk Bonds are subject to extreme price fluctuations. Adverse changes in an issuer's industry and general economic conditions may have a greater impact on the prices of Junk Bonds than on other higher-rated fixed-income securities.

- Issuers of Junk Bonds may be unable to meet their interest or principal payment obligations because of an economic downturn, specific issuer developments, or the unavailability of additional financing.

- Junk Bonds frequently have redemption features that permit an issuer to repurchase the security from a Fund before it matures. If the issuer redeems Junk Bonds, a Fund may have to invest the proceeds in bonds with lower yields and may lose income.

- Junk Bonds may be less liquid than higher-rated fixed-income securities, even under normal economic conditions. There are fewer dealers in the Junk Bond market, and there may be significant differences in the prices quoted for Junk Bonds by the dealers. Because they are less liquid than higher-rated fixed-income securities, judgment may play a greater role in valuing Junk Bonds than is the case with securities trading in a more liquid market.

- A Fund may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms with a defaulting issuer.

The credit rating of a Non-Investment Grade security does not necessarily address its market value risk. Ratings and market value may change from time to time, positively or negatively, to reflect new developments regarding the issuer.

42. **Non-U.S. Securities Risk**

Where disclosed in the relevant Supplement, a Fund may invest in non-U.S. securities and is subject to risks associated with foreign markets, such as adverse political, social and economic developments such as war, political instability, hyperinflation, currency devaluations, and overdependence on particular industries; accounting standards or governmental supervision that is not consistent with that to which U.S. companies are subject; limited information about foreign companies; less liquidity and higher volatility in foreign markets and less protection to the shareholders in foreign markets. In addition, investments in certain foreign markets that have historically been considered stable may become more volatile and subject to increased risk due to ongoing developments and changing conditions in such markets. The value of a Fund's foreign investments may also be affected by foreign tax laws, special U.S. tax considerations and restrictions on receiving the investment proceeds from a foreign country. Dividends or interest on, or proceeds from the sale or disposition of, foreign securities may be subject to non-U.S. withholding or other taxes.

Economic sanctions could, among other things, effectively restrict or eliminate a Fund's ability to purchase or sell securities or groups of securities for a substantial period of time, and may make a Fund's investments in such securities harder to value.

43. **OECD Model GloBE Rules Risk**

On 20 December 2021, the OECD published the draft Global Anti-Base Erosion Model Rules which are aimed at ensuring that Multinational Enterprises ("**MNEs**") will be subject to a global minimum 15 per cent. tax rate from 2023 ("**GloBE Rules**"). The GloBE Rules are part of the OECD/G20 Inclusive Framework on BEPS. On 22 December 2021, the European Commission published a proposal for a directive to implement the GloBE Rules in the EU (the "**Minimum Tax Directive**"). The Minimum Tax Directive introduces a minimum effective tax rate of 15 per cent. for MNE groups and large scale-domestic groups which have annual consolidated revenues of at least EUR 750,000,000, operating in the EU's internal market and beyond. It provides a common framework for implementing the GloBE Rules into EU Member States' national laws. The Minimum Tax Directive contains an income inclusion rule (the "IIR") and an undertaxed profit rule (the "UTPR") which allow for the collection of an additional amount of top-up tax if the effective tax rate on income of an in-scope group is under 15 per cent. On 15 December 2022, the Council of the EU unanimously adopted the agreed compromise text of the Minimum Tax Directive. EU Member States must transpose the Minimum Tax Directive into domestic legislation by 31 December 2023 and the rules will become effective for tax years commencing on or after 31 December 2023, with the exception of the UTPR, which will apply for tax years commencing on or after 31 December 2024. Other OECD countries are also introducing, or have already introduced, their own version of the GloBE Rules (such as the United Kingdom). If the Company is regarded as part of an MNE group (or large-scale domestic group) which has consolidated revenues of more than EUR 750,000,000 a year in at least two out of the previous four years (e.g. because the Company is consolidated with any investor for the purposes of the GloBE Rules), the Company may be within the scope of the Minimum Tax Directive (or its equivalent in any jurisdiction). However, it is not possible to provide definitive guidance on the impact (if any) of the Minimum Tax Directive (or its equivalent in any jurisdiction) on the Company's, or investors' tax position. Investors are encouraged to seek their own advice on

the potential impact of these rules on their investment.

44. **Options Risk**

A Fund may purchase call or put options. In order for a call option to be profitable, the market price of the underlying security must rise sufficiently above the exercise price to cover the premium and transaction costs. These costs will reduce any profit that might have realised had it bought the underlying security at the time it purchased the call option. For a put option to be profitable, the market price of the underlying security must decline sufficiently below the exercise price to cover the premium and transaction costs. By using put options in this manner, a Fund will reduce any profit it might otherwise have realised from appreciation of the underlying security by the premium paid for the put option and by transaction costs. If a Fund sells a put option, there is a risk that a Fund may be required to buy the underlying asset at a disadvantageous price. If a Fund sells a call option, there is a risk that a Fund may be required to sell the underlying asset at a disadvantageous price. If a Fund sells a call option on an underlying asset that a Fund owns and the underlying asset has increased in value when the call option is exercised, a Fund will be required to sell the underlying asset at the call price and will not be able to realise any of the underlying asset's value above the call price.

45. **Participatory Notes Risk**

Participatory notes involve risks that are in addition to the risks normally associated with a direct investment in the underlying equity securities. A Fund is subject to the risk that the issuer of the participatory note (*i.e.*, the issuing bank or broker-dealer), which is the only responsible party under the note, is unable or refuses to perform under the participatory note. While the holder of a participatory note is entitled to receive from the issuing bank or broker-dealer any dividends or other distributions paid on the underlying securities, the holder is not entitled to the same rights as an owner of the underlying securities, such as voting rights. Participatory notes are also not traded on exchanges, are privately issued, and may be illiquid. To the extent a participatory note is determined to be illiquid, it would be subject to a Fund's limitation on investments in illiquid securities. There can be no assurance that the trading price or value of participatory note will equal the value of the underlying value of the equity securities they seek to replicate.

46. **Past Performance**

Past performance does not necessarily indicate future performance. Investment in a Fund in no way guarantees future returns.

47. **Political Risk**

The value of the Fund's investments may be affected by uncertainties such as international policy developments, social instability and changes in government policies. This can result in more pronounced risks where conditions have a particular impact on one or more countries or regions.

48. **Rating Agencies Risk**

Ratings are not an absolute standard of quality, but rather general indicators that reflect only the view of the originating rating agencies from which an explanation of the significance of such ratings may be obtained. There is no assurance that a particular rating will continue for any given period of time or that any such rating will not be revised downward or withdrawn entirely if, in the judgment of the agency establishing the rating, circumstances so warrant.

A downward revision or withdrawal of such ratings, or either of them, may have an effect on the liquidity or market price of the securities in which a Fund invests. The ratings of securitised assets may not adequately reflect the credit risk of those assets due to their structure.

49. **Reliance on Key Staff**

The investment performance of a Fund will be dependent on the services of certain key employees of the Manager, the Investment Manager, and/or the Sub-Investment Managers. In the event of the death, incapacity or departure of any of these individuals, the performance of a Fund may be adversely affected.

50. **Risk Factors Not Exhaustive**

The investment risks set out in this Prospectus do not purport to be exhaustive and potential investors should be aware that an investment in the Company or any Fund may be exposed to risks of an exceptional nature from time to time.

51. **Rule 144A Securities and Regulation S Securities Risk**

Rule 144A Securities and Regulation S Securities may involve a high degree of business and financial risk and may result in substantial loss. These securities may be less liquid than publicly listed or traded securities, and a Fund may take longer to liquidate these positions than would be the case for publicly traded securities. Although these securities may be resold in privately negotiated transactions, the prices realised for these sales could be less than those originally paid by a Fund. Further, companies whose securities are not publicly traded may not be subject to the disclosure and other investor protection requirements that would be applicable if their securities were publicly traded.

52. **Russian Invasion of Ukraine**

In February of 2022, the Russian Federation launched a military operation in Ukraine in contravention of a February 2015 cease-fire deal and various Western democracies have imposed or increased sanctions related thereto. The situation in Ukraine continues to evolve and, as of the date of this Prospectus, the outcome of the conflict, the continuing sanctions or any new sanctions and the impact these will have on the Company or a Fund remain uncertain.

53. **Russian Markets and Investment in Russia Risk**

There are significant risks inherent in investing in Russia. There is no history of stability in the Russian market and no guarantee of future stability. The economic infrastructure of Russia is poor and the country maintains a high level of external and internal debt. Tax regulations are ambiguous and unclear and there is a risk of imposition of arbitrary or onerous taxes. Banks and other financial systems are not well developed or regulated and as a result tend to be untested and have low credit ratings. Bankruptcy and insolvency are a commonplace feature of the business environment. Foreign investment is affected by restrictions in terms of repatriation and convertibility of currency.

The concept of fiduciary duty on the part of a company's management is generally non-existent. Local laws and regulations may not prohibit or restrict a company's management from materially changing the company's structure without shareholder consent. Foreign investors cannot be guaranteed redress in a court of law for breach of local laws, regulations or contracts. Regulations governing securities investment may not exist or may be applied

in an arbitrary and inconsistent manner.

A Fund may invest in fixed-income securities which are listed or traded in Russia. Since the breakup of the Soviet Union in 1991, Russia has experienced and continues to experience dramatic political and social change. Russia is undergoing a rapid transition from a centrally controlled command system to a more market-oriented democratic model. A Fund may be affected unfavourably by political developments, social instability, changes in government policies, and other political and economic developments. The Russian securities markets are substantially smaller, less liquid and more volatile than the securities markets in the U.S. A few issuers represent a large percentage of market capitalisation and trading volume. Due to these factors, it may be difficult for a Fund to buy or sell some securities because of the poor liquidity. There may not be available reliable financial information that has been prepared and audited in accordance with U.S. or Western European generally accepted accounting principles and auditing standards. There is the potential for unfavourable action such as expropriation, dilution, devaluation, default or excessive taxation by the Russian government or any of its agencies or political subdivisions with respect to investments in Russia by or for the benefit of foreign entities. A Fund's investments may include investments in entities that have characteristics and business relationships common to companies outside of Russia, and as a result, outside economic forces may cause fluctuations in the value of investments held by a Fund.

It is possible that a Fund's ownership rights could be lost through fraud or negligence. Since Russian banking institutions and registrars are not guaranteed by the state, a Fund may not be able to pursue claims on behalf of the Shareholders. Furthermore, the standard of corporate governance and investor protection in Russia may not be equivalent to that provided in other jurisdictions.

Jurisdictions including the U.S., the EU, the U.K, along with the regulatory bodies of a number of countries including Japan, Australia and Canada (collectively, "**Sanctioning Bodies**"), have imposed economic sanctions on certain Russian individuals, privately/publicly owned companies and Government owned institutions. The Sanctioning Bodies could also institute broader sanctions on Russia. These sanctions, or even the threat of further sanctions, may result in the decline of the value and liquidity of Russian securities, a weakening of the ruble or other adverse consequences to the Russian economy. These sanctions could also result in the immediate freeze of Russian securities, impairing the ability of a Fund to buy, sell, receive or deliver those securities.

54. **Sector Risk**

When a Fund's investments are focused in one or more sectors of the economy, they are not as diversified as the investments of most Funds and are far less diversified than the broad securities markets. This means that focused funds tend to be more volatile than other Funds, and the values of their investments tend to go up and down more rapidly. In addition, a Fund which invests in particular sectors is particularly susceptible to the impact of market, economic, regulatory, and other factors affecting those sectors disproportionately.

55. **Segregated Liability Risk**

The Company is an umbrella investment company with segregated liability between its Funds. As a result, as a matter of Irish law, any liability attributable to a particular Fund may only be discharged out of the assets of that Fund and the assets of other Funds may not be used to satisfy the liability of that Fund. 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 Fund to discharge some or all liabilities of another Fund, for example, 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 Company, 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 Fund in satisfaction of an obligation owed in relation to another Fund in a jurisdiction which may not recognise the principle of segregation of liability between Funds.

56. **Share Currency Designation Risk**

A Class of Shares of a Fund may be designated in a currency other than the Base Currency of a Fund. Changes in the exchange rate between the Base Currency and such designated currency may lead to a depreciation of the value of such Shares as expressed in the designated currency. The investor bears the risk of any such depreciation. Where a Class of Shares is designated as being hedged, the Investment Manager shall try to mitigate such risks by using financial instruments such as those described under **Use of FDI** – *Currency Class Hedging Strategy*.

Although hedging strategies may not necessarily be used in relation to each Class of Share within a Fund, the financial instruments used to implement such strategies shall be assets/liabilities of a Fund as a whole. However, the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class of Shares of a Fund. Unless otherwise specified in the relevant Supplement, each Fund may (but is not obliged to) enter into such currency related transactions in order to hedge the currency exposure of the Classes denominated in a currency other than the Base Currency of the relevant Fund. Where the name of a Class denotes that it is specifically to be hedged, the currency exposure of that Class shall be hedged against the Base Currency of the relevant Fund (*i.e.,* in such cases whether hedging is undertaken or not shall not be at the discretion of the Investment Manager). Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes.

57. **Sovereign Debt Risk**

Where a Fund invests in sovereign debt, a government entity's willingness or ability to repay principal and interest due in a timely manner may be affected by, many factors which carry the risk of default. For example, its cash flow, the extent of its foreign reserves, the availability of sufficient FX on the date a payment is due, the relative size of the debt service burden to the economy as a whole, the government entity's policy towards the International Monetary Fund (IMF) and the political constraints to which a government entity may be subject. Government entities may also be dependent on expected disbursements from foreign governments, multilateral agencies and others abroad to reduce principal and interest arrearage on their debt. Such commitments may be conditioned on a government entity's implementation of economic reforms and/or economic performance and the timely service of such debtor's obligations. Failure to implement such reforms, achieve such levels of economic performance or repay principal or interest when due may impair such debtor's ability or willingness to service its debt on a timely basis. In the event that a government entity defaults on its sovereign debt, holders of sovereign debt, including a Fund, may be requested to participate in the rescheduling of such debt and to extend further loans to the relevant government entity. Such events may negatively impact the performance of a Fund. Non-Investment Grade (also known as "*high-yield*"), sovereign debt may carry a greater risk of default than higher-rated fixed-income securities. In addition, Non-Investment Grade securities tend to be more volatile than higher-rated fixed-income securities, so that adverse

economic events may have a greater impact on the prices of Non-Investment Grade fixed-income securities than on higher-rated fixed-income securities. Further, an issuer's ability to service its debt obligations may be adversely affected by specific issuer developments, for example, an economic recession may adversely affect an issuer's financial condition and the market value of Non-Investment Grade fixed-income securities issued by such an entity.

58. **Suspension Risk**

Investors are reminded that, in certain exceptional circumstances, their right to purchase and sell Shares may be suspended (see the **Suspension of Calculation of Net Asset Value** in the **SHARE DEALINGS** section of this Prospectus).

59. **Sustainability Data Reliance Risk**

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 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.

60. **Sustainability Policy Risk**

A Fund's investment focus on sustainability-related investment considerations could cause it to make or avoid investments that could result in a Fund underperforming similar funds that do not have a sustainability focus.

In assessing a security or issuer based on sustainability-related investment considerations, the Investment Manager may be dependent upon information and data from third party research providers, which may be incomplete, inaccurate or unavailable. It may also seek to rely on its own models which may similarly rely on information which is incomplete, inaccurate or unavailable. As a result, there is a risk that the Investment Manager may incorrectly assess a security, issuer or index. There is also a risk that the Investment Manager, or third party research providers on which the Investment Manager may depend, may not interpret or apply the relevant sustainability-related investment considerations correctly. Neither a Fund nor the Investment Manager any of their affiliates make any representation or warranty, express or implied, with respect to the fairness, correctness, accuracy, reasonableness or completeness of any such assessment.

61. **Sustainability-Related Investment Risk**

Sustainability-related investment considerations may be based on issuer disclosures or third-party information sources that are forward looking statements of intent and not necessarily fact-based or objectively measurable. This lack of uniformity and objective metrics can lead to missed opportunities or miscalculations as to the realised future impact of perceived positive and negative sustainability factors on issuer fundamentals, leading to poor investment outcomes.

Due to sustainability-related investment considerations or parameters set for a Fund, the

Investment Manager may be less inclined or unable to invest in certain issuers that provide positive financial returns. The Company, the Directors, Manager, the Investment Manager, the Sub-Investment Managers, and their respective officers, directors, employees, affiliates, and agents make no express or implied representations or warranties regarding the accuracy, completeness, effectiveness, fairness, or fitness for a particular purpose with respect to any Fund's assessments, negative screens, integration or engagement activities.

The integration of these Sustainability Characteristics and risks could have a positive or negative impact on the performance of a Fund.

62. **Sustainability Risk**

If a Sustainability Risk associated with an investment materialises, it could lead to the loss in value of an investment. Sustainability risks may be risks in their own right, or may be combined with/exacerbated by or may contribute to other risks affecting the Fund(s), including market risks and data risks.

63. **Swing Pricing Risk**

As described under **Calculation of Net Asset Value/ Valuation of Assets** in the **SHARE DEALINGS** section of this Prospectus, the Directors may, where they so determine, "swing" the Net Asset Value of a Fund in order to attempt to mitigate the potentially dilutive effects of dealing on the Net Asset Value on any Dealing Day on which there are material net subscriptions or redemptions in the Fund. The application of a swing pricing mechanism may mean that the volatility of a Fund's Net Asset Value might not reflect the true performance of the underlying portfolio performance. Typically, an adjustment for swing pricing will increase the Net Asset Value per Share when there are net inflows into a Fund and decrease the Net Asset Value per Share when there are net outflows. As this adjustment is related to the net inflows and outflows pertaining to a Fund, it is not possible to accurately predict when an adjustment for swing pricing will be necessary at any future point in time or how frequently the Company may need to make such adjustments.

64. **Target Benchmark Risk**

Where a Fund has a Target Benchmark, its performance relative to the Target Benchmark may be subject to wide variation depending on market conditions and economic cycles, and a Fund's performance could move closely in line with that of the Target Benchmark over certain periods. Even if a Fund achieves an excess return above the Target Benchmark gross of fees, if an investor is in a Share Class with fees and expenses that exceed that excess return, then the net performance of its Shares would be less than the Target Benchmark due to those fees and expenses.

65. **Taxation Risk**

Shareholders' attention is drawn to the taxation risk associated with investing in any Fund of the Company. Tax laws and regulations relating to private investment funds and their investments can be vague, contradictory, non-comprehensive and subject to varying interpretations. The Company and/or its investments may be adversely affected if relevant local tax authorities disagree with the Company's tax positions. In addition, applicable taxation laws, treaties, rules or regulations or the interpretation thereof may change, possibly with retrospective effect. Accordingly, it is possible that the Company could become subject to taxation (including by way of withholding tax) in respect of its investments and the income, profit and gains derived therefrom in a manner that is not currently anticipated. Any such change may have an adverse effect on the net asset value of the Company. Although the

Manager and the Investment Manager intend that, so far as it is within their control, the affairs of the Company will be conducted so that the Company does not become subject to corporation tax or income tax on its profits, there can be no guarantee that all of the requirements to ensure this will at all times be satisfied.

Shareholders should note that the statements on taxation which are set out herein are based on advice which has been received by the Directors regarding the law and practice in force in the relevant jurisdiction as at the date of this Prospectus and each Supplement. None of the Company, the Manager, the Investment Manager or any of their respective affiliates takes any responsibility for providing tax or other advice to any investor. The attention of Shareholders is drawn to the tax risk associated with investing in the Company. See the TAXATION section of this Prospectus.

66. **Tax Reporting and Withholding**

Certain countries have adopted tax laws which require reporting and/or withholding in certain circumstances in connection with an investor's acquisition, holding and/or disposal of an investment in the Company. Depending on the nature of the requirements, these tax laws impose (or will impose in the future) reporting and/or withholding obligations. To the extent that the Company determines to incur the costs of compliance with tax or other laws, the Directors may require that investors whose acquisition, holding or disposal triggers the compliance requirements to share pro rata the cost to the Company of doing so with other such investors. To the extent that the Company holds an investment in a jurisdiction where the law, regulation or market practice is unclear as to whether a withholding or tax return is required, the Directors shall make a judgement in good faith about the tax and accounting treatment adopted by the Company and this judgement shall be final.

67. **Umbrella Cash Account Risk**

Subscriptions monies received by a Fund in advance of the issue of Shares will be held in the Umbrella Cash Account in the name of the Company and will be treated as an asset of the relevant Fund. Monies held in the Umbrella Cash Account, including subscription monies received by a Fund in advance of the issue of Shares, do not qualify for the protections afforded by the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) Investor Money Regulations 2015 for Fund Service Providers (S.I. No 105 of 2015). Investors will be unsecured creditors of the relevant Fund with respect to the amount subscribed and held by the relevant Fund until such Shares are issued, and will not benefit from any appreciation in the NAV of the relevant Fund or any other shareholder rights (including dividend entitlement) until such time as Shares are issued. In the event of an insolvency of the relevant Fund or the Company, there is no guarantee that a Fund or the Company will have sufficient funds to pay unsecured creditors in full.

Payment by the relevant Fund of redemption proceeds and dividends is subject to receipt by the Administrator of original subscription documents and compliance with all anti-money laundering procedures. Notwithstanding this, redeeming Shareholders will cease to be Shareholders, with regard to the redeemed Shares, and will be unsecured creditors of the relevant Fund, from the relevant redemption date. Pending redemptions and distributions, including blocked redemptions or distributions, will, pending payment to the relevant Shareholder, be held in the Umbrella Cash Account in the name of the Company and/or the Manager. Redeeming Shareholders and Shareholders entitled to such distributions will be unsecured creditors of the relevant Fund, and will not benefit from any appreciation in the NAV of the relevant Fund or any other shareholder rights (including further dividend entitlement), with respect to the redemption or distribution amount held by the relevant Fund.

In the event of an insolvency of the relevant Fund or the Company, there is no guarantee that the relevant Fund or Company will have sufficient funds to pay unsecured creditors in full. Redeeming Shareholders and Shareholders entitled to distributions should ensure that any outstanding documentation and information is provided to the Administrator promptly. Failure to do so is at such Shareholder's own risk.

In the event of the insolvency of another Fund of the Company, recovery of any amounts to which the relevant Fund is entitled, but which may have transferred to such Fund as a result of the operation of the Umbrella Cash Account, will be subject to the principles of Irish trust law and the terms of the operational procedures for the Umbrella Cash Account. There may be delays in effecting and/or disputes as to the recovery of such amounts, and the insolvent Fund may have insufficient funds to repay amounts due to the relevant Fund.

68. **Uncertain Tax Treatment**

A prospective investor should be aware that the accounting standards applicable to the Company may include provisions regarding the recognition of uncertain tax positions in the accounts and these could have a material adverse effect on the periodic calculations of the net asset value of the Company, including reducing the net asset value of the Company to reflect reserves for income taxes that may have accrued or be payable in respect of prior periods by the Company. This could cause benefits or detriments to investors, depending upon the timing of their entry and exit from the Company.

69. **United Kingdom's Withdrawal from the European Union**

Following Brexit, a trade agreement was concluded between the EU and the U.K. (the "**TCA**").

Although the TCA covers many issues, such as economic partnership, free trade, law enforcement and judicial co-operation and governance, it is silent on items such as financial services equivalence. As such, there remains uncertainty as to the scope, nature and terms of the relationship between the U.K. and the EU and the effect and implications of the TCA.

The actual and potential consequences of Brexit, and the associated uncertainty, have adversely affected, and for the foreseeable future may adversely affect, economic and market conditions in the U.K., in the EU and its member states and elsewhere, and may also contribute to uncertainty and instability in global financial markets.

This uncertainty may, at any stage, adversely affect the Company and its investments and/or the Investment Manager. There may be detrimental implications for the value of a Fund's investments and/or its ability to implement its investment programme. This may be due to, among other things:

(i) increased uncertainty and volatility in U.K., EU and other financial markets;

(ii) fluctuations in asset values;

(iii) fluctuations in exchange rates;

(iv) increased illiquidity of investments located, listed or traded within the U.K., the EU or elsewhere;

(v) changes in the willingness or ability of financial and other counterparties to enter into transactions, or the price at which and terms on which they are prepared to

transact; and/or

(vi) changes in legal and regulatory regimes to which the Company, the Manager or certain of a Fund's assets and/or service providers are or become subject.

The U.K.'s vote to leave the EU has created a degree of political uncertainty, as well as uncertainty in monetary and fiscal policy, which may continue. It may have a destabilising effect on some of the remaining members of the EU, the effects of which may be felt particularly acutely by EU Member States within the Eurozone.

The withdrawal of the U.K. from the EU could have a material impact on the U.K.'s economy and its future growth, impacting adversely a Fund's investments in the U.K. It could also result in prolonged uncertainty regarding aspects of the U.K. economy and damage customers' and investors' confidence. Any of these events could have a material adverse effect on the Company.

70. **U.S. Government Securities Risk**

Although U.S. Government securities are considered to be among the safest investments, they are not guaranteed against price movements due to changing interest rates. Some obligations issued or guaranteed by U.S. Government agencies and instrumentalities, including, for example, Ginnie Mae pass-through certificates, are supported by the full faith and credit of the U.S. Treasury. Other obligations issued by or guaranteed by federal agencies, such as those securities issued by Fannie Mae, are supported by the discretionary authority of the U.S. Government to purchase certain obligations of the federal agency, while other obligations issued by or guaranteed by federal agencies, such as those of the Federal Home Loan Banks, are supported by the right of the issuer to borrow from the U.S. Treasury. While the U.S. Government provides financial support to such U.S. Government-sponsored federal agencies, no assurance can be given that the U.S. Government will always do so, since the U.S. Government is not so obligated by law.

71. **U.S. Withholding Tax Risk**

The Company (or each Fund) will be required to comply (or be deemed compliant) with extensive reporting and withholding requirements under FATCA designed to inform the U.S. Department of the Treasury of U.S.-owned foreign investment accounts. Failure to comply (or be deemed compliant) with these requirements will subject the Company (or each Fund) to U.S. withholding taxes on certain U.S. source income. Pursuant to an intergovernmental agreement between the United States and Ireland, the Company (or each Fund) may be deemed compliant, and therefore not subject to the withholding tax, if it identifies and reports U.S. Reportable Account information directly to the Irish government. Shareholders may be requested to provide additional information to the Company to enable the Company (or each Fund) to satisfy these obligations. Failure to provide requested information may subject a Shareholder to liability for any resulting U.S. withholding taxes, U.S. tax information reporting and/or mandatory redemption, transfer or other termination of the Shareholder's interest in its Shares. Detailed guidance as to the mechanics and scope of this new reporting and withholding regime is continuing to develop. There can be no assurance as to the timing or impact of any such guidance on future operations of the Company (and each Fund). The administrative cost of compliance with FATCA may cause the operating expenses of the Company (and each Fund) to increase, thereby reducing returns to investors. FATCA may also require the Company (or each Fund) to provide to the U.S. Internal Revenue Service private and confidential information relating to certain investors. See **Foreign Account Tax Compliance Act** in the **TAXATION** section of this Prospectus.

72. **Valuation Risk**

A Fund may invest a limited proportion of its assets in unquoted securities. Such investment will be valued at the probable realisation value as determined in accordance with the valuation provisions set out in this Prospectus below. Estimates of the fair value of such investments are inherently difficult to establish and are the subject of substantial uncertainty.

Each Fund may engage in FDI in which case there can be no assurance that the valuation as determined in accordance with the valuation provisions set out in this Prospectus below reflects the exact amount at which the instrument may be "*closed out*".

The prices provided by pricing services or independent dealers or the fair value determinations made by the valuation committee of the Investment Manager may be different from the prices used by other mutual funds or from the prices at which securities are actually bought and sold. The prices of certain securities provided by pricing services may be subject to frequent and significant change and will vary depending on the information that is available.

73. **Value Stock Risk**

Value stocks involve the risk that the value of the security will not be recognised for an unexpectedly long period of time or that the security is not undervalued but is appropriately priced. A Fund's focus on value investing may cause a Fund to underperform when growth investing is in favour.

MANAGEMENT OF THE COMPANY

Directors of the Company

The Directors of the Company are described below:

David M. Churchill (Chairperson, U.S. Resident)

David M. Churchill is a partner, senior advisor, vice chair of Brown Advisory Incorporated and chair of Brown Advisory Funds plc. Previously, Mr. Churchill served as Brown Advisory's chief financial officer and chief operating officer, roles he held since joining the firm in 1997. With a focus on building world-class teams and a strong organisational culture, Mr. Churchill's leadership extends into the community where he serves on several non-profit boards. Mr. Churchill earned a B.S. in Neuroscience (1987) and holds an M.B.A. in Finance (1990) from the University of Rochester.

Mary Canning (Irish Resident)

Mary 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, Ms. Canning 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, Ms. Canning 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 to Irish authorised investment funds.

Barbara Healy (Irish Resident)

Barbara Healy is a chartered accountant by profession and has over 25 years' experience in the asset management industry. Ms. Healy was Global Head of Operations for JPMorgan Hedge Fund Services incorporating the role of Executive Director and Head of Technical Solutions EMEA and Asia (2004 – 2009). During Ms. Healy's tenure, assets grew from $5bn to $100bn, positioning the firm as a top-tier service provider in the hedge fund administration market. Ms. Healy previously ran operations for Tranaut Fund Administration Ltd., (2002-2004) which was subsequently acquired by JPMorgan and, before this, was Director of Accounting for SEI Investments Europe. Ms. Healy has also worked in fund accounting positions in Banker's Trust and Chase Manhattan Bank. Since 2009, she has been serving as an independent non-executive director and chairperson to Irish and Cayman domiciled funds (UCITS and non-UCITS) and management companies. Ms. Healy holds a Bachelor of Commerce Degree (Honours) and a Post-Graduate Diploma in Professional Accounting from University College Dublin. She is a member of the Institute of Chartered Accountants in Ireland (FCA) and is also a member of the Institute of Directors in Ireland. Ms Healy attended the High Performance Boards Corporate Governance Programme at IMD, Lausanne, Switzerland, 2011.

Brett D. Rogers (U.S. Resident)

Brett D. Rogers serves as General Counsel of the Investment Manager, where he is a partner and a member of Brown Advisory's executive team responsible for legal matters, regulatory compliance, and internal audit. Before joining the Investment Manager in September 2009, he was director and global head of risk management governance in Deutsche Bank's asset management division and chief

compliance officer of the Germany Funds, a NYSE-listed group of closed-end funds. While at Deutsche he also served as deputy chief compliance officer of the DWS/Scudder group of mutual funds and chief compliance officer of Deutsche Asset Management (Japan) Limited. Mr. Rogers holds several directorships of affiliates of the Investment Manager and of charitable organisations. Mr. Rogers holds several directorships of non-profit organisations, including USA Climbing and the Baltimore Chesapeake Bay Outward Bound School. Mr. Rogers received a B.A. from Georgetown University in 1998, an MBA from the University of Maryland R.H. Smith School of Business in 2002, and a J.D. from the University of Maryland Francis King Carey School of Law in 2002.

Adrian Waters (Irish Resident)

Adrian Waters is a Fellow of the Institute of Chartered Accountants in Ireland and The Institute of Directors. He is a Chartered Director (UK Institute of Directors) and he specialises in risk management and governance. He has over 30 years of experience in the funds industry. Mr. Waters is a director of several other investment funds. From 1993 to 2001, he held various executive positions within the BISYS Group Inc., (now part of the Citi Group), including Chief Executive Officer of BISYS Fund Services (Ireland) Limited and finally as Senior Vice President – Europe for BISYS Investment Services out of London. From 1989 to 1993, he was employed by the Investment Services Group of PricewaterhouseCoopers in New York and prior to that by Oliver Freaney and Company, Chartered Accountants, in Dublin. Mr. Waters holds a Bachelor of Commerce degree and a Post-Graduate Diploma in Corporate Governance from University College Dublin, which were awarded in 1985 and 2005 respectively. Additionally, in 2013, Mr. Waters received a Master of Science degree in Risk Management from the Stern Business School at New York University.

For the purposes of this Prospectus, the address of all the Directors is the registered office of the Company.

The Manager

The Company has appointed the Manager to act as manager and distributor to the Company and each Fund with power to delegate one or more of its functions subject to the overall supervision and control of the Manager. The Manager is a private company limited by shares and was incorporated in Ireland on 11 December 2018 under registration number 639612 and is wholly owned by Brown Advisory Incorporated, a holding company incorporated in Maryland, United States, which is in turn, wholly owned by Brown Advisory Group Holdings, LLC, a holding company formed in Delaware, United States.

The Manager has been authorised by the Central Bank to act as a UCITS management company and to carry on the business of providing management and related administration services to UCITS collective investment schemes under number C187892.

The Manager is responsible for the general management and administration of the Company's affairs and for ensuring compliance with the Central Bank UCITS Regulations, including investment and reinvestment of each Fund's assets, having regard to the investment objective and policies of each Fund. However, pursuant to the Administration Agreement, the Manager has delegated certain of its administration and transfer agency functions in respect of each Fund to the Administrator. Pursuant to the Investment Management and Distribution Agreement and the Sub-Investment Management Agreements, the Manager has delegated certain investment management functions in respect of each Fund to the relevant Investment Manager. Pursuant to the Investment Management and Distribution Agreement, the Manager has delegated certain distribution functions in respect of the Company and the Funds to the Distributor.

Management Agreement

Pursuant to the Management Agreement, the Manager has agreed to act as the manager and distributor

of the Company. Details of the fees payable to the Manager are set out in the **FEES AND EXPENSES** section of this Prospectus. The Management Agreement may be terminated by either party on not less than ninety (90) days' notice in writing. The Management Agreement may be forthwith terminated by written notice given by either party to the other in certain circumstances. The Manager is indemnified by the Company from and against any and all liabilities, losses, damages, penalties, actions, judgements, suits, costs, expenses, or disbursements of any kind or nature whatsoever (other than those resulting from wilful misfeasance, bad faith, or negligence on the part of the Manager or of any delegate, servant, or agent) which may be imposed on, incurred by or asserted against the Manager in performing its obligations under the Management Agreement.

Directors of the Manager

The directors of the Company are also directors of the Manager with Mr. Churchill acting as Chairperson and Ms. Canning acting as director with responsibility for organisational effectiveness.

Remuneration Policy of the Manager

The Manager is subject to the Remuneration Policy. The Remuneration Policy complies with the Central Bank UCITS Regulations regarding remuneration and is designed to ensure that the Manager's remuneration practices, for those staff in scope of the applicable rules: (i) are consistent with and promote sound and effective risk management; (ii) do not encourage risk taking and are consistent with the risk profiles, Prospectus, and/or Constitution of the Company and its Funds; (iii) do not impair the Manager's compliance with its duty to act in the best interests of those Funds; and (iv) include fixed components of remuneration. When applying the Remuneration Policy, the Manager will comply with the Regulations in a way, and to the extent, that is appropriate to the size, internal organisation and the nature, scope and complexity of the Manager's activities.

Where the Manager delegates certain portfolio management and risk management functions in respect of a Fund, which it does to the relevant Investment Manager, it may in its discretion decide the extent to which it will delegate portfolio management and risk management and accordingly the individual delegates may be afforded differing levels of responsibilities and remuneration.

The details of the Remuneration Policy (including how remuneration and benefits are calculated and the identity of persons responsible for awarding the remuneration and benefits) are available on **<www.brownadvisory.com>** and a copy will be made available free of charge on request.

Investment Manager and Distributor

Brown Advisory, LLC acts as promoter and discretionary investment manager of the Company and has been appointed by the Manager to provide certain investment related services to the Company. The Investment Manager was organised in Maryland in 1991. The Investment Manager is a wholly owned subsidiary of Brown Advisory Management, LLC, a limited liability company incorporated under the laws of Maryland. The Investment Manager and its affiliates have provided investment advisory and management services to clients for over twenty (20) years. The Investment Manager is authorised and regulated by the U.S. Securities and Exchange Commission. Neither the Investment Manager nor Brown Advisory Management, LLC is an affiliate of the Depositary or the Administrator.

The Investment Management and Distribution Agreement provides that the appointment of the Investment Manager will continue until terminated by either party giving the other not less than ninety (90) days' written notice although in certain circumstances the appointment may be terminated forthwith by notice in writing by either party to the other. The Investment Management Agreement contains certain indemnities in favour of the Investment Manager which are restricted to exclude matters arising by reason of the wilful misfeasance, bad faith or negligence of the Investment Manager in the performance of its obligations and duties.

The Manager may delegate certain distribution functions for certain jurisdictions to the Distributor. Brown Advisory, LLC has been appointed as a non-exclusive distributor of Shares in the Company with power to appoint sub-distributors pursuant to the Investment Management and Distribution Agreement.

Sub-Investment Managers

The Investment Manager may delegate certain investment management or advisory functions to Sub-Investment Managers and/or advisers and details of such entities, where appointed, will be set out in the relevant Supplement for the relevant Fund and provided to Shareholders on request and will be published in the periodic reports.

References to the Investment Manager in this Prospectus shall be interpreted to mean the relevant Sub-Investment Manager(s), as appropriate.

Depositary

Brown Brothers Harriman Trustee Services (Ireland) Limited has been appointed to act as depositary of all of the assets of the Company subject to the overall supervision of the Directors and subject to the terms and conditions of the Depositary Agreement.

The Depositary is a limited liability company incorporated in Ireland on 29th March 1995. The Depositary is a subsidiary of Brown Brothers Harriman & Co. and has shareholder equity in excess of US$ 1,500,000.

The main activity of the Depositary is to act as depositary and trustee of the assets of collective investment schemes.

The Depositary will carry out the instructions of the Company unless they conflict with the Regulations or the Constitution. The Depositary also is obliged to enquire into the conduct of the Company in each financial year and report thereon to the Shareholders.

The Depositary is responsible for the safe-keeping of all the assets of the Company. The key duties of the Depositary are to perform on behalf of the Company the depositary duties referred to in Regulations and the Delegated Regulations essentially consisting of:

a) monitoring and verifying the Company's cash flows;

b) safekeeping of the assets of the Company, including *inter alia* verification of ownership;

c) ensuring that the issue, redemption, cancellation and valuation of Shares are carried out in accordance with the Constitution and applicable law, rules and regulations;

d) ensuring that in transactions involving assets of the Company any consideration is remitted to the Company within the usual time limits;

e) ensuring that the Company's income is applied in accordance with the Constitution, applicable law, rules and regulations; and

f) carrying out instructions from the Investment Manager unless they conflict with the Constitution or applicable law, rules and regulations.

The Depositary may, however, appoint any person or persons to be the sub-custodian of the assets of the Company. The liability of the Depositary shall not be affected by the fact that it has entrusted to a third party some or all of the assets in its safekeeping. The Central Bank considers that in order for the Depositary to discharge its responsibility, the Depositary must: (1) exercise all skill, care and diligence

in selecting and appointing a third party as a sub-custodian so as to ensure that the sub-custodian has and maintains the expertise, competence and standing appropriate to discharge the responsibilities concerned; (2) exercise all skill, care and diligence in review and monitoring of and supervision over the sub-custodian; (3) make appropriate enquiries from time to time to confirm that the obligations of the sub-custodian continue to be competently discharged; and (4) provide, on request, details of the criteria used to select sub-custodians and steps taken to monitor their activities. The Depositary has delegated certain responsibilities to the sub-custodians set forth in the global custody network listing.

The Depositary has delegated safekeeping duties to BBH & Co. with its principal place of business at 140 Broadway, New York, NY 10005, whom it has appointed as its global subcustodian. BBH & Co. has further appointed the entities as its local subcustodians in the specified markets as further set out on the Depositary's website **https://www.bbh.com/us/en/policies-and-disclosures/product-and-service-disclosures/depositary-and-trustee-disclosures/ireland-subcustodian-list.html**.

The list includes multiple subcustodians / correspondents in certain markets. Confirmation of which subcustodian / correspondent is holding assets in each of those markets with respect to a client is available upon request. The list does not include prime brokers, third party collateral agents or other third parties who may be appointed from time to time as a delegate pursuant to the request of one or more clients (subject to BBH's approval). Confirmations of such appointments are also available upon request.

The Depositary Agreement contains provisions governing the responsibilities of the Depositary and provides that, in the absence of its negligent or intentional failure to perform its obligations or its improper performance of them, the Depositary shall be indemnified out of the assets of the Company. The indemnity may be extended to third parties including sub-custodians.

The Depositary Agreement specifies the conditions to be followed with respect to the replacement of the Depositary with another depositary and contains provisions to ensure the protection of Shareholders in the event of any such replacement.

The Depositary Agreement provides that the appointment of the Depositary will continue until terminated by either party giving to the other not less than ninety (90) consecutive calendar days' written notice although in certain circumstances the appointment may be terminated forthwith by notice in writing by either party to the other. If no successor is appointed at the end of the notice period, the Company shall at the request of the Depositary serve notice on all Shareholders of its intention to redeem all Shares then issued on the date specified in such notice and shall procure that following the redemption of such Shares, the Company will be wound up *provided* that the Depositary Agreement will remain in effect until the appointment of a successor depositary or the revocation of the Company's authorisation by the Central Bank and the Company has been wound up.

The information in this section will be kept up to date and is available to Shareholders upon request.

Administrator

Brown Brothers Harriman Fund Administration Services (Ireland) Limited has been appointed by the Manager as administrator of the Company and each Fund with responsibility for performing the day-to-day administration of the Company and each Fund and providing related fund accounting services (including the calculation of the Net Asset Value and the Net Asset Value per Share) pursuant to an administration agreement (summarised under **Material Contracts** below). The Administrator was incorporated as a limited liability company in Ireland on 29th March 1995 and is a wholly-owned subsidiary of BBH & Co.

The administration duties and functions of the Administrator will include, inter alia, the calculation and publication of the Net Asset Value, the provision of facilities for the confirmation and registration of

Shares, the keeping of all relevant records and accounts of the Company and assisting with compliance by the Company with the reporting requirement of the Central Bank.

The Administrator will also act as registrar of the Company.

The Administration Agreement provides that the appointment of the Administrator will continue until terminated by a party giving the other not less than ninety (90) days' written notice although in certain circumstances the appointment may be terminated forthwith by notice in writing by a party to the others. The Administration Agreement contains certain indemnities in favour of the Administrator which are restricted to exclude matters arising by reason of wilful malfeasance, bad faith or negligence of the Administrator in the performance of such obligations and duties.

Paying Agents

The Directors or their duly appointed representative (including the Manager) may appoint a Paying Agent in respect of the Company or any Fund. If required under local regulations to subscribe / redeem via an intermediary entity rather than directly to the Administrator, a Shareholder bears a credit risk against the intermediary entity with respect to: (i) subscription payments prior to the transmission of such payment to the Depositary for the account of a Fund; and (ii) redemption payments by such intermediary entity to the Shareholder. The fees of such paying agents and local representatives will be borne by the Company.

Portfolio Transactions and Conflicts of Interest

Subject to the provisions of this section, the Company, the Manager, the Investment Manager, the Administrator, the Depositary, Directors, any Shareholder and any of their respective subsidiaries, affiliates, associates, agents or delegates as applicable (each a Connected Person) may contract or enter into any financial, banking or other transaction with one another or with the Company. This includes, without limitation, investment by the Company in securities of any Connected Person or investment by any Connected Persons in any company or bodies any of whose investments form part of the assets comprised in any Fund or be interested in any such contract or transactions. In addition, any Connected Person may invest in and deal in Shares relating to any Fund, or any property of the kind included in the property of any Fund for their respective individual accounts or for the account of someone else.

Any cash of the Company may be deposited, subject to the provisions of the Central Bank Acts, 1942 to 2014, of Ireland with any Connected Person or invested in certificates of deposit or banking instruments issued by any Connected Person. Banking and similar transactions may also be undertaken with or through a Connected Person.

Any Connected Person may also deal as agent or principal in the sale or purchase of securities and other investments (including FX and stocklending transactions) to or from the relevant Fund. There will be no obligation on the part of any Connected Person to account to the relevant Fund or to Shareholders of that Fund for any benefits so arising, and any such benefits may be retained by the relevant party, *provided* that such transactions are carried out as if effected on normal commercial terms negotiated at arm's length, are consistent with the best interests of the Shareholders of that Fund and:

a) a certified valuation of such transaction by a person approved by the Depositary (or in the case of any such transaction entered into by the Depositary, the Directors) as independent and competent has been obtained; or

b) such transaction has been executed on best terms reasonably available on an organised investment exchange under its rules; or

where (a) and (b) are not reasonably practicable, such transaction has been executed on terms which the Depositary is (or in the case of any such transaction entered into by the Depositary, the Directors are) satisfied conform with the principle that such transactions be carried out as if effected on normal commercial terms negotiated at arm's length.

The Manager may also, in the course of its business, have potential conflicts of interest with the Company in circumstances other than those referred to above. The Manager will, however, have regard in such event to its obligations under the Management Agreement and, in particular, to its obligations to act in the best interests of the Company so far as practicable, having regard to its obligations to other clients when undertaking any investments where conflicts of interest may arise and will ensure that such conflicts are resolved fairly as between the Company, the relevant Funds and other clients. The Manager will ensure that investment opportunities are allocated on a fair and equitable basis between the Company and their other clients. In the event that a conflict of interest does arise the directors of the Manager will endeavour to ensure that such conflicts are resolved fairly.

As the fees of the Manager are based on the Net Asset Value of a Fund, if the Net Asset Value of a Fund increases so to do the fees payable to the Manager and accordingly there is a conflict of interest for the Manager in cases where the Manager is responsible for determining the valuation price of a Fund's investments.

From time-to-time conflicts may arise between the Depositary and the delegates, for example where an appointed delegate is an affiliated group company which receives remuneration for another custodial service it provides to the Company. In the event of any potential conflict of interest which may arise during the normal course of business, the Depositary will have regard to the applicable laws.

Soft Commissions

It is the Investment Manager's policy to seek to obtain best execution on all client transactions over which the Investment Manager exercises discretion. However, under certain circumstances, consistent with applicable law and regulation, the Investment Manager may select broker-dealers that furnish the Investment Manager with proprietary and third-party brokerage and research services in connection with commissions paid on transactions it places for client accounts (including for the Funds). The Investment Manager has entered into client commission arrangements with a number of broker-dealers that it selects to execute client transactions from time to time. These client commission arrangements provide for the broker-dealers to pay a portion of the commissions paid by eligible client accounts for securities transactions to providers of certain research services designated by the Investment Manager. Although the broker-dealers involved in these soft commission arrangements do not necessarily charge the lowest brokerage commissions, the Investment Manager will nonetheless enter into such arrangements where the broker-dealers have agreed to provide best execution and/or the value of the research and other services exceeds any incremental commission costs. Details of any such soft commission arrangements will be disclosed in the period reports of the relevant Fund.

The Investment Manager intends to enter into soft commission arrangements in accordance with all applicable law and industry standards when it is of the view that the arrangements enhance the quality of the provision of the investment services to the Company. While such arrangements are designed to be for the benefit of its clients, not all soft commission arrangements will benefit all clients at all times.

In selecting brokers or dealers to execute transactions and negotiating their commission rates, a Fund is expected to consider one or more of such factors as price, execution capabilities, reputation, reliability, financial resources, the quality of research products and services and the value and expected contribution of such services to the performance of a Fund. It is not possible to place a dollar value on information and services received from brokers and dealers, as they only supplement the research efforts of a Fund. If a Fund determines in good faith that the amount of the commissions charged by a

broker or dealer is reasonable in relation to the value of the research products or services provided by such broker or dealer, a Fund may pay commissions to such broker or dealer in an amount greater than the amount another broker or dealer might charge.

SHARE CLASS INFORMATION

In addition to any Share Classes set out in the relevant Supplement, the following Share Classes may be offered by the Company for subscription in each Fund.

Class A Shares

Class A Shares are offered to all investors but primarily to retail investors.

Class B Shares

Class B Shares are offered to all investors but are primarily offered to: (i) institutional investors investing on their own account (which includes, in respect of investors incorporated in the EEA or the United Kingdom, Eligible Counterparties and Professional Investors, pursuant to MiFID II); (ii) distribution agents providing independent advice (*e.g.*, independent financial investment advisors) or portfolio management services (*e.g.*, discretionary investment managers); and (iii) distribution agents purchasing Class B Shares on behalf of their clients where either an arrangement with their client or applicable law prohibits such distribution agents from receiving any payment from a third-party. Purchases of Class B Shares are not subject to an initial sales charge or any servicing charge. With respect to distribution within the EEA or the United Kingdom, no portion of the fees charged for Class B Shares is paid to dealers or distribution agents, except maintenance, intermediation and/or administration fees (where legally permissible).

Class C Shares

Class C Shares are only available to early investors in a Fund. In order to incentivise early investment in a Fund, institutional investors providing initial investment will receive Class C shares with a discounted annual management fee as set out in the **FEES AND EXPENSES** section of this Prospectus. In exceptional circumstances, the Directors in their sole discretion may determine to open Class C Shares to subscriptions from new investors generally or in a particular case, where considered in the best interests of a Fund.

Class D Shares

Class D Shares are offered to all investors but primarily intended for institutional investors that are able to meet the higher minimum investment and minimum shareholding requirements of Class D Shares.

Class J Shares

Class J Shares are only offered to distribution agents purchasing Class J Shares on behalf of their clients where either an arrangement with their client or applicable law prohibits such distribution agents in the markets where the Shares are offered from receiving any payment from a third-party. Purchases of Class J Shares are not subject to an initial sales charge or any servicing charge.

Class M Shares

Class M Shares will only be available for subscription by institutional investors who have entered into separate fee agreements with the Investment Manager or its affiliates.

Class P Shares

Class P Shares are offered to all investors but primarily to retail investors.

Class SI Shares

Class SI Shares are offered to all investors but primarily intended for institutional investors that are able to meet the higher minimum investment and minimum shareholding requirements of Class SI Shares.

Class Z Shares

Class Z Shares are offered to all investors but are primarily intended for institutional investors that are able to meet the higher minimum investment and minimum shareholding requirements of Class Z Shares.

Unless otherwise stated in the relevant Supplement, the applicable Minimum Shareholding, Minimum Initial Investment Amount and Minimum Additional Investment Amount for each Class is as set out below:

Class	**Minimum Shareholding***	**Minimum Initial Investment Amount***	**Minimum Additional Investment Amount***
Sterling Class A Shares	£5,000	£5,000	£5,000
Euro Class A Shares	€5,000	€5,000	€5,000
Dollar Class A Shares	$5,000	$5,000	$5,000
Swiss Franc Class A Shares	CHF50,000	CHF50,000	CHF5,000
Singapore Dollar Class A Shares	S$5,000	S$5,000	N/A
Sterling Class B Shares	£5,000,000	£10,000,000	£2,500,000
Euro Class B Shares	€5,000,000	€10,000,000	€2,500,000
Dollar Class B Shares	$5,000,000	$10,000,000	$2,500,000
Swiss Franc Class B Shares	CHF5,000,000	CHF10,000,000	CHF2,500,000
Singapore Dollar Class B Shares	S$5,000,000	S$5,000,000	N/A
Sterling Class C Shares	£5,000,000	£40,000,000	£2,500,000
Dollar Class C Shares	$5,000,000	$40,000,000	$2,500,000
Euro Class C Shares	€5,000,000	€40,000,000	€2,500,000
Swedish Krona Class C Shares	kr5,000,000	kr40,000,000	kr2,500,000
Dollar Class D Shares	$20,000,000	$20,000,000	N/A
Euro Class J Shares	€1,000,000	€1,000,000	€1,000,000
Dollar Class J Shares	$1,000,000	$1,000,000	$1,000,000
Sterling Class M Shares	£20,000,000	£40,000,000	£2,500,000
Dollar Class M Shares	$20,000,000	$40,000,000	$2,500,000
Euro Class M Shares	€20,000,000	€20,000,000	$2.500,000

Class	Minimum Shareholding*	Minimum Initial Investment Amount*	Minimum Additional Investment Amount*
Euro Class P Shares	€1,000	€1,000	€1,000
Dollar Class P Shares	$1,000	$1,000	$1,000
Sterling Class SI Shares	£100,000,000	£100,000,000	N/A
Euro Class SI Shares	€100,000,000	€100,000,000	N/A
Dollar Class SI Shares	$100,000,000	$100,000,000	N/A
Swiss Franc Class SI Shares	CHF100,000,000	CHF100,000,000	N/A
Australian Dollar Class SI Shares	A$150,000,000	A$150,000,000	N/A
Dollar Class Z Shares	$300,000,000	$300,000,000	N/A
Euro Class Z Shares	€300,000,000	€300,000,000	N/A
Sterling Class Z Shares	£300,000,000	£300,000,000	N/A
Swiss Franc Class Z Shares	CHF300,000,000	CHF300,000,000	N/A

** (subject to the discretion of the Directors in each case to allow lesser amounts)*

Unless otherwise stated in this Prospectus, the same terms and conditions apply to the different types of Shares *i.e.,* accumulating ("**Acc**"), distributing ("**Dis**"), enhanced income ("**Enhanced Income**"), hedged ("**H**"), unhedged, or portfolio-hedged ("**PH**"). The difference in the various Share Classes relates to the hedging and/or the dividend policy and/or the fee structure applicable to each of them. Shares can be enhanced income, distributing or accumulating, and hedged or unhedged.

Accumulating Classes

Accumulating Classes are Classes of Shares in which the Directors intend to accumulate and to automatically reinvest all earnings, dividends and other distributions of whatever kind pursuant to the investment objective and policies of the relevant Fund for the benefit of Shareholders and which may be identified by "**Acc**" in their title. The price of accumulating Classes shall rise by the net income earned per accumulating Class.

Distributing Classes

Distributing Classes are Classes of Shares in which the Directors intend to declare a dividend in respect of the Shares and which may be identified by "**Dis**" in their title.

Enhanced Income Classes

Enhanced Income Classes are Classes of Shares in respect of which the Directors intend to declare a dividend and which may be identified by "**Enhanced Income**" in their title. Shareholders should note that dividends may be paid out of capital, therefore capital may be eroded; distribution is achieved by forgoing the potential for future capital growth and this cycle may continue until all capital is depleted.

Under the Constitution, dividends may be paid out of the profits, being: (i) the accumulated revenue (consisting of all revenue accrued including interest and dividends) less expenses; and/or (ii) realised and unrealised capital gains on the disposal/valuation of investments and other funds less realised and

unrealised accumulated capital losses of the relevant Fund; or (iii) out of capital.

Dividends are paid out of capital to allow the provision of income to Shareholders of the Enhanced Income Share Classes, in the event of insufficient income being in the relevant Fund for a particular period.

The Directors reserve the right to increase or decrease the frequency of dividend payments, if any, at their discretion for the Enhanced Income Share Classes. In the event of a change of policy, full details will be disclosed in an updated Supplement and Shareholders will be notified in advance.

Hedged Share Classes

A Hedged Share Class means a Class which is not denominated in the Base Currency of a Fund to which a currency hedging strategy is applied and which may be identified by "**H**" in their title.

Portfolio-Hedged Share Classes

A Portfolio look through hedged share class means a class that has its underlying portfolio hedged back to the class currency and which may be identified by "**PH**" in their title. The Investment Manager or Sub-Investment Manager (as the case may be) expects that Portfolio-Hedged Share Classes will be 50% to 100% hedged against the denominated currency of the underlying assets at any one time, depending on the currency of such underlying assets, relative to the currency of the relevant Portfolio-Hedged Share Classes.

Reporting Fund Status

Unless otherwise set out in the relevant Supplement, the Directors intend to operate a distribution policy to enable each relevant Class to qualify as a reporting fund for the purposes of U.K. taxation and any dividend declared or paid will be declared on or about 31 October and paid on or about 14 November in each year.

Changes to Distribution Policy

The relevant Fund may change its distribution policy for a Share Class from accumulating to distributing. In that case, full details will be provided in an updated Supplement for the relevant Fund and Shareholders of the relevant Fund will be notified in advance.

SHARE DEALINGS

Subscription for Shares

Purchases of Shares

Under the Constitution, the Directors are given authority to effect the issue of Shares and to create new Classes of Shares (in accordance with the requirements of the Central Bank) and have absolute discretion to accept or reject in whole or in part any application for Shares.

Issuances of Shares will normally 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 Fund are specified in the relevant Supplement. Applications for the issue of Shares should be submitted in writing or by facsimile to the Company care of the Administrator *provided* that an original Application Form (and supporting documentation in relation to anti-money laundering checks) shall be submitted in the case of an initial application for Shares.

Applications received after the Dealing Deadline for the relevant Dealing Day shall, unless the Directors shall otherwise agree and provided they are received before the Valuation Point for the relevant Dealing Day, be deemed to have been received by the next Dealing Deadline. Applications will be irrevocable unless the Directors, or a delegate, otherwise agree. If requested, the Directors may, in their absolute discretion and subject to the prior approval of the Depositary, agree to designate additional and/or substitute Dealing Days (provided there is at least one (1) per fortnight) and Valuation Points for the purchase of Shares relating to any Fund which will be open to all Shareholders and which will be notified in advance to all Shareholders.

Unless otherwise stated in the relevant Supplement, the Minimum Initial Investment Amount for Shares of each Class that may be subscribed for by each investor on initial application, the Minimum Shareholding and the Minimum Additional Investment Amount of Shares of each Class are set out above in the **SHARE CLASS INFORMATION** section of this Prospectus.

Fractions of Shares up to four (4) decimal places may be issued. Subscription monies representing smaller fractions of Shares will not be returned to the applicant but will be retained as part of the assets of the relevant Fund.

The Application Form contains certain conditions regarding the application procedure for Shares in the Company and certain indemnities in favour of the Manager, the Company, the relevant Fund, the Administrator, the Depositary, and the other Shareholders for any loss suffered by them as a result of certain applicants acquiring or holding Shares.

The Directors have the discretion to accept or reject applications. If an application is rejected, the Administrator at the risk of the applicant may return application monies or the balance thereof by electronic transfer to the account from which it was paid within two Business Days of the rejection, at the cost and risk of the applicant.

Issue Price

During the Initial Offer Period for each Fund, the Issue Price for Shares in the relevant Fund shall be the Initial Issue Price set out in the Supplement for the relevant Fund.

The Issue Price at which Shares of any Fund will be issued on a Dealing Day after the Initial Offer

Period is calculated by ascertaining the Net Asset Value per Share of the relevant Class on the relevant Dealing Day subject to any anti-dilution adjustment as set out under "Swing Pricing" below.

A Preliminary Charge of up to 5% of the Issue Price may be charged by the Company for payment to the Investment Manager on the issue of Shares or to a Distributor, a bank, or other financial intermediaries. Further details of any Preliminary Charge will be set out in the relevant Supplement.

The Preliminary Charge may vary and therefore be less than (but never more than) the amount specified in the relevant Supplement, depending on the country in which Shares are offered, the Distributor, bank, or other financial intermediaries through whom the Shares are purchased, and/or the amount of Shares purchased and/or held.

Payment for Shares

In accordance with the Constitution, the Company has established an Umbrella Cash Account in the name of the Company, through which subscription and redemption proceeds for the Funds will be channelled. The Company will ensure that at all times the records of this account identify the cash as belonging to the individual Funds of the Company.

Payment in respect of the issue of Shares must be made by the relevant Settlement Date by electronic transfer in cleared funds in the currency of denomination of the relevant Class. Shareholders should note that fees may be charged by clearing banks and these will be deducted from the subscription monies received and accordingly should ensure the full price of the Shares must be received. Shareholders should note that delays in clearing subscription monies will result in subscriptions being placed on the Dealing Day next following receipt of cleared funds (net of charges). The Administrator may, at its discretion, accept payment in other currencies, but such payments will be converted into the currency of denomination of the relevant Class at the then prevailing exchange rate available to the Administrator and only the net proceeds (after deducting the conversion expenses) will be applied towards payment of the subscription moneys. This may result in a delay in processing the application.

If payment in full has not been received by the Settlement Date, or in the event of non-clearance of funds, such application may, at the discretion of the Directors, be cancelled, or, alternatively, the Directors may treat the application as an application for such number of Shares as may be purchased with such payment on the Dealing Day next following receipt of cleared funds. In such cases the Company may charge the applicant for any resulting bank charges or market losses incurred by the relevant Fund.

The Company reserves the right to reverse any allotment of Shares in the event of a failure by the Shareholder to settle the subscription monies by the Settlement Date. In such circumstances, the Company shall compulsorily redeem any Shares issued and the Shareholder shall be liable for any loss suffered by the Company 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.

The Company has segregated liability between its Funds and accordingly in the event of the insolvency of a Fund, only Shareholders of that Fund will be affected.

In Specie Issues

The Directors may in their absolute discretion, *provided* that they are satisfied that no material prejudice would result to any existing Shareholder and subject to the provisions of the Companies Act, allot Shares in any Fund against the vesting in the Depositary on behalf of the relevant Fund of investments, the nature of which would qualify as suitable investments of the relevant Fund in accordance with the

investment objectives, policies and restrictions of the relevant Fund. The number of Shares to be issued in this way shall be the number which would, on the day the investments are vested in the Depositary on behalf of the relevant Fund, have been issued for cash (together with the relevant Preliminary Charge) against the payment of a sum equal to the value of the investments. The value of the investments to be vested shall be calculated by applying the valuation methods described below under **Calculation of Net Asset Value / Valuation of Assets** in the **SHARE DEALINGS** section of this Prospectus. The Directors, in valuing any such investments, may provide that the whole of or any part of any duties and charges arising in connection with the vesting of the investments in the Depositary on behalf of the relevant Fund shall be paid out of the assets of the relevant Fund or by the investor to whom the Shares are to be issued or partly by the relevant Fund and partly by such investor.

Anti-Money Laundering Procedures

Verification of Identity

Measures aimed at the prevention of money laundering will require an applicant to provide verification of identity, and where applicable source of funds and/or source of wealth, to the Administrator. Where applicable, the Administrator, working in conjunction with the MLRO, will notify applicants if additional proof of identity is required. By way of example, an individual may be required to produce a certified copy of a passport or identification card together with evidence of the applicant's address, such as a utility bill or bank statement. In the case of corporate applicants, this may require, for example, the production of a certified copy of the certificate of incorporation (and any change of name), by-laws, memorandum and articles of association (or equivalent), and the names and addresses of all directors and beneficial owners.

Shareholders may be required to provide additional or updated identification documents and/or other information from time to time pursuant to the Company's ongoing client due diligence requirements relevant to anti-money laundering legislation.

Attention is also drawn to additional requirements relating to the verification of identity with respect to beneficial ownership disclosure obligations as set out under **GENERAL INFORMATION – Anti-Money Laundering and Counter Terrorist Financing Measures**.

Right to Reject Applications for Anti-Money Laundering purposes

In the event of delay or failure by an investor or applicant to produce all relevant information required for verification purposes/anti-money laundering and counter-terrorism compliance, the Administrator or the Directors (on behalf of the Company) may each (i) in the case of potential/new investors, refuse to accept the application and subscription monies and return all subscription monies or (ii) in the case of Shareholders, refuse to accept the application and subscription monies, return all subscription monies and compulsorily redeem such Shareholder's Shares and/or payment of redemption proceeds may be delayed (no redemption proceeds will be paid if the Shareholder fails to produce such information).

None of the Company, the Directors or the Administrator shall be liable to the investor or Shareholder where an application for Shares is not processed or Shares are compulsorily redeemed or payment of redemption proceeds is delayed in such circumstances. If an application is rejected, the Administrator will return application monies or the balance thereof by telegraphic transfer in accordance with any applicable laws to the account from which it was paid at the cost and risk of the applicant. The Administrator will be obliged to refuse to pay or delay payment of redemption proceeds where the requisite information for verification purposes has not been produced by a Shareholder.

Termination of Relationship

Where a Shareholder does not provide completed AML documentation within a reasonable period of

time in the case of a Shareholder after subscription, the Directors may terminate the relationship with such Shareholder and redeem the Shareholder's Shares.

Where such failure to provide AML documentation is associated with a suspicion of money-laundering, the Directors will not be able to return said monies to the relevant former Shareholder until such time as the money laundering concerns are addressed.

Data Protection Notice

In the course of its business, the Company, the Manager, and/or any of their delegates collects, records, stores, adapts, transfers and otherwise processes information by which prospective investors may be directly or indirectly identified ("**Personal Data**"). The Company, the Manager, and/or any of their delegates is a "**data controller**", within the meaning of Data Protection Legislation, and undertakes to hold any personal information provided by investors in confidence and in accordance with Data Protection Legislation.

The Company, the Manager, and/or any of their delegates may process an investor's data for any one or more of the following purposes and legal bases:

- operating the Funds, including managing and administering an investor's holding in the relevant Fund and any related accounts on an on-going basis (*i.e.*, for the performance of the Company's contract with the investor);

- to comply with any applicable legal, tax or regulatory obligations, including legal obligations under company law, anti-money laundering legislation and financial services regulations;

- for any other legitimate business interests of the Company or a third party to whom the data is disclosed, where such interests are not overridden by the interests of a data subject, including for statistical analysis and market research purposes; or

- for any other specific purposes where investors have given their specific consent. Where processing of Personal Data is based on consent, the investors will have the right to withdraw it at any time.

The Company, the Manager, and/or any of their delegates may disclose or transfer Personal Data, whether in Ireland or elsewhere (including companies situated in countries outside of the EEA), to third parties, including financial advisers, regulatory bodies, taxation authorities, auditors, technology providers or the Company's delegates and its or their duly appointed agents and any of their respective related, associated or affiliated companies for the purposes specified above.

The Company will not keep Personal Data for longer than is necessary for the purpose(s) for which it was collected. In determining appropriate retention periods, the Company shall have regard to the Statute of Limitations Act 1957, as amended, and any statutory obligations to retain information, including anti-money laundering, revenue and tax legislation. The Company will take all reasonable steps to destroy or erase the data from its systems when they are no longer required.

Where specific processing is based on an investor's consent, that investor has the right to withdraw it at any time. Investors have the right to request access to their Personal Data kept by the Company; and the right to rectification or erasure of their data; to restrict or object to processing of their data, and to data portability.

The Company, the Manager, and/or any of their delegates will not transfer Personal Data to a country outside of the EEA or the United Kingdom unless that country ensures an adequate level of data protection or appropriate safeguards are in place. The European Commission prepares a list of

countries that are deemed to provide an adequate level of data protection which, currently, includes Andorra, Argentina, Canada (commercial organisations), Faroe Islands, Guernsey, Israel, Isle of Man, Japan, Jersey, New Zealand, Republic of Korea, Switzerland, the United Kingdom, and Uruguay. Further countries may be added to this list by the European Commission at any time. If a third country does not provide an adequate level of data protection, then the Company, the Manager, and/or any of their delegates will rely on the "*Model Clauses*" (which are standardised contractual clauses, approved by the European Commission) or Binding Corporate Rules or one of the other alternative measures provided for in Data Protection Legislation.

Where processing is carried out on behalf of the Company, the Company shall engage a *"data processor"*, within the meaning of Data Protection Legislation, who provides sufficient guarantees to implement appropriate technical and organisational security measures in such a manner that processing meets the requirements of Data Protection Legislation and ensures the protection of the rights of investors. The Company will enter into a written contract with the data processor which will set out the data processor's specific mandatory obligations laid down in Data Protection Legislation, including to only process Personal Data on documented instructions from the Company.

As part of the Company's business and ongoing monitoring, the Company (or the Manager and/or its delegates on behalf of the Company) may from time to time carry out automated decision-making in relation to investors, including profiling of investors, and this may result in an investor being identified to the Revenue Commissioners and law enforcement authorities, and the Company terminating its relationship with the investor.

Investors are required to provide their Personal Data for statutory and contractual purposes. Failure to provide the required data will result in the Company being unable to permit the investor's investment in the Funds and this may result in the Company terminating its relationship with the investor. Investors have a right to lodge a complaint with the Data Protection Commission if they are unhappy with how the Company is handling their data.

Limitations on Purchases

Shares may not be issued or sold by the Company during any period when the calculation of the Net Asset Value of the relevant Fund is suspended in the manner described under **Suspension of Calculation of Net Asset Value** in the **SHARE DEALINGS** section of this Prospectus below. Applicants for Shares will be notified of such postponement and, unless withdrawn, their applications will be considered as at the next Dealing Day following the ending of such suspension.

Shares may not be directly or indirectly offered or sold in the United States or purchased or held by or for U.S. Persons (unless permitted under certain exceptions under the laws of the United States).

Point of Sale Disclosure

MiFID II requires certain distribution agents appointed by the Distributor to disclose to Shareholders and potential Shareholders on an ex-ante and ex-post basis a reasonable estimation of all costs and charges related to an investment in a Class of Shares of a Fund (*e.g.*, management fees, custodian fees, exit and entry charges, research charges, *etc.*). The Distributor intends to provide such distribution agents with the requisite information for such agents to comply with their point of sale obligations under MiFID II.

Repurchase of Shares

Repurchases of Shares

Requests for the repurchase of Shares should be made to the Company, care of the Administrator, in

writing, or by facsimile and must quote the relevant account number, the relevant Fund(s) and Class of Shares and any other information which the Administrator reasonably requires, and be signed by or on behalf of the Shareholder before payment of repurchase proceeds can be made. Repurchase requests will be irrevocable.

Repurchase requests received by fax will only be processed *provided* that the Shareholder name and account number, and the address and/or fax number to which the contract note is to be sent corresponds to that listed as the Shareholder of record registered with the Administrator. Should the Shareholder designate that the contract note be sent to the name and/or address which differs from that registered with the Administrator, written confirmation of this change must be submitted by the Shareholder and received by the Administrator before the order will be processed.

Requests received on or prior to the relevant Dealing Deadline will, subject as mentioned in this section and in the relevant Supplement, normally be dealt with on the relevant Dealing Day. Repurchase requests received after the Dealing Deadline shall, unless the Directors shall otherwise agree and provided they are received before the relevant Valuation Point, be treated as having been received by the following Dealing Deadline.

In no event shall repurchase proceeds be paid until the original Application Form and repurchase request have been received from the investor and all of the necessary anti-money laundering checks including the required tax declarations have been completed.

A repurchase request will not be capable of withdrawal. If requested, the Directors may, in their absolute discretion and subject to the prior approval of the Depositary, agree to designate additional and/or substitute Dealing Days and Valuation Points for the repurchase of Shares relating to any Fund which will be open to all Shareholders and which will be notified in advance to all Shareholders.

The Directors may decline to effect a repurchase request which would have the effect of reducing the value of any holding of Shares relating to any Fund below the Minimum Shareholding for that Class of Shares of that Fund. Any repurchase request having such an effect may be treated by the Company as a request to repurchase the Shareholder's entire holding of that Class of Shares. The foregoing shall not prevent a repurchase of the whole of a holding of Shares of any Class less than the Minimum Shareholding.

The Administrator will not accept repurchase requests until all the necessary information is obtained.

Repurchase Price

The price at which Shares will be repurchased on a Dealing Day is calculated by ascertaining the Net Asset Value per Share of the relevant Class on the relevant Dealing Day subject to any anti-dilution adjustment as set out under "Swing Pricing" below.

A Repurchase Charge of up to 2% of the repurchase price may be charged by the Company on the repurchase of Shares. Further details of this Repurchase Charge will be set out in the relevant Supplement.

When a repurchase request has been submitted by an investor who is or is deemed to be an Irish Taxable Person or is acting on behalf of an Irish Taxable Person, the Company shall deduct from the repurchase proceeds an amount which is equal to the tax payable by the Company to the Revenue Commissioners in respect of the relevant transaction.

Payment of Repurchase Proceeds

The amount due on repurchase of Shares will be paid by electronic transfer to an account nominated

by the Shareholder in the currency of denomination of the relevant Class of Shares of the relevant Fund (or in such other currency as the Directors shall determine) by the relevant Settlement Date. Any currency conversion, where necessary, will take place at prevailing exchange rates. Payment of repurchase proceeds will be made to the registered Shareholder or in favour of the joint registered Shareholders as appropriate. The proceeds of the repurchase of the Shares will only be paid on receipt by the Administrator of an original repurchase request together with such other documentation that the Administrator may reasonably require.

In circumstances where there is outstanding documentation on behalf of a Shareholder, the Administrator will process any redemption request received. However, as an investor is no longer the holder of the Shares in the relevant Fund upon redemption, the proceeds of that redemption shall remain as assets of the relevant Fund and the investor will rank as a general creditor of the relevant Fund until such time as the Administrator is satisfied that its anti-money laundering procedures have been fully complied with, following which redemption proceeds will be released. To avoid delays in the payment of redemption proceeds, issues in relation to outstanding documentation should be addressed promptly by investors.

Limitations on Repurchases

The Company may not repurchase Shares of any Fund during any period when the calculation of the Net Asset Value of the relevant Fund is suspended in the manner described under **Suspension of Calculation of Net Asset Value** in the **SHARE DEALINGS** section of this Prospectus below. Applicants for repurchases of Shares will be notified of such postponement and, unless withdrawn, their applications will be considered as at the next Dealing Day following the ending of such suspension.

The Directors are entitled to limit the number of Shares in a Fund repurchased on any Dealing Day to Shares representing 10% of the total Net Asset Value of that Fund on that Dealing Day. In this event, the limitation will apply pro rata so that all Shareholders wishing to have Shares of that Fund repurchased on that Dealing Day realise the same proportion of such Shares. Shares not repurchased, but which would otherwise have been repurchased, will be carried forward for repurchase on the next Dealing Day and will be dealt with on a pro rata basis with repurchase requests received subsequently. If requests for repurchase are so carried forward, the Administrator will inform the Shareholders affected.

The Constitution contains special provisions where a repurchase request received from a Shareholder would result in Shares representing more than 5% of the Net Asset Value of any Fund being repurchased by the Company on any Dealing Day. In such a case, the Company may satisfy the repurchase request by a distribution of investments of the relevant Fund *in specie* having consulted with the Depositary, and *provided* that such a distribution would not be prejudicial to the interests of the remaining Shareholders of that Fund. Where the Shareholder requesting such repurchase receives notice of the Company's intention to elect to satisfy the repurchase request by such a distribution of assets that Shareholder may require the Company, instead of transferring those assets, to arrange for their sale and the payment of the proceeds of sale to that Shareholder less any costs incurred in connection with such sale.

The Constitution provides that the Company cannot effect a repurchase of Shares, if after payment of any amount in connection with such repurchase, the Net Asset Value of the issued share capital of the Company would be equal to or less than Euro 300,000 or its foreign currency equivalent. This will not apply to a repurchase request accepted by the Directors in contemplation of the dissolution of the Company.

Mandatory Repurchases

The Company may compulsorily repurchase all of the Shares of any Fund if the Net Asset Value of the

relevant Fund is less than the Minimum Fund Size (if any) specified herein.

The relevant Fund reserves the right to repurchase any Shares which are or become owned, directly or indirectly, by a U.S. Person or a U.S. Reportable Account (unless pursuant to an exemption under U.S. securities laws), by any individual under the age of eighteen (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 relevant Fund incurring any liability to taxation or suffering other pecuniary legal or material administrative disadvantages which the relevant Fund might not otherwise have incurred, suffered or breached.

Where Irish Taxable Persons acquire and hold Shares, the Company shall, where necessary for the collection of Irish tax, repurchase and cancel a sufficient portion of 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 pay the proceeds thereof to the Revenue Commissioners.

Where an investor makes a repurchase request which brings his holding below the relevant Minimum Shareholding, the Directors are entitled to compulsorily repurchase all of the Shares held by that investor.

Swing Pricing

The actual cost of purchasing or disposing of investments as a result of investors dealing in a Fund (which may include dealing charges, commission and transaction charges and the dealing spread) may have a materially disadvantageous effect on a Shareholder's interest in a Fund. To prevent this effect, known as "dilution", a swing pricing mechanism has been adopted by the Company as part of its valuation policy in order to seek to mitigate the effect of dilution, and to "swing" the Net Asset Value of a Fund to counter the possible negative effects of dilution. Where the Directors so determine to apply swing pricing, the Administrator will calculate the Net Asset Value for the relevant Fund and then adjust ("**swing**") the Net Asset Value by an amount as pre-determined by the Directors.

On any Dealing Day, where the Directors and/or the Manager so determine, the Administrator will calculate the Net Asset Value for the Fund in the manner described under **Calculation of Net Asset Value / Valuation of Assets** in the **SHARE DEALINGS** section of this Prospectus below, and then swing the Net Asset Value by a pre-determined amount (a "**Swing Factor**"). Accordingly, if the aggregate of net investor transactions in Shares of a Fund on any given Valuation Day exceed a pre-determined threshold for such Fund (determined as a percentage of the net assets of that Fund from time to time by the Manager), then the Net Asset Value per Share may be adjusted upwards or downwards by the Swing Factor to reflect the costs attributable to such net inflows or net outflows, respectively. The relevant threshold for swing pricing shall be calculated based on objective criteria determined by the Manager and may be adjusted from time to time, while the Swing Factor will be based on pre-determined estimates of the average trading costs in the relevant asset class(es) in which a Fund is invested.

Swing pricing will only be exercised for the purpose of reducing dilution, if it is in the interests of the Shareholders in the Fund as a whole. Swing pricing will be applied consistently in respect of a Fund and in respect of all assets of the Fund. The Directors and/or the Manager may consider it appropriate not to apply swing pricing in certain circumstances, such as where a Fund is seeking to raise assets in order to reach a certain size.

The Swing Factor may vary from Fund to Fund and will not exceed 0.50% of the Net Asset Value per Share on any Dealing Day.

Exchange of Shares

Shareholders will be able to apply to exchange on any Dealing Day all or part of their holding of Shares of any Class in any Fund (the "**Original Class**") for Shares of another Class which are being offered at that time (the "**New Class**") (such being in the same Fund or in a separate Fund) *provided* that all the criteria for applying for Shares in the New Class have been met and by giving notice to the Administrator on or prior to the Dealing Deadline for the relevant Dealing Day. The Administrator may however at its discretion agree to accept requests for exchange received after the relevant Dealing Deadline provided they are received prior to the relevant Valuation Point. The general provisions and procedures relating to the issue and repurchase of Shares will apply equally to exchanges, save in relation to charges payable, details of which are set out below and in the relevant Supplement.

When requesting the exchange of Shares as an initial investment in a Fund, Shareholders should ensure that the value of the Shares exchanged is equal to, or exceeds, the Minimum Initial Investment Amount for the relevant New Class specified in the Supplement for the relevant Fund. In the case of an exchange of a partial holding only, the value of the remaining holding must also be at least equal to the Minimum Shareholding for the Original Class.

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

$$S = \frac{[R \times (RP \times ER)] - F}{SP}$$

where:

S = the number of Shares of the New Class to be issued;

R = the number of Shares of the Original Class to be exchanged;

RP = the repurchase price per Share of the Original Class as at the Valuation Point for the relevant Dealing Day;

ER = in the case of an exchange of Shares designated in the same Base Currency is 1. In any other case, it is the currency conversion factor determined by the Directors at 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 subscription price per Share of the New Class as at the Valuation Point for the relevant Dealing Day; and

F = the Exchange Charge (if any) payable on the exchange of Shares.

Where there is an exchange 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.

Limitations on Exchange

Shares may not be exchanged for Shares of a different class during any period when the calculation of the Net Asset Value of the relevant Fund or Funds is suspended in the manner described under **Suspension of Calculation of Net Asset Value** in the **SHARE DEALINGS** section of this Prospectus below. Applicants for exchange of Shares will be notified of such postponement and, unless withdrawn, their applications will be considered as at the next Dealing Day following the ending of such suspension.

Form of Shares, Share Certificates and Transfer of Shares

Shares will be in non-certificated form. Contract notes providing details of the trade will normally be issued within four (4) Business Days of the relevant Dealing Day. Confirmation of ownership evidencing entry in the register will normally be issued within four (4) Business Days of the relevant Dealing Day upon receipt of all original documentation required by the Administrator. Share certificates will not be issued.

Shares in each Fund will be transferable by instrument in writing in common form or in any other form approved by the Directors and signed by (or, in the case of a transfer by a body corporate, signed on behalf of or sealed by) the transferor. Transferees will be required to complete an Application Form and provide any other documentation reasonably required by the Administrator. In the case of the death of one of joint Shareholders, the survivor or survivors will be the only person or persons recognised by the Company as having any title to or interest in the Shares registered in the names of such joint Shareholders.

Shares may not be transferred to: (i) a United States Person (except pursuant to an exemption available under U.S. securities laws); or (ii) any person who does not clear such money laundering checks as the Directors may determine or who appears to be 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 (iii) any person which in the opinion of the Directors might result in the relevant Fund incurring any liability to taxation or suffering other pecuniary legal or material administrative disadvantages or being in breach of any law or regulation which the relevant Fund might not otherwise have incurred, suffered or breached; or (iv) or by a minor or person of unsound mind; or (v) any person unless the transferee of such Shares would, following such transfer, be the holder of Shares equal to or greater than the Minimum Initial Investment Amount; or (vi) any person in circumstances where as a result of such transfer the transferor or transferee would hold less than the Minimum Shareholding; or (vii) any person where in respect of such transfer any payment of taxation remains outstanding; or (viii) in any circumstances in the opinion of the Directors might result in the relevant Fund incurring any liability to taxation or suffering other pecuniary legal or material administrative disadvantages or being in breach of any law or regulation which the relevant Fund might not otherwise have incurred, suffered or breached. Registration of any transfer may be refused by the Directors if, following the transfer, either transferor or transferee would hold Shares having a value less than the Minimum Shareholding for that Class of Shares as specified above in the **SHARE CLASS INFORMATION** section of this Prospectus or in the Supplement for the relevant Fund, as applicable.

If the transferor is, or is deemed to be, or is acting on behalf of an Irish Taxable Person, the Company is entitled to repurchase and cancel a sufficient portion of the transferor's Shares as will enable the Company to pay the tax payable in respect of the transfer to the Revenue Commissioners.

Notification of Prices

The issue and repurchase price of each Class of Shares in each Fund will be available from the Administrator and will be published on each Business Day on the Investment Manager's website **<www.brownadvisory.com>**. Such prices will be the prices applicable to the previous Dealing Day's trades and are therefore only indicative.

Calculation of Net Asset Value / Valuation of Assets

The Net Asset Value of each Fund shall be calculated by the Administrator as at the Valuation Point for each Dealing Day by valuing the assets of the Fund and deducting therefrom the liabilities of the Fund. Where there is more than one Class of Shares in a Fund, the Net Asset Value per Share of any Class is calculated by the Administrator by ascertaining the Net Asset Value of the relevant Fund as at the Valuation Point for that Fund for the relevant Dealing Day and determining the amount of the Net Asset

Value which is attributable to the relevant Class of Shares. The Net Asset Value per Share of the relevant Class is calculated by determining that proportion of the Net Asset Value of the Fund which is attributable to the relevant Class at the Valuation Point and dividing by the number of Shares of the relevant Class in issue as at the relevant Valuation Point. The Valuation Point for each Fund is set out in the Supplement for the relevant Fund. The Net Asset Value per Share is the resulting sum rounded to the nearest two decimal places.

The Constitution provides for the method of valuation of the assets and liabilities of each Fund and of the Net Asset Value of each Fund.

In general, the Constitution provides that the value of any investments quoted, listed or dealt in on a Market the value thereof shall be the last traded price as at the relevant Valuation Point *provided* that if the last traded price is not available such investments will be valued at mid-market price. Where such investment is quoted, listed or traded on or under the rules of more than one Market, the Directors shall, in their absolute discretion, select the Market, which in their opinion, constitutes the main Market for such investment for the foregoing purposes. The value of any investment which is not quoted listed or traded, on a Market or in respect of which no price is currently available or the current price of which does not in the opinion of the Directors, represent fair market value, the value thereof shall be the probable realisation value estimated with care and in good faith by the Directors or by a competent person, in each case approved, for such purpose, by the Depositary. In determining the probable realisation value of any such investment, the Directors may accept a certified valuation thereof provided by a competent independent person or in the absence of any independent person, the Investment Manager (notwithstanding that a conflict of interests arises because the Investment Manager has an interest in the valuation), who in each case shall have been approved by the Depositary to value the relevant securities.

The Constitution further provides that cash and other liquid assets will be valued at their face value with interest accrued, where applicable unless in any case the Directors are of the opinion that the same is unlikely to be paid or received in full in which case the value thereof shall be arrived at after making such discount as the Directors may consider appropriate in such case to reflect the true value thereof as at the relevant Valuation Point. Certificates of deposit, treasury bills, bank acceptances, trade bills and other negotiable instruments shall each be valued at each Valuation Point at the last traded price on the Market on which these assets are traded or admitted for trading (being the Market which is the sole market or in the opinion of the Directors the principal market on which the assets in question are quoted or dealt in) plus any interest accrued thereon from the date on which same were acquired. The value of any OTC FDI contracts shall be the quotation from the counterparty to such contracts at the Valuation Point and shall be valued daily. The valuation will be approved or verified at least weekly by a party independent of the counterparty who has been approved for such purpose by the Depositary. Forward FX contracts which are dealt in on a Market shall be valued in accordance with the valuation provisions for OTC FDI or by reference to freely available market quotations.

If in any case a particular value is not ascertainable as provided above or if the Directors shall consider that some other method of valuation better reflects the fair value of the relevant investment, then in such case the method of valuation of the relevant investment shall be such as the Directors in their absolute discretion shall determine, such method of valuation to be approved by a competent person approved for such purpose by the Depositary.

Notwithstanding the generality of the foregoing, the Directors may with the approval of a competent person approved for the purpose by the Depositary adjust the value of any such security if having regard to currency, applicable rate of interest, anticipated rate of dividend, maturity, marketability, liquidity and/or such other considerations as they may deem relevant, they consider that such adjustment is required to reflect the fair value thereof as at the relevant Valuation Point.

Any value expressed otherwise than in the Base Currency of the relevant Fund (whether of any investment or cash) and any non-Base Currency borrowing shall be converted into the Base Currency at the rate (whether official or otherwise) which a competent person that has been approved for the purpose by the Depositary shall determine to be appropriate in the circumstances.

Suspension of Calculation of Net Asset Value

The Directors may at any time temporarily suspend the calculation of the Net Asset Value of any Fund and the issue, repurchase and exchange of Shares and the payment of repurchase proceeds during:

(i) any period when any of the Markets on which a substantial portion of the investments of the relevant Fund, from time to time, are quoted, listed or dealt in is closed, otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended; or

(ii) 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 investments of the relevant Fund is not reasonably practicable without this being seriously detrimental to the interests of Shareholders of the relevant Fund or if, in the opinion of the Directors, the Net Asset Value of the Fund cannot be fairly calculated; or

(iii) any breakdown in the means of communication normally employed in determining the price of a substantial portion of the investments of the relevant Fund, or when, for any other reason the current prices on any Market of any of the investments of the relevant Fund cannot be promptly and accurately ascertained; or

(iv) any period during which any transfer of funds involved in the realisation or acquisition of investments of the relevant Fund cannot, in the opinion of the Directors, be effected at normal prices or rates of exchange; or

(v) any period when the Directors are unable to repatriate funds required for the purpose of making payments due on the repurchase of Shares in the relevant Fund; or

(vi) any period when the Directors consider it to be in the best interest of the relevant Fund; or

(vii) following the circulation to Shareholders of a notice of a general meeting at which a resolution proposing to wind up the Company or terminate the relevant Fund is to be considered.

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

Shareholders who have requested issue or repurchases of Shares of any Class or exchanges of Shares of one Class 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 on the same Business Day to the Central Bank and will be communicated without delay to the competent authorities in the EU Member States in which it markets its Shares. Details of any such suspension will also be notified to all Shareholders and will be published in a newspaper circulating in the EU, or such other publications as the Directors may determine if, in the opinion of the Directors, it is likely to exceed fourteen (14) days.

FEES AND EXPENSES

Service Provider Fees and Expenses

The Company, or the Manager on behalf of the Company, may pay out of the assets of each Fund, the fees and expenses payable to the Manager, the Investment Manager, the Depositary, and the Administrator, the fees and expenses of sub-custodians (which will be at normal commercial rates), the fees and expenses of the Directors (if any, as referred to below), any fees in respect of circulating details of the Net Asset Value, stamp duties, all taxes and VAT, company secretarial fees, any costs incurred in respect of meetings of Shareholders, marketing and distribution costs, investment transaction charges, costs incurred in respect of the distribution of income to Shareholders, the fees and expenses of any paying agent or representative appointed in compliance with the requirements of another jurisdiction (including any facilities agent(s)) (which will be at normal commercial rates), any amount payable under indemnity provisions contained in the Constitution or any agreement with any appointee of the Company, all sums payable in respect of directors' and officers' liability insurance cover, brokerage or other expenses of acquiring and disposing of investments, the fees and expenses of the auditors, tax and legal advisers, and fees connected with registering the Company for sale in other jurisdictions. The costs of printing and distributing this Prospectus (and any Supplements thereto), reports, accounts and any explanatory memoranda, any necessary translation fees, the costs of publishing prices and any costs incurred as a result of periodic updates of the Prospectus (and any Supplements thereto), or of a change in law or the introduction of any new law (including any costs incurred as a result of compliance with any applicable code, whether or not having the force of law) may also be paid out of the assets of the Company. Such fee arrangements, where not set out in this Prospectus, shall be disclosed in the Supplement for the relevant Fund.

Such fees, duties and charges will be charged to the relevant Fund in respect of which they were incurred or, where an expense is not considered by the Directors to be attributable to any one Fund, the expense will be allocated by the Directors with the approval of the Depositary, in such manner and on such basis as the Directors in their discretion deem fair and equitable. In the case of any fees or expenses of a regular or recurring nature, such as audit fees, the Directors may calculate such fees and expenses on an estimated figure for yearly or other periods in advance and accrue the same in equal proportions over any period.

Fees charged by the Manager, the Administrator, and the Depositary are charged to each Fund in accordance with the fees set out in this Prospectus. To ensure that the TER for each Fund is maintained at a competitive level, the investment management fees and other fees are capped for each Class of a Fund. To the extent that the Investment Manager, Administrator, Depositary and other fees and expenses exceed the capped TER percentage per annum of the NAV the excess is borne directly by the Investment Manager. For details of the capped TER percentage please refer to the table below under *Investment Management Fee and Expense Limitation*.

Manager's Fees and Expenses

The Manager shall be paid a fee out of the assets of each Fund, calculated and accrued on each Dealing Day and payable monthly in arrears, of an amount up to 0.02% of the Net Asset Value of the relevant Fund, subject to a minimum annual fee €500,000 per annum payable on a *pro rata* basis monthly in arrears. The Manager is also entitled to receive out of the assets of each Fund reasonable

and properly vouched expenses.

Investment Management Fee and Expense Limitation

Unless otherwise specified in the relevant Supplement, the Investment Manager is entitled to receive from the Company out of the assets of each Fund an annual fee not exceeding the amounts set out below (plus VAT if any) per Share Class of the Net Asset Value of the relevant Fund:

Class A Shares	Up to 1.5%
Class B Shares	Up to 0.75%
Class C Shares	Up to 0.50%
Class D Shares	Up to 0.65%
Class J Shares	Up to 1.00%
Class M Shares	Up to 0.50%
Class P Shares	Up to 2.25%
Class SI Shares	Up to 0.65%
Class Z Shares	Up to 0.50%

Such fee shall accrue and be calculated at each Valuation Point and be payable monthly in arrears. The Investment Manager may, at its absolute discretion, pay any portion of the Investment Management Fee to any third party in any manner whatsoever, whether by rebate or otherwise.

The Investment Manager shall also be entitled to be reimbursed out of the assets of the relevant Fund for its properly vouched out-of-pocket costs and expenses in the performance of its duties. The Investment Manager has committed to reimburse each Fund's operating expenses, in order to keep each Fund's total operating expenses (excluding the fees of the Manager) from exceeding an annual rate of 0.25% of the daily Net Asset Value of the relevant Fund or such greater amount as may be set out in a relevant Supplement (the "**Expense Limitation**"). The Expense Limitation does not include the cost of buying and selling investments, applicable ongoing charges associated with investments in underlying collective investment schemes (including exchange-traded funds), withholding tax, stamp duty or other taxes on investments, commissions and brokerage fees incurred with respect to investments, and such extraordinary or exceptional costs and expenses (if any) as may arise from time to time, such as material litigation in relation to the Company as may be determined by the Directors in their discretion. The Investment Manager may renew or discontinue the Expense Limitation at any time upon prior notification to Shareholders.

To the extent that the Investment Manager waives its fee or reimburses a Fund's operating expenses under the Expense Limitation, such Fund's overall expense ratio will be lower than it would have been without the Expense Limitation. This reduction in operating expenses may increase a Fund's investment return and such returns may not be achieved without the benefit of the Expense Limitation.

Distribution Fees

The Investment Manager will pay to the Distributor and any Distribution Agents, out of the Investment Management Fee, such proportion of the Investment Management Fee as the Investment Manager may direct, where appropriate and unless otherwise disclosed. In addition, the Distributor shall be entitled to be reimbursed its reasonable vouched out-of-pocket expenses. Each Fund shall bear *pro*

rata its share of such out-of-pocket expenses.

Depositary and Administration Fees

The Depositary is entitled to an annual minimum fee from each Fund of the Company as set out in the Supplement for the relevant Fund. The Administrator is entitled to an annual minimum fee from each Fund of the Company as set out in the Supplement for the relevant Fund and will also receive registration fees and transaction charges as agreed at normal commercial rates. Further details of the specific fees payable to the Depositary and Administrator for each Fund are set out in the relevant Supplement.

Directors' Fees

The Directors will be entitled to remuneration for their services as directors provided however that the aggregate annual emoluments of the Directors shall not exceed €250,000 or such other amount as may be approved by a resolution of the Directors or the Shareholders in general meeting. Directors who are employees of the Investment Manager are not entitled to a fee. In addition, all of the Directors will be entitled to be reimbursed out of the assets of each Fund for their reasonable out of pocket expenses incurred in discharging their duties as directors.

Establishment Costs

The cost of establishing the Company, obtaining authorisation from any authority, filing fees, the preparation and printing of this Prospectus, marketing costs and the fees of all related professionals was borne by the Company and amortised over the first five (5) years of the Company's operation and charged to the first Funds (including at the discretion of the Directors subsequent Funds established by the Company within such period) on such terms and in such manner as the Directors may at their discretion determine. The cost of establishing subsequent Funds will be charged to the relevant Fund.

TAXATION

General

The following statements are by way of a general guide to potential investors and Shareholders only and do not constitute tax advice. The statements relate to investors holding Shares as an investment (as opposed to an acquisition by a dealer).

Shareholders and potential investors are therefore advised to consult their professional advisers concerning possible taxation or other consequences of purchasing, holding, selling or otherwise disposing of the Shares under the laws of their country of incorporation, establishment, citizenship, residence or domicile.

Shareholders and potential investors should note that the following statements on taxation are based on advice received by the Directors regarding the law and practice in force in the relevant jurisdiction at the date of this Prospectus and proposed regulations and legislation in draft form, is subject to change (possibly with retrospective effect) and is not exhaustive. 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 is made in the Company will endure indefinitely.

THIS SUMMARY IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, FOR THE PURPOSE OF AVOIDING UNITED STATES FEDERAL TAX PENALTIES. THIS SUMMARY WAS WRITTEN TO SUPPORT THE PROMOTION OR MARKETING OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN, AND ANY TAXPAYER TO WHOM THE TRANSACTIONS OR MATTERS ARE BEING PROMOTED, MARKETED OR RECOMMENDED SHOULD SEEK ADVICE BASED ON ITS PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

Ireland

The Directors have been advised that on the basis that the Company is resident in Ireland for taxation purposes, the taxation position of the Company and the Shareholders is as set out below. Please refer the **Irish Tax Definitions** outlined at the end of this section.

The Company

The Company will be regarded as resident in Ireland for tax purposes if the central management and control of its business is exercised in Ireland and the Company is not regarded as resident elsewhere. It is the intention of the Directors that the business of the Company will be conducted in such a manner as to ensure that it is Irish resident for tax purposes.

The Directors have been advised that the Company qualifies as an investment undertaking as defined in Section 739B TCA. Under current Irish law and practice, the Company is not chargeable to Irish tax on its relevant income and relevant gains.

However, a charge to Irish tax can arise on the happening of a "*chargeable event*" in the Company. A chargeable event includes any payments to Shareholders or any distribution, encashment, redemption, cancellation, transfer and also includes a Deemed Disposal (as defined below) of Shares.

A chargeable event does not include:

(a) an exchange by a Shareholder, effected by way of an arm's length bargain where no payment

is made to the Shareholder, of Shares in the Company for other Shares in the Company;

(b) any transactions (which might otherwise be a chargeable event) in relation to shares held in a Recognised Clearing System (as defined below);

(c) a transfer by a Shareholder of the entitlement to a Share where the transfer is between spouses or civil partners and former spouses or former civil partners, subject to certain conditions;

(d) an exchange of Shares arising on a qualifying amalgamation or reconstruction (within the meaning of Section 739H TCA) of the Company with another investment undertaking; or

(e) an exchange of Shares arising on a scheme of amalgamation (within the meaning of Section 739D(8C) TCA), subject to certain conditions.

If the Company becomes liable to account for tax on the happening of a chargeable event, the Company shall be entitled to deduct from the payment arising on such chargeable event an amount equal to the tax and/or where applicable, to appropriate or cancel such number of Shares held by the Shareholder or the beneficial owner of the Shares as are required to meet the amount of tax. The relevant Shareholder shall indemnify and keep the Company indemnified against loss arising to the Company by reason of the Company becoming liable to account for tax on the happening of a chargeable event if no such deduction, appropriation or cancellation has been made.

Where the chargeable event is a Deemed Disposal and the percentage value of Shares held by Irish Residents, who are not Exempt Irish Shareholders, is less than 10% of the total value of the Shares in the Company, and the Company has made an election to report annually to the Revenue Commissioners certain details for each Irish Resident Shareholder, the Company will not be obliged to deduct tax. The Shareholder must instead pay tax on the Deemed Disposal on a self-assessment basis. Irish Resident Shareholders should contact the Company to ascertain whether the Company has made such an election in order to establish their responsibilities to account for Irish tax. Credit is available against tax relating to a chargeable event for tax paid by the Company or the Shareholder on any previous Deemed Disposal. On the eventual disposal by the Shareholder of their Shares, a refund of any unutilised credit will be payable. To the extent that any tax arises on such a chargeable event, such tax will be allowed as a credit against any tax payable on the subsequent redemption, cancellation or transfer of the relevant Shares. In the case of Shares held in a Recognised Clearing System, the Shareholders may have to account for the tax arising at the end of a relevant period on a self-assessment basis.

No chargeable event will arise in relation to a Shareholder who is not Irish Resident at the time of the chargeable event or in relation to an Irish Resident Shareholder which is an Exempt Irish Shareholder provided in each case that a Relevant Declaration (as defined below) has been provided to the Company by the Shareholder.

Taxation of Shareholders

Non-Irish Residents

Non-Irish Resident Shareholders will not generally be chargeable to Irish tax in respect of their Shares. No tax will be deducted by the Company *provided* that either:

(a) the Company is in possession of a signed and completed Relevant Declaration from such Shareholder to the effect that the Shareholder is not an Irish Resident; or

(b) the Company 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 (the "**Equivalent Measures Regime**").

If the Company is not in possession of a Relevant Declaration or under the Equivalent Measures Regime, or the Company is in possession of information which would reasonably suggest that the information contained in the Relevant Declaration or Equivalent Measures Regime is not or is no longer materially correct, the Company must deduct tax on the happening of a chargeable event in relation to such Shareholders. The tax deducted will generally not be refunded.

In the absence of such a Relevant Declaration or Equivalent Measures Regime, the Company must presume that the Shareholder is Irish Resident and the Company will deduct tax (at the rates set out below) on the happening of a chargeable event in relation to such Shareholder. It is the obligation of a non-Irish Resident Shareholder to notify the Company if it ceases to be non-Irish Resident.

Intermediaries acting on behalf of non-Irish Resident Shareholders can claim the same exemption (as above) on behalf of the Shareholders for whom they are acting *provided* that the Company is not in possession of any information which would reasonably suggest that the information provided by an Intermediary is incorrect. The Intermediary must state in the Relevant Declaration that to the best of its knowledge the Shareholders on whose behalf it acts are not Irish Resident.

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 to Irish corporation tax on income from the Shares or gains made on the disposal of the Shares.

Exempt Irish Shareholders

Tax will not be deducted on the happening of a chargeable event in respect of Shares held by Exempt Irish Shareholders where the Company is in possession of a Relevant Declaration in relation to such Shares and the Company has no reason to believe that the Relevant Declaration is materially incorrect. It is the Exempt Irish Shareholder's obligation to account for any tax to the Revenue Commissioners and return such details as are required to the Revenue Commissioners. It is also the Exempt Irish Shareholder's obligation to notify the Company if it ceases to be an Exempt Irish Shareholder.

Irish Resident Exempt Irish Shareholders in respect of whom the Company is not in possession of a Relevant Declaration will be treated by the Company in all respects as if they are not Exempt Irish Shareholders (see below).

Exempt Irish Shareholders may be liable, under the self-assessment system, to Irish tax on their income, profits and gains in relation to any sale, transfer, repurchase, redemption or cancellation of Shares or dividends or distributions or other payments in respect of their Shares.

Refunds of tax where a Relevant Declaration could have been made but was not in place at the time of a chargeable event are generally not available except in the case of certain corporate Shareholders within the charge to Irish corporation tax.

Taxable Irish Residents

An Irish Resident Shareholder who is not an Exempt Irish Shareholder will have tax deducted at the rate of 41% in respect of any distributions made by the Company and on any gain arising on a sale, transfer, Deemed Disposal (subject to the 10% threshold outlined above), redemption, repurchase or cancellation of Shares. Any gain will be computed on the difference between the value of the Shareholder's investment in the Company at the date of the chargeable event and the original cost of

the investment as calculated under special rules. The Company will be entitled to deduct such tax from payments or redeem and cancel such number of Shares as are required to meet the tax in respect of the relevant Shareholder and will pay the tax to the Revenue Commissioners.

Where the Shareholder is an Irish Resident company, and the Company is in possession of a declaration from the Shareholder confirming that it is a company and which includes the company's tax reference number, tax will be deducted by the Company from any distributions made by the Company to the Shareholder and from any gains arising on a redemption, repurchase, cancellation or other disposal of shares by the Shareholder at the rate of 25%.

An Irish Resident Shareholder who is not a company and who is not an Exempt Irish Shareholder (and has therefore had tax deducted), will not be liable to any further income or capital gains tax in respect of any sale, transfer, Deemed Disposal, redemption, repurchase, cancellation of Shares or the making of any other payment in respect of their Shares.

Where an Irish Resident Shareholder is not a company and tax has not been deducted, the payment shall be treated as if it were a payment from an offshore fund and the Shareholder will be liable to account for income tax at the rate of 41% on the payment or on the amount of the gain under the self-assessment system and in particular, Part 41A TCA. No further Irish tax will be payable by the Shareholder in respect of that payment or gain.

Where an Irish Resident Shareholder is a company which is not an Exempt Irish Shareholder (and has therefore had tax deducted), and the payment is not taxable as trading income under Schedule D Case I, the Shareholder will be treated as having received an annual payment chargeable to tax under Case IV of Schedule D from which tax at the rate of 25% (or 41% if no declaration has been made) has been deducted. In practice, where tax at a rate higher than 25% has been deducted from payments to a corporate Shareholder resident in Ireland, a credit of the excess tax deducted over the higher corporation tax rate of 25% should be available:

(a) where an Irish Resident Shareholder is a company which is not an Exempt Irish Shareholder (and has therefore had tax deducted), and the payment is taxable as trading income under Schedule D Case I, therefore the amount received by the Shareholder is increased by any amount of tax deducted and will be treated as income of the Shareholder for the chargeable period in which the payment is made;

(b) where the payment is made on the sale, transfer, Deemed Disposal, redemption, repurchase or cancellation 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

(c) the amount of tax deducted 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.

Where an Irish Resident Shareholder is a company and tax has not been deducted, the amount of the payment will be treated as income arising which is chargeable to Irish tax. Where the payment is in respect of the sale, transfer, cancellation, redemption, repurchase or transfer of Shares, such income shall be reduced by the amount of the consideration in money or money's worth given by the Shareholder on the acquisition of the Shares. Where the payment is not taxable as trading income for the company, it will be chargeable to tax under Schedule D Case IV. Where the payment is taxable as trading income for the company, it will be chargeable to tax at the standard rate of 12.5% under Schedule D Case I.

Should an excess payment of tax arise on the redemption of Shares as a result of tax paid on an earlier Deemed Disposal in respect of the Shareholder, the Company, on election in writing to the Revenue

Commissioners and notification in writing to the Shareholder, is not obliged to process the refund arising on behalf of the Shareholder provided the value of the Shares held by the Shareholder does not exceed 15% of the total value of the Shares in the Company. Instead the Shareholder should seek such a repayment directly from the Revenue Commissioners. Irish legislation also provides in the case of a Deemed Disposal for the making of an irrevocable election by the Company to value the Shares at the later of 30 June or 31 December immediately prior to the date of the Deemed Disposal, rather than on the date of the Deemed Disposal.

Other than in the instances described above the Company will have no liability to Irish taxation on income or chargeable gains.

Reporting

Pursuant to Section 891C TCA and the Return of Values (Investment Undertakings) Regulations 2013, the Company is obliged to report certain details in relation to Shares held by investors to the Revenue Commissioners on an annual basis. The details to be reported include the name, address and date of birth if on record of, and the value of the Shares held by, a Shareholder. In addition, the tax reference number of the Shareholder must be provided (being an Irish tax reference number or VAT registration number, or in the case of an individual, the individual's PPS number) or, in the absence of a tax reference number, a marker indicating that this was not provided.

However, no details are required to be reported to the Revenue Commissioners in respect of Shareholders who are:

(a) Exempt Irish Shareholders;

(b) Shareholders who are non-Irish Resident (provided a Relevant Declaration has been made); or

(c) Shareholders in respect of whom their Shares are held in a Recognised Clearing System.

Other Taxes

Foreign Taxes

Dividends and interest which the Company may receive with respect to investments (other than securities of Irish issuers) may be subject to taxes, including withholding or capital gains taxes, in the countries in which the issuers of the investments are located. It is not known whether the Company will be able to benefit from reduced rates of withholding tax under the provisions of the double tax treaties which Ireland has entered into with various countries. In the event that the Company receives any repayment of withholding tax suffered, the Net Asset Value of the relevant Fund will not be restated and the benefit of any repayment will be allocated to the then existing Shareholders rateably at the time of such repayment.

Personal Portfolio Investment Undertaking

An investment undertaking such as the Company will be considered to be a personal portfolio investment undertaking ("**PPIU**") in relation to a specific non-corporate Irish Resident Shareholder where that Shareholder can influence the selection of some or all of the property of the undertaking either directly or through persons acting on behalf of or connected to the Shareholder. The undertaking will only be a PPIU in respect of those individuals who can influence the selection. The tax deducted on the happening of a chargeable event in relation to a PPIU will be at the rate of 60% (or 80% where details of the payment / disposal are not correctly included in the individual's tax returns). An investment

undertaking is not a PPIU if the property which may or has been selected was acquired on arm's length terms as part of a general offering to the public.

Currency Gains

Where a currency gain is made by an Irish Resident Shareholder on the disposal of Shares denominated in a currency other than Euro, such Shareholder may be liable to capital gains tax, currently at the rate of 33%, in respect of such gain in the year of assessment in which the Shares are disposed of.

Stamp Duty

Generally no Irish stamp, documentary, transfer or registration tax is payable in Ireland on the issue, sale, transfer, redemption, repurchase, cancellation of or subscription for Shares on the basis that the Company qualifies as an 'investment undertaking' within the meaning of Section 739B TCA. If any redemption is satisfied by the transfer *in specie* to any Shareholder of any Irish situate assets, a charge to Irish stamp duty may arise.

Capital Acquisitions Tax

Provided the Company continues to qualify as an investment undertaking as defined by Section 739B TCA, any Shares which are comprised in a gift or an inheritance will be exempt from capital acquisitions tax, currently at the rate of 33%, and will not be taken into account in computing capital acquisitions tax on any gift or inheritance taken by the donee or successor if:

(a) the Shares are comprised in the gift or inheritance at the date of the gift or at the date of the inheritance, and at the relevant Valuation Day;

(b) at the date of the disposition, the Shareholder making the disposition is neither domiciled nor ordinarily resident in Ireland; and

(c) at the date of the gift, or at the date of the inheritance, the donee or successor is not domiciled or ordinarily resident in Ireland.

Dividend Withholding Tax

Distributions paid by the Company are not subject to Irish dividend withholding tax provided the Company continues to be a collective investment undertaking as defined in section 172A(1) TCA.

Dividends received by the Company from investment in Irish equities may be subject to Irish dividend withholding tax (currently at the rate of 25%). However, where the Company makes an appropriate declaration pursuant to paragraph 6, Schedule 2A TCA to the payer that it is an investment undertaking within the meaning of Section 739B TCA, the Company will be entitled to receive such dividends without deduction of Irish dividend withholding tax.

OECD Common Reporting Standard

The Standard for Automatic Exchange of Financial Account Information (the "**Standard**") issued by the OECD contains the Common Reporting Standard applies in Ireland as does DAC 2.

The main objective of the CRS is to provide for the annual automatic exchange of certain financial

account information reported to them by local Financial Institutions ("**FIs**") relating to account holders between relevant tax authorities of participating jurisdictions or EU Member States.

Ireland is a signatory to the Multilateral Competent Authority on Automatic Exchange of Financial Account Information which adopts and implements CRS. Enabling legislation providing the legal basis for the operation of the CRS is effective and involves the collection and reporting of financial account information by Irish FIs. Ireland has elected to adopt the "*wider approach*" to the Standard. This means that Irish FIs will collect and report information to the Revenue Commissioners on all account holders rather than just account holders who are resident in a jurisdiction that has adopted the Standard. The Revenue Commissioners will then disseminate this information to the jurisdictions with whom they need to exchange information.

The Company is classified as an Irish FI and will be obliged to report to the Revenue Commissioners in respect of CRS. The relevant information must be reported to the Revenue Commissioners by 30 June in each year with respect to the previous calendar year.

Shareholders should note that the Company is required to disclose the name, address, jurisdiction(s) of tax residence, date and place of birth, account reference number and tax identification number(s) of each reportable person in respect of a reportable account for CRS and information relating to each Shareholder's investment (including but not limited to the value of and any payments in respect of the Shares) to the Revenue Commissioners who may in turn exchange this information with the tax authorities in territories who are participating jurisdictions for the purposes of the CRS. In order to comply with its obligations, the Company may require additional information and documentation from Shareholders.

Each Shareholder and prospective investor should consult its own tax advisers on the requirements applicable to it under these arrangements.

CRS Data Protection Information Notice

The Company hereby confirms that it intends to take such steps as may be required to satisfy any obligations imposed by: (i) the Standard and, specifically, the Common Reporting Standard therein, as applied in Ireland by means of the relevant international legal framework and Irish tax legislation; and (ii) DAC2, as applied in Ireland by means of the relevant Irish tax legislation, so as to ensure compliance or deemed compliance (as the case may be) with CRS from 1 January 2016.

In this regard, the Company is obliged under Section 891F and Section 891G of the TCA and regulations made pursuant to those sections to collect certain information about each Shareholder's tax arrangements (and also collect information in relation to relevant Controlling Persons of specific Shareholders).

In certain circumstances, the Company may be legally obliged to share this information and other financial information with respect to a Shareholder's interests in the Company with the Revenue Commissioners (and, in particular situations, also share information in relation to relevant Controlling Persons of specific Shareholders). In turn, and to the extent the account has been identified as a Reportable Account, the Revenue Commissioners will exchange this information with the country of residence of the Reportable Person(s) in respect of that Reportable Account.

In particular, information that may be reported in respect of a Shareholder (and relevant Controlling Persons, if applicable) includes name, address, date of birth, place of birth, account number, account balance or value at year end (or, if the account was closed during such year, the balance or value at the date of closure of the account), any payments (including redemption and dividend/interest payments) made with respect to the account during the calendar year, tax residency(ies) and tax

identification number(s).

Shareholders (and relevant Controlling Persons) can obtain more information on the Company's tax reporting obligations on the website of the Revenue Commissioners (which is available at **<http://www.revenue.ie/en/business/aeoi/index.html>**) or the following link in the case of CRS only:

<http://www.oecd.org/tax/automatic-exchange/>.

All capitalised terms above, unless otherwise defined above, shall have the same meaning as they have in the Standard or DAC2 (as applicable).

DAC6 – Disclosure requirements for reportable cross-border tax arrangements

DAC6 creates an obligation for persons referred to as "*intermediaries*" to make a return to the relevant tax authorities of information regarding certain cross-border arrangements with particular characteristics, referred to as "*hallmarks*" (most of which focus on aggressive tax planning arrangements). In certain circumstances, instead of an intermediary, the obligation to report may pass to the relevant taxpayer of a reportable cross-border arrangement.

The transactions contemplated under the Prospectus may fall within the scope of DAC6 and thus may qualify as reportable cross-border arrangements. If that were the case Dechert, the Manager or any other person that falls within the definition of an "*intermediary*" or, in certain circumstances, the relevant taxpayer of a reportable cross-border arrangement (this could include Shareholder(s)) may have to report information in respect of the transactions to the relevant tax authorities. Please note that this may result in the reporting of certain Shareholder information to the relevant tax authorities.

Shareholders and prospective investors should consult their own tax advisor regarding the requirements of DAC6 with respect to their own situation.

FATCA

The governments of Ireland and the United States have signed an intergovernmental agreement (the "**IGA**") that significantly increases the amount of tax information automatically exchanged between Ireland and the United States. It provides for the automatic reporting and exchange of information in relation to accounts held in Irish FIs by U.S. persons and the reciprocal exchange of information regarding U.S. financial accounts held by Irish residents. The Company is classified as an Irish FI and will be subject to these rules.

The IGA provides that Irish FIs 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 Company (and/or the Administrator and/or the Investment Manager) shall be entitled to require investors to provide any information regarding their tax status, identity or residency in order to satisfy any reporting requirements which the Company may have as a result of the IGA or the Irish implementing legislation promulgated in connection with the agreement and investors will be deemed, by their subscription for or holding of Shares to have authorised the automatic disclosure of such information by the Company or any other person to the relevant tax authorities.

There can be no assurance that payments to the Company in respect of its assets, including on an investment will not be subject to withholding under FATCA. Accordingly, Shareholders and prospective investors should consult its own tax advisors as to the potential implication of the U.S. withholding taxes

on the Shares before investing.

Irish Tax Definitions

"Deemed Disposal" means the deemed chargeable event that will occur at the expiration of the eighth anniversary of an Irish Resident Shareholder acquiring their shareholding and on every subsequent eighth anniversary therefrom;

"Exempt Irish Shareholder" means a Shareholder who comes within any of the categories listed below and has provided a Relevant Declaration to this effect to the Company in a form acceptable to the Company:

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

(b) a specified company within the meaning of Section 734(1) TCA;

(c) an investment undertaking within the meaning of Section 739B(1) TCA;

(d) an investment limited partnership within the meaning of Section 739J TCA;

(e) 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;

(f) a company carrying on life business within the meaning of Section 706 TCA;

(g) a special investment scheme within the meaning of Section 737 TCA;

(h) a unit trust to which Section 731(5)(a) TCA applies;

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

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

(k) a qualifying fund manager within the meaning of Section 784A TCA or a qualifying savings manager within the meaning of Section 848B TCA, in respect of Shares which are assets of a special savings incentive account within the meaning of Section 848C TCA;

(l) 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;

(m) the National Treasury Management Agency or a Fund investment vehicle (within the meaning of Section 37 of the National Treasury Management Agency (Amendment) Act 2014);

(n) the National Asset Management Agency;

(o) the Motor Insurers' Bureau of Ireland in respect of an investment made by it of moneys paid to the Motor Insurers Insolvency Compensation Fund under the Insurance Act 1964 (amended by the Insurance (Amendment) Act 2018);

(p) the Courts Service;

(q) a credit union within the meaning of Section 2 of the Credit Union Act 1997;

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

(s) 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 Company;

(t) a person who is entitled to exemption from income tax and capital gains tax by virtue of section 787AC TCA and the units held are assets of a PEPP (within the meaning of Chapter 2D of Part 30 TCA); and

(u) 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 Company in respect of that Shareholder under Part 27, Chapter 1A TCA.

"Irish Resident" means any person Resident in Ireland or Ordinarily Resident in Ireland other than an Exempt Irish Shareholder;

Resident in Ireland means in the case of a:

Company

A company incorporated in Ireland will be regarded as resident for tax purposes in Ireland, unless that company is regarded as resident in a treaty partner jurisdiction by virtue of the terms of a double taxation treaty between Ireland and that treaty partner jurisdiction. Regardless of where a company is incorporated, a company which has its place of central management and control remains in Ireland, will be regarded as resident for tax purposes in Ireland.

It should be noted that the determination of a company's residence for tax purposes can be complex in certain cases and declarants are referred to the specific legislative provisions that are contained in Section 23A TCA.

Individual

An individual will be regarded as being resident in Ireland for a tax year if that individual:

(a) spends 183 or more days 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 year.

Presence in a tax year by an individual of not more than 30 days in Ireland will not by reckoned for the purpose of applying the two (2) year test. Presence in Ireland for a day means the personal presence of an individual if the individual is present in Ireland at any time during that day. If an individual is not resident in Ireland in a particular year, the individual may, in certain circumstances, elect to be treated as resident in Ireland for tax purposes;

Trust

A trust will generally be Irish resident where the trustee is resident in Ireland or a majority of the trustees (if more than one) are resident in Ireland.

"Intermediary" means a person who:

(a) carries on a business which consists of, or includes, the receipt of payments from an investment undertaking resident in Ireland on behalf of other persons; or

(b) holds units in an investment undertaking on behalf of other persons;

"Ordinarily Resident" the term "ordinary residence" as distinct from "residence" 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 (4th) tax year. An individual who has been ordinarily resident in Ireland ceases to be ordinarily resident at the end of the third consecutive year in which that individual is not resident in Ireland. Thus an individual who is resident and ordinarily resident in Ireland in 2022 and departs from Ireland in that tax year will remain ordinarily resident up to the end of the year in 2025.

"Recognised Clearing System" means BNY Mellon Central Securities Depository SA/NV (BNY Mellon CSD), Central Moneymarkets Office, Clearstream Banking SA, Clearstream Banking AG, CREST, Depository Trust Company of New York, Deutsche Bank AG, Depository and Clearing System, Euroclear, Hong Kong Securities Clearing Company Limited, Japan Securities Depository Center (JASDEC), Monte Titoli SPA, Netherlands Centraal Instituut voor Giraal Effectenverkeer BV, National Securities Clearing System, Sicovam SA, SIS Sega Intersettle AG, The Canadian Depository for Securities Ltd, VPC AB (Sweden) or any other system for clearing shares which is designated for the purposes of Section 739B TCA, by the Revenue Commissioners as a recognised clearing system;

"**Relevant Declaration**" means the declaration relevant to the Shareholder as set out in Schedule 2B of TCA.

United Kingdom

The Company

As the Company is a UCITS, it will not be treated as resident in the U.K. for U.K. corporation and income taxation purposes. Accordingly, and *provided* that the Company does not carry on a trade in the U.K. through a permanent establishment situated therein for U.K. corporation taxation purposes or through a branch or agency situated in the U.K. within the charges to income tax, the Company will not be subject to U.K. corporation tax on income and capital gains arising to it, save as noted below in relation to possible withholding tax on certain U.K. source income. The Directors intend that the affairs of the Company are conducted so that no such permanent establishment, branch or agency will arise insofar as this is within their control, but it cannot be guaranteed that the conditions necessary to prevent any such permanent establishment, branch or agency coming into being will at all times be satisfied.

Interest and other income received by the Company which has a U.K. source may be subject to withholding taxes in the U.K.

Income and gains received by the Company may be subject to withholding or similar taxes imposed by the country in which such returns arise.

Shareholders

Subject to their personal circumstances, shareholders who are resident in the U.K. for taxation purposes may be liable to U.K. income tax or corporation tax on dividends or other distributions of income received from the Company (which may include reportable income in the case of any Class with reporting fund status) (whether or not such dividends or other distributions are reinvested). Distributions paid to individuals resident in the U.K. by any offshore fund (see definition below) are deemed for U.K. income tax purposes to be dividends paid, except where, broadly speaking, over 60% of the offshore fund's investments are invested at any time in an accounting period in interest-paying and economically-similar investments (in which case the provisions of section 378A Income Tax (Trading and Other Income) Act 2005 may apply to charge those distributions to income tax as if they were payments of interest instead of dividend receipts).

Companies within the charge to U.K. corporation tax should generally be exempt from U.K. corporation

tax on distributions made by the Company although it should be noted that this exemption is subject to certain exclusions and specific anti-avoidance rules (particularly in the case of "small companies", as defined in section 931S of the Corporation Tax Act 2009 ("**CTA 2009**")).

Shareholders who are resident in the U.K. for taxation purposes should be aware that, under current rules, their Shares in each Class of Shares in the Company constitute interest in an offshore fund for the purposes of Part 8 of the Taxation (International and Other Provisions) Act 2010. For U.K. taxpayers to benefit from capital gains tax treatment on the disposal of their holdings of Shares, that Class of Shares must be accepted by HM Revenue and Customs as a "*reporting fund*". Very broadly, a Class must report all its income to investors each year in order to continue to be approved as a "*reporting fund*".

Each Class is an "*offshore fund*" for the purposes of the Offshore Funds (Tax) Regulations 2009 (SI 2009/3001) (the "**Offshore Fund Regulations**"). Under these regulations, the basic position is that any gain arising on the sale, redemption or other disposal of shares in an offshore fund held by persons who are resident in the U.K. for tax purposes will be taxed at the time of that sale, disposal or redemption as income and not as a capital gain. This income tax treatment does not apply, however, where a Class is approved by HM Revenue & Customs as a "*reporting fund*" (and, where relevant, a "*distributing fund*" (the predecessor to the reporting fund regime)) throughout the period during which the investor holds the shares.

It is intended that the Directors will conduct the affairs of certain Classes so as to enable them to be approved as reporting funds throughout their existence. Potential United Kingdom investors are advised to check HM Revenue & Customs approved offshore reporting fund list (**<http://www.hmrc.gov.uk/collective/rep-funds.xls>**) to ascertain whether the Class in which they are proposing to invest has "*reporting fund*" status. Although the Directors will endeavour to ensure that approval of all such Classes as a reporting fund is maintained, this cannot be guaranteed.

In order for a Class to qualify as a reporting fund, the Company must apply to HM Revenue & Customs for entry of the Class into the regime. For each accounting period, the Class must then report to investors 100% of the net income attributable to the Class, that report being made within six months of the end of the relevant accounting period. U.K. resident individual investors will be taxable on such reported income, whether or not the income is actually distributed. The Company must also provide information to HM Revenue & Customs in respect of each relevant accounting period. Income for these purposes is computed by reference to income for accounting purposes as adjusted for capital and other items. In particular, investors should note that any profit derived from trading activities (as distinct from investment activities) will be regarded as reportable income. If the Company's activities prove to be trading in whole or part the annual reportable income of investors and their corresponding tax liability may be significantly greater than would otherwise be the case.

Provided the relevant Class of Shares are approved as reporting funds (and, where relevant, were approved as "*distributing funds*")throughout the period during which the Shares of that Class have been held by the relevant Shareholder, apart from any sums representing accrued income for the period of disposal, holders of Shares of a relevant Class who are resident in the U.K. for tax purposes (other than persons who are dealing in the relevant Shares and who are subject to different rules) will, subject to their personal circumstances, be liable to capital gains tax (or corporation tax on capital gains, subject to the rules on debt funds discussed below) in respect of any gain realised on repurchase of the relevant shares or on any exchange from one Fund containing the relevant Class to another Fund or any other disposal of the relevant shares (other than an exchange between Classes within a Fund). Any chargeable gain may however be reduced by any general or specific U.K. capital gains tax exemption or allowance available to a relevant Shareholder.

Chapter 6 of Part 3 of the Offshore Fund Regulations provides that specified transactions carried out

by a regulated fund, such as the Company, will not generally be treated as trading transactions for the purposes of calculating the reportable income of reporting funds that meet a genuine diversity of ownership condition. In this regard, the Directors confirm that all Classes are primarily intended for and marketed to the categories of retail and institutional investors. For the purposes of the Offshore Fund Regulations, the Directors undertake that interests in the Company will be widely available and will be marketed and made available sufficiently widely to reach the intended categories of investors and in a manner appropriate to attract those kinds of investors.

To the extent actual dividends are not declared in relation to all income of shares in a Class with reporting fund status for a period, further reportable income under the reporting fund rules will be attributed only to those Shareholders who remain as Shareholders at the end of the relevant accounting period. The Offshore Fund Regulations enable (but do not oblige) a reporting fund to elect to operate income equalisation or to make income adjustments, which should minimise this effect. The Directors reserve the right to make such an election in respect of any Fund or Class with reporting fund status.

Due to the intended distribution of income policy and each relevant Class proposed "reporting fund" status, it is not anticipated that individuals resident in the U.K. will be affected by the provisions of Chapter 2 of Part 13 of the Income Tax Act 2007 which might otherwise render such persons liable to taxation in respect of undistributed income and profits of the Company. These provisions are aimed at preventing the avoidance of income tax by individuals through transactions resulting in the transfer of assets or income to persons (including companies) resident or domiciled abroad and may render them liable to taxation in respect of the undistributed income (if any) of the Company on an annual basis.

Shareholders in Classes without reporting fund status who are resident in the U.K. for taxation purposes may be liable to U.K. income taxation in respect of gains arising from the sale, redemption or other disposal of their Shares. Such gains may remain taxable notwithstanding any general or specific U.K. capital gains tax exemption or allowance available to an investor and may result in certain investors incurring a proportionately greater U.K. taxation charge. Any losses arising on the disposal of Shares by such shareholders who are resident in the U.K. cannot be offset against offshore income gains but will be eligible for capital gains loss relief. In the case of a redemption of Shares in Classes without reporting fund status held by a shareholder which is within the charge to U.K. corporation tax, all or part of the proceeds of redemption may represent an income distribution for U.K. tax purposes, rather than a capital receipt within the scope of U.K. capital gains taxation; and the shareholder may, in certain circumstances, be eligible for the dividend tax exemption in respect of that income distribution.

Chapter 3 of Part 6 of the Corporation Tax Act 2009 ("**CTA 2009**") provides that, if at any time in an accounting period a corporate investor within the charge to U.K. corporation tax holds an interest in an offshore fund within the meaning of the relevant provisions of the Offshore Funds (Tax) Regulations 2009 (SI 2009/3001) and there is a time in that period when that fund fails to satisfy the "*qualifying investment test*", the interest held by such corporate investor will be treated for the accounting period as if it were rights under a creditor relationship for the purposes of the rules relating to the taxation of most corporate debt contained in CTA 2009 (the "**Corporate Debt Regime**"). The Shares will (as explained above) constitute interests in an offshore fund. In circumstances where the test is not so satisfied in relation to a Fund (for example where a Fund invests in cash, securities or debt instruments or open-ended companies that themselves do not satisfy the "qualifying investments test" and the market value of such investments exceeds 60% of the market value of all its investments, as may be the case with certain Funds), the Shares will be treated for corporation tax purposes as within the Corporate Debt Regime. As a consequence, all returns on the Shares in the relevant Class in respect of each corporate investor's accounting period during which the test is not met (including gains, profits and deficits and exchange gains and losses) will be taxed or relieved as an income receipt or expense on a fair value accounting basis. Accordingly, a corporate investor in the Company may, depending on its own circumstances, incur a charge to corporation tax on an unrealised increase in the value of its holding of Shares (and, likewise, obtain relief against corporation tax for an unrealised reduction in the

value of its holding of Shares). The provisions relating to non-reporting funds would not then apply to such corporate shareholders and the effect of the provisions relating to holdings in controlled foreign companies would then be substantially mitigated.

Part 9A of the Taxation (International and Other Provisions) Act 2010 subjects U.K. resident companies to tax on the profits of companies not so resident (such as the Company) in which they have an interest. The provisions, broadly, affect U.K. resident companies which hold, alone or together with certain other associated persons, shares which confer a right to at least 25% of the profits of a non-resident company (a "**25% Interest**") (or, in the case of an umbrella fund, a sub-fund thereof) where that non-resident company (or sub-fund) is controlled by persons who are resident in the U.K. and is subject to a lower level of taxation in its territory of residence. The legislation is not directed towards the taxation of capital gains. In addition, these provisions will not apply if the shareholder reasonably believes that it does not hold a 25% interest in the Fund throughout the relevant accounting period.

The attention of persons resident in the United Kingdom for taxation purposes is drawn to the provisions of section 3 of the Taxation of Chargeable Gains Act 1992 ("**Section 3**"). Section 3 applies to a "*participator*" for U.K. taxation purposes (which term includes a Shareholder) if at any time when a gain accrues to the Company which constitutes a chargeable gain for those purposes, the Company is itself controlled by a sufficiently small number of persons so as to render the Company a body corporate that would, were it to have been resident in the U.K. for taxation purposes, be a "*close*" company for those purposes. The provisions of Section 3 could, if applied, result in any such person who is a "*participator*" in the Company being treated for the purposes of U.K. taxation of chargeable gains as if a part of any chargeable gain accruing to the Company had accrued to that person directly, that part being equal to the proportion of the gain that corresponds to that person's proportionate interest in the Company as a "participator". No liability under Section 3 could be incurred by such a person however, where the interest of that person and of persons connected with him does not exceed one-quarter of the gain. In addition, exemptions may also apply where none of the acquisition, holding or disposal of the assets had a tax avoidance main purpose or where the relevant gains arise on the disposal of assets used only for the purposes of genuine, economically significant business activities carried on outside the U.K.

In the case of U.K. resident individuals domiciled outside the U.K. and claiming the remittance basis of taxation, section 3 applies only to gains relating to U.K. situate assets of the Company and gains relating to non-U.K. situate assets if such gains are remitted to the U.K. However, the remittance basis will be abolished with effect from 6 April 2025, moving to a residence-based regime with certain transitional arrangements for current non-domiciled individuals.

To the extent that a U.K. tax resident but non-U.K. domiciled individual who is taxed on the remittance basis intends to meet subscription proceeds from funds sourced outside the U.K., it is conceivable that, if the Company were controlled by a sufficiently small number of persons so as to render the Company a body corporate that would, were it to have been resident in the U.K. for taxation purposes, be a "close" company for those purposes, and certain other conditions are met, U.K. investments and activity by the Company could give rise to a taxable remittance for the purposes of U.K. taxation. However, the remittance basis will be abolished with effect from 6 April 2025, moving to a residence-based regime with certain transitional arrangements for current non-domiciled individuals. Accordingly, it is recommended that such individuals seek independent taxation advice in this respect before making a subscription for Shares.

No UK stamp duty should be chargeable on the transfer of the Shares provided that the instrument of transfer or document evidencing the transfer is executed and kept outside the U.K. An instrument of transfer or document evidencing a transfer executed in the U.K. will generally be chargeable to UK stamp duty at the rate of 0.5% of the consideration for the transfer, rounded up to the nearest £5. Please note that it is not a condition to lodging any such transfer with the registrar in Ireland that U.K. stamp duty be paid on the transfer.

The Shares will not be "chargeable securities" for the purposes of U.K. stamp duty reserve tax, and accordingly, no stamp duty reserve tax will be chargeable in respect of agreements for their transfer.

Shares in the Company held by individual Shareholders who are domiciled in the U.K. will form part of their estate for UK inheritance tax ("**IHT**") purposes and a liability to IHT may arise in respect of such Shareholding in the event of death or on making certain types of lifetime transfer. However, with effect from 6 April 2025, the tax concept of domicile in IHT is being abolished and replaced with a test of long-term residence. Accordingly, it is recommended that individuals seek independent taxation advice in this respect before making a subscription for Shares.

Certain U.S. Federal Income Tax Consequences

Foreign Account Tax Compliance Act

FATCA was enacted in the United States in 2010. It introduces a number of new customer identification, reporting and tax withholding requirements applicable to foreign (*i.e.*, non-U.S.) financial institutions ("**FFIs**") that are aimed at preventing citizens and residents of the United States from evading U.S. taxes by holding their assets in financial accounts outside of the United States with such FFIs. The term "FFI" is defined very broadly and therefore the Company (or, alternatively, the Funds) and certain financial intermediaries that contract with the Company (or the Funds) are considered FFIs.

The following is a general discussion of the application of FATCA to the Company, as well as existing and prospective investors or Shareholders. It is included for general informational purposes only, should not be relied upon as tax advice and may not be applicable depending upon a Shareholder's particular situation. Investors should consult their independent tax advisors regarding the tax consequences to them of the purchase, ownership and disposition of the Shares, including the tax consequences under United States federal laws (and any proposed changes in applicable law).

FFI Agreements and FATCA Withholding

FATCA generally requires FFIs to enter into agreements ("**FFI Agreements**") with the U.S. Internal Revenue Service (the "**IRS**"), under which they agree to identify and report information to the IRS on any U.S. Reportable Accounts held by them. The IRS assigns a global intermediary identification number ("**GIIN**") to each FFI that has entered into an FFI Agreement, which confirms the FFI's status as a Participating FFI. If an FFI fails to enter into an FFI Agreement and is not otherwise exempt, it will be treated as a nonparticipating FFI and may become subject to a 30% withholding tax on "*withholdable payments*" or "*passthru payments*" (as defined in FATCA) it receives (collectively "**FATCA Withholding**"), unless the FFI complies with FATCA under other permissive alternatives, such as the alternative applicable to the Company (or the Funds) described below. Withholdable payments include: generally any U.S. source fixed or determinable annual or periodic income ("**U.S. source FDAP income**") and certain "*passthru payments*" effective no earlier than two (2) years following the publication of final regulations defining such term.

Application of FATCA to the Company

The governments of the United States and the Republic of Ireland have entered into an Intergovernmental Agreement (the "**Irish IGA**") that establishes a framework for cooperation and information sharing between the two countries and provides an alternative way for FFIs in Ireland, including the Company, to comply with FATCA without having to enter into an FFI Agreement with the IRS. Pursuant to the Irish IGA, the Company must register with the IRS as a Reporting Model 1 FFI (as defined in FATCA) and is assigned a GIIN. Under the terms of the Irish IGA, the Company will identify any U.S. Reportable Accounts held by it and report certain information on such U.S. Reportable Accounts to the Revenue Commissioners which, in turn, will report such information to the IRS.

Application of FATCA to Investors

Each existing and prospective investor in the Funds is expected to be required to provide the Administrator with such information as the Administrator may deem necessary to determine whether such Shareholder is a U.S. Reportable Account or otherwise qualifies for an exemption under FATCA. If Shares are held in a nominee account by a non-FFI nominee for the benefit of their underlying beneficial owner, the underlying beneficial owner is an accountholder under FATCA, and the information provided must pertain to the beneficial owner.

Please note that the term "U.S. Reportable Account" under FATCA applies to a wider range of investors than the term "U.S. Person" under Regulation S of the 1933 Act. Please refer to the **DEFINITIONS** section and **APPENDIX II** of this Prospectus for definitions of both of these terms. Investors should consult their legal counsel or independent tax advisors regarding whether they fall under either of these definitions.

Consequences of Investment

As with any investment, the tax consequences of an investment in Shares may be material to an analysis of an investment in a Fund. U.S. Taxpayers investing in a Fund should be aware of the tax consequences of such an investment before purchasing Shares. This Prospectus discusses certain U.S. federal income tax consequences only generally and does not purport to deal with all of the U.S. federal income tax consequences applicable to the Company or to all categories of investors, some of whom may be subject to special rules. This discussion assumes that no U.S. Taxpayer owns or will own directly or indirectly, or will be considered as owning by reason of certain tax law rules of constructive ownership, 10% or more of the total combined voting power or value of all Shares of the Company or any Fund. The Company does not, however, guarantee that this will always be the case. Furthermore, the discussion assumes that the Company will not hold any interests (other than as a creditor) in any "*United States real property holding corporations*" as defined in the Code. Each prospective investor is urged to consult his or her tax advisor regarding the specific consequences of an investment in a Fund under applicable U.S. federal, state, local and foreign income tax laws as well as with respect to any specific gift, estate and inheritance tax issues.

The following discussion assumes that the Company, including each Fund thereof, will be treated as a single entity for U.S. federal income tax purposes. The law in this area is uncertain. Thus, it is possible that the Company may adopt an alternative approach, treating each Fund of the Company as a separate entity for U.S. federal income tax purposes. There can be no assurance that the U.S. Internal Revenue Service will agree with the position taken by the Company.

Taxation of the Company

The Company generally intends to conduct its affairs so that it will not be deemed to be engaged in trade or business in the United States and, therefore, none of its income will be treated as "effectively connected" with a U.S. trade or business carried on by the Company. If none of the Company's income is effectively connected with a U.S. trade or business carried on by the Company, certain categories of income (including dividends (and certain substitute dividends and other dividend equivalent payments) and certain types of interest income) derived by the Company from U.S. sources will be subject to a U.S. tax of 30%, which tax is generally withheld from such income. Certain other categories of income, generally including capital gains (including those derived from options transactions) and interest on certain portfolio debt obligations (which may include United States Government securities), original issue discount obligations having an original maturity of 183 days or less, and certificates of deposit, will not be subject to this 30% tax. If, on the other hand, the Company derives income which is effectively connected with a U.S. trade or business carried on by the Company, such income will be subject to U.S. federal income tax at the rate applicable to U.S. domestic corporations, and the Company may

also be subject to a branch profits tax. Thus, the Company would be taxable on capital gains, as well as other income, which is treated as effectively connected with its U.S. trade or business, and would be required to file U.S. tax returns.

Pursuant to FATCA, the Company (or each Fund) will be subject to U.S. federal withholding taxes (at a 30% rate) on payments of certain amounts made to such entity ("**withholdable payments**"), unless it complies with extensive reporting and withholding requirements. Withholdable payments generally include interest (including original issue discount), dividends, rents, annuities, and other fixed or determinable annual or periodical gains, profits or income, if such payments are derived from U.S. sources. Income which is effectively connected with the conduct of a U.S. trade or business is not, however, included in this definition. To avoid the withholding tax, unless deemed compliant, the Company (or each Fund) will be required to enter into an agreement with the United States to identify and disclose identifying and financial information about each U.S. Taxpayer (or foreign entity with substantial U.S. ownership) which invests in such entity, and to withhold tax (at a 30% rate) on withholdable payments and related payments made to any investor which fails to furnish information requested by such entity to satisfy its obligations under the agreement. Pursuant to an intergovernmental agreement between the United States and Ireland, the Company (or each Fund) may be deemed compliant, and therefore not subject to the withholding tax, if it identifies and reports U.S. investor information directly to the Revenue Commissioners. Certain categories of U.S. investors, generally including, but not limited to, tax-exempt investors, publicly traded corporations, banks, regulated investment companies, real estate investment trusts, common trust funds, and state and federal governmental entities, are exempt from such reporting. Detailed guidance as to the mechanics and scope of this reporting and withholding regime is continuing to develop. There can be no assurance as to the timing or impact of any such guidance on future Company operations.

Shareholders will be required to provide certifications as to their U.S. or non-U.S. tax status, together with such additional tax information as the Company or its agents may from time-to-time request. Failure to furnish requested information or (if applicable) satisfy its own FATCA obligations may subject a Shareholder to liability for any resulting withholding taxes, U.S. tax information reporting and mandatory redemption of such shareholder's Shares.

Taxation of Shareholders Generally

The U.S. tax consequences to a Shareholder of distributions from the Company and of dispositions of Shares generally depends on the Shareholder's particular circumstances, including whether the Shareholder conducts a trade or business within the U.S. or is otherwise taxable as a U.S. Taxpayer.

Shareholders may be required to provide additional tax certifications to the Company to establish their tax status for certain U.S. tax reporting and withholding purposes.

Taxation of U.S. Taxpayer Shareholders

Dividend Distributions

Distributions made by the Company to its U.S. Taxpayer Shareholders with respect to the Shares will be taxable to those Shareholders as ordinary income for U.S. federal income tax purposes to the extent of the Company's current and accumulated earnings and profits, subject to the "*passive foreign investment company*" ("**PFIC**") rules discussed below. Dividends received by U.S. corporate Shareholders will not be eligible for the dividends-received deduction.

Sale of Shares

Upon the sale or other disposition of Shares, and subject to the PFIC rules discussed below, a U.S. Taxpayer that holds the Shares as a capital asset generally will realize a capital gain or loss which

generally will be long-term or short-term, depending upon the Shareholder's holding period for the Shares.

Medicare Tax Legislation

An additional 3.8%. Medicare tax is imposed on certain net investment income (including interest, dividends, annuities, royalties, rents and net capital gains) of U.S. individuals, estates and trusts to the extent that such person's "*modified adjusted gross income*" (in the case of an individual) or "*adjusted gross income*" (in the case of an estate or trust) exceeds a threshold amount.

Passive Foreign Investment Company Rules - In General

The Company is a PFIC within the meaning of Section 1297(a) of the Code. In addition, the Company may invest in other entities that are classified as PFICs. Thus, Shareholders may be treated as indirect shareholders of PFICs in which the Company invests. U.S. Taxpayers are urged to consult their own tax advisors with respect to the application of the PFIC rules and the making of a "*qualified electing fund* ("**QEF**") election" or "*mark-to-market election*" summarised below.

PFIC Consequences - No QEF or Mark-to-Market Election

A U.S. Taxpayer Shareholder who holds Shares generally will be subject to special rules with respect to any "*excess distribution*" by the Company to that Shareholder or any gain from the disposition of the Shares. For this purpose, an "*excess distribution*" generally refers to the excess of the amount of any distributions received by the Shareholder during any taxable year in respect of the Shares of the Company over 125% of the average amount received by the Shareholder in respect of those Shares during the three preceding taxable years (or shorter period that the Shareholder held the Shares). The tax payable by a U.S. Taxpayer with respect to an excess distribution or disposition of Shares will be determined by allocating the excess distribution or gain from the disposition rateably to each day in the Shareholder's holding period for the Shares. The distribution or gain so allocated to any taxable year of the Shareholder, other than the taxable year of the excess distribution or disposition, will be taxed to the Shareholder at the highest ordinary income rate in effect for that year, and the tax will be further increased by an interest charge to reflect the value of the tax deferral deemed to have resulted from the ownership of the Shares. Any amount of distribution or gain allocated to the taxable year of the distribution or disposition will be included as ordinary income.

PFIC Consequences - QEF Election

A U.S. Taxpayer in certain circumstances may be able to make an election (a "*qualified electing fund*" or "**QEF**" election), in lieu of being taxable in the manner described above, to include annually in gross income that Shareholder's pro rata share of (a) the ordinary earnings (that is, the earnings and profits (computed using U.S. federal income tax principles), reduced by any net capital gain (defined below)) and (b) net capital gain (that is, the excess of net long-term capital gain over net short-term capital loss) of the Company, regardless of whether the Shareholder received any distributions from the Company. The ordinary earnings would be included in the Shareholder's income as ordinary income, and the net capital gain would be included as long-term capital gain. Net losses would not flow through to an electing Shareholder. For the QEF election to be effective, however, the Company would need to provide the electing Shareholder with certain financial information based on U.S. tax accounting principles. The Company currently does not intend to provide its U.S. Taxpayer Shareholders with information in the form required to make an effective QEF election. There can be no assurance that a QEF election will be available with respect to any PFIC shares held by a Shareholder indirectly through the Company.

PFIC Consequences - Mark to Market Election

There can be no assurance that a mark-to-market election will be available for Shareholders in the

Company, nor is one likely to be available with respect to any other PFIC Shares held indirectly through the Company. Were such an election to become available, in lieu of being taxable in the manner described above, an electing Shareholder would include in income at the end of each taxable year the excess, if any, of the fair market value of its Shares over its adjusted basis for the Shares. The Shareholder also would be permitted to deduct the excess, if any, of its adjusted basis for the Shares over their fair market value, but only to the extent of any net mark-to-market gain included in income in prior years. Any mark-to-market gain and any gain from an actual disposition of Shares would be included as ordinary income. Ordinary loss treatment would apply to any deductible mark-to-market loss, as well as any loss from an actual disposition to the extent of previously included net mark-to-market gains. An electing Shareholder's adjusted basis in its Shares would be adjusted to reflect any mark-to-market inclusions or deductions.

PFIC Consequences - Tax-Exempt Organisations - Unrelated Business Taxable Income

Certain entities (including qualified pension and profit-sharing plans, individual retirement accounts, 401(k) plans and Keogh plans ("**Tax-Exempt Entities**")) generally are exempt from U.S. federal income taxation except to the extent that they have unrelated business taxable income ("**UBTI**"). UBTI is income from a trade or business regularly carried on by a Tax-Exempt Entity which is unrelated to that entity's exempt activities. Various types of income, including dividends, interest and gains from the sale of property other than inventory and property held primarily for sale to customers, are excluded from UBTI, so long as the income is not derived from debt-financed property.

Under current law, the PFIC rules apply to a Tax-Exempt Entity that holds Shares only if a dividend from the Company would be subject to U.S. federal income taxation in the hands of the Shareholder (as would be the case, for example, if the Shares were debt-financed property in the hands of the Tax-Exempt Entity). It should be noted, however, that temporary and proposed regulations appear to treat certain tax-exempt trusts (but not qualified plans) differently than other Tax-Exempt Entities by treating the beneficiaries of such accounts as PFIC Shareholders and thereby subjecting such persons to the PFIC rules.

Other Tax Considerations

The foregoing discussion assumes, as stated above, that no U.S. Taxpayer owns or will own directly or indirectly, or be considered as owning by application of certain tax law rules of constructive ownership, 10% or more of the total combined voting power or value of all Shares of the Company or any Fund. In the event that the ownership of Shares were so concentrated, other U.S. tax law rules which are designed to prevent deferral of U.S. income taxation (or conversion of ordinary income into capital gain) through investment in non-U.S. corporations could apply to an investment in the Company. For example, the Company could, in such a circumstance, be considered a "*controlled foreign corporation*", in which case a U.S. Taxpayer might, in certain circumstances, be required to include in income that amount of the Company's "subpart F income" and "global intangible low-taxed income" to which the Shareholder would have been entitled had the Company currently distributed all of its earnings. (Under current law, such income inclusions generally would not be expected to be treated as UBTI, so long as not deemed to be attributable to insurance income earned by the Company or debt-financed Shares.) Also, upon the sale or exchange of Shares, all or part of any resulting gain could be treated as a dividend. Alternatively, if each Fund were treated as a separate entity for U.S. federal income tax purposes, the 10% ownership determinations would be made on an individual Fund basis. Similar rules could apply with respect to shares of any non-U.S. corporations that are held by a Shareholder indirectly through the Company.

Reporting Requirements

U.S. Taxpayers may be subject to additional U.S. tax reporting requirements by reason of their

ownership of Shares. For example, special reporting requirements may apply with respect to certain interests in, transfers to, and changes in ownership interest in, the Company and certain foreign entities in which the Company may invest. A U.S. Taxpayer also would be subject to additional reporting requirements in the event that it is deemed to own 10% or more of the voting stock of a controlled foreign corporation by reason of its investment in the Company. Alternatively, the determination of "*controlled foreign corporation*" and whether a U.S. Taxpayer owns a 10% voting interest would be made on an individual Fund basis, if each Fund were to be treated as a separate entity for U.S. federal income tax purposes. Each U.S. Taxpayer which is deemed to be a direct or indirect PFIC Shareholder will also be required to report annually such information as the U.S. Department of the Treasury shall require, regardless of whether such person has received any PFIC income or distributions in a given taxable year. Individuals holding foreign financial assets (including Company Shares) having an aggregate value of more than $50,000 generally will be required to disclose such holdings with such individual's U.S. tax returns. Significant penalties apply to failures to disclose and to certain underpayments of tax attributable to undisclosed foreign financial assets. U.S. Taxpayers should consult their own U.S. tax advisors regarding any reporting responsibilities resulting from any investment in the Company, including any obligation to file FinCEN Form 114.

Tax Shelter Reporting

Persons who participate in or act as material advisors with respect to certain "reportable transactions" must disclose required information concerning the transaction to the IRS. In addition, material advisors must maintain lists that identify such reportable transactions and their participants. Significant penalties apply to taxpayers who fail to disclose a reportable transaction. Although the Company is not intended to be a vehicle to shelter U.S. federal income tax, and the regulations promulgated under the Code as well as other related administrative pronouncements governing such matters provide a number of relevant exceptions, there can be no assurance that the Company and certain of its Shareholders and material advisors will not, under any circumstance, be subject to these disclosure and list maintenance requirements.

German Investment Tax Act (GITA)

The below is a general discussion of certain German tax consequences of the acquisition, holding disposal of Shares in the Funds. It does not purport to be a comprehensive description of all German tax considerations that may be relevant to a decision to purchase Shares and in particular, does not consider any specific facts or circumstances that may apply to a particular Shareholder. This summary is based on the tax laws of Germany currently in force and as applied on the date of this Prospectus (including the Supplements) which are subject to change, possibly with retroactive or retrospective effect. As each type of Shares may be subject to a different tax treatment due to the specific terms of such types of Shares as set out in the respective section of this Prospectus (including the Supplements), the following section only provides some general information on the possible tax treatment. Prospective Shareholders are advised to consult their own tax advisors as to the tax consequences of the purchase, ownership and disposal of Shares, including the effect of any state, local or church taxes, under the tax laws of Germany and any country of which they are resident or whose tax laws apply to them for other reasons.

The new German Investment Tax Act (the "**GITA**") applicable to "*investment funds*" distinguishes between "*investment funds*" (*Investmentfonds*) and "*special investment funds*" (*Spezial-Investmenfonds*). All Funds of the Company should be treated as "*investment funds*" (*Investmentfonds*) pursuant to the GITA as they qualify as UCITS.

The following summary of the tax regime are therefore limited to the rules applicable to "*investment funds*" (*Investmentfonds*) as defined under the GITA.

Taxation at Fund Level

German and non-German investment funds are taxed at fund level with respect to certain German source income, including in particular German divided income and German real estate income. In the case of German dividend income, German withholding tax as a rule has to be withheld at source.

For investment funds (*Investmentfonds*) that are in possession of a valid fund status certificate (*Statusbescheinigung*), the reduced withholding tax rate to be applied on German dividend income is 15.0% (including 5.5% solidarity surcharge (*Solidaritätszuschlag*)).

German source income which is not subject to German withholding tax (*e.g.*, German real estate income) will be taxed in the course of a tax assessment at a rate of 15.825% (including 5.5% solidarity surcharge (*Solidaritätszuschlag*)).

Taxation at German Tax Resident Investor Level

Under the GITA, German tax resident investors of an investment fund are, in principle, taxable with distributions of an investment funds (*Ausschüttungen*), capital gains from a disposal of shares in an investment fund and an annual minimum taxation known as the lump-sum amount (*Vorabpauschale*). Any expenses relating to the Shares may not be tax deductible at the level of German tax resident investors.

In principle, such taxable income should be subject to a withholding tax of 25.0% (plus solidarity surcharge (*Solidaritätszuschlag*) and church tax (*Kirchensteuer*), if applicable) at the level of individual German tax resident investors holding the shares in an investment fund as private assets. In the case of German tax resident business investors (*i.e.*, investors holding the shares in an investment fund as business assets), the personal income tax rate should apply and in the case of German tax resident corporate investors, the corporate tax rate of 15.0% (plus solidarity surcharge (*Solidaritätszuschlag*)) should be applicable. In addition, in the two latter cases, the income may be subject to German trade tax (*Gewerbesteuer*).

German tax resident investors of the Funds may benefit from a partial tax exemption (*Teilfreistellung*) on all taxable income received from the Funds depending on the categorization of the relevant Fund as either a so-called "*equity fund*" (*Aktienfonds*) or a "*mixed fund*" (*Mischfonds*) under the GITA. The categorization of a Fund as "*equity fund*" (*Aktienfonds*) or "mixed fund" (*Mischfonds*) pursuant to the GITA depends on whether the relevant Fund meets certain requirements defined by the GITA (an "*equity fund*" (*Aktienfonds*) must pursuant to its investment terms and conditions be permanently invested in equity participations (*Kapitalbeteiligungen*) of more than 50% of its gross assets (*Aktivvermögen*) and a "mixed fund" (Mischfonds) must pursuant to its investment terms and conditions be permanently invested in equity participations (*Kapitalbeteiligungen*) to at least 25% of its gross assets (*Aktivvermögen*)).

Each Equity Fund (*i.e.*, excluding the Fixed-Income Funds), will qualify as an "*equity fund*" (*Aktienfonds*) for the purpose of the GITA where more than 50% of the Equity Fund's gross assets (*Aktivermögen*) is at all times invested in equity participations (*Kapitalbeteiligungen*) within the meaning of section 2 paragraph 8 GITA. For the avoidance of doubt, the term "*equity participations*" (*Kapitalbeteiligungen*) in this particular context does not include units or shares of investment funds or REITs (Real Estate Investment Trusts).

Other Jurisdictions

As Shareholders are no doubt aware, the tax consequences of any investment can vary considerably from one jurisdiction to another, and ultimately will depend on the tax regime of the jurisdictions within which a person is tax resident. Therefore, the Directors strongly recommend that Shareholders obtain

tax advice from an appropriate source in relation to the tax liability arising from the holding of Shares in a Fund and any investment returns from those Shares. It is the Directors' intention to manage the affairs of the Company and each Fund so that it does not become resident outside of Ireland for tax purposes.

GENERAL INFORMATION

Typical Investor Profile

The Company has been established for the purpose of investing in transferable securities in accordance with the Regulations. The investment objectives and policies for each Fund will be set out in the relevant Supplement. Unless otherwise disclosed in the relevant Supplement, investors are expected to be retail and institutional investors. Further details regarding the profile of a typical investor for each Fund are set out in the relevant Supplement.

Reports and Accounts

The Company's year-end is 31 October in each year. The annual report and audited accounts, in English, of the Company will be made available to Shareholders within four (4) months after the conclusion of each Accounting Period and at least twenty-one (21) days before the general meeting of the Company at which they are to be submitted for approval. The Company will also prepare unaudited semi-annual reports which will be made available to Shareholders within two (2) months after 30 April in each year.

Such reports and accounts will contain a statement of the Net Asset Value of each Fund and of the investments comprised therein as at the year-end or the end of such semi-annual period.

Incorporation and Share Capital

The Company was incorporated and registered in Ireland under the Companies Act as an open-ended umbrella investment company with variable capital and segregated liability between sub-funds on 11 October 2005 with registered number 409218.

The authorised share capital of the Company is 1,000,000,000,000 unclassified participating shares of no par value. The minimum issued share capital of the Company is 2 shares of no par value. The maximum issued share capital of the Company is 1,000,000,000,000 unclassified shares of no par value.

The unclassified shares are available for issue as Shares. The Issue Price is payable in full on acceptance. There are no rights of pre-emption attaching to the Shares in the Company.

Constitution

Clause 2 of the Constitution provides that the sole object of the Company is the collective investment in either or both transferable securities and/or other liquid financial assets of capital raised from the public operating on the principle of risk-spreading in accordance with the Regulations.

The Constitution contains provisions to the following effect:

1. ***Directors' Authority to Allot Shares***.

The Directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities, including fractions thereof, up to an amount equal to the authorised but as yet unissued share capital of the Company;

2. ***Variation of Rights***.

The rights attached to any Class may be varied or abrogated with the consent in writing of the holders of three-fourths in number of the issued Shares of that Class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares of the Class, and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. The quorum at any such separate general meeting, other than an adjourned meeting, shall be two persons holding or representing by proxy at least one third of the issued Shares of the Class in question and the quorum at an adjourned meeting shall be one person holding Shares of the Class in question or his proxy;

3. ***Voting Rights***.

Subject to any rights or restrictions for the time being attached to any Class or Classes of Shares, on a show of hands every holder who is present in person or by proxy shall have one vote and the holder(s) of subscriber shares present in person or by proxy shall have one vote in respect of all the subscriber shares in issue and on a poll every holder present in person or by proxy shall have one vote for every Share of which he is the holder and every holder of a subscriber share present in person or by proxy shall have one vote in respect of his holding of subscriber shares. Holders who hold a fraction of a Share may not exercise any voting rights, whether on a show of hands or on a poll, in respect of such fraction of a Share;

4. ***Alteration of Share Capital***.

The Company may from time to time by ordinary resolution increase the share capital by such amount and/or number as the resolution may prescribe;

The Company may also by ordinary resolution:

(i) consolidate and divide all or any of its share capital into Shares of larger amount;

(ii) subdivide its Shares, or any of them, into Shares of smaller amount or value;

(iii) cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and reduce the amount of its authorised share capital by the amount of the Shares so cancelled; or

(iv) redenominate the currency of any Class of Shares;

5. ***Directors' Interests***.

Provided that the nature and extent of his interest shall be disclosed as set out below, no Director or intending Director shall be disqualified by his office from contracting with the Company nor shall any such contract or any contract or arrangement entered into by or on behalf of any other company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made, at the first meeting of the Directors held after he becomes so

interested.

A Director shall not vote at a meeting of the Directors or of any committee established by the Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest which is material (other than an interest arising by virtue of his interest in Shares or debentures or other securities or otherwise in or through the Company) or a duty which conflicts or may conflict with the interests of the Company. A Director shall not be counted in the quorum present at a meeting in relation to any such resolution on which he is not entitled to vote;

6. ***Borrowing Powers***.

The Directors may exercise all of the powers of the Company to borrow or raise money and to mortgage, or charge its undertaking, property and assets (both present and future) and uncalled capital or any part thereof and to issue securities, whether outright or as collateral security for any debt, liability or obligation of the Company *provided* that all such borrowings shall be not more than 10% of its Net Asset Value or within the limits and conditions laid down by the Central Bank (whichever amount is higher), and such borrowing is on a temporary basis;

7. ***Delegation to Committee***.

The Directors may delegate any of their powers to any committee consisting of Directors. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the provisions of the Constitution regulating the proceedings of Directors so far as they are capable of applying;

8. ***Retirement of Directors***.

The Directors shall not be required to retire by rotation or by virtue of their attaining a certain age;

9. ***Directors' Remuneration***.

Unless and until otherwise determined from time to time by the Company in general meeting, the ordinary remuneration of each Director shall be determined from time to time by resolution of the Directors. Any Director who is appointed as an executive director (including for this purpose the office of chairperson or deputy chairperson) or who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of fees, commission or otherwise as the Directors may determine. The Directors may be paid all travelling, hotel and other out-of-pocket expenses properly incurred by them in connection with their attendance at meetings of the Directors or committees established by the Directors or general meetings or separate meetings of the holders of any Class of Shares of the Company or otherwise in connection with the discharge of their duties;

10. ***Transfer of Shares***.

Subject to the restrictions set out below, the Shares of any holder may be transferred by instrument in writing in any usual or common form or any other form, which the Directors may approve.

The Directors in their absolute discretion and without assigning any reason therefor may decline to register any transfer of a Share to a U.S. Person or a U.S. Reportable Account (other than pursuant to an exemption available under the laws of the United States), any person who, by holding Shares, would appear to be 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 Company incurring any liability to taxation or suffering pecuniary legal or material administrative disadvantages or being in breach of any law or regulation which the Company might not otherwise have incurred, suffered or breached, any transfer to an individual under the age of 18, any transfer to or by a minor or a person of unsound mind, any transfer unless the transferee of such Shares would following such transfer be the holder of Shares with a value at the then current subscription price equal to or greater than the Minimum Initial Investment Amount, any transfer in circumstances where as a result of such transfer the transferor or transferee would hold less than the Minimum Shareholding and any transfer in regard to which any payment of taxation remains outstanding.

The Directors may decline to recognise any instrument of transfer unless it is accompanied by the certificate for the Shares to which it relates (if issued), is in respect of one Class of Share only, is in favour of not more than four (4) transferees and is lodged at the registered office or at such other place as the Directors may appoint. The Directors may decline to register any transfer of Shares unless the transferor and the transferee have provided the Administrator with such evidence of their identities as the Administrator may reasonably require;

11. ***Right of Repurchase***.

Shareholders have the right to request the Company to repurchase their Shares in accordance with the provisions of the Constitution;

12. ***Dividends***.

The Constitution permits the Directors to declare such dividends on any Class of Shares as appear to the Directors to be justified by the profits of the relevant Fund. The Directors may satisfy any dividend due to holders of Shares in whole or in part by distributing to them *in specie* any of the assets of the relevant Fund and, in particular, any investments to which the relevant Fund is entitled. A holder may require the Directors instead of transferring any assets in specie to him, to arrange for a sale of the assets and for payment to the holder of the net proceeds of same. Any dividend unclaimed for six (6) years from the date of declaration of such dividend shall be forfeited and shall revert to the relevant Fund;

13. ***Funds***.

The Directors are required to establish a separate portfolio of assets for each Fund created by the Company from time to time, to which the following shall apply:

(i) for each Fund the Company shall keep separate books and records in which all transactions relating to the relevant Fund shall be recorded and, in particular, the proceeds from the allotment and issue of Shares of each Class in the Fund, and the investments and the liabilities and income and expenditure attributable thereto shall be applied to such Fund subject to the provisions of the Constitution;

(ii) any asset derived from any other asset(s) (whether cash or otherwise) comprised in any Fund, shall be applied in the books and records of the Company to the same 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 Fund;

(iii) in the event that there are any assets of the Company which the Directors do not consider are attributable to a particular Fund or Funds, the Directors shall, with the approval of the Depositary, allocate such assets to and among any one or more of the Funds in such manner and on such basis as they, in their discretion, deems fair and equitable; and the Directors shall have the power to and may at any time and from time to time, with the approval of the Depositary, vary the basis in relation to assets previously allocated;

(iv) each Fund shall be charged with the liabilities, expenses, costs, charges or reserves of the Company in respect of or attributable to that Fund;

(v) the assets of each Fund shall belong exclusively to that Fund, shall be segregated in the records of the Depositary from the assets of other Funds, and shall not (save as provided in the Regulations), be used to discharge directly or indirectly the liabilities of or claims against any other Fund and shall not be available for any such purpose; and

(vi) in the event that any asset attributable to a Fund is taken in execution of a liability not attributable to that Fund, the provisions of Section 1406 and Section 1407 of the Companies Act shall apply;

14. ***Fund Exchanges***.

Subject to the provisions of the Constitution, a Shareholder holding Shares in any Class in a Fund on any Dealing Day shall have the right from time to time to exchange all or any of such Shares for Shares of another Class (such Class being either an existing Class or a Class agreed by the Directors to be brought into existence with effect from that Dealing Day);

15. ***Winding up***.

The Constitution contains provisions to the following effect:

(i) if the Company shall be wound up the liquidator shall, subject to the provisions of the Companies Act, apply the assets of each Fund in such manner and order as he thinks fit in satisfaction of creditors' claims relating to that Fund;

(ii) the assets available for distribution amongst the holders shall be applied as follows: first the proportion of the assets in a Fund attributable to each Class of Share 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 Company not attributable to any Class of Share. 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 Company attributable to other Classes of Shares; 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;

(iii) a Fund may be wound up pursuant to Section 1406 and Section 1407 of the Companies Act and in such event the provisions reflected in this paragraph 15 shall apply *mutatis mutandis* in respect of that Fund;

(iv) if the Company 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 Companies Act, divide among the holders of Shares of any Class or Classes *in specie* the whole or any part of the assets of the Company, 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 different Classes of Shares. 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 Company may be closed and the Company dissolved, but so that no holder shall be compelled to accept any assets in respect of which there is a liability. A holder 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;

(v) a Fund may be wound up pursuant to Section 1406 and Section 1407 of the Companies Act and in such event the provisions reflected in this paragraph 15 shall apply *mutatis mutandis* in respect of that Fund;

16. ***Share Qualification***.

The Constitution does not contain a share qualification for Directors.

Litigation and Arbitration

Since incorporation the Company has not been involved in any litigation or arbitration nor are the Directors aware of any pending or threatened litigation or arbitration.

Directors' Interests

The interests of the Directors and their interests in companies associated with the management, administration, promotion, and/or marketing of the Company and the Funds are set out below.

1. The Directors or companies of which they are officers or employees, including the Manager, may subscribe for Shares in a Fund of the Company. Their applications for Shares will rank *pari passu* with all other applications.

2. At the date of this Prospectus, no Director has any interest, direct or indirect, in the promotion of or in any assets, or any options in respect of such assets, which have been or are proposed to be acquired or disposed of by, or issued or lease to a Fund, and no Director has a material interest in any contract or arrangement entered into by a Fund which is unusual in nature or conditions or significant in relation to the business of such Fund, nor has any current Director had such an interest since the Company was incorporated other than:

   (i) Each of Mary Canning, Barbara Healy, and Adrian Waters are an independent non-executive director of the Manager;

(ii) David M. Churchill is a partner, senior advisor, vice chair of the Investment Manager, a director of Brown Advisory Incorporated and a member of a company or companies within the Brown Advisory group. Mr. Churchill is also a non-executive director of the Manager, and also holds an indirect ownership interest in the Manager; and

(iii) Brett D. Rogers is the General Counsel of the Investment Manager, and a member of a company or companies within the Brown Advisory Group. Mr. Rogers is also a non-executive director of the Manager; and also holds an indirect ownership interest in the Manager.

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 Company and are or may be material:

1. The Management Agreement dated 10 January 2020 between the Manager and the Company, the material terms of which are set out under **The Manager** in the **MANAGEMENT OF THE COMPANY** section of this Prospectus above;

2. The Investment Management and Distribution Agreement dated 10 January 2020 among the Manager, the Company, and the Investment Manager, the material terms of which are set out under **Investment Manager and Distributor** in the **MANAGEMENT OF THE COMPANY** section of this Prospectus above;

3. The Amended and Restated Depositary Agreement dated 10 January 2020 (as originally entered into by way of a custodian agreement dated 11 November 2005 as superseded and replaced on 19 July 2016) between the Company and the Depositary, the material terms of which are set out under **Depositary** in the **MANAGEMENT OF THE COMPANY** section of this Prospectus above; and

4. The Amended and Restated Administration Agreement dated 10 January 2020 among the Manager, the Company, and the Administrator, the material terms of which are set out under the **Administrator** in the **MANAGEMENT OF THE COMPANY** section of this Prospectus above.

Please refer to each Supplement for details of relevant material contracts (if any) in respect of a Fund, such as a Sub-Investment Management Agreement, where applicable.

Anti-Money Laundering and Counter Terrorist Financing Measures

In order to comply with the anti-money laundering and counter-terrorism financing regulations, the Administrator, on the Company's behalf, may require from any investor or Shareholder a detailed verification of the identity of such investor or Shareholder, the identity of the beneficial owner(s) of such investor or Shareholder where such investor or Shareholder is acting on behalf of underlying clients, the identify of such clients, the source of funds used to subscribe for Shares, or other additional information which may be requested from any investor or Shareholder for such purposes from time to time. The Company and the Administrator each reserve the right to request such information as is necessary to verify the identity of an applicant and where applicable, the beneficial owner(s).

Pursuant to the European Union (Anti-Money Laundering: Beneficial Ownership of Corporate Entities) Regulations 2019 (S.I. No. 110 of 2019), any natural person who ultimately owns or controls 25% plus one share or an ownership interest of more than 25% in the Company or a corporate entity which is a registered Shareholder shall inform the Manager and the Company thereof. The percentage of 25%

plus one share or an ownership interest of more than 25% are considered as an indication of direct or indirect ownership or control, which means that a natural person may also be considered as a beneficial owner of a corporate entity (such as the Company or a registered Shareholder) even if the 25% threshold of ownership or control in that corporate entity is not met.

In addition, any individual, who directly or indirectly, through any contract, arrangement, agreement, relationship or otherwise, owns 20% or more in the equity interests of the Company shall inform the Manager and the Company thereof.

Documents for Inspection

Copies of the following documents may be obtained from the Company and inspected at the registered office of the Company during usual business hours during a Business Day at the address shown in the **DIRECTORY** section of this Prospectus above:

1. the Constitution of the Company;

2. the Prospectus (as amended and supplemented) and the Supplements;

3. the annual and semi-annual reports relating to the Company most recently prepared by the Administrator;

4. details of notices sent to Shareholders;

5. the material contracts referred to above;

6. the UCITS Rules; and

7. a list of any directorships or partnerships, past or present, held by the Directors in the last five (5) years.

The Company may provide certain additional reports (including in relation to certain performance measures, risk measures or general portfolio information) and/or accounting materials to any current or prospective Shareholders upon request, and, if deemed necessary by the Company, upon the execution of a confidentiality agreement and/or non-use agreement.

APPENDIX I

REGULATED MARKETS

The following is a list of regulated stock exchanges and markets in which the assets of each Fund may be invested from time to time and is set out in accordance with the Central Bank's requirements. With the exception of permitted investments in unlisted securities and open-ended collective investment schemes investment by each Fund is restricted to these stock exchanges and markets. The Central Bank does not issue a list of approved stock exchanges or markets.

(a) without restriction in any stock exchange which is located in an EU Member State, Australia, Canada, the Channel Islands, Hong Kong, the Isle of Man, Japan, New Zealand, Norway, Switzerland, the United Kingdom, or the United States of America;

(b) without restriction in any of the following:

Argentina	Mercado Abierto Electronico S.A.
Bahrain	Bahrain Bourse
Bangladesh	Dhaka Stock Exchange
Bangladesh	Chittagong Stock Exchange Ltd.
Botswana	Botswana Stock Exchange
Brazil	Rio de Janeiro Stock Exchange
Brazil	BM&F BOVESPA S.A.
Chile	Bolsa de Comercio de Santiago
Chile	Bolsa Electronica de Chile
China, Peoples' Republic of	Shanghai Stock Exchange
China, Peoples' Republic of	Shenzhen Stock Exchange
China, Peoples' Republic of	China Interbank Bond Market
Colombia	Bolsa de Valores de Colombia
Egypt	Egyptian Exchange
Ghana	Ghana Stock Exchange
India	Bombay Stock Exchange, Ltd.
India	National Stock Exchange
Indonesia	Indonesia Stock Exchange
Israel	Tel-Aviv Stock Exchange
Jordan	Amman Stock Exchange
Kazakhstan (Rep. Of)	Kazakhstan Stock Exchange
Kenya	Nairobi Securities Exchange
Korea	Korea Exchange
Kuwait	Kuwait Stock Exchange
Malaysia	Bursa Malaysia Securities Berhad
Mauritius	Stock Exchange of Mauritius
Mexico	Bolsa Mexicana de Valores
Morocco	Bourse de Casablanca
Namibia	Namibian Stock Exchange
Nigeria	Nigeria Stock Exchange
Oman	Muscat Securities Market
Pakistan	Islamabad Stock Exchange
Pakistan	Karachi Stock Exchange
Pakistan	Lahore Stock Exchange

Peru	Bolsa de Valores de Lima
Philippines	Philippine Stock Exchange
Qatar	Qatar Exchange
Russian Federation	Open Joint Stock Company Moscow Exchange MICEX-RTS
Saudi Arabia	Tadawul Stock Exchange
Saudi Arabia	Saudi Arabian Monetary Agency
Serbia	Belgrade Stock Exchange
Singapore	Singapore Exchange Limited
Singapore	CATALIST
South Africa	JSE Limited
South Africa	South African Futures Exchange
Sri Lanka	Colombo Stock Exchange
Taiwan (Republic of China)	Taiwan Stock Exchange
Taiwan (Republic of China)	Gre Tai Securities Market
Taiwan (Republic of China)	Taiwan Futures Exchange
Thailand	Stock Exchange of Thailand
Thailand	Market for Alternative Investments
Thailand	Bond Electronic Exchange
Thailand	Thailand Futures Exchange
Tunisia	Bourse des Valeurs Mobilieres de Tunis
Turkey	Istanbul Stock Exchange
Turkey	Turkish Derivatives Exchange
Ukraine	Persha Fondova Torgovelna Systema
Ukraine	Ukranian Interbank Currency Exchange
United Arab Emirates	Abu Dhabi Securities Exchange
United Arab Emirates	Abu Dhabi Securities Market
United Arab Emirates	Dubai International Financial Exchange
United Arab Emirates	Dubai Financial Market
Uruguay	Bolsa de Valores de Montevideo
Uruguay	Bolsa Electrónica de Valores del Uruguay SA
Venezuela	Caracas Stock Exchange
Vietnam	Ho Chi Minh City Stock Exchange
Vietnam	Hanoi Stock Exchange
Vietnam	Unlisted Public Companies Market (UPCOM)
Zambia	Lusaka Securities Exchange plc

(c) for the purposes of investment in Russia and the States of the Russian Federation a Fund may invest in the Moscow Exchange (the former MICEX-RTS Exchange);

(d) without restriction in any of the following:

- the market organised by the International Capital Market Association;

- the market conducted by the "*listed money market institutions*", as described in the Bank of England publication "*The Regulation of the Wholesale Cash and OTC Derivatives Markets in GBP, Non-U.S. Exchange and Bullion*" dated April, 1988 (as amended from time to time);

- AIM - the Alternative Investment Market in the United Kingdom, regulated and operated by the London Stock Exchange;

- the French Markets for *Titres de Créances Négotiables* (the OTC markets in negotiable

debt instruments);

- the OTC market in the United States of America regulated by the Financial Industry Regulatory Authority;

- NASDAQ in the United States of America;

- the OTC market in Japan regulated by the Securities Dealers Association of Japan;

- the market in U.S. government securities conducted by primary dealers regulated by the Federal Reserve Bank of New York; and

- the OTC market in Canadian Government Bonds, regulated by the Investment Dealers Association of Canada.

(e) In addition to those markets listed above on which FDI are traded, the following regulated derivatives markets:

All derivatives exchanges on which permitted FDI may be listed or traded:

- in a EU Member State;
- in a EEA Member State (the EU, Norway, Iceland, and Lichtenstein);
- the United Kingdom;

in Asia, on the

- Bursa Malaysia Derivatives Berhad;
- Hong Kong Exchanges & Clearing;
- Jakarta Futures Exchange;
- Korea Futures Exchange;
- Korea Stock Exchange;
- Kuala Lumpur Options and Financial Futures Exchange;
- National Stock Exchange of India;
- Osaka Mercantile Exchange;
- Osaka Securities Exchange;
- Shanghai Futures Exchange (SHFE);
- Singapore Commodity Exchange;
- Singapore Exchange;
- Stock Exchange of Thailand;
- Taiwan Futures Exchange;
- Taiwan Stock Exchange;
- The Stock Exchange, Mumbai;
- Tokyo International Financial Futures Exchange;
- Tokyo Stock Exchange;

in Australia, on the

- Australian Stock Exchange;
- Sydney Futures Exchange;

in Brazil on the Bolsa de Mercadorias & Futuros (BM&F);

in Israel on the Tel-Aviv Stock Exchange;

in Mexico on the Mexican Derivatives Exchange (MEXDER);

in South Africa on the South African Futures Exchange (Safex);

in Switzerland on Eurex (Zurich);

in Turkey on Turkish Derivatives Exchange

in the United States of America, on the

- American Stock Exchange;
- Chicago Board of Trade;
- Chicago Board Options Exchange;
- Chicago Mercantile Exchange;
- Eurex US;
- International Securities Exchange;
- New York Futures Exchange;
- New York Board of Trade;
- New York Mercantile Exchange;
- Pacific Stock Exchange;
- Philadelphia Stock Exchange;

in Canada on the

- Bourse de Montreal;
- Winnipeg Commodity Exchange (WCE).

(f) for the purposes only of determining the value of the assets of a Fund, the term "*Recognised Exchange*" shall be deemed to include, in relation to any futures or options contract, any organised exchange or market on which such futures or options contract is regularly traded.

APPENDIX II

Definition of U.S. Person and U.S Reportable Person

U.S. PERSON

A "**U.S. Person**" for purposes of this Prospectus is a person who is in either of the following two categories: (a) a person included in the definition of "U.S. person" under Rule 902 of Regulation S under the 1933 Act or (b) a person excluded from the definition of a "Non-United States person" as used in Rule 4.7 under the U.S. Commodity Exchange Act, as amended. For the avoidance of doubt, a person is excluded from this definition of U.S. Person only if he or it does not satisfy any of the definitions of "U.S. person" in Rule 902 *and* qualifies as a "Non-United States person" under CFTC Rule 4.7.

Regulation S currently provides that:

1. "**U.S. Person**" means:

    a. any natural person resident in the U.S.;

    b. any partnership or corporation organised or incorporated under the laws of the U.S.;

    c. any estate of which any executor or administrator is a U.S. Person;

    d. any trust of which any trustee is a U.S. Person;

    e. any agency or branch of a non-U.S. entity located in the U.S.;

    f. any non-discretionary or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person;

    g. any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated or (if an individual) resident in the U.S.; and

    h. any partnership or corporation if

        (i) organised or incorporated under the laws of any non-U.S. jurisdiction and

        (ii) formed by a U.S. Person principally for the purpose of investing in securities not registered under the 1933 Act, unless it is organised or incorporated, and owned, by accredited investors (as defined under Rule 501(a) under the 1933 Act) who are not natural persons, estates or trusts.

2. "**U.S. Person**" does not include:

    a. any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. Person by a dealer or other professional fiduciary organised, incorporated, or, if an individual, resident in the U.S.;

    b. any estate of which any professional fiduciary acting as executor or administrator is a U.S. Person if (i) an executor or administrator of the estate who is not a U.S Person has sole or shared investment discretion with respect to the assets of the estate and (ii) the estate is governed by non-U.S. law;

c. any trust of which any professional fiduciary acting as trustee is a U.S. Person if a trustee who is not a U.S. Person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. Person;

d. an employee benefit plan established and administered in accordance with the law of a country other than the U.S. and customary practices and documentation of such country;

e. any agency or branch of a U.S. Person located outside the U.S. if (i) the agency or branch operates for valid business reasons and (ii) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located;

f. the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations and their agencies, affiliates and pension plans and any other similar international organisations, their agencies, affiliates and pension plans; and

g. any entity excluded or exempted from the definition of "U.S. Person" in reliance on or with reference to interpretations or positions of the SEC or its staff.

CFTC Rule 4.7 currently provides in relevant part that the following persons are considered "**Non-United States persons**":

a. a natural person who is not a resident of the United States or an enclave of the U.S. government, its agencies or instrumentalities;

b. a partnership, corporation or other entity, other than an entity organised principally for passive investment, organised under the laws of a non-U.S. jurisdiction and which has its principal place of business in a non-U.S. jurisdiction;

c. an estate or trust, the income of which is not subject to U.S. income tax regardless of source;

d. an entity organised principally for passive investment such as a pool, investment company or other similar entity, *provided*, that units of participation in the entity held by persons who do not qualify as Non-United States persons or otherwise as qualified eligible persons (as defined in CFTC Rule 4.7(a)(2) or (3)) represent in the aggregate less than 10%. of the beneficial interest in the entity, and that such entity was not formed principally for the purpose of facilitating investment by persons who do not qualify as Non-United States persons in a pool with respect to which the operator is exempt from certain requirements of Part 4 of the CFTC's regulations by virtue of its participants being Non-United States persons; and

e. a pension plan for the employees, officers or principals of an entity organised and with its principal place of business outside the United States.

Definition of the Term "Resident" For Purposes of Regulation S

For purposes of the definition of "**U.S. Person**" in (1) above with respect to natural persons, a natural person shall be resident in the U.S. if such person: (i) holds an Alien Registration Card (a "green card") issued by the U.S. Immigration and Naturalization Service; or (ii) meets a "substantial presence test."

The “substantial presence” test is generally met with respect to any current calendar year if (i) the individual was present in the U.S. on at least 31 days during such year; and (ii) the sum of the number of days on which such individual was present in the U.S. during the current year, one third of the number of such days during the first preceding year, and one sixth of the number of such days during the second preceding year, equals or exceeds 180 days.

U.S. REPORTABLE PERSON

3. “**U.S. Reportable Person**” means: (i) a U.S. Taxpayer that is not an Excluded U.S. Taxpayer; or (ii) a Passive U.S. Controlled Foreign Entity.

4. “**U.S. Taxpayer**” means:

(a) a U.S. citizen or resident alien of the United States (as defined for U.S. federal income tax purposes);

(b) any entity treated as a partnership or corporation for U.S. federal tax purposes that is created or organised in, or under the laws of, the United States or any state thereof (including the District of Columbia);

(c) any other partnership that is treated as a U.S. Person under U.S. Treasury Department regulations;

(d) any estate, the income of which is subject to U.S. income taxation regardless of source; and

(e) any trust over whose administration a court within the United States has primary supervision and all substantial decisions of which are under the control of one or more U.S. fiduciaries. Persons who have lost their U.S. citizenship and who live outside the U.S. may nonetheless, in some circumstances, be treated as U.S. Taxpayers.

An investor may be a U.S. Taxpayer for Federal income tax purposes but not a “U.S. Person” for purposes of investor qualification for a Fund. For example, an individual who is a U.S. citizen residing outside of the U.S. is not a “U.S. Person” but is a U.S. Taxpayer for Federal income tax purposes.

5. “**Excluded U.S. Taxpayer**” means a U.S. Taxpayer that is: (i) a corporation the stock of which is regularly traded on one or more established securities markets; (ii) any corporation that is a member of the same expanded affiliated group, as defined in Section 1471(e)(2) of the Code, as a corporation described in clause (i); (iii) the United States or any wholly owned agency or instrumentality thereof; (iv) any state of the United States, any U.S. territory, any political subdivision of any of the foregoing, or any wholly owned agency or instrumentality of any one or more of the foregoing; (v) any organisation exempt from taxation under Section 501(a) or an individual retirement plan as defined in Section 7701(a)(37) of the Code; (vi) any bank as defined in Section 581 of the Code; (vii) any real estate investment trust as defined in Section 856 of the Code; (viii) any regulated investment company as defined in Section 851 of the Code or any entity registered with the Securities Exchange Commission under the 1940 Act; (ix) any common trust fund as defined in Section 584(a) of the Code; (x) any trust that is exempt from tax under Section 664(c) of the Code; (xi) a dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state thereof; or (xii) a broker as defined in Section 6045(c) of the Code.

6. “**Passive U.S. Controlled Foreign Entity**” means any entity that is not a U.S. Taxpayer or Financial Institution and that has one or more “Controlling U.S. Persons” as owners of equity in such entity. For this purpose, a Controlling U.S. Person means an individual who is a U.S. Taxpayer and

exercises control over an entity. In the case of a trust, such term means the settler, the trustees, the protector (if any), the beneficiaries or Class of beneficiaries, and any other natural person exercising ultimate effective control over the trust, and in the case of a legal arrangement other than a trust, such term means persons in equivalent or similar positions

Additional Information for Investors in Switzerland

Information contained herein is selective, containing specific information in relation to Brown Advisory Funds plc (the "**Company**"). This document (the "**Swiss Country Supplement**") forms part of and should be read in conjunction with the Prospectus for the Company dated 30 April 2025. This document is for distribution in Switzerland only.

1. Representative and Paying Agent in Switzerland

The representative in Switzerland is Zeidler Regulatory Services (Switzerland) AG, Stadthausstrasse 14, 8400 Winterthur. The paying agent in Switzerland is Helvetische Bank AG, Seefeldstrasse 215, 8008 Zürich.

2. Place where the relevant documents may be obtained

The prospectus, the key information documents, the articles of association and the annual and semi-annual reports may be obtained free of charge from the representative in Switzerland.

3. Publications

The Net Asset Value of the Shares of each Fund, together with an indication "commissions excluded" will be published daily on www.fundinfo.com.

Publications in Switzerland relating to the Company or the Funds shall be made on www.fundinfo.com.

4. Payment of retrocessions and rebates

4.1 Retrocessions

The Investment Manager and/or Distributor and its/their agents may pay retrocessions as remuneration for distribution activity in respect of Shares in Switzerland. This remuneration may be deemed payment for the following services in particular:

- Setting up processes for subscribing, holding and safe custody of the Shares;
- Keeping a supply of marketing and legal documents, and issuing the said;
- Forwarding or providing access to legally required publications and other publications;
- Performing due diligence delegated by the Company/Investment Manager in areas such as ascertaining client needs and distribution restrictions;
- Operating and maintaining an electronic distribution and/or information platform;
- Clarifying and answering specific questions from investors pertaining to the Funds or the Company/Investment Manager;
- Drawing up fund research material;
- Central relationship management;
- Subscribing Shares as a "nominee" for several clients;
- Training client advisors in collective investment schemes; and
- Mandating and monitoring additional distributors.

Retrocessions are not deemed to be rebates even if they are ultimately passed on, in full or in part, to the Investors.

Disclosure of the receipt of retrocessions is based on the applicable provisions of Federal Act on Financial Services.

4.2 Rebates

In the case of distribution activity in Switzerland, the Investment Manager and its agents may, upon request, pay rebates directly to investors. The purpose of rebates is to reduce the fees or costs incurred by the Investor in question. Rebates are permitted provided that:

- they are paid from fees received by the Investment Manager and therefore do not represent an additional charge on the fund assets;
- they are granted on the basis of objective criteria;
- all investors who meet these objective criteria and demand rebates are also granted these within the same timeframe and to the same extent.

The objective criteria for the granting of rebates by the Investment Manager are as follows:

- the volume subscribed by the investor or the total volume the investor holds in the collective investment scheme or, where applicable, in the product range of the Company;
- the amount of the fees generated by the investor;
- the investment behaviour shown by the investor (e.g. expected investment period);
- the investor's willingness to provide support in the launch phase of a collective investment scheme.

At the request of the investor, the Investment Manager must disclose the amounts of such rebates free of charge.

5. Place of performance and Place of jurisdiction

In respect of the Shares offered in Switzerland, the place of performance is at the registered office of the representative in Switzerland. The place of jurisdiction is at the registered office of the representative in Switzerland or at the registered office or place of residence of the investor.

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

The Directors of the Company, whose names appear under the heading "Management of the Company – Directors of the Company" in the Prospectus are the persons responsible for the information contained in this Supplement and accept responsibility accordingly. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

APPROVED FUNDS SUPPLEMENT

*(Brown Advisory Funds plc (the "**Company**"), an umbrella type open-ended investment company with variable capital and segregated liability between its Funds established under the laws of Ireland and regulated by the Central Bank of Ireland)*

Dated: 12 August 2025

This Supplement contains the names of each Fund of the Company approved by the Central Bank and certain other information for investors. **This Supplement forms part of and should be read in conjunction with the Prospectus of the Company dated 30 April 2025.**

APPROVED FUNDS OF THE COMPANY

This Supplement should be read in conjunction with the Prospectus. Terms used but not defined in this Supplement shall have the same meaning as set out in the Prospectus.

Brown Advisory Funds plc

As of the date of this Supplement, the Company has obtained the approval of the Central Bank for the establishment of eighteen (18) Funds, twelve (12) of which are approved for the offer to non-qualified investors in Switzerland, namely:

- **Brown Advisory US Equity Growth Fund** (Supplement No.1);
- **Brown Advisory US Smaller Companies Fund** (Supplement No. 2);
- **Brown Advisory Global Sustainable Total Return Bond Fund (GBP)** (Supplement No. 3)
- **Brown Advisory Global Leaders Sustainable Fund** (Supplement No. 4);
- **Brown Advisory US Small Cap Blend Fund** (Supplement No. 5);
- **Brown Advisory US Flexible Equity Fund** (Supplement No. 6);
- **Brown Advisory Global Leaders Fund** (Supplement No. 7);
- **Brown Advisory US Sustainable Growth Fund** (Supplement No. 8);
- **Brown Advisory US Mid-Cap Growth Fund** (Supplement No. 9);
- Brown Advisory Global Sustainable Total Return Bond Fund (USD) (Supplement No. 10)
- **BA Beutel Goodman US Value Fund** (Supplement No. 13);
- **Brown Advisory US Sustainable Value Fund** (Supplement No. 14).

The Directors may establish further Funds with the prior approval of the Central Bank. Any such additional Funds will be listed in an updated version of this Supplement.

Each Fund will bear its own liabilities as may be determined at the discretion of the Directors. The Company is not liable as a whole to third parties, provided, however, that if the Directors are of the opinion that a particular liability of the Company does not relate to any particular Fund, that liability may be allocated between the relevant Funds or otherwise on such basis as the Directors deem fair and equitable.

The assets of a Fund will belong exclusively to that Fund and will be segregated from any other Funds and will, other than as set out above, not be used to discharge directly or indirectly the liabilities of or claims against any other Funds.

Equity Funds and Fixed-Income Funds

For the purposes of the Prospectus, as the context requires:

(i) Brown Advisory Global Sustainable Total Return Bond Fund (GBP), Brown Advisory Global Sustainable Total Return Bond Fund (USD) and (sub-fund not approved for the offer to non-qualified investors in Switzerland), are collectively referred to as the "**Fixed-Income Funds**"; and

(ii) all of the Funds, with the exception of Fixed Income Funds, and (sub-fund not approved for the offer to non-qualified investors in Switzerland) are collectively referred to as the "Equity Funds".

*** * ***

Brown Advisory US Equity Growth Fund

Supplement No. 1 dated 30 April 2025 to the Prospectus of the Company dated 30 April 2025 for Brown Advisory Funds plc

This Supplement contains specific information in relation to Brown Advisory US Equity Growth Fund (the "**Fund**"), a fund of Brown Advisory Funds plc (the "**Company**") an umbrella type open-ended investment company with variable capital and segregated liability between funds, governed by the laws of Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**").

This Supplement forms part of and should be read in conjunction with the Prospectus of the Company dated 30 April 2025.

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

The Investment Manager has determined that the Fund is an Article 8 Fund.

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

Dated: 30 April 2025

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Definitions

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

"Comparator Benchmark"	for the purposes of this Supplement, the Russell 1000® Growth Net Index**;** and
"Russell 1000® Growth Net Index"	measures the performance of the large-cap growth segment of the US equity universe. It includes those Russell 1000® companies with relatively higher price-to-book ratios, higher I/B/E/S forecast medium term (2 year) growth and higher sales per share historical growth (5 years). The Russell 1000® Growth Net Index is constructed to provide a comprehensive and unbiased barometer for the large-cap growth segment. The index is completely reconstituted annually to ensure new and growing equities are included and that the represented companies continue to reflect growth characteristics.

Investment Objective and Policies

Investment Objective

The objective of the Fund is to achieve capital appreciation by investing primarily in U.S. equities.

Investment Policies

The Fund aims to achieve its investment objective by investing in medium- and large-sized companies that have high, durable earnings prospects along with attractive valuations and which are listed or traded on the U.S. markets and exchanges listed in **Appendix I** of the Prospectus. The Fund may also invest in Rule 144A Securities, ADR and GDR, U.S. treasury bills, fixed and/or floating rate U.S. government securities and ancillary liquid assets subject to the limits set out in the Prospectus.

The Fund also promotes certain Sustainability Characteristics through its investment selection and ongoing monitoring processes, as described under **Promotion of Sustainability Characteristics**. The Fund focuses on the promotion of such characteristics at a portfolio level and does not commit to making Sustainable Investments.

The Fund invests primarily in U.S. based companies that have exhibited an above-average rate of earnings growth over the past few years and that have prospects for above-average, sustainable growth in the future. The Fund may also invest in companies that do not exhibit particularly strong earnings histories but have other attributes that may contribute to accelerated growth in the foreseeable future. Other important attributes are a strong competitive position, a history of innovation, excellent management and the financial resources to support long-term growth.

The Fund will invest primarily in medium- and large-market capitalisation companies characterised by market capitalisation of $2 billion and greater at the time of purchase.

The Fund seeks to purchase securities at what the Investment Manager considers attractive valuations in the context of the strong fundamental position of each underlying company.

Profile of a Typical Investor and Target Market Identification

The Fund is suitable for any investor (institutional and, unless prohibited by the rules of a particular jurisdiction, retail) seeking to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) by investing in a diversified portfolio consisting primarily of equity securities.

Investors should desire that Sustainability Characteristics be considered as part of the Fund's investment due diligence process. The Fund invests primarily in equities as described above, so investors should consider an investment in the Fund as medium to high risk.

The Fund is categorised as a non-complex UCITS fund vehicle. This Fund is appropriate for all investors (retail, professional clients, and eligible counterparties) with a basic knowledge of the capital markets who seek to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) as a core component of a portfolio of investments. Investors should be prepared to bear losses and may not get back the original investment amount. The Fund may not be compatible for investors outside the target market or those that are not able to bear all losses with respect to their investment. The Fund is available through all distribution channels (*e.g.*, investment advice, portfolio management, non-advised sales, and pure execution services).

Investment Manager's Investment Process

The Investment Manager's bottom-up research process analyses the fundamental and sustainability characteristics of its investments.

The Investment Manager believes that when executed successfully, this investment approach can achieve the investment objective of the Fund.

Purchasing Portfolio Securities

The Investment Manager starts by using in-house research and other third-party data sources to identify a universe of superior companies across a range of industries. Superior companies are businesses that the Investment Manager believes have:

- significant market opportunities (both in terms of magnitude and duration), with respect to which the companies are leaders or potential leaders in their respective markets;
- proprietary products and services, new product development and product cycle leadership that sustains a strong brand franchise; and
- a strong management team that is proactive, consistently executes effectively, and anticipates and adapts to change.

The Investment Manager will then focus on those companies that have the ability to grow earnings at above-average rates over several years (*i.e.*, at an annualised rate of 14% or more over a full market cycle), given the Investment Manager's belief that superior investment returns are achieved by buying and holding the securities of companies that are able to grow at above-average sustainable rates over long periods of time. Factors which will be considered include:

- durability of fundamental growth drivers;
- cash flow and financial resources to fund growth;
- catalysts for growth such as changes in regulation, management, business cycle, business mix and industry consolidation; and
- material Sustainability Risks that may jeopardise underlying company fundamentals.

The Investment Manager will then use a variety of valuation techniques to identify those companies

whose securities are attractively valued relative to upside/downside price targets (*i.e.*, opinions of analysts and managers (including the Investment Manager) which may give people who use them an indication of the price at which an investment could/should be sold or bought), their peer groups and their own price history. Valuation techniques also permit the Investment Manager to mitigate the potential downside risk of an investment candidate by demonstrating the difference in the estimated value of a company's security and its current market price.

Selling Portfolio Securities

The Investment Manager will monitor the companies in the Fund's portfolio to determine if there have been any fundamental changes in the companies. The Investment Manager may sell a security or reduce its position in a security if:

- the security subsequently fails to meet the Investment Manager's initial investment criteria;
- a superior business model is found or if funds are needed for other purposes; and/or
- the security becomes overvalued relative to the long-term expectation for the security price.

Promotion of Sustainability Characteristics

The Investment Manager's research process includes an assessment of Sustainability Characteristics and Sustainability Risks for every company in the Fund, with the aim of protecting the financial performance of the Fund by identifying companies that, overall, approach sustainability issues in a responsible manner while also avoiding those companies exposed to material Sustainability Risks.

This research is fully integrated into the Investment Manager's investment process and is provided through a combination of in-house expertise and/or third-party providers.

The research approach is based on a qualitative assessment of each security across a broad range of factors, but will contain certain quantitative elements. The purpose of this assessment is to ensure that the Fund is investing in companies which, overall, approach sustainability issues in a responsible manner. The Investment Manager will avoid those companies that it believes to either be failing to manage Sustainability Risks or to not have in place appropriate mitigants or plans to secure an improved position with respect to Sustainability Risks. The Fund may invest in a company that is exposed to legacy material Sustainability Risks or that is lagging in management of Sustainability Risks. However, the Investment Manager will seek to find evidence of a positive Sustainability Risk-management trajectory, which it will document before making an investment.

The Fund does not focus on any one particular sustainability issue, instead identifying companies which satisfy a more holistic assessment, using qualitative and/or quantitative analysis.

While the Investment Manager's holistic approach means that a wide variety of Sustainability Characteristics and Sustainability Risks are considered, the following Sustainability Characteristics are promoted by the Fund:

- **Environmental**: good management of greenhouse gas emissions and appropriate structures and expertise to mitigate material environmental risks;

- **Social**: good human capital management, with a focus on the promotion of diversity at the board level and a track record of mitigating human rights related risks at the company and in the supply chain. These characteristics may be monitored through any one or more of: an assessment of supply chain policies and audit practices; board, management and employee diversity; and compliance with global standards (*e.g.*, the UNGC Principles). This

investment selection process may lead to the exclusion of companies with poor working conditions and/or high employee turnover relative to peers given the risks that the Investment Manager believes these characteristics may present to the investment thesis.

With regards to the governance of the Fund's investee companies, the Investment Manager will seek quality and established management teams that have formalised governance structures. Indicators that are considered in this analysis include, though are not limited to, any one or more of the following: board and committee composition and structure in terms of expertise and diversity; shareholder rights provisions; business ethics and compensation packages. The Fund will engage, through proxy voting and other mechanisms, to vocalise the importance of appropriate incentives (*e.g.*, compensation) to enable long-term performance. This investment selection process may lead to the exclusion of companies where the Investment Manager determines that governance structures are inappropriate, such as a lack of alignment with long-term shareholders.

The Investment Manager believes that a focus on these particular indicators will both limit investment risks associated with Sustainability Risks, while contributing to a more responsible business approach that may potentially benefit performance. The application of the Fund's Sustainability Characteristics and **Exclusion Policy** (see below) could result in performance that is better or worse than the performance of a similar fund, depending on the performance of the excluded investments and the investments included in place of such excluded investments.

At the Investment Manager's discretion, the Fund is permitted to make an investment without a written assessment on file at the time of purchase, as long as the Investment Manager believes the relevant security meets the Fund's binding requirements relating to Sustainability Characteristics and the written assessment is finalised shortly thereafter.

If, through the research process, a company is flagged as having significant exposure to potentially material Sustainability Risks, the Investment Manager will conduct further due diligence, which may include engagement with the company, to ensure that it has an accurate understanding of the way the company manages such Sustainability Risks. In determining whether or not to invest based upon these principles, the Investment Manager may use third-party data to assess relevant exposures. The Investment Manager is permitted to invest in a security if it determines the security has an acceptable Sustainability Risk profile notwithstanding contrary third-party data or third-party recommendations.

Exclusion Policy

The Fund also takes a qualitative and quantitative approach to its exclusion policy.

The Fund has adopted the following binding restrictions and will not invest in companies that:

- manufacture whole controversial weapons systems, including cluster munitions, land mines, biological weapons, and/or chemical weapons;
- defy the UNGC Principles;
- derive more than 10% consolidated revenue from tobacco;
- derive more than 10% consolidated revenue from civilian firearms; and/or
- derive more than 10% consolidated revenue from adult entertainment.

As a result, the universe of investments available to the Fund will be more limited than that of funds that do not apply such exclusions.

The Investment Manager applies a qualitative approach to the remaining investment universe.

In addition to the Fund's **Investment Policies and Investment Restrictions** described above, the Investment Manager may adopt certain additional internal investment criteria which may further restrict the Fund's investments, such as evolving internal Investment Manager policies limiting or prohibiting investments in businesses that engage in certain types of weapons manufacturing, natural resource activities or are identified as failing to meet certain criteria put forth by the United Nations or other global organisations.

Impact of Sustainability Risks and PAIs

Together, the results of the Investment Manager's assessment on the Sustainability Characteristics of the companies in which the Fund invests; the implementation of the binding and exclusionary criteria (outlined above) as part of the Investment Manager's investment process; and the Fund's participation in engagement with investee companies, are likely to diminish the impacts of Sustainability Risks on the returns, and improve the overall risk profile, of the Fund.

The Manager (in conjunction with the Investment Manager) conducts an assessment of the PAIs of its investment decisions on Sustainability Characteristics across all of the holdings in the Fund where such data is available and reliable. Further information is available in the "*Statement on the Due Diligence Policies of the Manager on the Principal Adverse Impacts of Investment Decisions*", available at: **https://www.brownadvisory.com/intl/ucits-legal-document-library**. In addition, information on PAIs on sustainability factors will be available in the annual report and audited financial statements of the Manager.

Taxonomy Regulation Disclosures

As required by Article 6 of the Taxonomy Regulation, the Fund must disclose that the "*do no significant harm*" principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this Fund do not take into account the EU criteria for environmentally sustainable economic activities.

As the investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities contained in the Taxonomy Regulation, the "*do no significant harm*" principle does not apply to any of the investments underlying the Fund.

Although the Fund promotes certain environmental characteristics, the Fund does not commit to making Sustainable Investments or to pursuing the environmental objectives contained in the Taxonomy Regulation. Accordingly, the Manager (in conjunction with the Investment Manager) has determined that 0% of the investments underlying the Fund will be in Taxonomy-Aligned Investments.

Benchmark Index

The Fund uses the Comparator Benchmark to compare performance. The Fund is actively managed and is not constrained by any benchmark.

In its construction and method of calculation, the Comparator Benchmark does not take into account the Sustainability Characteristics described under **Promotion of Sustainability Characteristics** above in a manner that is consistent with the Fund's approach towards the Sustainability Characteristics. Further information in respect of the methodology used for the calculation of the benchmark can be found **here**.

Financial Derivative Instruments

Subject to the Regulations and to the conditions and limits laid down by the Central Bank from time to time, the Fund may utilise FDIs. The Fund only intends to use forward FX contracts to hedge currency FX risks arising for Hedged Share Classes of the Fund. The leverage exposure of the Fund through the use of FDIs will not exceed 100% of the Fund's Net Asset Value, as measured using the commitment approach.

This should be read in conjunction with the sections of the Prospectus entitled **FUNDS** – **Use of FDI** and **RISK FACTORS** – **Currency Risk**.

Investment Restrictions

In addition to the investment restriction set out below, the general investment restrictions set out in the Prospectus under **FUNDS – Investment Restrictions** shall apply.

Investments made by the Fund in shares or units of a CIS may not exceed, in aggregate, 10% of the Net Asset Value of the Fund. The CIS, in which the Fund invests, must be prohibited from investing more than 10% of their net assets, in aggregate, in CIS.

Borrowing

In accordance with the general provisions set out in the Prospectus under **FUNDS – Borrowing and Lending Powers**, the Fund may borrow up to 10% of its Net Asset Value on a temporary basis. It is not intended to borrow for leverage purposes.

The Manager operates a Risk Management Process on behalf of the Fund in relation to its use of FDIs, details of which are set out in the Prospectus under **FUNDS – Use of FDI** – *Risk Management*.

Risk Factors

Investment in the Fund carries with it a degree of risk including, but not limited to, the risk factors set out in the Prospectus under **RISK FACTORS**. These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making an application for Shares. There can be no assurance that the Fund will achieve its investment objective.

Dividend Policy

Details of the dividend policy for the Fund are set out in the Prospectus under **SHARE CLASS INFORMATION**.

Key Information for Buying and Selling

Base Currency

U.S. Dollars.

Business Day

Any day (except Saturday or Sunday) on which the New York Stock Exchange is open, or such other day as the Directors may, with the consent of the Depositary, determine and notify to Shareholders in advance.

Dealing Day

Each Business Day.

Dealing Deadline

3.00 p.m. Irish Time on each Business Day.

Valuation Point

10.00 p.m. Irish Time on each Business Day.

Share Class Information

As of the date of this Supplement, the Share Classes listed in the tables below with a corresponding tick (✓) under **Subscription Open** are available for subscription in the Fund. Share Classes listed in the tables below with a corresponding check (✗) under **Subscription Open** are no longer available for subscription in the Fund. Investors seeking to invest in any other Classes as set out in the Prospectus under **SHARE CLASS INFORMATION** should contact the Investment Manager. Upon receipt of sufficient interest in any such Class, such a Class may be launched.

The applicable Minimum Shareholding, Minimum Initial Investment Amount, and Minimum Additional Investment Amount for the Shares are set as out in the Prospectus under **SHARE CLASS INFORMATION**.

Initial Offer Period / Initial Issue Price

In relation to the Share Classes listed in tables below with a corresponding tick (✓) under **Initial Offer Period Open**, the Initial Offer Period remains open and will close upon the earlier of: (i) the first investment by a Shareholder in such Class of Shares; or (ii) such earlier or later date as the Directors may determine and notify to the Central Bank.

Investors may apply to subscribe for such Shares during the Initial Offer Period at the Initial Issue Price for each Class. The Initial Issue Price for such Classes is as set out in the tables below under **Initial Issue Price**.

The Share Classes listed in the tables below with a corresponding check (✗) under **Initial Offer Period Open** are currently in issue and are available for subscription at prices calculated with reference to the Net Asset Value per Share, as indicated by "NAV" under **Initial Issue Price**.

After the Initial Offer Period, Shares will be continuously open for subscriptions on the relevant Dealing Day and the Issue Price shall be the Net Asset Value of the relevant Class of Shares on the relevant Dealing Day.

<u>Class A Shares</u>

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class A Acc Shares	✓	✗	NAV
Dollar Class A Dis Shares	✓	✓	$10.00
Sterling Class A Acc Shares	✓	✓	£10.00
Sterling Class A Acc H Shares	✓	✓	£10.00

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Sterling Class A Dis Shares	✓	✓	£10.00
Sterling Class A Dis H Shares	✓	✓	£10.00
Euro Class A Acc Shares	✓	✓	€10.00
Euro Class A Acc H Shares	✓	✗	NAV
Euro Class A Dis Shares	✓	✓	€10.00
Euro Class A Dis H Shares	✓	✓	€10.00
Swiss Franc Class A Acc Shares	✓	✓	CHF10.00
Swiss Franc Class A Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis H Shares	✓	✓	CHF10.00

Class B Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class B Acc Shares	✓	✗	NAV
Dollar Class B Dis Shares	✓	✗	NAV
Sterling Class B Acc Shares	✓	✓	£10.00
Sterling Class B Acc H Shares	✓	✓	£10.00
Sterling Class B Dis Shares	✓	✓	£10.00
Sterling Class B Dis H Shares	✓	✗	NAV
Euro Class B Acc Shares	✓	✗	NAV
Euro Class B Acc H Shares	✓	✗	NAV
Euro Class B Dis Shares	✓	✓	€10.00
Euro Class B Dis H Shares	✓	✓	€10.00
Swiss Franc Class B Acc Shares	✓	✓	CHF10.00
Swiss Franc Class B Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis H Shares	✓	✓	CHF10.00

Class J Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class J Acc Shares	✓	✓	$10.00

Class P Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class P Acc Shares	✓	✗	NAV
Euro Class P Acc H Shares	✓	✗	NAV

Class SI Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class SI Acc Shares	✓	✗	NAV
Dollar Class SI Dis Shares	✓	✗	NAV
Sterling Class SI Acc Shares	✓	✓	£10.00
Sterling Class SI Acc H Shares	✓	✓	£10.00
Sterling Class SI Dis Shares	✓	✓	£10.00
Sterling Class SI Dis H Shares	✓	✗	NAV
Euro Class SI Acc Shares	✓	✗	NAV
Euro Class SI Acc H Shares	✓	✗	NAV
Euro Class SI Dis Shares	✓	✓	€10.00
Euro Class SI Dis H Shares	✓	✓	€10.00

Settlement Date

In the case of applications, two (2) Business Days after the relevant Dealing Day.

In the case of repurchases, two (2) Business Days after the relevant Dealing Day (assuming the receipt of the relevant duly signed repurchase documentation including all relevant anti-money laundering documentation).

Preliminary Charge

Class A Shares and Class P Shares

If subscribing through a financial intermediary for Class A Shares or Class P Shares, a Preliminary Charge of up to 3% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Preliminary Charge is payable to financial intermediaries appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Preliminary Charge may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a financial intermediary from investors.

Class A Shares and Class P Shares (Italy only)

If subscribing through a Distributor, bank, or financial intermediary based in Italy for Class A Shares or Class P Shares, an Entry Fee of up to 5% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Entry Fee is payable to Distributors, banks, and financial intermediaries based in Italy appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Entry Fee may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a Distributor, bank, or financial intermediary from investors.

No Preliminary Charge or Entry Fee is payable in respect of Class A Shares or Class P Shares if subscribing directly into the Fund through the Administrator, whether subscribing from Italy or elsewhere.

There is no Preliminary Charge or Entry Fee payable for other Share Classes.

Repurchase Charge

1%.

The Repurchase Charge will only be charged in instances where there is a significant (typically in excess of 10%) net redemption or in the case of an investor engaging in excessive trading.

Swing Factor

Up to 0.50% of the Net Asset Value per Share on any Dealing Day.

Fees and Expenses

Investment Management Fee and Expense Limitation

The Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee not exceeding the amounts set out in the Prospectus under **FEES AND EXPENSES** (plus VAT, if any) per Share Class of the Net Asset Value of the Fund.

Such fee shall accrue and be calculated at each Valuation Point and be payable monthly in arrears. The Investment Manager may, at its absolute discretion, pay any portion of the investment management fee to any third party in any manner whatsoever, whether by rebate or otherwise. The Investment Manager shall also be entitled to be reimbursed out of the assets of the Fund for its properly vouched out-of-pocket costs and expenses in the performance of its duties.

The Investment Manager has committed to waive its investment management fee or reimburse the Fund's operating expenses, in order to keep the Fund's total operating expenses (excluding the fees of the Manager but including the fees and out of pocket expenses of the Administrator and the Depositary) from exceeding an annual rate of 0.25% of the daily Net Asset Value of the Fund. If annual operating costs are less than this amount, no reimbursement will be made by the Investment Manager, and the lower amount will be charged to the Fund.

Management Fee

The fees and expenses of the Manager are paid out of the assets of the Fund as set out in the Prospectus under **FEES AND EXPENSES**.

Administration Fee

The Administrator shall be entitled to receive out of the Net Asset Value of the Fund an annual fee, accrued and calculated at each Valuation Point and payable monthly in arrears at an annual rate which will not exceed 0.07% of the Net Asset Value of the Fund (plus VAT, if any) subject to an annual minimum fee which will not exceed US$48,000 and will also receive registration fees and transaction charges at normal commercial rates. The Administrator shall also be entitled to receive a monthly fee of up to US$500 per Share Class of the Fund launched (this fee will not be applied to the first two Share Classes of the Fund launched by the Company) subject to an annual minimum fee for the Company which will not exceed US$10,000. The Administrator is entitled to be repaid all of its properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

Depositary Fee

The Depositary shall be entitled to receive an annual maximum fee of 0.03% per annum of the Net

Asset Value of the Fund accrued at each Valuation Point and shall be payable monthly in arrears. The Depositary's fees are accrued at each Valuation Point, payable monthly in arrears, and subject to a minimum charge of US$25,000 per annum. The Depositary shall also be entitled to receive out of the assets of the Fund all agreed sub-custodian fees and expenses, transaction charges and cash service charges (all at normal commercial rates) and to recover properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

This section should be read in conjunction with the section in the Prospectus entitled **FEES AND EXPENSES**.

* * *

ANNEX II

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: Brown Advisory US Equity Growth Fund (the "**Fund**")

Legal entity identifier: 635400HPBCZBFVELE530

Environmental and/or social characteristics

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**

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.

Words and expressions defined in the Prospectus of the Company and/or the Supplement relating to the Fund shall, unless the context appears otherwise, have the same meaning when used in this Annex.

What environmental and/or social characteristics are promoted by this financial product?

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

The Fund will invest in companies that the Investment Manager considers to have an overall positive assessment, covering a range of Sustainability Characteristics and Sustainability Risks. This assessment is based on either third-party research or the Investment Manager's research on Sustainability Characteristics. While the Investment Manager's holistic approach means that a wide variety of Sustainability Characteristics and Sustainability Risks are considered, the following Sustainability Characteristics are promoted by the Fund:

Environmental Characteristics:

- good management of greenhouse gas emissions; and
- appropriate structures and expertise to mitigate potential environmental risks.

Social Characteristics:

- good human capital management, including a focus on the promotion of diversity at the board level; and
- a track record of mitigating human rights related risks at the company and in the supply chain.

The Investment Manager believes that a focus on these particular characteristics will both limit business risks while contributing to a more responsible business approach.

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, anti-corruption and anti-bribery matters.

What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

Environmental and social characteristics are measured by the following indicators:

- *Overall responsible management of environment and social characteristics:*
  - the percentage of the Fund's investee companies with a sustainability assessment indicating a positive approach to environmental and social issues overall.

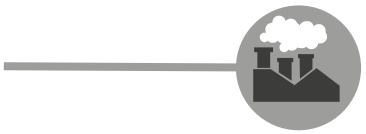
- *Environmental characteristics:*

  - weighted-average greenhouse gas emissions intensity of the Fund's investee companies in terms of the Greenhouse Gas Protocol's definition of Scope 1 emissions (direct emissions owned or controlled by a company) and Scope 2 emissions (emissions that a company causes indirectly and come from where the energy it purchases and uses is produced).

- *Social characteristics:*

  - weighted-average percentage of women on the board of the Fund's investee companies; and
  - the percentage of the Fund's investee companies that comply with the United Nations Global Compact.

  The indicators above are not exhaustive and are analysed to the extent disclosure and data are available.



Does this financial product consider principal adverse impacts on sustainability factors?

✖

Yes, the Fund considers PAI Indicators as part of its due diligence process where data is available and reliable. PAI Indicators are no more significant than other factors in the investment due diligence process.

The Fund aims to minimise exposure to the following PAIs:

- Violations of the UNGC Principles and OECD Guidelines for Multinational Enterprises (PAI 10, Table 1)

o Exposure to controversial weapons (PAI 14, Table 1).

Save with regard to the exclusions applied by the Fund, no specific thresholds are set for how a company or the overall Fund must perform on a specific PAI indicator.

☐ 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 Fund seeks to generate returns in excess of the comparator benchmark, the Russell 1000 Growth Net Index, with an acceptable level of risk. The Investment Manager aims to achieve this goal by building a portfolio of its best ideas, underpinned by extensive fundamental and sustainability research. In addition to having high business model barriers, a business model must be capable of an absolute Earnings Per Share ("**EPS**") growth rate of at least 14% over a full market cycle to be included in the Fund.

The Investment Manager oversees a research process that will examine individual securities to drive performance. This research process includes the consideration of sustainability information, using internal and/or external data, to identify companies that approach environmental and social issues in a responsible manner. The Investment Manager will avoid those companies it believes to either be failing to manage Sustainability Risks or to not have appropriate mitigants or plans to secure an improved position with respect to Sustainability Risks. The Fund may invest in a company that is exposed to legacy material Sustainability Risks or that is lagging in management of Sustainability Risks. However, the Investment Manager will seek to find evidence of a positive Sustainability Risk-management trajectory, which it will document before making an investment.

The Fund may also pursue strategic engagement with certain companies and other stakeholders either through direct engagement or through collaborative initiatives being undertaken by the Investment Manager broadly. The purpose of this engagement is to enhance due diligence. The Fund also will limit exposure to companies that the Investment Manager deems to be laggards on certain environmental and social characteristics and do not have a positive trajectory for its Sustainability Risks.

Further, the Fund is subject to an exclusion policy as described in response to the next question, and in the Supplement.

The Investment Manager believes that a concentrated portfolio of best-in-breed businesses should generate returns that exceed the return of the strategy's benchmark, over a full market cycle (typically 3-5 years) on a risk-adjusted 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 Investment Manager will consider in-house or third-party research for every company in the Fund. The analysis focuses on the material risks that may be present, taking into consideration the Investment Manager's view of the company's ability to manage those risks.

  Further, the Fund is subject to an exclusion policy to avoid investing in companies that (i) manufacture whole controversial weapons systems, including cluster munitions, land mines, biological weapons, and/or chemical weapons; (ii) defy the UNGC Principles; (iii) derive more than 10% consolidated revenue from tobacco production; (iv) derive more than 10% consolidated revenue from civilian firearms; and/or (v) derive more than 10% consolidated revenue from adult entertainment.

Should an investment in the Fund develop exposure to any of these businesses or practices, the Investment Manager will engage with the company to understand what plans the company may have to reduce exposure. If the Investment Manager determines that the company has no plans to reduce exposure, the position will be exited in a manner that the Investment Manager believes to be in the best interests of the Fund, taking account of factors such as costs of dealing and ensuring the Fund is fully invested.

- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

  No process is undertaken to reduce the size of the investable universe.

- ***What is the policy to assess good governance practices of the investee companies?***

All companies added to the portfolio are analysed according to a variety of applicable governance factors. This analysis forms part of the Fund's general research on Sustainability Characteristics. Applicable governance factors are:

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

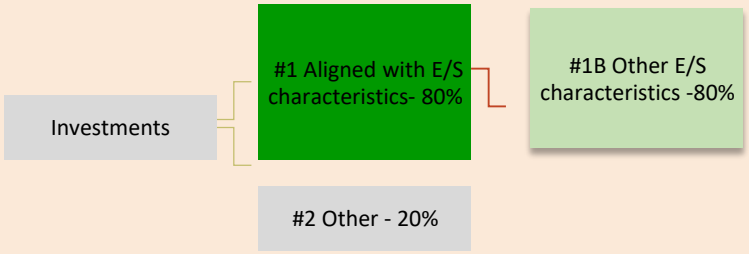
- ownership and control
- board and management composition and structure
- employee relations
- tax transparency
- remuneration practices
- shareholder rights
- accounting practices
- transparency and disclosure
- business ethics

The Fund will not invest in a company that is assessed to have governance practices that do not align with long-term shareholder value and therefore will not contribute to the Fund's objective of achieving capital appreciation.

The Fund will engage, through proxy voting and other mechanisms, to vocalise the importance of appropriate incentives (*e.g.*, compensation) to enable long-term performance.

What is the asset allocation planned for this financial product? At least 80% of the investments of the Fund, will be assessed and determined to promote environmental and social characteristics. The Fund does not have a sustainable objective.

Asset allocation describes the share of investments in specific assets.



#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 other investments and instruments of the Fund that cannot be aligned with the environmental and/or social characteristics of the Fund. These can include, for example, cash that has not yet been allocated to an investment or that is used for liquidity or hedging purposes, or companies that have not been determined to be aligned with the environmental and/or social characteristics promoted by the Fund.

Minimum environmental and social safeguards set in exclusion criteria relating to global norms and activity-based screening still apply to the underlying securities.

***How does the use of derivatives attain the environmental or social characteristics promoted by the financial product*?**

Not applicable.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

Not applicable, the Fund does not commit to making Sustainable Investments.

Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?

☐ Yes:

☐ In fossil gas In ☐ nuclear energy

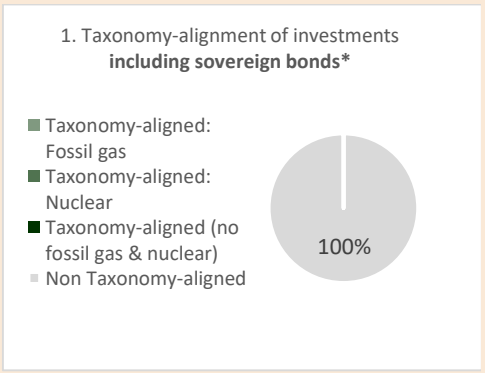
☒ No

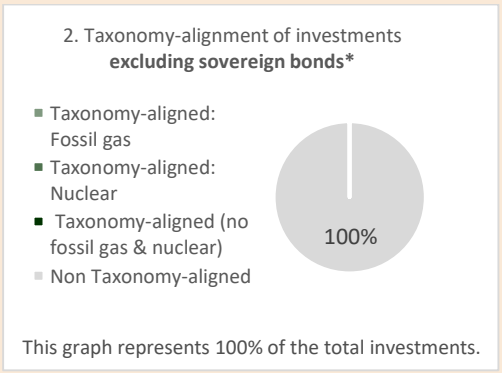
To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules

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.

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.





* *For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*

What is the minimum share of investments in transitional and enabling activities?

Not applicable.

What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments under "#2 Other" may include other investments that have not been determined to be aligned with the environmental and/or social characteristics of the Fund. For such investments, the Investment Manager will apply the exclusions set out in this Supplement and the binding elements described above.

"#2 Other" may also include any cash or cash equivalents that the Fund may not yet have allocated to an investment or that are being used for liquidity or hedging purposes.

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, the Fund does not use a reference benchmark to determine whether the Fund is aligned with the environmental and/or social characteristics it promotes.

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:

https://www.brownadvisory.com/intl/ucits-legal-document-library

Brown Advisory US Smaller Companies Fund

Supplement No. 2 dated 30 April 2025 to the Prospectus of the Company dated 30 April 2025 for Brown Advisory Funds plc

This Supplement contains specific information in relation to Brown Advisory US Smaller Companies Fund (the "**Fund**"), a fund of Brown Advisory Funds plc (the "**Company**") an umbrella type open-ended investment company with variable capital and segregated liability between funds, governed by the laws of Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**").

This Supplement forms part of and should be read in conjunction with the Prospectus of the Company dated 30 April 2025.

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

The Investment Manager has determined that the Fund is an Article 8 Fund.

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

Dated: 30 April 2025

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Definitions

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

"Comparator Benchmark"	for the purposes of this Supplement, the Russell 2000® Growth Net Index; and
"Russell 2000® Growth Net Index"	the Russell 2000® Growth Net Index provided by FTSE Russell which measures the performance of small-capitalisation growth sectors of the U.S. equity market.

Investment Objective and Policies

Investment Objective

The objective of the Fund is to achieve capital appreciation by investing primarily in U.S. equities.

Investment Policies

The Fund invests at least 80% of its net assets in equity securities of small U.S. companies. The Fund seeks to invest primarily in small companies with above average growth prospects and which are listed or traded on the U.S. markets and exchanges listed in **Appendix I** of the Prospectus. Small companies are companies whose market capitalisations are equal to or less than $6 billion, or the maximum capitalisation of companies in the Russell 2000® Growth Index, whichever is greater, at the time the Fund purchases the issuer's securities ("**Market Capitalisation Range**"). The Fund may also invest in Rule 144A Securities, ADR and GDR, common stock, preferred stock, Money Market Instruments, U.S. treasury bills, fixed and/or floating rate U.S. government securities and ancillary liquid assets subject to the limits set out in the Prospectus. The Fund may also hold PIPEs and warrants (subject to a limit of 5%) which are typically received as a result of corporate action or restructuring.

The Fund also promotes certain Sustainability Characteristics through its investment selection and ongoing monitoring processes, as described under **Promotion of Sustainability Characteristics**. The Fund focuses on the promotion of such characteristics at a portfolio level and does not commit to making Sustainable Investments.

Profile of a Typical Investor and Target Market Identification

The Fund is suitable for any investor (institutional and, unless prohibited by the rules of a particular jurisdiction, retail) seeking to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) by investing in a diversified portfolio consisting primarily of equity securities.

Investors should desire that Sustainability Characteristics be considered as part of the Fund's investment due diligence process. The Fund invests primarily in equities as described above, so investors should consider an investment in the Fund as medium to high risk.

The Fund is categorised as a non-complex UCITS fund vehicle. This Fund is appropriate for all investors (retail, professional clients, and eligible counterparties) with a basic knowledge of the capital markets who seek to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) as a core component of a portfolio of investments. Investors should be prepared to bear losses and may not get back the original investment amount. The Fund may not be compatible for investors outside the target market or those that are not able to bear all losses with respect to their investment. The Fund is available through all distribution channels (*e.g.*, investment advice, portfolio management, non-advised sales, and pure execution services).

Investment Manager's Investment Process

The Investment Manager's bottom-up research process analyses the fundamental and sustainability characteristics of its investments.

The Investment Manager believes that when executed successfully, this investment approach can achieve the investment objective of the Fund.

Purchasing Portfolio Securities

The Investment Manager begins by identifying a universe of small cap growth companies within the Market Capitalisation Range. From these companies, the Investment Manager uses in-house research and other third-party sources of information to select those companies it believes have the potential to grow earnings at an above average rate annually. The Investment Manager then performs an in-depth analysis of the companies' fundamentals to identify those that have:

- substantial business opportunities relative to their operating history and size. These opportunities may arise from addressing large and fragmented markets or markets that are growing at rapid rates. In addition, the company's ability to innovate may help create new markets for its products or services;
- proprietary products, services or distribution systems that provide the company with a competitive edge;
- management that demonstrates a "growth mentality" and a plan that the Investment Manager can clearly understand, monitor and evaluate; and
- attractively priced securities compared to their growth potential.

Selling Portfolio Securities

The Investment Manager monitors the companies in the Fund's portfolio to determine if there have been any fundamental changes in the companies. The Investment Manager may sell a security if it believes:

- the security subsequently fails to meet the Investment Manager's initial investment criteria or investment thesis;
- a more attractively priced security is found or if funds are needed for other purposes; and/or
- the security becomes overvalued relative to the long-term expectation for the security price.

Promotion of Sustainability Characteristics

The Investment Manager's research process includes an assessment of Sustainability Characteristics and Sustainability Risks for every company in the Fund, with the aim of protecting the financial performance of the Fund by identifying companies that, overall, approach sustainability issues in a responsible manner while also avoiding those companies exposed to material Sustainability Risks.

This research is fully integrated into the Investment Manager's investment process and is provided through a combination of in-house expertise and/or third-party providers.

The research approach is based on a qualitative assessment of each security across a broad range of factors, but will contain certain quantitative elements. The purpose of this assessment is to ensure that the Fund is investing in companies which, overall, approach sustainability issues in a responsible manner. The Investment Manager will avoid those companies that it believes to either be failing to manage Sustainability Risks or to not have in place appropriate mitigants or plans to secure an improved

position with respect to Sustainability Risks. The Fund may invest in a company that is exposed to legacy material Sustainability Risks or that is lagging in management of Sustainability Risks. However, the Investment Manager will seek to find evidence of a positive Sustainability Risk-management trajectory, which it will document before making an investment.

The Fund does not focus on any one particular sustainability issue, instead identifying companies which satisfy a more holistic assessment, using qualitative and/or quantitative analysis.

While the Investment Manager's holistic approach means that a wide variety of Sustainability Characteristics and Sustainability Risks are considered, the following Sustainability Characteristics are promoted by the Fund:

- **Environmental**: good management of greenhouse gas emissions and appropriate structures and expertise to mitigate material environmental risks;

- **Social**: good human capital management, with a focus on the promotion of diversity at the board level and a track record of mitigating human rights related risks at the company and in the supply chain. These characteristics may be monitored through any one or more of: an assessment of supply chain policies and audit practices; board, management and employee diversity; and compliance with global standards (*e.g.*, the UNGC Principles). This investment selection process may lead to the exclusion of companies with poor working conditions and/or high employee turnover relative to peers given the risks that the Investment Manager believes these characteristics may present to the investment thesis.

With regards to the governance of the Fund's investee companies, the Investment Manager will seek quality and established management teams that have formalised governance structures. Indicators that are considered in this analysis include, though are not limited to, any one or more of the following: board and committee composition and structure in terms of expertise and diversity; shareholder rights provisions; business ethics and compensation packages. The Fund will engage, through proxy voting and other mechanisms, to vocalise the importance of appropriate incentives (*e.g.*, compensation) to enable long-term performance. This investment selection process may lead to the exclusion of companies where the Investment Manager determines that governance structures are inappropriate, such as a lack of alignment with long-term shareholders.

The Investment Manager believes that a focus on these particular indicators will both limit investment risks associated with Sustainability Risks, while contributing to a more responsible business approach that may potentially benefit performance. The application of the Fund's Sustainability Characteristics and **Exclusion Policy** (see below) could result in performance that is better or worse than the performance of a similar fund, depending on the performance of the excluded investments and the investments included in place of such excluded investments.

At the Investment Manager's discretion, the Fund is permitted to make an investment without a written assessment on file at the time of purchase, as long as the Investment Manager believes the relevant security meets the Fund's binding requirements relating to Sustainability Characteristics and the written assessment is finalised shortly thereafter.

If, through the research process, a company is flagged as having significant exposure to potentially material Sustainability Risks, the Investment Manager will conduct further due diligence, which may include engagement with the company, to ensure that it has an accurate understanding of the way the company manages such Sustainability Risks. In determining whether or not to invest based upon these principles, the Investment Manager may use third-party data to assess relevant exposures. The Investment Manager is permitted to invest in a security if it determines the security has an acceptable

Sustainability Risk profile notwithstanding contrary third-party data or third-party recommendations.

Exclusion Policy

The Fund also takes a qualitative and quantitative approach to its exclusion policy.

The Fund has adopted the following binding restrictions and will not invest in companies that:

- manufacture whole controversial weapons systems, including cluster munitions, land mines, biological weapons, and/or chemical weapons;
- defy the UNGC Principles; and/or
- derive more than 5% consolidated annual revenue from tobacco production.

As a result, the universe of investments available to the Fund will be more limited than that of funds that do not apply such exclusions.

The Investment Manager applies a qualitative approach to the remaining investment universe.

In addition to the Fund's **Investment Policies and Investment Restrictions** described above, the Investment Manager may adopt certain additional internal investment criteria which may further restrict the Fund's investments, such as evolving internal Investment Manager policies limiting or prohibiting investments in businesses that engage in certain types of weapons manufacturing, natural resource activities or are identified as failing to meet certain criteria put forth by the United Nations or other global organisations.

Impact of Sustainability Risks and PAIs

Together, the results of the Investment Manager's assessment on the Sustainability Characteristics of the companies in which the Fund invests; the implementation of the binding and exclusionary criteria (outlined above) as part of the Investment Manager's investment process; and the Fund's participation in engagement with investee companies, are likely to diminish the impacts of Sustainability Risks on the returns, and improve the overall risk profile, of the Fund.

The Manager (in conjunction with the Investment Manager) conducts an assessment of the PAIs of its investment decisions on Sustainability Characteristics across all of the holdings in the Fund where such data is available and reliable. Further information is available in the "*Statement on the Due Diligence Policies of the Manager on the Principal Adverse Impacts of Investment Decisions*", available at: **https://www.brownadvisory.com/intl/ucits-legal-document-library**. In addition, information on PAIs on sustainability factors will be available in the annual report and audited financial statements of the Manager.

Taxonomy Regulation Disclosures

As required by Article 6 of the Taxonomy Regulation, the Fund must disclose that the "*do no significant harm*" principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this Fund do not take into account the EU criteria for environmentally sustainable economic activities.

As the investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities contained in the Taxonomy Regulation, the "*do no significant harm*" principle does not apply to any of the investments underlying the Fund.

Although the Fund promotes certain environmental characteristics, the Fund does not commit to making Sustainable Investments or to pursuing the environmental objectives contained in the Taxonomy Regulation. Accordingly, the Manager (in conjunction with the Investment Manager) has determined that 0% of the investments underlying the Fund will be in Taxonomy-Aligned Investments.

Benchmark Index

The Fund uses the Comparator Benchmark to compare performance. The Fund is actively managed and is not constrained by any benchmark.

In its construction and method of calculation, the Comparator Benchmark does not take into account the Sustainability Characteristics described under **Promotion of Sustainability Characteristics** above in a manner that is consistent with the Fund's approach towards the Sustainability Characteristics. Further information in respect of the methodology used for the calculation of the benchmark can be found **here**.

Financial Derivative Instruments

Subject to the Regulations and to the conditions and limits laid down by the Central Bank from time to time, the Fund may utilise FDIs. The Fund only intends to use forward FX contracts to hedge currency FX risks arising for Hedged Share Classes of the Fund. The leverage exposure of the Fund through the use of FDIs will not exceed 100% of the Fund's Net Asset Value, as measured using the commitment approach.

This should be read in conjunction with the sections of the Prospectus entitled **FUNDS** – **Use of FDI** and **RISK FACTORS** – **Currency Risk**.

Investment Restrictions

In addition to the investment restriction set out below, the general investment restrictions set out in the Prospectus under **FUNDS – Investment Restrictions** shall apply.

Investments made by the Fund in shares or units of a CIS may not exceed, in aggregate, 10% of the Net Asset Value of the Fund. The CIS, in which the Fund invests, must be prohibited from investing more than 10% of their net assets, in aggregate, in CIS.

Borrowing

In accordance with the general provisions set out in the Prospectus under **FUNDS – Borrowing and Lending Powers**, the Fund may borrow up to 10% of its Net Asset Value on a temporary basis. It is not intended to borrow for leverage purposes.

The Manager operates a Risk Management Process on behalf of the Fund in relation to its use of FDIs, details of which are set out in the Prospectus under **FUNDS – Use of FDI** – *Risk Management*.

Risk Factors

Investment in the Fund carries with it a degree of risk including, but not limited to, the risk factors set out in the Prospectus under **RISK FACTORS**. These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making an application for Shares. There can be no assurance that the Fund will achieve its investment objective.

Dividend Policy

Details of the dividend policy for the Fund are set out in the Prospectus under **SHARE CLASS INFORMATION**.

Key Information for Buying and Selling

Base Currency

U.S. Dollars.

Business Day

Any day (except Saturday or Sunday) on which the New York Stock Exchange is open, or such other day as the Directors may, with the consent of the Depositary, determine and notify to Shareholders in advance.

Dealing Day

Each Business Day.

Dealing Deadline

3.00 p.m. Irish Time on each Business Day.

Valuation Point

10.00 p.m. Irish Time on each Business Day.

Share Class Information

As of the date of this Supplement, the Share Classes listed in the tables below with a corresponding tick (✓) under **Subscription Open** are available for subscription in the Fund. Share Classes listed in the tables below with a corresponding check (✗) under **Subscription Open** are no longer available for subscription in the Fund. Investors seeking to invest in any other Classes as set out in the Prospectus under **SHARE CLASS INFORMATION** should contact the Investment Manager. Upon receipt of sufficient interest in any such Class, such a Class may be launched.

The applicable Minimum Shareholding, Minimum Initial Investment Amount, and Minimum Additional Investment Amount for the Shares are set as out in the Prospectus under **SHARE CLASS INFORMATION**.

Initial Offer Period / Initial Issue Price

In relation to the Share Classes listed in tables below with a corresponding tick (✓) under **Initial Offer Period Open**, the Initial Offer Period remains open and will close upon the earlier of: (i) the first investment by a Shareholder in such Class of Shares; or (ii) such earlier or later date as the Directors may determine and notify to the Central Bank.

Investors may apply to subscribe for such Shares during the Initial Offer Period at the Initial Issue Price for each Class. The Initial Issue Price for such Classes is as set out in the tables below under **Initial Issue Price**.

The Share Classes listed in the tables below with a corresponding check (✗) under **Initial Offer Period**

Open are currently in issue and are available for subscription at prices calculated with reference to the Net Asset Value per Share, as indicated by "NAV" under **Initial Issue Price**.

After the Initial Offer Period, Shares will be continuously open for subscriptions on the relevant Dealing Day and the Issue Price shall be the Net Asset Value of the relevant Class of Shares on the relevant Dealing Day.

Class A Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class A Acc Shares	✓	✗	NAV
Dollar Class A Dis Shares	✓	✓	$10.00
Sterling Class A Acc Shares	✓	✓	£10.00
Sterling Class A Acc H Shares	✓	✓	£10.00
Sterling Class A Dis Shares	✓	✓	£10.00
Sterling Class A Dis H Shares	✓	✓	£10.00
Euro Class A Acc Shares	✓	✓	€10.00
Euro Class A Acc H Shares	✓	✗	NAV
Euro Class A Dis Shares	✓	✓	€10.00
Euro Class A Dis H Shares	✓	✓	€10.00
Swiss Franc Class A Acc Shares	✓	✓	CHF10.00
Swiss Franc Class A Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis H Shares	✓	✓	CHF10.00

Class B Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class B Acc Shares	✓	✗	NAV
Dollar Class B Dis Shares	✓	✓	$10.00
Sterling Class B Acc Shares	✓	✓	£10.00
Sterling Class B Acc H Shares	✓	✗	NAV
Sterling Class B Dis Shares	✓	✗	NAV
Sterling Class B Dis H Shares	✓	✓	£10.00
Euro Class B Acc Shares	✓	✓	€10.00
Euro Class B Acc H Shares	✓	✗	NAV
Euro Class B Dis Shares	✓	✓	€10.00
Euro Class B Dis H Shares	✓	✓	€10.00
Swiss Franc Class B Acc Shares	✓	✓	CHF10.00
Swiss Franc Class B Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis H Shares	✓	✓	CHF10.00

Class C Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class C Acc Shares	✓	✗	NAV
Dollar Class C Dis Shares	✓	✓	$10.00
Sterling Class C Dis Shares	✓	✓	£10.00
Sterling Class C Dis H Shares	✓	✓	£10.00

Class J Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class J Acc Shares	✓	✓	$10.00

Class P Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Euro Class P Acc H Shares	✓	✓	€10.00

Class SI Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class SI Acc Shares	✓	✗	NAV
Dollar Class SI Dis Shares	✓	✗	NAV
Sterling Class SI Acc Shares	✓	✓	£10.00
Sterling Class SI Acc H Shares	✓	✓	£10.00
Sterling Class SI Dis Shares	✓	✓	£10.00
Sterling Class SI Dis H Shares	✓	✓	£10.00
Euro Class SI Acc Shares	✓	✓	€10.00
Euro Class SI Acc H Shares	✓	✓	€10.00
Euro Class SI Dis Shares	✓	✓	€10.00
Euro Class SI Dis H Shares	✓	✓	€10.00

Settlement Date

In the case of applications, two (2) Business Days after the relevant Dealing Day.

In the case of repurchases, two (2) Business Days after the relevant Dealing Day (assuming the receipt of the relevant duly signed repurchase documentation including all relevant anti-money laundering documentation).

Preliminary Charge

Class A Shares and Class P Shares

If subscribing through a financial intermediary for Class A Shares or Class P Shares, a Preliminary Charge of up to 3% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Preliminary Charge is payable to financial intermediaries appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Preliminary Charge may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a financial intermediary from investors.

Class A Shares and Class P Shares (Italy only)

If subscribing through a Distributor, bank, or financial intermediary based in Italy for Class A Shares or Class P Shares, an Entry Fee of up to 5% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Entry Fee is payable to Distributors, banks, and financial intermediaries based in Italy appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Entry Fee may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a Distributor, bank, or financial intermediary from investors.

No Preliminary Charge or Entry Fee is payable in respect of Class A Shares or Class P Shares if subscribing directly into the Fund through the Administrator, whether subscribing from Italy or elsewhere.

There is no Preliminary Charge or Entry Fee payable for other Share Classes.

Repurchase Charge

1%.

The Repurchase Charge will only be charged in instances where there is a significant (typically in excess of 10%) net redemption or in the case of an investor engaging in excessive trading.

Swing Factor

Up to 0.50% of the Net Asset Value per Share on any Dealing Day.

Fees and Expenses

Investment Management Fee and Expense Limitation

The Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee not exceeding the amounts set out in the Prospectus under **FEES AND EXPENSES** (plus VAT, if any) per Share Class of the Net Asset Value of the Fund.

Such fee shall accrue and be calculated at each Valuation Point and be payable monthly in arrears. The Investment Manager may, at its absolute discretion, pay any portion of the investment management fee to any third party in any manner whatsoever, whether by rebate or otherwise. The Investment Manager shall also be entitled to be reimbursed out of the assets of the Fund for its properly vouched out-of-pocket costs and expenses in the performance of its duties.

The Investment Manager has committed to waive its investment management fee or reimburse the Fund's operating expenses, in order to keep the Fund's total operating expenses (excluding the fees of the Manager but including the fees and out of pocket expenses of the Administrator and the Depositary) from exceeding an annual rate of 0.25% of the daily Net Asset Value of the Fund. If annual operating costs are less than this amount, no reimbursement will be made by the Investment Manager, and the lower amount will be charged to the Fund.

Management Fee

The fees and expenses of the Manager are paid out of the assets of the Fund as set out in the Prospectus under **FEES AND EXPENSES**.

Administration Fee

The Administrator shall be entitled to receive out of the Net Asset Value of the Fund an annual fee, accrued and calculated at each Valuation Point and payable monthly in arrears at an annual rate which will not exceed 0.07% of the Net Asset Value of the Fund (plus VAT, if any) subject to an annual minimum fee which will not exceed US$48,000 and will also receive registration fees and transaction charges at normal commercial rates. The Administrator shall also be entitled to receive a monthly fee of up to US$500 per Share Class of the Fund launched (this fee will not be applied to the first two Share Classes of the Fund launched by the Company) subject to an annual minimum fee for the Company which will not exceed US$10,000. The Administrator is entitled to be repaid all of its properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

Depositary Fee

The Depositary shall be entitled to receive an annual maximum fee of 0.03% per annum of the Net Asset Value of the Fund accrued at each Valuation Point and shall be payable monthly in arrears. The Depositary's fees are accrued at each Valuation Point, payable monthly in arrears, and subject to a minimum charge of US$25,000 per annum. The Depositary shall also be entitled to receive out of the assets of the Fund all agreed sub-custodian fees and expenses, transaction charges and cash service charges (all at normal commercial rates) and to recover properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

This section should be read in conjunction with the section in the Prospectus entitled **FEES AND EXPENSES**.

* * *

ANNEX II

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: Brown Advisory US Smaller Companies Fund (the "**Fund**")

Legal entity identifier: 635400BKUIHWLUKZJT82

Environmental and/or social characteristics

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**

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.

Words and expressions defined in the Prospectus of the Company and/or the Supplement relating to the Fund shall, unless the context appears otherwise, have the same meaning when used in this Annex.

What environmental and/or social characteristics are promoted by this financial product?

The Fund will invest in companies that the Investment Manager considers to have an overall positive assessment, covering a range of Sustainability Characteristics and Sustainability Risks. This assessment is based on either third-party research or the Investment Manager's research on Sustainability Characteristics. While the Investment Manager's holistic approach means that a wide variety of Sustainability Characteristics and Sustainability Risks are considered, the following Sustainability Characteristics are

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

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, anti-corruption and anti-bribery matters.

promoted by the Fund:

Environmental Characteristics:

- good management of greenhouse gas emissions; and
- appropriate structures and expertise to mitigate potential environmental risks.

Social Characteristics:

- good human capital management, including a focus on the promotion of diversity at the board level; and
- a track record of mitigating human rights related risks at the company and in the supply chain.

The Investment Manager believes that a focus on these particular characteristics will both limit business risks while contributing to a more responsible business approach.

What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

Environmental and social characteristics are measured by the following indicators:

- *Overall responsible management of environment and social characteristics:*
  - the percentage of the Fund's investee companies with a sustainability assessment indicating a positive approach to environmental and social issues overall.

- *Environmental characteristics:*

  - weighted-average greenhouse gas emissions intensity of the Fund's investee companies in terms of the Greenhouse Gas Protocol's definition of Scope 1 emissions (direct emissions owned or controlled by a company) and Scope 2 emissions (emissions that a company causes indirectly and come from where the energy it purchases and uses is produced).

- *Social characteristics:*

  - weighted-average percentage of women on the board of the Fund's investee companies; and
  - the percentage of the Fund's investee companies that comply with the United Nations Global Compact.

The indicators above are not exhaustive and are analysed to the extent disclosure and data are available.

Does this financial product consider principal adverse impacts on sustainability factors?

Yes, the Fund considers PAI Indicators as part of its due diligence process where data is available and reliable. PAI Indicators are no more significant than other factors in the investment due diligence process.

The Fund aims to minimise exposure to the following PAIs:

- Violations of the UNGC Principles and OECD Guidelines for Multinational Enterprises (PAI 10, Table 1)

- Exposure to controversial weapons (PAI 14, Table 1).

Save with regard to the exclusions applied by the Fund, no specific thresholds are set for how a company or the overall Fund must perform on a specific PAI indicator.

☐ 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 Fund invests primarily in the common stock of small-cap U.S. companies possessing above-average growth potential. The Investment Manager's process is underpinned by a bottom-up fundamental research process that includes the consideration of sustainability characteristics The Investment Manager systematically seeks to exploit an inefficient market by investing in companies with durable growth, sound governance, and scalable go-to-market strategies. This is referred to as the '3G' model.

The Fund's investment philosophy is based on producing attractive, risk-adjusted returns by investing in high-quality, well-managed smaller market cap businesses that the Investment Manager believes have the potential to compound into mid- and large-cap companies over time. Underlying that process is a constant focus not only on our "3G" investment criteria but also positive change at the margin.

The Investment Manager oversees a research process that will examine individual securities to drive performance. This research process includes the consideration of sustainability information, using internal and/or external data, to identify companies that approach environmental and social issues in a responsible manner. The Investment Manager will avoid those companies it believes to either be failing to manage Sustainability Risks or to not have appropriate mitigants or plans to secure an improved position with respect to Sustainability Risks. The Fund may invest in a company that is exposed to legacy material Sustainability Risks or that is lagging in management of Sustainability Risks. However, the Investment Manager will seek to find evidence of a positive Sustainability Risk-management trajectory, which it will document before making an investment.

The Fund may also pursue strategic engagement with certain companies and other stakeholders either through direct engagement or through collaborative initiatives being undertaken by the Investment Manager broadly. The purpose of this engagement is to enhance due diligence. The Fund also will limit exposure to companies that the Investment Manager deems to be laggards on certain environmental and social characteristics and do not have a positive trajectory for its Sustainability Risks.

Further, the Fund is subject to an exclusion policy as described in response to the next question, and in the Supplement.

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 Investment Manager will consider in-house or third-party research for every company in the Fund. The analysis focuses on the material risks that may be present, taking into consideration the Investment Manager's view of the company's ability to manage those risks.

Further, the Fund is subject to an exclusion policy to avoid investing in companies that (i)

manufacture whole controversial weapons systems, including cluster munitions, land mines, biological weapons, and/or chemical weapons; (ii) defy the UNGC Principles; and/or (iii) derive more than 5% consolidated annual revenue from tobacco production.

Should an investment in the Fund develop exposure to any of these businesses or practices, the Investment Manager will engage with the company to understand what plans the company may have to reduce exposure. If the Investment Manager determines that the company has no plans to reduce exposure, the position will be exited in a manner that the Investment Manager believes to be in the best interests of the Fund, taking account of factors such as costs of dealing and ensuring the Fund is fully invested.

- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

No process is undertaken to reduce the size of the investable universe.

- ***What is the policy to assess good governance practices of the investee companies?***

All companies added to the portfolio are analysed according to a variety of applicable governance factors. This analysis forms part of the Fund's general research on Sustainability Characteristics. Applicable governance factors are:

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

- ownership and control
- board and management composition and structure
- employee relations
- tax transparency
- remuneration practices
- shareholder rights
- accounting practices
- transparency and disclosure
- business ethics

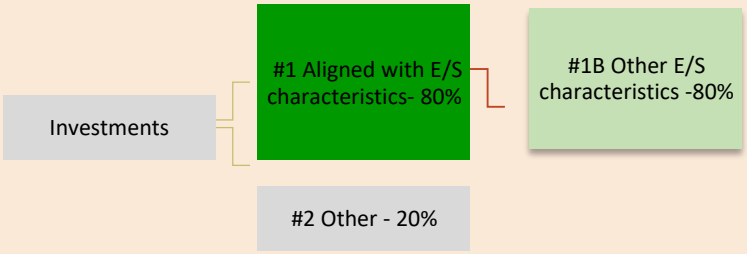
The Fund will not invest in a company that is assessed to have governance practices that do not align with long-term shareholder value and therefore will not contribute to the Fund's objective of achieving capital appreciation.

The Fund will engage, through proxy voting and other mechanisms, to vocalise the importance of appropriate incentives (*e.g.*, compensation) to enable long-term performance.

What is the asset allocation planned for this financial product?

At least 80% of the investments of the Fund, will be assessed and determined to promote environmental and social characteristics. The Fund does not have a sustainable objective.

Asset allocation describes the share of investments in specific assets.



#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 other investments and instruments of the Fund that cannot be aligned with the environmental and/or social characteristics of the Fund. These can include, for example, cash that has not yet been allocated to an investment or that is used for liquidity or hedging purposes, or companies that have not been determined to be aligned with the environmental and/or social characteristics promoted by the Fund.

Minimum environmental and social safeguards set in exclusion criteria relating to global norms and activity-based screening still apply to the underlying securities.

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.

***How does the use of derivatives attain the environmental or social characteristics promoted by the financial product*?**

Not applicable.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

Not applicable, the Fund does not commit to making Sustainable Investments.

Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?

☐ Yes:

☐ In fossil gas ☐ In nuclear energy

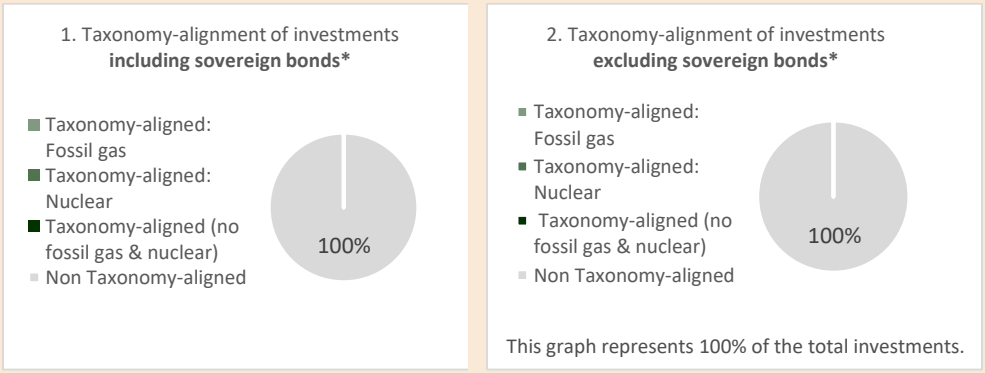
☒ No

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

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

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.



** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*

- ***What is the minimum share of investments in transitional and enabling activities?***

  Not applicable.

What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments under "#2 Other" may include other investments that have not been determined to be aligned with the environmental and/or social characteristics of the Fund. For such investments, the Investment Manager will apply the exclusions set out in this Supplement and the binding elements described above.

"#2 Other" may also include any cash or cash equivalents that the Fund may not yet have allocated to an investment or that are being used for liquidity or hedging purposes.

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, the Fund does not use a reference benchmark to determine whether the Fund is aligned with the environmental and/or social characteristics it promotes.

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:

https://www.brownadvisory.com/intl/ucits-legal-document-library

Brown Advisory Global Sustainable Total Return Bond Fund (GBP)

Supplement No. 3 dated 4 September 2025 to the Prospectus of the Company dated 30 April 2025 for Brown Advisory Funds plc

This Supplement contains specific information in relation to Brown Advisory Global Sustainable Total Return Bond Fund (GBP) (the "**Fund**"), a fund of Brown Advisory Funds plc (the "**Company**") an umbrella type open-ended investment company with variable capital and segregated liability between funds, governed by the laws of Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**").

This Supplement forms part of and should be read in conjunction with the Prospectus of the Company dated 30 April 2025.

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

Enhanced Income Shareholders should note that some or all of the dividends attributable to the Class may be paid out of the capital of the Fund. The policy of paying dividends from capital will have the following effects: (i) capital will be eroded; (ii) distribution is achieved by forgoing the potential for future capital growth; and (iii) this cycle may continue until all capital is depleted. Enhanced Income Shareholders should also note that the payment of dividends out of capital may have different tax implications to distributions out of income and therefore tax advice should be sought in this regard. The value of future returns may also be diminished. In this regard, distributions out of capital should be understood as a type of capital reimbursement.

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

The Sub-Investment Manager has determined that the Fund is an Article 8 Fund.

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

Dated: 4 September 2025

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Definitions

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

"**Bank of England's SONIA Compounded Index**"	the Sterling Overnight Index Average ("**SONIA**"), administrated by the Bank of England, which is based on actual transactions and reflects the average of the interest rates that banks pay to borrow Pounds Sterling overnight from other financial institutions and other institutional investors; the index value for each day is calculated using the SONIA interest rate for the previous business day, which is published on the same day as the index calculation;
"**Bloomberg Global Aggregate Bond Index (GBP Hedged)**"	the Bloomberg Global Aggregate Bond Index (GBP Hedged) represents a close estimation of the performance that can be achieved by hedging the currency exposure of its parent index, the Bloomberg Global Aggregate Bond Index, to GBP. The index is 100% hedged to the GBP by selling the forwards of all the currencies in the parent index at the one-month Forward rate. The parent index is composed of government, government-related and corporate bonds, as well as asset-backed, mortgage-backed and commercial mortgage-backed securities from both developed and emerging markets issuers;
"**Comparator Benchmark**"	for the purposes of this Supplement, the Bloomberg Global Aggregate Bond Index (GBP Hedged); and
"**Sub-Investment Manager**"	Brown Advisory Limited.

Investment Objective and Policies

Investment Objective

The objective of the Fund is to target a positive total return (comprising current income and capital gains) above the Bank of England's SONIA Compounded Index (for the purposes of this Supplement, the "**Target Benchmark**") over a full economic cycle, by investing in a broad range of global fixed-income securities and associated FDIs and currencies. The Fund is actively managed and is not constrained by any benchmark.

Investment Policies

The Fund invests directly, or through the use of FDIs, in a variety of corporate and/or sovereign issued fixed-income securities in order to achieve the Fund's investment objective. The Fund may invest in securities of any credit rating quality, including Non-Investment Grade securities.

The Fund also promotes certain Sustainability Characteristics through its investment selection and ongoing monitoring processes, as described under **Promotion of Sustainability Characteristics** below. In addition, the Fund commits to investing a proportion of its Net Asset Value in Sustainable

Investments.

Save as provided for below, investments will not be limited by sector, region, security, or yield curve. The Fund is primarily invested in global fixed-income securities denominated in Pounds Sterling or hedged back to Pounds Sterling.

The Fund may invest up to:

- 50% of its Net Asset Value in below-Investment Grade or Non-Investment Grade fixed-income securities;
- 50% of its Net Asset Value in fixed-income securities of Emerging Market Countries[1];
- 40% of its Net Asset Value in ABS including MBS and CMBS;
- 10% of its Net Asset Value in non-Agency ABS;
- 10% of its Net Asset Value in convertible securities including CoCos;
- 20% of its Net Asset Value in China onshore bonds traded through Bond Connect;
- 10% of its Net Asset Value in CLOs and CMOs, in aggregate;
- 30% of its Net Asset Value in Rule 144A Securities; and
- 10% of its Net Asset Value in Rule 144A Securities with no registration rights.

However, the Fund shall have a maximum aggregate exposure limit to non-Agency ABS, CoCos, CLOs, CMOs and Rule 144A Securities with no registration rights of 15% of its Net Asset Value. The Sub-Investment Manager expects this maximum exposure limit will only be reached in limited scenarios such as when these asset types exhibit strong absolute and relative valuations and liquidity profile against a backdrop of stable macro-economic fundamentals and abundant monetary and fiscal liquidity.

The Fund may enter into TBA transactions to purchase mortgage-related securities (MBS and CMBS) for a fixed price at a future date.

With the exception of permitted investment in non-publicly traded securities, such as Rule 144A Securities with no registration rights, all securities invested in will be listed or traded on the markets or exchanges listed in **Appendix I** of the Prospectus.

The Fund may invest substantially in deposits with credit institutions during periods of high market volatility.

The Fund may use FDIs with the aim of making investment gains in line with the Fund's objective, to reduce risk or to manage the Fund more efficiently. The Fund may employ short positions in interest rate FDIs, currency FDIs and credit FDIs either to hedge other long exposures in the portfolio or as part of a 'relative value' trade whereby there would be a similar long position (*e.g.*, long a company, short a credit index), as further described in the Prospectus under *Currency, Interest Rate, and Credit FDIs.* There will be no outright short positions.

Sub-Investment Manager's Investment Process

The Sub-Investment Manager combines top-down, global macroeconomic analysis with bottom-up, fundamental research to help identify the countries, sectors, industries and companies that it believes will offer the greatest total return potential over the long term. The Sub-Investment Manager's macroeconomic analysis focuses on analysing and seeking to identify the current phase of the economic cycle, principally that of the largest and most impactful economies globally (U.S., Europe, Japan, and China). The inputs utilised for analysis include, but are not limited, to: (i) market-based

[1] Investments in securities listed or traded in Russia will only be made in securities that are listed or traded on the Moscow Exchange and are not expected to exceed 10% of the Net Asset Value of the Fund.

measures such as financial conditions (shape of yield curves, pricing of expected central bank policy rates, level of long term interest rates, credit spreads, equity markets) and commodity prices; (ii) econometric factors – GDP momentum, inflation, OECD leading indicators, money supply, credit growth; (iii) survey-based factors – manufacturing activity, business and consumer confidence; and (iv) alternative factors – air freight indices, trucking rates, shipping rates.

The Fund will seek to actively manage yield curve risks in each of the countries in which it invests by considering the potential relative changes in yields between fixed-income securities of different maturities as well as the overall change in interest rates in a country or currency. A yield curve describes the interest rates at differing maturities in a country or currency for a given credit rating. Typically, longer term fixed-income securities have higher yields than shorter-term fixed-income securities of a similar credit rating due to the greater price risks associated with time to maturity. However, interest rates at different maturities may not move up and down to the same extent and, from time to time, a yield curve can even become inverted, whereby longer-term fixed-income securities yield less than shorter maturities.

The Sub-Investment Manager develops and probability-weights a range of economic scenarios from which it projects expected central bank monetary policy actions. In addition, the Sub-Investment Manager utilises its economic projections to infer likely changes in government bond yields and credit spreads in each scenario, in order to produce total return and volatility forecasts for its investible asset classes.

The Sub-Investment Manager's bottom-up research focuses on fundamental credit research analysis of individual issuers and relative value-based security selection. The bottom-up research process combines fundamental characteristics and Sustainability Characteristics considerations to aid in security selection, as further detailed below. The process includes analyses of the industry, available market, competitive landscape, and Sustainability Characteristics.

The Sub-Investment Manager's research team relies on fundamental characteristics and Sustainability Characteristic investment expertise to assess the most attractive issuers in a given sector. Issuers are selected as a function of their capacity to provide investors with coupons and principal repayment, their adherence to sustainability principles, and valuation. Securities are selected by assessing the structure of the issuer to determine optimal risk/reward. Investment decisions are made after reviewing investment thesis, financial models, investment memos, investment presentations, and ongoing communication between the Sub-Investment Manager's portfolio managers and the research team. The Sub-Investment Manager believes that when executed successfully, this investment approach can provide sustainable excess returns over the Target Benchmark (as set out in the investment objective) and is a consistent strategy for adding value to a global portfolio.

There can be no assurance that the Fund's investments will be successful or that the investment objective of the Fund will be achieved. Investors should carefully assess the risks associated with an investment in the Fund. Please see the risks described with respect to particular instruments under **Risk Factors** below, and in the Prospectus under **FUNDS – Fixed-Income Funds**, and under **RISK FACTORS**.

Profile of a Typical Investor and Target Market Identification

The Fund is suitable for investors (primarily institutional, experienced high net worth or ultra high net worth individuals and, unless prohibited by the rules of a particular jurisdiction, retail) capable of evaluating the merits of their prospective investments and associated risks, seeking to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) by taking exposure to a diversified portfolio consisting primarily of fixed-income securities. Investors should desire that Sustainability Characteristics be considered as part of the Fund's investment selection process and that the Fund makes Sustainable Investments.

The Fund invests primarily in fixed-income securities as described above and so investors should consider investment in the Fund as medium risk.

Investors should be prepared to bear losses and may not get back the original investment amount. The Fund may not be compatible for investors outside the target market or those that are not able to bear all losses with respect to their investment. The Fund is available through all distribution channels (*e.g.*, investment advice, portfolio management, non-advised sales, and pure execution services).

Promotion of Sustainability Characteristics

The Sub-Investment Manager's research process includes an assessment of Sustainability Characteristics and Sustainability Risks for every issuer and/or security in the Fund, with the aim of protecting the financial performance of the Fund by identifying securities and/or issuers that have Sustainability Characteristics that support or improve their financial position while also seeking to avoid those issuers and or/securities exposed to material Sustainability Risk.

The Sub-Investment Manager uses a combination of proprietary qualitative and quantitative approach to identify, consider and integrate a sustainable investment research assessment (the "**SIRA**"), which comprises four elements (and will be implemented as relevant for each asset type):

- a risk assessment of the issuer's exposure to, and management of, a variety of sustainability factors (the "**Risk Assessment**");

- a sustainable opportunity assessment of factors that the Sub-Investment Manager believes may provide positive environmental and social benefits generated by either the issuer or the individual security, including, where relevant, the identification of a sustainable investment theme and the source of the impact being one or more of the following: impactful issuer, targeted use of proceeds, or labelled bond (the "**Opportunity Assessment**");

- an assessment of an issuer's labelled bond criteria for any bonds that are deemed to be financing or aligned with environmental and/or social projects or outcomes in alignment with recognised frameworks, such as the ICMA's labelled bond principles (the "**Labelled Bond Assessment**"); and

- an assessment of whether issuers follow good governance practices as described in the SFDR Annex II for the Fund in the section entitled "*What is the policy to assess good governance practices of the investee companies?*" (the "**Good Governance Assessment**").

All investments of the Fund are subject to the Sub-Investment Manager's SIRA, though the nature of the assessment and application may vary depending on the asset class, instrument type, and the availability of relevant information. At the Sub-Investment Manager's discretion, the Fund is permitted to make an investment without a written assessment on file at the time of purchase, as long as the Sub-Investment Manager believes the relevant security meets the Fund's binding criteria and the written assessment is finalised shortly thereafter.

The research approach is based on a qualitative assessment of each security across a broad range of factors, but will contain certain quantitative elements. The purpose of this assessment is to identify Sustainability Characteristics that help to maintain or improve an issuer's financial position while also seeking to avoid those issuers and or/securities exposed to material Sustainability Risks. The Sub-Investment Manager seeks to avoid those issuers that it believes to either to be failing to manage Sustainability Risks or to not have in place appropriate mitigants or plans to secure an improved position with respect to Sustainability Risks. The Fund may invest in an issuer that is exposed to legacy material Sustainability Risks or that is lagging in management of Sustainability Risks. However, the Sub-Investment Manager will seek to find evidence of a positive Sustainability Risk-management trajectory,

which it will document before making an investment.

The Fund may also invest in labelled bonds, as explained under *Exceptions to Exclusion Policy*, where the purpose of that issue is to raise capital to support environmental or social projects even where the issuer of that bond would not otherwise satisfy the Sub-Investment Manager's investment criteria, including the SIRA.

Given the Fund's varied allocation to types of issuer, the Fund has identified two broad portfolio level Sustainability Characteristics which will be researched, monitored and assessed as appropriate to the asset type. These are:

- **Climate and Natural Capital**: investments that the Sub-Investment Manager considers contribute to positive climate or natural capital outcomes through their general activities or a specific use of proceeds.

- **Community and Human Capital**: investments that the Sub-Investment Manager considers contribute to human capital or societal outcomes through their general activities or a specific use of proceeds.

Selection of Sustainable Investments

While the Fund promotes Sustainability Characteristics at the portfolio level, the Fund is also committed to identifying and investing 50% of its Net Asset Value in individual assets which have each been assessed as a Sustainable Investment.

The Sub-Investment Manager takes a holistic approach to the identification of these Sustainability Characteristics rather than focusing on one theme and, as such, the Sustainable Investments that the Fund intends to make are varied depending on the nature of particular investment. In selecting Sustainable Investments for the Fund, the Sub-Investment Manager will seek to identify issuers which positively contribute to identified themes, being one (1) or more of:

- Affordable Housing;

- Clean Energy;

- Clean Water and Sanitation;

- Diversity, Inclusion and Equality;

- Economic Mobility and Community Development;

- Education;

- Efficient Production and Conservation;

- Health and Wellness;

- Sustainable Agriculture and Natural Resource Management;

- Sustainable Finance and/or

- Sustainable Technology Innovation.

Exclusion Policy

In addition to promoting Sustainability Characteristics and investing in Sustainable Investments, the Sub-Investment Manager seeks to exclude companies and industries that are not aligned with the Fund's Sustainability Characteristics. In addition to the Sub-Investment Manager's proprietary and qualitative analysis, the Sub-Investment Manager relies on third-party providers to apply a rules-based screening process which seeks to identify corporate bond issuers that may have controversial business involvement, as determined by the Sub-Investment Manager. When third-party data is not available, the Sub-Investment Manager will utilise discretion in making investments.

Specifically, the Fund seeks to exclude knowingly owning bonds issued by companies:

- that violate the UNGC Principles or the OECD Guidelines for Multinational Enterprises; and/or
- that conduct animal testing for non-medical purposes and do not exhibit strong ethical policies and practices; and/or
- that directly manufacture controversial weapons and their essential components (defined as blinding laser weapons, chemical and biological weapons, cluster munitions, incendiary weapons (white phosphorous), anti-personnel land mines, non- detectable fragments, nuclear weapons, and/or depleted uranium); and/or
- involved in the cultivation and production of tobacco products.

The Fund also applies the following investment guidelines in respect of underlying issuers to ensure that an issuer will not be included if it knowingly has more than:

- 1% or more of its revenue from exploration, mining, extraction, distribution or refining of hard coal and lignite; and/or
- 10% or more of its revenue from exploration, extraction, distribution or refining of oil fuels; and/or
- 50% or more of its revenue from exploration, extraction, manufacture, or distribution of gaseous fuels; and/or
- 50% or more of its revenue from electricity generation with a GHG intensity of more than 100g CO2e/kWh; and/or
- 5% of its revenue derived directly from alcohol products.

As a result, the universe of investments available to the Fund will be more limited than that of funds that do not apply such exclusions.

In addition to the Fund's investment policies and exclusion policy, the Sub-Investment Manager may adopt certain additional internal investment criteria which may further restrict Fund investments.

Exceptions to the Exclusion Policy

The exception to the above is that the Fund may invest in labelled bonds (as described above), or other fixed-income securities that are issued to raise capital to support environmental or social projects and objectives, and often times help to facilitate the transition to more sustainable practices. Investment in such instruments will be subject to diligence by the Sub-Investment Manager.

Labelled bonds may be issued by issuers that are involved in one or more of the business activities that the Sub-Investment Manager would normally avoid. In cases where the issuer of a labelled bond is involved in one or more of the normally avoided business activities, but the labelled bond has been issued to raise capital to support a project or objective that the Sub-Investment Manager deems to be

promoting Sustainability Characteristics, the labelled bond may be invested in by the Fund.

Impact of Sustainability Risks and PAIs

Together, (i) the results of the Sub-Investment Manager's assessment on the Sustainability Characteristics of the issuers/securities in which the Fund invests; (ii) the Fund's commitment to Sustainable Investments; (iii) the implementation of the binding requirements relating to Sustainability Characteristics and the exclusion policy (described above) as part of the Sub-Investment Manager's investment process; and (iv) the Fund's participation in engagement with investee issuers/securities, are likely to diminish the impacts of Sustainability Risks on the returns, and improve the overall risk profile of the Fund.

The Manager (in conjunction with the Sub-Investment Manager) conducts an assessment of the PAIs across all of the holdings in the Fund where such data is available and reliable.

Further information is available in the "*Statement on the Due Diligence Policies of the Manager on the Principal Adverse Impacts of Investment Decisions*", available at: **<https://www.brownadvisory.com/intl/ucits-legal-document-library>**. In addition, information on PAIs will be available in the annual report and audited financial statements of the Manager.

Taxonomy Regulation Disclosures

As required by Article 6 of the Taxonomy Regulation, the Fund must disclose that the "*do no significant harm*" principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this Fund do not take into account the EU criteria for environmentally sustainable economic activities.

As the investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities contained in the Taxonomy Regulation, the "*do no significant harm*" principle does not apply to any of the investments underlying the Fund.

Although the Fund promotes certain Sustainability Characteristics and commits to investing a proportion of its Net Asset Value in Sustainable Investments, the Fund does not commit to pursuing the environmental objectives contained in the Taxonomy Regulation as noted above. Accordingly, the Manager (in conjunction with the Sub-Investment Manager) does not collect or evaluate data directly related to the environmental objectives set out in the Taxonomy Regulation or on how and to what extent the investments in the Fund qualify as Taxonomy-Aligned Investments.

The Manager is also of the view that, given the investment strategy of the Fund, sufficiently complete and reliable data on the EU requirements are not available. Therefore, although the Fund may from time to time hold such investments, the minimum level within the Fund is 0%.

The Manager is keeping this situation under active review and where sufficient reliable, timely, and verifiable data on the Fund's investments become available, the Manager will provide the descriptions referred to above, in which case this Supplement will be updated.

Benchmark Index

The Fund uses the Comparator Benchmark to compare performance and the Target Benchmark as a target for the performance of the Fund.

The Fund seeks an excess return of 2% to 3% above the Target Benchmark, on an annualised basis, over a full economic cycle, typically five (5) to seven (7) years.

In their construction and method of calculation, neither the Comparator Benchmark nor the Target Benchmark take into account Sustainability Characteristics in a manner that is consistent with the Fund's approach towards the promotion of Sustainability Characteristics or Sustainable Investments. Further information in respect of the methodology used for the calculation of each benchmark can be found: (i) **here** in respect of the Comparator Benchmark; and (ii) **here** in respect of the Target Benchmark.

Financial Derivative Instruments

Subject to the Regulations and to the conditions and limits laid down by the Central Bank from time to time, the Fund may utilise FDIs with the aim of making investment gains in line with the Fund's investment objective, to reduce risk or to manage the Fund more efficiently.

The Fund may use, for investment or hedging purposes, exchange traded and OTC derivatives, including, futures and options, forward foreign currency contracts (including non-deliverable forwards and forward rate agreements), FX futures and FX spots and OTC swaps (such as interest rate swaps, currency swaps, CDS, and CDSI), the underlying reference assets for which will be bonds in which the Fund may invest directly, and interest rates and currencies. The Fund may use forward FX contracts to hedge currency FX risks arising from Hedged Share Classes of the Fund.

This should be read in conjunction with the section **FUNDS – Use of FDI** in the Prospectus and **Currency Risk** under **RISK FACTORS** in the Prospectus.

Investment Restrictions

In addition to the investment restriction set out below, the general investment restrictions set out in the Prospectus under **FUNDS - Investment Restrictions** shall apply.

Investments made by the Fund in shares or units of CIS may not exceed, in aggregate, 10% of the Net Asset Value of the Fund. The CIS, in which the Fund invests, must be prohibited from investing more than 10% of their net assets, in aggregate, in CIS.

Borrowing and Leverage

Borrowing

In accordance with the general provisions set out in the Prospectus under **FUNDS - Borrowing and Lending Powers** the Fund may borrow up to 10% of its Net Asset Value on a temporary basis. It is not intended to borrow for leverage purposes.

The Manager operates a Risk Management Process on behalf of the Fund in relation to its use of FDIs, details of which are set out in the Prospectus under the sub-section entitled *Risk Management* under **Funds – Use of FDI**.

Leverage

The Fund may be leveraged through the use of derivatives. The Risk Management Process of the Manager in respect of the Company (including the Fund) provides that the Fund's leverage under normal circumstances is not expected to exceed 500% of its Net Asset Value (calculated using the sum of the notionals of the derivatives used, as required by the Central Bank), through the use of derivatives, although it is possible that leverage may exceed this level from time to time. The measurement and monitoring of all exposures relating to the use of FDI will be performed on at least a daily basis. The Risk Management Process is described in the RMP Statement, a copy of which has been filed with the Central Bank, and which will be updated from time to time to include any additional FDI which the Manager proposes to employ on behalf of the Fund. Until such time as the Risk Management Process

has been updated, however, the Manager will not use any FDI which is not for the time being included in the Risk Management Process.

The Manager will use the absolute VaR approach to calculate the global exposure of the Fund. The daily VaR of the Fund shall not exceed 20% of the Net Asset Value of the Fund. The VaR of the Fund is a daily estimation of the maximum loss the Fund may incur over a holding period of twenty (20) Business Days. It is arrived at through quantitative simulations with a one-tailed confidence interval of 99% and an observation period of at least one (1) year (two hundred and fifty (250) Business Days) unless a shorter period is justified by a significant increase in price volatility (for example, extreme market conditions). This process is described in detail in the RMP Statement.

The leverage of the Fund is expected to be high as it is calculated as the sum of the absolute notional values of the FDI used, without taking into account the different risks of different positions, any netting between the different positions held by the Fund (even though netting could result in a reduction of risk) or hedging positions. It is therefore not a risk-adjusted method of measuring leverage, which means this figure is higher than it otherwise would be if such netting and hedging positions would be taken into account.

Excluding currency hedging, the Fund's gross short exposure shall be limited to 500% of its Net Asset Value and its gross long exposure shall be limited to 500% of its Net Asset Value.

Information on FDIs used for the Fund will be included in the Company's semi-annual and annual reports and accounts. The Manager will also provide information to Shareholders on request on the Risk Management Process, including details of the quantitative limits applied and information on the risk and yield characteristics of the main categories of investments held on behalf of the Fund.

Sub-Investment Manager

The Investment Manager has delegated some of the day-to-day portfolio management of the Fund to Sub-Investment Manager, Brown Advisory Limited, a UK limited company. The Sub-Investment Manager is authorised and regulated by the FCA.

The Sub-Investment Manager has its registered office at 18 Hanover Square, London W1S 1JY, United Kingdom.

The Sub-Investment Manager is an investment manager and adviser and is permitted to provide discretionary investment management services to Irish authorised collective investment schemes.

An agreement is in place between the Investment Manager and the Sub-Investment Manager in respect of the management of the Fund, pursuant to a Sub-Investment Management Agreement.

Key Information for Buying and Selling

Base Currency

Pounds Sterling.

Business Day

Any day (except Saturday or Sunday) on which the New York Stock Exchange is open, or such other day as the Directors may, with the consent of the Depositary, determine and notify to Shareholders in advance.

Dealing Day

Each Business Day.

Dealing Deadline

3.00 p.m. Irish Time on each Business Day.

Valuation Point

10.00 p.m. Irish Time on each Business Day

Share Class Information

As of the date of this Supplement, the Share Classes listed in the tables below with a corresponding tick (✓) under **Subscription Open** are available for subscription in the Fund. Share Classes listed in the tables below with a corresponding check (✗) under **Subscription Open** are no longer available for subscription in the Fund. Investors seeking to invest in any other Classes as set out in the Prospectus under **SHARE CLASS INFORMATION** should contact the Manager. Upon receipt of sufficient interest in an unlaunched Class, such a Class may be launched.

The applicable Minimum Shareholding, Minimum Initial Investment Amount, and Minimum Additional Investment Amount for the Shares are set as out in the Prospectus under **SHARE CLASS INFORMATION**.

However, notwithstanding the foregoing, the applicable Minimum Shareholding, Minimum Initial Investment Amount and Minimum Additional Investment Amount for the Class SI Shares, the Class B Australian Dollar Shares, the Class C Australian Dollar Shares and the Class C Swiss Franc Shares are set out below:

Class	**Minimum Shareholding***	**Minimum Initial Investment Amount***	**Minimum Additional Investment Amount***
Dollar Class SI Shares	$150,000,000	$150,000,000	N/A
Sterling Class SI Shares	£150,000,000	£150,000,000	N/A
Euro Class SI Shares	€150,000,000	€150,000,000	N/A
Australian Dollar Class B Shares	A$15,000,000	A$15,000,000	A$2,500,000
Australian Dollar Class C Shares	A$60,000,000	A$60,000,000	A$2,500,000
Swiss Franc Class C Shares	CHF5,000,000	CHF40,000,000	CHF2,500,000

* *(subject to the discretion of the Directors in each case to allow lesser amounts)*

Initial Offer Period / Initial Issue Price

In relation to the Share Classes listed in tables below with a corresponding tick (✓) under **Initial Offer Period Open**, the Initial Offer Period remains open and will close upon the earlier of: (i) the first investment by a Shareholder in such Class of Shares; or (ii) such earlier or later date as the Directors

may determine and notify to the Central Bank.

Investors may apply to subscribe for such Shares during the Initial Offer Period at the Initial Issue Price for each Class. The Initial Issue Price for each Class is as set out in the tables below under **Initial Issue Price**.

The Share Classes listed in the tables below with a corresponding check (✗) under **Initial Offer Period Open** are currently in issue and are available for subscription at prices calculated with reference to the Net Asset Value per Share, as indicated by "NAV" under **Initial Issue Price**.

After the Initial Offer Period, Shares will be continuously open for subscriptions on the relevant Dealing Day and the Issue Price shall be the Net Asset Value of the relevant Class of Shares on the relevant Dealing Day.

Class A Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class A Acc Shares	✓	✓	$10.00
Dollar Class A Acc H Shares	✓	✓	$10.00
Dollar Class A Dis Shares	✓	✓	$10.00
Dollar Class A Dis H Shares	✓	✓	$10.00
Sterling Class A Acc Shares	✓	✓	£10.00
Sterling Class A Dis Shares	✓	✓	£10.00
Euro Class A Acc Shares	✓	✓	€10.00
Euro Class A Acc H Shares	✓	✓	€10.00
Euro Class A Dis Shares	✓	✓	€10.00
Euro Class A Dis H Shares	✓	✓	€10.00
Swiss Franc Class A Acc Shares	✓	✓	CHF10.00
Swiss Franc Class A Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis H Shares	✓	✓	CHF10.00

Class B Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class B Acc Shares	✓	✓	$10.00
Dollar Class B Acc H Shares	✓	✓	$10.00
Dollar Class B Dis Shares	✓	✓	$10.00
Dollar Class B Dis H Shares	✓	✓	$10.00
Sterling Class B Acc Shares	✓	✗	NAV
Sterling Class B Dis Shares	✓	✗	NAV
Euro Class B Acc Shares	✓	✓	€10.00
Euro Class B Acc H Shares	✓	✓	€10.00
Euro Class B Dis Shares	✓	✓	€10.00
Euro Class B Dis H Shares	✓	✓	€10.00
Swiss Franc Class B Acc Shares	✓	✓	CHF10.00
Swiss Franc Class B H Acc Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis Shares	✓	✓	CHF10.00

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Swiss Franc Class B Dis H Shares	✓	✓	CHF10.00
Australian Dollar Class B Acc Shares	✓	✓	A$10.00
Australian Dollar Class B Acc H Shares	✓	✓	A$10.00
Australian Dollar Class B Dis Shares	✓	✓	A$10.00
Australian Dollar Class B Dis H Shares	✓	✓	A$10.00

Class C Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class C Acc Shares	✓	✓	$10.00
Dollar Class C Acc H Shares	✓	✓	$10.00
Dollar Class C Dis Shares	✓	✓	$10.00
Dollar Class C Dis H Shares	✓	✓	$10.00
Sterling Class C Acc Shares	✓	✗	NAV
Sterling Class C Dis Shares	✓	✗	NAV
Euro Class C Acc Shares	✓	✓	€10.00
Euro Class C Acc H Shares	✓	✓	€10.00
Euro Class C Dis Shares	✓	✓	€10.00
Euro Class C Dis H Shares	✓	✓	€10.00
Australian Dollar Class C Acc Shares	✓	✓	A$10.00
Australian Dollar Class C Acc H Shares	✓	✓	A$10.00
Australian Dollar Class C Dis Shares	✓	✓	A$10.00
Australian Dollar Class C Dis H Shares	✓	✓	A$10.00
Swiss Franc Class C Acc Shares	✓	✓	CHF10.00
Swiss Franc Class C Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class C Dis Shares	✓	✓	CHF10.00
Swiss Franc Class C Dis H Shares	✓	✓	CHF10.00

Class M Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class M Acc Shares	✓	✓	$10.00
Dollar Class M Acc H Shares	✓	✓	$10.00
Dollar Class M Dis Shares	✓	✓	$10.00
Dollar Class M Dis H Shares	✓	✓	$10.00
Sterling Class M Acc Shares	✓	✓	£10.00
Sterling Class M Dis Shares	✓	✗	NAV

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Sterling Class M Enhanced Income Shares	✓	✓	£10.00
Euro Class M Acc Shares	✓	✓	€10.00
Euro Class M Acc H Shares	✓	✓	€10.00
Euro Class M Dis Shares	✓	✓	€10.00
Euro Class M Dis H Shares	✓	✓	€10.00

Class SI Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class SI Acc Shares	✓	✓	$10.00
Dollar Class SI Acc H Shares	✓	✓	$10.00
Dollar Class SI Dis Shares	✓	✓	$10.00
Dollar Class SI Dis H Shares	✓	✓	$10.00
Sterling Class SI Acc Shares	✓	✓	£10.00
Sterling Class SI Dis Shares	✓	✓	£10.00
Euro Class SI Acc Shares	✓	✓	€10.00
Euro Class SI Acc H Shares	✓	✓	€10.00
Euro Class SI Dis Shares	✓	✓	€10.00
Euro Class SI Dis H Shares	✓	✓	€10.00
Australian Dollar Class SI Acc Shares	✓	✓	A$10.00
Australian Dollar Class SI Acc H Shares	✓	✓	A$10.00
Australian Dollar Class SI Dis Shares	✓	✓	A$10.00
Australian Dollar Class SI Dis H Shares	✓	✓	A$10.00

Settlement Date

In the case of applications, two (2) Business Days after the relevant Dealing Day.

In the case of repurchases, two (2) Business Days after the relevant Dealing Day (assuming the receipt of the relevant duly signed repurchase documentation including all relevant anti-money laundering documentation).

Preliminary Charge

Class A Shares

If subscribing through a financial intermediary for Class A Shares, a Preliminary Charge of up to 3% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Preliminary Charge is payable to financial intermediaries appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Preliminary Charge may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a financial intermediary from investors.

Class A Shares (Italy Only)

If subscribing through a Distributor, bank, or financial intermediary based in Italy for Class A Shares, an Entry Fee of up to 5% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Entry Fee is payable to Distributors, banks, and financial intermediaries based in Italy appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Entry Fee may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a Distributor, bank or financial intermediary from investors.

No Preliminary Charge or Entry Fee is payable in respect of Class A Shares if subscribing directly into the Fund through the Administrator, whether subscribing from Italy or elsewhere.

There is no Preliminary Charge or Entry Fee payable for other Share Classes.

Repurchase Charge

1%.

The Repurchase Charge will only be charged in instances where there is a significant (typically in excess of 10%) net redemption or in the case of an investor engaging in excessive trading.

Swing Factor

Up to 0.50% of the Net Asset Value per Share on any Dealing Day.

Fees and Expenses

Investment Management Fee and Expense Limitation

The Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee not exceeding the amounts set out below (plus VAT, if any) per Share Class of the Net Asset Value of the Fund:

Class A Shares	Up to 0.90%
Class B Shares	Up to 0.45%
Class C Shares	Up to 0.15%
Class M Shares	-
Class SI Shares	Up to 0.30%

Such fee shall accrue and be calculated at each Valuation Point and be payable monthly in arrears. The Investment Manager may, at its absolute discretion, pay any portion of the investment management fee to any third party (including the Sub-Investment Manager) in any manner whatsoever, whether by rebate or otherwise. The Investment Manager shall also be entitled to be reimbursed out of the assets of the Fund for its properly vouched out-of-pocket costs and expenses in the performance of its duties.

The Investment Manager has committed to waive its investment management fee or reimburse the Fund's operating expenses, in order to keep the Fund's total operating expenses (excluding the fees of the Manager but including the fees and out of pocket expenses of the Administrator and the Depositary)

from exceeding an annual rate of 0.25% of the daily Net Asset Value of the Fund. If annual operating costs are less than this amount, no reimbursement will be made by the Investment Manager, and the lower amount will be charged to the Fund.

Management Fee

The fees and expenses of the Manager are paid out of the assets of the Fund as set out in the Prospectus under **FEES AND EXPENSES**.

Sub-Investment Management Fee

The fees and expenses of the Sub-Investment Manager are paid out of those fees paid to the Investment Manager which are set out herein and should be read in conjunction with the section entitled **FEES AND EXPENSES** in the Prospectus.

Administration Fee

The Administrator shall be entitled to receive out of the Net Asset Value of the Fund an annual fee, accrued and calculated at each Valuation Point and payable monthly in arrears at an annual rate which will not exceed 0.07% of the Net Asset Value of the Fund (plus VAT, if any) subject to an annual minimum fee which will not exceed US$48,000 and will also receive registration fees and transaction charges at normal commercial rates. The Administrator shall also be entitled to receive a monthly fee of up to US$500 per share class of the Fund launched (this fee will not be applied to the first two share classes of the Fund launched by the Company) subject to an annual minimum fee for the Company which will not exceed US$10,000. The Administrator is entitled to be repaid all of its properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

Depositary Fee

The Depositary shall be entitled to receive an annual maximum fee of 0.03% per annum of the Net Asset Value of the Fund accrued at each Valuation Point and shall be payable monthly in arrears. The Depositary's fees are accrued at each Valuation Point, payable monthly in arrears, and subject to a minimum charge of US$25,000 per annum. The Depositary shall also be entitled to receive out of the assets of the Fund all agreed sub-custodian fees and expenses, transaction charges and cash service charges (all at normal commercial rates) and to recover properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

This section should be read in conjunction with the section entitled **FEES AND EXPENSES** in the Prospectus.

Establishment Costs

The costs of establishing the Fund, which did not exceed €100,000, are being borne by the Fund and amortised over the first five (5) years of the Fund (or such other period as may be determined by the Directors in their discretion).

Risk Factors

Investment in the Fund carries with it a degree of risk including, but not limited to, the risks described in the Prospectus under **RISK FACTORS**. These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making an application for Shares. There can be no assurance that the Fund will achieve its investment objective.

* * *

ANNEX II

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: Brown Advisory Global Sustainable Total Return Bond Fund (GBP) (the "**Fund**")

Legal entity identifier: 635400MBK8KJBCLIFV28

Environmental and/or social characteristics

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 **50%** 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**

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.

Words and expressions defined in the Prospectus of the Company and/or the Supplement relating to the Fund shall, unless the context appears otherwise, have the same meaning when used in this Annex.

What environmental and/or social characteristics are promoted by this financial product?

The Fund integrates sustainable investment research within its investment process thereby promoting Sustainability Characteristics. The Fund is actively managed, investing primarily in a dynamic portfolio of bonds, which may have either corporate, sovereign, sub-sovereign, supranational or securitised issuers. Full details of the Fund's investment policy are included within the Supplement.

Given the Fund's varied allocation to types of issuer, the Fund has identified two broad portfolio-level Sustainability Characteristics which will be monitored and assessed as

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

appropriate to the asset type. These are:

- **Climate and Natural Capital**: investments that the Sub-Investment Manager considers contribute to positive climate or natural capital outcomes through their general activities or a specific use of proceeds.
- **Community and Human Capital**: investments that the Sub-Investment Manager considers contribute to human capital or societal outcomes through their general activities or a specific use of proceeds.

The Fund does not have Sustainable Investment as its objective and no reference benchmark has been designated for the purpose of attaining the Sustainability Characteristics.

What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

The sustainability indicators used to measure the attainment of each of the Sustainability Characteristics promoted by the Fund for each type of asset are:

- **Climate and Natural Capital**
  - Corporate issuers:
    - greenhouse gas emissions intensity.
    - net zero target alignment.
    - percentage of corporate bonds that the Sub-Investment Manager considers contribute to positive environmental outcomes.
  - Sovereign issuers:
    - greenhouse gas emissions intensity.
    - net zero target alignment.
    - percentage of sovereign bonds that the Sub-Investment Manager considers contribute to positive environmental outcomes.
  - Sub-sovereign issuers:
    - percentage of sub-sovereign bonds that the Sub-Investment Manager considers contribute to positive environmental outcomes.
  - Supranational issuers:
    - percentage of supranational bonds that the Sub-Investment Manager considers contribute to positive environmental outcomes.
  - Securitised issuers:
    - percentage of securitised bonds that the Sub-Investment Manager considers contribute to positive environmental outcomes.
- **Community and Human Capital:**
  - Corporate issuers:
    - percentage of corporate bonds that the Sub-Investment Manager considers

contribute to positive social outcomes

- percentage of issuers with UNGC Principles compliance.

- Sovereign issuers:
  - average weighted Freedom House score.
  - percentage of issuers with EU sanctions compliance.
  - percentage of sovereign bonds that the Sub-Investment Manager considers contribute to positive social outcomes.
- Sub-sovereign issuers:
  - percentage of sub-sovereign bonds that the Sub-Investment Manager considers contribute to positive social outcomes.
- Supranational issuers:
  - percentage of supranational bonds that the Sub-Investment Manager considers contribute to positive social outcomes.
- Securitised issuers:
  - percentage of securitised bonds that the Sub-Investment Manager considers contribute to positive social outcomes

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 Fund's investment process takes a holistic approach to the identification of Sustainability Characteristics. The Sustainable Investments that the Fund intends to make are varied depending on the nature of the particular investment.

The Fund also identifies Sustainable Investments by considering more general sustainable objectives. For instance:

- Corporate, securitised, sub-sovereign, and supranational issuers in which the Fund invests may be assessed by the Sub-Investment Manager as being a Sustainable Investment where that issuer positively contributes through their primary products, services, or operations to themes, such as:
  - Affordable Housing
  - Clean Energy
  - Clean Water and Sanitation
  - Diversity, Inclusion and Equality
  - Economic Mobility and Community Development
  - Education
  - Efficient Production and Conservation
  - Health and Wellness
  - Sustainable Agriculture and Natural Resource Management

- Sustainable Finance
- Sustainable Technology Innovation

Each such issuer is subject to both qualitative and/or quantitative assessments and must solve for environmental and/or social challenges and/or demonstrate a strong or improving contribution to environmental and/or social outcomes, in each case linked to one or more of the Fund's identified Sustainability Characteristics.

- Sovereign issuers in which the Fund invests may be assessed by the Sub-Investment Manager as being a Sustainable Investment where that issuer has an overall strong or improving sustainability profile, taking account of themes such as their contributions to the carbon transition and their prioritisation in areas such as natural resource management, economic opportunity, education and health. Each sovereign issuer is subject to both qualitative and quantitative assessments and must demonstrate an overall strong or improving profile across the Fund's identified 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?

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, anti-corruption and anti-bribery matters.

Investments cannot be considered to be Sustainable Investments unless they have been assessed to not be causing significant harm to long-term sustainable objectives.

The Sub-Investment Manager's assessment process includes:

- The implementation of the Sub-Investment Manager's in-house, bottom-up research that uses qualitative and quantitative data to assess an investment's performance on a variety of sustainable investment risk indicators, as detailed below;
- The review of all available mandatory PAI Indicators (as set out in Annex I of SFDR) and
- Compliance with the Fund's exclusion policy (as detailed in the Fund Supplement).

Sovereign issuers considered "*not free*" according to Freedom House, or not in compliance with the EU sanctions list may also not be considered to be Sustainable Investments.

Where an investment is deemed to be doing significant harm to the environment or society, and due diligence (including engagement) with the investment indicates that the harm is systemic, detractive from the Fund's investment, and the harm is unlikely to be mitigated, the Sub-Investment Manager will exit the position in a manner that the Sub-Investment Manager believes to be in the best interests of the Fund, taking account of factors such as costs of dealing and ensuring that the Fund is fully invested.

The issuer exclusions and divestment criteria above may not apply in the case of investment in labelled bonds or use of proceeds bonds or other fixed-income securities that are issued to raise capital to support environmental or social projects and objectives, and often times help to facilitate the transition to more sustainability-focused practices. Investment in such instruments will be subject to diligence by the Sub-Investment Manager.

How have the indicators for adverse impacts on sustainability factors been taken into account?

The Sub-Investment Manager will consider adverse impacts within its broader assessment of the Sustainability Characteristics of an issuer. The Sub-Investment Manager uses in-house, bottom-up research that uses qualitative and quantitative data to assess an issuer's risk management profile, which includes all available mandatory PAI Indicators which the Sub-Investment Manager is able to collect reliable and verifiable data.

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

An assessment of a company's alignment with the OECD Guidelines and UN Guiding Principles on Business and Human Rights is included in the Fund's research process. The Fund considers a company to be aligned with these Guidelines and Principles when it has not been involved in significant human rights controversies that are systemic, detractive from the Fund's investment, and where the harm resulting from the controversy is unlikely to be mitigated within the Fund's investment horizon.

While the OECD Guidelines and UN Guiding Principles on Business and Human Rights are not applicable to non-corporate issuers, the Sub-Investment Manager considers that the screens the Fund has in place, including the application of the proprietary sustainability assessment, ensure that other issuers are held to a similar level of assessment.

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 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?

X Yes,

The Fund considers PAIs at a portfolio level as part of the broader assessment process where data is available and reliable. PAI Indicators are not more significant than other factors in the investment due diligence process.

The Fund believes that the following PAIs, if unmanaged, may cause harm to long-term performance. Therefore, the Fund expects exposure to the following PAIs to be limited over time:

- Corporate GHG emissions (PAI 1-3, Table 1)

- Violations of the UNGC Principles and OECD Guidelines for Multinational Enterprises (PAI 10, Table 1)
- Exposure to controversial weapons (PAI 14, Table 1)
- Sovereign GHG emissions (PAI 15, Table 1)
- Investee countries subject to social violations (PAI 16, Table 1)

☐ 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 Fund seeks to deliver attractive bond-like total returns of between 2-3% over cash per annum, measured over an economic cycle (defined as five (5) – seven (7) years) and with a typical annual volatility of between 4 - 10%. The Sub-Investment Manager aims to achieve this by investing across a broad range of fixed income asset classes in a diversified and strategic manner, underpinned by fundamental and sustainability research. The Sub-Investment Manager believes that dynamic asset allocation informed by comprehensive top-down macro analysis, combined with rigorous bottom-up security selection and an in-house sustainable investment approach, can deliver attractive risk-adjusted returns through the economic cycle while seeking to provide positive environmental and social outcomes.

The Sub-Investment Manager's sustainable investing approach seeks, first and foremost, to contribute positively to the performance of the Fund. The Sub-Investment Manager's research efforts aim to uncover Sustainability Risks that may materially impact the return from an investment, as well as sustainable opportunities that may lead to better returns.

The Sub-Investment Manager uses a combination of proprietary qualitative and quantitative approach to identify, consider and integrate a sustainable investment research assessment (the "**SIRA**"), which comprises four elements (and will be implemented as relevant for each asset type):

- a risk assessment of the issuer's exposure to, and management of, a variety of sustainability factors (the "**Risk Assessment**");
- a sustainable opportunity assessment of factors that the Sub-Investment Manager believes may provide positive environmental and social benefits generated by either the issuer or the individual security, including, where relevant, the identification of a sustainable investment theme and the source of the impact being one or more of the following: impactful issuer, targeted use of proceeds, or labelled bond (the "**Opportunity Assessment**");
- an assessment of an issuer's labelled bond criteria for any bonds that are deemed to be financing or aligned with environmental and/or social projects or outcomes in alignment with recognised frameworks, such as the ICMA's labelled bond principles (the "**Labelled Bond Assessment**"); and
- an assessment of whether issuers follow good governance practices as described in the SFDR Annex II for the Fund in the section entitled "*What is the policy to assess good governance practices of the investee companies?*" (the "**Good Governance Assessment**").

All investments of the Fund are subject to the Sub-Investment Manager's SIRA, though the nature of the assessment and application may vary depending on the asset class, instrument type, and the availability of relevant information. At the Sub-Investment

Manager's discretion, the Fund is permitted to make an investment without a written assessment on file at the time of purchase, as long as the Sub-Investment Manager believes the relevant security meets the Fund's binding criteria and the written assessment is finalised shortly thereafter.

This process is used to identify investments in corporate, securitised, supranational, sub-sovereign and sovereign issuers. All investments of the Fund are subject to the Sub-Investment Manager's SIRA, though the nature of the assessment and application may vary depending on the asset class, instrument type, and the availability of relevant information.

- ***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 Investment Manager will conduct its SIRA, as explained above, for all investments in the Fund.

The corporate issuers in the Fund are bound by its exclusion policy. Specifically, the Fund seeks to exclude knowingly owning bonds issued by companies:

- that defy the UNGC Principles; and/or
- that conduct animal testing for non-medical purposes and do not exhibit strong ethical policies and practices; and/or
- that are principally involved in the manufacture, production, operation, or sale of weapons, alcohol, tobacco, adult entertainment, or gambling activities; and/or
- whose primary business activities are directly tied to conventional exploration, extraction, production, manufacturing or refining coal, oil or gas; and/or
- with significant assets directly invested in conventional fossil fuel reserves.

The Fund is also bound by its commitment to invest a portion of the Fund in Sustainable Investments.

- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

  No process is undertaken to reduce the size of the investable universe.

- ***What is the policy to assess good governance practices of the investee companies?***

  The Sub-Investment Manager will conduct a Good Governance Assessment at the sector, company or security level for every investment made in the Fund. This assessment may include, though is not limited to, analysis of the following indicators for various asset classes:

  Corporate issuers: ownership and control; board and management composition and structure; employee relations; remuneration practices; shareholder rights; accounting practices; transparency and disclosure; business ethics; tax transparency.

  Sovereign issuers: civil liberties & security; institutional strength and regulatory environment; corruption and transparency.

  Sub-sovereign issuers: corruption and stewardship of capital; board and management team; transparency and disclosure.

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

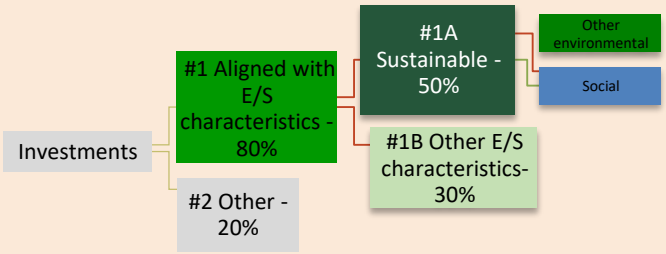
Securitised issuers: business ethics and lending practices, deal structure and incentives alignment, transparency and disclosure.

Supranational issuers: government ties and influence; corruption and stewardship of capital; transparency and disclosure.

What is the asset allocation planned for this financial product?

A minimum of 80% of the Fund's investment will be in investments that align with the Fund's Sustainability Characteristics. In addition, at least 50% of the Fund's Net Asset Value will be in Sustainable Investments that have been determined to meet an environmental, social, or both an environmental and social objective.

Asset allocation describes the share of investments in specific assets.



#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.

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

How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?

A sustainable investment research assessment on derivative issuers will be conducted on the underlying associated issuer. When taking a long position, the sustainable investment research assessment should indicate that the issuer has appropriate levels of risk management and that a sustainable opportunity exists. In circumstances where a short position is taken, the thesis may be associated with heightened Sustainability Risks.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The Sub-Investment Manager does not currently commit to investing in Taxonomy-Aligned Investments and, as such, has not collected and evaluated data on the environmental objective(s) set out in Article 9 of the Taxonomy Regulation on how and to what extent the investments in the Fund are in Taxonomy-Aligned Investments. Therefore, although the Fund may from time to time hold such investments, the minimum level within the Fund is 0%.

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

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.

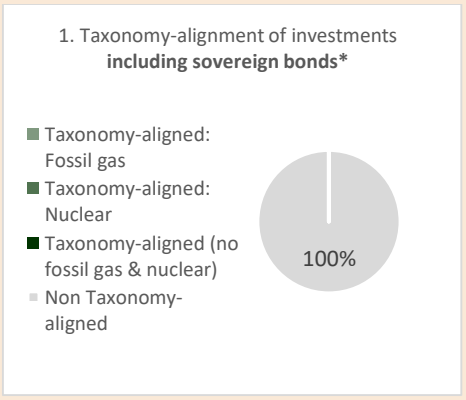
- ***Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?***[2]

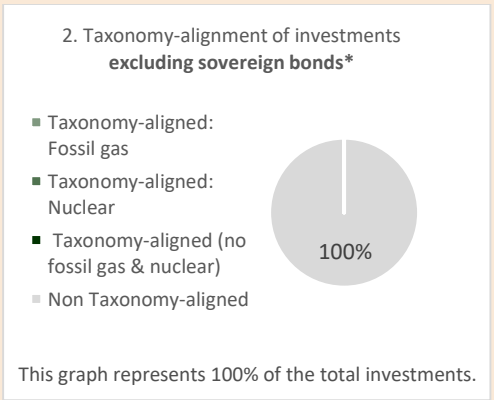
[ ] Yes:

[ ] In fossil gas [ ] In nuclear energy

[X] No

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.





** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*

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 investments in transitional and enabling activities?***

Not applicable.

What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

0%. The Sustainable Investments in the Fund may have an environmental, social or both an environmental and social objective. The Fund does not set threshold requirements for these.

What is the minimum share of socially sustainable investments?

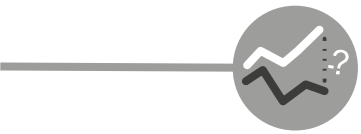
0%. The Sustainable Investments in the Fund may have an environmental, social or both an environmental and social objective. The Fund does not set threshold

[2] 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.

requirements for these.

What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments under "#2 Other" may include other investments that have not been determined to be aligned with the Sustainability Characteristics of the Fund. For such investments, the Sub-Investment Manager will still apply the exclusions set out in the Supplement and the binding elements described above.



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, the Fund does not use a reference benchmark to determine whether it is aligned with the Sustainability Characteristics it promotes.

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?***

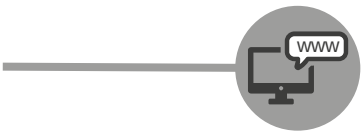
  Not applicable.

- ***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:

https://www.brownadvisory.com/intl/ucits-legal-document-library

Brown Advisory Global Leaders Sustainable Fund

Supplement No. 4 dated 13 May 2025 to the Prospectus of the Company dated 30 April 2025 for Brown Advisory Funds plc

This Supplement contains specific information in relation to Brown Advisory Global Leaders Sustainable Fund (the "**Fund**"), a fund of Brown Advisory Funds plc (the "**Company**") an umbrella type open-ended investment company with variable capital and segregated liability between funds, governed by the laws of Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**").

This Supplement forms part of and should be read in conjunction with the Prospectus of the Company dated 30 April 2025.

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

Enhanced Income Shareholders should note that some or all of the dividends attributable to the Class may be paid out of the capital of the Fund. The policy of paying dividends from capital will have the following effects: (i) capital will be eroded; (ii) distribution is achieved by forgoing the potential for future capital growth; and (iii) this cycle may continue until all capital is depleted. Enhanced Income Shareholders should also note that the payment of dividends out of capital may have different tax implications to distributions out of income and therefore tax advice should be sought in this regard. The value of future returns may also be diminished. In this regard, distributions out of capital should be understood as a type of capital reimbursement.

The Sub-Investment Manager has determined that the Fund is an Article 8 Fund.

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

Dated: 13 May 2025

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Definitions

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

"Comparator Benchmark"	for the purposes of this Supplement, the MSCI ACWI Net Total Return USD Index;
"**MSCI ACWI Net Total Return USD Index**"	MSCI's flagship global equity index, designed to represent performance of the full opportunity set of large- and mid-cap stocks across 23 developed and 24 emerging markets. As of June 2021, it covers more than 2,900 constituents across 11 sectors and approximately 85% of the free float-adjusted market capitalization in each market. The index is built using MSCI's Global Investable Market Index (GIMI) methodology, which is designed to take into account variations reflecting conditions across regions, market-cap sizes, sectors, style segments and combinations; and
"**Sub-Investment Manager**"	Brown Advisory Limited.

Investment Objective and Policies

Investment Objective

The objective of the Fund is to achieve capital appreciation by investing primarily in global equities.

Investment Policies

Under normal circumstances, the Fund aims to achieve its investment objective by investing at least 80% of its net assets in global equity securities. The Fund also will, under normal market conditions: (1) invest at least 40% of its net assets outside the United States (including Emerging Market Countries) which may be reduced to 30% if market conditions are not favourable; and (2) hold securities of issuers located in at least three countries. The Fund determines whether a company is considered to be located outside the United States by considering whether: (i) it is organised under the laws of, or maintains its principal office in, a country located outside the United States; (ii) its securities are principally traded on trading markets in countries located outside the United States; (iii) it derives at least 50% of its total revenue or profits from either goods produced or services performed or sales made in countries located outside the United States; or (iv) it has at least 50% of its assets in countries located outside the United States. The Fund integrates socially responsible investment screens and risk-based analysis into the portfolio construction process. The equity securities in which the Fund may invest include common stock, preferred stock, ADRs and GDRs and the Fund may also invest in CIS (including ETFs) subject to the limits set out in the Prospectus. The Fund may also hold PIPEs and warrants (subject to a limit of 5%) which are typically received as a result of corporate action or restructuring.

The equity securities in which the Fund may invest will be issued by mid- and large-capitalisation companies generally with market capitalizations above $2 billion at the time of purchase that the Fund's Sub-Investment Manager believes have strong, or improving, long-term business characteristics and share prices that do not reflect these favourable fundamental attributes.

The Fund also promotes certain Sustainability Characteristics through its investment selection and ongoing monitoring processes, as described under **Promotion of Sustainability Characteristics** below. In addition, the Fund commits to investing a proportion of its Net Asset Value in Sustainable

Investments.

In addition, the equity securities in which the Fund may invest will include the equity securities of companies that the Sub-Investment Manager believes are leaders within their industry or country as demonstrated by an ability to deliver high relative return on invested capital over time. This typically can be attributable to, among other things, a strong competitive position and a defendable barrier to entry (such as high start-up costs or other obstacles that prevent competitors from easily entering an industry).

The Fund may invest in participatory notes ("**P-Notes**") in order to gain exposure to securities and markets in India which may not be efficiently accessed through direct investment. The Fund may also use forward foreign exchange contracts to hedge currency foreign exchange risks arising from Hedged Share Classes. In addition, the Fund may also invest in U.S. treasury bills, fixed and/or floating rate U.S. government securities, subject to the limits set out in the Prospectus.

The Fund's exposure to below Investment Grade debt securities will not exceed 10% of its Net Asset Value.

All securities invested in will be listed or traded on the markets and exchanges listed in Appendix 1 of the Prospectus.

Profile of a Typical Investor and Target Market Identification

The Fund is suitable for any investor (institutional and, unless prohibited by the rules of a particular jurisdiction, retail) seeking to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) by investing in a diversified portfolio consisting primarily of equity securities.

Investors should desire that Sustainability Characteristics be considered as part of the Fund's investment due diligence process. The Fund invests primarily in equities as described above, so investors should consider an investment in the Fund as medium to high risk.

The Fund is categorised as a non-complex UCITS fund vehicle. This Fund is appropriate for all investors (retail, professional clients, and eligible counterparties) with a basic knowledge of the capital markets who seek to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) as a core component of a portfolio of investments. Investors should be prepared to bear losses and may not get back the original investment amount. The Fund may not be compatible for investors outside the target market or those that are not able to bear all losses with respect to their investment. The Fund is available through all distribution channels (*e.g.*, investment advice, portfolio management, non-advised sales, and pure execution services).

Sub-Investment Manager's Investment Process

The Sub-Investment Manager's bottom-up research process seeks to understand the fundamental characteristics and Sustainability Characteristics of its investments.

The Sub-Investment Manager believes that when executed successfully, this investment approach can achieve the investment objective of the Fund.

Purchasing Portfolio Securities

The Sub-Investment Manager will use in-house research and other external research sources to identify a universe of companies across a broad range of industries and countries whose underlying fundamentals are considered by the Sub-Investment Manager to be attractive. The Sub-Investment Manager will focus on companies that it believes exhibit the following desirable characteristics:

- high quality companies that are leaders in their industry or country supported by enduring competitive advantages that can deliver high relative return over time;
- capable and trustworthy management who manage for the long term;
- sustainable, predictable, premium growth in cash flow over time;
- positive industry dynamics;
- sensible capital allocation; and
- have a reasonable price – the Sub-Investment Manager expects growth to compound the excess economic return over time.

This includes companies with identifiable sustainable business advantages ("**SBAs**"):

- **Revenue Growth**: *e.g.,* attracting or retaining business through the sustainable attributes of its offerings, or helping customers solve for challenging sustainability issues.

- **Cost Improvements**: *e.g.*, improving margins from efficient operations, risk mitigation or other measures that increase productivity while using less resources.

- **Enhanced Franchise Value**: *e.g.*, improving customer loyalty, attracting and retaining top talent, growing faster or taking market share through sustainable commitments and/or positive societal impact.

In addition to these fundamental drivers, the Sub-Investment Manager is committed to investing a proportion of the Fund in Sustainable Investments, as described below.

The Sub-Investment Manager believes that investing in the best companies globally in any sector or country can deliver superior long-term investment returns. The Sub-Investment Manager seeks to identify high-quality companies underpinned by structural long-term growth and strong management teams, and to purchase those companies at reasonable prices.

The securities in which the Fund may invest will include the equity securities of companies that the Sub-Investment Manager believes are leaders within their industry or country as demonstrated by an ability to deliver high relative return on invested capital over time. The Sub-Investment Manager seeks to invest in companies whose business models enjoy a dominant market position, provide consistent returns, demonstrate low volatility, have pricing power, and experience growth that is not dependent on the market cycle. Management teams also must be high quality, manage for the long term and have a demonstrated record of acting in the best interest of shareholders. The Sub-Investment Manager will meet with management teams and engage in a rigorous bottom-up investment selection process. The Sub-Investment Manager emphasizes individual security selection based on identifying long-term attractive businesses *i.e.*, those with significant desirable characteristics (such as a viable, long-term franchise, sustainable business model, generate excess economic return, high return on invested capital and stable profitability) and few or no undesirable characteristics (such as excessive financial or operational leverage, risk of business or product obsolescence, excessive compensation, misaligned incentives or management hubris), when they are available at reasonable prices.

Selling Portfolio Securities

The Sub-Investment Manager will monitor the companies in the Fund's portfolio to determine if there have been any fundamental changes in the companies. The Sub-Investment Manager may sell a security or reduce its position in a security if:

- the security's market price exceeds the Sub-Investment Manager's estimate of intrinsic value;
- the ratio of risk and reward of continuing to own the company's equity is no longer attractive;

- the Sub-Investment Manager needs to raise cash to purchase a more attractive investment opportunity, satisfy net redemptions, or other purposes; and/or
- the Fund's exclusion policy (as detailed below) has been violated.

Promotion of Sustainability Characteristics

The Sub-Investment Manager's research process includes an assessment of Sustainability Characteristics and material Sustainability Risks for every company in the Fund, with the aim of protecting the financial performance of the Fund by identifying companies that use internal sustainability strategies to improve their financial position while also avoiding those companies exposed to material Sustainability Risks.

This research is fully integrated into the Fund's investment process and is provided through in-house research assessments.

The research approach is based on a qualitative assessment of each security across a broad range of factors, but will contain certain quantitative elements. The purpose of this assessment is to identify companies that, overall, approach sustainability issues that help to maintain or improve a company's financial position while also seeking to avoid those companies exposed to material Sustainability Risk. The Sub-Investment Manager will avoid those companies that it believes to either to be failing to manage Sustainability Risks or to not have in place appropriate mitigants or plans to secure an improved position with respect to Sustainability Risks. The Fund may invest in a company that is exposed to legacy material Sustainability Risks or that is lagging in management of Sustainability Risks. However, the Sub-Investment Manager will seek to find evidence of a positive Sustainability Risk-management trajectory, which it will document before making an investment.

The Fund promotes Sustainability Characteristics more broadly with an emphasis on investing in fundamentally strong companies that the Sub-Investment Manager assesses, on a qualitative basis, to have strong or improving sustainable attributes while maintaining adequate risk management practices. When the Sub-Investment Manager identifies companies with sustainable drivers that add value for shareholders, the Sub-Investment Manager categorises these specific characteristics as SBAs.

The Sub-Investment Manager believes that the companies selected for investment will promote one or more of the following environmental or social characteristics:

- **Emissions Reduction**: companies with internal strategies to reduce emissions;

- **Resource Efficiency**: companies implementing efficient operations that reduce resource use; and/or

- **Positive Environmental or Social Outcomes**: companies with products or services that: (i) help customers to be more resource efficient; and/or (ii) help to solve sustainability challenges.

With regards to the governance of the Fund's investee companies, the Sub-Investment Manager will seek quality and established management teams that have formalised governance structures which the Sub-Investment Manager believes lead to better business outcomes. Indicators that are considered in this analysis include, though are not limited to, any one or more of the following: board and committee composition and structure in terms of expertise and diversity; shareholder rights provisions; business ethics and compensation packages. The Fund will engage, through proxy voting and other mechanisms, to vocalise the importance of appropriate incentives (*e.g.*, compensation) to enable long-term performance. This investment selection process may lead to the exclusion of investee companies where the Sub-Investment Manager determines that governance structures are inappropriate, such as a lack of alignment with long-term shareholders.

The Sub-Investment Manager believes that a focus on these particular issues will both limit investment risks associated with Sustainability Risks, while contributing to a more responsible business approach that may potentially benefit performance. The application of the Fund's Sustainability Characteristics and exclusion policy (as detailed below) could result in performance that is better or worse than the performance of a similar fund, depending on the performance of the excluded investments and the investments included in place of such excluded investments.

At the Sub-Investment Manager's discretion, the Fund is permitted to make an investment without a written assessment on file at the time of purchase, as long as the Sub-Investment Manager believes the relevant security meets the Fund's binding requirements relating to Sustainability Characteristics and the written assessment is finalised shortly thereafter.

Selection of Sustainable Investments

While the Fund promotes Sustainability Characteristics at the portfolio level, the Fund is also committed to identifying and investing a proportion of its Net Asset Value in individual securities which have each been assessed as a Sustainable Investment.

The Sub-Investment Manager takes a holistic approach to the identification of these Sustainability Characteristics rather than focusing on one theme and, as such, the Sustainable Investments that the Fund intends to make are varied depending on the nature of particular investment. In selecting Sustainable Investments for the Fund, the Sub-Investment Manager will identify companies which positively contribute to identified Sustainability Characteristics, being one or more of:

- Affordable Housing
- Clean Energy
- Clean Water and Sanitation
- Diversity, Inclusion and Equality
- Economic Mobility and Community Development
- Education
- Efficient Production and Conservation
- Health and Wellness
- Sustainable Agriculture and Natural Resource Management
- Sustainable Finance
- Sustainable Technology Innovation

Impact of Sustainability Risks and PAIs

Together, the results of the Sub-Investment Manager's assessment on the Sustainability Characteristics of investee companies; the commitment to Sustainable Investments; the implementation of the requirements relating to Sustainability Characteristics and an exclusion policy (as detailed below) as part of the Sub-Investment Manager's investment process; and the Fund's participation in engagement with investee companies, are likely to diminish the impacts of Sustainability Risks on the returns, and improve the overall risk profile of the Fund.

The Manager (in conjunction with the Sub-Investment Manager) conducts an assessment of the principal adverse impacts of its investment decisions on Sustainability Characteristics across all of the holdings in the Fund where such data is available and reliable.

Further information is available in the Statement on the Due Diligence Policies of the Manager on the principal adverse impacts of Investment Decisions, available at: **https://www.brownadvisory.com/intl/ucits-legal-document-library**. In addition, information on PAIs on sustainability factors will be available in the annual report and audited financial statements of the Manager.

Exclusion Policy

The Fund will limit its exposure to particular companies and industries. In addition to the Sub-Investment Manager's proprietary and qualitative analysis, the Sub-Investment Manager relies on a third-party provider to apply a rules-based screening process which seeks to identify companies that may have controversial business involvement, as determined by the Sub-Investment Manager.

Specifically, the Fund will exclude knowingly owning equity securities of companies:

- that violate the UNGC Principles or the OECD Guidelines for Multinational Enterprises; and/or
- that defy the Norges Bank Exclusion List. Exclusions are the decision of Norges Bank's Executive Board and based on recommendations from the Council on Ethics appointed by the Ministry of Finance; and/or
- that directly manufacture controversial weapons and their essential components (defined as blinding laser weapons, chemical and biological weapons, cluster munitions, incendiary weapons (white phosphorous), anti-personnel land mines, non- detectable fragments, nuclear weapons, and/or depleted uranium); and/or
- that conduct animal testing for non-medical purposes and do not exhibit strong ethical policies and practices; and/or
- involved in the cultivation and production of tobacco products; and/or
- with significant assets directly invested in conventional fossil fuel reserves.

The Fund also applies the following investment guidelines in respect of underlying issuers to ensure that a company will not be included if it knowingly has more than:

- 1% or more of its revenue from exploration, mining, extraction, distribution or refining of hard coal and lignite; and/or
- 10% or more of its revenue from exploration, extraction, distribution or refining of oil fuels; and/or
- 50% or more of its revenue from exploration, extraction, manufacture, or distribution of gaseous fuels; and/or
- 50% or more of its revenue from electricity generation with a GHG intensity of more than 100g CO2e/kWh; and/or
- 5% of its revenue derived directly from the manufacture of conventional weapons; and/or
- 5% of its revenue derived directly from alcohol products; and/or
- 5% of its revenue derived directly from adult entertainment; and/or
- 5% of its revenue derived directly from gambling.

As a result, the universe of investments available to the Fund will be more limited than that of funds that do not apply such exclusions.

In addition to the Fund's investment policies and exclusion policy stated above, the Sub-Investment Manager may adopt certain additional internal investment criteria which may further restrict Fund investments.

The Fund will avoid investments that severely negatively impact society or the environment, especially where there is no evidence of efforts to reduce the harm they contribute to. In assessing harm, the Sub-Investment Manager may consider available PAIs, controversial business exposure, controversies, and Sustainability Risk exposure and management practices.

Where an investee company is deemed to be doing significant harm to the environment or society, and due diligence (including engagement) with the company indicates that the harm is systemic, detractive from the Fund's investment, and the harm is unlikely to be mitigated, the Sub-Investment Manager will exit the position in a manner that the Sub-Investment Manager believes to be in the best interests of the Fund, taking account of such factors such as costs of dealing and ensuring the Fund is fully invested.

Taxonomy Regulation Disclosures

As required by Article 6 of the Taxonomy Regulation, the Fund must disclose that the "*do no significant harm*" principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this Fund do not take into account the EU criteria for environmentally sustainable economic activities.

As the investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities contained in the Taxonomy Regulation, the "*do no significant harm*" principle does not apply to any of the investments underlying the Fund.

Although the Fund promotes certain Sustainability Characteristics and commits to investing a proportion of its Net Asset Value in Sustainable Investments, the Fund does not commit to pursuing the environmental objectives contained in the Taxonomy Regulation as noted above. Accordingly, the Manager (in conjunction with the Sub-Investment Manager) does not collect or evaluate data directly related to the environmental objectives set out in the Taxonomy Regulation or on how and to what extent the investments in the Fund qualify as Taxonomy-Aligned Investments.

The Manager is also of the view that, given the investment strategy of the Fund, sufficiently complete and reliable data on the EU requirements are not available. Therefore, although the Fund may from time to time hold such investments, the minimum level within the Fund is 0%.

The Manager is keeping this situation under active review and where sufficient reliable, timely, and verifiable data on the Fund's investments become available, the Manager will provide the descriptions referred to above, in which case this Supplement will be updated.

Benchmark Index

The Fund uses the Comparator Benchmark to compare performance. The Fund is actively managed and is not constrained by any benchmark.

In its construction and method of calculation, the Comparator Benchmark does not take into account the Sustainability Characteristics described under **Promotion of Sustainability Characteristics** above in a manner that is consistent with the Fund's approach towards the Sustainability Characteristics. Further information in respect of the methodology used for the calculation of the benchmark can be found **here**.

Financial Derivative Instruments

Subject to the Regulations and to the conditions and limits laid down by the Central Bank from time to time, the Fund may utilise FDIs. The Fund may use forward FX contracts to hedge currency FX risks arising from Hedged Share Classes of the Fund. In order to mitigate the risk of currency-related depreciation in the value of a Portfolio-Hedged Share Class and to provide a return hedged against currency valuation fluctuations, the Fund intends to employ a "*portfolio look-through*" currency hedging strategy for such Portfolio-Hedged Share Classes. In addition, P-Notes (in India) may represent derived investment positions whose value at maturity or interest rate is linked to equity securities and which may therefore embed FDIs. The leverage exposure of the Fund through the use of FDIs will not exceed 100% of the Fund's Net Asset Value, as measured using the commitment approach.

This should be read in conjunction with the sections of the Prospectus entitled **FUNDS – Use of FDI** and **RISK FACTORS** – **Currency Risk**.

Investment Restrictions

In addition to the investment restrictions set out below, the general investment restrictions set out in the Prospectus under FUNDS – Investment Restrictions shall apply.

Investments made by the Fund in shares or units of CIS may not exceed, in aggregate, 10% of the Net Asset Value of the Fund. The CIS, in which the Fund invests, must be prohibited from investing more than 10% of their net assets, in aggregate, in CIS.

Investments made by the Fund in Emerging Market Countries may not exceed, in aggregate, 20% of the Net Asset Value of the Fund.

Borrowing

In accordance with the general provisions set out in the Prospectus under **FUNDS - Borrowing and Lending Powers,** the Fund may borrow up to 10% of its Net Asset Value on a temporary basis. It is not intended to borrow for leverage purposes.

The Manager operates a Risk Management Process on behalf of the Fund in relation to its use of FDIs, details of which are set out in the Prospectus under **Funds – Use of FDI** – *Risk Management*.

Risk Factors

Investment in the Fund carries with it a degree of risk including, but not limited to, the risk factors set out in the Prospectus under **RISK FACTORS**. These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making an application for Shares. There can be no assurance that the Fund will achieve its investment objective.

Sub-Investment Manager

The Investment Manager has delegated the day-to-day portfolio management of the Fund to Sub-Investment Manager, Brown Advisory Limited, a UK limited company. The Sub-Investment Manager is authorised and regulated by the FCA.

The Sub-Investment Manager has its registered office at 18 Hanover Square, London W1S 1JY, United Kingdom.

The Sub-Investment Manager is an investment manager and adviser, and is permitted to provide discretionary investment management services to Irish authorised collective investment schemes.

A Sub-Investment Management Agreement is in place between the Investment Manager and the Sub-Investment Manager in respect of the management of the Fund.

Key Information for Buying and Selling

Base Currency

U.S. Dollars.

Business Day

Any day (except Saturday or Sunday) on which the New York Stock Exchange is open, or such other day as the Directors may, with the consent of the Depositary, determine and notify to Shareholders in advance.

Dealing Day

Each Business Day.

Dealing Deadline

3.00 p.m. Irish Time on each Business Day.

Valuation Point

10.00 p.m. Irish Time on each Business Day.

Share Class Information

As of the date of this Supplement, the Share Classes listed in the tables below with a corresponding tick (✓) under **Subscription Open** are available for subscription in the Fund. Share Classes listed in the tables below with a corresponding check (✗) under **Subscription Open** are no longer available for subscription in the Fund. Investors seeking to invest in any other Classes as set out in the Prospectus under **SHARE CLASS INFORMATION** should contact the Investment Manager and/or the Sub-Investment Manager. Upon receipt of sufficient interest in any such Class, such a Class may be launched.

The applicable Minimum Shareholding, Minimum Initial Investment Amount, and Minimum Additional Investment Amount for the Shares are as set out in the Prospectus under **SHARE CLASS INFORMATION**.

Initial Offer Period / Initial Issue Price

In relation to the Share Classes listed in tables below with a corresponding tick (✓) under **Initial Offer Period Open**, the Initial Offer Period remains open and will close upon the earlier of: (i) the first investment by a Shareholder in such Class of Shares; or (ii) such earlier or later date as the Directors may determine and notify to the Central Bank.

Investors may apply to subscribe for such Shares during the Initial Offer Period at the Initial Issue Price for each Class. The Initial Issue Price for such Classes is as set out in the tables below under **Initial Issue Price**.

The Share Classes listed in the tables below with a corresponding check (✗) under **Initial Offer Period Open** are currently in issue and are available for subscription at prices calculated with reference to the

Net Asset Value per Share, as indicated by "NAV" under **Initial Issue Price**.

After the Initial Offer Period, Shares will be continuously open for subscriptions on the relevant Dealing Day and the Issue Price shall be the Net Asset Value of the relevant Class of Shares on the relevant Dealing Day.

Class A Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class A Acc Shares	✓	✓	$10.00
Dollar Class A Dis Shares	✓	✓	$10.00
Sterling Class A Acc Shares	✓	✓	£10.00
Sterling Class A Acc H Shares	✓	✓	£10.00
Sterling Class A Dis Shares	✓	✓	£10.00
Sterling Class A Dis H Shares	✓	✓	£10.00
Euro Class A Acc Shares	✓	✓	€10.00
Euro Class A Acc H Shares	✓	✓	€10.00
Euro Class A Dis Shares	✓	✓	€10.00
Euro Class A Dis H Shares	✓	✓	€10.00
Swiss Franc Class A Acc Shares	✓	✓	CHF10.00
Swiss Franc Class A Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis H Shares	✓	✓	CHF10.00

Class B Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class B Acc Shares	✓	✗	NAV
Dollar Class B Dis Shares	✓	✓	$10.00
Sterling Class B Acc Shares	✓	✗	NAV
Sterling Class B Acc H Shares	✓	✓	£10.00
Sterling Class B Dis Shares	✓	✓	£10.00
Sterling Class B Dis H Shares	✓	✓	£10.00
Euro Class B Acc Shares	✓	✗	NAV
Euro Class B Acc H Shares	✓	✓	€10.00
Euro Class B Dis Shares	✓	✓	€10.00
Euro Class B Dis H Shares	✓	✓	€10.00
Swiss Franc Class B Acc Shares	✓	✓	CHF10.00
Swiss Franc Class B Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis H Shares	✓	✓	CHF10.00

Class C Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class C Acc Shares	✓	✗	NAV
Dollar Class C Dis Shares	✓	✗	NAV
Sterling Class C Acc Shares	✓	✓	£10.00
Sterling Class C Acc H Shares	✓	✓	£10.00
Sterling Class C Dis Shares	✓	✓	£10.00
Sterling Class C Dis H Shares	✓	✗	NAV
Sterling Class C Enhanced Income H Shares	✓	✗	NAV
Swedish Krona Class C Acc Shares	✓	✗	NAV

Class J Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class J Acc Shares	✓	✓	$10.00

Class M Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Sterling Class M Acc Shares	✓	✓	£10.00

Class P Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class P Acc Shares	✓	✓	$10.00

Class SI Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class SI Acc Shares	✓	✗	NAV
Dollar Class SI PH Acc Shares	✓	✗	NAV
Dollar Class SI Dis Shares	✓	✗	NAV
Sterling Class SI Acc Shares	✓	✗	NAV
Sterling Class SI Acc H Shares	✓	✓	£10.00
Sterling Class SI PH Acc Shares	✓	✗	NAV
Sterling Class SI Dis Shares	✓	✗	NAV
Sterling Class SI Dis H Shares	✓	✓	£10.00
Euro Class SI Acc Shares	✓	✓	€10.00
Euro Class SI Acc H Shares	✓	✓	€10.00
Euro Class SI PH Acc Shares	✓	✗	NAV
Euro Class SI Dis Shares	✓	✓	€10.00
Euro Class SI Dis H Shares	✓	✓	€10.00
Swiss Franc Class SI PH Acc Shares	✓	✗	NAV

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Australian Dollar Class SI Acc Shares	✓	✗	A$10.00
Australian Dollar Class SI Acc H Shares	✓	✗	A$10.00
Australian Dollar Class SI Dis Shares	✓	✓	A$10.00
Australian Dollar Class SI Dis H Shares	✓	✓	A$10.00
Australian Dollar Class SI PH Acc Shares	✓	✗	A$10.00
Australian Dollar Class SI PH Dis Shares	✓	✓	A$10.00

Settlement Date

In the case of applications, two (2) Business Days after the relevant Dealing Day.

In the case of repurchases, two (2) Business Days after the relevant Dealing Day (assuming the receipt of the relevant duly signed repurchase documentation including all relevant anti-money laundering documentation).

Preliminary Charge

Class A Shares and Class P Shares

If subscribing through a financial intermediary for Class A Shares or Class P Shares, a Preliminary Charge of up to 3% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Preliminary Charge is payable to financial intermediaries appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Preliminary Charge may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a financial intermediary from investors.

Class A Shares and Class P Shares (Italy Only)

If subscribing through a Distributor, bank, or financial intermediary based in Italy for Class A Shares or Class P Shares, an Entry Fee of up to 5% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Entry Fee is payable to Distributors, banks, and financial intermediaries based in Italy appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Entry Fee may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a Distributor, bank or financial intermediary from investors.

No Preliminary Charge or Entry Fee is payable in respect of Class A Shares or Class P Shares if subscribing directly into the Fund through the Administrator, whether subscribing from Italy or elsewhere.

There is no Preliminary Charge or Entry Fee payable for other Share Classes.

Repurchase Charge

1%.

The Repurchase Charge will only be charged in instances where there is a significant (typically in excess of 10%) net redemption or in the case of an investor engaging in excessive trading.

Swing Factor

Up to 0.50% of the Net Asset Value per Share on any Dealing Day.

Fees and Expenses

Investment Management Fee and Expense Limitation

The Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee not exceeding the amounts set out in the Prospectus under **FEES AND EXPENSES** (plus VAT, if any) per Share Class of the Net Asset Value of the Fund.

Such fee shall accrue and be calculated at each Valuation Point and be payable monthly in arrears. The Investment Manager may, at its absolute discretion, pay any portion of the investment management fee to any third party (including the Sub-Investment Manager) in any manner whatsoever, whether by rebate or otherwise. The Investment Manager shall also be entitled to be reimbursed out of the assets of the Fund for its properly vouched out-of-pocket costs and expenses in the performance of its duties.

The Investment Manager has committed to waive its investment management fee or reimburse the Fund's operating expenses, in order to keep the Fund's total operating expenses (excluding the fees of the Manager but including the fees and out of pocket expenses of the Administrator and the Depositary) from exceeding an annual rate of 0.25% of the daily Net Asset Value of the Fund. If annual operating costs are less than this amount, no reimbursement will be made by the Investment Manager, and the lower amount will be charged to the Fund.

Management Fee

The fees and expenses of the Manager are paid out of the assets of the Fund as set out in the Prospectus under **FEES AND EXPENSES**.

Sub-Investment Management Fee

The fees and expenses of the Sub-Investment Manager are paid out of those fees paid to the Investment Manager which are set out herein and should be read in conjunction with the section in the Prospectus under **FEES AND EXPENSES**.

Administration Fee

The Administrator shall be entitled to receive out of the Net Asset Value of the Fund an annual fee, accrued and calculated at each Valuation Point and payable monthly in arrears at an annual rate which will not exceed 0.07% of the Net Asset Value of the Fund (plus VAT, if any) subject to an annual minimum fee which will not exceed US$48,000 and will also receive registration fees and transaction charges at normal commercial rates. The Administrator shall also be entitled to receive a monthly fee of up to US$500 per Share Class of the Fund launched (this fee will not be applied to the first two (2) Share Classes of the Fund launched by the Company) subject to an annual minimum fee for the Company which will not exceed US$10,000. The Administrator is entitled to be repaid all of its properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

Depositary Fee

The Depositary shall be entitled to receive an annual maximum fee of 0.03% per annum of the Net Asset Value of the Fund accrued at each Valuation Point and shall be payable monthly in arrears. The Depositary's fees are accrued at each Valuation Point, payable monthly in arrears, and subject to a minimum charge of US$25,000 per annum. The Depositary shall also be entitled to receive out of the assets of the Fund all agreed sub-custodian fees and expenses, transaction charges and cash service

charges (all at normal commercial rates) and to recover properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

This section should be read in conjunction with the section entitled **FEES AND EXPENSES** in the Prospectus.

Establishment Costs

The costs of establishing the Fund, not to exceed €50,000**,** are being borne by the Fund and amortised over the first five (5) years of the Fund (or such other period as may be determined by the Directors in their discretion).

* * *

ANNEX II

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: Brown Advisory Global Leaders Sustainable Fund (the "**Fund**")

Legal entity identifier: 635400P3DLZQRU6FSW86

Environmental and/or social characteristics

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 **50%** 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**

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 down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

Words and expressions defined in the Prospectus of the Company and/or the Supplement relating to the Fund shall, unless the context appears otherwise, have the same meaning when used in this Annex.

What environmental and/or social characteristics are promoted by this financial product?

Environmental and social characteristics are promoted by investing in fundamentally strong companies that the Sub-Investment Manager assesses, on a qualitative basis, to have strong or improving Sustainability Characteristics while maintaining adequate risk management practices.

Specifically, the Sub-Investment Manager will identify companies that use sustainability strategies to add value for shareholders. The Sub-Investment Manager categorizes these characteristics as "Sustainable Business Advantages" or SBAs. The SBAs are detailed in the investment strategy section below.

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

The Sub-Investment Manager believes that the companies selected for investment will promote one or more of the following environmental or social characteristics:

- **Emissions Reduction**: companies with internal strategies to reduce emissions;
- **Resource Efficiency**: companies implementing efficient operations that reduce resource use; and/or
- **Positive Environmental or Social Outcomes**: companies with products or services that: (i) help customers to be more resource efficient; and/or (ii) help to solve sustainability challenges.

The Fund does not have Sustainable Investment as its objective but does commit to investing in Sustainable Investments.

No reference benchmark has been designated for the purpose of attaining the environmental or social characteristics.

What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

The sustainability indicators used to measure the environmental or social characteristics of the Fund are:

- **Emissions Reduction**:
  - weighted-average greenhouse gas emissions intensity of the Fund's investee companies in terms of the Greenhouse Gas Protocol's definition of Scope 1 emissions (direct emissions owned or controlled by a company) and Scope 2 emissions (emissions that a company causes indirectly and come from where the energy it purchases and uses is produced); and
  - the percentage of the Fund with an emissions reduction target.

- **Resource Efficiency**:
  - the percentage of the Fund the Sub-Investment Manager has identified to be resource efficient.

- **Positive Environmental or Social Outcomes**:
  - the percentage of the Fund the Sub-Investment Manager has identified to have products or services that: (i) help customers to be more resource efficient, and/or (ii) help to solve sustainability challenges.

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 Sub-Investment Manager takes a holistic approach to the identification of these Sustainability Characteristics rather than focusing on one theme and, as such, the Sustainable Investments that the Fund intends to make are varied depending on the nature of particular investment.

Through the application of the Sub-Investment Manager's process, the Fund's Sustainable Investments are expected to contribute to the sustainable objectives of climate transition and climate mitigation, or more general sustainable objectives. This will be achieved by identifying companies which positively contribute to identified sustainability themes, being one or more of:

- Affordable Housing
- Clean Energy
- Clean Water and Sanitation
- Diversity, Inclusion and Equality

- Economic Mobility and Community Development
- Education
- Efficient Production and Conservation
- Health and Wellness
- Sustainable Agriculture and Natural Resource Management
- Sustainable Finance
- Sustainable Technology Innovation

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, anti-corruption and anti-bribery matters.

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?

Companies cannot be considered to be Sustainable Investments unless they have been assessed to not be causing significant harm to long-term sustainability objectives.

The Sub-Investment Manager's assessment process includes:

- The implementation of the Sub-Investment Manager's in-house, bottom-up research that uses qualitative and quantitative data to assess a company's performance on a variety of sustainable investment risk indicators, as detailed below.

- The review of all available mandatory PAIs (as set out in Annex I of the SFDR).

- Compliance with the Fund's exclusion policy: Specifically, the Fund will exclude knowingly owning equity securities of companies:
    - that violate the UNGC Principles or the OECD Guidelines for Multinational Enterprises; and/or
    - that defy the Norges Bank Exclusion List. Exclusions are the decision of Norges Bank's Executive Board and based on recommendations from the Council on Ethics appointed by the Ministry of Finance; and/or
    - that directly manufacture controversial weapons and their essential components (defined as blinding laser weapons, chemical and biological weapons, cluster munitions, incendiary weapons (white phosphorous), anti-personnel land mines, non- detectable fragments, nuclear weapons, and/or depleted uranium); and/or
    - that conduct animal testing for non-medical purposes and do not exhibit strong ethical policies and practices; and/or
    - involved in the cultivation and production of tobacco products; and/or
    - with significant assets directly invested in conventional fossil fuel reserves.
- The Fund also applies the following investment guidelines in respect of underlying issuers to ensure that a company will not be included if it knowingly has more than:
    - 1% or more of its revenue from exploration, mining, extraction, distribution or refining of hard coal and lignite; and/or
    - 10% or more of its revenue from exploration, extraction, distribution or refining of oil fuels; and/or
    - 50% or more of its revenue from exploration, extraction, manufacture, or distribution of gaseous fuels; and/or
    - 50% or more of its revenue from electricity generation with a GHG intensity of more than 100g CO_2e/kWh; and/or
    - 5% of its revenue derived directly from the manufacture of

conventional weapons; and/or

- 5% of its revenue derived directly from alcohol products; and/or
- 5% of its revenue derived directly from adult entertainment; and/or
- 5% of its revenue derived directly from gambling.

Where an investee company is deemed to be doing significant harm to the environment or society, and due diligence (including engagement) with the company indicates that the harm is systemic, detractive from the Fund's investment, and the harm is unlikely to be mitigated, the Sub-Investment Manager will exit the position in a manner that the Sub-Investment Manager believes to be in the best interests of the Fund, taking account of such factors such as costs of dealing and ensuring the Fund is fully invested.

How have the indicators for adverse impacts on sustainability factors been taken into account?

The Sub-Investment Manager will consider adverse impacts within its broader assessment of the Sustainability Characteristics of a company. The Sub-Investment Manager uses in-house, bottom-up research that uses qualitative and quantitative data to assess a company's risk management profile, which includes PAI Indicators.

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

An assessment of a company's alignment with the OECD Guidelines and UN Guiding Principles is included in the Fund's sustainable investment research assessment. The Fund considers a company to be aligned with these Guidelines and Principles when it has not been involved in significant human rights controversies that are systemic, detractive from the Fund's investment, and where the harm resulting from the controversy is unlikely to be mitigated within the Fund's investment horizon.

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 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?

X

Yes, the Fund also considers PAIs at a portfolio level as part of the broader assessment process where data is available and reliable. PAIs are not more significant than other factors in the investment due diligence process.

The Fund believes that the following PAIs, if unmanaged, may cause harm to long-term performance. Therefore, the Fund expects exposure to the following PAIs to be limited over time:

- GHG emissions (PAI 1-3, Table 1)
- Violations of the UNGC Principles and OECD Guidelines for Multinational Enterprises (PAI 10, Table 1)
- Exposure to controversial weapons (PAI 14, Table 1)

☐ 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 Fund seeks to invest in a concentrated portfolio of 30-40 leading global companies, in any sector or country, that the Sub-Investment Manager believes deliver superior customer outcomes and are capable of compounding excess returns over time. The Sub-Investment Manager seeks to identify high-quality companies, underpinned by high profitability, growth opportunities and highly capable management teams. When the Sub-Investment Manager identifies companies with sustainable drivers that add value for shareholders, the Sub-Investment Manager categorises these specific characteristics as SBAs.

There are three ways companies can use SBAs to improve their financial position:

1. Revenue Growth: attracting or retaining business through the sustainable attributes of its offerings, or helping customers solve challenging sustainability issues.
2. Cost Improvements: improving margins from efficient operations, risk mitigation or other measures that increase productivity while using less resources.
3. Enhanced Franchise Value: improving customer loyalty, attracting and retaining top talent, growing faster or taking market share through sustainable commitments and/or positive societal impact.

The strategy also will identify Sustainable Investments, investing at least 50% of the Fund in companies that positively contribute to identified sustainability outcomes, being one or more of:

- Affordable Housing
- Clean Energy
- Clean Water and Sanitation
- Diversity, Inclusion and Equality
- Economic Mobility and Community Development
- Education
- Efficient Production and Conservation
- Health and Wellness
- Sustainable Agriculture and Natural Resource Management
- Sustainable Finance
- Sustainable Technology Innovation

○ ***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-Investment Manager will conduct a sustainable investment research assessment for every company in the Fund, based on qualitative and/or quantitative information and relying on a combination of internal research or third-party data,

comprising an assessment of opportunities, risks and governance.

The Fund is also bound by its exclusion policy (as detailed above) and its commitment to investments in Sustainable Investments.

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?

No process is undertaken to reduce the size of the investable universe.

What is the policy to assess good governance practices of the investee companies?

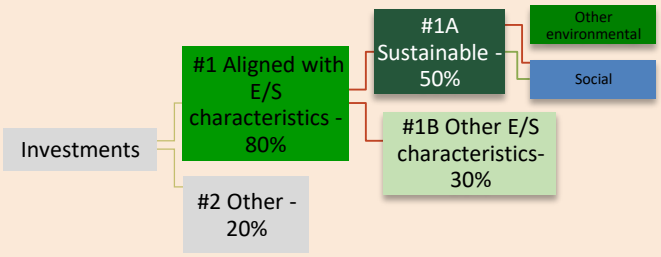
All companies added to the portfolio are analysed according to a variety of applicable governance factors. This analysis forms part of the Fund's general sustainability analysis. Applicable governance factors are:

- ownership and control
- board and management composition and structure
- employee relations
- tax transparency
- remuneration practices
- shareholder rights
- accounting practices
- transparency and disclosure
- business ethics.

What is the asset allocation planned for this financial product?

At least 80% of the Net Asset Value of the Fund will be assessed and determined to promote environmental and social characteristics. In addition, a minimum of 50% of the Fund's Net Asset Value will be in companies that have been determined to be Sustainable Investments.

Asset allocation describes the share of investments in specific assets.



#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 other investments and instruments of the Fund that cannot be aligned with the environmental and/or social characteristics of the Fund. These can include, for example, cash that has not yet been allocated to an investment or that is used for liquidity or hedging purposes, or companies that have not been determined to be aligned with the environmental and/or social characteristics promoted by the Fund.

Minimum environmental and social safeguards set in exclusion criteria relating to global norms and activity-based screening still apply to the underlying securities.

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?

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

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.

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.

Not applicable.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The Sub-Investment Manager does not currently commit to investing in Taxonomy-Aligned Investments and, as such, does not collect or evaluate data on the environmental objective(s) set out in Article 9 of the Taxonomy Regulation on how and to what extent the investments in the Fund are in Taxonomy-Aligned Investments. Therefore, although the Fund may from time to time hold such investments, the minimum level within the Fund is 0%.

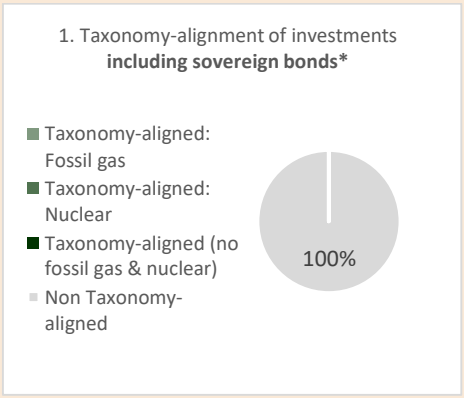
Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?[1]

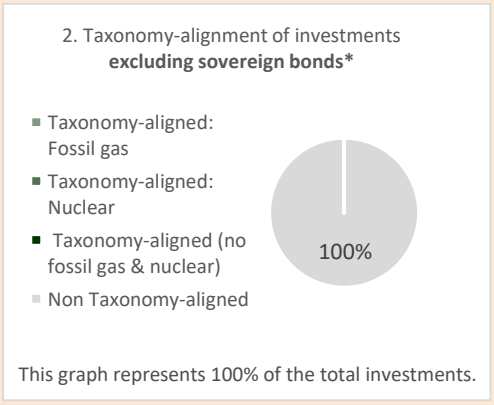
[ ] Yes:

[ ] In fossil gas [ ] In nuclear energy

[X] No

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.





* *For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*

What is the minimum share of investments in transitional and enabling activities?

Not applicable.

What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

0%. The Sustainable Investments in the Fund may have an environmental, social or both an environmental and social objective. The Fund does not set a threshold requirements for these.

[2] 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.

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%. The Sustainable Investments in the Fund may have an environmental, social or both an environmental and social objective. The Fund does not set a threshold requirements for these.

What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments under "#2 Other" may include other investments that have not been determined to be aligned with the environmental and/or social characteristics of the Fund. For such investments, the Sub-Investment Manager will still apply the exclusions set out in the Fund's exclusion policy (as detailed in the Supplement) and the binding requirements relating to Sustainability Characteristics.

Any cash that the Fund may not yet have allocated to an investment or for liquidity or hedging purposes will also be included under '#2 Other'.

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, the Fund does not use a reference benchmark to determine whether the financial product is aligned with the environmental and/or social characteristics it promotes.

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:

https://www.brownadvisory.com/intl/ucits-legal-document-library

Brown Advisory US Small Cap Blend Fund

Supplement No. 5 dated 30 April 2025 to the Prospectus of the Company dated 30 April 2025 for Brown Advisory Funds plc

This Supplement contains specific information in relation to Brown Advisory US Small Cap Blend Fund (the "**Fund**"), a fund of Brown Advisory Funds plc (the "**Company**") an umbrella type open-ended investment company with variable capital and segregated liability between funds, governed by the laws of Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**").

This Supplement forms part of and should be read in conjunction with the Prospectus of the Company dated 30 April 2025.

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

The Investment Manager has determined that the Fund is an Article 6 financial product pursuant to the SFDR.

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

Dated: 30 April 2025

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Definitions

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

"Comparator Benchmark"	for the purposes of this Supplement, the Russell 2000® Net Index; and
"Russell 2000® Net Index"	the Russell 2000® Net Index provided by FTSE Russell which measures the performance of the small-capitalization sector of the U.S. equity markets.

Investment Objective and Policies

Investment Objective

The objective of the Fund is to achieve capital appreciation by investing primarily in U.S. equities.

Investment Policies

The Fund invests at least 80% of its net assets in equity securities of small U.S. companies. The Fund seeks to invest primarily in small companies which are listed or traded on the U.S. markets and exchanges listed in **Appendix I** of the Prospectus.

Small companies are companies whose market capitalisations are equal to or less than $6 billion, or the maximum capitalisation of companies in the Russell 2000® Net Index, whichever is greater, at the time the Fund purchases the company's or issuer's securities ("**Market Capitalisation Range**"). The Fund may invest in Rule 144A Securities, preferred stock, common stock, ADR and GDR, Money Market Instruments, U.S. treasury bills, fixed and/or floating rate U.S. government securities and ancillary liquid assets subject to the limits set out in the Prospectus. The Fund may also hold PIPEs and warrants (subject to a limit of 5%) which are typically received as a result of corporate action or restructuring.

Profile of a Typical Investor and Target Market Identification

The Fund is suitable for any investor (institutional and, unless prohibited by the rules of a particular jurisdiction, retail) seeking to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) by investing in a diversified portfolio consisting of primarily equity securities. As the Fund invests primarily in equities, investors should consider an investment in the Fund as medium to high risk.

The Fund is categorised as a non-complex UCITS fund vehicle. This Fund is appropriate for all investors (retail, professional clients, and eligible counterparties) with a basic knowledge of the capital markets who seek to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) as a core component of a portfolio of investments. Investors should be prepared to bear losses and may not get back the original investment amount. The Fund may not be compatible for investors outside the target market or those that are not able to bear all losses with respect to their investment. The Fund is available through all distribution channels (*e.g.*, investment advice, portfolio management, non-advised sales, and pure execution services).

Investment Manager's Investment Process

The Fund invests in companies which have above average growth prospects ("**Growth Companies**"); and/or which are undervalued, broadly defined as trading at a discount to the estimated economic value of their underlying business ("**Value Companies**"). The Investment Manager's investment process is different for Growth Companies and Value Companies.

Growth Companies - Purchasing Portfolio Securities

The Investment Manager begins by identifying a universe of Growth Companies within the Market Capitalisation Range. From these companies, the Investment Manager uses research and other sources of information to select those companies it believes have the potential to grow earnings at an above average rate annually. The Investment Manager then performs an in-depth analysis of the companies' fundamentals to identify those that have:

- substantial business opportunities relative to their operating history and size. These opportunities may arise from addressing large and fragmented markets or markets that are growing at rapid rates. In addition, the company's ability to innovate may help create new markets for its products or services;
- proprietary products, services or distribution systems that provide the company with a competitive edge;
- management that demonstrates a "*growth mentality*" and a plan that the Investment Manager can clearly understand, monitor and evaluate; and
- attractively priced securities compared to their growth potential.

Growth Companies - Selling Portfolio Securities

The Investment Manager monitors the companies in the Fund's portfolio to determine if there have been any fundamental changes in the companies. The Investment Manager may sell a security if it believes:

- the security subsequently fails to meet the Investment Manager's initial investment criteria or investment thesis;
- a more attractively priced security is found or if funds are needed for other purposes; and/or
- the security becomes overvalued relative to the long-term expectation for the security price.

Value Companies - Purchasing Portfolio Securities

The Investment Manager begins by identifying a universe of small cap companies within the Market Capitalisation Range. From these companies, the Investment Manager uses research and other sources of information to select those companies it believes are undervalued. In particular, the Investment Manager will select companies which may be out-of-favour with, or under-followed by, the market and cash generating with sustainable business models, strong finances, competent management and a demonstrable record of profitability and self-funded growth. The Investment Manager may also select cyclical companies or companies that have experienced a temporary setback if the valuation of the company is at an appropriate discount to the long-term earnings potential of the company.

Value Companies - Selling Portfolio Securities

The Investment Manager monitors the companies in the Fund's portfolio to determine if there have been any fundamental changes in the companies. The Investment Manager may sell a security if it believes:

- it has reached its target price (*i.e.* the security's fair value in the opinion of the Investment Manager);
- its present reward to risk ratio is unattractive;
- it is overvalued; and/or
- the company's fundamentals have deteriorated in a material, long-term manner.

Sustainability

The Investment Manager may also evaluate sustainability factors and may incorporate these

considerations into its decision-making process for certain securities when it deems the analysis to be material to long-term performance. Sustainability reporting is part of the Investment Manager's periodic review process of certain sustainability characteristics of the Fund's portfolio.

The Investment Manager defines sustainability as a company's or issuer's ability to incorporate various environmental and/or social factors in an effort to generate opportunities and/or mitigate risks that can impact long-term performance. The Investment Manager believes that consideration of these factors on a case-by-case basis may provide an important input into its investment process. In such cases, the Investment Manager may take into account both qualitative and quantitative material Sustainability Risks and opportunities as a part of its research process.

Unlike investment vehicles which promote sustainability characteristics or with a specific sustainability or impact objective that may have a constrained investment universe, the Fund is primarily aimed at maximising financial performance, whereby sustainability aspects may be input factors within the investment process as the Investment Manager considers appropriate to pursue the Fund's investment objective. The investments underlying this Fund do not take into account the criteria for environmentally sustainable economic activities contained in the Taxonomy Regulation.

The Manager (in conjunction with the Investment Manager) does not consider the adverse impacts of its investment decisions on sustainability factors in respect of the holdings in the Fund, as it has been determined that this is neither practicable or proportionate to do so based on the investment objective and investment policies of the Fund. Should this position change, this Supplement will be updated.

Benchmark Index

The Fund uses the Comparator Benchmark to compare performance. The Fund is actively managed and is not constrained by any benchmark. Further information in respect of the methodology used for the calculation of the benchmark can be found **here**.

Financial Derivative Instruments

Subject to the Regulations and to the conditions and limits laid down by the Central Bank from time to time, the Fund may utilise FDIs. The Fund only intends to use forward FX contracts to hedge currency FX risks arising for Hedged Share Classes of the Fund. The leverage exposure of the Fund through the use of FDIs will not exceed 100% of the Fund's Net Asset Value, as measured using the commitment approach.

This should be read in conjunction with the sections of the Prospectus entitled **FUNDS** – **Use of FDI** and **RISK FACTORS** – **Currency Risk**.

Investment Restrictions

In addition to the investment restriction set out below, the general investment restrictions set out in the Prospectus under **FUNDS – Investment Restrictions** shall apply.

Investments made by the Fund in shares or units of CIS may not exceed, in aggregate, 10% of the Net Asset Value of the Fund. The CIS, in which the Fund invests, must be prohibited from investing more than 10% of their net assets, in aggregate, in CIS.

Borrowing

In accordance with the general provisions set out in the Prospectus under **FUNDS – Borrowing and Lending Powers,** the Fund may borrow up to 10% of its Net Asset Value on a temporary basis. It is not intended to borrow for leverage purposes.

The Manager operates a Risk Management Process on behalf of the Fund in relation to its use of FDIs, details of which are set out in the Prospectus under **FUNDS – Use of FDI** – *Risk Management*.

Risk Factors

Investment in the Fund carries with it a degree of risk including, but not limited to, the risk factors set out in the Prospectus under **RISK FACTORS**. These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making an application for Shares. There can be no assurance that the Fund will achieve its investment objective.

Key Information for Buying and Selling

Base Currency

U.S. Dollars.

Business Day

Any day (except Saturday or Sunday) on which the New York Stock Exchange is open, or such other day as the Directors may, with the consent of the Depositary, determine and notify to Shareholders in advance.

Dealing Day

Each Business Day.

Dealing Deadline

3.00 p.m. Irish Time on each Business Day.

Valuation Point

10.00 p.m. Irish Time on each Business Day.

Share Class Information

As of the date of this Supplement, the Share Classes listed in the tables below with a corresponding tick (✓) under **Subscription Open** are available for subscription in the Fund. Share Classes listed in the tables below with a corresponding check (✗) under **Subscription Open** are no longer available for subscription in the Fund. Investors seeking to invest in any other Classes as set out in the Prospectus under **SHARE CLASS INFORMATION** should contact the Investment Manager. Upon receipt of sufficient interest in any such Class, such a Class may be launched.

The applicable Minimum Shareholding, Minimum Initial Investment Amount, and Minimum Additional Investment Amount for the Shares are set as out in the Prospectus under **SHARE CLASS INFORMATION**.

Initial Offer Period / Initial Issue Price

In relation to the Share Classes listed in tables below with a corresponding tick (✓) under **Initial Offer Period Open**, the Initial Offer Period remains open and will close upon the earlier of: (i) the first investment by a Shareholder in such Class of Shares; or (ii) such earlier or later date as the Directors may determine and notify to the Central Bank.

Investors may apply to subscribe for such Shares during the Initial Offer Period at the Initial Issue Price for each Class. The Initial Issue Price for such Classes is as set out in the tables below under **Initial Issue Price**.

The Share Classes listed in the tables below with a corresponding check (✗) under **Initial Offer Period Open** are currently in issue and are available for subscription at prices calculated with reference to the Net Asset Value per Share, as indicated by "NAV" under **Initial Issue Price**.

After the Initial Offer Period, Shares will be continuously open for subscriptions on the relevant Dealing Day and the Issue Price shall be the Net Asset Value of the relevant Class of Shares on the relevant Dealing Day.

Class A Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class A Acc Shares	✓	✗	NAV
Sterling Class A Acc H Shares	✓	✓	£10.00
Euro Class A Acc Shares	✓	✓	€10.00

Class B Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class B Acc Shares	✓	✗	NAV
Dollar Class B Dis Shares	✓	✗	NAV
Sterling Class B Acc Shares	✓	✗	NAV
Sterling Class B Acc H Shares	✓	✓	£10.00
Sterling Class B Dis Shares	✓	✗	NAV
Euro Class B Acc Shares	✓	✓	€10.00

Class C Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class C Acc Shares	✓	✗	NAV
Dollar Class C Dis Shares	✓	✗	NAV
Sterling Class C Dis Shares	✓	✓	£10.00
Sterling Class C Dis H Shares	✓	✗	NAV

Class P Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Euro Class P Acc H Shares	✓	✓	€10.00

Class SI Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class SI Acc Shares	✓	✗	NAV
Dollar Class SI Dis Shares	✓	✗	NAV
Euro Class SI Acc H Shares	✓	✓	€10.00
Euro Class SI Acc Shares	✓	✓	€10.00
Euro Class SI Dis H Shares	✓	✓	€10.00
Euro Class SI Dis Shares	✓	✓	€10.00
Sterling Class SI Acc Shares	✓	✗	NAV
Sterling Class SI Dis Shares	✓	✗	NAv
Sterling Class SI Acc H Shares	✓	✓	£10.00
Sterling Class SI Dis H Shares	✓	✗	NAV

Settlement Date

In the case of applications, two (2) Business Days after the relevant Dealing Day.

In the case of repurchases, two (2) Business Days after the relevant Dealing Day (assuming the receipt of the relevant duly signed repurchase documentation including all relevant anti-money laundering documentation).

Preliminary Charge

Class A Shares and Class P Shares

If subscribing through a financial intermediary for Class A Shares or Class P Shares, a Preliminary Charge of up to 3% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Preliminary Charge is payable to financial intermediaries appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Preliminary Charge may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a financial intermediary from investors.

Class A Shares and Class P Shares (Italy Only)

If subscribing through a Distributor, bank, or financial intermediary based in Italy for Class A Shares or Class P Shares, an Entry Fee of up to 5% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Entry Fee is payable to Distributors, banks, and financial intermediaries based in Italy appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Entry Fee may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a Distributor, bank, or financial intermediary from investors.

No Preliminary Charge or Entry Fee is payable in respect of Class A Shares or Class P Shares if subscribing directly into the Fund through the Administrator, whether subscribing from Italy or elsewhere.

There is no Preliminary Charge or Entry Fee payable for other Share Classes.

Repurchase Charge

1%.

The Repurchase Charge will only be charged in instances where there is a significant (typically in excess of 10%) net redemption or in the case of an investor engaging in excessive trading.

Swing Factor

Up to 0.50% of the Net Asset Value per Share on any Dealing Day.

Fees and Expenses

Investment Management Fee and Expense Limitation

The Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee not exceeding the amounts set out in the Prospectus under **FEES AND EXPENSES** (plus VAT, if any) per Share Class of the Net Asset Value of the Fund.

Notwithstanding the foregoing and anything to the contrary in the Prospectus, the Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee of up to 1.75% (plus VAT, if any) per Class A Shares, at an annual fee of up to 0.80% (plus VAT, if any) per Class B Shares, of the Net Asset Value of the Fund, which shall be accrued and calculated in accordance with the procedures set out in the Prospectus under **FEES AND EXPENSES**.

Such fee shall accrue and be calculated at each Valuation Point and be payable monthly in arrears. The Investment Manager may, at its absolute discretion, pay any portion of the investment management fee to any third party in any manner whatsoever, whether by rebate or otherwise. The Investment Manager shall also be entitled to be reimbursed out of the assets of the Fund for its properly vouched out-of-pocket costs and expenses in the performance of its duties.

The Investment Manager has committed to waive its investment management fee or reimburse the Fund's operating expenses, in order to keep the Fund's total operating expenses (excluding the fees of the Manager but including the fees and out of pocket expenses of the Administrator and the Depositary) from exceeding an annual rate of 0.25% of the daily Net Asset Value of the Fund. If annual operating costs are less than this amount, no reimbursement will be made by the Investment Manager, and the lower amount will be charged to the Fund.

Management Fee

The fees and expenses of the Manager are paid out of the assets of the Fund as set out in the Prospectus under **FEES AND EXPENSES**.

Administration Fee

The Administrator shall be entitled to receive out of the Net Asset Value of the Fund an annual fee, accrued and calculated at each Valuation Point and payable monthly in arrears at an annual rate which will not exceed 0.07% of the Net Asset Value of the Fund (plus VAT, if any) subject to an annual minimum fee which will not exceed US$48,000 and will also receive registration fees and transaction charges at normal commercial rates. The Administrator shall also be entitled to receive a monthly fee of up to US$500 per Share Class of the Fund launched (this fee will not be applied to the first two Share Classes of the Fund launched by the Company) subject to an annual minimum fee for the Company which will not exceed US$10,000. The Administrator is entitled to be repaid all of its properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

Depositary Fee

The Depositary shall be entitled to receive an annual maximum fee of 0.03% per annum of the Net Asset Value of the Fund accrued at each Valuation Point and shall be payable monthly in arrears. The Depositary's fees are accrued at each Valuation Point, payable monthly in arrears, and subject to a minimum charge of US$25,000 per annum. The Depositary shall also be entitled to receive out of the assets of the Fund all agreed sub-custodian fees and expenses, transaction charges and cash service charges (all at normal commercial rates) and to recover properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

This section should be read in conjunction with the section in the Prospectus entitled **FEES AND EXPENSES**.

* * *

Brown Advisory US Flexible Equity Fund

Supplement No. 6 dated 30 April 2025 to the Prospectus of the Company dated 30 April 2025 for Brown Advisory Funds plc

This Supplement contains specific information in relation to Brown Advisory US Flexible Equity Fund (the "**Fund**"), a fund of Brown Advisory Funds plc (the "**Company**") an umbrella type open-ended investment company with variable capital and segregated liability between funds, governed by the laws of Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**").

This Supplement forms part of and should be read in conjunction with the Prospectus of the Company dated 30 April 2025.

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

The Investment Manager has determined that the Fund is an Article 8 Fund.

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

Dated: 30 April 2025

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Definitions

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

"Comparator Benchmark"	for the purposes of this Supplement, the S&P 500® Net Index; and
"S&P 500® Net Index"	the S&P 500® Net Index provided by S&P Dow Jones Indices LLC which includes 500 leading companies and covers approximately 80% of available market capitalisation.

Investment Objective and Policies

Investment Objective

The objective of the Fund is to achieve capital appreciation by investing primarily in U.S. equities.

Investment Policies

The Fund aims to achieve its investment objective by investing at least 80% of its net assets in equity securities of mid-size and large companies that the Investment Manager believes have strong, or improving, long-term business characteristics and share prices that do not reflect these favourable fundamental attributes. The Investment Manager defines mid-size and large companies as those generally with market capitalisations above $2 billion at the time of purchase. The Fund will invest in companies which are listed or traded on the U.S. markets and exchanges listed in Appendix I of the Prospectus. The Fund may also hold PIPEs and warrants (subject to a limit of 5%) which are typically received as a result of corporate action or restructuring.

The Fund may also invest in non-U.S. securities, convertible bonds including U.S. Rule 144A Securities, preferred stock, common stock, Money Market Instruments, ADR, U.S. treasury bills, fixed and/or floating rate U.S. government securities, real estate investment trusts and unlisted securities, subject to the limits set out in the Prospectus.

The Fund's exposure to non-U.S. securities (including securities of issuers in Emerging Market Countries) will not exceed 15% of its Net Asset Value and its exposure to below Investment Grade debt securities will not exceed 10% of its Net Asset Value.

The Fund also promotes certain Sustainability Characteristics through its investment selection and ongoing monitoring processes, as described under **Promotion of Sustainability Characteristics**. The Fund focuses on the promotion of such characteristics at a portfolio level and does not commit to making Sustainable Investments.

Profile of a Typical Investor and Target Market Identification

The Fund is suitable for any investor (institutional and, unless prohibited by the rules of a particular jurisdiction, retail) seeking to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) by investing in a diversified portfolio consisting primarily of equity securities.

Investors should desire that Sustainability Characteristics be considered as part of the Fund's investment due diligence process.

The Fund invests primarily in equities as described above, so investors should consider an investment in the Fund as medium to high risk.

The Fund is categorised as a non-complex UCITS fund vehicle. This Fund is appropriate for all investors (retail, professional clients, and eligible counterparties) with a basic knowledge of the capital markets who seek to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) as a core component of a portfolio of investments.

Investors should be prepared to bear losses and may not get back the original investment amount. The Fund may not be compatible for investors outside the target market or those that are not able to bear all losses with respect to their investment.

The Fund is available through all distribution channels (*e.g.*, investment advice, portfolio management, non-advised sales, and pure execution services).

Investment Manager's Investment Process

The Investment Manager's bottom-up research process analyses the fundamental and sustainability characteristics of its investments.

The Investment Manager believes that when executed successfully, this investment approach can achieve the investment objective of the Fund.

Purchasing Portfolio Securities

The Investment Manager will use in-house research and other third-party data sources to identify a universe of companies across a broad range of industries whose underlying fundamentals are considered by the Investment Manager to be attractive. The Investment Manager will focus on companies that it believes exhibit the following desirable characteristics:

- favourable business economics supported by enduring competitive advantages;
- capable and trustworthy management;
- positive industry dynamics; and
- sensible capital allocation.

The Investment Manager follows an investment philosophy referred to as "*flexible equity*". Flexibility allows the Investment Manager to evaluate many types of opportunities expanding the bargain hunting concepts of value investing to a broad range of investments. The Investment Manager emphasises individual security selection based on identifying long-term attractive businesses *i.e.*, those with significant desirable characteristics and few or no undesirable characteristics (such as excessive financial leverage, risk of business or product obsolescence, excessive compensation, misaligned incentives or management hubris), when they are available at bargain prices. Bargain prices most often arise in the stock market due to short-term investor perceptions or temporary business challenges creating undue price declines and price recovery potential, or because the Investment Manager believes that the business has favourable prospects which are typically unrecognised by industry or changes for the better in company management or industry conditions.

Selling Portfolio Securities

The Investment Manager will monitor the companies in the Fund's portfolio to determine if there have been any fundamental changes in the companies. The Investment Manager may sell a security or reduce its position in a security if:

- the security's market price exceeds the Investment Manager's estimate of intrinsic value;
- the ratio of risk and reward of continuing to own the company's equity is no longer attractive; and/or
- the Investment Manager needs to raise cash to purchase a more attractive investment

opportunity, satisfy net redemptions, or other purposes.

Promotion of Sustainability Characteristics

The Investment Manager's research process includes an assessment of Sustainability Characteristics and Sustainability Risks for every company in the Fund, with the aim of protecting the financial performance of the Fund by identifying companies that, overall, approach sustainability issues in a responsible manner while also avoiding those companies exposed to material Sustainability Risks.

This research is fully integrated into the Investment Manager's investment process and is provided through a combination of in-house expertise and/or third-party providers.

The research approach is based on a qualitative assessment of each security across a broad range of factors, but will contain certain quantitative elements. The purpose of this assessment is to ensure that the Fund is investing in companies which, overall, approach sustainability issues in a responsible manner. The Investment Manager will avoid those companies that it believes to either be failing to manage Sustainability Risks or to not have in place appropriate mitigants or plans to secure an improved position with respect to Sustainability Risks. The Fund may invest in a company that is exposed to legacy material Sustainability Risks or that is lagging in management of Sustainability Risks. However, the Investment Manager will seek to find evidence of a positive Sustainability Risk-management trajectory, which it will document before making an investment.

The Fund does not focus on any one particular sustainability issue, instead identifying companies which satisfy a more holistic assessment, using qualitative and/or quantitative analysis.

While the Investment Manager's holistic approach means that a wide variety of Sustainability Characteristics and Sustainability Risks are considered, the following Sustainability Characteristics are promoted by the Fund:

- **Environmental**: good management of greenhouse gas emissions and appropriate structures and expertise to mitigate material environmental risks;

- **Social**: good human capital management, with a focus on the promotion of diversity at the board level and a track record of mitigating human rights related risks at the company and in the supply chain. These characteristics may be monitored through any one or more of: an assessment of supply chain policies and audit practices; board, management and employee diversity; and compliance with global standards (*e.g.*, the UNGC Principles). This investment selection process may lead to the exclusion of companies with poor working conditions and/or high employee turnover relative to peers given the risks that the Investment Manager believes these characteristics may present to the investment thesis.

With regards to the governance of the Fund's investee companies, the Investment Manager will seek quality and established management teams that have formalised governance structures. Indicators that are considered in this analysis include, though are not limited to, any one or more of the following: board and committee composition and structure in terms of expertise and diversity; shareholder rights provisions; business ethics and compensation packages. The Fund will engage, through proxy voting and other mechanisms, to vocalise the importance of appropriate incentives (*e.g.*, compensation) to enable long-term performance. This investment selection process may lead to the exclusion of companies where the Investment Manager determines that governance structures are inappropriate, such as a lack of alignment with long-term shareholders.

The Investment Manager believes that a focus on these particular indicators will both limit investment risks associated with Sustainability Risks, while contributing to a more responsible business approach

that may potentially benefit performance. The application of the Fund's Sustainability Characteristics and **Exclusion Policy** (see below) could result in performance that is better or worse than the performance of a similar fund, depending on the performance of the excluded investments and the investments included in place of such excluded investments.

At the Investment Manager's discretion, the Fund is permitted to make an investment without a written assessment on file at the time of purchase, as long as the Investment Manager believes the relevant security meets the Fund's binding requirements relating to Sustainability Characteristics and the written assessment is finalised shortly thereafter.

If, through the research process, a company is flagged as having significant exposure to potentially material Sustainability Risks, the Investment Manager will conduct further due diligence, which may include engagement with the company, to ensure that it has an accurate understanding of the way the company manages such Sustainability Risks. In determining whether or not to invest based upon these principles, the Investment Manager may use third-party data to assess relevant exposures. The Investment Manager is permitted to invest in a security if it determines the security has an acceptable Sustainability Risk profile notwithstanding contrary third-party data or third-party recommendations.

Exclusion Policy

The Fund also takes a qualitative and quantitative approach to its exclusion policy.

The Fund has adopted the following binding restrictions and will not invest in companies that:

- manufacture whole controversial weapons systems, including cluster munitions, land mines, biological weapons, and/or chemical weapons;
- defy the UNGC Principles;
- derive more than 10% consolidated revenue from tobacco;
- derive more than 10% consolidated revenue from civilian firearms; and/or
- derive more than 10% consolidated revenue from adult entertainment.

As a result, the universe of investments available to the Fund will be more limited than that of funds that do not apply such exclusions.

The Investment Manager applies a qualitative approach to the remaining investment universe.

In addition to the Fund's **Investment Policies and Investment Restrictions** described above, the Investment Manager may adopt certain additional internal investment criteria which may further restrict the Fund's investments, such as evolving internal Investment Manager policies limiting or prohibiting investments in businesses that engage in certain types of weapons manufacturing, natural resource activities or are identified as failing to meet certain criteria put forth by the United Nations or other global organisations.

Impact of Sustainability Risks and PAIs

Together, the results of the Investment Manager's assessment on the Sustainability Characteristics of the companies in which the Fund invests; the implementation of the binding and exclusionary criteria (outlined above) as part of the Investment Manager's investment process; and the Fund's participation in engagement with investee companies, are likely to diminish the impacts of Sustainability Risks on the returns, and improve the overall risk profile, of the Fund.

The Manager (in conjunction with the Investment Manager) conducts an assessment of the PAIs of its investment decisions on Sustainability Characteristics across all of the holdings in the Fund where such data is available and reliable. Further information is available in the "*Statement on the Due Diligence*

Policies of the Manager on the Principal Adverse Impacts of Investment Decisions", available at: **https://www.brownadvisory.com/intl/ucits-legal-document-library**. In addition, information on PAIs on sustainability factors will be available in the annual report and audited financial statements of the Manager.

Taxonomy Regulation Disclosures

As required by Article 6 of the Taxonomy Regulation, the Fund must disclose that the "*do no significant harm*" principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this Fund do not take into account the EU criteria for environmentally sustainable economic activities.

As the investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities contained in the Taxonomy Regulation, the "*do no significant harm*" principle does not apply to any of the investments underlying the Fund.

Although the Fund promotes certain environmental characteristics, the Fund does not commit to making Sustainable Investments or to pursuing the environmental objectives contained in the Taxonomy Regulation. Accordingly, the Manager (in conjunction with the Investment Manager) has determined that 0% of the investments underlying the Fund will be in Taxonomy-Aligned Investments.

Benchmark Index

The Fund uses the Comparator Benchmark to compare performance. The Fund is actively managed and is not constrained by any benchmark.

In its construction and method of calculation, the Comparator Benchmark does not take into account the Sustainability Characteristics described under **Promotion of Sustainability Characteristics** above in a manner that is consistent with the Fund's approach towards the Sustainability Characteristics. Further information in respect of the methodology used for the calculation of the benchmark can be found **here**.

Financial Derivative Instruments

Subject to the Regulations and to the conditions and limits laid down by the Central Bank from time to time, the Fund may utilise **FDIs**. The Fund only intends to use FX contracts to hedge currency FX risks arising for Hedged Share Classes of the Fund. In addition, convertible bonds may represent derived investment positions whose value at maturity or interest rate is linked to equity securities and which may therefore embed FDIs. The leverage exposure of the Fund through the use of FDIs will not exceed 100% of the Fund's Net Asset Value, as measured using the commitment approach.

This should be read in conjunction with the sections of the Prospectus entitled **FUNDS** – **Use of FDI** and **RISK FACTORS** – **Currency Risk**.

Investment Restrictions

In addition to the investment restriction set out below, the general investment restrictions set out in the Prospectus under **FUNDS – Investment Restrictions** shall apply.

Investments made by the Fund in shares or units of a CIS may not exceed, in aggregate, 10% of the Net Asset Value of the Fund. The CIS, in which the Fund invests, must be prohibited from investing more than 10% of their net assets, in aggregate, in CIS.

Borrowing

In accordance with the general provisions set out in the Prospectus under **FUNDS – Borrowing and Lending Powers**, the Fund may borrow up to 10% of its Net Asset Value on a temporary basis. It is not intended to borrow for leverage purposes.

The Manager operates a Risk Management Process on behalf of the Fund in relation to its use of FDIs, details of which are set out in the Prospectus under **FUNDS – Use of FDI** – *Risk Management*.

Risk Factors

Investment in the Fund carries with it a degree of risk including, but not limited to, the risk factors set out in the Prospectus under **RISK FACTORS**. These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making an application for Shares. There can be no assurance that the Fund will achieve its investment objective.

Dividend Policy

Details of the dividend policy for the Fund are set out in the Prospectus under **SHARE CLASS INFORMATION**.

Key Information for Buying and Selling

Base Currency

U.S. Dollars.

Business Day

Any day (except Saturday or Sunday) on which the New York Stock Exchange is open, or such other day as the Directors may, with the consent of the Depositary, determine and notify to Shareholders in advance.

Dealing Day

Each Business Day.

Dealing Deadline

3.00 p.m. Irish Time on each Business Day.

Valuation Point

10.00 p.m. Irish Time on each Business Day.

Share Class Information

As of the date of this Supplement, the Share Classes listed in the tables below with a corresponding tick (✓) under **Subscription Open** are available for subscription in the Fund. Share Classes listed in the tables below with a corresponding check (✗) under **Subscription Open** are no longer available for subscription in the Fund. Investors seeking to invest in any other Classes as set out in the Prospectus under **SHARE CLASS INFORMATION** should contact the Investment Manager. Upon receipt of sufficient interest in any such Class, such a Class may be launched.

The applicable Minimum Shareholding, Minimum Initial Investment Amount, and Minimum Additional Investment Amount for the Shares are set as out in the Prospectus under **SHARE CLASS INFORMATION**.

Initial Offer Period / Initial Issue Price

In relation to the Share Classes listed in tables below with a corresponding tick (✓) under **Initial Offer Period Open**, the Initial Offer Period remains open and will close upon the earlier of: (i) the first investment by a Shareholder in such Class of Shares; or (ii) such earlier or later date as the Directors may determine and notify to the Central Bank.

Investors may apply to subscribe for such Shares during the Initial Offer Period at the Initial Issue Price for each Class. The Initial Issue Price for such Classes is as set out in the tables below under **Initial Issue Price**.

The Share Classes listed in the tables below with a corresponding check (✗) under **Initial Offer Period Open** are currently in issue and are available for subscription at prices calculated with reference to the Net Asset Value per Share, as indicated by "NAV" under **Initial Issue Price**.

After the Initial Offer Period, Shares will be continuously open for subscriptions on the relevant Dealing Day and the Issue Price shall be the Net Asset Value of the relevant Class of Shares on the relevant Dealing Day.

Class A Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class A Acc Shares	✓	✗	NAV
Dollar Class A Dis Shares	✓	✓	$10.00
Sterling Class A Acc Shares	✓	✓	£10.00
Sterling Class A Acc H Shares	✓	✓	£10.00
Sterling Class A Dis Shares	✓	✓	£10.00
Sterling Class A Dis H Shares	✓	✓	£10.00
Euro Class A Acc Shares	✓	✓	€10.00
Euro Class A Acc H Shares	✓	✗	NAV
Euro Class A Dis Shares	✓	✓	€10.00
Euro Class A Dis H Shares	✓	✓	€10.00
Swiss Franc Class A Acc Shares	✓	✓	CHF10.00
Swiss Franc Class A Acc H Shares	✓	✗	NAV
Swiss Franc Class A Dis Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis H Shares	✓	✓	CHF10.00
Singapore Dollar Class A Acc Shares	✓	✓	S$10.00
Singapore Dollar Class A Acc H Shares	✓	✓	S$10.00
Singapore Dollar Class A Dis Shares	✓	✓	S$10.00
Singapore Dollar Class A Dis H Shares	✓	✓	S$10.00

Class B Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class B Acc Shares	✓	✗	NAV
Dollar Class B Dis Shares	✓	✗	NAV
Sterling Class B Acc Shares	✓	✓	£10.00
Sterling Class B Acc H Shares	✓	✓	£10.00
Sterling Class B Dis Shares	✓	✗	NAV
Sterling Class B Dis H Shares	✓	✗	NAV
Euro Class B Acc Shares	✓	✓	€10.00
Euro Class B Acc H Shares	✓	✗	NAV
Euro Class B Dis Shares	✓	✗	NAV
Euro Class B Dis H Shares	✓	✓	€10.00
Swiss Franc Class B Acc Shares	✓	✓	CHF10.00
Swiss Franc Class B Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis H Shares	✓	✓	CHF10.00
Singapore Dollar Class B Acc Shares	✓	✓	S$10.00
Singapore Dollar Class B Acc H Shares	✓	✓	S$10.00
Singapore Dollar Class B Dis Shares	✓	✓	S$10.00
Singapore Dollar Class B Dis H Shares	✓	✓	S$10.00

Class C Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class C Acc Shares	✓	✗	NAV
Dollar Class C Dis Shares	✓	✗	NAV
Sterling Class C Dis Shares	✓	✗	NAV
Sterling Class C Dis H Shares	✓	✗	NAV

Class J Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class J Acc Shares	✓	✓	$10.00

Class M Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class M Dis Shares	✓	✗	NAV

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Sterling Class M Dis Shares	✓	✗	NAV

Class P Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class P Acc Shares	✓	✓	$10.00
Euro Class P Acc H Shares	✓	✓	€10.00

Class SI Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class SI Acc Shares	✓	✓	$10.00
Dollar Class SI Dis Shares	✓	✓	$10.00
Sterling Class SI Acc Shares	✓	✓	£10.00
Sterling Class SI Acc H Shares	✓	✓	£10.00
Sterling Class SI Dis Shares	✓	✓	£10.00
Sterling Class SI Dis H Shares	✓	✓	£10.00
Euro Class SI Acc Shares	✓	✓	€10.00
Euro Class SI Acc H Shares	✓	✓	€10.00
Euro Class SI Dis Shares	✓	✓	€10.00
Euro Class SI Dis H Shares	✓	✓	€10.00

Settlement Date

In the case of applications, two (2) Business Days after the relevant Dealing Day.

In the case of repurchases, two (2) Business Days after the relevant Dealing Day (assuming the receipt of the relevant duly signed repurchase documentation including all relevant anti-money laundering documentation).

Preliminary Charge

Class A Shares and Class P Shares

If subscribing through a financial intermediary for Class A Shares or Class P Shares, a Preliminary Charge of up to 3% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Preliminary Charge is payable to financial intermediaries appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Preliminary Charge may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a financial intermediary from investors.

Class A Shares and Class P Shares (Italy only)

If subscribing through a Distributor, bank, or financial intermediary based in Italy for Class A Shares or Class P Shares, an Entry Fee of up to 5% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Entry Fee is payable to Distributors, banks, and financial intermediaries based in Italy appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Entry Fee may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a Distributor, bank, or financial intermediary from investors.

No Preliminary Charge or Entry Fee is payable in respect of Class A Shares or Class P Shares if subscribing directly into the Fund through the Administrator, whether subscribing from Italy or elsewhere.

There is no Preliminary Charge or Entry Fee payable for other Share Classes.

Repurchase Charge

1%.

The Repurchase Charge will only be charged in instances where there is a significant (typically in excess of 10%) net redemption or in the case of an investor engaging in excessive trading.

Swing Factor

Up to 0.50% of the Net Asset Value per Share on any Dealing Day.

Fees and Expenses

Investment Management Fee and Expense Limitation

The Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee not exceeding the amounts set out in the Prospectus under **FEES AND EXPENSES** (plus VAT, if any) per Share Class of the Net Asset Value of the Fund.

Such fee shall accrue and be calculated at each Valuation Point and be payable monthly in arrears. The Investment Manager may, at its absolute discretion, pay any portion of the investment management fee to any third party in any manner whatsoever, whether by rebate or otherwise. The Investment Manager shall also be entitled to be reimbursed out of the assets of the Fund for its properly vouched out-of-pocket costs and expenses in the performance of its duties.

The Investment Manager has committed to waive its investment management fee or reimburse the Fund's operating expenses, in order to keep the Fund's total operating expenses (excluding the fees of the Manager but including the fees and out of pocket expenses of the Administrator and the Depositary) from exceeding an annual rate of 0.25% of the daily Net Asset Value of the Fund. If annual operating costs are less than this amount, no reimbursement will be made by the Investment Manager, and the lower amount will be charged to the Fund.

Management Fee

The fees and expenses of the Manager are paid out of the assets of the Fund as set out in the Prospectus under **FEES AND EXPENSES**.

Administration Fee

The Administrator shall be entitled to receive out of the Net Asset Value of the Fund an annual fee, accrued and calculated at each Valuation Point and payable monthly in arrears at an annual rate which will not exceed 0.07% of the Net Asset Value of the Fund (plus VAT, if any) subject to an annual minimum fee which will not exceed US$48,000 and will also receive registration fees and transaction charges at normal commercial rates. The Administrator shall also be entitled to receive a monthly fee of up to US$500 per Share Class of the Fund launched (this fee will not be applied to the first two Share Classes of the Fund launched by the Company) subject to an annual minimum fee for the Company which will not exceed US$10,000. The Administrator is entitled to be repaid all of its properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

Depositary Fee

The Depositary shall be entitled to receive an annual maximum fee of 0.03% per annum of the Net Asset Value of the Fund accrued at each Valuation Point and shall be payable monthly in arrears. The Depositary's fees are accrued at each Valuation Point, payable monthly in arrears, and subject to a minimum charge of US$25,000 per annum. The Depositary shall also be entitled to receive out of the assets of the Fund all agreed sub-custodian fees and expenses, transaction charges and cash service charges (all at normal commercial rates) and to recover properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

This section should be read in conjunction with the section in the Prospectus entitled **FEES AND EXPENSES**.

* * *

ANNEX II

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

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.

Product name: Brown Advisory US Flexible Equity Fund (the "**Fund**")

Legal entity identifier: 6354009EDBCKOR1LBX12

Environmental and/or social characteristics

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**

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.

Words and expressions defined in the Prospectus of the Company and/or the Supplement relating to the Fund shall, unless the context appears otherwise, have the same meaning when used in this Annex.

What environmental and/or social characteristics are promoted by this financial product?

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

The Fund will invest in companies that the Investment Manager considers to have an overall positive assessment, covering a range of Sustainability Characteristics and Sustainability Risks. This assessment is based on either third-party research or the Investment Manager's research on Sustainability Characteristics. While the Investment Manager's holistic approach means that a wide variety of Sustainability Characteristics and Sustainability Risks are considered, the following Sustainability Characteristics are promoted by the Fund:

Environmental Characteristics:

- good management of greenhouse gas emissions; and
- appropriate structures and expertise to mitigate potential environmental risks.

Social Characteristics:

- good human capital management, including a focus on the promotion of diversity at the board level; and
- a track record of mitigating human rights related risks at the company and in the supply chain.

The Investment Manager believes that a focus on these particular characteristics will both limit business risks while contributing to a more responsible business approach.

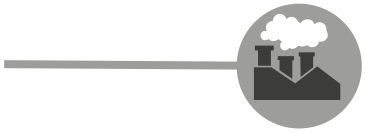
What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

Environmental and social characteristics are measured by the following indicators:

- *Overall responsible management of environment and social characteristics:*
  - the percentage of the Fund's investee companies with a sustainability assessment indicating a positive approach to environmental and social issues overall.
- *Environmental characteristics:*
  - weighted-average greenhouse gas emissions intensity of the Fund's investee companies in terms of the Greenhouse Gas Protocol's definition of Scope 1 emissions (direct emissions owned or controlled by a company) and Scope 2 emissions (emissions that a company causes indirectly and come from where the energy it purchases and uses is produced).
- *Social characteristics:*
  - weighted-average percentage of women on the board of the Fund's investee companies; and
  - the percentage of the Fund's investee companies that comply with the United Nations Global Compact.

The indicators above are not exhaustive and are analysed to the extent disclosure and data are available.

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, anti-corruption and anti-bribery matters.



Does this financial product consider principal adverse impacts on sustainability factors?

✖ Yes, the Fund considers PAI Indicators as part of its due diligence process where data is available and reliable. PAI Indicators are no more significant than other factors in the investment due diligence process.

The Fund aims to minimise exposure to the following PAIs:

- Violations of the UNGC Principles and OECD Guidelines for Multinational Enterprises (PAI 10, Table 1)
- Exposure to controversial weapons (PAI 14, Table 1).

Save with regard to the exclusions applied by the Fund, no specific thresholds are set for how a company or the overall Fund must perform on a specific PAI indicator.

☐ 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 will invest in equity securities of mid-size and large companies generally with market capitalisations above $2 billion at the time of purchase where the Investment Manager believes the companies have strong or improving long term business characteristics and where the share prices do not reflect these favourable fundamental attributes.

The Investment Manager will use in-house research and other third-party data sources to identify a universe of companies across a broad range of industries whose underlying fundamentals are considered by the Investment Manager to be attractive. The Investment Manager will focus on companies that it believes exhibit the following desirable characteristics:

- favourable business economics supported by enduring competitive advantages;
- capable and trustworthy management;
- positive industry dynamics; and
- sensible capital allocation.

The Investment Manager oversees a research process that will examine individual securities to drive performance. This research process includes the consideration of sustainability information, using internal and/or external data, to identify companies that approach environmental and social issues in a responsible manner. The Investment Manager will avoid those companies it believes to either be failing to manage Sustainability Risks or to not have appropriate mitigants or plans to secure an improved position with respect to Sustainability Risks. The Fund may invest in a company that is exposed to legacy material Sustainability Risks or that is lagging in management of Sustainability Risks. However, the Investment Manager will seek to find evidence of a positive Sustainability Risk-management trajectory, which it will document before making an investment.

The Fund may also pursue strategic engagement with certain companies and other stakeholders either through direct engagement or through collaborative initiatives being undertaken by the Investment Manager broadly. The purpose of this engagement is to enhance due diligence. The Fund also will limit exposure to companies that the Investment Manager deems to be laggards on certain environmental and social characteristics and do not have a positive trajectory for its Sustainability Risks.

Further, the Fund is subject to an exclusion policy as described in response to the next question, and in the Supplement.

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 Investment Manager will consider in-house or third-party research for every company in the Fund. The analysis focuses on the material risks that may be present, taking into consideration the Investment Manager's view of the company's ability to manage those risks.

Further, the Fund is subject to an exclusion policy to avoid investing in companies that (i) manufacture whole controversial weapons systems, including cluster munitions, land mines,

biological weapons, and/or chemical weapons; (ii) defy the UNGC Principles; (iii) derive more than 10% consolidated revenue from tobacco production; (iv) derive more than 10% consolidated revenue from civilian firearms; and/or (v) derive more than 10% consolidated revenue from adult entertainment.

Should an investment in the Fund develop exposure to any of these businesses or practices, the Investment Manager will engage with the company to understand what plans the company may have to reduce exposure. If the Investment Manager determines that the company has no plans to reduce exposure, the position will be exited in a manner that the Investment Manager believes to be in the best interests of the Fund, taking account of factors such as costs of dealing and ensuring the Fund is fully invested.

What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?

No process is undertaken to reduce the size of the investable universe.

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?

All companies added to the portfolio are analysed according to a variety of applicable governance factors. This analysis forms part of the Fund's general research on Sustainability Characteristics. Applicable governance factors are:

- ownership and control
- board and management composition and structure
- employee relations
- tax transparency
- remuneration practices
- shareholder rights
- accounting practices
- transparency and disclosure
- business ethics

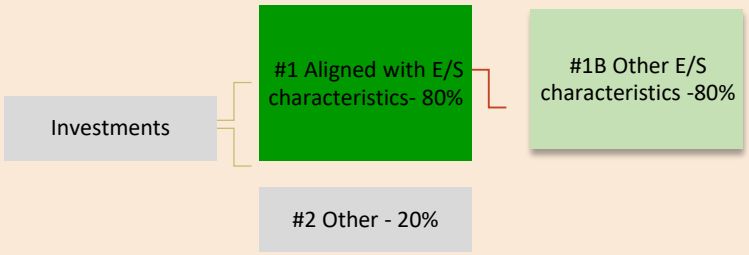
The Fund will not invest in a company that is assessed to have governance practices that do not align with long-term shareholder value and therefore will not contribute to the Fund's objective of achieving capital appreciation.

The Fund will engage, through proxy voting and other mechanisms, to vocalise the importance of appropriate incentives (*e.g.*, compensation) to enable long-term performance.

What is the asset allocation planned for this financial product?

At least 80% of the investments of the Fund, will be assessed and determined to promote environmental and social characteristics. The Fund does not have a sustainable objective.

Asset allocation describes the share of investments in specific assets.



#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 other investments and instruments of the Fund that cannot be aligned with the environmental and/or social characteristics of the Fund. These can include, for example, cash that has not yet been allocated to an investment or that is used for liquidity or hedging purposes, or companies that have not been determined to be aligned with the environmental and/or social characteristics promoted by the Fund.

Minimum environmental and social safeguards set in exclusion criteria relating to global norms and activity-based screening still apply to the underlying securities.

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.

***How does the use of derivatives attain the environmental or social characteristics promoted by the financial product*?**

Not applicable.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

Not applicable, the Fund does not commit to making Sustainable Investments.

Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?

☐ Yes:

☐ In fossil gas In ☐ nuclear energy

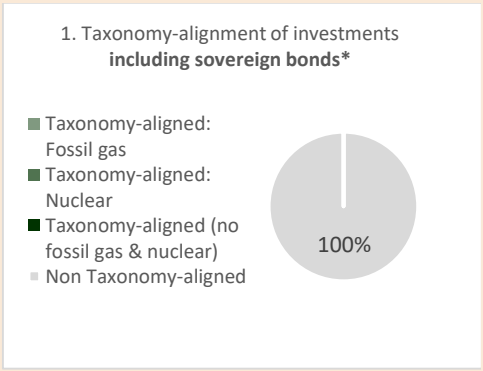
☒ No

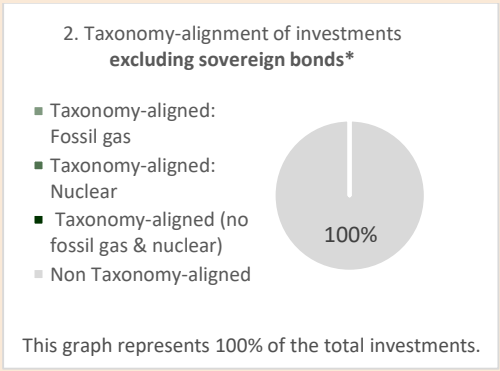
To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

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.

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.





** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*

- ***What is the minimum share of investments in transitional and enabling activities?***

Not applicable.

What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments under "#2 Other" may include other investments that have not been determined to be aligned with the environmental and/or social characteristics of the Fund. For such investments, the Investment Manager will apply the exclusions set out in this Supplement and the binding elements described above.

"#2 Other" may also include any cash or cash equivalents that the Fund may not yet have allocated to an investment or that are being used for liquidity or hedging purposes.

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, the Fund does not use a reference benchmark to determine whether the Fund is aligned with the environmental and/or social characteristics it promotes.

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:

https://www.brownadvisory.com/intl/ucits-legal-document-library

Brown Advisory Global Leaders Fund

Supplement No. 7 dated 15 January 2026 to the Prospectus of the Company dated 30 April 2025 for Brown Advisory Funds plc

This Supplement contains specific information in relation to Brown Advisory Global Leaders Fund (the "**Fund**"), a fund of Brown Advisory Funds plc (the "**Company**") an umbrella type open-ended investment company with variable capital and segregated liability between funds, governed by the laws of Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**").

This Supplement forms part of and should be read in conjunction with the Prospectus of the Company dated 30 April 2025.

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

Enhanced Income Shareholders should note that some or all of the dividends attributable to the Class may be paid out of the capital of the Fund. The policy of paying dividends from capital will have the following effects: (i) capital will be eroded; (ii) distribution is achieved by forgoing the potential for future capital growth; and (iii) this cycle may continue until all capital is depleted. Enhanced Income Shareholders should also note that the payment of dividends out of capital may have different tax implications to distributions out of income and therefore tax advice should be sought in this regard. The value of future returns may also be diminished. In this regard, distributions out of capital should be understood as a type of capital reimbursement.

The Sub-Investment Manager has determined that the Fund is an Article 8 Fund.

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

Investors should read the section entitled "Risk Factors" before investment in the Fund. An investment in the Fund should not constitute substantial proportion of an investment portfolio and may not be appropriate for all investors.

Dated: 15 January 2026

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Definitions

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

"Comparator Benchmark"	for the purposes of this Supplement, the MSCI ACWI Net Total Return USD Index;
"MSCI ACWI Net Total Return USD Index"	MSCI's flagship global equity index, designed to represent performance of the full opportunity set of large- and mid-cap stocks across 23 developed and 24 emerging markets. As of June 2021, it covers more than 2,900 constituents across 11 sectors and approximately 85% of the free float-adjusted market capitalization in each market. The index is built using MSCI's Global Investable Market Index (GIMI) methodology, which is designed to take into account variations reflecting conditions across regions, market-cap sizes, sectors, style segments and combinations; and
"Sub-Investment Manager"	Brown Advisory Limited.

Investment Objective and Policies

Investment Objective

The objective of the Fund is to achieve capital appreciation by investing primarily in global equities.

Investment Policies

Under normal circumstances, the Fund aims to achieve its investment objective by investing at least 80% of its net assets in global equity securities. The Fund also will, under normal market conditions: (1) invest at least 40% of its net assets outside the United States (including Emerging Market Countries) which may be reduced to 30% if market conditions are not favourable; and (2) hold securities of issuers located in at least three countries. The Fund determines whether a company is considered to be located outside the United States by considering whether: (i) it is organised under the laws of, or maintains its principal office in, a country located outside the United States; (ii) its securities are principally traded on trading markets in countries located outside the United States; (iii) it derives at least 50% of its total revenue or profits from either goods produced or services performed or sales made in countries located outside the United States; or (iv) it has at least 50% of its assets in countries located outside the United States. The equity securities in which the Fund may invest include common stock, preferred stock, Money Market Instruments, ADRs and GDRs and the Fund may also invest in CIS (including, ETFs) subject to the limits set out in the Prospectus. The Fund may also hold PIPEs and warrants (subject to a limit of 5%) which are typically received as a result of corporate action or restructuring.

The equity securities in which the Fund may invest will be issued by mid- and large-capitalisation companies generally with market capitalizations above $2 billion at the time of purchase that the Fund's Sub-Investment Manager believes have strong, or improving, long-term business characteristics and share prices that do not reflect these favourable fundamental attributes.

The Fund also promotes certain Sustainability Characteristics through its investment selection and ongoing monitoring processes, as described under **Promotion of Sustainability Characteristics** below. In addition, the Fund commits to investing a proportion of its Net Asset Value in Sustainable

Investments.

In addition, the equity securities in which the Fund may invest will include the equity securities of companies that the Sub-Investment Manager believes are leaders within their industry or country as demonstrated by an ability to deliver high relative return on invested capital over time. This typically can be attributable to, among other things, a strong competitive position and a defendable barrier to entry.

The Fund may invest in participatory notes ("**P-Notes**") in order to gain exposure to securities and markets which may not be efficiently accessed through direct investment. The Fund may use put options on equity indices in order to seek to enhance returns, to attempt to hedge some of its investment risk, to manage portfolio duration or as a substitute position for holding the underlying asset on which the put option is based. The Fund may also use forward foreign exchange contracts to hedge currency foreign exchange risks arising from Hedged Share Classes.

In addition, the Fund may also invest in U.S. treasury bills, fixed and/or floating rate U.S. government securities and unlisted securities, subject to the limits set out in the Prospectus.

The Fund's exposure to below Investment Grade debt securities will not exceed 10% of its Net Asset Value.

All securities invested in will be listed or traded on the markets and exchanges listed in Appendix 1 of the Prospectus.

Profile of a Typical Investor and Target Market Identification

The Fund is suitable for any investor (institutional and, unless prohibited by the rules of a particular jurisdiction, retail) seeking to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) by investing in a diversified portfolio consisting primarily of equity securities.

Investors should desire that Sustainability Characteristics be considered as part of the Fund's investment due diligence process. The Fund invests primarily in equities as described above, so investors should consider an investment in the Fund as medium to high risk.

The Fund is categorised as a non-complex UCITS fund vehicle. This Fund is appropriate for all investors (retail, professional clients, and eligible counterparties) with a basic knowledge of the capital markets who seek to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) as a core component of a portfolio of investments. Investors should be prepared to bear losses and may not get back the original investment amount. The Fund may not be compatible for investors outside the target market or those that are not able to bear all losses with respect to their investment. The Fund is available through all distribution channels (*e.g.*, investment advice, portfolio management, non-advised sales, and pure execution services).

Sub-Investment Manager's Investment Process

The Sub-Investment Manager's bottom-up research process seeks to understand the fundamental characteristics and Sustainability Characteristics of its investments.

The Sub-Investment Manager believes that when executed successfully, this investment approach can achieve the investment objective of the Fund.

Purchasing Portfolio Securities

The Sub-Investment Manager will use in-house research and other external research sources to identify a universe of companies across a broad range of industries and countries whose underlying fundamentals are considered by the Sub-Investment Manager to be attractive. The Sub-Investment

Manager will focus on companies that it believes exhibit the following desirable characteristics:

- high quality companies that are leaders in their industry or country supported by enduring competitive advantages that can deliver high relative return over time;
- capable and trustworthy management who manage for the long term;
- sustainable, predictable, premium growth in cash flow over time;
- positive industry dynamics;
- sensible capital allocation; and
- have a reasonable price – the Sub-Investment Manager expects growth to compound the excess economic return over time.

This includes companies with identifiable sustainable business advantages ("**SBAs**"):

- **Revenue Growth**: *e.g.,* attracting or retaining business through the sustainable attributes of its offerings, or helping customers solve for challenging sustainability issues.

- **Cost Improvements**: *e.g.*, improving margins from efficient operations, risk mitigation or other measures that increase productivity while using less resources.

- **Enhanced Franchise Value**: *e.g.*, improving customer loyalty, attracting and retaining top talent, growing faster or taking market share through sustainable commitments and/or positive societal impact.

In addition to these fundamental drivers, the Sub-Investment Manager is committed to investing a proportion of the Fund in Sustainable Investments, as described below.

The Sub-Investment Manager believes that investing in the best companies globally in any sector or country can deliver superior long-term investment returns. The Sub-Investment Manager seeks to identify high-quality companies underpinned by structural long-term growth and strong management teams, and to purchase those companies at reasonable prices.

The securities in which the Fund may invest will include the equity securities of companies that the Sub-Investment Manager believes are leaders within their industry or country as demonstrated by an ability to deliver high relative return on invested capital over time. The Sub-Investment Manager seeks to invest in companies whose business models enjoy a dominant market position, provide consistent returns, demonstrate low volatility, have pricing power, and experience growth that is not dependent on the market cycle. Management teams also must be high quality, manage for the long term and have a demonstrated record of acting in the best interest of shareholders. The Sub-Investment Manager will meet with management teams and engage in a rigorous bottom-up investment selection process. The Sub-Investment Manager emphasizes individual security selection based on identifying long-term attractive businesses *i.e.*, those with significant desirable characteristics (such as a viable, long-term franchise, sustainable business model, generate excess economic return, high return on invested capital and stable profitability) and few or no undesirable characteristics (such as excessive financial or operational leverage, risk of business or product obsolescence, excessive compensation, misaligned incentives or management hubris), when they are available at reasonable prices.

Selling Portfolio Securities

The Sub-Investment Manager will monitor the companies in the Fund's portfolio to determine if there have been any fundamental changes in the companies. The Sub-Investment Manager may sell a security or reduce its position in a security if:

- the security's market price exceeds the Sub-Investment Manager's estimate of intrinsic value;
- the ratio of risk and reward of continuing to own the company's equity is no longer attractive;

and/or

- the Sub-Investment Manager needs to raise cash to purchase a more attractive investment opportunity, satisfy net redemptions, or other purposes.

Promotion of Sustainability Characteristics

The Sub-Investment Manager's research process includes an assessment of Sustainability Characteristics and material Sustainability Risks for every company in the Fund, with the aim of protecting the financial performance of the Fund by identifying companies that use internal sustainability strategies to improve their financial position while also avoiding those companies exposed to material Sustainability Risks.

This research is fully integrated into the Fund's investment process and is provided through in-house research assessments.

The research approach is based on a qualitative assessment of each security across a broad range of factors, but will contain certain quantitative elements. The purpose of this assessment is to identify companies that, overall, approach sustainability issues that help to maintain or improve a company's financial position while also seeking to avoid those companies exposed to material Sustainability Risk. The Sub-Investment Manager will avoid those companies that it believes to either to be failing to manage Sustainability Risks or to not have in place appropriate mitigants or plans to secure an improved position with respect to Sustainability Risks. The Fund may invest in a company that is exposed to legacy material Sustainability Risks or that is lagging in management of Sustainability Risks. However, the Sub-Investment Manager will seek to find evidence of a positive Sustainability Risk-management trajectory, which it will document before making an investment.

The Fund promotes Sustainability Characteristics more broadly with an emphasis on investing in fundamentally strong companies that the Sub-Investment Manager assesses, on a qualitative basis, to have strong or improving sustainable attributes while maintaining adequate risk management practices. When the Sub-Investment Manager identifies companies with sustainable drivers that add value for shareholders, the Sub-Investment Manager categorises these specific characteristics as SBAs.

The Sub-Investment Manager believes that the companies selected for investment will promote one or more of the following environmental or social characteristics:

- **Emissions Reduction**: companies with internal strategies to reduce emissions;

- **Resource Efficiency**: companies implementing efficient operations that reduce resource use; and/or

- **Positive Environmental or Social Outcomes**: companies with products or services that: (i) help customers to be more resource efficient; and/or (ii) help to solve sustainability challenges.

With regards to the governance of the Fund's investee companies, the Sub-Investment Manager will seek quality and established management teams that have formalised governance structures which the Sub-Investment Manager believes lead to better business outcomes. Indicators that are considered in this analysis include, though are not limited to, any one or more of the following: board and committee composition and structure in terms of expertise and diversity; shareholder rights provisions; business ethics and compensation packages. The Fund will engage, through proxy voting and other mechanisms, to vocalise the importance of appropriate incentives (*e.g.*, compensation) to enable long-term performance. This investment selection process may lead to the exclusion of investee companies where

the Sub-Investment Manager determines that governance structures are inappropriate, such as a lack of alignment with long-term shareholders.

The Sub-Investment Manager believes that a focus on these particular issues will both limit investment risks associated with Sustainability Risks, while contributing to a more responsible business approach that may potentially benefit performance. The application of the Fund's Sustainability Characteristics could result in performance that is better or worse than the performance of a similar fund, depending on the performance of the excluded investments and the investments included in place of such excluded investments.

At the Sub-Investment Manager's discretion, the Fund is permitted to make an investment without a written assessment on file at the time of purchase, as long as the Sub-Investment Manager believes the relevant security meets the Fund's binding requirements relating to Sustainability Characteristics and the written assessment is finalised shortly thereafter.

Selection of Sustainable Investments

While the Fund promotes Sustainability Characteristics at the portfolio level, the Fund is also committed to identifying and investing a proportion of its Net Asset Value in individual securities which have each been assessed as a Sustainable Investment.

The Sub-Investment Manager takes a holistic approach to the identification of these Sustainability Characteristics rather than focusing on one theme and, as such, the Sustainable Investments that the Fund intends to make are varied depending on the nature of particular investment. In selecting Sustainable Investments for the Fund, the Sub-Investment Manager will identify companies which positively contribute to identified Sustainability Characteristics, being one or more of:

- Affordable Housing
- Clean Energy
- Clean Water and Sanitation
- Diversity, Inclusion and Equality
- Economic Mobility and Community Development
- Education
- Efficient Production and Conservation
- Health and Wellness
- Sustainable Agriculture and Natural Resource Management
- Sustainable Finance
- Sustainable Technology Innovation

Impact of Sustainability Risks and PAIs

Together, the results of the Sub-Investment Manager's assessment on the Sustainability Characteristics of investee companies; the commitment to Sustainable Investments; the implementation of the requirements relating to Sustainability Characteristics as part of the Sub-Investment Manager's

investment process; and the Fund's participation in engagement with investee companies, are likely to diminish the impacts of Sustainability Risks on the returns, and improve the overall risk profile of the Fund.

The Manager (in conjunction with the Sub-Investment Manager) conducts an assessment of the principal adverse impacts of its investment decisions on Sustainability Characteristics across all of the holdings in the Fund where such data is available and reliable.

Further information is available in the Statement on the Due Diligence Policies of the Manager on the principal adverse impacts of Investment Decisions, available at: **https://www.brownadvisory.com/intl/ucits-legal-document-library**. In addition, information on PAIs on sustainability factors will be available in the annual report and audited financial statements of the Manager.

The Fund will avoid investments that severely negatively impact society or the environment, especially where there is no evidence of efforts to reduce the harm they contribute to. In assessing harm, the Sub-Investment Manager may consider available PAIs, controversial business exposure, controversies, and Sustainability Risk exposure and management practices.

Where an investee company is deemed to be doing significant harm to the environment or society, and due diligence (including engagement) with the company indicates that the harm is systemic, detractive from the Fund's investment, and the harm is unlikely to be mitigated, the Sub-Investment Manager will exit the position in a manner that the Sub-Investment Manager believes to be in the best interests of the Fund, taking account of such factors such as costs of dealing and ensuring the Fund is fully invested.

Taxonomy Regulation Disclosures

As required by Article 6 of the Taxonomy Regulation, the Fund must disclose that the "*do no significant harm*" principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this Fund do not take into account the EU criteria for environmentally sustainable economic activities.

As the investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities contained in the Taxonomy Regulation, the "*do no significant harm*" principle does not apply to any of the investments underlying the Fund.

Although the Fund promotes certain Sustainability Characteristics and commits to investing a proportion of its Net Asset Value in Sustainable Investments, the Fund does not commit to pursuing the environmental objectives contained in the Taxonomy Regulation as noted above. Accordingly, the Manager (in conjunction with the Sub-Investment Manager) does not collect or evaluate data directly related to the environmental objectives set out in the Taxonomy Regulation or on how and to what extent the investments in the Fund qualify as Taxonomy-Aligned Investments.

The Manager is also of the view that, given the investment strategy of the Fund, sufficiently complete and reliable data on the EU requirements are not available. Therefore, although the Fund may from time to time hold such investments, the minimum level within the Fund is 0%.

The Manager is keeping this situation under active review and where sufficient reliable, timely, and verifiable data on the Fund's investments become available, the Manager will provide the descriptions referred to above, in which case this Supplement will be updated.

Benchmark Index

The Fund uses the Comparator Benchmark to compare performance. The Fund is actively managed and is not constrained by any benchmark.

In its construction and method of calculation, the Comparator Benchmark does not take into account the Sustainability Characteristics described under **Promotion of Sustainability Characteristics** above in a manner that is consistent with the Fund's approach towards the Sustainability Characteristics. Further information in respect of the methodology used for the calculation of the benchmark can be found **here**.

Financial Derivative Instruments

Subject to the Regulations and to the conditions and limits laid down by the Central Bank from time to time, the Fund may utilise FDIs. The Fund may use forward FX contracts to hedge currency FX risks arising from Hedged Share Classes of the Fund and put options on equity indices to hedge against downside risk and for direct investment purposes. Where the Fund invests in put options that are based on equity financial indices, these indices will be consistent with the investment policies of the Fund and generally will not be rebalanced more frequently than monthly. It is not anticipated that such rebalancing will increase Fund costs or impact the Fund's ability to comply with its investment restrictions. In addition, P-Notes may represent derived investment positions whose value at maturity or interest rate is linked to equity securities and which may therefore embed FDIs. The leverage exposure of the Fund through the use of FDIs will not exceed 100% of the Fund's Net Asset Value, as measured using the commitment approach.

This should be read in conjunction with the sections of the Prospectus entitled **FUNDS – Use of FDI** and **RISK FACTORS** – **Currency Risk**.

Investment Restrictions

In addition to the investment restriction set out below, the general investment restrictions set out in the Prospectus under **FUNDS – Investment Restrictions** shall apply.

Investments made by the Fund in shares or units of CIS may not exceed, in aggregate, 10% of the Net Asset Value of the Fund. The CIS, in which the Fund invests, must be prohibited from investing more than 10% of their net assets, in aggregate, in CIS.

Borrowing

In accordance with the general provisions set out in the Prospectus under **FUNDS – Borrowing and Lending Powers**, the Fund may borrow up to 10% of its Net Asset Value on a temporary basis. It is not intended to borrow for leverage purposes.

The Manager operates a Risk Management Process on behalf of the Fund in relation to its use of FDIs, details of which are set out in the Prospectus under **Funds – Use of FDI** – *Risk Management*.

Risk Factors

Investment in the Fund carries with it a degree of risk including, but not limited to, the risk factors set out in the Prospectus under **RISK FACTORS**. These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making an application for Shares. There can be no assurance that the Fund will achieve its investment objective.

Sub-Investment Manager

The Investment Manager has delegated the day-to-day portfolio management of the Fund to Sub-Investment Manager, Brown Advisory Limited, a UK limited company. The Sub-Investment Manager is authorised and regulated by the U.K. Financial Conduct Authority (the "**FCA**").

The Sub-Investment Manager has its registered office at 18 Hanover Square, London W1S 1JY, United Kingdom.

The Sub-Investment Manager is an investment manager and adviser, and is permitted to provide discretionary investment management services to Irish authorised collective investment schemes.

A Sub-Investment Management Agreement is in place between the Investment Manager and the Sub-Investment Manager in respect of the management of the Fund.

Key Information for Buying and Selling

Base Currency

U.S. Dollars.

Business Day

Any day (except Saturday or Sunday) on which the New York Stock Exchange is open, or such other day as the Directors may, with the consent of the Depositary, determine and notify to Shareholders in advance.

Dealing Day

Each Business Day.

Dealing Deadline

3.00 p.m. Irish Time on each Business Day.

Valuation Point

10.00 p.m. Irish Time on each Business Day.

Share Class Information

As of the date of this Supplement, the Share Classes listed in the tables below with a corresponding tick (✓) under **Subscription Open** are available for subscription in the Fund. Share Classes listed in the tables below with a corresponding check (✗) under **Subscription Open** are no longer available for subscription in the Fund. Investors seeking to invest in any other Classes as set out in the Prospectus under **SHARE CLASS INFORMATION** should contact the Investment Manager and/or the Sub-Investment Manager. Upon receipt of sufficient interest in any such Class, such a Class may be launched.

The applicable Minimum Shareholding, Minimum Initial Investment Amount, and Minimum Additional Investment Amount for the Shares are as set out in the Prospectus under **SHARE CLASS INFORMATION**.

However, notwithstanding the foregoing, the applicable Minimum Shareholding, Minimum Initial Investment Amount and Minimum Additional Investment Amount for the Australian Dollar Class A

Shares, Class B Shares, and Class Z Shares, the Canadian Dollar Class A Shares, Class B Shares and Class SI Shares, and the Class Z Shares are set out below:

Class	**Minimum Shareholding***	**Minimum Initial Investment Amount***	**Minimum Additional Investment Amount***
Australian Dollar Class A Shares	A$10,000	A$10,000	N/A
Canadian Dollar Class A Shares	CA$10,000	CA$10,000	N/A
Australian Dollar Class B Shares	A$10,000,000	A$10,000,000	N/A
Canadian Dollar Class B Shares	CA$10,000,000	A$10,000,000	N/A
Canadian Dollar Class SI Shares	CA$150,000,000	A$150,000,000	N/A
Dollar Class Z Shares	$500,000,000	$500,000,000	N/A
Sterling Class Z Shares	£500,000,000	£500,000,000	N/A
Euro Class Z Shares	€500,000,000	€500,000,000	N/A
Swiss Franc Class Z Shares	CHF500,000,000	CHF500,000,000	N/A
Australian Dollar Class Z Shares	A$500,000,000	A$500,000,000	N/A

* *(subject to the discretion of the Directors in each case to allow lesser amounts)*

Initial Offer Period / Initial Issue Price

In relation to the Share Classes listed in tables below with a corresponding tick (✓) under **Initial Offer Period Open**, the Initial Offer Period remains open and will close upon the earlier of: (i) the first investment by a Shareholder in such Class of Shares; or (ii) such earlier or later date as the Directors may determine and notify to the Central Bank.

Investors may apply to subscribe for such Shares during the Initial Offer Period at the Initial Issue Price for each Class. The Initial Issue Price for such Classes is as set out in the tables below under **Initial Issue Price**.

The Share Classes listed in the tables below with a corresponding check (✗) under **Initial Offer Period Open** are currently in issue and are available for subscription at prices calculated with reference to the Net Asset Value per Share, as indicated by "NAV" under **Initial Issue Price**.

After the Initial Offer Period, Shares will be continuously open for subscriptions on the relevant Dealing Day and the Issue Price shall be the Net Asset Value of the relevant Class of Shares on the relevant Dealing Day.

Class A Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class A Acc Shares	✓	✗	NAV
Dollar Class A Dis Shares	✓	✓	$10.00
Sterling Class A Acc Shares	✓	✓	£10.00
Sterling Class A Acc H Shares	✓	✓	£10.00
Sterling Class A Dis Shares	✓	✗	NAV
Sterling Class A Dis H Shares	✓	✓	£10.00
Euro Class A Acc Shares	✓	✓	€10.00
Euro Class A Acc H Shares	✓	✓	€10.00
Euro Class A Dis Shares	✓	✓	€10.00
Euro Class A Dis H Shares	✓	✓	€10.00
Swiss Franc Class A Acc Shares	✓	✓	CHF10.00
Swiss Franc Class A Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis H Shares	✓	✓	CHF10.00
Australian Dollar Class A Acc Shares	✓	✓	A$10.00
Australian Dollar Class A Acc H Shares	✓	✓	A$10.00
Australian Dollar Class A Dis Shares	✓	✓	A$10.00
Australian Dollar Class A Dis H Shares	✓	✓	A$10.00
Canadian Dollar Class A Acc Shares	✓	✓	CA$10.00
Canadian Dollar Class A Acc H Shares	✓	✓	CA$10.00
Canadian Dollar Class A Dis Shares	✓	✓	CA$10.00
Canadian Dollar Class A Dis H Shares	✓	✓	CA$10.00

Class B Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class B Acc Shares	✓	✗	NAV
Dollar Class B Dis Shares	✓	✓	$10.00
Sterling Class B Acc Shares	✓	✗	NAV
Sterling Class B Acc H Shares	✓	✗	NAV
Sterling Class B Dis Shares	✓	✗	NAV
Sterling Class B Dis H Shares	✓	✓	£10.00
Euro Class B Acc Shares	✓	✗	NAV
Euro Class B Acc H Shares	✓	✓	€10.00
Euro Class B Dis Shares	✓	✓	€10.00
Euro Class B Dis H Shares	✓	✓	€10.00
Swiss Franc Class B Acc Shares	✓	✓	CHF10.00
Swiss Franc Class B Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis H Shares	✓	✓	CHF10.00
Australian Dollar Class B Acc Shares	✓	✓	A$10.00

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Australian Dollar Class B Acc H Shares	✓	✓	A$10.00
Australian Dollar Class B Dis Shares	✓	✓	A$10.00
Australian Dollar Class B Dis H Shares	✓	✓	A$10.00
Canadian Dollar Class B Acc Shares	✓	✓	CA$10.00
Canadian Dollar Class B Acc H Shares	✓	✓	CA$10.00
Canadian Dollar Class B Dis Shares	✓	✓	CA$10.00
Canadian Dollar Class B Dis H Shares	✓	✓	CA$10.00

Class C Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class C Acc Shares	✗	✗	NAV
Sterling Class C Acc Shares	✗	✗	NAV
Sterling Class C Acc H Shares	✗	✗	NAV

Class J Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class J Acc Shares	✓	✓	$10.00

Class M Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class M Acc Shares	✓	✓	$10.00
Dollar Class M Dis Shares	✓	✗	NAV
Dollar Class M Enhanced Income Shares	✓	✗	NAV
Sterling Class M Acc Shares	✓	✗	NAV
Sterling Class M Acc H Shares	✓	✓	£10.00
Sterling Class M Dis Shares	✓	✗	NAV
Sterling Class M Dis H Shares	✓	✗	NAV
Sterling Class M Enhanced Income Shares	✓	✓	£10.00
Sterling Class M Enhanced Income H Shares	✓	✓	£10.00
Dollar Class M Non-UKRF Acc Shares	✓	✓	$10.00
Dollar Class M Non-UKRF Dis Shares	✓	✓	$10.00
Sterling Class M Non-UKRF Acc Shares	✓	✓	£10.00
Sterling Class M Non-UKRF Acc H Shares	✓	✓	£10.00
Sterling Class M Non-UKRF Dis Shares	✓	✓	£10.00
Sterling Class M Non-UKRF Dis H Shares	✓	✓	£10.00
Euro Class M Non-UKRF Acc Shares	✓	✓	€10.00
Euro Class M Non-UKRF Acc H Shares	✓	✓	€10.00
Euro Class M Non-UKRF Dis Shares	✓	✓	€10.00

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Euro Class M Non-UKRF Dis H Shares	✓	✓	€10.00

Class P Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class P Acc Shares	✓	✓	$10.00
Euro Class P Acc H Shares	✓	✗	NAV

Class SI Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class SI Acc Shares	✓	✗	NAV
Dollar Class SI Dis Shares	✓	✗	NAV
Sterling Class SI Acc Shares	✓	✗	NAV
Sterling Class SI Acc H Shares	✓	✓	£10.00
Sterling Class SI Dis Shares	✓	✗	NAV
Sterling Class SI Dis H Shares	✓	✗	NAV
Euro Class SI Acc Shares	✓	✗	NAV
Euro Class SI Acc H Shares	✓	✓	€10.00
Euro Class SI Dis Shares	✓	✗	NAV
Euro Class SI Dis H Shares	✓	✓	€10.00
Australian Dollar Class SI Acc Shares	✓	✗	NAV
Australian Dollar Class SI Acc H Shares	✓	✗	NAV
Australian Dollar Class SI Dis Shares	✓	✓	A$10.00
Australian Dollar Class SI Dis H Shares	✓	✓	A$10.00
Canadian Dollar Class SI Acc Shares	✓	✓	CA$10.00
Canadian Dollar Class SI Acc H Shares	✓	✓	CA$10.00
Canadian Dollar Class SI Dis Shares	✓	✓	CA$10.00
Canadian Dollar Class SI Dis H Shares	✓	✓	CA$10.00
Dollar Class SI Non-UKRF Acc Shares	✓	✓	$10.00
Dollar Class SI Non-UKRF Dis Shares	✓	✓	$10.00
Sterling Class SI Non-UKRF Acc Shares	✓	✓	£10.00
Sterling Class SI Non-UKRF Acc H Shares	✓	✓	£10.00
Sterling Class SI Non-UKRF Dis Shares	✓	✓	£10.00
Sterling Class SI Non-UKRF Dis H Shares	✓	✓	£10.00
Euro Class SI Non-UKRF Acc Shares	✓	✓	€10.00
Euro Class SI Non-UKRF Acc H Shares	✓	✓	€10.00
Euro Class SI Non-UKRF Dis Shares	✓	✓	€10.00
Euro Class SI Non-UKRF Dis H Shares	✓	✓	€10.00
Swiss Franc Class SI Non-UKRF Acc Shares	✓	✓	CHF10.00
Swiss Franc Class SI Non-UKRF Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class SI Non-UKRF Dis Shares	✓	✓	CHF10.00

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Swiss Franc Class SI Non-UKRF Dis H Shares	✓	✓	CHF10.00
Australian Dollar Class SI Non-UKRF Acc Shares	✓	✓	A$10.00
Australian Dollar Class SI Non-UKRF Acc H Shares	✓	✓	A$10.00
Australian Dollar Class SI Non-UKRF Dis Shares	✓	✓	A$10.00
Australian Dollar Class SI Non-UKRF Dis H Shares	✓	✓	A$10.00

Class Z Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class Z Acc Shares	✓	✓	$10.00
Dollar Class Z Dis Shares	✓	✓	$10.00
Sterling Class Z Acc Shares	✓	✓	£10.00
Sterling Class Z Acc H Shares	✓	✓	£10.00
Sterling Class Z Dis Shares	✓	✓	£10.00
Sterling Class Z Dis H Shares	✓	✓	£10.00
Euro Class Z Acc Shares	✓	✓	€10.00
Euro Class Z Acc H Shares	✓	✓	€10.00
Euro Class Z Dis Shares	✓	✓	€10.00
Euro Class Z Dis H Shares	✓	✓	€10.00
Swiss Franc Class Z Acc Shares	✓	✓	CHF10.00
Swiss Franc Class Z Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class Z Dis Shares	✓	✓	CHF10.00
Swiss Franc Class Z Dis H Shares	✓	✓	CHF10.00
Australian Dollar Class Z Acc Shares	✓	✓	A$10.00
Australian Dollar Class Z Acc H Shares	✓	✓	A$10.00
Australian Dollar Class Z Dis Shares	✓	✓	A$10.00
Australian Dollar Class Z Dis H Shares	✓	✓	A$10.00
Dollar Class Z Non-UKRF Acc Shares	✓	✓	$10.00
Dollar Class Z Non-UKRF Dis Shares	✓	✓	$10.00
Sterling Class Z Non-UKRF Acc Shares	✓	✓	£10.00
Sterling Class Z Non-UKRF Acc H Shares	✓	✓	£10.00
Sterling Class Z Non-UKRF Dis Shares	✓	✓	£10.00
Sterling Class Z Non-UKRF Dis H Shares	✓	✓	£10.00
Euro Class Z Non-UKRF Acc Shares	✓	✓	€10.00
Euro Class Z Non-UKRF Acc H Shares	✓	✓	€10.00
Euro Class Z Non-UKRF Dis Shares	✓	✓	€10.00
Euro Class Z Non-UKRF Dis H Shares	✓	✓	€10.00
Swiss Franc Class Z Non-UKRF Acc Shares	✓	✓	CHF10.00
Swiss Franc Class Z Non-UKRF Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class Z Non-UKRF Dis Shares	✓	✓	CHF10.00

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Swiss Franc Class Z Non-UKRF Dis H Shares	✓	✓	CHF10.00
Australian Dollar Class Z Non-UKRF Acc Shares	✓	✓	A$10.00
Australian Dollar Class Z Non-UKRF Acc H Shares	✓	✓	A$10.00
Australian Dollar Class Z Non-UKRF Dis Shares	✓	✓	A$10.00
Australian Dollar Class Z Non-UKRF Dis H Shares	✓	✓	A$10.00

Reporting Fund Status

Share Classes described as "**Non-UKRF**" (Non-UK Reporting Fund) Shares are not registered as a reporting fund under the Offshore Funds (Tax) Regulations 2009 (SI 2009/3001). Additional information in respect of Classes without reporting fund status is set out in the Prospectus under **TAXATION – United Kingdom – Shareholders.** Shareholders interested in investing in Non-UKRF Shares should consult with their professional advisers before making an application for Shares.

Settlement Date

In the case of applications, two (2) Business Days after the relevant Dealing Day.

In the case of repurchases, two (2) Business Days after the relevant Dealing Day (assuming the receipt of the relevant duly signed repurchase documentation including all relevant anti-money laundering documentation).

Preliminary Charge

Class A Shares and Class P Shares

If subscribing through a financial intermediary for Class A Shares or Class P Shares, a Preliminary Charge of up to 3% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Preliminary Charge is payable to financial intermediaries appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Preliminary Charge may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a financial intermediary from investors.

Class A Shares and Class P Shares (Italy Only)

If subscribing through a Distributor, bank, or financial intermediary based in Italy for Class A Shares or Class P Shares, an Entry Fee of up to 5% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Entry Fee is payable to Distributors, banks, and financial intermediaries based in Italy appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Entry Fee may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a Distributor, bank or financial intermediary from investors.

No Preliminary Charge or Entry Fee is payable in respect of Class A Shares or Class P Shares if subscribing directly into the Fund through the Administrator, whether subscribing from Italy or elsewhere.

There is no Preliminary Charge or Entry Fee payable for other Share Classes.

Repurchase Charge

1%

The Repurchase Charge will only be charged in instances where there is a significant (typically in excess of 10%) net redemption or in the case of an investor engaging in excessive trading.

Swing Factor

Up to 0.50% of the Net Asset Value per Share on any Dealing Day.

Fees and Expenses

Investment Management Fee and Expense Limitation

With respect to the Class SI AUD Share Classes, the Class Z Share Classes, the Class M Non-UK RF Share Classes, the Class Z Non-UK RF Shares, and the Class SI Non-UK RF Shares, the Investment Manager is entitled to receive out of the assets of the Fund an annual fee not exceeding the amounts set out below (plus VAT, if any) per Share Class of the Net Asset Value of the Fund:

Class SI Shares	Up to 0.60%
Class Z Shares	Up to 0.55%
Class M Non-UK RF Shares	Up to 0.50%
Class SI Non-UK RF Shares	Up to 0.60%
Class Z Non-UK RF Shares	Up to 0.55%

For all other Share Classes, the below shall apply.

The Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee not exceeding the amounts set out in the Prospectus under **FEES AND EXPENSES** (plus VAT, if any) per Share Class of the Net Asset Value of the Fund.

Such fee shall accrue and be calculated at each Valuation Point and be payable monthly in arrears. The Investment Manager may, at its absolute discretion, pay any portion of the investment management fee to any third party (including the Sub-Investment Manager) in any manner whatsoever, whether by rebate or otherwise. The Investment Manager shall also be entitled to be reimbursed out of the assets of the Fund for its properly vouched out-of-pocket costs and expenses in the performance of its duties.

The Investment Manager has committed to waive its investment management fee or reimburse the Fund's operating expenses, in order to keep the Fund's total operating expenses (excluding the fees of the Manager but including the fees and out of pocket expenses of the Administrator and the Depositary) from exceeding an annual rate of 0.25% of the daily Net Asset Value of the Fund. If annual operating costs are less than this amount, no reimbursement will be made by the Investment Manager, and the lower amount will be charged to the Fund.

Management Fee

The fees and expenses of the Manager are paid out of the assets of the Fund as set out in the Prospectus under **FEES AND EXPENSES**.

Sub-Investment Management Fee

The fees and expenses of the Sub-Investment Manager are paid out of those fees paid to the Investment Manager which are set out herein and should be read in conjunction with the section in the Prospectus under **FEES AND EXPENSES**.

Administration Fee

The Administrator shall be entitled to receive out of the Net Asset Value of the Fund an annual fee, accrued and calculated at each Valuation Point and payable monthly in arrears at an annual rate which will not exceed 0.07% of the Net Asset Value of the Fund (plus VAT, if any) subject to an annual minimum fee which will not exceed US$48,000 and will also receive registration fees and transaction charges at normal commercial rates. The Administrator shall also be entitled to receive a monthly fee of up to US$500 per Share Class of the Fund launched (this fee will not be applied to the first two (2) Share Classes of the Fund launched by the Company) subject to an annual minimum fee for the Company which will not exceed US$10,000. The Administrator is entitled to be repaid all of its properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

Depositary Fee

The Depositary shall be entitled to receive an annual maximum fee of 0.03% per annum of the Net Asset Value of the Fund accrued at each Valuation Point and shall be payable monthly in arrears. The Depositary's fees are accrued at each Valuation Point, payable monthly in arrears, and subject to a minimum charge of US$25,000 per annum. The Depositary shall also be entitled to receive out of the assets of the Fund all agreed sub-custodian fees and expenses, transaction charges and cash service charges (all at normal commercial rates) and to recover properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

This section should be read in conjunction with the section entitled **FEES AND EXPENSES** in the Prospectus.

* * *

ANNEX II

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: Brown Advisory Global Leaders Fund (the "**Fund**")

Legal entity identifier: 635400WHXWLZELLOYF49

Environmental and/or social characteristics

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 **50%** 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**

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 down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

Words and expressions defined in the Prospectus of the Company and/or the Supplement relating to the Fund shall, unless the context appears otherwise, have the same meaning when used in this Annex.

What environmental and/or social characteristics are promoted by this financial product?

Environmental and social characteristics are promoted by investing in fundamentally strong companies that the Sub-Investment Manager assesses, on a qualitative basis, to have strong or improving Sustainability Characteristics while maintaining adequate risk management practices.

Specifically, the Sub-Investment Manager will identify companies that use sustainability strategies to add value for shareholders. The Sub-Investment Manager categorizes these characteristics as "Sustainable Business Advantages" or SBAs. The SBAs are detailed in the investment strategy section below.

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

The Sub-Investment Manager believes that the companies selected for investment will promote one or more of the following environmental or social characteristics:

- **Emissions Reduction**: companies with internal strategies to reduce emissions;
- **Resource Efficiency**: companies implementing efficient operations that reduce resource use; and/or
- **Positive Environmental or Social Outcomes**: companies with products or services that: (i) help customers to be more resource efficient; and/or (ii) help to solve sustainability challenges.

The Fund does not have Sustainable Investment as its objective but does commit to investing in Sustainable Investments.

No reference benchmark has been designated for the purpose of attaining the environmental or social characteristics.

What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

The sustainability indicators used to measure the environmental or social characteristics of the Fund are:

- **Emissions Reduction**:
  - weighted-average greenhouse gas emissions intensity of the Fund's investee companies in terms of the Greenhouse Gas Protocol's definition of Scope 1 emissions (direct emissions owned or controlled by a company) and Scope 2 emissions (emissions that a company causes indirectly and come from where the energy it purchases and uses is produced); and
  - the percentage of the Fund with an emissions reduction target.

- **Resource Efficiency**:
  - the percentage of the Fund the Sub-Investment Manager has identified to be resource efficient.

- **Positive Environmental or Social Outcomes**:
  - the percentage of the Fund the Sub-Investment Manager has identified to have products or services that: (i) help customers to be more resource efficient, and/or (ii) help to solve sustainability challenges.

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 Sub-Investment Manager takes a holistic approach to the identification of these Sustainability Characteristics rather than focusing on one theme and, as such, the Sustainable Investments that the Fund intends to make are varied depending on the nature of particular investment.

Through the application of the Sub-Investment Manager's process, the Fund's Sustainable Investments are expected to contribute to the sustainable objectives of climate transition and climate mitigation, or more general sustainable objectives. This will be achieved by identifying companies which positively contribute to identified sustainability themes, being one or more of:

- Affordable Housing
- Clean Energy
- Clean Water and Sanitation
- Diversity, Inclusion and Equality

- Economic Mobility and Community Development
- Education
- Efficient Production and Conservation
- Health and Wellness
- Sustainable Agriculture and Natural Resource Management
- Sustainable Finance
- Sustainable Technology Innovation

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?

Companies cannot be considered to be Sustainable Investments unless they have been assessed to not be causing significant harm to long-term sustainability objectives.

The Sub-Investment Manager's assessment process includes:

- The implementation of the Sub-Investment Manager's in-house, bottom-up research that uses qualitative and quantitative data to assess a company's performance on a variety of sustainable investment risk indicators, as detailed below.

- The review of all available mandatory PAIs (as set out in Annex I of the SFDR).

Where an investee company is deemed to be doing significant harm to the environment or society, and due diligence (including engagement) with the company indicates that the harm is systemic, detractive from the Fund's investment, and the harm is unlikely to be mitigated, the Sub-Investment Manager will exit the position in a manner that the Sub-Investment Manager believes to be in the best interests of the Fund, taking account of such factors such as costs of dealing and ensuring the Fund is fully invested.

How have the indicators for adverse impacts on sustainability factors been taken into account?

The Sub-Investment Manager will consider adverse impacts within its broader assessment of the Sustainability Characteristics of a company. The Sub-Investment Manager uses in-house, bottom-up research that uses qualitative and quantitative data to assess a company's risk management profile, which includes PAI Indicators.

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

An assessment of a company's alignment with the OECD Guidelines and UN Guiding Principles is included in the Fund's sustainable investment research assessment. The Fund considers a company to be aligned with these Guidelines and Principles when it has not been involved in significant human rights controversies that are systemic, detractive from the Fund's investment, and where the harm resulting from the controversy is unlikely to be mitigated within the Fund's investment horizon.

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 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?

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, anti-corruption and anti-bribery matters.

[X] Yes, the Fund also considers PAIs at a portfolio level as part of the broader assessment process where data is available and reliable. PAIs are not more significant than other factors in the investment due diligence process.

The Fund believes that the following PAIs, if unmanaged, may cause harm to long-term performance. Therefore, the Fund expects exposure to the following PAIs to be limited over time:

- GHG emissions (PAI 1-3, Table 1)
- Violations of the UNGC Principles and OECD Guidelines for Multinational Enterprises (PAI 10, Table 1)
- Exposure to controversial weapons (PAI 14, Table 1)

[ ] 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 Fund's investment strategy is an actively managed equity strategy that seeks to achieve capital appreciation by investing primarily in global equities which will include the equity securities of companies that the Sub-Investment Manager believes are leaders within their industry or country as demonstrated by an ability to deliver high relative return on invested capital over time.

There are three ways companies can use SBAs to improve their financial position:

1. Revenue Growth: attracting or retaining business through the sustainable attributes of its offerings, or helping customers solve challenging sustainability issues.
2. Cost Improvements: improving margins from efficient operations, risk mitigation or other measures that increase productivity while using less resources.
3. Enhanced Franchise Value: improving customer loyalty, attracting and retaining top talent, growing faster or taking market share through sustainable commitments and/or positive societal impact.

The strategy also will identify Sustainable Investments, investing at least 50% of the Fund in companies that positively contribute to identified sustainability outcomes, being one or more of:

- Affordable Housing
- Clean Energy
- Clean Water and Sanitation
- Diversity, Inclusion and Equality
- Economic Mobility and Community Development
- Education
- Efficient Production and Conservation
- Health and Wellness
- Sustainable Agriculture and Natural Resource Management
- Sustainable Finance
- Sustainable Technology Innovation

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-Investment Manager will conduct a sustainable investment research assessment for every company in the Fund, based on qualitative and/or quantitative information and relying on a combination of internal research or third-party data, comprising an assessment of opportunities, risks and governance.

The Fund is also bound by its commitment to making Sustainable Investments.

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?

No process is undertaken to reduce the size of the investable universe.

What is the policy to assess good governance practices of the investee companies?

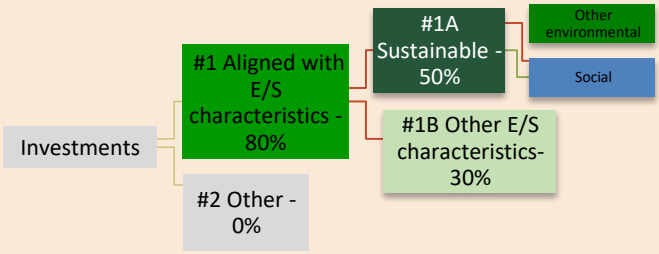
All companies added to the portfolio are analysed according to a variety of applicable governance factors. This analysis forms part of the Fund's general sustainability analysis. Applicable governance factors are:

- ownership and control
- board and management composition and structure
- employee relations
- tax transparency
- remuneration practices
- shareholder rights
- accounting practices
- transparency and disclosure
- business ethics.

What is the asset allocation planned for this financial product?

At least 80% of the Net Asset Value of the Fund will be assessed and determined to promote environmental and social characteristics. In addition, a minimum of 50% of the Fund's Net Asset Value will be in companies that have been determined to be Sustainable Investments.

Asset allocation describes the share of investments in specific assets.



#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 other investments and instruments of the Fund that cannot be aligned with the environmental and/or social characteristics of the Fund. These can include, for example, cash that has not yet been allocated to an investment or that is used for liquidity or hedging purposes, or companies that have not been determined to be aligned with the environmental and/or social characteristics promoted by the Fund.

Minimum environmental and social safeguards set in exclusion criteria relating to global norms and activity-based screening still apply to the underlying securities.

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.

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.

***How does the use of derivatives attain the environmental or social characteristics promoted by the financial product*?**

Not applicable.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The Sub-Investment Manager does not currently commit to investing in Taxonomy-Aligned Investments and, as such, does not collect or evaluate data on the environmental objective(s) set out in Article 9 of the Taxonomy Regulation on how and to what extent the investments in the Fund are in Taxonomy-Aligned Investments. Therefore, although the Fund may from time to time hold such investments, the minimum level within the Fund is 0%.

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

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.

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

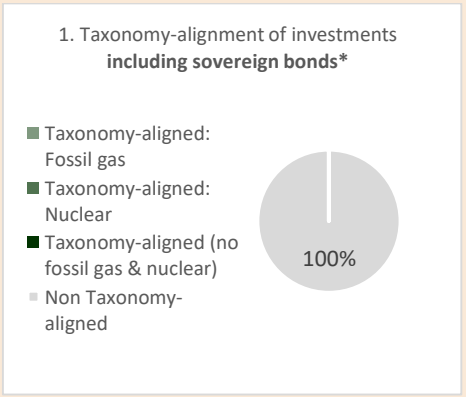
Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?[1]

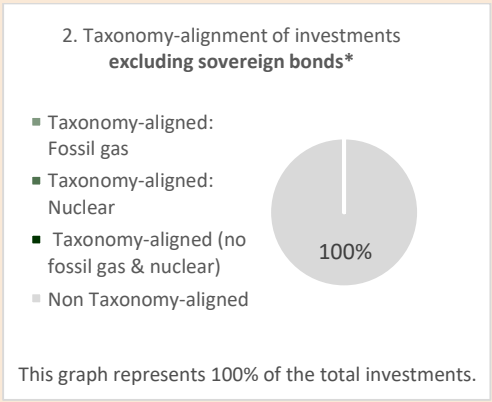
Yes:

In fossil gas In nuclear energy

X No

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.





* *For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*

What is the minimum share of investments in transitional and enabling activities?

Not applicable.

What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

0%. The Sustainable Investments in the Fund may have an environmental, social or both an environmental and social objective. The Fund does not set a threshold requirements for these.

What is the minimum share of socially sustainable investments?

0%. The Sustainable Investments in the Fund may have an environmental, social or both an environmental and social objective. The Fund does not set a threshold requirements for these.

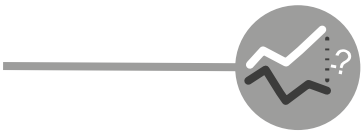
What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments under "#2 Other" may include other investments that have not been

[2] 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.

determined to be aligned with the environmental and/or social characteristics of the Fund. For such investments, the Sub-Investment Manager will still apply the binding requirements relating to Sustainability Characteristics.

Any cash that the Fund may not yet have allocated to an investment or for liquidity or hedging purposes will also be included under '#2 Other'.



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, the Fund does not use a reference benchmark to determine whether the financial product is aligned with the environmental and/or social characteristics it promotes.

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:

https://www.brownadvisory.com/intl/ucits-legal-document-library

Brown Advisory US Sustainable Growth Fund

Supplement No. 8 dated 23 May 2025 to the Prospectus of the Company dated 30 April 2025 for Brown Advisory Funds plc

This Supplement contains specific information in relation to Brown Advisory US Sustainable Growth Fund (the "**Fund**"), a fund of Brown Advisory Funds plc (the "**Company**") an umbrella type open-ended investment company with variable capital and segregated liability between funds, governed by the laws of Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**").

This Supplement forms part of and should be read in conjunction with the Prospectus of the Company dated 30 April 2025.

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

The Investment Manager has determined that the Fund is an Article 8 Fund.

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

Dated: 23 May 2025

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Definitions

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

"Comparator Benchmark"	for the purposes of this Supplement, the Russell 1000® Growth Net Index; and
"Russell 1000® Growth Net Index"	the Russell 1000® Growth Net Index provided by FTSE Russell which measures the performance of large and mid-capitalisation growth sectors of the U.S. equity market.

Investment Objective and Policies

Investment Objective

The objective of the Fund is to achieve capital appreciation by investing primarily in U.S. equities.

Investment Policies

The Fund aims to achieve its investment objective by investing at least 80% of its net assets in equity securities of U.S. companies that the Investment Manager considers have sound fundamentals and business models which are sustainable over the long-term.

The Fund invests primarily in the securities of medium and large capitalisation companies that the Investment Manager considers: (i) have prospects for above average earnings growth in the future; and (ii) effectively implement sustainable business strategies that drive earnings growth.

Medium and large capitalisation companies are, according to the Investment Manager, those companies with market capitalisations generally greater than $2 billion at the time of purchase. The Fund may also invest a portion of the portfolio in equity securities of small market capitalisation companies.

The Fund also promotes certain Sustainability Characteristics through its investment selection and ongoing monitoring processes, as described under **Promotion of Sustainability Characteristics** below. In addition, the Fund commits to investing a proportion of its Net Asset Value in Sustainable Investments.

The equity securities in which the Fund principally invests are common stocks. The Fund may also invest in non-US securities, ADR and GDR, corporate debt securities, U.S. treasury bills, fixed and/or floating rate U.S. government securities, real estate investment trusts and unlisted securities in a manner that is consistent with and complements the investment policies and the Investment Manager's investment process, subject to the limits set out in the Prospectus. With the exception of permitted investment in unlisted securities, investment by the Fund is restricted to the markets and exchanges listed in **Appendix I** of the Prospectus.

The Fund's exposure to non-U.S. securities (including securities of issuers in Emerging Market Countries) will not exceed 15% of its Net Asset Value and its exposure to below Investment Grade debt securities will not exceed 10% of its Net Asset Value.

Profile of a Typical Investor and Target Market Identification

The Fund is suitable for any investor (institutional and, unless prohibited by the rules of a particular

jurisdiction, retail) seeking to achieve capital appreciation over the long term, (*i.e.*, greater than five (5) years). As the Fund invests primarily in equities, investors should consider an investment in the Fund as medium to high risk.

Investors should desire that Sustainability Characteristics be considered as part of the Fund's investment selection process and that the Fund makes Sustainable Investments.

The Fund is categorised as a non-complex UCITS fund vehicle. This Fund is appropriate for all investors (retail, professional clients and eligible counterparties) with a basic knowledge of the capital markets who seek to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) as a core component of a portfolio of investments by investing in a diversified portfolio consisting primarily of equity securities. Investors should be prepared to bear losses and may not get back the original investment amount. The Fund may not be compatible for investors outside the target market or those that are not able to bear all losses with respect to their investment. The Fund is available through all distribution channels (*e.g.*, investment advice, portfolio management, non-advised sales and pure execution services).

Investment Manager's Investment Process

The Investment Manager's bottom-up research process seeks to understand the fundamental characteristics and Sustainability Characteristics of its investments.

The Investment Manager believes that when executed successfully, this investment approach can achieve the investment objective of the Fund.

Purchasing Portfolio Securities

The Investment Manager's portfolio managers and research team engage in a significant amount of up-front due diligence prior to investing, which leads them to have very high conviction in the companies whose securities are ultimately selected for the Fund. The goal is to find outstanding companies that can be owned for a long period of time. The qualities of a company with sound fundamentals include: high barriers to entry; high revenue visibility (companies whose future revenues are relatively easy to forecast); compelling value proposition to the customer; relatively benign or indirect competition; good track record of execution; and good capital allocation decisions made over time. The research process may include but is not limited to a review of public filings, meetings with management teams and site visits to operations, research around industry and competitive dynamics, and checks with competitors or suppliers.

The Investment Manager will focus on companies with sound fundamentals and that use sustainability as a competitive advantage. This includes companies with identifiable sustainable business advantages ("**SBAs**"):

- **Revenue Growth**: *e.g.,* attracting or retaining business through the sustainable attributes of its offerings, or helping customers solve for challenging sustainability issues.

- **Cost Improvements**: *e.g.*, improving margins from efficient operations, risk mitigation or other measures that increase productivity while using less resources.

- **Enhanced Franchise Value**: *e.g.*, improving customer loyalty, attracting and retaining top talent, growing faster or taking market share through sustainable commitments and/or positive societal impact.

In addition to these fundamental drivers, the Investment Manager is committed to investing a proportion of the Fund in Sustainable Investments, as described below.

Selling Portfolio Securities

The Investment Manager may sell a security or reduce its position for a number of reasons, including:

- the investment criteria is violated;
- a more attractively priced security is found;
- the security becomes overvalued relative to the Investment Manager's long-term expectations; and/or
- the Fund's exclusion policy (as detailed below) has been violated.

Promotion of Sustainability Characteristics

The Investment Manager's research process includes an assessment of Sustainability Characteristics and material Sustainability Risks for every company in the Fund, with the aim of protecting the financial performance of the Fund by identifying companies that use internal sustainability strategies to improve their financial position while also avoiding those companies exposed to material Sustainability Risks.

This research is fully integrated into the Fund's investment process and is provided through in-house research assessments.

The research approach is based on a qualitative assessment of each security across a broad range of factors, but will contain certain quantitative elements. The purpose of this assessment is to identify companies that, overall, approach sustainability issues that help to maintain or improve a company's financial position while also seeking to avoid those companies exposed to material Sustainability Risk. The Investment Manager will avoid those companies that it believes to either to be failing to manage Sustainability Risks or to not have in place appropriate mitigants or plans to secure an improved position with respect to Sustainability Risks. The Fund may invest in a company that is exposed to legacy material Sustainability Risks or that is lagging in management of Sustainability Risks. However, the Investment Manager will seek to find evidence of a positive Sustainability Risk-management trajectory, which it will document before making an investment.

The Fund promotes Sustainability Characteristics more broadly with an emphasis on investing in fundamentally strong companies that the Investment Manager assesses, on a qualitative basis, to have strong or improving sustainable attributes while maintaining adequate risk management practices. Specifically, the Investment Manager will identify companies with sustainable drivers that add value for shareholders. The Investment Manager categorises these specific characteristics as SBAs. All companies in which the Fund invests must have at least one (1) identified SBA.

The Investment Manager believes that companies that have SBAs will promote one or more of the following environmental or social characteristics:

- **Emissions Reduction**: companies with internal strategies to reduce emissions;

- **Resource Efficiency**: companies implementing efficient operations that reduce resource use; and/or

- **Positive Environmental or Social Outcomes**: companies with products or services that: (i) help customers to be more resource efficient; and/or (ii) help to solve sustainability challenges.

With regards to the governance of the Fund's investee companies, the Investment Manager will seek quality and established management teams that have formalised governance structures which the Investment Manager believes lead to better business outcomes. Indicators that are considered in this analysis include, though are not limited to, any one or more of the following: board and committee

composition and structure in terms of expertise and diversity; shareholder rights provisions; business ethics and compensation packages. The Fund will engage, through proxy voting and other mechanisms, to vocalise the importance of appropriate incentives (*e.g.*, compensation) to enable long-term performance. This investment selection process may lead to the exclusion of investee companies where the Investment Manager determines that governance structures are inappropriate, such as a lack of alignment with long-term shareholders.

The Investment Manager believes that a focus on these particular issues will both limit investment risks associated with Sustainability Risks, while contributing to a more responsible business approach that may potentially benefit performance. The application of the Fund's Sustainability Characteristics and exclusion policy (as detailed below) could result in performance that is better or worse than the performance of a similar fund, depending on the performance of the excluded investments and the investments included in place of such excluded investments.

At the Investment Manager's discretion, the Fund is permitted to make an investment without a written assessment on file at the time of purchase, as long as the Investment Manager believes the relevant security meets the Fund's binding requirements relating to Sustainability Characteristics and the written assessment is finalised shortly thereafter.

Selection of Sustainable Investments

While the Fund promotes Sustainability Characteristics at the portfolio level, the Fund is also committed to identifying and investing a proportion of its Net Asset Value in individual securities which have each been assessed as a Sustainable Investment.

The Investment Manager takes a holistic approach to the identification of these Sustainability Characteristics rather than focusing on one theme and, as such, the Sustainable Investments that the Fund intends to make are varied depending on the nature of particular investment. In selecting Sustainable Investments for the Fund, the Investment Manager will identify companies which positively contribute to identified Sustainability Characteristics, being one or more of:

- Affordable Housing
- Clean Energy
- Clean Water and Sanitation
- Diversity, Inclusion and Equality
- Economic Mobility and Community Development
- Education
- Efficient Production and Conservation
- Health and Wellness
- Sustainable Agriculture and Natural Resource Management
- Sustainable Finance
- Sustainable Technology Innovation

Impact of Sustainability Risks and PAIs

Together, the results of the Investment Manager's assessment on the Sustainability Characteristics of investee companies; the commitment to Sustainable Investments; the implementation of the requirements relating to Sustainability Characteristics and an exclusion policy (as detailed below) as part of the Investment Manager's investment process; and the Fund's participation in engagement with investee companies, are likely to diminish the impacts of Sustainability Risks on the returns, and improve the overall risk profile of the Fund.

The Manager (in conjunction with the Investment Manager) conducts an assessment of the principal adverse impacts of its investment decisions on Sustainability Characteristics across all of the holdings in the Fund where such data is available and reliable.

Further information is available in the Statement on the Due Diligence Policies of the Manager on the principal adverse impacts of Investment Decisions, available at: **https://www.brownadvisory.com/intl/ucits-legal-document-library**. In addition, information on PAIs on sustainability factors will be available in the annual report and audited financial statements of the Manager.

Exclusion Policy

In addition to gaining exposure to issuers that have an SBA, the Fund will limit its exposure to particular companies and industries. In addition to the Investment Manager's proprietary and qualitative analysis, the Investment Manager relies on a third-party provider to apply a rules-based screening process which seeks to identify companies that may have controversial business involvement, as determined by the Investment Manager.

Specifically, the Fund will exclude knowingly owning equity securities of companies:

- that violate the UNGC Principles or the OECD Guidelines for Multinational Enterprises; and/or
- that directly manufacture controversial weapons and their essential components (defined as blinding laser weapons, chemical and biological weapons, cluster munitions, incendiary weapons (white phosphorous), anti-personnel land mines, non- detectable fragments, nuclear weapons, and/or depleted uranium); and/or
- that conduct animal testing for non-medical purposes and do not exhibit strong ethical policies and practices; and/or
- involved in the cultivation and production of tobacco products; and/or
- with significant assets directly invested in conventional fossil fuel reserves.

The Fund also applies the following investment guidelines in respect of underlying issuers to ensure that a company will not be included if it knowingly has more than:

- 1% or more of its revenue from exploration, mining, extraction, distribution or refining of hard coal and lignite; and/or
- 10% or more of its revenue from exploration, extraction, distribution or refining of oil fuels; and/or
- 50% or more of its revenue from exploration, extraction, manufacture, or distribution of gaseous fuels; and/or

- 50% or more of its revenue from electricity generation with a GHG intensity of more than 100g CO2e/kWh; and/or
- 5% of its revenue derived directly from the manufacture of conventional weapons; and/or
- 5% of its revenue derived directly from alcohol products; and/or

- 5% of its revenue derived directly from adult entertainment; and/or
- 5% of its revenue derived directly from gambling.

As a result, the universe of investments available to the Fund will be more limited than that of funds that do not apply such exclusions.

In addition to the Fund's investment policies and exclusion policy stated above, the Investment Manager may adopt certain additional internal investment criteria which may further restrict Fund investments.

The Fund will avoid investments that severely negatively impact society or the environment, especially where there is no evidence of efforts to reduce the harm they contribute to. In assessing harm, the Investment Manager may consider available PAIs, controversial business exposure, controversies, and Sustainability Risk exposure and management practices.

Where an investee company is deemed to be doing significant harm to the environment or society, and due diligence (including engagement) with the company indicates that the harm is systemic, detractive from the Fund's investment, and the harm is unlikely to be mitigated, the Investment Manager will exit the position in a manner that the Investment Manager believes to be in the best interests of the Fund, taking account of such factors such as costs of dealing and ensuring the Fund is fully invested.

Taxonomy Regulation Disclosures

As required by Article 6 of the Taxonomy Regulation, the Fund must disclose that the "*do no significant harm*" principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this Fund do not take into account the EU criteria for environmentally sustainable economic activities.

As the investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities contained in the Taxonomy Regulation, the "*do no significant harm*" principle does not apply to any of the investments underlying the Fund.

Although the Fund promotes certain Sustainability Characteristics and commits to investing a proportion of its Net Asset Value in Sustainable Investments, the Fund does not commit to pursuing the environmental objectives contained in the Taxonomy Regulation as noted above. Accordingly, the Manager (in conjunction with the Investment Manager) does not collect or evaluate data directly related to the environmental objectives set out in the Taxonomy Regulation or on how and to what extent the investments in the Fund qualify as Taxonomy-Aligned Investments.

The Manager is also of the view that, given the investment strategy of the Fund, sufficiently complete and reliable data on the EU requirements are not available. Therefore, although the Fund may from time to time hold such investments, the minimum level within the Fund is 0%.

The Manager is keeping this situation under active review and where sufficient reliable, timely, and verifiable data on the Fund's investments become available, the Manager will provide the descriptions referred to above, in which case this Supplement will be updated.

Benchmark Index

The Fund uses the Comparator Benchmark to compare performance. The Fund is actively managed and is not constrained by any benchmark.

In its construction and method of calculation, the Comparator Benchmark does not take into account the Sustainability Characteristics described under **Promotion of Sustainability Characteristics** above

in a manner that is consistent with the Fund's approach towards the Sustainability Characteristics. Further information in respect of the methodology used for the calculation of the benchmark can be found **here**.

Financial Derivative Instruments

Subject to the Regulations and to the conditions and limits laid down by the Central Bank from time to time, the Fund may utilise FDIs. The Fund only intends to use forward FX contracts to hedge currency FX risks arising for Hedged Share Classes of the Fund. The leverage exposure of the Fund through the use of FDIs will not exceed 100% of the Fund's Net Asset Value, as measured using the commitment approach.

This should be read in conjunction with the sections of the Prospectus entitled **FUNDS – Use of FDI** and **RISK FACTORS** – **Currency Risk**.

Investment Restrictions

In addition to the investment restriction set out below, the general investment restrictions set out in the Prospectus under **FUNDS – Investment Restrictions** shall apply.

Investments made by the Fund in shares or units of CIS may not exceed, in aggregate, 10% of the Net Asset Value of the Fund. The CIS, in which the Fund invests, must be prohibited from investing more than 10% of their net assets, in aggregate, in CIS.

Borrowings

In accordance with the general provisions set out in the Prospectus under **FUNDS – Borrowing and Lending Powers**, the Fund may borrow up to 10% of its Net Asset Value on a temporary basis. It is not intended to borrow for leverage purposes.

The Manager operates a Risk Management Process on behalf of the Fund in relation to its use of FDIs, details of which are set out in the Prospectus under **Funds – Use of FDI** – *Risk Management*.

Risk Factors

Investment in the Fund carries with it a degree of risk including, but not limited to, the risk factors set out in the Prospectus under **RISK FACTORS**. These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making an application for Shares. There can be no assurance that the Fund will achieve its investment objective.

Key Information for Buying and Selling

Base Currency

U.S. Dollars.

Business Day

Any day (except Saturday or Sunday) on which the New York Stock Exchange is open, or such other day as the Directors may, with the consent of the Depositary, determine and notify to Shareholders in advance.

Dealing Day

Each Business Day.

Dealing Deadline

3.00 p.m. Irish Time on each Business Day.

Valuation Point

10.00 p.m. Irish Time on each Business Day.

Share Class Information

As of the date of this Supplement, the Share Classes listed in the tables below with a corresponding tick (✓) under **Subscription Open** are available for subscription in the Fund. Share Classes listed in the tables below with a corresponding check (✗) under Subscription Open are no longer available for subscription in the Fund. Investors seeking to invest in any other Classes as set out in the Prospectus under **SHARE CLASS INFORMATION** should contact the Investment Manager. Upon receipt of sufficient interest in any such Class, such a Class may be launched.

Class D Shares are offered to all investors but primarily intended for institutional investors that are able to meet the higher minimum investment and minimum shareholding requirements of Class D Shares.

Class F Shares are offered to all investors but primarily intended for investors outside of the United Kingdom that are able to meet the higher minimum investment and minimum shareholding requirements of Class F Shares.

The applicable Minimum Shareholding, Minimum Initial Investment Amount, and Minimum Additional Investment Amount for the Shares are as set out in the Prospectus under **SHARE CLASS INFORMATION**.

However, notwithstanding the foregoing, the applicable Minimum Shareholding, Minimum Initial Investment Amount and Minimum Additional Investment Amount for the Class D Shares and the Class F Shares are set out below:

Class	**Minimum Shareholding***	**Minimum Initial Investment Amount***	**Minimum Additional Investment Amount***
Dollar Class D Shares	$20,000,000	$20,000,000	N/A
Dollar Class F Shares	$10,000,000	$10,000,000	$2,500,000
Sterling Class F Shares	£10,000,000	£10,000,000	£2,500,000
Euro Class F Shares	€10,000,000	€10,000,000	€2,500,000
Singapore Dollar Class F Shares	S$10,000,000	S$10,000,000	S$2,500,000

* *(subject to the discretion of the Directors in each case to allow lesser amounts)*

Initial Offer Period / Initial Issue Price

In relation to the Share Classes listed in tables below with a corresponding tick (✓) under **Initial Offer Period Open**, the Initial Offer Period remains open and will close upon the earlier of: (i) the first investment by a Shareholder in such Class of Shares; or (ii) such earlier or later date as the Directors may determine and notify to the Central Bank.

Investors may apply to subscribe for such Shares during the Initial Offer Period at the Initial Issue Price for each Class. The Initial Issue Price for such Classes is as set out in the tables below under **Initial Issue Price**.

The Share Classes listed in the tables below with a corresponding check (✗) under **Initial Offer Period Open** are currently in issue and are available for subscription at prices calculated with reference to the Net Asset Value per Share, as indicated by "NAV" under **Initial Issue Price**.

After the Initial Offer Period, Shares will be continuously open for subscriptions on the relevant Dealing Day and the Issue Price shall be the Net Asset Value of the relevant Class of Shares on the relevant Dealing Day.

Class A Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class A Acc Shares	✓	✗	NAV
Dollar Class A Dis Shares	✓	✗	NAV
Sterling Class A Acc Shares	✓	✓	£10.00
Sterling Class A Acc H Shares	✓	✓	£10.00
Sterling Class A Dis Shares	✓	✗	NAV
Sterling Class A Dis H Shares	✓	✓	£10.00
Euro Class A Acc Shares	✓	✗	NAV
Euro Class A Acc H Shares	✓	✗	NAV
Euro Class A Dis Shares	✓	✓	€10.00
Euro Class A Dis H Shares	✓	✓	€10.00
Swiss Franc Class A Acc Shares	✓	✓	CHF10.00
Swiss Franc Class A Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis H Shares	✓	✓	CHF10.00

Class B Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class B Acc Shares	✓	✗	NAV
Dollar Class B Dis Shares	✓	✗	NAV
Sterling Class B Acc Shares	✓	✗	NAV
Sterling Class B Acc H Shares	✓	✗	NAV
Sterling Class B Dis Shares	✓	✗	NAV
Sterling Class B Dis H Shares	✓	✓	£10.00
Euro Class B Acc Shares	✓	✗	NAV

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Euro Class B Acc H Shares	✓	✗	NAV
Euro Class B Dis Shares	✓	✓	€10.00
Euro Class B Dis H Shares	✓	✗	NAV
Swiss Franc Class B Acc Shares	✓	✓	CHF10.00
Swiss Franc Class B Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis H Shares	✓	✓	CHF10.00

Class C Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class C Acc Shares	✓	✗	NAV
Dollar Class C Dis Shares	✓	✗	NAV
Sterling Class C Acc Shares	✓	✓	£10.00
Sterling Class C Acc H Shares	✓	✗	NAV
Sterling Class C Dis Shares	✓	✗	NAV
Sterling Class C Dis H Shares	✓	✓	£10.00
Euro Class C Acc Shares	✓	✓	€10.00
Euro Class C Acc H Shares	✓	✓	€10.00
Euro Class C Dis Shares	✓	✓	€10.00
Euro Class C Dis H Shares	✓	✓	€10.00

Class D Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class D Acc Shares	✓	✗	NAV

Class F Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class F Acc Shares	✓	✓	$10.00
Dollar Class F Dis Shares	✓	✓	$10.00
Sterling Class F Acc Shares	✓	✓	£10.00
Sterling Class F Acc H Shares	✓	✓	£10.00
Sterling Class F Dis Shares	✓	✓	£10.00
Sterling Class F Dis H Shares	✓	✓	£10.00
Euro Class F Acc Shares	✓	✓	€10.00
Euro Class F Acc H Shares	✓	✓	€10.00
Euro Class F Dis Shares	✓	✓	€10.00
Euro Class F Dis H Shares	✓	✓	€10.00
Singapore Dollar Class F Acc Shares	✓	✓	S$10.00

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Singapore Dollar Class F Acc H Shares	✓	✓	S$10.00
Singapore Dollar Class F Dis Shares	✓	✓	S$10.00
Singapore Dollar Class F Dis H Shares	✓	✓	S$10.00

Class J Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class J Acc Shares	✓	✗	NAV
Euro Class J Acc Shares	✓	✗	NAV

Class P Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class P Acc Shares	✓	✓	$10.00
Euro Class P Acc H Shares	✓	✓	€10.00

Class SI Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class SI Acc Shares	✓	✗	NAV
Dollar Class SI Dis Shares	✓	✗	NAV
Sterling Class SI Acc Shares	✓	✗	NAV
Sterling Class SI Acc H Shares	✓	✓	£10.00
Sterling Class SI Dis Shares	✓	✗	NAV
Sterling Class SI Dis H Shares	✓	✗	NAV
Euro Class SI Acc Shares	✓	✗	NAV
Euro Class SI Acc H Shares	✓	✗	NAV
Euro Class SI Dis Shares	✓	✓	€10.00
Euro Class SI Dis H Shares	✓	✓	$10.00
Swiss Franc Class SI Acc H Shares	✓	✓	CHF10.00

Settlement Date

In the case of applications, two (2) Business Days after the relevant Dealing Day.

In the case of repurchases, two (2) Business Days after the relevant Dealing Day (assuming the receipt of the relevant duly signed repurchase documentation including all relevant anti-money laundering documentation).

Preliminary Charge

Class A Shares and Class P Shares

If subscribing through a financial intermediary for Class A Shares or Class P Shares, a Preliminary Charge of up to 3% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Preliminary Charge is payable to financial intermediaries appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Preliminary Charge may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a financial intermediary from investors.

Class A Shares and Class P Shares (Italy Only)

If subscribing through a Distributor, bank, or financial intermediary based in Italy for Class A Shares or Class P Shares, an Entry Fee of up to 5% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Entry Fee is payable to Distributors, banks, and financial intermediaries based in Italy appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Entry Fee may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a Distributor, bank or financial intermediary from investors.

No Preliminary Charge or Entry Fee is payable in respect of Class A Shares or Class P Shares if subscribing directly into the Fund through the Administrator, whether subscribing from Italy or elsewhere.

There is no Preliminary Charge or Entry Fee payable for other Share Classes.

Repurchase Charge

1%.

The Repurchase Charge will only be charged in instances where there is a significant (typically in excess of 10%) net redemption or in the case of an investor engaging in excessive trading.

Swing Factor

Up to 0.50% of the Net Asset Value per Share on any Dealing Day.

Fees and Expenses

Investment Management Fee and Expense Limitation

The Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee not exceeding the amounts set out in the Prospectus under **FEES AND EXPENSES** (plus VAT, if any) per Share Class of the Net Asset Value of the Fund.

Such fee shall accrue and be calculated at each Valuation Point and be payable monthly in arrears. The Investment Manager may, at its absolute discretion, pay any portion of the investment management fee to any third party in any manner whatsoever, whether by rebate or otherwise. The Investment Manager shall also be entitled to be reimbursed out of the assets of the Fund for its properly vouched out-of-pocket costs and expenses in the performance of its duties.

The Investment Manager has committed to waive its investment management fee or reimburse the Fund's operating expenses, in order to keep the Fund's total operating expenses (excluding the fees of the Manager but including the fees and out of pocket expenses of the Administrator and the Depositary) from exceeding an annual rate of 0.25% of the daily Net Asset Value of the Fund. If annual operating costs are less than this amount, no reimbursement will be made by the Investment Manager, and the lower amount will be charged to the Fund.

Notwithstanding the foregoing and anything to the contrary in the Prospectus, the Investment Manager is entitled to receive out of the assets of the Fund an annual fee not exceeding the amounts set out below (plus VAT, if any) per Share Class of the Net Asset Value of the Fund, which shall be accrued and calculated in accordance with the procedures set out in the Prospectus under **FEES AND EXPENSES**:

Class D Shares	Up to 0.60%
Class F Shares	Up to 0.75%

Management Fee

The fees and expenses of the Manager are paid out of the assets of the Fund as set out in the Prospectus under **FEES AND EXPENSES**.

Administration Fee

The Administrator shall be entitled to receive out of the Net Asset Value of the Fund an annual fee, accrued and calculated at each Valuation Point and payable monthly in arrears at an annual rate which will not exceed 0.07% of the Net Asset Value of the Fund (plus VAT, if any) subject to an annual minimum fee which will not exceed US$48,000 and will also receive registration fees and transaction charges at normal commercial rates. The Administrator shall also be entitled to receive a monthly fee of up to US$500 per Share Class of the Fund launched (this fee will not be applied to the first two (2) Share Classes of the Fund launched by the Company) subject to an annual minimum fee for the Company which will not exceed US$10,000. The Administrator is entitled to be repaid all of its properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

Depositary Fee

The Depositary shall be entitled to receive an annual maximum fee of 0.03% per annum of the Net Asset Value of the Fund accrued at each Valuation Point and shall be payable monthly in arrears. The Depositary's fees are accrued at each Valuation Point, payable monthly in arrears, and subject to a minimum charge of US$25,000 per annum. The Depositary shall also be entitled to receive out of the assets of the Fund all agreed sub-custodian fees and expenses, transaction charges and cash service charges (all at normal commercial rates) and to recover properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

This section should be read in conjunction with the section entitled **FEES AND EXPENSES** in the Prospectus.

* * *

ANNEX II

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

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.

Product name: Brown Advisory US Sustainable Growth Fund (the "**Fund**")

Legal entity identifier: 635400YQDOEVKMPDS494

Environmental and/or social characteristics

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 **50%** 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**

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.

Words and expressions defined in the Prospectus of the Company and/or the Supplement relating to the Fund shall, unless the context appears otherwise, have the same meaning when used in this Annex.

What environmental and/or social characteristics are promoted by this financial product?

Environmental and social characteristics are promoted by investing in fundamentally strong companies that the Investment Manager assesses, on a qualitative basis, to have strong or improving Sustainability Characteristics while maintaining adequate risk management practices.

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

Specifically, the Investment Manager will identify companies that use sustainability strategies to add value for shareholders. The Investment Manager categorizes these characteristics as "Sustainable Business Advantages" or SBAs. The SBAs are detailed in the investment strategy section below. All companies in which the Fund invests must have at least one (1) identified SBA.

The Investment Manager believes that companies that have SBAs will promote one (1) or more of the following environmental or social characteristics:

- **Emissions Reduction**: companies with internal strategies to reduce emissions;
- **Resource Efficiency**: companies implementing efficient operations that reduce resource use; and/or
- **Positive Environmental or Social Outcomes**: companies with products or services that: (i) help customers to be more resource efficient; and/or (ii) help to solve sustainability challenges.

The Fund does not have Sustainable Investment as its objective but does commit to investing in Sustainable Investments.

No reference benchmark has been designated for the purpose of attaining the environmental or social characteristics.

What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

The sustainability indicators used to measure the environmental or social characteristics of the Fund are:

- **Emissions Reduction**:
  - weighted-average greenhouse gas emissions intensity of the Fund's investee companies in terms of the Greenhouse Gas Protocol's definition of Scope 1 emissions (direct emissions owned or controlled by a company) and Scope 2 emissions (emissions that a company causes indirectly and come from where the energy it purchases and uses is produced); and
  - the percentage of the Fund with an emissions reduction target.

- **Resource Efficiency**:
  - the percentage of the Fund the Investment Manager has identified to be resource efficient.

- **Positive Environmental or Social Outcomes**:
  - the percentage of the Fund the Investment Manager has identified to have products or services that: (i) help customers to be more resource efficient, and/or (ii) help to solve sustainability challenges.

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 Investment Manager takes a holistic approach to the identification of these Sustainability Characteristics rather than focusing on one theme and, as such, the Sustainable Investments that the Fund intends to make are varied depending on the nature of particular investment.

Through the application of the Investment Manager's process, the Fund's Sustainable Investments are expected to contribute to the sustainable objectives of climate transition and climate mitigation, or more general sustainable objectives. This will be achieved by identifying companies which positively contribute to identified sustainability themes, being one or more of:

- Affordable Housing
- Clean Energy
- Clean Water and Sanitation
- Diversity, Inclusion and Equality
- Economic Mobility and Community Development
- Education
- Efficient Production and Conservation
- Health and Wellness
- Sustainable Agriculture and Natural Resource Management
- Sustainable Finance
- Sustainable Technology Innovation

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?

Companies cannot be considered to be Sustainable Investments unless they have been assessed to not be causing significant harm to long-term sustainability objectives.

The Investment Manager's assessment process includes:

- The implementation of the Investment Manager's in-house, bottom-up research that uses qualitative and quantitative data to assess a company's performance on a variety of sustainable investment risk indicators, as detailed below.

- The review of all available mandatory PAIs (as set out in Annex I of the SFDR).

- Compliance with the Fund's exclusion policy: Specifically, the Fund will exclude knowingly owning equity securities of companies:
  - that violate the UNGC Principles or the OECD Guidelines for Multinational Enterprises; and/or
  - that directly manufacture controversial weapons and their essential components (defined as blinding laser weapons, chemical and biological weapons, cluster munitions, incendiary weapons (white phosphorous), anti-personnel land mines, non- detectable fragments, nuclear weapons, and/or depleted uranium); and/or
  - that conduct animal testing for non-medical purposes and do not exhibit strong ethical policies and practices; and/or
  - involved in the cultivation and production of tobacco products; and/or
  - with significant assets directly invested in conventional fossil fuel reserves.
- The Fund also applies the following investment guidelines in respect of underlying issuers to ensure that a company will not be included if it knowingly has more than:

  - 1% or more of its revenue from exploration, mining, extraction, distribution or refining of hard coal and lignite; and/or
  - 10% or more of its revenue from exploration, extraction, distribution or refining of oil fuels; and/or
  - 50% or more of its revenue from exploration, extraction, manufacture, or distribution of gaseous fuels; and/or

- 50% or more of its revenue from electricity generation with a GHG intensity of more than 100g CO2e/kWh; and/or
- 5% of its revenue derived directly from the manufacture of conventional weapons; and/or
- 5% of its revenue derived directly from alcohol products; and/or
- 5% of its revenue derived directly from adult entertainment; and/or
- 5% of its revenue derived directly from gambling.

Where an investee company is deemed to be doing significant harm to the environment or society, and due diligence (including engagement) with the company indicates that the harm is systemic, detractive from the Fund's investment, and the harm is unlikely to be mitigated, the Investment Manager will exit the position in a manner that the Investment Manager believes to be in the best interests of the Fund, taking account of such factors such as costs of dealing and ensuring the Fund is fully invested.

How have the indicators for adverse impacts on sustainability factors been taken into account?

The Investment Manager will consider adverse impacts within its broader assessment of the Sustainability Characteristics of a company. The Investment Manager uses in-house, bottom-up research that uses qualitative and quantitative data to assess a company's risk management profile, which includes PAI Indicators.

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

An assessment of a company's alignment with the OECD Guidelines and UN Guiding Principles is included in the Fund's sustainable investment research assessment. The Fund considers a company to be aligned with these Guidelines and Principles when it has not been involved in significant human rights controversies that are systemic, detractive from the Fund's investment, and where the harm resulting from the controversy is unlikely to be mitigated within the Fund's investment horizon.

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 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?

X

Yes, the Fund also considers PAIs at a portfolio level as part of the broader assessment process where data is available and reliable. PAIs are not more significant than other factors in the investment due diligence process.

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, anti-corruption and anti-bribery matters.

The Fund believes that the following PAIs, if unmanaged, may cause harm to long-term performance. Therefore, the Fund expects exposure to the following PAIs to be limited over time:

- GHG emissions (PAI 1-3, Table 1)
- Violations of the UNGC Principles and OECD Guidelines for Multinational Enterprises (PAI 10, Table 1)
- Board gender diversity (PAI 13, Table 1)
- Exposure to controversial weapons (PAI 14, Table 1)

No

What investment strategy does this financial product follow?

The Fund's investment strategy is an actively managed long-only equity strategy that seeks to achieve capital growth and competitive, risk-adjusted returns through a concentrated portfolio of companies that the Investment Manager believes offer durable fundamental strengths, sustainable competitive advantages, and compelling valuations.

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

The Investment Manager seeks companies that possess one (1) or more SBA. There are three ways companies can use SBAs to improve their financial position:

1. Revenue Growth: attracting or retaining business through the sustainable attributes of its offerings, or helping customers solve challenging sustainability issues.
2. Cost Improvements: improving margins from efficient operations, risk mitigation or other measures that increase productivity while using less resources.
3. Enhanced Franchise Value: improving customer loyalty, attracting and retaining top talent, growing faster or taking market share through sustainable commitments and/or positive societal impact.

The strategy also will identify Sustainable Investments, investing at least 50% of the Fund in companies that positively contribute to identified sustainability outcomes, being one or more of:

- Affordable Housing
- Clean Energy
- Clean Water and Sanitation
- Diversity, Inclusion and Equality
- Economic Mobility and Community Development
- Education

- Efficient Production and Conservation
- Health and Wellness
- Sustainable Agriculture and Natural Resource Management
- Sustainable Finance
- Sustainable Technology Innovation

- ***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 Investment Manager will conduct a sustainable investment research assessment for every company in the Fund, based on qualitative and/or quantitative information and relying on a combination of internal research or third-party data, comprising an assessment of opportunities, risks and governance.

All companies must possess at least one (1) SBA as described above. The determination of whether a company has demonstrable SBA is made by the Investment Manager based on a variety of quantitative and qualitative information.

The Fund is also bound by its exclusion policy (as detailed above) and its commitment to investments in Sustainable Investments.

- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

No process is undertaken to reduce the size of the investable universe.

- ***What is the policy to assess good governance practices of the investee companies?***

All companies added to the portfolio are analysed according to a variety of applicable governance factors. This analysis forms part of the Fund's general sustainability analysis. Applicable governance factors are:

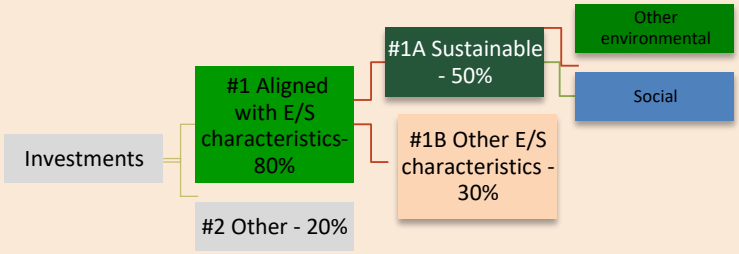
Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

- ownership and control
- board and management composition and structure
- employee relations
- tax transparency
- remuneration practices
- shareholder rights
- accounting practices
- transparency and disclosure
- business ethics.

What is the asset allocation planned for this financial product?

At least 80% of the Net Asset Value of the Fund will be assessed and determined to promote environmental and social characteristics. In addition, a minimum of 50% of the Fund's Net Asset Value will be in companies that have been determined to be Sustainable Investments.

Asset allocation describes the share of investments in specific assets.



#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 other investments and instruments of the Fund that cannot be aligned with the environmental and/or social characteristics of the Fund. These can include, for example, cash that has not yet been allocated to an investment or that is used for liquidity or hedging purposes, or companies that have not been determined to be aligned with the environmental and/or social characteristics promoted by the Fund.

Minimum environmental and social safeguards set in exclusion criteria relating to global norms and activity-based screening still apply to the underlying securities.

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.

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

***How does the use of derivatives attain the environmental or social characteristics promoted by the financial product*?**

Not applicable.

Enabling activities directly enable other activities to make a substantial contribution to an environmental objective.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

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.

The Investment Manager does not currently commit to investing in Taxonomy-Aligned Investments and, as such, does not collect or evaluate data on the environmental objective(s) set out in Article 9 of the Taxonomy Regulation on how and to what extent the investments in the Fund are in Taxonomy-Aligned Investments. Therefore, although the Fund may from time to time hold such investments, the minimum level within the Fund is 0%.

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.

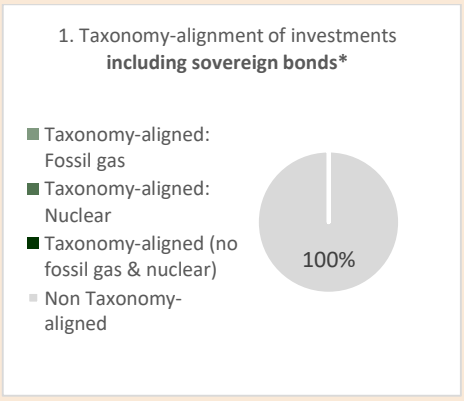
Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?[1]

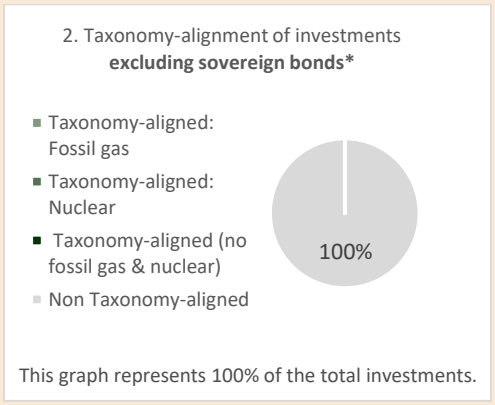
☐ Yes:

☐ In fossil gas ☐ In nuclear energy

☒ No

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.





**** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.***

What is the minimum share of investments in transitional and enabling activities?

Not applicable.

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentaly sustainable economic activities under the EU Taxonomy.

What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

0%. The Sustainable Investments in the Fund may have an environmental, social or both an environmental and social objective. The Fund does not set a threshold requirements for these.

What is the minimum share of socially sustainable investments?

0%. The Sustainable Investments in the Fund may have an environmental, social or both an environmental and social objective. The Fund does not set a threshold requirements for these.

[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 investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments under "#2 Other" may include other investments that have not been determined to be aligned with the environmental and/or social characteristics of the Fund. For such investments, the Investment Manager will still apply the exclusions set out in the Fund's exclusion policy (as detailed in the Supplement) and the binding requirements relating to Sustainability Characteristics.

Any cash that the Fund may not yet have allocated to an investment or for liquidity or hedging purposes will also be included under '#2 Other'.

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, the Fund does not use a reference benchmark to determine whether the financial product is aligned with the environmental and/or social characteristics it promotes.

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:

https://www.brownadvisory.com/intl/ucits-legal-document-library

Brown Advisory US Mid-Cap Growth Fund

Supplement No. 9 dated 30 April 2025 to the Prospectus of the Company dated 30 April 2025 for Brown Advisory Funds plc

This Supplement contains specific information in relation to Brown Advisory US Mid-Cap Growth Fund (the "**Fund**"), a fund of Brown Advisory Funds plc (the "**Company**") an umbrella type open-ended investment company with variable capital and segregated liability between funds, governed by the laws of Ireland and authorised by the Central Bank of Ireland (the **"Central Bank**").

This Supplement forms part of and should be read in conjunction with the Prospectus of the Company dated 30 April 2025.

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

The Investment Manager has determined that the Fund is an Article 8 Fund.

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

Dated: 30 April 2025

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Definitions

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

"Comparator Benchmark"	for the purposes of this Supplement, the Russell Midcap® Growth Net Index; and
"Russell Midcap® Growth Net Index"	the Russell Midcap® Growth Net Index provided by FTSE Russell which measures the performance of mid-capitalisation growth sectors of the U.S. equity market.

Investment Objective and Policies

Investment Objective

The objective of the Fund is to achieve capital appreciation by investing primarily in U.S. equities.

Investment Policies

The Fund invests at least 80% of its net assets in equity securities of mid-cap U.S. companies. The Fund seeks to invest primarily in mid-size companies with above average growth prospects and which are listed or traded on the U.S. markets and exchanges listed in Appendix I of the Prospectus. Mid-cap companies are companies whose market capitalisations are equal to or more than $1.5 billion at the time the Fund purchases the issuer's securities ("**Market Capitalisation Range**"). The Fund may invest in US Rule 144A Securities, preferred stock, common stock, ADR and GDR, U.S. treasury bills, fixed and/or floating rate U.S. government securities, Money Market Instruments, and ancillary liquid assets subject to the limits set out in the Prospectus. The Fund may also hold PIPEs and warrants (subject to a limit of 5%) which are typically received as a result of corporate action or restructuring. With the exception of permitted investment in unlisted securities, investment by the Fund is restricted to the markets and exchanges listed in Appendix I of the Prospectus.

The Fund also promotes certain Sustainability Characteristics through its investment selection and ongoing monitoring processes, as described under **Promotion of Sustainability Characteristics**. The Fund focuses on the promotion of such characteristics at a portfolio level and does not commit to making Sustainable Investments.

Profile of a Typical Investor and Target Market Identification

The Fund is suitable for any investor (institutional and, unless prohibited by the rules of a particular jurisdiction, retail) seeking to achieve capital appreciation over the long term (*i.e*., greater than five (5) years) by investing in a diversified portfolio consisting primarily of equity securities.

Investors should desire that Sustainability Characteristics be considered as part of the Fund's investment due diligence process. The Fund invests primarily in equities as described above, so investors should consider an investment in the Fund as medium to high risk.

The Fund is categorised as a non-complex UCITS fund vehicle. This Fund is appropriate for all investors (retail, professional clients, and eligible counterparties) with a basic knowledge of the capital markets who seek to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) as a core component of a portfolio of investments. Investors should be prepared to bear losses and may not get back the original investment amount. The Fund may not be compatible for investors outside the target market or those that are not able to bear all losses with respect to their investment. The Fund is available through all distribution channels (*e.g.*, investment advice, portfolio management, non-advised sales,

and pure execution services).

Investment Manager's Investment Process

The Investment Manager's bottom-up research process analyses the fundamental and sustainability characteristics of its investments.

The Investment Manager believes that when executed successfully, this investment approach can achieve the investment objective of the Fund.

Purchasing Portfolio Securities

The Investment Manager begins by identifying a universe of mid-cap growth companies within the Market Capitalisation Range. From these companies, the Investment Manager uses in-house research and other third-party sources of information to select those companies it believes have the potential to grow earnings at an above average rate annually. The Investment Manager then performs an in-depth analysis of the companies' fundamentals to identify those that have:

- substantial business opportunities relative to their operating history and size. These opportunities may arise from addressing large and fragmented markets or markets that are growing at rapid rates. In addition, the company's ability to innovate may help create new markets for its products or services;
- proprietary products, services or distribution systems that provide the company with a competitive edge;
- management that demonstrates a "growth mentality" and a plan that the Investment Manager can clearly understand, monitor and evaluate; and
- attractively priced securities compared to their growth potential.

Selling Portfolio Securities

The Investment Manager monitors the companies in the Fund's portfolio to determine if there have been any fundamental changes in the companies. The Investment Manager may sell a security if it believes:

- the security subsequently fails to meet the Investment Manager's criteria for purchasing portfolio securities or investment thesis;
- a more attractively priced security is found or if funds are needed for other purposes such as to meet redemption requests; and/or
- the security becomes overvalued relative to the long-term expectation for the security price.

Promotion of Sustainability Characteristics

The Investment Manager's research process includes an assessment of Sustainability Characteristics and Sustainability Risks for every company in the Fund, with the aim of protecting the financial performance of the Fund by identifying companies that, overall, approach sustainability issues in a responsible manner while also avoiding those companies exposed to material Sustainability Risks.

This research is fully integrated into the Investment Manager's investment process and is provided through a combination of in-house expertise and/or third-party providers.

The research approach is based on a qualitative assessment of each security across a broad range of factors, but will contain certain quantitative elements. The purpose of this assessment is to ensure that the Fund is investing in companies which, overall, approach sustainability issues in a responsible manner. The Investment Manager will avoid those companies that it believes to either be failing to manage Sustainability Risks or to not have in place appropriate mitigants or plans to secure an improved

position with respect to Sustainability Risks. The Fund may invest in a company that is exposed to legacy material Sustainability Risks or that is lagging in management of Sustainability Risks. However, the Investment Manager will seek to find evidence of a positive Sustainability Risk-management trajectory, which it will document before making an investment.

The Fund does not focus on any one particular sustainability issue, instead identifying companies which satisfy a more holistic assessment, using qualitative and/or quantitative analysis.

While the Investment Manager's holistic approach means that a wide variety of Sustainability Characteristics and Sustainability Risks are considered, the following Sustainability Characteristics are promoted by the Fund:

- **Environmental**: good management of greenhouse gas emissions and appropriate structures and expertise to mitigate material environmental risks;

- **Social**: good human capital management, with a focus on the promotion of diversity at the board level and a track record of mitigating human rights related risks at the company and in the supply chain. . These characteristics may be monitored through any one or more of: an assessment of supply chain policies and audit practices; board, management and employee diversity; and compliance with global standards (*e.g.*, the UNGC Principles). This investment selection process may lead to the exclusion of companies with poor working conditions and/or high employee turnover relative to peers given the risks that the Investment Manager believes these characteristics may present to the investment thesis.

With regards to the governance of the Fund's investee companies, the Investment Manager will seek quality and established management teams that have formalised governance structures. Indicators that are considered in this analysis include, though are not limited to, any one or more of the following: board and committee composition and structure in terms of expertise and diversity; shareholder rights provisions; business ethics and compensation packages. The Fund will engage, through proxy voting and other mechanisms, to vocalise the importance of appropriate incentives (*e.g.*, compensation) to enable long-term performance. This investment selection process may lead to the exclusion of companies where the Investment Manager determines that governance structures are inappropriate, such as a lack of alignment with long-term shareholders.

The Investment Manager believes that a focus on these particular indicators will both limit investment risks associated with Sustainability Risks, while contributing to a more responsible business approach that may potentially benefit performance. The application of the Fund's Sustainability Characteristics and **Exclusion Policy** (see below) could result in performance that is better or worse than the performance of a similar fund, depending on the performance of the excluded investments and the investments included in place of such excluded investments.

At the Investment Manager's discretion, the Fund is permitted to make an investment without a written assessment on file at the time of purchase, as long as the Investment Manager believes the relevant security meets the Fund's binding requirements relating to Sustainability Characteristics and the written assessment is finalised shortly thereafter.

If, through the research process, a company is flagged as having significant exposure to potentially material Sustainability Risks, the Investment Manager will conduct further due diligence, which may include engagement with the company, to ensure that it has an accurate understanding of the way the company manages such Sustainability Risks. In determining whether or not to invest based upon these principles, the Investment Manager may use third-party data to assess relevant exposures. The Investment Manager is permitted to invest in a security if it determines the security has an acceptable

Sustainability Risk profile notwithstanding contrary third-party data or third-party recommendations.

Exclusion Policy

The Fund also takes a qualitative and quantitative approach to its exclusion policy.

The Fund has adopted the following binding restrictions and will not invest in companies that:

- manufacture whole controversial weapons systems, including cluster munitions, land mines, biological weapons, and/or chemical weapons;
- defy the UNGC Principles; and/or
- derive more than 5% consolidated annual revenue from tobacco production.

As a result, the universe of investments available to the Fund will be more limited than that of funds that do not apply such exclusions.

The Investment Manager applies a qualitative approach to the remaining investment universe.

In addition to the Fund's **Investment Policies and Investment Restrictions** described above, the Investment Manager may adopt certain additional internal investment criteria which may further restrict the Fund's investments, such as evolving internal Investment Manager policies limiting or prohibiting investments in businesses that engage in certain types of weapons manufacturing, natural resource activities or are identified as failing to meet certain criteria put forth by the United Nations or other global organisations.

Impact of Sustainability Risks and PAIs

Together, the results of the Investment Manager's assessment on the Sustainability Characteristics of the companies in which the Fund invests; the implementation of the binding and exclusionary criteria (outlined above) as part of the Investment Manager's investment process; and the Fund's participation in engagement with investee companies, are likely to diminish the impacts of Sustainability Risks on the returns, and improve the overall risk profile, of the Fund.

The Manager (in conjunction with the Investment Manager) conducts an assessment of the PAIs of its investment decisions on Sustainability Characteristics across all of the holdings in the Fund where such data is available and reliable. Further information is available in the "*Statement on the Due Diligence Policies of the Manager on the Principal Adverse Impacts of Investment Decisions*", available at: **https://www.brownadvisory.com/intl/ucits-legal-document-library**. In addition, information on PAIs on sustainability factors will be available in the annual report and audited financial statements of the Manager.

Taxonomy Regulation Disclosures

As required by Article 6 of the Taxonomy Regulation, the Fund must disclose that the "*do no significant harm*" principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this Fund do not take into account the EU criteria for environmentally sustainable economic activities.

As the investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities contained in the Taxonomy Regulation, the "*do no significant harm*"

principle does not apply to any of the investments underlying the Fund.

Although the Fund promotes certain environmental characteristics, the Fund does not commit to making Sustainable Investments or to pursuing the environmental objectives contained in the Taxonomy Regulation. Accordingly, the Manager (in conjunction with the Investment Manager) has determined that 0% of the investments underlying the Fund will be in Taxonomy-Aligned Investments.

Benchmark Index

The Fund uses the Comparator Benchmark to compare performance. The Fund is actively managed and is not constrained by any benchmark.

In its construction and method of calculation, the Comparator Benchmark does not take into account the Sustainability Characteristics described under **Promotion of Sustainability Characteristics** above in a manner that is consistent with the Fund's approach towards the Sustainability Characteristics. Further information in respect of the methodology used for the calculation of the benchmark can be found **here**.

Financial Derivative Instruments

Subject to the Regulations and to the conditions and limits laid down by the Central Bank from time to time, the Fund may utilise FDIs. The Fund only intends to use forward FX contracts to hedge currency FX risks arising for Hedged Share Classes of the Fund. The leverage exposure of the Fund through the use of FDIs will not exceed 100% of the Fund's Net Asset Value, as measured using the commitment approach.

This should be read in conjunction with the sections of the Prospectus entitled **FUNDS** – **Use of FDI** and **RISK FACTORS** – **Currency Risk**.

Investment Restrictions

In addition to the investment restriction set out below, the general investment restrictions set out in the Prospectus under **FUNDS – Investment Restrictions** shall apply.

Investments made by the Fund in shares or units of a CIS may not exceed, in aggregate, 10% of the Net Asset Value of the Fund. The CIS, in which the Fund invests, must be prohibited from investing more than 10% of their net assets, in aggregate, in CIS.

Borrowing

In accordance with the general provisions set out in the Prospectus under **FUNDS – Borrowing and Lending Powers**, the Fund may borrow up to 10% of its Net Asset Value on a temporary basis. It is not intended to borrow for leverage purposes.

The Manager operates a Risk Management Process on behalf of the Fund in relation to its use of FDIs, details of which are set out in the Prospectus under **FUNDS – Use of FDI** – *Risk Management*.

Risk Factors

Investment in the Fund carries with it a degree of risk including, but not limited to, the risk factors set out in the Prospectus under **RISK FACTORS**. These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making an application for Shares. There can be no assurance that the Fund will achieve its investment objective.

Dividend Policy

Details of the dividend policy for the Fund are set out in the Prospectus under **SHARE CLASS INFORMATION**.

Key Information for Buying and Selling

Base Currency

U.S. Dollars.

Business Day

Any day (except Saturday or Sunday) on which the New York Stock Exchange is open, or such other day as the Directors may, with the consent of the Depositary, determine and notify to Shareholders in advance.

Dealing Day

Each Business Day.

Dealing Deadline

3.00 p.m. Irish Time on each Business Day.

Valuation Point

10.00 p.m. Irish Time on each Business Day.

Share Class Information

As of the date of this Supplement, the Share Classes listed in the tables below with a corresponding tick (✓) under **Subscription Open** are available for subscription in the Fund. Share Classes listed in the tables below with a corresponding check (✗) under **Subscription Open** are no longer available for subscription in the Fund. Investors seeking to invest in any other Classes as set out in the Prospectus under **SHARE CLASS INFORMATION** should contact the Investment Manager. Upon receipt of sufficient interest in any such Class, such a Class may be launched.

The applicable Minimum Shareholding, Minimum Initial Investment Amount, and Minimum Additional Investment Amount for the Shares are set as out in the Prospectus under **SHARE CLASS INFORMATION**.

Initial Offer Period / Initial Issue Price

In relation to the Share Classes listed in tables below with a corresponding tick (✓) under **Initial Offer Period Open**, the Initial Offer Period remains open and will close upon the earlier of: (i) the first investment by a Shareholder in such Class of Shares; or (ii) such earlier or later date as the Directors may determine and notify to the Central Bank.

Investors may apply to subscribe for such Shares during the Initial Offer Period at the Initial Issue Price for each Class. The Initial Issue Price for such Classes is as set out in the tables below under **Initial Issue Price**.

The Share Classes listed in the tables below with a corresponding check (✗) under **Initial Offer Period Open** are currently in issue and are available for subscription at prices calculated with reference to the Net Asset Value per Share, as indicated by “NAV” under **Initial Issue Price**.

After the Initial Offer Period, Shares will be continuously open for subscriptions on the relevant Dealing Day and the Issue Price shall be the Net Asset Value of the relevant Class of Shares on the relevant Dealing Day.

Class A Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class A Acc Shares	✓	✗	NAV
Dollar Class A Dis Shares	✓	✓	$10.00
Sterling Class A Acc Shares	✓	✓	£10.00
Sterling Class A Acc H Shares	✓	✓	£10.00
Sterling Class A Dis Shares	✓	✓	£10.00
Sterling Class A Dis H Shares	✓	✓	£10.00
Euro Class A Acc Shares	✓	✓	€10.00
Euro Class A Acc H Shares	✓	✓	€10.00
Euro Class A Dis Shares	✓	✓	€10.00
Euro Class A Dis H Shares	✓	✓	€10.00
Swiss Franc Class A Acc Shares	✓	✓	CHF10.00
Swiss Franc Class A Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis H Shares	✓	✓	CHF10.00

Class B Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class B Acc Shares	✓	✗	NAV
Dollar Class B Dis Shares	✓	✓	$10.00
Sterling Class B Acc Shares	✓	✗	NAV
Sterling Class B Acc H Shares	✓	✗	NAV
Sterling Class B Dis Shares	✓	✓	£10.00
Sterling Class B Dis H Shares	✓	✓	£10.00
Euro Class B Acc Shares	✓	✗	NAV
Euro Class B Acc H Shares	✓	✓	€10.00
Euro Class B Dis Shares	✓	✓	€10.00
Euro Class B Dis H Shares	✓	✓	€10.00
Swiss Franc Class B Acc Shares	✓	✓	CHF10.00
Swiss Franc Class B Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis H Shares	✓	✓	CHF10.00

Class C Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class C Acc Shares	✓	✗	NAV
Dollar Class C Dis Shares	✓	✗	NAV
Sterling Class C Acc Shares	✓	✗	NAV
Sterling Class C Acc H Shares	✓	✗	NAV

Class J Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class J Acc Shares	✓	X	NAV

Class P Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class P Acc Shares	✓	✓	$10.00
Euro Class P Acc H Shares	✓	✓	€10.00

Class SI Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class SI Acc Shares	✓	✓	$10.00
Dollar Class SI Dis Shares	✓	✓	$10.00
Sterling Class SI Acc Shares	✓	✓	£10.00
Sterling Class SI Acc H Shares	✓	✓	£10.00
Sterling Class SI Dis Shares	✓	✓	£10.00
Sterling Class SI Dis H Shares	✓	✓	£10.00
Euro Class SI Acc Shares	✓	✓	€10.00
Euro Class SI Acc H Shares	✓	✓	€10.00
Euro Class SI Dis Shares	✓	✓	€10.00
Euro Class SI Dis H Shares	✓	✓	€10.00

Settlement Date

In the case of applications, two (2) Business Days after the relevant Dealing Day.

In the case of repurchases, two (2) Business Days after the relevant Dealing Day (assuming the receipt of the relevant duly signed repurchase documentation including all relevant anti-money laundering documentation).

Preliminary Charge

Class A Shares and Class P Shares

If subscribing through a financial intermediary for Class A Shares or Class P Shares, a Preliminary Charge of up to 3% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Preliminary Charge is payable to financial intermediaries appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Preliminary Charge may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a financial intermediary from investors.

Class A Shares and Class P Shares (Italy only)

If subscribing through a Distributor, bank, or financial intermediary based in Italy for Class A Shares or Class P Shares, an Entry Fee of up to 5% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Entry Fee is payable to Distributors, banks, and financial intermediaries based in Italy appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Entry Fee may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a Distributor, bank, or financial intermediary from investors.

No Preliminary Charge or Entry Fee is payable in respect of Class A Shares or Class P Shares if subscribing directly into the Fund through the Administrator, whether subscribing from Italy or elsewhere.

There is no Preliminary Charge or Entry Fee payable for other Share Classes.

Repurchase Charge

1%.

The Repurchase Charge will only be charged in instances where there is a significant (typically in excess of 10%) net redemption or in the case of an investor engaging in excessive trading.

Swing Factor

Up to 0.50% of the Net Asset Value per Share on any Dealing Day.

Fees and Expenses

Investment Management Fee and Expense Limitation

The Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee not exceeding the amounts set out in the Prospectus under **FEES AND EXPENSES** (plus VAT, if any) per Share Class of the Net Asset Value of the Fund.

Such fee shall accrue and be calculated at each Valuation Point and be payable monthly in arrears. The Investment Manager may, at its absolute discretion, pay any portion of the investment management fee to any third party in any manner whatsoever, whether by rebate or otherwise. The Investment Manager shall also be entitled to be reimbursed out of the assets of the Fund for its properly vouched out-of-pocket costs and expenses in the performance of its duties.

The Investment Manager has committed to waive its investment management fee or reimburse the Fund's operating expenses, in order to keep the Fund's total operating expenses (excluding the fees of the Manager but including the fees and out of pocket expenses of the Administrator and the Depositary) from exceeding an annual rate of 0.25% of the daily Net Asset Value of the Fund. If annual operating costs are less than this amount, no reimbursement will be made by the Investment Manager, and the lower amount will be charged to the Fund.

Management Fee

The fees and expenses of the Manager are paid out of the assets of the Fund as set out in the Prospectus under **FEES AND EXPENSES**.

Administration Fee

The Administrator shall be entitled to receive out of the Net Asset Value of the Fund an annual fee, accrued and calculated at each Valuation Point and payable monthly in arrears at an annual rate which will not exceed 0.07% of the Net Asset Value of the Fund (plus VAT, if any) subject to an annual minimum fee which will not exceed US$48,000 and will also receive registration fees and transaction charges at normal commercial rates. The Administrator shall also be entitled to receive a monthly fee of up to US$500 per Share Class of the Fund launched (this fee will not be applied to the first two Share Classes of the Fund launched by the Company) subject to an annual minimum fee for the Company

which will not exceed US$10,000. The Administrator is entitled to be repaid all of its properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

Depositary Fee

The Depositary shall be entitled to receive an annual maximum fee of 0.03% per annum of the Net Asset Value of the Fund accrued at each Valuation Point and shall be payable monthly in arrears. The Depositary's fees are accrued at each Valuation Point, payable monthly in arrears, and subject to a minimum charge of US$25,000 per annum. The Depositary shall also be entitled to receive out of the assets of the Fund all agreed sub-custodian fees and expenses, transaction charges and cash service charges (all at normal commercial rates) and to recover properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

This section should be read in conjunction with the section in the Prospectus entitled **FEES AND EXPENSES**.

* * *

ANNEX II

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: Brown Advisory US Mid-Cap Growth Fund (the "**Fund**")

Legal entity identifier: 635400WCNXNXYKVRA844

Environmental and/or social characteristics

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**

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.

Words and expressions defined in the Prospectus of the Company and/or the Supplement relating to the Fund shall, unless the context appears otherwise, have the same meaning when used in this Annex.

What environmental and/or social characteristics are promoted by this financial product?

The Fund will invest in companies that the Investment Manager considers to have an overall positive assessment, covering a range of Sustainability Characteristics and Sustainability Risks. This assessment is based on either third-party research or the Investment Manager's research on Sustainability Characteristics. While the Investment Manager's holistic approach means that a wide variety of Sustainability Characteristics

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

and Sustainability Risks are considered, the following Sustainability Characteristics are promoted by the Fund:

Environmental Characteristics:

- good management of greenhouse gas emissions; and
- appropriate structures and expertise to mitigate potential environmental risks.

Social Characteristics:

- good human capital management, including a focus on the promotion of diversity at the board level; and
- a track record of mitigating human rights related risks at the company and in the supply chain.

The Investment Manager believes that a focus on these particular characteristics will both limit business risks while contributing to a more responsible business approach.

What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

Environmental and social characteristics are measured by the following indicators:

- *Overall responsible management of environment and social characteristics:*
  - the percentage of the Fund's investee companies with a sustainability assessment indicating a positive approach to environmental and social issues overall.

- *Environmental characteristics:*

  - weighted-average greenhouse gas emissions intensity of the Fund's investee companies in terms of the Greenhouse Gas Protocol's definition of Scope 1 emissions (direct emissions owned or controlled by a company) and Scope 2 emissions (emissions that a company causes indirectly and come from where the energy it purchases and uses is produced).

- *Social characteristics:*

  - weighted-average percentage of women on the board of the Fund's investee companies; and
  - the percentage of the Fund's investee companies that comply with the United Nations Global Compact.

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, anti-corruption and anti-bribery matters.

The indicators above are not exhaustive and are analysed to the extent disclosure and data are available.

Does this financial product consider principal adverse impacts on sustainability factors?

Yes, the Fund considers PAI Indicators as part of its due diligence process where data is available and reliable. PAI Indicators are no more significant than other factors in the investment due diligence process.

The Fund aims to minimise exposure to the following PAIs:

- Violations of the UNGC Principles and OECD Guidelines for Multinational

Enterprises (PAI 10, Table 1)

- Exposure to controversial weapons (PAI 14, Table 1).

Save with regard to the exclusions applied by the Fund, no specific thresholds are set for how a company or the overall Fund must perform on a specific PAI indicator.

☐ 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 seeks to harness the power of compounding to produce attractive risk-adjusted returns over a full market cycle. The Fund seeks to achieve this objective through investing in approximately 50-80 small- and mid-cap companies that could grow their enterprise values significantly over the next several years. The Investment Manager believes these "compounders" possess similar characteristics we call the "3Gs"– durable Growth, sound Governance, and scalable Go-to-market strategies. The Investment Manager believe investors can earn superior returns by buying companies that express these traits at reasonable prices and holding them for years. This philosophy generally leads the Fund to invest in higher-quality, less-cyclical businesses uncovered through the Investment Manager's team's deep fundamental research which includes the consideration of Sustainability Characteristics.

In addition to that diligence, the Investment Manager strives to mitigate risk through the Investment Manager's valuation sensitivity, appropriate portfolio diversification, and by employing a structured sell discipline.

The Investment Manager oversees a research process that will examine individual securities to drive performance. This research process includes the consideration of sustainability information, using internal and/or external data, to identify companies that approach environmental and social issues in a responsible manner. The Investment Manager will avoid those companies it believes to either be failing to manage Sustainability Risks or to not have appropriate mitigants or plans to secure an improved position with respect to Sustainability Risks. The Fund may invest in a company that is exposed to legacy material Sustainability Risks or that is lagging in management of Sustainability Risks. However, the Investment Manager will seek to find evidence of a positive Sustainability Risk-management trajectory, which it will document before making an investment.

The Fund may also pursue strategic engagement with certain companies and other stakeholders either through direct engagement or through collaborative initiatives being undertaken by the Investment Manager broadly. The purpose of this engagement is to enhance due diligence. The Fund also will limit exposure to companies that the Investment Manager deems to be laggards on certain environmental and social characteristics and do not have a positive trajectory for its Sustainability Risks.

Further, the Fund is subject to an exclusion policy as described in response to the next question, and in the Supplement.

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 Investment Manager will consider in-house or third-party research for every company in the Fund. The analysis focuses on the material risks that may be present, taking into

consideration the Investment Manager's view of the company's ability to manage those risks.

Further, the Fund is subject to an exclusion policy to avoid investing in companies that (i) manufacture whole controversial weapons systems, including cluster munitions, land mines, biological weapons, and/or chemical weapons; (ii) defy the UNGC Principles; and/or (iii) derive more than 5% consolidated annual revenue from tobacco production.

Should an investment in the Fund develop exposure to any of these businesses or practices, the Investment Manager will engage with the company to understand what plans the company may have to reduce exposure. If the Investment Manager determines that the company has no plans to reduce exposure, the position will be exited in a manner that the Investment Manager believes to be in the best interests of the Fund, taking account of factors such as costs of dealing and ensuring the Fund is fully invested.

- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

No process is undertaken to reduce the size of the investable universe.

- ***What is the policy to assess good governance practices of the investee companies?***

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

All companies added to the portfolio are analysed according to a variety of applicable governance factors. This analysis forms part of the Fund's general research on Sustainability Characteristics. Applicable governance factors are:

- ownership and control
- board and management composition and structure
- employee relations
- tax transparency
- remuneration practices
- shareholder rights
- accounting practices
- transparency and disclosure
- business ethics

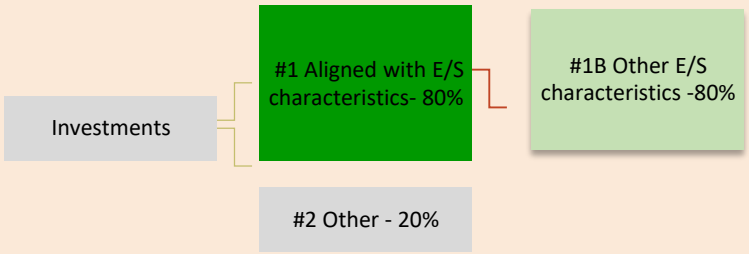
The Fund will not invest in a company that is assessed to have governance practices that do not align with long-term shareholder value and therefore will not contribute to the Fund's objective of achieving capital appreciation.

The Fund will engage, through proxy voting and other mechanisms, to vocalise the importance of appropriate incentives (*e.g.*, compensation) to enable long-term performance.

What is the asset allocation planned for this financial product?

At least 80% of the investments of the Fund, will be assessed and determined to promote environmental and social characteristics. The Fund does not have a sustainable objective.

Asset allocation describes the share of investments in specific assets.



#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 other investments and instruments of the Fund that cannot be aligned with the environmental and/or social characteristics of the Fund. These can include, for example, cash that has not yet been allocated to an investment or that is used for liquidity or hedging purposes, or companies that have not been determined to be aligned with the environmental and/or social characteristics promoted by the Fund.

Minimum environmental and social safeguards set in exclusion criteria relating to global norms and activity-based screening still apply to the underlying securities.

***How does the use of derivatives attain the environmental or social characteristics promoted by the financial product*?**

Not applicable.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

Not applicable, the Fund does not commit to making Sustainable Investments.

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.

Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?

☐ Yes:

☐ In fossil gas ☐ In nuclear energy

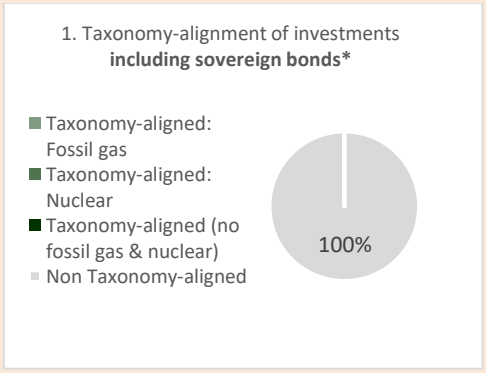
☒ No

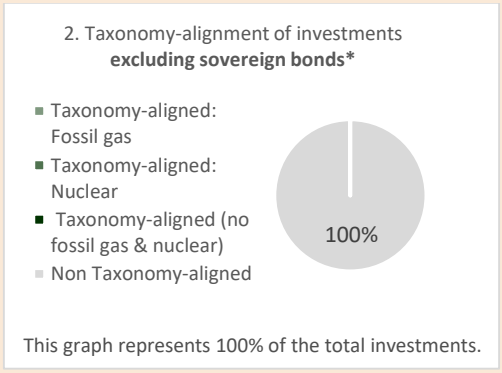
To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

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

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.





** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*

What is the minimum share of investments in transitional and enabling activities?

Not applicable.

What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments under "#2 Other" may include other investments that have not been determined to be aligned with the environmental and/or social characteristics of the Fund. For such investments, the Investment Manager will apply the exclusions set out in this Supplement and the binding elements described above.

"#2 Other" may also include any cash or cash equivalents that the Fund may not yet have allocated to an investment or that are being used for liquidity or hedging purposes.

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, the Fund does not use a reference benchmark to determine whether the Fund is aligned with the environmental and/or social characteristics it promotes.

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:

https://www.brownadvisory.com/intl/ucits-legal-document-library

Brown Advisory Global Sustainable Total Return Bond Fund (USD)

Supplement No. 10 dated 4 September 2025 to the Prospectus of the Company dated 30 April 2025 for Brown Advisory Funds plc

This Supplement contains specific information in relation to Brown Advisory Global Sustainable Total Return Bond Fund (USD) (the "**Fund**"), a fund of Brown Advisory Funds plc (the "**Company**") an umbrella type open-ended investment company with variable capital and segregated liability between funds, governed by the laws of Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**").

This Supplement forms part of and should be read in conjunction with the Prospectus of the Company dated 30 April 2025.

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

Enhanced Income Shareholders should note that some or all of the dividends attributable to the Class may be paid out of the capital of the Fund. The policy of paying dividends from capital will have the following effects: (i) capital will be eroded; (ii) distribution is achieved by forgoing the potential for future capital growth; and (iii) this cycle may continue until all capital is depleted. Enhanced Income Shareholders should also note that the payment of dividends out of capital may have different tax implications to distributions out of income and therefore tax advice should be sought in this regard. The value of future returns may also be diminished. In this regard, distributions out of capital should be understood as a type of capital reimbursement.

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

The Sub-Investment Manager has determined that the Fund is an Article 8 Fund.

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

Dated: 4 September 2025

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Definitions

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

"**Bloomberg Global Aggregate Bond Index (USD Hedged)**"	represents a close estimation of the performance that can be achieved by hedging the currency exposure of its parent index, the Bloomberg Global Aggregate Bond Index, to USD. The index is 100% hedged to the USD by selling the forwards of all the currencies in the parent index at the one-month Forward rate. The parent index is composed of government, government-related and corporate bonds, as well as asset-backed, mortgage-backed and commercial mortgage-backed securities from both developed and emerging markets issuers;
"**Comparator Benchmark**"	for the purposes of this Supplement, the Bloomberg Global Aggregate Bond Index (USD Hedged);
"**Federal Reserve Bank of New York Secured Overnight Financing Rate (SOFR) Index**"	the Federal Reserve Bank of New York Secured Overnight Financing Rate ("**SOFR**") Index is a broad measure of the cost of borrowing cash overnight collateralized by Treasury securities. SOFR is calculated as a volume-weighted median of transaction-level tri-party repo data collected from the Bank of New York Mellon as well as GCF Repo transaction data and data on bilateral Treasury repo transactions cleared through FICC's DVP service, which are obtained from DTCC Solutions LLC, an affiliate of the Depository Trust & Clearing Corporation; and
"**Sub-Investment Manager**"	Brown Advisory Limited.

Investment Objective and Policies

Investment Objective

The objective of the Fund is to target a positive total return (comprising current income and capital gains) above the Federal Reserve Bank of New York Secured Overnight Financing Rate (SOFR) Index (for the purposes of this Supplement, the "**Target Benchmark**") over a full economic cycle, by investing in a broad range of global fixed-income securities and associated FDIs and currencies. The Fund is actively managed and is not constrained by any benchmark.

Investment Policies

The Fund invests directly, or through the use of FDIs, in a variety of corporate and/or sovereign issued fixed-income securities in order to achieve the Fund's investment objective. The Fund may invest in securities of any credit rating quality, including Non-Investment Grade securities.

The Fund also promotes certain Sustainability Characteristics through its investment selection and ongoing monitoring processes, as described under **Promotion of Sustainability Characteristics**

below. In addition, the Fund commits to investing a proportion of its Net Asset Value in Sustainable Investments.

Save as provided for below, investments will not be limited by sector, region, security, or yield curve. The Fund is primarily invested in global fixed-income securities denominated in U.S. Dollars or hedged back to U.S. Dollars.

The Fund may invest up to:

- 50% of its Net Asset Value in below-Investment Grade or Non-Investment Grade fixed-income securities;
- 50% of its Net Asset Value in fixed-income securities of Emerging Market Countries[1];
- 40% of its Net Asset Value in ABS including MBS and CMBS;
- 10% of its Net Asset Value in non-Agency ABS;
- 10% of its Net Asset Value in convertible securities including CoCos;
- 20% of its Net Asset Value in China onshore bonds traded through Bond Connect;
- 10% of its Net Asset Value in CLOs and CMOs, in aggregate;
- 30% of its Net Asset Value in Rule 144A Securities; and
- 10% of its Net Asset Value in Rule 144A Securities with no registration rights.

However, the Fund shall have a maximum aggregate exposure limit to non-Agency ABS, CoCos, CLOs, CMOs and Rule 144A Securities with no registration rights of 15% of its Net Asset Value. The Sub-Investment Manager expects this maximum exposure limit will only be reached in limited scenarios such as when these asset types exhibit strong absolute and relative valuations and liquidity profile against a backdrop of stable macro-economic fundamentals and abundant monetary and fiscal liquidity.

The Fund may enter into TBA transactions to purchase mortgage-related securities (MBS and CMBS) for a fixed price at a future date.

With the exception of permitted investment in non-publicly traded securities, such as Rule 144A Securities with no registration rights, all securities invested in will be listed or traded on the markets or exchanges listed in Appendix I of the Prospectus.

The Fund may invest substantially in deposits with credit institutions during periods of high market volatility.

The Fund may use FDIs with the aim of making investment gains in line with the Fund's objective, to reduce risk or to manage the Fund more efficiently. The Fund may employ short positions in interest rate FDIs, currency FDIs and credit FDIs either to hedge other long exposures in the portfolio or as part of a 'relative value' trade whereby there would be a similar long position (*e.g.*, long a company, short a credit index), as further described in the Prospectus under *Currency, Interest Rate, and Credit FDIs*. There will be no outright short positions.

[1] Investments in securities listed or traded in Russia will only be made in securities that are listed or traded on the Moscow Exchange and are not expected to exceed 10% of the Net Asset Value of the Fund.

Sub-Investment Manager's Investment Process

The Sub-Investment Manager combines top-down, global macroeconomic analysis with bottom-up, fundamental research to help identify the countries, sectors, industries and companies that it believes will offer the greatest total return potential over the long term. The Sub-Investment Manager's macroeconomic analysis focuses on analysing and seeking to identify the current phase of the economic cycle, principally that of the largest and most impactful economies globally (U.S., Europe, Japan, and China). The inputs utilised for analysis include, but are not limited, to: (i) market-based measures such as financial conditions (shape of yield curves, pricing of expected central bank policy rates, level of long term interest rates, credit spreads, equity markets) and commodity prices; (ii) econometric factors – GDP momentum, inflation, OECD leading indicators, money supply, credit growth; (iii) survey-based factors – manufacturing activity, business and consumer confidence; and (iv) alternative factors – air freight indices, trucking rates, shipping rates.

The Fund will seek to actively manage yield curve risks in each of the countries in which it invests by considering the potential relative changes in yields between fixed-income securities of different maturities as well as the overall change in interest rates in a country or currency. A yield curve describes the interest rates at differing maturities in a country or currency for a given credit rating. Typically, longer term fixed-income securities have higher yields than shorter-term fixed-income securities of a similar credit rating due to the greater price risks associated with time to maturity. However, interest rates at different maturities may not move up and down to the same extent and, from time to time, a yield curve can even become inverted, whereby longer-term fixed-income securities yield less than shorter maturities.

The Sub-Investment Manager develops and probability-weights a range of economic scenarios from which it projects expected central bank monetary policy actions. In addition, the Sub-Investment Manager utilises its economic projections to infer likely changes in government bond yields and credit spreads in each scenario, in order to produce total return and volatility forecasts for its investible asset classes.

The Sub-Investment Manager's bottom-up research focuses on fundamental credit research analysis of individual issuers and relative value-based security selection. The bottom-up research process combines fundamental characteristics and Sustainability Characteristics considerations to aid in security selection, as further detailed below. The process includes analyses of the industry, available market, competitive landscape, and Sustainability Characteristics.

The Sub-Investment Manager's research team relies on fundamental characteristics and Sustainability Characteristic investment expertise to assess the most attractive issuers in a given sector. Issuers are selected as a function of their capacity to provide investors with coupons and principal repayment, their adherence to sustainability principles, and valuation. Securities are selected by assessing the structure of the issuer to determine optimal risk/reward. Investment decisions are made after reviewing investment thesis, financial models, investment memos, investment presentations, and ongoing communication between the Sub-Investment Manager's portfolio managers and the research team. The Sub-Investment Manager believes that when executed successfully, this investment approach can provide sustainable excess returns over the Target Benchmark (as set out in the investment objective) and is a consistent strategy for adding value to a global portfolio.

There can be no assurance that the Fund's investments will be successful or that the investment objective of the Fund will be achieved. Investors should carefully assess the risks associated with an investment in the Fund. Please see the risks described with respect to particular instruments under **Risk Factors** below, and in the Prospectus under **FUNDS – Fixed-Income Funds**, and under **RISK FACTORS**.

Profile of a Typical Investor and Target Market Identification

The Fund is suitable for investors (primarily institutional, experienced high net worth or ultra high net worth individuals and, unless prohibited by the rules of a particular jurisdiction, retail) capable of evaluating the merits of their prospective investments and associated risks, seeking to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) by taking exposure to a diversified portfolio consisting primarily of fixed-income securities. Investors should desire that Sustainability Characteristics be considered as part of the Fund's investment selection process and that the Fund makes Sustainable Investments.

The Fund invests primarily in fixed-income securities as described above and so investors should consider investment in the Fund as medium risk.

Investors should be prepared to bear losses and may not get back the original investment amount). The Fund may not be compatible for investors outside the target market or those that are not able to bear all losses with respect to their investment. The Fund is available through all distribution channels (*e.g.*, investment advice, portfolio management, non-advised sales, and pure execution services).

Promotion of Sustainability Characteristics

The Sub-Investment Manager's research process includes an assessment of Sustainability Characteristics and Sustainability Risks for every issuer and/or security in the Fund, with the aim of protecting the financial performance of the Fund by identifying securities and/or issuers that have Sustainability Characteristics that support or improve their financial position while also seeking to avoid those issuers and or/securities exposed to material Sustainability Risk.

The Sub-Investment Manager uses a combination of proprietary qualitative and quantitative approach to identify, consider and integrate a sustainable investment research assessment (the "**SIRA**"), which comprises four elements (and will be implemented as relevant for each asset type):

- a risk assessment of the issuer's exposure to, and management of, a variety of sustainability factors (the "**Risk Assessment**");

- a sustainable opportunity assessment of factors that the Sub-Investment Manager believes may provide positive environmental and social benefits generated by either the issuer or the individual security, including, where relevant, the identification of a sustainable investment theme and the source of the impact being one or more of the following: impactful issuer, targeted use of proceeds, or labelled bond (the "**Opportunity Assessment**");

- an assessment of an issuer's labelled bond criteria for any bonds that are deemed to be financing or aligned with environmental and/or social projects or outcomes in alignment with recognised frameworks, such as the ICMA's labelled bond principles (the "**Labelled Bond Assessment**"); and

- an assessment of whether issuers follow good governance practices as described in the SFDR Annex II for the Fund in the section entitled "*What is the policy to assess good governance practices of the investee companies?*" (the "**Good Governance Assessment**").

All investments of the Fund are subject to the Sub-Investment Manager's SIRA, though the nature of the assessment and application may vary depending on the asset class, instrument type, and the availability of relevant information. At the Sub-Investment Manager's discretion, the Fund is permitted to make an investment without a written assessment on file at the time of purchase, as long as the Sub-Investment Manager believes the relevant security meets the Fund's binding criteria and the written assessment is finalised shortly thereafter.

The research approach is based on a qualitative assessment of each security across a broad range of factors, but will contain certain quantitative elements. The purpose of this assessment is to identify Sustainability Characteristics that help to maintain or improve an issuer's financial position while also seeking to avoid those issuers and or/securities exposed to material Sustainability Risks. The Sub-Investment Manager seeks to avoid those issuers that it believes to either to be failing to manage Sustainability Risks or to not have in place appropriate mitigants or plans to secure an improved position with respect to Sustainability Risks. The Fund may invest in an issuer that is exposed to legacy material Sustainability Risks or that is lagging in management of Sustainability Risks. However, the Sub-Investment Manager will seek to find evidence of a positive Sustainability Risk-management trajectory, which it will document before making an investment.

The Fund may also invest in labelled bonds, as explained under *Exceptions to Exclusion Policy*, where the purpose of that issue is to raise capital to support environmental or social projects even where the issuer of that bond would not otherwise satisfy the Sub-Investment Manager's investment criteria, including the SIRA.

Given the Fund's varied allocation to types of issuer, the Fund has identified two broad portfolio level Sustainability Characteristics which will be researched, monitored and assessed as appropriate to the asset type. These are:

- **Climate and Natural Capital**: investments that the Sub-Investment Manager considers contribute to positive climate or natural capital outcomes through their general activities or a specific use of proceeds.

- **Community and Human Capital**: investments that the Sub-Investment Manager considers contribute to human capital or societal outcomes through their general activities or a specific use of proceeds.

Selection of Sustainable Investments

While the Fund promotes Sustainability Characteristics at the portfolio level, the Fund is also committed to identifying and investing 50% of its Net Asset Value in individual assets which have each been assessed as a Sustainable Investment.

The Sub-Investment Manager takes a holistic approach to the identification of these Sustainability Characteristics rather than focusing on one theme and, as such, the Sustainable Investments that the Fund intends to make are varied depending on the nature of particular investment. In selecting Sustainable Investments for the Fund, the Sub-Investment Manager will seek to identify issuers which positively contribute to identified themes, being one (1) or more of:

- Affordable Housing;

- Clean Energy;

- Clean Water and Sanitation;

- Diversity, Inclusion and Equality;

- Economic Mobility and Community Development;

- Education;

- Efficient Production and Conservation;

- Health and Wellness;
- Sustainable Agriculture and Natural Resource Management;
- Sustainable Finance and/or
- Sustainable Technology Innovation.

Exclusion Policy

In addition to promoting Sustainability Characteristics and investing in Sustainable Investments, the Sub-Investment Manager seeks to exclude companies and industries that are not aligned with the Fund's Sustainability Characteristics. In addition to the Sub-Investment Manager's proprietary and qualitative analysis, the Sub-Investment Manager relies on third-party providers to apply a rules-based screening process which seeks to identify corporate bond issuers that may have controversial business involvement, as determined by the Sub-Investment Manager. When third-party data is not available, the Sub-Investment Manager will utilise discretion in making investments.

Specifically, the Fund seeks to exclude knowingly owning bonds issued by companies:

- that violate the UNGC Principles or the OECD Guidelines for Multinational Enterprises; and/or
- that conduct animal testing for non-medical purposes and do not exhibit strong ethical policies and practices; and/or
- that directly manufacture controversial weapons and their essential components (defined as blinding laser weapons, chemical and biological weapons, cluster munitions, incendiary weapons (white phosphorous), anti-personnel land mines, non- detectable fragments, nuclear weapons, and/or depleted uranium); and/or
- involved in the cultivation and production of tobacco products.

The Fund also applies the following investment guidelines in respect of underlying issuers to ensure that an issuer will not be included if it knowingly has more than:

- 1% or more of its revenue from exploration, mining, extraction, distribution or refining of hard coal and lignite; and/or
- 10% or more of its revenue from exploration, extraction, distribution or refining of oil fuels; and/or
- 50% or more of its revenue from exploration, extraction, manufacture, or distribution of gaseous fuels; and/or
- 50% or more of its revenue from electricity generation with a GHG intensity of more than 100g CO2e/kWh; and/or
- 5% of its revenue derived directly from alcohol products.
- As a result, the universe of investments available to the Fund will be more limited than that of funds that do not apply such exclusions.

In addition to the Fund's investment policies and exclusion policy, the Sub-Investment Manager may adopt certain additional internal investment criteria which may further restrict Fund investments.

Exceptions to the Exclusion Policy

The exception to the above is that the Fund may invest in labelled bonds (as described above), or other fixed-income securities that are issued to raise capital to support environmental or social projects and objectives, and often times help to facilitate the transition to more sustainable practices. Investment in

such instruments will be subject to diligence by the Sub-Investment Manager.

Labelled bonds may be issued by issuers that are involved in one or more of the business activities that the Sub-Investment Manager would normally avoid. In cases where the issuer of a labelled bond is involved in one or more of the normally avoided business activities, but the labelled bond has been issued to raise capital to support a project or objective that the Sub-Investment Manager deems to be promoting Sustainability Characteristics, the labelled bond may be invested in by the Fund.

Impact of Sustainability Risks and PAIs

Together, (i) the results of the Sub-Investment Manager's assessment on the Sustainability Characteristics of the issuers/securities in which the Fund invests; (ii) the Fund's commitment to Sustainable Investments; (iii) the implementation of the binding requirements relating to Sustainability Characteristics and the exclusion policy (described above) as part of the Sub-Investment Manager's investment process; and (iv) the Fund's participation in engagement with investee issuers/securities, are likely to diminish the impacts of Sustainability Risks on the returns, and improve the overall risk profile of the Fund.

The Manager (in conjunction with the Sub-Investment Manager) conducts an assessment of the PAIs across all of the holdings in the Fund where such data is available and reliable.

Further information is available in the "*Statement on the Due Diligence Policies of the Manager on the Principal Adverse Impacts of Investment Decisions*", available at: **<https://www.brownadvisory.com/intl/ucits-legal-document-library>**. In addition, information on PAIs will be available in the annual report and audited financial statements of the Manager.

Taxonomy Regulation Disclosures

As required by Article 6 of the Taxonomy Regulation, the Fund must disclose that the "*do no significant harm*" principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this Fund do not take into account the EU criteria for environmentally sustainable economic activities.

As the investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities contained in the Taxonomy Regulation, the "*do no significant harm*" principle does not apply to any of the investments underlying the Fund.

Although the Fund promotes certain Sustainability Characteristics and commits to investing a proportion of its Net Asset Value in Sustainable Investments, the Fund does not commit to pursuing the environmental objectives contained in the Taxonomy Regulation as noted above. Accordingly, the Manager (in conjunction with the Sub-Investment Manager) does not collect or evaluate data directly related to the environmental objectives set out in the Taxonomy Regulation or on how and to what extent the investments in the Fund qualify as Taxonomy-Aligned Investments.

The Manager is also of the view that, given the investment strategy of the Fund, sufficiently complete and reliable data on the EU requirements are not available. Therefore, although the Fund may from time to time hold such investments, the minimum level within the Fund is 0%.

The Manager is keeping this situation under active review and where sufficient reliable, timely, and verifiable data on the Fund's investments become available, the Manager will provide the descriptions referred to above, in which case this Supplement will be updated.

Benchmark Index

The Fund uses the Comparator Benchmark to compare performance and the Target Benchmark as a target for the performance of the Fund.

The Fund seeks an excess return of 2% to 3% above the Target Benchmark, on an annualised basis, over a full economic cycle, typically five (5) to seven (7) years.

In their construction and method of calculation, neither the Comparator Benchmark nor the Target Benchmark take into account Sustainability Characteristics in a manner that is consistent with the Fund's approach towards the promotion of Sustainability Characteristics or Sustainable Investments. Further information in respect of the methodology used for the calculation of each benchmark can be found: (i) **here** in respect of the Comparator Benchmark; and (ii) **here** in respect of the Target Benchmark.

Financial Derivative Instruments

Subject to the Regulations and to the conditions and limits laid down by the Central Bank from time to time, the Fund may utilise FDIs with the aim of making investment gains in line with the Fund's investment objective, to reduce risk or to manage the Fund more efficiently.

The Fund may use, for investment or hedging purposes, exchange traded and OTC derivatives, including, futures and options, forward foreign currency contracts (including non-deliverable forwards and forward rate agreements), FX futures and FX spots and OTC swaps (such as interest rate swaps, currency swaps, CDS, and CDSI), the underlying reference assets for which will be bonds in which the Fund may invest directly, and interest rates and currencies.

The Fund may use forward FX contracts to hedge currency FX risks arising from Hedged Share Classes of the Fund.

This should be read in conjunction with the section **FUNDS – Use of FDI** in the Prospectus and **Currency Risk** under **RISK FACTORS** in the Prospectus.

Investment Restrictions

In addition to the investment restriction set out below, the general investment restrictions set out in the Prospectus under **FUNDS – Investment Restrictions** shall apply.

Investments made by the Fund in shares or units of CIS may not exceed, in aggregate, 10% of the Net Asset Value of the Fund. The CIS, in which the Fund invests, must be prohibited from investing more than 10% of their net assets, in aggregate, in CIS.

Borrowing and Leverage

Borrowing

In accordance with the general provisions set out in the Prospectus under **FUNDS – Borrowing and Lending Powers** the Fund may borrow up to 10% of its Net Asset Value on a temporary basis. It is not intended to borrow for leverage purposes.

The Manager operates a Risk Management Process on behalf of the Fund in relation to its use of FDIs, details of which are set out in the Prospectus under the sub-section entitled *Risk Management* under **Funds – Use of FDI**.

Leverage

The Fund may be leveraged through the use of derivatives. The Risk Management Process of the Manager in respect of the Company (including the Fund) provides that the Fund's leverage under normal circumstances is not expected to exceed 500% of its Net Asset Value (calculated using the sum of the notionals of the derivatives used, as required by the Central Bank), through the use of derivatives, although it is possible that leverage may exceed this level from time to time. The measurement and monitoring of all exposures relating to the use of FDI will be performed on at least a daily basis. The Risk Management Process is described in the RMP Statement, a copy of which has been filed with the Central Bank, and which will be updated from time to time to include any additional FDI which the Manager proposes to employ on behalf of the Fund. Until such time as the Risk Management Process has been updated, however, the Manager will not use any FDI which is not for the time being included in the Risk Management Process.

The Manager will use the absolute VaR approach to calculate the global exposure of the Fund. The daily VaR of the Fund shall not exceed 20% of the Net Asset Value of the Fund. The VaR of the Fund is a daily estimation of the maximum loss the Fund may incur over a holding period of twenty (20) Business Days. It is arrived at through quantitative simulations with a one-tailed confidence interval of 99% and an observation period of at least one (1) year (two hundred and fifty (250) Business Days) unless a shorter period is justified by a significant increase in price volatility (for example, extreme market conditions). This process is described in detail in the RMP Statement.

The leverage of the Fund is expected to be high as it is calculated as the sum of the absolute notional values of the FDI used, without taking into account the different risks of different positions, any netting between the different positions held by the Fund (even though netting could result in a reduction of risk) or hedging positions. It is therefore not a risk-adjusted method of measuring leverage, which means this figure is higher than it otherwise would be if such netting and hedging positions would be taken into account.

Excluding currency hedging, the Fund's gross short exposure shall be limited to 500% of its Net Asset Value and its gross long exposure shall be limited to 500% of its Net Asset Value.

Information on FDIs used for the Fund will be included in the Company's semi-annual and annual reports and accounts. The Manager will also provide information to Shareholders on request on the Risk Management Process, including details of the quantitative limits applied and information on the risk and yield characteristics of the main categories of investments held on behalf of the Fund.

Sub-Investment Manager

The Investment Manager has delegated some of the day-to-day portfolio management of the Fund to Sub-Investment Manager, Brown Advisory Limited, a UK limited company. The Sub-Investment Manager is authorised and regulated by the FCA.

The Sub-Investment Manager has its registered office at 18 Hanover Square, London W1S 1JY, United Kingdom.

The Sub-Investment Manager is an investment manager and adviser and is permitted to provide discretionary investment management services to Irish authorised collective investment schemes.

An agreement is in place between the Investment Manager and the Sub-Investment Manager in respect of the management of the Fund, pursuant to a Sub-Investment Management Agreement.

Key Information for Buying and Selling

Base Currency

U.S. Dollars.

Business Day

Any day (except Saturday or Sunday) on which the New York Stock Exchange is open, or such other day as the Directors may, with the consent of the Depositary, determine and notify to Shareholders in advance.

Dealing Day

Each Business Day.

Dealing Deadline

3.00 p.m. Irish Time on each Business Day.

Valuation Point

4:00 p.m. Irish Time on each Business Day.

Share Class Information

As of the date of this Supplement, the Share Classes listed in the tables below with a corresponding tick (✓) under **Subscription Open** are available for subscription in the Fund. Share Classes listed in the tables below with a corresponding check (✗) under **Subscription Open** are no longer available for subscription in the Fund. Investors seeking to invest in any other Classes as set out in the Prospectus under **SHARE CLASS INFORMATION** should contact the Manager. Upon receipt of sufficient interest in an unlaunched Class, such a Class may be launched.

The applicable Minimum Shareholding, Minimum Initial Investment Amount, and Minimum Additional Investment Amount for the Shares are set as out in the Prospectus under **SHARE CLASS INFORMATION**.

However, notwithstanding the foregoing, the applicable Minimum Shareholding, Minimum Initial Investment Amount and Minimum Additional Investment Amount for the Class SI Shares, the Class B Australian Dollar Shares, the Class C Australian Dollar Shares and the Class C Swiss Franc Shares are set out below:

Class	**Minimum Shareholding***	**Minimum Initial Investment Amount***	**Minimum Additional Investment Amount***
Dollar Class SI Shares	$150,000,000	$150,000,000	N/A
Sterling Class SI Shares	£150,000,000	£150,000,000	N/A
Euro Class SI Shares	€150,000,000	€150,000,000	N/A
Australian Dollar Class	A$15,000,000	A$15,000,000	A$2,500,000

B Shares			
Australian Dollar Class C Shares	A$60,000,000	A$60,000,000	A$2,500,000
Swiss Franc Class C Shares	CHF5,000,000	CHF40,000,000	CHF2,500,000

** (subject to the discretion of the Directors in each case to allow lesser amounts)*

Initial Offer Period / Initial Issue Price

In relation to the Share Classes listed in tables below with a corresponding tick (✓) under **Initial Offer Period Open**, the Initial Offer Period will begin at 9.00 a.m. (Irish Time) on the first Business Day after the date of this Supplement, and will close upon the earlier of: (i) the first investment by a Shareholder in such Class of Shares; or (ii) such earlier or later date as the Directors may determine and notify to the Central Bank.

Investors may apply to subscribe for such Shares during the Initial Offer Period at the Initial Issue Price for each Class. The Initial Issue Price for each Class is as set out in the tables below under **Initial Issue Price**.

The Share Classes listed in the tables below with a corresponding check (**✗**) under **Initial Offer Period Open** are currently in issue and are available for subscription at prices calculated with reference to the Net Asset Value per Share, as indicated by "NAV" under **Initial Issue Price**.

After the Initial Offer Period, Shares will be continuously open for subscriptions on the relevant Dealing Day and the Issue Price shall be the Net Asset Value of the relevant Class of Shares on the relevant Dealing Day.

Class A Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class A Acc Shares	✓	✓	$10.00
Dollar Class A Dis Shares	✓	✓	$10.00
Sterling Class A Acc Shares	✓	✓	£10.00
Sterling Class A Acc H Shares	✓	✓	£10.00
Sterling Class A Dis Shares	✓	✓	£10.00
Sterling Class A Dis H Shares	✓	✓	£10.00
Euro Class A Acc Shares	✓	✓	€10.00
Euro Class A Acc H Shares	✓	✓	€10.00
Euro Class A Dis Shares	✓	✓	€10.00
Euro Class A Dis H Shares	✓	✓	€10.00
Swiss Franc Class A Acc Shares	✓	✓	CHF10.00
Swiss Franc Class A Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis H Shares	✓	✓	CHF10.00

Class B Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class B Acc Shares	✓	✗	NAV
Dollar Class B Dis Shares	✓	✓	$10.00
Sterling Class B Acc Shares	✓	✓	£10.00
Sterling Class B Acc H Shares	✓	✓	£10.00
Sterling Class B Dis Shares	✓	✓	£10.00
Sterling Class B Dis H Shares	✓	✓	£10.00
Euro Class B Acc Shares	✓	✓	€10.00
Euro Class B Acc H Shares	✓	✗	NAV
Euro Class B Dis Shares	✓	✓	€10.00
Euro Class B Dis H Shares	✓	✓	€10.00
Swiss Franc Class B Acc Shares	✓	✓	CHF10.00
Swiss Franc Class B H Acc Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis H Shares	✓	✓	CHF10.00
Australian Dollar Class B Acc Shares	✓	✓	A$10.00
Australian Dollar Class B Acc H Shares	✓	✓	A$10.00
Australian Dollar Class B Dis Shares	✓	✓	A$10.00
Australian Dollar Class B Dis H Shares	✓	✓	A$10.00

Class C Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class C Acc Shares	✓	✓	$10.00
Dollar Class C Dis Shares	✓	✗	NAV
Sterling Class C Acc Shares	✓	✓	£10.00
Sterling Class C Acc H Shares	✓	✓	£10.00
Sterling Class C Dis Shares	✓	✓	£10.00
Sterling Class C Dis H Shares	✓	✓	£10.00
Euro Class C Acc Shares	✓	✓	€10.00
Euro Class C Acc H Shares	✓	✓	€10.00
Euro Class C Dis Shares	✓	✓	€10.00
Euro Class C Dis H Shares	✓	✗	NAV
Australian Dollar Class C Acc Shares	✓	✓	A$10.00
Australian Dollar Class C Acc H Shares	✓	✓	A$10.00

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Australian Dollar Class C Dis Shares	✓	✓	A$10.00
Australian Dollar Class C Dis H Shares	✓	✓	A$10.00
Swiss Franc Class C Acc Shares	✓	✓	CHF10.00
Swiss Franc Class C Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class C Dis Shares	✓	✓	CHF10.00
Swiss Franc Class C Dis H Shares	✓	✓	CHF10.00

Class M Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class M Acc Shares	✓	✓	$10.00
Dollar Class M Dis Shares	✓	✗	NAV
Sterling Class M Acc Shares	✓	✓	£10.00
Sterling Class M Acc H Shares	✓	✓	£10.00
Sterling Class M Dis Shares	✓	✓	£10.00
Sterling Class M Dis H Shares	✓	✓	£10.00
Sterling Class M Enhanced Income Shares	✓	✓	£10.00
Sterling Class M Enhanced Income H Shares	✓	✓	£10.00
Euro Class M Acc Shares	✓	✓	€10.00
Euro Class M Acc H Shares	✓	✓	€10.00
Euro Class M Dis Shares	✓	✗	NAV
Euro Class M Dis H Shares	✓	✓	€10.00

Class SI Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class SI Acc Shares	✓	✓	$10.00
Dollar Class SI Dis Shares	✓	✓	$10.00
Sterling Class SI Acc Shares	✓	✓	£10.00
Sterling Class SI Acc H Shares	✓	✓	£10.00
Sterling Class SI Dis Shares	✓	✓	£10.00
Sterling Class SI Dis H Shares	✓	✓	£10.00
Euro Class SI Acc Shares	✓	✓	€10.00
Euro Class SI Acc H Shares	✓	✓	€10.00
Euro Class SI Dis Shares	✓	✓	€10.00
Euro Class SI Dis H Shares	✓	✓	€10.00
Australian Dollar Class SI Acc Shares	✓	✓	A$10.00
Australian Dollar Class SI Acc H Shares	✓	✓	A$10.00

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Australian Dollar Class SI Dis Shares	✓	✓	A$10.00
Australian Dollar Class SI Dis H Shares	✓	✓	A$10.00

Settlement Date

In the case of applications, two (2) Business Days after the relevant Dealing Day.

In the case of repurchases, two (2) Business Days after the relevant Dealing Day (assuming the receipt of the relevant duly signed repurchase documentation including all relevant anti-money laundering documentation).

Preliminary Charge

Class A Shares

If subscribing through a financial intermediary for Class A Shares, a Preliminary Charge of up to 3% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Preliminary Charge is payable to financial intermediaries appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Preliminary Charge may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a financial intermediary from investors.

Class A Shares (Italy Only)

If subscribing through a Distributor, bank, or financial intermediary based in Italy for Class A Shares, an Entry Fee of up to 5% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Entry Fee is payable to Distributors, banks, and financial intermediaries based in Italy appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Entry Fee may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a Distributor, bank or financial intermediary from investors.

No Preliminary Charge or Entry Fee is payable in respect of Class A Shares if subscribing directly into the Fund through the Administrator, whether subscribing from Italy or elsewhere.

There is no Preliminary Charge or Entry Fee payable for other Share Classes.

Repurchase Charge

1%.

The Repurchase Charge will only be charged in instances where there is a significant (typically in excess of 10%) net redemption or in the case of an investor engaging in excessive trading.

Swing Factor

Up to 0.50% of the Net Asset Value per Share on any Dealing Day.

Fees and Expenses

Investment Management Fee and Expense Limitation

The Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee not exceeding the amounts set out below (plus VAT, if any) per Share Class of the Net Asset Value of the Fund:

Class A Shares	Up to 0.90%
Class B Shares	Up to 0.45%
Class C Shares	Up to 0.15%
Class M Shares	-
Class SI Shares	Up to 0.30%

Such fee shall accrue and be calculated at each Valuation Point and be payable monthly in arrears. The Investment Manager may, at its absolute discretion, pay any portion of the investment management fee to any third party (including the Sub-Investment Manager) in any manner whatsoever, whether by rebate or otherwise. The Investment Manager shall also be entitled to be reimbursed out of the assets of the Fund for its properly vouched out-of-pocket costs and expenses in the performance of its duties.

The Investment Manager has committed to waive its investment management fee or reimburse the Fund's operating expenses, in order to keep the Fund's total operating expenses (excluding the fees of the Manager but including the fees and out of pocket expenses of the Administrator and the Depositary) from exceeding an annual rate of 0.25% of the daily Net Asset Value of the Fund. If annual operating costs are less than this amount, no reimbursement will be made by the Investment Manager, and the lower amount will be charged to the Fund.

Management Fee

The fees and expenses of the Manager are paid out of the assets of the Fund as set out in the Prospectus under **FEES AND EXPENSES**.

Sub-Investment Management Fee

The fees and expenses of the Sub-Investment Manager are paid out of those fees paid to the Investment Manager which are set out herein and should be read in conjunction with the section entitled **FEES AND EXPENSES** in the Prospectus.

Administration Fee

The Administrator shall be entitled to receive out of the Net Asset Value of the Fund an annual fee, accrued and calculated at each Valuation Point and payable monthly in arrears at an annual rate which will not exceed 0.07% of the Net Asset Value of the Fund (plus VAT, if any) subject to an annual minimum fee which will not exceed US$48,000 and will also receive registration fees and transaction charges at normal commercial rates. The Administrator shall also be entitled to receive a monthly fee of up to US$500 per share class of the Fund launched (this fee will not be applied to the first two share classes of the Fund launched by the Company) subject to an annual minimum fee for the Company which will not exceed US$10,000. The Administrator is entitled to be repaid all of its properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

Depositary Fee

The Depositary shall be entitled to receive an annual maximum fee of 0.03% per annum of the Net Asset Value of the Fund accrued at each Valuation Point and shall be payable monthly in arrears. The Depositary's fees are accrued at each Valuation Point, payable monthly in arrears, and subject to a minimum charge of US$25,000 per annum. The Depositary shall also be entitled to receive out of the assets of the Fund all agreed sub-custodian fees and expenses, transaction charges and cash service charges (all at normal commercial rates) and to recover properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

This section should be read in conjunction with the section entitled **FEES AND EXPENSES** in the Prospectus.

Establishment Costs

The costs of establishing the Fund, which did not exceed €100,000, are being borne by the Fund and amortised over the first five (5) years of the Fund (or such other period as may be determined by the Directors in their discretion).

Risk Factors

Investment in the Fund carries with it a degree of risk including, but not limited to, the risks described in the Prospectus under **RISK FACTORS**. These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making an application for Shares. There can be no assurance that the Fund will achieve its investment objective.

* * *

ANNEX II

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: Brown Advisory Global Sustainable Total Return Bond Fund (USD) (the "**Fund**")

Legal entity identifier: 635400MHHNAARCKFHR60

Environmental and/or social characteristics

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 **50%** 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**

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.

Words and expressions defined in the Prospectus of the Company and/or the Supplement relating to the Fund shall, unless the context appears otherwise, have the same meaning when used in this Annex.

What environmental and/or social characteristics are promoted by this financial product?

The Fund integrates sustainable investment research within its investment process thereby promoting Sustainability Characteristics. The Fund is actively managed, investing primarily in a dynamic portfolio of bonds, which may have either corporate, sovereign, sub-sovereign, supranational or securitised issuers. Full details of the Fund's investment policy are included within the Supplement.

Given the Fund's varied allocation to types of issuer, the Fund has identified two broad portfolio-level Sustainability Characteristics which will be monitored and assessed as

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

appropriate to the asset type. These are:

- **Climate and Natural Capital**: investments that the Sub-Investment Manager considers contribute to positive climate or natural capital outcomes through their general activities or a specific use of proceeds.

- **Community and Human Capital**: investments that the Sub-Investment Manager considers contribute to human capital or societal outcomes through their general activities or a specific use of proceeds.

The Fund does not have Sustainable Investment as its objective and no reference benchmark has been designated for the purpose of attaining the Sustainability Characteristics.

What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

The sustainability indicators used to measure the attainment of each of the Sustainability Characteristics promoted by the Fund for each type of asset are:

- **Climate and Natural Capital**
    - Corporate issuers:
        - greenhouse gas emissions intensity.
        - net zero target alignment.
        - percentage of corporate bonds that the Sub-Investment Manager considers contribute to positive environmental outcomes.
    - Sovereign issuers:
        - greenhouse gas emissions intensity.
        - net zero target alignment.
        - percentage of sovereign bonds that the Sub-Investment Manager considers contribute to positive environmental outcomes.
    - Sub-sovereign issuers:
        - percentage of sub-sovereign bonds that the Sub-Investment Manager considers contribute to positive environmental outcomes.
    - Supranational issuers:
        - percentage of supranational bonds that the Sub-Investment Manager considers contribute to positive environmental outcomes.
    - Securitised issuers:
        - percentage of securitised bonds that the Sub-Investment Manager considers contribute to positive environmental outcomes.
- **Community and Human Capital:**
    - Corporate issuers:

- percentage of corporate bonds that the Sub-Investment Manager considers contribute to positive social outcomes
- percentage of issuers with UNGC Principles compliance.

- Sovereign issuers:
  - average weighted Freedom House score.
  - percentage of issuers with EU sanctions compliance.
  - percentage of sovereign bonds that the Sub-Investment Manager considers contribute to positive social outcomes.
- Sub-sovereign issuers:
  - percentage of sub-sovereign bonds that the Sub-Investment Manager considers contribute to positive social outcomes.
- Supranational issuers:
  - percentage of supranational bonds that the Sub-Investment Manager considers contribute to positive social outcomes.
- Securitised issuers:
  - percentage of securitised bonds that the Sub-Investment Manager considers contribute to positive social outcomes

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 Fund's investment process takes a holistic approach to the identification of Sustainability Characteristics. The Sustainable Investments that the Fund intends to make are varied depending on the nature of the particular investment.

The Fund also identifies Sustainable Investments by considering more general sustainable objectives. For instance:

- Corporate, securitised, sub-sovereign, and supranational issuers in which the Fund invests may be assessed by the Sub-Investment Manager as being a Sustainable Investment where that issuer positively contributes through their primary products, services, or operations to themes, such as:
  - Affordable Housing
  - Clean Energy
  - Clean Water and Sanitation
  - Diversity, Inclusion and Equality
  - Economic Mobility and Community Development
  - Education
  - Efficient Production and Conservation
  - Health and Wellness

- Sustainable Agriculture and Natural Resource Management
- Sustainable Finance
- Sustainable Technology Innovation

Each such issuer is subject to both qualitative and/or quantitative assessments and must solve for environmental and/or social challenges and/or demonstrate a strong or improving contribution to environmental and/or social outcomes, in each case linked to one or more of the Fund's identified Sustainability Characteristics.

- Sovereign issuers in which the Fund invests may be assessed by the Sub-Investment Manager as being a Sustainable Investment where that issuer has an overall strong or improving sustainability profile, taking account of themes such as their contributions to the carbon transition and their prioritisation in areas such as natural resource management, economic opportunity, education and health. Each sovereign issuer is subject to both qualitative and quantitative assessments and must demonstrate an overall strong or improving profile across the Fund's identified 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?

Investments cannot be considered to be Sustainable Investments unless they have been assessed to not be causing significant harm to long-term sustainable objectives.

The Sub-Investment Manager's assessment process includes:

- The implementation of the Sub-Investment Manager's in-house, bottom-up research that uses qualitative and quantitative data to assess an investment's performance on a variety of sustainable investment risk indicators, as detailed below;
- The review of all available mandatory PAI Indicators (as set out in Annex I of SFDR) and
- Compliance with the Fund's exclusion policy (as detailed in the Fund Supplement).

Sovereign issuers considered "*not free*" according to Freedom House, or not in compliance with the EU sanctions list may also not be considered to be Sustainable Investments.

Where an investment is deemed to be doing significant harm to the environment or society, and due diligence (including engagement) with the investment indicates that the harm is systemic, detractive from the Fund's investment, and the harm is unlikely to be mitigated, the Sub-Investment Manager will exit the position in a manner that the Sub-Investment Manager believes to be in the best interests of the Fund, taking account of factors such as costs of dealing and ensuring that the Fund is fully invested.

The issuer exclusions and divestment criteria above may not apply in the case of investment in labelled bonds or use of proceeds bonds or other fixed-income securities that are issued to raise capital to support environmental or social projects and objectives, and often times help to facilitate the transition to more sustainability-focused practices. Investment in such instruments will be subject to diligence by the

Sub-Investment Manager.

How have the indicators for adverse impacts on sustainability factors been taken into account?

The Sub-Investment Manager will consider adverse impacts within its broader assessment of the Sustainability Characteristics of an issuer. The Sub-Investment Manager uses in-house, bottom-up research that uses qualitative and quantitative data to assess an issuer's risk management profile, which includes all available mandatory PAI Indicators which the Sub-Investment Manager is able to collect reliable and verifiable data.

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

An assessment of a company's alignment with the OECD Guidelines and UN Guiding Principles on Business and Human Rights is included in the Fund's research process. The Fund considers a company to be aligned with these Guidelines and Principles when it has not been involved in significant human rights controversies that are systemic, detractive from the Fund's investment, and where the harm resulting from the controversy is unlikely to be mitigated within the Fund's investment horizon.

While the OECD Guidelines and UN Guiding Principles on Business and Human Rights are not applicable to non-corporate issuers, the Sub-Investment Manager considers that the screens the Fund has in place, including the application of the proprietary sustainability assessment, ensure that other issuers are held to a similar level of assessment.

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 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?

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, anti-corruption and anti-bribery matters.

X Yes,

The Fund considers PAIs at a portfolio level as part of the broader assessment process where data is available and reliable. PAI Indicators are not more significant than other factors in the investment due diligence process.

The Fund believes that the following PAIs, if unmanaged, may cause harm to long-term performance. Therefore, the Fund expects exposure to the following PAIs to be limited over time:

- Corporate GHG emissions (PAI 1-3, Table 1)
- Violations of the UNGC Principles and OECD Guidelines for Multinational Enterprises (PAI 10, Table 1)
- Exposure to controversial weapons (PAI 14, Table 1)
- Sovereign GHG emissions (PAI 15, Table 1)
- Investee countries subject to social violations (PAI 16, Table 1)

☐ 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 Fund seeks to deliver attractive bond-like total returns of between 2-3% over cash per annum, measured over an economic cycle (defined as five (5) – seven (7) years) and with a typical annual volatility of between 4 - 10%. The Sub-Investment Manager aims to achieve this by investing across a broad range of fixed income asset classes in a diversified and strategic manner, underpinned by fundamental and sustainability research. The Sub-Investment Manager believes that dynamic asset allocation informed by comprehensive top-down macro analysis, combined with rigorous bottom-up security selection and an in-house sustainable investment approach, can deliver attractive risk-adjusted returns through the economic cycle while seeking to provide positive environmental and social outcomes.

The Sub-Investment Manager's sustainable investing approach seeks, first and foremost, to contribute positively to the performance of the Fund. The Sub-Investment Manager's research efforts aim to uncover Sustainability Risks that may materially impact the return from an investment, as well as sustainable opportunities that may lead to better returns.

The Sub-Investment Manager uses a combination of proprietary qualitative and quantitative approach to identify, consider and integrate a sustainable investment research assessment (the "**SIRA**"), which comprises four elements (and will be implemented as relevant for each asset type):

- a risk assessment of the issuer's exposure to, and management of, a variety of sustainability factors (the "**Risk Assessment**");
- a sustainable opportunity assessment of factors that the Sub-Investment Manager believes may provide positive environmental and social benefits generated by either the issuer or the individual security, including, where relevant, the identification of a sustainable investment theme and the source of the impact being one or more of the following: impactful issuer, targeted use of proceeds, or labelled bond (the "**Opportunity Assessment**");
- an assessment of an issuer's labelled bond criteria for any bonds that are deemed to be financing or aligned with environmental and/or social projects or outcomes in alignment with recognised frameworks, such as the ICMA's labelled bond principles (the "**Labelled Bond Assessment**"); and
- an assessment of whether issuers follow good governance practices as described in the SFDR Annex II for the Fund in the section entitled "*What is the policy to assess good governance practices of the investee companies?*" (the "**Good Governance Assessment**").

All investments of the Fund are subject to the Sub-Investment Manager's SIRA, though the

nature of the assessment and application may vary depending on the asset class, instrument type, and the availability of relevant information. At the Sub-Investment Manager's discretion, the Fund is permitted to make an investment without a written assessment on file at the time of purchase, as long as the Sub-Investment Manager believes the relevant security meets the Fund's binding criteria and the written assessment is finalised shortly thereafter.

This process is used to identify investments in corporate, securitised, supranational, sub-sovereign and sovereign issuers. All investments of the Fund are subject to the Sub-Investment Manager's SIRA, though the nature of the assessment and application may vary depending on the asset class, instrument type, and the availability of relevant information.

- ***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 Investment Manager will conduct its SIRA, as explained above, for all investments in the Fund.

The corporate issuers in the Fund are bound by its exclusion policy. Specifically, the Fund seeks to exclude knowingly owning bonds issued by companies:

- that defy the UNGC Principles; and/or
- that conduct animal testing for non-medical purposes and do not exhibit strong ethical policies and practices; and/or
- that are principally involved in the manufacture, production, operation, or sale of weapons, alcohol, tobacco, adult entertainment, or gambling activities; and/or
- whose primary business activities are directly tied to conventional exploration, extraction, production, manufacturing or refining coal, oil or gas; and/or
- with significant assets directly invested in conventional fossil fuel reserves.

The Fund is also bound by its commitment to invest a portion of the Fund in Sustainable Investments.

- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

  No process is undertaken to reduce the size of the investable universe.

- ***What is the policy to assess good governance practices of the investee companies?***

  The Sub-Investment Manager will conduct a Good Governance Assessment at the sector, company or security level for every investment made in the Fund. This assessment may include, though is not limited to, analysis of the following indicators for various asset classes:

  Corporate issuers: ownership and control; board and management composition and structure; employee relations; remuneration practices; shareholder rights; accounting practices; transparency and disclosure; business ethics; tax transparency.

  Sovereign issuers: civil liberties & security; institutional strength and regulatory environment; corruption and transparency.

  Sub-sovereign issuers: corruption and stewardship of capital; board and management

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

team; transparency and disclosure.

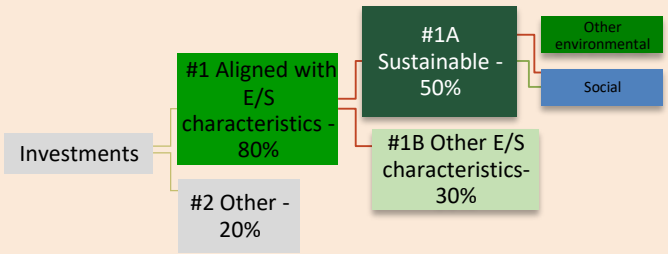
Securitised issuers: business ethics and lending practices, deal structure and incentives alignment, transparency and disclosure.

Supranational issuers: government ties and influence; corruption and stewardship of capital; transparency and disclosure.

What is the asset allocation planned for this financial product?

A minimum of 80% of the Fund's investment will be in investments that align with the Fund's Sustainability Characteristics. In addition, at least 50% of the Fund's Net Asset Value will be in Sustainable Investments that have been determined to meet an environmental, social, or both an environmental and social objective.

Asset allocation describes the share of investments in specific assets.



#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.

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

***How does the use of derivatives attain the environmental or social characteristics promoted by the financial product*?**

A sustainable investment research assessment on derivative issuers will be conducted on the underlying associated issuer. When taking a long position, the sustainable investment research assessment should indicate that the issuer has appropriate levels of risk management and that a sustainable opportunity exists. In circumstances where a short position is taken, the thesis may be associated with heightened Sustainability Risks.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The Sub-Investment Manager does not currently commit to investing in Taxonomy-Aligned Investments and, as such, has not collected and evaluated data on the environmental objective(s) set out in Article 9 of the Taxonomy Regulation on how and to what extent the investments in the Fund are in Taxonomy-Aligned Investments. Therefore, although the Fund may from time to time hold such investments, the minimum level within the Fund is 0%.

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

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.

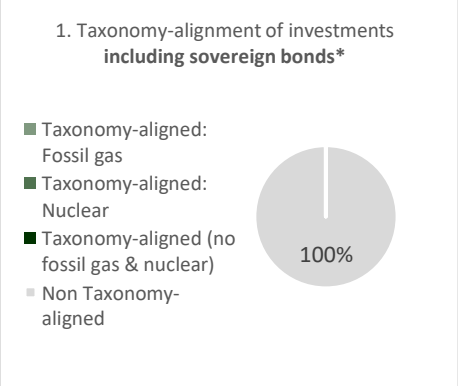
Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?[2]

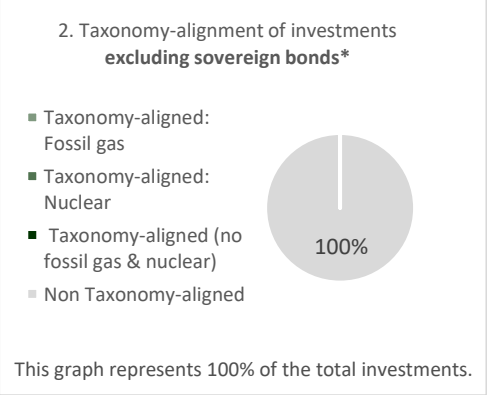
[ ] Yes:

[ ] In fossil gas [ ] In nuclear energy

[X] No

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.





** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*

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 investments in transitional and enabling activities?

Not applicable.

What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

0%. The Sustainable Investments in the Fund may have an environmental, social or both an environmental and social objective. The Fund does not set threshold requirements for these.

What is the minimum share of socially sustainable investments?

0%. The Sustainable Investments in the Fund may have an environmental, social or

[2] 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.

both an environmental and social objective. The Fund does not set threshold requirements for these.

What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments under "#2 Other" may include other investments that have not been determined to be aligned with the Sustainability Characteristics of the Fund. For such investments, the Sub-Investment Manager will still apply the exclusions set out in the Supplement and the binding elements described above.

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, the Fund does not use a reference benchmark to determine whether it is aligned with the Sustainability Characteristics it promotes.

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:

https://www.brownadvisory.com/intl/ucits-legal-document-library

BA Beutel Goodman US Value Fund

Supplement No. 13 dated 30 April 2025 to the Prospectus of the Company dated 30 April 2025 for Brown Advisory Funds plc

This Supplement contains specific information in relation to BA Beutel Goodman US Value Fund (the "**Fund**"), a fund of Brown Advisory Funds plc (the "**Company**") an umbrella type open-ended investment company with variable capital and segregated liability between funds, governed by the laws of Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**").

This Supplement forms part of and should be read in conjunction with the Prospectus of the Company dated 30 April 2025.

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

The Sub-Investment Manager has determined that the Fund is an Article 8 Fund.

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

Dated: 30 April 2025

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Definitions

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

"Comparator Benchmark"	for the purposes of this Supplement, the Russell 1000® Value Net Index;
"Russell 1000® Value Net Index"	measures the performance of the large-cap value segment of the U.S. equity universe. It includes those Russell 1000® companies with lower price-to-book ratios and lower expected growth values. The Russell 1000® Value Net Index is constructed to provide a comprehensive and unbiased barometer for the large-cap value segment. The index is completely reconstituted annually to ensure new and growing equities are included and that the represented companies continue to reflect value characteristics;
"Sub-Investment Management Agreement"	the agreement dated 27 November 2020 among the Manager, the Investment Manager, and the Sub-Investment Manager as may be amended from time to time; and
"Sub-Investment Manager"	Beutel, Goodman & Company Ltd. or such other persons as may be appointed in accordance with the requirements of the Central Bank to provide sub-investment management services to the Company in respect of the Fund.

Investment Objective and Policies

Investment Objective

The objective of the Fund is to achieve capital appreciation by investing primarily in U.S. equities.

Investment Policies

The Fund aims to achieve its investment objective by investing at least 80% of its Net Asset Value in equity securities of U.S. mid-cap and large-cap companies, which the Sub-Investment Manager considers to be those with market capitalisations greater than $5 billion at the time of purchase. All securities invested in will be listed or traded on the Regulated Markets listed in **Appendix I** of the Prospectus.

The Fund may invest a significant portion of its assets in the securities of a single issuer or small number of issuers.

Equity securities in which the Fund may invest include common stock, preferred stock, ADRs and real estate investment trusts (REITs). The Fund may invest in CIS (including ETFs but excluding U.S. ETFs) that have an investment objective similar to the Fund's or that otherwise are permitted investments with the Fund's investment policies described herein. ADRs are equity securities traded on U.S. securities exchanges, which are generally issued by banks or trust companies to evidence ownership of foreign equity securities. The Fund may invest up to 20% of its net assets in non-U.S. securities. The Fund may also hold PIPEs and warrants (subject to a limit of 5%) which are typically received as a result of

corporate action or restructuring.

The Fund may also invest in Money Market Instruments, government debt securities (such as bonds, debentures and promissory notes), deposits, cash and regulated CIS, in accordance with the limits set out in the Prospectus under **FUNDS – Investment Restrictions**. The Fund may invest up to 10% of its net assets in new issues but is unlikely to invest in new issues to any significant extent.

The Fund also promotes certain Sustainability Characteristics through its investment selection and ongoing monitoring processes, as described under **Promotion of Sustainability Characteristics** below. The Fund focusses on the promotion of such Sustainability Characteristics at a portfolio level and does not commit to making Sustainable Investments.

Profile of a Typical Investor and Target Market Identification

The Fund is suitable for any investor (institutional and, unless prohibited by the rules of a particular jurisdiction, retail) seeking to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) by investing in a diversified portfolio consisting primarily of equity securities. Investors should desire that Sustainability Characteristics be considered as part of the Fund's investment due diligence process.

The Fund invests primarily in equities, as described above, so investors should consider an investment in the Fund as medium to high risk.

The Fund is categorised as a non-complex UCITS fund vehicle. This Fund is appropriate for all investors (retail, professional clients, and eligible counterparties) with a basic knowledge of the capital markets who seek to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) as a core component of a portfolio of investments.

Investors should be prepared to bear losses and may not get back the original investment amount. The Fund may not be compatible for investors outside the target market or those that are not able to bear all losses with respect to their investment.

The Fund is available through all distribution channels (*e.g.*, investment advice, portfolio management, non-advised sales, and pure execution services).

Sub-Investment Manager's Investment Process

The Sub-Investment Manager's bottom-up research process seeks to understand the fundamental and Sustainability Characteristics of its investments.

The Sub-Investment Manager believes that this investment approach can achieve the investment objective of the Fund.

Purchasing Portfolio Securities

In pursuing the investment objective and policies of the Fund, the Sub-Investment Manager will identify and invest in companies at what it assesses are discounts to their estimated business value, which the Sub-Investment Manager considers to be the present value of sustainable free cash flow. The Sub-Investment Manager defines "sustainable free cash flow", not just as cash flow from continuing operations, but also the ability for companies to generate sufficient earnings to cover the cost of capital over an economic cycle and pay dividends to shareholders.

To identify these investment opportunities, the Sub-Investment Manager's fund managers and research

team engage in a disciplined, bottom-up investment process highlighted by rigorous, internally-generated fundamental research. Such fundamental research includes analysis of the primary business drivers, risk factors, capital structure, valuation, capital allocation and management, and free cash flow sustainability of each contemplated investment.

Accordingly, investments are made only when the Fund believes the chosen investments are attractively valued relative to the market, their peer groups, and their own price history. Valuation techniques also permit the Sub-Investment Manager to mitigate the potential downside risk of an investment candidate by demonstrating the difference in the estimated value of a company's security and its current market price.

Selling Portfolio Securities

The Sub-Investment Manager will monitor the companies in the Fund's portfolio to determine if there have been any fundamental changes in the companies. The Fund may sell a security or reduce its position if it believes:

- the security subsequently fails to meet initial investment criteria;
- a more attractively priced security is found; or
- the security becomes overvalued relative to the long-term expectation.

Promotion of Sustainability Characteristics

The Sub-Investment Manager's research process seeks to understand fundamental characteristics and Sustainability Characteristics and these are fully integrated into the overall fundamental research effort that supports the strategy of the Fund. Research on Sustainability Characteristics is conducted through a combination of in-house research and/or third-party research providers. The Sub-Investment Manager's approach to research on Sustainability Characteristics seeks, first and foremost, to contribute positively to the performance of the Fund.

Research and analysis on Sustainability Characteristics is undertaken by the portfolio managers and research analysts across industry sectors in a bottom-up, fundamental research process that seeks to examine individual securities and includes an assessment of Sustainability Risks and opportunities.

The research process includes an assessment of Sustainability Characteristics for every company in the Fund. At the Sub-Investment Manager's discretion, the Fund is permitted to make an investment without a written assessment on file at the time of purchase, as long as the Sub-Investment Manager believes the relevant security meets the Fund's binding criteria and the written assessment is finalised shortly thereafter.

Fundamental research including integrated analysis of Sustainability Characteristics is considered when making portfolio decisions for the Fund. All of the Sub-Investment Manager's valuations as part of its investment selection process integrate Sustainability Characteristics. Each analyst builds a financial model comprising forecast financial statements, a strengths, weaknesses, opportunities, threats (SWOT) analysis, and identification of material financial risks, including Sustainability Risks. This information is then used to determine several valuation metrics to substantiate an intrinsic value for the company. A focus on integrating research on Sustainability Characteristics into the investment due diligence process in a systematic manner is important to the Sub-Investment Manager's philosophy for Article 8 Funds, including the Fund. The Fund may invest in a company that is exposed to legacy material Sustainability Risks or that is lagging in Sustainability Risk management, if it can ascertain a substantial opportunity for improvement, and a credible pathway for meeting the desired standards

within a reasonable period of time post-investment.

The in-house and third-party investment research on Sustainability Characteristics cover a broad set of factors and seek both to show the Sustainability Risks of each company, and to highlight how a company is managing and mitigating its exposure to these risks. The research approach is based on a qualitative assessment of each security but will include certain quantitative elements. The purpose of this assessment is to seek to ensure that the Fund is investing in companies which, overall, approach sustainability issues in a responsible manner while excluding those that are considered by the Sub-Investment Manager either to be failing to address sustainability issues or to not have in place appropriate mitigants or plans to secure a positive long-term trajectory. The Fund does not focus on any one particular Sustainability Characteristic, instead focusing on materiality and seeking to identify companies which satisfy a more holistic long-term assessment, using a framework of qualitative and quantitative analysis.

Sustainability Research Integration

The Sub-Investment Manager considers material Sustainability Characteristics as part of its fundamental company research. Sustainability Characteristics are assessed as part of the investment process for every security in the Fund. The assessment of Sustainability Characteristics is guided by a framework of qualitative and quantitative analysis of Sustainability Characteristics, and uses third-party sustainability data and ratings, among others, as a resource.

The Sustainability Characteristics that the Sub-Investment Manager considers within this analysis because they may be material are:

- **Environmental:** efficient and/or effective management of natural resource usage and relevant governance expertise that would mitigate environmental risks as monitored through factors such as carbon emissions, energy, waste, and/or water ("**Climate and Resource Usage**").

- **Social:** leadership in human capital management and/or strategic oversight, including appropriate policies and a demonstrable track record of supply chains and the labour force including human rights, diversity and inclusion, product quality and safety and data privacy and security. These factors are monitored through an assessment of supply chain policies and audit practices; board, management and employee diversity and compliance with global standards (*e.g.*, UNGC Principles or UN Guiding Principles) ("**Human Capital and Supply Chain Management**").

With regards to the governance of the Fund's investee companies, the Sub-Investment Manager will seek quality and established management teams that have formalised governance structures. Indicators that are considered in this analysis are board and committee composition and structure including expertise and diversity, shareholder rights provisions, compensation packages, and business ethics.

The Fund will promote Sustainability Characteristics through its investment selection, investing in companies with sound governance and striving to avoid businesses with material environmental and social controversies.

The Fund has adopted the following binding restrictions and will not invest in companies that derive significant revenue (typically in excess of 10% of total revenue on an annual basis, or as may otherwise be determined by the Sub-Investment Manager from time-to-time) from:

- adult entertainment;
- casinos and gaming;

- companies that produce controversial weapons (0% total revenue);
- conventional weapons and/or ammunition;
- oil and gas exploration and production (primary business or 50%+ of revenue);
- thermal coal; and
- tobacco and recreational drugs.

Companies the Sub-Investment Manager is aware are involved in severe and widespread controversies in violation of the UNGC Principles will also be excluded from investment.

The Fund may also pursue strategic, active engagement with certain companies and other stakeholders to enhance due diligence, monitor Sustainability Risks and encourage companies to improve their sustainability practices ("**Engagement**"). The Fund believes Engagement, together with proxy voting and collaborative initiatives, are effective mechanisms to seek to mitigate risk, increase returns and advance shareholder value, as well as to address long term and systemic risks to portfolio value. Engagement informs the investment thesis and may enhance understanding of existing disclosures. Engagement may also seek to modify or guide company behaviour in a way the Sub-Investment Manager believes will bolster long-term performance and sustainability management, whether led by the Fund or in collaboration with other stakeholders. The Sub-Investment Manager will engage with a company on multiple occasions over a timeframe that allows for positive change. The outcomes of Engagement efforts may include establishment of policies, adoption of key performance indicators, implementation of initiatives, and increased disclosures. Failed Engagements can factor into a decision to reduce or divest a holding. The Fund does not seek to engage with companies with the intent to change a core business model.

The Fund will not make any investments where sustainability or other risk factors make it difficult, if not impossible, to accurately assess the value of a specific business. The Fund may consider investment into a business with poor performance on one or more environmental or social criteria if it can ascertain a substantial opportunity for improvement, and a credible pathway for meeting the desired standards within a reasonable period of time post-investment.

The Fund will exclude holdings the Sub-Investment Manager deems inconsistent with applicable Sustainability Characteristics described above.

As a result, the universe of investments available to the Fund will be more limited than other funds that do not apply such characteristics. The Fund may also have exposures to certain companies which some investors consider contrary to sustainability principles, such as defence. The application of the Sustainability Characteristics could result in performance that is better or worse than the performance of a similar fund, depending on the performance of the excluded investments and the investments included in place of such excluded investments. The Fund's Sustainability Characteristics may effectively accommodate the requirements of certain Fund investors but not others and may be more or less restrictive than a particular fund an investor might otherwise prefer.

In addition to the Fund's investment policies and investment restrictions, the Sub-Investment Manager may adopt certain additional internal investment criteria which may further restrict Fund investments, such as evolving internal Sub-Investment Manager policies limiting or prohibiting investments in businesses that engage in certain types of weapons manufacturing, natural resource activities or are identified as failing to meet certain criteria put forth by the United Nations or other global organisations.

Further information in relation to the Sub-Investment Manager's responsible investing philosophy is available at **www.beutelgoodman.com/about-us/responsible-investing**.

Impact of Sustainability Risks and PAIs

The results of the Sub-Investment Manager's research on investments as part of the Sub-Investment Manager's investment process, together with the participation in Engagement, and proxy voting, are designed to diminish the impact of Sustainability Risks on the Fund's returns, and improve the overall risk profile of the Fund.

The Manager (in conjunction with the Sub-Investment Manager) conducts an assessment of the PAIs of its investment decisions on Sustainability Characteristics across all of the holdings in the Fund, where such data is available and reliable.

Further information is available in the "*Statement on the Due Diligence Policies of the Manager on the Principal Adverse Impacts of Investment Decisions*", available at: **https://www.brownadvisory.com/intl/ucits-legal-document-library**. In addition, information on PAIs will be available in the annual report and audited financial statements of the Manager.

Taxonomy Regulation Disclosures

As required by Article 6 of the Taxonomy Regulation, the Fund must disclose that the "*do no significant harm*" principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of the Fund do not take into account the EU criteria for environmentally sustainable economic activities.

As the investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities contained in the Taxonomy Regulation, the "*do no significant harm*" principle does not apply to any of the investments underlying the Fund.

Although the Fund promotes certain environmental characteristics, the Fund does not commit to making Sustainable Investments or to pursuing the environmental objectives contained in the Taxonomy Regulation. Accordingly, the Manager (in conjunction with the Sub-Investment Manager) has determined that 0% of the investments underlying the Fund will be in Taxonomy-Aligned Investments.

Sub-Investment Manager

Pursuant to the Sub-Investment Management Agreement, the Investment Manager has delegated the day-to-day portfolio management of the Fund to Sub-Investment Manager.

The Sub-Investment Manager is authorised and primarily regulated by the Ontario Securities Commission having its registered office at 20 Eglinton Avenue West, Suite 2000, P.O. Box 2005, Toronto, Ontario M4R 1K8, Canada. The Sub-Investment Manager is an investment fund manager, portfolio manager, and adviser, and is permitted to provide discretionary investment management services to Irish authorised collective investment schemes.

Benchmark Index

The Fund uses the Comparator Benchmark to compare performance. The Fund is actively managed and is not constrained by any benchmark.

In its construction and method of calculation, the Comparator Benchmark does not take into account the Sustainability Characteristics described under **Promotion of Sustainability Characteristics** above, in a manner that is consistent with the Fund's approach towards the Sustainability

Characteristics. Further information in respect of the methodology used for the calculation of the benchmark can be found **here**.

Financial Derivative Instruments

Subject to the Regulations and to the conditions and limits laid down by the Central Bank from time to time, the Fund may use forward FX contracts to hedge currency FX risks arising for Hedged Share Classes of the Fund. The leverage exposure of the Fund through the use of FDIs will not exceed 100% of the Fund's Net Asset Value, as measured using the commitment approach.

This section should be read in conjunction with the sections in the Prospectus entitled **FUNDS – Use of FDI** and **RISK FACTORS – Currency Risk**.

Investment Restrictions

In addition to the investment restriction set out below, the general investment restrictions set out in the Prospectus under **FUNDS – Investment Restrictions** shall apply.

Investments made by the Fund in shares or units of CIS may not exceed, in aggregate, 10% of the Net Asset Value of the Fund. The CIS, in which the Fund invests, must be prohibited from investing more than 10% of their net assets, in aggregate, in CIS.

Borrowing

In accordance with the general provisions set out in the Prospectus under **FUNDS – Borrowing and Lending Powers**, the Fund may borrow up to 10% of its Net Asset Value on a temporary basis. The Fund will not borrow for leverage purposes.

The Manager operates a Risk Management Process on behalf of the Fund in relation to its use of FDIs, details of which are set out in the Prospectus under **Funds – Use of FDI** – *Risk Management*.

Risk Factors

Investment in the Fund carries with it a degree of risk including, but not limited to, the risks described in the section in the Prospectus entitled **RISK FACTORS**. These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making an application for Shares. There can be no assurance that the Fund will achieve its investment objective.

Dividend Policy

Details of the dividend policy for the Fund are set out in the Prospectus under **SHARE CLASS INFORMATION**.

Key Information for Buying and Selling

Base Currency

U.S. Dollars.

Business Day

Any day (except Saturday or Sunday) on which the New York Stock Exchange is open, or such other day as the Directors may, with the consent of the Depositary, determine and notify to Shareholders in

advance.

Dealing Day

Each Business Day.

Dealing Deadline

3.00 p.m. Irish Time on each Business Day.

Valuation Point

10.00 p.m. Irish Time on each Business Day.

Share Class Information

As of the date of this Supplement, the Share Classes listed in the tables below with a corresponding tick (✓) under **Subscription Open** are available for subscription in the Fund. Share Classes listed in the tables below with a corresponding check (✗) under **Subscription Open** are no longer available for subscription in the Fund. Investors seeking to invest in any other Classes as set out in the Prospectus under **SHARE CLASS INFORMATION** should contact the Investment Manager. Upon receipt of sufficient interest in any such Class, such a Class may be launched.

The applicable Minimum Shareholding, Minimum Initial Investment Amount, and Minimum Additional Investment Amount for the Shares are set as out in the Prospectus under **SHARE CLASS INFORMATION**.

However, notwithstanding the foregoing, the applicable Minimum Shareholding, Minimum Initial Investment Amount and Minimum Additional Investment Amount for the Class SI Shares are set out below:

Class	**Minimum Shareholding***	**Minimum Initial Investment Amount***	**Minimum Additional Investment Amount***
Dollar Class SI Shares	$20,000,000	$20,000,000	N/A
Sterling Class SI Shares	£20,000,000	£20,000,000	N/A
Euro Class SI Shares	€20,000,000	€20,000,000	N/A

* *(subject to the discretion of the Directors in each case to allow lesser amounts)*

Initial Offer Period / Initial Issue Price

In relation to the Share Classes listed in tables below with a corresponding tick (✓) under **Initial Offer Period Open**, the Initial Offer Period remains open and will close upon the earlier of: (i) the first investment by a Shareholder in such Class of Shares; or (ii) such earlier or later date as the Directors may determine and notify to the Central Bank.

Investors may apply to subscribe for such Shares during the Initial Offer Period at the Initial Issue Price for each Class. The Initial Issue Price for such Classes is as set out in the tables below under **Initial Issue Price**.

The Share Classes listed in the tables below with a corresponding check (✗) under **Initial Offer Period**

Open are currently in issue and are available for subscription at prices calculated with reference to the Net Asset Value per Share, as indicated by "NAV" under **Initial Issue Price**.

After the Initial Offer Period, Shares will be continuously open for subscriptions on the relevant Dealing Day and the Issue Price shall be the Net Asset Value of the relevant Class of Shares on the relevant Dealing Day.

Class A Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class A Acc Shares	✓	✗	NAV
Dollar Class A Dis Shares	✓	✓	$10.00
Sterling Class A Acc Shares	✓	✓	£10.00
Sterling Class A Acc H Shares	✓	✓	£10.00
Sterling Class A Dis Shares	✓	✓	£10.00
Sterling Class A Dis H Shares	✓	✓	£10.00
Euro Class A Acc Shares	✓	✓	€10.00
Euro Class A Acc H Shares	✓	✓	€10.00
Euro Class A Dis Shares	✓	✓	€10.00
Euro Class A Dis H Shares	✓	✓	€10.00
Swiss Franc Class A Acc Shares	✓	✓	CHF10.00
Swiss Franc Class A Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis H Shares	✓	✓	CHF10.00

Class B Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class B Acc Shares	✓	✓	$10.00
Dollar Class B Dis Shares	✓	✓	$10.00
Sterling Class B Acc Shares	✓	✓	£10.00
Sterling Class B Acc H Shares	✓	✓	£10.00
Sterling Class B Dis Shares	✓	✓	£10.00
Sterling Class B Dis H Shares	✓	✓	£10.00
Euro Class B Acc Shares	✓	✓	€10.00
Euro Class B Acc H Shares	✓	✓	€10.00
Euro Class B Dis Shares	✓	✓	€10.00
Euro Class B Dis H Shares	✓	✓	€10.00
Swiss Franc Class B Acc Shares	✓	✓	CHF10.00
Swiss Franc Class B Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis H Shares	✓	✓	CHF10.00

Class C Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class C Acc Shares	✓	✗	NAV
Dollar Class C Dis Shares	✓	✓	$10.00
Sterling Class C Acc Shares	✓	✓	£10.00
Sterling Class C Acc H Shares	✓	✓	£10.00
Sterling Class C Dis Shares	✓	✗	NAV
Sterling Class C Dis H Shares	✓	✗	NAV
Euro Class C Acc Shares	✓	✓	€10.00
Euro Class C Acc H Shares	✓	✓	€10.00
Euro Class C Dis Shares	✓	✗	NAV
Euro Class C Dis H Shares	✓	✓	€10.00

Class D Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class D Acc Shares	✓	✗	NAV

Class J Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class J Acc Shares	✓	✓	$10.00

Class M Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class M Acc Shares	✓	✓	$10.00
Dollar Class M Dis Shares	✓	✗	NAV
Sterling Class M Acc Shares	✓	✓	£10.00
Sterling Class M Acc H Shares	✓	✓	£10.00
Sterling Class M Dis Shares	✓	✗	NAV
Sterling Class M Dis H Shares	✓	✗	NAV

Class SI Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class SI Acc Shares	✓	✗	NAV
Dollar Class SI Dis Shares	✓	✗	NAV
Sterling Class SI Acc Shares	✓	✗	NAV
Sterling Class SI Acc H Shares	✓	✓	£10.00

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Sterling Class SI Dis Shares	✓	✗	NAV
Sterling Class SI Dis H Shares	✓	✗	NAV
Euro Class SI Acc Shares	✓	✗	NAV
Euro Class SI Acc H Shares	✓	✗	NAV
Euro Class SI Dis Shares	✓	✓	€10.00
Euro Class SI Dis H Shares	✓	✓	€10.00

Class Z Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class Z Acc Shares	✓	✗	NAV
Dollar Class Z Dis Shares	✓	✗	NAV
Sterling Class Z Acc Shares	✓	✗	NAV
Sterling Class Z Acc H Shares	✓	✓	£10.00
Sterling Class Z Dis Shares	✓	✓	£10.00
Sterling Class Z Dis H Shares	✓	✓	£10.00
Euro Class Z Acc Shares	✓	✓	€10.00
Euro Class Z Acc H Shares	✓	✓	€10.00
Euro Class Z Dis Shares	✓	✓	€10.00
Euro Class Z Dis H Shares	✓	✓	€10.00
Swiss Franc Class Z Acc Shares	✓	✓	CHF10.00
Swiss Franc Class Z Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class Z Dis Shares	✓	✓	CHF10.00
Swiss Franc Class Z Dis H Shares	✓	✓	CHF10.00

Settlement Date

In the case of applications, two (2) Business Days after the relevant Dealing Day.

In the case of repurchases, two (2) Business Days after the relevant Dealing Day (assuming the receipt of the relevant duly signed repurchase documentation including all relevant anti-money laundering documentation).

Preliminary Charge

Class A Shares

If subscribing through a financial intermediary for Class A Shares a Preliminary Charge of up to 3% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Preliminary Charge is payable to financial intermediaries appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Preliminary Charge may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a financial intermediary from investors.

Class A Shares (Italy Only)

If subscribing through a Distributor, bank, or financial intermediary based in Italy for Class A Shares an Entry Fee of up to 5% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Entry Fee is payable to Distributors, banks, and financial intermediaries based in Italy appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Entry Fee may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a Distributor, bank or financial intermediary from investors.

No Preliminary Charge or Entry Fee is payable in respect of Class A Shares if subscribing directly into the Fund through the Administrator, whether subscribing from Italy or elsewhere.

There is no Preliminary Charge or Entry Fee payable for other Share Classes.

Repurchase Charge

1%.

The Repurchase Charge will only be charged in instances where there is a significant (typically in excess of 10%) net redemption or in the case of an investor engaging in excessive trading.

Swing Factor

Up to 0.50% of the Net Asset Value per Share on any Dealing Day.

Fees and Expenses

Investment Management Fee and Expense Limitation

The Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee not exceeding the amounts set out in the Prospectus under **FEES AND EXPENSES** (plus VAT, if any) per Share Class of the Net Asset Value of the Fund.

Notwithstanding the foregoing and anything to the contrary in the Prospectus, the Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee not exceeding the amounts set out below (plus VAT, if any) per Share Class of the Net Asset Value of the Fund, which shall be accrued and calculated in accordance with the procedures set out in the Prospectus under **FEES AND EXPENSES**.

Class C Shares	Up to 0.40%
Class D Shares	Up to 0.60%
Class M Shares	Up to 0.225%
Class SI Shares	Up to 0.60%
Class Z Shares	Up to 0.50%

Such fee shall accrue and be calculated at each Valuation Point and be payable monthly in arrears. The Investment Manager may, at its absolute discretion, pay any portion of the investment management fee to any third party (including the Sub-Investment Manager) in any manner whatsoever, whether by rebate or otherwise. The Investment Manager shall also be entitled to be reimbursed out of the assets of the Fund for its properly vouched out-of-pocket costs and expenses in the performance of its duties.

The Investment Manager has committed to waive its investment management fee or reimburse the

Fund's operating expenses, in order to keep the Fund's total operating expenses (excluding the fees of the Manager but including the fees and out of pocket expenses of the Administrator and the Depositary) from exceeding an annual rate of 0.25% of the daily Net Asset Value of the Fund. If annual operating costs are less than this amount, no reimbursement will be made by the Investment Manager, and the lower amount will be charged to the Fund.

Management Fee

The fees and expenses of the Manager are paid out of the assets of the Fund as set out in the Prospectus under **FEES AND EXPENSES**.

Sub-Investment Management Fee

The fees and expenses of the Sub-Investment Manager are paid out of those fees paid to the Investment Manager which are set out herein and should be read in conjunction with the section in the Prospectus entitled **FEES AND EXPENSES**.

Administration Fee

The Administrator shall be entitled to receive out of the Net Asset Value of the Fund an annual fee, accrued and calculated at each Valuation Point and payable monthly in arrears at an annual rate which will not exceed 0.07% of the Net Asset Value of the Fund (plus VAT, if any) subject to an annual minimum fee which will not exceed US$48,000 and will also receive registration fees and transaction charges at normal commercial rates. The Administrator shall also be entitled to receive a monthly fee of up to US$500 per Share Class of the Fund launched (this fee will not be applied to the first two Share Classes of the Fund launched by the Company, namely Dollar Class M Dis Shares and Sterling Class M Dis Shares.) subject to an annual minimum fee for the Company which will not exceed US$10,000. The Administrator is entitled to be repaid all of its properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

Depositary Fee

The Depositary shall be entitled to receive an annual maximum fee of 0.03% per annum of the Net Asset Value of the Fund accrued at each Valuation Point and shall be payable monthly in arrears. The Depositary's fees are accrued at each Valuation Point, payable monthly in arrears, and subject to a minimum charge of US$25,000 per annum. The Depositary shall also be entitled to receive out of the assets of the Fund all agreed sub-custodian fees and expenses, transaction charges and cash service charges (all at normal commercial rates) and to recover properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

This section should be read in conjunction with the section entitled **FEES AND EXPENSES** in the Prospectus.

Establishment Costs

The costs of establishing the Fund did not exceed €40,000 and are being borne by the Fund and amortised over the first five (5) years of the Fund (or such other period as may be determined by the Directors in their discretion).

* * *

ANNEX II

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: BA Beutel Goodman US Value Fund (the "**Fund**")

Legal entity identifier: 6354002F2ICLDM3QCY81

Environmental and/or social characteristics

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:** ___%	X It promotes E/S characteristics, but **will not make any sustainable investments**

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 lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

Words and expressions defined in the Prospectus of the Company and/or the Supplement relating to the Fund shall, unless the context appears otherwise, have the same meaning when used in this Annex.

What environmental and/or social characteristics are promoted by this financial product?

The Fund will promote the following Sustainability Characteristics: (i) Climate and Resource Usage; and (ii) Human Capital and Supply Chain Management, by:

- taking Sustainability Risks into account;
- taking PAIs on Sustainability Characteristics into account in the context of each investee company;
- positively considering investment assets with high potential to improve their sustainability performance;
- supporting investment assets in improving Sustainability Characteristics material to

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

their sustainability performance through:

- regular engagement with the management, boards and senior executives of investments;
- openness to collaboration with other investors to identify and implement targeted initiatives; and
- exercising its voting rights.

The factors that the Sub-Investment Manager considers within this analysis because they may be material are:

- **Environmental:** efficient and/or effective management of natural resource usage and relevant governance expertise that would mitigate environmental risks as monitored through factors such as carbon emissions, energy, waste, and/or water.

- **Social:** leadership in human capital management and/or strategic oversight, including appropriate policies and a demonstrable track record of supply chains and the labour force including human rights, diversity and inclusion, product quality and safety and data privacy and security. These factors are monitored through an assessment of supply chain policies and audit practices; board, management and employee diversity and compliance with global standards (*e.g.*, UNGC Principles or UN Guiding Principles).

With regards to the governance of the Fund's investee companies, the Sub-Investment Manager will seek quality and established management teams that have formalised governance structures. Indicators that are considered in this analysis are board and committee composition and structure including expertise and diversity, shareholder rights provisions, compensation packages, and business ethics.

The Fund seeks to promote Sustainability Characteristics through its investment selection, seeking companies with sound governance and striving to avoid businesses with material environmental and social controversies,

The Fund has adopted the following binding restrictions and will not invest in companies that derive significant revenue (typically in excess of 10% of total revenue on an annual basis, or as may otherwise be determined by the Sub-Investment Manager from time-to-time) from:

- adult entertainment;
- casinos and gaming;
- companies that produce controversial weapons (0% total revenue);
- conventional weapons and/or ammunition;
- oil and gas exploration and production (primary business or 50%+ of revenue);
- thermal coal; and
- tobacco and recreational drugs.

Companies the Sub-Investment Manager is aware are involved in severe and widespread controversies in violation of the UNGC Principles will also be excluded from investment.

In determining whether or not to invest, the Sub-Investment Manager may use screening tools from vendors that it believes to be reliable. These third-party data providers may be utilized to complement the Sub-Investment Manager's internal sustainability assessments as an additional reference measure for the Fund's sustainability profile.

The Fund will not refer to a reference benchmark for the purpose of attaining the Sustainability Characteristics promoted by the Fund.

What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?

The Fund uses the following sustainability indicators:

- Available PAI Indicators on sustainability factors as described in Annex I of SFDR.
- Sustainability Risk evaluation (internal qualitative and / or quantitative assessment).
- Sustainability performance evaluation (internal qualitative and / or quantitative assessment).
- Specific environmental sustainability indicators (*e.g.*, carbon footprint).
- Specific social sustainability indicators (*e.g.*, diversity metrics).

The Sub-Investment Manager obtains sustainability information, including PAIs, from various external providers that it believes to be reliable (*i.e.*, MSCI).

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?

Making Sustainable Investments is not an objective of the Fund and the Fund is not committed to making Sustainable Investments.

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?

Making Sustainable Investments is not an objective of the Fund and the Fund is not committed to making Sustainable Investments.

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, anti-corruption and anti-bribery matters.

How have the indicators for adverse impacts on sustainability factors been taken into account?

In relation to the Fund, the Sub-Investment Manager considers PAIs. The Sub-Investment Manager will investigate using a sustainability information platform from an external provider, or other reputable product or suite of services as engaged from time-to-time, to monitor the PAIs of the Fund's investments.

The Sub-Investment Manager considers the PAIs that current and prospective investee companies have on Sustainability Characteristics. Most material factors to an investment are identified through a mixture of internal research, data from third-party data providers, and meetings with company management. Using a bottom-up, disciplined, value-investing approach, each research report or update the Sub-Investment Manager prepares incorporates sustainability considerations.

The Sub-Investment Manager seeks companies with sound governance structures. A company's PAIs, and its success in managing those impacts over time, may reflect the objectives and philosophies of that company's management team. The Sub-Investment Manager avoids companies with material environmental and social controversies, in part because these controversies are sometimes reflective of weaknesses in the management team and its outlook.

The PAIs identified in the valuation assessments also form a basis for identifying potentially productive avenues for engaging in active ownership with the assets. The Sub-Investment Manager believes that specific

interventions, whether achieved through direct engagement with the management team, proxy voting or collaborating with other investors, are most effective when they are targeted at the negative impacts most material to an asset's activities.

More information on these PAIs, the Sub-Investment Manager's policies to identify and prioritise them, and engagement policies to address them, can be found in the "*Principal Adverse Impact Statement*" and the Sub-Investment Manager's "*Responsible Investment Policy*" located in the "*Sustainability-related disclosures*" section of the Sub-Investment Manager's website.

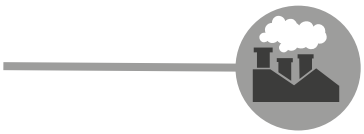
How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

The Fund does not have making Sustainable Investments as its objective and it is not committed to making Sustainable Investments.

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 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?

X Yes, the Sub-Investment Manager considers PAIs of investment decisions on the following Sustainability Characteristics: environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

The Sub-Investment Manager has adopted a "*Principal Adverse Sustainability Impacts Statement*". The Principal Adverse Sustainability Impacts Statement and other information related to the Sub-Investment Manager's responsibilities under SFDR, and the Sub-Investment Manager's approach to responsible investment in general, can be found on the Sub-Investment Manager's website.

The Fund will apply the SFDR RTS developed with respect to climate and other environment-related adverse impacts, and with respect to social and employee matters, respect for human rights, anti-corruption and anti-bribery matters and will apply any changes in the SFDR RTS upon adoption by the European Commission.

The Sub-Investment Manager will monitor and report on required PAIs at the time and to the extent that it is required to do so by SFDR and/or the Taxonomy Regulation.

In certain circumstances, the Fund may have difficulty in collecting complete sets of quantitative information directly from the assets, or relevant "*financial market participants*" (such term as defined in SFDR). For example, assets located in the U.S. may not be subject to the non-financial reporting initiatives of the EU, and may not collect or report the information in the specificity, format, or reporting period required under SFDR. In addition, the Fund's ability to directly collect information in relation to minority positions is subject to investment assets' compliance with

requests for information and data-collection procedures.

Where direct information is not available, the Fund will utilize a combination of qualitative descriptions, internally or externally produced estimates, partial information, and a description of the efforts it took to gather the data to produce its reporting, as permitted under SFDR.

☐ No.

What investment strategy does this financial product follow?

The Fund will invest in companies at what it assesses are discounts to their estimated business value, which the Sub-Investment Manager considers to be the present value of sustainable free cash flow. To identify these investment opportunities, the portfolio managers of the Sub-Investment Manager employ a disciplined, bottom-up investment process highlighted by rigorous, internally generated fundamental research. Further information in relation to the Fund's investment strategy is available at: https://www.brownadvisory.com/intl/funds/ba-beutel-goodman-us-value-fund.

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

- ***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-Investment Manager uses the following elements to select investments to attain the social and/or environmental characteristics promoted by the Fund:

- investment exclusions described above under "***What environmental and/or social characteristics are promoted by this financial product?***"
- due diligence assessing selected sustainability indicators (including an assessment of good governance practices and Sustainability Risks).

- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

Not applicable.

- ***What is the policy to assess good governance practices of the investee companies?***

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

The assessment of good governance practices is inherent in the fundamental, value-driven research that the Sub-Investment Manager performs at every stage in the investment lifecycle. The Sub-Investment Manager uses regular channels, including shareholder reports, industry reviews, and broker reports, together with data provided by specialized data providers, to collect information about governance factors relevant to a company.

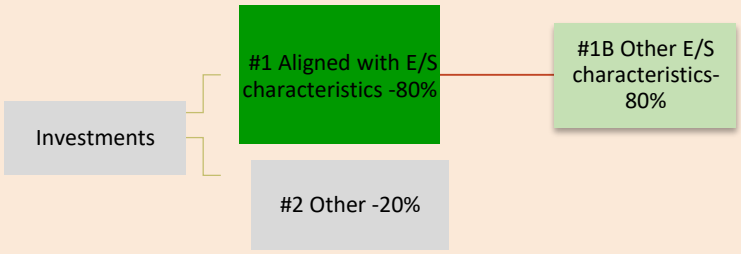
The specific governance factors material to a company are dependent on the circumstances of that company, but the Sub-Investment Manager considers corporate strategy, executive compensation, board efficacy and diversity, and succession planning to be factors significant to the governance assessments of many companies. A company's policies for handling of governance issues, including its policies regarding disclosure, transparency, accountability, and oversight, are often relevant to the assessment.

What is the asset allocation planned for this financial product?

A minimum of 80% of the Fund's investment will be in investments that align with the Fund's environmental or social characteristics. The Fund will allocate 100% of such assets to category 1B, investments that promote social or environmental characteristics but do not qualify as Sustainable Investments. The Fund may make investments that qualify as Sustainable Investments, but the Fund is not committed to making Sustainable Investments.

It may make cash and other short term investments for defensive or liquidity purposes or pending investments.

Asset allocation describes the share of investments in specific assets.



#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.

#2Other 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.

To comply with the EU Taxonomy, the criteria for fossil gas include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For nuclear energy, the criteria include comprehensive safety and waste management rules.

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.

- ***How does the use of derivatives attain the environmental or social characteristics promoted by the financial product*?**

The Fund does not have a Sustainable Investments objective, and the Fund will not use derivatives to attain a Sustainable Investments objective.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The Fund may make investments that qualify as Sustainable Investments that may or may not be aligned with the Taxonomy Regulation, but the Fund is not committed to making Sustainable Investments and/or Taxonomy-Aligned Investments.

- ***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

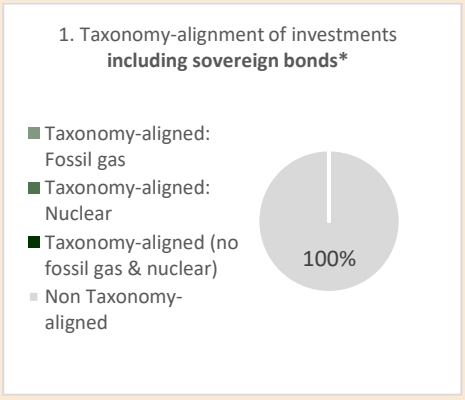
[2]Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.

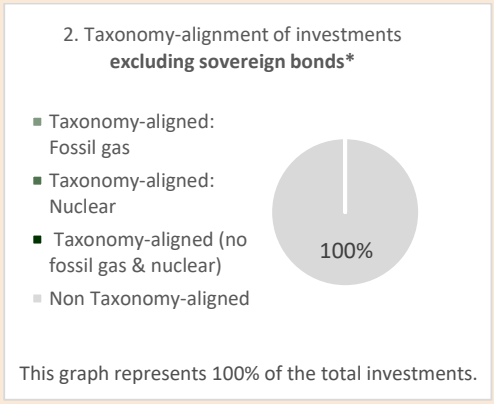
Taxonomy-aligned activities are expressed as a share of:

- **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.

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

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.





** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*

What is the minimum share of investments in transitional and enabling activities?

The Fund will not allocate any fixed minimum proportion of its assets to Taxonomy Regulation transitional or enabling economic activities.

What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

The Fund will not allocate any fixed minimum proportion of its assets to Sustainable Investments with an environmental objective that are not aligned with the Taxonomy Regulation.

What is the minimum share of socially sustainable investments?

The Fund will not allocate any fixed minimum proportion of its assets to Socially Sustainable Investments.

What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments under "#2 Other" will include other investments and instruments of the Fund that cannot be aligned with the Sustainability Characteristics of the Fund. These can include, for example, cash that has not yet been allocated to an investment or that is used for liquidity or hedging purposes, or companies that have not been determined to be aligned with the Sustainability Characteristics promoted by the Fund.

Minimum environmental and social safeguards set in exclusion criteria and screening still apply to the underlying securities.

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?

The Fund has not designated an index as a reference benchmark for the purpose of attaining the Sustainability Characteristics promoted by the Fund.

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:

https://www.beutelgoodman.com/about-us/responsible-investing/

Brown Advisory US Sustainable Value Fund

Supplement No. 14 dated 13 May 2025 to the Prospectus of the Company dated 30 April 2025 for Brown Advisory Funds plc

This Supplement contains specific information in relation to Brown Advisory US Sustainable Value Fund (the "**Fund**"), a fund of Brown Advisory Funds plc (the "**Company**") an umbrella type open-ended investment company with variable capital and segregated liability between funds, governed by the laws of Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**").

This Supplement forms part of and should be read in conjunction with the Prospectus of the Company dated 30 April 2025.

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

The Investment Manager has determined that the Fund is an Article 8 Fund.

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

Dated: 13 May 2025

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Definitions

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

"Comparator Benchmark"	for the purposes of this Supplement, the Russell 1000® Value Net Index**;** and
"Russell 1000® Value Net Index"	measures the performance of the large-cap value segment of the US equity universe. It includes those Russell 1000 companies with relatively lower price-to-book ratios, lower I/B/E/S forecast medium term (2 year) growth and lower sales per share historical growth (5 years). The Russell 1000® Value Net Index is constructed to provide a comprehensive and unbiased barometer for the large-cap value segment. The index is completely reconstituted annually to ensure new and growing equities are included and that the represented companies continue to reflect value characteristics.

Investment Objective and Policies

Investment Objective

The objective of the Fund is to achieve capital appreciation by investing primarily in U.S. equities.

Investment Policies

The Fund aims to achieve its investment objective by investing in the equity securities of undervalued high-quality large-sized companies which are listed or traded on the U.S. markets and exchanges listed in **Appendix I** of the Prospectus. The Fund invests primarily in a concentrated low turnover portfolio of undervalued U.S.-based companies that the Investment Manager believes possess the following fundamentals: (i) have durable free cash flow streams; (ii) exhibit capital discipline through both balance sheet management and capital expenditures; (iii) are run by management teams that have a proven and capable capital allocation track record; and (iv) are attractively valued and provide a favourable reward vs. risk outlook.

The Fund also promotes certain Sustainability Characteristics through its investment selection and ongoing monitoring processes, as described under **Promotion of Sustainability Characteristics** below. In addition, the Fund commits to investing a proportion of its Net Asset Value in Sustainable Investments.

The equity securities in which the Fund may invest include common stock, preferred stock, U.S. Rule 144A Securities (subject to a limit of 10% of Net Asset Value), ADRs, and GDRs. ADRs are equity securities traded on U.S. securities exchanges, which are generally issued by banks or trust companies to evidence ownership of foreign equity securities. GDRs are the non-U.S. equivalents of ADRs. In addition, the Fund may also invest in Money Market Instruments including U.S. treasury bills and fixed and/or floating rate U.S. government securities subject to the limits set out in the Prospectus.

The Fund will aim to maintain a concentrated portfolio, typically consisting of up to forty-five (45) companies. However, the Fund reserves the right to hold a less concentrated portfolio should the Investment Manager regard it as being in the interests of Shareholders.

The Investment Manager believes that a portfolio with these characteristics has the ability to deliver attractive risk-adjusted returns over the long term while providing a strong margin of safety for Shareholders.

The Fund will invest primarily in large companies characterised by market capitalisation of $3 billion and greater at the time of purchase. The market capitalisations of the companies in the Fund's portfolio will change over time; the Fund will not automatically sell or cease to purchase stock of a company it already owns just because the company's market capitalisation grows or falls outside this range.

The Fund seeks to purchase the securities of undervalued companies which the Investment Manager believes has attractive fundamentals in, appropriate Sustainability Risk management systems in place, and strong or evolving sustainable opportunities, at what it considers attractive valuations in the context of the fundamental position of each underlying company. The Investment Manager considers that companies possess a sustainable opportunity where they have Sustainability Characteristics that may improve the company's financial position, including sustainable products, services or operations.

Profile of a Typical Investor and Target Market Identification

The Fund is suitable for any investor (institutional and, unless prohibited by the rules of a particular jurisdiction, retail) seeking to achieve capital appreciation over the long term, (*i.e.*, greater than five (5) years). As the Fund invests primarily in equities, investors should consider an investment in the Fund as medium to high risk.

Investors should desire that Sustainability Characteristics be considered as part of the Fund's investment selection process and that the Fund makes Sustainable Investments.

The Fund is categorised as a non-complex UCITS fund vehicle. This Fund is appropriate for all investors (retail, professional clients and eligible counterparties) with a basic knowledge of the capital markets who seek to achieve capital appreciation over the long term (*i.e.*, greater than five (5) years) as a core component of a portfolio of investments by investing in a diversified portfolio consisting primarily of equity securities. Investors should be prepared to bear losses and may not get back the original investment amount. The Fund may not be compatible for investors outside the target market or those that are not able to bear all losses with respect to their investment. The Fund is available through all distribution channels (*e.g.*, investment advice, portfolio management, non-advised sales and pure execution services).

Investment Manager's Investment Process

The Investment Manager's bottom-up research process seeks to understand the fundamental characteristics and Sustainability Characteristics of its investments.

This process identifies up to 45 companies that meet the *Investment Policies* of the Fund. The Investment Manager seeks companies trading at attractive free cash flow yields run by management teams with a history of prudent capital allocation. Fundamental analysts work side by side with the Investment Manager's sustainable investing team to identify companies that demonstrate sustainable business characteristics through the Investment Manager's "3P" investment filter: People - Process – Product (as described below).

The Investment Manager believes that when executed successfully, this investment approach can achieve the investment objective of the Fund.

Purchasing Portfolio Securities

The Investment Manager believes that investing in companies focused on culture and capital discipline,

operational excellence, and superior customer outcomes can drive a Sustainable Cash Flow Advantage ("**SCFA**") over time.

The Investment Manager looks for value and sustainability across a wide range of industries and sectors, subject to the application of the exclusion policy (described below). The Investment Manager defines "**value**" as durable, free cash flow businesses that exhibit capital discipline. The Investment Manager seeks out securities with attractive fundamentals, appropriate Sustainability Risk management systems in place, and strong or evolving sustainable opportunities.

The Fund seeks to leverage research in the investment process in an effort to help to identify Sustainability Risks and sustainable opportunities associated with particular companies that may impact the company's financial performance.

The Investment Manager utilises resources such as: (i) company filings and reports; (ii) interviews with management, suppliers, customers, and industry experts; (iii) public/private databases, business publications, information from policymakers; and (iv) third-party research (*e.g.*, sell-side businesses, rating agencies, MSCI Inc., Institutional Shareholder Services (ISS), *etc.*) as part of its research process to determine the initial universe of potential investments.

From the initial universe of securities meeting the investment thesis of the strategy, the Investment Manager uses bottom-up fundamental research to build in-depth financial models to identify free cash flow characteristics and what the potential upside return might be (and, conversely, potential downside return). From there, the Investment Manager constructs a concentrated portfolio of its highest conviction ideas, with price targets allowing for comparisons/competition across holdings. Ongoing portfolio and risk management includes monitoring of applicable fundamental and Sustainability Characteristics of each stock, continually optimising the Fund's portfolio based on risk/return profiles and engaging with management teams of investee companies.

In addition to companies with a SCFA, the Investment Manager is committed to investing a proportion of the Fund in Sustainable Investments, as described below.

Selling Portfolio Securities

The Investment Manager will monitor the companies in the Fund's portfolio to determine if there have been any fundamental changes in the companies. The Investment Manager may sell a security or reduce its position in a security if:

- the security subsequently fails to meet the Investment Manager's initial investment criteria, such as a violation of the free cash flow thesis, increased execution risk from capital allocation decisions, or if it no longer meets the Fund's promotion of Sustainability Characteristics;
- a superior business model or more attractive investment opportunity is found or if funds are needed for other purposes;
- the security becomes overvalued relative to the long-term expectation for the security price;
- a material risk arises that significantly jeopardises the investment thesis;
- the Fund's exclusion policy has been violated; and/or
- if the opportunity is unable to develop sufficiently within the investment time-horizon.

The Investment Manager completes a comprehensive after-action review when a security is sold.

In order to respond to adverse market, economic, political, or other conditions, the Fund may assume a temporary defensive position that is inconsistent with its Investment Policies of the Fund and invest

in cash and prime quality cash equivalents such as prime commercial paper and other Money Market Instruments, subject to the limits set out in the Prospectus. A defensive position, taken at the wrong time, may have an adverse impact on the Fund's performance. The Fund may be unable to achieve its Investment Objective during the employment of a temporary defensive measure.

Promotion of Sustainability Characteristics

The Investment Manager's research process includes an assessment of Sustainability Characteristics and material Sustainability Risks for every company in the Fund, with the aim of protecting the financial performance of the Fund by identifying companies that use internal sustainability strategies to improve their financial position while also avoiding those companies exposed to material Sustainability Risks.

This research is fully integrated into the Fund's investment process and is provided through in-house research assessments.

The research approach is based on a qualitative assessment of each security across a broad range of factors, but will contain certain quantitative elements. The purpose of this assessment is to identify companies that, overall, approach sustainability issues that help to maintain or improve a company's financial position while also seeking to avoid those companies exposed to material Sustainability Risk. The Investment Manager will avoid those companies that it believes to either to be failing to manage Sustainability Risks or to not have in place appropriate mitigants or plans to secure an improved position with respect to Sustainability Risks. The Fund may invest in a company that is exposed to legacy material Sustainability Risks or that is lagging in management of Sustainability Risks. However, the Investment Manager will seek to find evidence of a positive Sustainability Risk-management trajectory, which it will document before making an investment. The Investment Manager is focused on encouraging the development of the identified SCFAs, mitigating and monitoring risks, and/or supporting improvements on sustainability issues.

The Fund will identify companies that possess strong or evolving SCFAs. A company is considered to have SCFAs if it is focused on culture and capital discipline, operational excellence and superior customer outcomes that lead to both long-term financial performance and certain positive sustainability outcomes. SCFAs have one or more characteristics that, seek to simultaneously strengthen both long-term financial performance and sustainability outcomes. These SCFA characteristics are defined by the Investment Manager as the "3P Filter":

- **People**: For example:
    - Attraction, retention and internal promotion of employees drives cost savings while also creating a cultural advantage
    - Leadership on health and safety has the potential to serve as both a mechanism for improved employee retention and generation of revenue tied to greater productivity
- **Process**: For example:
    - Sound operations that promote a safe and healthy community can bolster franchise value, while also avoiding regulatory and reputational risk
    - Margin improvement through operations that save costs and resources, enabling meaningful reduction in carbon emissions and natural resource consumption
- **Product**: For example:

- Products or services that provide superior customer outcomes resulting in recurring revenue while also providing environmental and/or social solutions

The Investment Manager believes that companies that have SCFAs will promote one or more of the following environmental or social characteristics:

- **Emissions Reduction**: companies with internal strategies to reduce emissions;
- **Resource Efficiency**: companies implementing efficient operations that reduce resource use;
- **Positive Outcomes for People**: companies with strong culture and/or capital discipline leading to improved outcomes (e.g., enhanced safety record, improved employee retention) for stakeholders: and/or
- **Positive Outcomes for the Environment and Society**: companies with products or services that: (i) help customers to be more resource efficient; and/or (ii) help to solve sustainability challenges.

With regards to the governance of the Fund's investee companies, the Investment Manager will seek quality and established management teams that have formalised governance structures which the Investment Manager believes lead to better business outcomes. Indicators that are considered in this analysis include, though are not limited to, any one or more of the following: board and committee composition and structure in terms of expertise and diversity; shareholder rights provisions; business ethics and compensation packages. The Fund will engage, through proxy voting and other mechanisms, to vocalise the importance of appropriate incentives (*e.g.*, compensation) to enable long-term performance. This investment selection process may lead to the exclusion of investee companies where the Investment Manager determines that governance structures are inappropriate, such as a lack of alignment with long-term shareholders.

The Investment Manager believes that a focus on these particular issues will both limit investment risks associated with Sustainability Risks, while contributing to a more responsible business approach that may potentially benefit performance. The application of the Fund's Sustainability Characteristics and exclusion policy (as detailed below) could result in performance that is better or worse than the performance of a similar fund, depending on the performance of the excluded investments and the investments included in place of such excluded investments.

At the Investment Manager's discretion, the Fund is permitted to make an investment without a written assessment on file at the time of purchase, as long as the Investment Manager believes the relevant security meets the Fund's binding requirements relating to Sustainability Characteristics and the written assessment is finalised shortly thereafter. The Fund may also identify companies where the SCFA thesis is still developing and where an engagement strategy can support that development. In these cases, the developing sustainable opportunity thesis must be reasonably expected to occur within the investment time-horizon.

The Fund pursues strategic, active engagement across the portfolio.

While the vast majority of companies in the portfolio of the Fund will already be focused on culture and capital discipline, operational excellence, and superior customer outcomes that will drive a SCFA, the Investment Manager will also invest in companies that are moving towards achieving SCFAs. Companies with evolving SCFAs will require on-going monitoring, and at times, engagement to enable full maturation of the SCFA. The Investment Manager may also invest in companies that do not display SCFAs or have emerging SCFAs. These companies will still be assessed to have strong Sustainability Risk mitigation practices.

Selection of Sustainable Investments

While the Fund promotes Sustainability Characteristics at the portfolio level, the Fund is also committed to identifying and investing a proportion of its Net Asset Value in individual securities which have each been assessed as a Sustainable Investment.

The Investment Manager takes a holistic approach to the identification of these Sustainability Characteristics rather than focusing on one theme and, as such, the Sustainable Investments that the Fund intends to make are varied depending on the nature of particular investment. In selecting Sustainable Investments for the Fund, the Investment Manager will identify companies which positively contribute to identified Sustainability Characteristics, being one or more of:

- Affordable Housing
- Clean Energy
- Clean Water and Sanitation
- Diversity, Inclusion and Equality
- Economic Mobility and Community Development
- Education
- Efficient Production and Conservation
- Health and Wellness
- Sustainable Agriculture and Natural Resource Management
- Sustainable Finance
- Sustainable Technology Innovation

Impact of Sustainability Risks and PAIs

Together, the results of the Investment Manager's assessment on the Sustainability Characteristics of investee companies; the commitment to Sustainable Investments; the implementation of the requirements relating to Sustainability Characteristics and an exclusion policy (as detailed below) as part of the Investment Manager's investment process; and the Fund's participation in engagement with investee companies, are likely to diminish the impacts of Sustainability Risks on the returns, and improve the overall risk profile of the Fund.

The Manager (in conjunction with the Investment Manager) conducts an assessment of the principal adverse impacts of its investment decisions on Sustainability Characteristics across all of the holdings in the Fund where such data is available and reliable.

Further information is available in the Statement on the Due Diligence Policies of the Manager on the principal adverse impacts of Investment Decisions, available at: **https://www.brownadvisory.com/intl/ucits-legal-document-library**. In addition, information on PAIs on sustainability factors will be available in the annual report and audited financial statements of the Manager.

Exclusion Policy

In addition to gaining exposure to issuers that have a SCFA, the Fund will limit its exposure to particular companies and industries. In addition to the Investment Manager's proprietary and qualitative analysis, the Investment Manager relies on MSCI as a third-party provider to apply a rules-based screening process which seeks to identify companies that may have controversial business involvement, as determined by the Investment Manager.

Specifically, the Fund will exclude knowingly owning equity securities of companies:

- that violate the UNGC Principles or the OECD Guidelines for Multinational Enterprises; and/or
- that directly manufacture controversial weapons and their essential components (defined as blinding laser weapons, chemical and biological weapons, cluster munitions, incendiary weapons (white phosphorous), anti-personnel land mines, non- detectable fragments, nuclear weapons, and/or depleted uranium); and/or
- that conduct animal testing for non-medical purposes and do not exhibit strong ethical policies and practices; and/or
- involved in the cultivation and production of tobacco products.

The Fund also applies the following investment guidelines in respect of underlying issuers to ensure that a company will not be included if it knowingly has more than:

- 1% or more of its revenue from exploration, mining, extraction, distribution or refining of hard coal and lignite; and/or
- 10% or more of its revenue from exploration, extraction, distribution or refining of oil fuels; and/or
- 50% or more of its revenue from exploration, extraction, manufacture, or distribution of gaseous fuels; and/or
- 50% or more of its revenue from electricity generation with a GHG intensity of more than 100g CO2e/kWh; and/or
- 5% of its revenue derived directly from the manufacture of conventional weapons; and/or
- 5% of its revenue derived directly from alcohol products; and/or
- 5% of its revenue derived directly from adult entertainment; and/or
- 5% of its revenue derived directly from gambling.

As a result, the universe of investments available to the Fund will be more limited than that of funds that do not apply such exclusions.

In addition to the Fund's investment policies and exclusion policy stated above, the Investment Manager may adopt certain additional internal investment criteria which may further restrict Fund investments. The Fund will avoid investments that severely negatively impact society or the environment, especially where there is no evidence of efforts to reduce the harm they contribute to. In assessing harm, the Investment Manager may consider available PAIs, controversial business exposure, controversies, and Sustainability Risk exposure and management practices.

Where an investee company is deemed to be doing significant harm to the environment or society, and due diligence (including engagement) with the company indicates that the harm is systemic, detractive from the Fund's investment, and the harm is unlikely to be mitigated, the Investment Manager will exit the position in a manner that the Investment Manager believes to be in the best interests of the Fund, taking account of such factors such as costs of dealing and ensuring the Fund is fully invested.

Taxonomy Regulation Disclosures

As required by Article 6 of the Taxonomy Regulation, the Fund must disclose that the "*do no significant*

harm" principle applies only to those investments underlying the Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this Fund do not take into account the EU criteria for environmentally sustainable economic activities.

As the investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities contained in the Taxonomy Regulation, the "*do no significant harm*" principle does not apply to any of the investments underlying the Fund.

Although the Fund promotes certain Sustainability Characteristics and commits to investing a proportion of its Net Asset Value in Sustainable Investments, the Fund does not commit to pursuing the environmental objectives contained in the Taxonomy Regulation as noted above. Accordingly, the Manager (in conjunction with the Investment Manager) does not collect or evaluate data directly related to the environmental objectives set out in the Taxonomy Regulation or on how and to what extent the investments in the Fund qualify as Taxonomy-Aligned Investments.

The Manager is also of the view that, given the investment strategy of the Fund, sufficiently complete and reliable data on the EU requirements are not available. Therefore, although the Fund may from time to time hold such investments, the minimum level within the Fund is 0%.

The Manager is keeping this situation under active review and where sufficient reliable, timely, and verifiable data on the Fund's investments become available, the Manager will provide the descriptions referred to above, in which case this Supplement will be updated.

Benchmark Index

The Fund uses the Comparator Benchmark to compare performance. The Fund is actively managed and is not constrained by any benchmark.

In its construction and method of calculation, the Comparator Benchmark does not take into account the Sustainability Characteristics described under **Promotion of Sustainability Characteristics** above in a manner that is consistent with the Fund's approach towards the Sustainability Characteristics. Further information in respect of the methodology used for the calculation of the benchmark can be found **here.**

Financial Derivative Instruments

Subject to the Regulations and to the conditions and limits laid down by the Central Bank from time to time, the Fund may utilise FDIs. The Fund only intends to use forward FX contracts to hedge currency FX risks arising for Hedged Share Classes of the Fund. The leverage exposure of the Fund through the use of FDIs will not exceed 100% of the Fund's Net Asset Value, as measured using the commitment approach.

This should be read in conjunction with the sections of the Prospectus entitled **FUNDS – Use of FDI** and **RISK FACTORS** – **Currency Risk**.

Investment Restrictions

In addition to the investment restriction set out below, the general investment restrictions set out in the Prospectus under **FUNDS – Investment Restrictions** shall apply.

Investments made by the Fund in shares or units of CIS may not exceed, in aggregate, 10% of the Net Asset Value of the Fund. The CIS, in which the Fund invests, must be prohibited from investing more than 10% of their net assets, in aggregate, in CIS.

Borrowings

In accordance with the general provisions set out in the Prospectus under **FUNDS – Borrowing and Lending Powers**, the Fund may borrow up to 10% of its Net Asset Value on a temporary basis. It is not intended to borrow for leverage purposes.

The Manager operates a Risk Management Process on behalf of the Fund in relation to its use of FDIs, details of which are set out in the Prospectus under **Funds – Use of FDI** – *Risk Management*.

Risk Factors

Investment in the Fund carries with it a degree of risk including, but not limited to, the risk factors set out in the Prospectus under **RISK FACTORS**. These investment risks are not purported to be exhaustive and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before making an application for Shares. There can be no assurance that the Fund will achieve its investment objective.

Key Information for Buying and Selling

Base Currency

U.S. Dollars.

Business Day

Any day (except Saturday or Sunday) on which the New York Stock Exchange is open, or such other day as the Directors may, with the consent of the Depositary, determine and notify to Shareholders in advance.

Dealing Day

Each Business Day.

Dealing Deadline

3.00 p.m. Irish Time on each Business Day.

Valuation Point

10.00 p.m. Irish Time on each Business Day.

Share Class Information

As of the date of this Supplement, the Share Classes listed in the tables below with a corresponding tick (✓) under **Subscription Open** are available for subscription in the Fund. Share Classes listed in the tables below with a corresponding check (✗) under Subscription Open are no longer available for subscription in the Fund. Investors seeking to invest in any other Classes as set out in the Prospectus under **SHARE CLASS INFORMATION** should contact the Investment Manager. Upon receipt of sufficient interest in any such Class, such a Class may be launched.

The applicable Minimum Shareholding, Minimum Initial Investment Amount, and Minimum Additional Investment Amount for the Shares are as set out in the Prospectus under **SHARE CLASS INFORMATION**.

Initial Offer Period / Initial Issue Price

In relation to the Share Classes listed in tables below with a corresponding tick (✓) under **Initial Offer Period Open**, the Initial Offer Period remains open and will close upon the earlier of: (i) the first investment by a Shareholder in such Class of Shares; or (ii) such earlier or later date as the Directors may determine and notify to the Central Bank.

Investors may apply to subscribe for such Shares during the Initial Offer Period at the Initial Issue Price for each Class. The Initial Issue Price for such Classes is as set out in the tables below under **Initial Issue Price**.

The Share Classes listed in the tables below with a corresponding check (✗) under **Initial Offer Period Open** are currently in issue and are available for subscription at prices calculated with reference to the Net Asset Value per Share, as indicated by "NAV" under **Initial Issue Price**.

After the Initial Offer Period, Shares will be continuously open for subscriptions on the relevant Dealing Day and the Issue Price shall be the Net Asset Value of the relevant Class of Shares on the relevant Dealing Day.

Class A Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class A Acc Shares	✓	✓	$10.00
Dollar Class A Dis Shares	✓	✓	$10.00
Sterling Class A Acc Shares	✓	✓	£10.00
Sterling Class A Acc H Shares	✓	✓	£10.00
Sterling Class A Dis Shares	✓	✓	£10.00
Sterling Class A Dis H Shares	✓	✓	£10.00
Euro Class A Acc Shares	✓	✓	€10.00
Euro Class A Acc H Shares	✓	✓	€10.00
Euro Class A Dis Shares	✓	✓	€10.00
Euro Class A Dis H Shares	✓	✓	€10.00
Swiss Franc Class A Acc Shares	✓	✓	CHF10.00
Swiss Franc Class A Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis Shares	✓	✓	CHF10.00
Swiss Franc Class A Dis H Shares	✓	✓	CHF10.00

Class B Shares

Class	**Subscription Open**	**Initial Offer Period Open**	**Initial Issue Price**
Dollar Class B Acc Shares	✓	✓	$10.00
Dollar Class B Dis Shares	✓	✓	$10.00
Sterling Class B Acc Shares	✓	✗	NAV
Sterling Class B Acc H Shares	✓	✓	£10.00
Sterling Class B Dis Shares	✓	✗	NAV
Sterling Class B Dis H Shares	✓	✓	£10.00
Euro Class B Acc Shares	✓	✓	€10.00

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Euro Class B Acc H Shares	✓	✓	€10.00
Euro Class B Dis Shares	✓	✓	€10.00
Euro Class B Dis H Shares	✓	✓	€10.00
Swiss Franc Class B Acc Shares	✓	✓	CHF10.00
Swiss Franc Class B Acc H Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis Shares	✓	✓	CHF10.00
Swiss Franc Class B Dis H Shares	✓	✓	CHF10.00

Class C Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class C Acc Shares	✓	✗	NAV
Dollar Class C Dis Shares	✓	✓	$10.00
Sterling Class C Acc Shares	✓	✗	NAV
Sterling Class C Acc H Shares	✓	✓	£10.00
Sterling Class C Dis Shares	✓	✗	NAV
Sterling Class C Dis H Shares	✓	✓	£10.00
Euro Class C Acc Shares	✓	✓	€10.00
Euro Class C Acc H Shares	✓	✓	€10.00
Euro Class C Dis Shares	✓	✓	€10.00
Euro Class C Dis H Shares	✓	✓	€10.00

Class M Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class M Acc Shares	✓	✗	NAV
Dollar Class M Dis Shares	✓	✗	NAV
Sterling Class M Acc Shares	✓	✓	£10.00
Sterling Class M Acc H Shares	✓	✓	£10.00
Sterling Class M Dis Shares	✓	✓	£10.00
Sterling Class M Dis H Shares	✓	✓	£10.00
Euro Class M Acc Shares	✓	✓	€10.00
Euro Class M Acc H Shares	✓	✓	€10.00
Euro Class M Dis Shares	✓	✓	€10.00
Euro Class M Dis H Shares	✓	✓	€10.00

Class SI Shares

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Dollar Class SI Acc Shares	✓	✓	$10.00
Dollar Class SI Dis Shares	✓	✓	$10.00
Sterling Class SI Acc Shares	✓	✓	£10.00
Sterling Class SI Acc H Shares	✓	✓	£10.00

Class	Subscription Open	Initial Offer Period Open	Initial Issue Price
Sterling Class SI Dis Shares	✓	✓	£10.00
Sterling Class SI Dis H Shares	✓	✓	£10.00
Euro Class SI Acc Shares	✓	✓	€10.00
Euro Class SI Acc H Shares	✓	✓	€10.00
Euro Class SI Dis Shares	✓	✓	€10.00
Euro Class SI Dis H Shares	✓	✓	€10.00

Settlement Date

In the case of applications, two (2) Business Days after the relevant Dealing Day.

In the case of repurchases, two (2) Business Days after the relevant Dealing Day (assuming the receipt of the relevant duly signed repurchase documentation including all relevant anti-money laundering documentation).

Preliminary Charge

Class A Shares

If subscribing through a financial intermediary for Class A Shares, a Preliminary Charge of up to 3% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Preliminary Charge is payable to financial intermediaries appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Preliminary Charge may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a financial intermediary from investors.

Class A Shares (Italy Only)

If subscribing through a Distributor, bank, or financial intermediary based in Italy for Class A Shares, an Entry Fee of up to 5% of the Issue Price may be deducted from the amount payable in respect of the subscription.

The Entry Fee is payable to Distributors, banks, and financial intermediaries based in Italy appointed by the Manager or by a Distributor, in accordance with applicable laws and regulations. The Entry Fee may either be deducted from the net amount received by the Administrator for the subscription for Shares or from the amount received by a Distributor, bank, or financial intermediary from investors.

No Preliminary Charge or Entry Fee is payable in respect of Class A Shares if subscribing directly into the Fund through the Administrator, whether subscribing from Italy or elsewhere.

There is no Preliminary Charge or Entry Fee payable for other Share Classes.

Repurchase Charge

1%.

The Repurchase Charge will only be charged in instances where there is a significant (typically in excess of 10%) net redemption or in the case of an investor engaging in excessive trading.

Swing Factor

Up to 0.50% of the Net Asset Value per Share on any Dealing Day.

Fees and Expenses

Investment Management Fee and Expense Limitation

The Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee not exceeding the amounts set out in the Prospectus under **FEES AND EXPENSES** (plus VAT, if any) per Share Class of the Net Asset Value of the Fund.

Notwithstanding the foregoing and anything to the contrary in the Prospectus, the Investment Manager is entitled to receive from the Company out of the assets of the Fund an annual fee not exceeding the amounts as set out below (plus VAT, if any) per Share Class of the Net Asset Value of the Fund, which shall be accrued and calculated in accordance with the procedures set out in the Prospectus in the **FEES AND EXPENSES** section.

Class C Shares	Up to 0.40%

Such fee shall accrue and be calculated at each Valuation Point and be payable monthly in arrears. The Investment Manager may, at its absolute discretion, pay any portion of the investment management fee to any third party in any manner whatsoever, whether by rebate or otherwise. The Investment Manager shall also be entitled to be reimbursed out of the assets of the Fund for its properly vouched out-of-pocket costs and expenses in the performance of its duties.

The Investment Manager has committed to waive its investment management fee or reimburse the Fund's operating expenses, in order to keep the Fund's total operating expenses (excluding the fees of the Manager but including the fees and out of pocket expenses of the Administrator and the Depositary) from exceeding an annual rate of 0.25% of the daily Net Asset Value of the Fund. If annual operating costs are less than this amount, no reimbursement will be made by the Investment Manager, and the lower amount will be charged to the Fund.

Management Fee

The fees and expenses of the Manager are paid out of the assets of the Fund as set out in the Prospectus under **FEES AND EXPENSES**.

Administration Fee

The Administrator shall be entitled to receive out of the Net Asset Value of the Fund an annual fee, accrued and calculated at each Valuation Point and payable monthly in arrears at an annual rate which will not exceed 0.07% of the Net Asset Value of the Fund (plus VAT, if any) subject to an annual minimum fee which will not exceed US$48,000 and will also receive registration fees and transaction charges at normal commercial rates. The Administrator shall also be entitled to receive a monthly fee of up to US$500 per Share Class of the Fund launched (this fee will not be applied to the first two (2) Share Classes of the Fund launched by the Company) subject to an annual minimum fee for the Company which will not exceed US$10,000. The Administrator is entitled to be repaid all of its properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

Depositary Fee

The Depositary shall be entitled to receive an annual maximum fee of 0.03% per annum of the Net Asset Value of the Fund accrued at each Valuation Point and shall be payable monthly in arrears. The

Depositary's fees are accrued at each Valuation Point, payable monthly in arrears, and subject to a minimum charge of US$25,000 per annum. The Depositary shall also be entitled to receive out of the assets of the Fund all agreed sub-custodian fees and expenses, transaction charges and cash service charges (all at normal commercial rates) and to recover properly vouched out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

This section should be read in conjunction with the section entitled **FEES AND EXPENSES** in the Prospectus.

Establishment Costs

The costs of establishing the Fund did not exceed $65,000 and are being borne by the Fund and amortised over the first five (5) years of the Fund (or such other period as may be determined by the Directors in their discretion).

* * *

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: Brown Advisory US Sustainable Value Fund (the **"Fund"**)

Legal entity identifier: 635400UMUKKW8KI6QR86

Environmental and/or social characteristics

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 **50**% 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**

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.

Words and expressions defined in the Prospectus of the Company and/or the Supplement relating to the Fund shall, unless the context appears otherwise, have the same meaning when used in this Annex.

What environmental and/or social characteristics are promoted by this financial product?

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

Environmental and social characteristics are promoted by investing in fundamentally strong companies that the Investment Manager assesses, on a qualitative basis, to have strong or improving Sustainability Characteristics while maintaining adequate risk management practices.

Specifically, the Investment Manager will identify companies that use sustainability strategies to add value for shareholders. The Fund will identify companies that possess strong or evolving SCFAs. A company is considered to have SCFA if it is focused on culture

and capital discipline, operational excellence and superior customer outcomes that lead to both long-term financial performance and certain positive sustainability outcomes. The nature of the environmental or social outcomes associated with the identified SCFA will vary by company. The Investment Manager believes that the companies in which the Fund invests will promote one or more of the following environmental and social characteristics:

- **Emissions Reduction:** companies with internal strategies to reduce emissions;
- **Resource Efficiency:** companies implementing efficient operations to reduce resource use;
- **Positive Outcomes for People**: companies with strong culture and/or capital discipline leading to improved outcomes (e.g., enhanced safety record, improved employee retention) for stakeholders: and/or
- **Positive Outcomes for the Environment and Society**: companies with products or services that: (i) help customers to be more resource efficient; and/or (ii) help to solve sustainability challenges.

The Fund does not have Sustainable Investment as its objective but does commit to investing in Sustainable Investments.

No reference benchmark has been designated for the purpose of attaining the environmental or social characteristics.

- ***What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?***

The sustainability indicators used to measure the environmental or social characteristics of the Fund are:

- **Emissions Reduction**:
  - weighted-average greenhouse gas emissions intensity of the Fund's investee companies in terms of the Greenhouse Gas Protocol's definition of Scope 1 emissions (direct emissions owned or controlled by a company) and Scope 2 emissions (emissions that a company causes indirectly and come from where the energy it purchases and uses is produced); and
  - the percentage of the Fund with an emissions reduction target.

- **Resource Efficiency**:
  - the percentage of the Fund the Investment Manager has identified to be resource efficient.

- **Positive Outcomes for People**:
  - the percentage of the Fund the Investment Manager has identified to have improved outcomes for stakeholders.

- **Positive Outcomes for the Environment and Society**:
  - the percentage of the Fund the Investment Manager has identified to have products or services that: (i) help customers to be more resource efficient, and/or (ii) help to solve sustainability challenges.

- ***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 Investment Manager takes a holistic approach to the identification of these

Sustainability Characteristics rather than focusing on one theme and, as such, the Sustainable Investments that the Fund intends to make are varied depending on the nature of particular investment.

Through the application of the Investment Manager's process, the Fund's Sustainable Investments are expected to contribute to the sustainable objectives of climate transition and climate mitigation, or more general sustainable objectives. This will be achieved by identifying companies which positively contribute to identified sustainability themes, being one or more of:

- Affordable Housing
- Clean Energy
- Clean Water and Sanitation
- Diversity, Inclusion and Equality
- Economic Mobility and Community Development
- Education
- Efficient Production and Conservation
- Health and Wellness
- Sustainable Agriculture and Natural Resource Management
- Sustainable Finance
- Sustainable Technology Innovation

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?

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, anti-corruption and anti-bribery matters.

Companies cannot be considered to be Sustainable Investments unless they have been assessed to not be causing significant harm to long-term sustainability objectives.

The Investment Manager's assessment process includes:

- The implementation of the Investment Manager's in-house, bottom-up research that uses qualitative and quantitative data to assess a company's performance on a variety of sustainable investment risk indicators, as detailed below.

- The review of all available mandatory PAIs (as set out in Annex I of the SFDR).

- Compliance with the Fund's exclusion policy: Specifically, the Fund will exclude knowingly owning equity securities of companies:

    - that violate the UNGC Principles or the OECD Guidelines for Multinational Enterprises; and/or
    - that directly manufacture controversial weapons and their essential components (defined as blinding laser weapons, chemical and biological weapons, cluster munitions, incendiary weapons (white phosphorous), anti-personnel land mines, non- detectable fragments, nuclear weapons, and/or depleted uranium); and/or
    - that conduct animal testing for non-medical purposes and do not exhibit strong ethical policies and practices; and/or
    - involved in the cultivation and production of tobacco products.

- The Fund also applies the following investment guidelines in respect of underlying issuers to ensure that a company will not be included if it knowingly has more than:

    - 1% or more of its revenue from exploration, mining, extraction, distribution or refining of hard coal and lignite; and/or

- 10% or more of its revenue from exploration, extraction, distribution or refining of oil fuels; and/or
- 50% or more of its revenue from exploration, extraction, manufacture, or distribution of gaseous fuels; and/or
- 50% or more of its revenue from electricity generation with a GHG intensity of more than 100g CO2e/kWh; and/or
- 5% of its revenue derived directly from the manufacture of conventional weapons; and/or
- 5% of its revenue derived directly from alcohol products; and/or
- 5% of its revenue derived directly from adult entertainment; and/or
- 5% of its revenue derived directly from gambling.

Where an investee company is deemed to be doing significant harm to the environment or society, and due diligence (including engagement) with the company indicates that the harm is systemic, detractive from the Fund's investment, and the harm is unlikely to be mitigated, the Investment Manager will exit the position in a manner that the Investment Manager believes to be in the best interests of the Fund, taking account of such factors such as costs of dealing and ensuring the Fund is fully invested.

How have the indicators for adverse impacts on sustainability factors been taken into account?

The Investment Manager will consider adverse impacts within its broader assessment of the Sustainability Characteristics of a company. The Investment Manager uses in-house, bottom-up research that uses qualitative and quantitative data to assess a company's risk management profile, which includes PAI Indicators.

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

An assessment of a company's alignment with the OECD Guidelines and UN Guiding Principles is included in the Fund's sustainable investment research assessment. The Fund considers a company to be aligned with these Guidelines and Principles when it has not been involved in significant human rights controversies that are systemic, detractive from the Fund's investment, and where the harm resulting from the controversy is unlikely to be mitigated within the Fund's investment horizon.

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 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?

X Yes, the Fund also considers PAIs at a portfolio level as part of the broader assessment process where data is available and reliable. PAIs are not more significant than other factors in the investment due diligence process.

The Fund believes that the following PAIs, if unmanaged, may cause harm to long-term performance. Therefore, the Fund expects exposure to the following PAIs to be limited over time:

- GHG emissions (PAI 1-3, Table 1)
- Violations of the UNGC Principles and OECD Guidelines for Multinational Enterprises (PAI 10, Table 1)
- Board gender diversity (PAI 13, Table 1)
- Exposure to controversial weapons (PAI 14, Table 1)

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 Fund's investment strategy is to invest in the equities securities of undervalued high-quality large-sized companies listed on US markets and exchanges in a concentrated portfolio consisting of up to forty-five (45) companies. The Fund invests primarily in a concentrated low turnover portfolio of undervalued U.S.-based companies that the Investment Manager believes: (i) has durable free cash flow streams from a fundamental and sustainability perspective; (ii) exhibit capital discipline through both balance sheet management and capital expenditures; (iii) are run by management teams that have a proven and capable capital allocation track record; and (iv) are attractively valued and provide a favourable reward vs. risk outlook. The Fund will aim to maintain a concentrated portfolio, typically consisting of up to forty-five (45) companies. The Fund seeks to purchase the securities of undervalued companies which the Investment Manager believes has attractive fundamentals, appropriate Sustainability Risk management systems in place, and strong or evolving sustainable opportunities, at what it considers attractive valuations in the context of the fundamental position of each underlying company.

The Investment Manager believes that investing in companies focused on culture and capital discipline, operational excellence, and superior customer outcomes will drive SCFAs over time. While the vast majority of companies in the portfolio of the Fund will possess a clear SCFA, the Investment Manager will also invest in companies that are moving towards achieving a SCFA. The Investment Manager may also invest in companies that do not display SCFA or have emerging SCFA. These companies will still be assessed to have strong Sustainability Risk mitigation practices.

SCFAs have one or more characteristics that, as stated below, seek to simultaneously strengthen both long-term financial performance and sustainability outcomes.

These Sustainability Characteristics are defined by the Investment Manager as the "3P Filter":

- **People**: For example:
    - Attraction, retention and internal promotion of employees drives cost savings while also creating a cultural advantage

- Leadership on health and safety has the potential to serve as both a mechanism for improved employee retention and generation of revenue tied to greater productivity

- **Process**: For example:
  - Sound operations that promote a safe and healthy community can bolster franchise value, while also avoiding regulatory and reputational risk
  - Margin improvement through operations that save costs and resources, enabling meaningful reduction in carbon emissions and natural resource consumption

- **Product**: For example:
  - Products or services that provide superior customer outcomes resulting in recurring revenue while also providing environmental and/or social solutions

The strategy also will identify Sustainable Investments, investing at least 50% of the Fund in companies that positively contribute to identified sustainability outcomes, being one or more of:

- Affordable Housing
- Clean Energy
- Clean Water and Sanitation
- Diversity, Inclusion and Equality
- Economic Mobility and Community Development
- Education
- Efficient Production and Conservation
- Health and Wellness
- Sustainable Agriculture and Natural Resource Management
- Sustainable Finance
- Sustainable Technology Innovation

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 Investment Manager will conduct a sustainable investment research assessment for every company in the Fund, based on qualitative and/or quantitative information and relying on a combination of internal research or third-party data, comprising an assessment of opportunities, risks and governance.

The Fund is also bound by its exclusion policy (as detailed above) and its commitment to investments in Sustainable Investments.

What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?

No process is undertaken to reduce the size of the investable universe.

What is the policy to assess good governance practices of the investee companies?

All companies added to the portfolio are analysed according to a variety of applicable governance factors. This analysis forms part of the Fund's general sustainability analysis. Applicable governance factors are:

- ownership and control

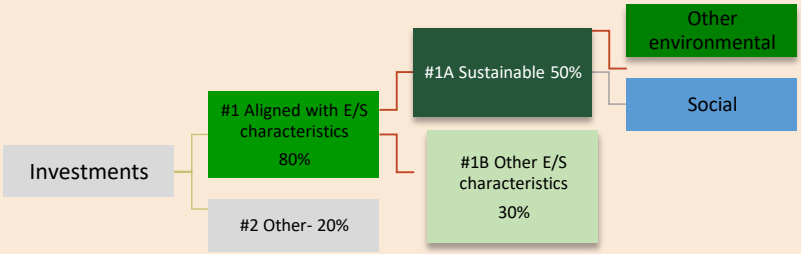
Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

- board and management composition and structure
- employee relations
- tax transparency
- remuneration practices
- shareholder rights
- accounting practices
- transparency and disclosure
- business ethics.

What is the asset allocation planned for this financial product?

At least 80% of the Net Asset Value of the Fund will be assessed and determined to promote environmental and social characteristics. In addition, a minimum of 50% of the Fund's Net Asset Value will be in companies that have been determined to be Sustainable Investments.

Asset allocation describes the share of investments in specific assets.



#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 other investments and instruments of the Fund that cannot be aligned with the environmental and/or social characteristics of the Fund. These can include, for example, cash that has not yet been allocated to an investment or that is used for liquidity or hedging purposes, or companies that have not been determined to be aligned with the environmental and/or social characteristics promoted by the Fund.

Minimum environmental and social safeguards set in exclusion criteria relating to global norms and activity-based screening still apply to the underlying securities.

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.

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.

How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?

Not applicable.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The Investment Manager does not currently commit to investing in Taxonomy-Aligned Investments and, as such, does not collect or evaluate data on the environmental objective(s) set out in Article 9 of the Taxonomy Regulation on how and to what extent the investments in the Fund are in Taxonomy-Aligned Investments. Therefore, although the Fund may from time to time hold such investments, the minimum level within the Fund is 0%.

To comply with the EU Taxonomy, the criteria for fossil gas include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For nuclear energy, the criteria include comprehensive safety and waste management rules.

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

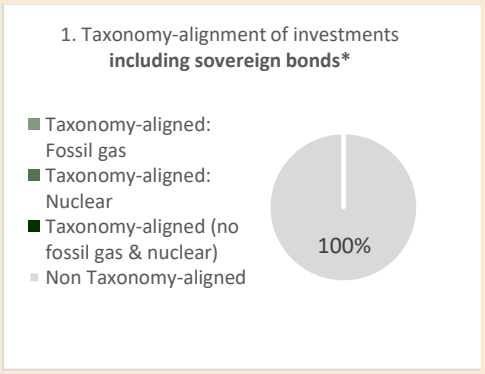
Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?

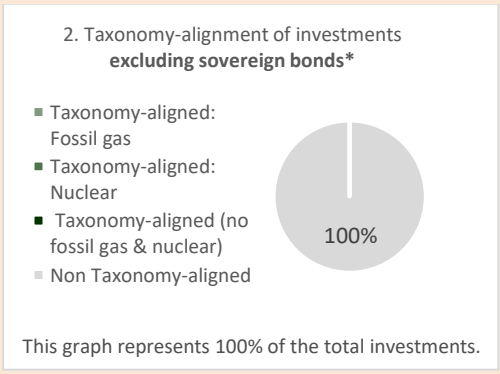
☐ Yes:

☐ In fossil gas ☐ In nuclear energy

☒ No

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.





** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*

What is the minimum share of investments in transitional and enabling activities?

Not applicable.

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally

What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

0%. The Sustainable Investments in the Fund may have an environmental, social or both an environmental and social objective. The Fund does not set a threshold requirements for these.

What is the minimum share of socially sustainable investments?

0%. The Sustainable Investments in the Fund may have an environmental, social or both an environmental and social objective. The Fund does not set a threshold requirements for these.

What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

Investments under "#2 Other" may include other investments that have not been determined to be aligned with the environmental and/or social characteristics of the Fund. For such investments, the Investment Manager will still apply the exclusions set out in the Fund's exclusion policy (as detailed in the Supplement) and the binding requirements relating to Sustainability Characteristics.

Any cash that the Fund may not yet have allocated to an investment or for liquidity or hedging purposes will also be included under '#2 Other'.

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, the Fund does not use a reference benchmark to determine whether the financial product is aligned with the environmental and/or social characteristics it promotes.

- ***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.

Reference benchmarks are indexes to measure whether the financial product attains the environmental or social characteristics

Where can I find more product specific information online?

More product-specific information can be found on the website:

https://www.brownadvisory.com/intl/ucits-legal-document-library