

SIM US High Yield Fund

Supplement to the Prospectus dated 17 January 2019 for Candoris ICAV

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

This Supplement forms part of and should be read in conjunction with the Prospectus dated 17 January 2019 (the Prospectus). In the event of any inconsistency between the Prospectus and this Supplement, this Supplement shall prevail.

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

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

An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. Investors should read the "Risk Factors" set out in the Prospectus and in this Supplement.

Dated: **17 January 2019**

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1. INVESTMENT OBJECTIVE

The Fund's investment objective is to seek: (i) high current income; and (ii) capital appreciation.

2. INVESTMENT POLICIES

The Fund seeks to implement its investment objective by investing in a diversified portfolio of the fixed income securities specified below which may be fixed and/or floating rate, of any maturity and that are generally rated below investment grade (i.e. rated as Ba or lower by Moody's Investors Service, Inc. or BB or lower by Standard & Poor's Ratings Services or Fitch, Inc.) or deemed to be below investment grade by Strategic Income Management, LLC (the "**Investment Manager**") or unrated. These types of securities are commonly referred to as "high yield" or "junk" fixed income securities. The Fund has no limitations regarding the maturities of the fixed income securities or the market capitalization of the issuers in which it invests or whether those fixed income securities are rated or unrated.

The Fund will typically allocate, under normal circumstances, at least 80% of the Fund's net assets (the "**Below Investment Grade Allocation**") in non-investment grade or unrated fixed income securities as specified below and/or financial derivative instruments ("**FDIs**") that provide exposure to non-investment grade or unrated fixed income securities as specified below, namely fixed income futures and credit default swaps. Fixed income securities held as cover for FDIs providing exposure to non-investment grade or unrated fixed income securities will be included in calculation of the Below Investment Grade Allocation even where the fixed income securities which are held as cover are themselves investment grade.

The Fund may invest in the following fixed income securities either as part of the Below Investment Grade Allocation as detailed above or as part of the Other Securities Allocation as detailed below: bonds, notes, preferred stock, convertible bonds, convertible notes or convertible preferred stock that may be converted into or exchanged for a prescribed amount of common stock of the same or a different issuer, debentures, asset-backed and mortgage-backed securities, collateralized bond obligations, collateralized debt obligations, securitised collateralized loan obligations, securitised loan assignments and participations, bank deposit notes, and cash equivalents including certificates of deposit, time deposits, bearer deposit notes, bankers' acceptances, government obligations, commercial paper, short-term corporate debt instruments and short-term notes. The fixed-income securities in which the Fund may invest will not embed leverage. The securitised loan assignments and participations will be listed or traded on Markets, freely transferable and sufficiently liquid for the Fund to satisfy redemptions.

The fixed income securities in which the Fund invests may be issued by global corporates, or issued or guaranteed by any global government or its agencies or municipalities, or by international agencies or supranational entities.

The Fund may invest in fixed-income securities with call features allowing the issuer of the security to redeem or call for payment of debt obligations owing under the security prior to its stated maturity date and pay-in-kind fixed income securities which do not make regular cash interest payments but rather pay interest through the issuance of additional securities.

The Fund may utilize credit default swaps for investment purposes by selling credit default swaps in order to take exposure to a credit risk thereby increasing the exposure of the Fund with the aim of enhancing total returns. Selling credit default swaps enables the Fund to take a directional view on issuers and fixed income markets as an efficient alternative or substitute for the purchase of fixed income securities, and may assist the Fund to achieve its investment objective by creating additional investment opportunities which are aimed at generating returns. The Fund may also purchase credit default swaps for hedging purposes in order to mitigate credit risk and assist in mitigating against fluctuations in the Net Asset Value per Share of the Fund caused by fluctuations in the markets and issuers to which the Fund is exposed with the aim of decreasing the risk of the Fund. The Fund may utilize fixed income futures, including treasury futures to hedge against fluctuations in interest rates and to manage the effective duration of the Fund's portfolio.

The Fund will typically allocate, under normal circumstances, up to 20% of net assets (the "**Other Securities Allocation**") in the following other securities where the Investment Manager believes such investments are consistent with the Fund's investment objective: the fixed-income securities listed

above which are investment grade including sovereign fixed income securities, fixed income futures and credit default swaps that provide exposure to such investment grade fixed income securities. The Fund may also invest as part of its Other Securities Allocation in the following income-producing securities where the Investment Manager considers such securities offer a return, and in most cases an income that is competitive with the high yield bonds, namely common stock of any issuer globally, American depositary receipts ("**ADRs**"), global depositary receipts ("**GDRs**"), real estate investment trusts ("**REITs**") and income-producing equity securities such as master limited partnerships ("**MLPs**"). REITs are generally structured with the intent to provide a regular income stream through dividends and depending upon market conditions, can provide favourable risk adjusted returns relative to high yield bonds thereby representing a non-traditional high yield security. MLPs are partnerships which issue transferable unitised securities that are registered with the SEC and traded on Markets.

The Fund will focus on making investments in securities of U.S. issuers but may also invest in the securities of issuers in any country globally, and up to 35% of the net assets of the Fund may be exposed to non-US issuers with a maximum of 25% of net assets being exposed to issuers that are domiciled in or whose securities are listed or traded in Emerging Markets, Frontier Markets or Standalone Markets (each as defined below), with no more than 5% of net assets being exposed to issuers that are domiciled in or whose securities are listed or traded in Frontier Markets or Standalone Markets. Though the Fund may invest in securities of Russian issuers as part of its Emerging Market allocation, it will not invest in securities listed or traded in Russia, and for securities listed or traded on multiple markets including Russian markets, the Fund will not invest in those securities through Russian markets.

"Emerging Markets" means Brazil, Chile, China, Colombia, Costa Rica, Czech Republic, Ecuador, Egypt, Greece, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Peru, Philippines, Poland, Qatar, Russia, South Africa, Taiwan, Thailand, Turkey and United Arab Emirates.

"Frontier Markets" means Afghanistan, Algeria, Argentina, Bahrain, Bangladesh, Bosnia Herzegovina, Belarus, Bolivia, Botswana, Bulgaria, Cuba, Croatia, Dominican Republic, Estonia, Ghana, Iran, Iraq, Jamaica, Jordan, Kazakhstan, Kenya, Kuwait, Latvia, Lebanon, Libya, Lithuania, Mauritius, Morocco, Nigeria, Mongolia, Myanmar, Oman, Pakistan, Palestine, Panama, Paraguay, Romania, Saudi Arabia, Serbia, Slovenia, Slovakia, Sri Lanka, Tanzania, Trinidad & Tobago, Tunisia, Ukraine, Uruguay, Venezuela, Vietnam and the West African Economic and Monetary Union (consisting of Benin, Burkina Faso, Ivory Coast, Guinea-Bissau, Mali, Niger, Senegal and Togo), and Zimbabwe.

The Fund will also utilize currency futures and forwards for hedging purposes with the aim of decreasing risk by hedging the Fund's currency exposure on non-US Dollar denominated investments and also to implement the share class currency hedging arrangements described under "Hedging Transactions" below. Using currency futures and forwards for hedging purposes will assist in managing the Fund's exposure to currency risk and to assist in mitigating NAV fluctuations caused by fluctuations in currencies to which the Fund is exposed, which helps the Fund achieve its investment objective. The Fund may hold positions in non-U.S. currencies pending the acquisition of and following the sale of non-U.S. denominated investments.

The Fund may invest cash balances in exchange-traded funds to gain market exposure on cash balances, and money market funds to give the Fund exposure to money market rates of return on cash balances, subject to a restriction, which will come into effect 20 Business Days following the date of the close of the Initial Offer Period of the first Class of Shares in the Fund to launch (the "**Fund Launch Date**"), that the Fund may not invest more than 10% of its net assets in collective investment schemes. In advance of the Fund Launch Date, the Fund may invest in exchange-traded funds and money market funds in accordance with the general investment restrictions set out under the heading "Investment Restrictions" in the Prospectus.

The Fund's investments in fixed income securities, equity and equity like securities will be listed or traded on Markets, provided however that the Fund may invest up to 10% of Net Asset Value in the fixed income securities, equity and equity-like securities specified above and/or other eligible ancillary liquid assets which are not listed or traded on Markets.

While the Fund will predominantly take long positions up to 100% of the Net Asset Value of the Fund, when in the opinion of the Investment Manager, opportunities exist to meet the Fund's investment objective it may also take short positions up to a maximum of 50% of the Net Asset Value of the Fund. The Fund's short positions will be implemented through the use of short currency future and currency

forward positions to hedge currency exposure, the use of short treasury future positions to manage the Fund's duration, and the purchase of credit default swaps to hedge credit risk. The Fund will only take short positions through FDI, i.e., synthetic short exposure rather than physical short sales. The Fund may only utilise FDIs listed in the Risk Management Process, which has been cleared by the Central Bank.

Investment Strategy

The Investment Manager has three principals in selecting investments in issuers. First, in selecting its investments the Investment Manager seeks to gain exposure to issuers operating in industries with positive long-term trends such as demographics, technology, regulations, etc. which will provide fundamental support for that industry and the Fund's investment throughout the business cycle of the industry. Second, the Investment Manager seeks to avoid investing in issuers operating in industries it considers ill-suited to high levels of leverage due to factors in those industries such as volatile revenues, a need for high capital expenditure or other adverse long-term trends. The portfolio therefore tends to be heavily over-weighted in issuers operating in certain industries selected by the Investment Manager for investment by the Fund and heavily under-weight in other industries the Investment Manager views negatively based on these criteria. Finally, the Investment Manager analyzes investments in issuers operating in industries it has selected for investment by the Fund from the perspective of a chief financial officer of that issuer, in order to ensure that the issuer's products, balance sheet, cash flows, capital expenditure levels and return on capital invested will be sustainable in the longer-term. The resulting selections comprise the Fund's "core" portfolio which tends to be less capital intensive and less cyclical overall than the general high yield market. The Fund's "core" portfolio may represent up to two-thirds of the portfolio under normal circumstances, provided however that the "core" portfolio may represent a higher proportion of the Fund where the Investment Manager cannot locate suitable investments in "out-of-favor" issuers or "smaller issuers" as detailed below.

In addition to this "core" portfolio, the Investment Manager will also opportunistically seek to invest in issuers operating in "out-of-favor" industries. The Investment Manager will first seek to determine that the industry is viable in the long term, and will then look for catalysts for a correction within that industry. Typically, this is a rebalancing of supply to demand through the removal of excess supply from the industry as weaker issuers operating within that industry firms are forced to close down or exit the industry. The Investment Manager seeks companies within those industries that have a pathway to survive the industry downturn. This pathway can include, excess liquidity, strong competitive position or lower cost structure relative to competitors within the industry, more manageable levels of debt leverage than competitors, protection from diversification of business lines and other attributes that the Investment Manager considers will be sufficient to sustain the company over the two to three years required for the industry correction to take place.

"Out-of-favor" investments can also be found in sectors of the capital markets that have a narrower base of investors who periodically abandon that sector, for example convertible bonds. The typical investor in convertible bonds is satisfied with a low coupon because the convertible bond gives them an equity option in a growth company with something like a dividend in the form of a coupon, albeit a very low coupon. If high growth expectations are disappointed, investors may sell the convertible bonds en masse and push the convertible bond prices down such that the yield becomes competitive with yields in the high yield market.

Investments in "out-of-favor" sectors/industries may represent up to one-third of the portfolio of investments of the Fund. The Fund's "out-of-favor" investments will be diversified across industries and/or subsectors of the capital markets. The percentage of the Fund's investments allocated to "out-of-favor" investments will vary depending on the availability of "out-of-favor" opportunities in the market and in the absence of "out-of-favor" opportunities, the "core" will be expanded and the "out-of-favor" allocation reduced.

The Investment Manager has also historically invested about one-third of the portfolio in "smaller issuers", that is, issuers with total bonds outstanding of \$500 million (or currency equivalent) or less. Such "smaller issuers" are generally given lower ratings by the rating agencies due to their size, even though they may dominate niche markets with higher barriers to entry. Furthermore, managers of large funds may ignore such "smaller issuers" as the allocation of an investment by their fund to a "smaller issuer" would give rise to their fund owning too high a percentage of that issue. For these reasons, "smaller issuers" can offer opportunities for attractive risk-adjusted returns.

Once the Investment Manager has identified potential issuers and industries for investment by the core, opportunistic and small issuer portions of the Fund, it will perform a comprehensive, company-level analysis to identify sustainable businesses with a competitive advantage, sustainable cash flows, a capital expenditure programme which is sufficient to sustain/grow the business, and with a strong balance sheet, appropriate level of leverage for its industry and a capital structure that is appropriate for investment by the Fund. The Investment Manager utilizes a bottom up research to assess the fundamental strengths and weaknesses of each individual issuer and the best risk/reward investment is chosen for inclusion in the portfolio.

The Fund's portfolio will be well-diversified, but concentrated on 70 to 150 issuers, with a focus on credit analysis and long-term trends, and avoiding investments in businesses and industries which are cyclical or capital intensive. The Investment Manager will focus on making longer-term investments in issuers facilitating a focused investment management approach, and avoiding high turnover of the Fund's investment portfolio, instead seeking to exploit long-term trends.

The Investment Manager may reduce or sell the Fund's investments for a variety of reasons, including if, in the Investment Manager's opinion, a security's value has become fully recognised by markets thereby reducing the opportunity for further gains or if there has been a re-assessment by the Investment Manager of the fundamental attributes of that security giving rise to a more negative view on that issuer or its securities.

Guidelines for the observation and exclusion of companies based on the application of ESG criteria:

The Fund shall not be invested in companies which themselves or through entities they control:

- (i) produce weapons that violate fundamental humanitarian principles through their normal use; or
- (ii) produce tobacco; or
- (iii) sell weapons or military materiel to states that are subject to investment restrictions on government bonds.

3. INVESTMENT MANAGER

The ICAV and the Manager have appointed Strategic Income Management, LLC, 1200 Westlake Ave N, Suite 713, Seattle, WA 98109 United States of America, as investment manager to the Fund pursuant to an investment management agreement between the ICAV, the Manager and the Investment Manager dated 28 August 2017 (the **Investment Management Agreement**). The Investment Manager is regulated by the SEC and its main activity is providing investment management services. As at 31 December 2016, it has \$1.3 billion assets under management.

The Investment Management Agreement provides that the appointment of the Investment Manager as investment manager will continue in force unless and until terminated by any party giving to the other 90 days' notice in writing although in certain circumstances the agreement may be terminated forthwith by notice in writing by any party to the other. Under this agreement, the Investment Manager shall not be liable to the ICAV or any Shareholders or otherwise for any error of judgement or loss suffered by the ICAV or any such Shareholder in connection with the Investment Management Agreement unless such loss arises from the negligence, fraud, bad faith, wilful default or wilful misfeasance in the performance or non-performance by the Investment Manager or persons designated by it of its obligations or duties under the agreement or breach of contract on the part of the Investment Manager or any of its agents or delegates or their agents.

4. ADVISORY AND MARKETING SUPPORT AGENT

The ICAV and the Manager have appointed Candoris B.V. (the **Advisory and Marketing Support Agent**) to: (i) provide advisory support services in respect of the Fund pursuant to the terms of an advisory agreement dated 28 August 2017 between the ICAV, the Manager and the Advisory and Marketing Support Agent; and (ii) provide marketing support services in respect of the Fund pursuant to the terms of a marketing support agreement dated 28 August 2017 between the ICAV, the Manager and the Advisory and Marketing Support Agent (together the **Advisory and Marketing Support Agreements**). In addition to assisting with client/investor relations, the Advisory and Marketing Support

Agent will provide advice to the ICAV, the Manager and the Investment Manager regarding companies to exclude using ESG criteria in accordance with the guidelines for the observation and exclusion of companies set out under the heading "**Investment Strategy**" above.

5. CONFLICTS OF INTEREST

In addition to the details of the conflicts of interest with the ICAV set out in the Prospectus, at the date of this Supplement:

Dirk (Rick) van de Kamp and Martijn van Vliet are each Directors of the ICAV, and partners and directors of the Advisory and Marketing Support Agent.

6. BORROWINGS

In accordance with the general provisions set out in the Prospectus, the Fund may borrow up to 10% of its net assets on a temporary basis to facilitate redemption payments.

7. LEVERAGE

The Fund's global exposure will be calculated using the commitment approach and leverage will not exceed 100% of its net assets at any time. The Investment Manager will measure global exposure daily.

8. INVESTMENT RESTRICTIONS

The general investment restrictions set out under the heading "**Investment Restrictions**" in the Prospectus apply to the Fund.

In addition to the general investment restrictions set out in the Prospectus, the Fund will not invest in the debt or equities of any companies that do not conform to the ESG criteria and which are included on a list of restricted companies maintained by the Fund. The Fund shall not invest in those companies that have been included in the Norges Bank exclusion list (a list which applies the guidelines for the observation and exclusion of companies set out in section 2 above).

With effect from 20 Business Days following the Fund Launch Date, the Fund may not invest more than 10% of its net assets in collective investment schemes.

The Fund may not invest in any other sub-fund of the ICAV.

9. RISK MANAGEMENT

The Investment Manager will employ the FDIs (which may be exchange-traded on Markets or OTC) listed above as provided for in the Fund's Risk Management Process, which has been cleared by the Central Bank. The Manager employs a Risk Management Process in respect of the Fund which enables it to accurately measure, monitor and manage the various risks associated with these FDIs. The ICAV will on request provide supplementary information to investors 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 in respect of the Fund.

10. HEDGING TRANSACTIONS

The Fund will seek to hedge the foreign currency exposure of Classes denominated in a currency other than the Base Currency of the Fund in order that investors in that Class receive a return in the currency of that Class substantially in line with the investment performance of the relevant Fund.

There can be no assurance that such hedging transactions will be effective so far as the Shareholders of the relevant Classes are concerned. Further details of the allocation to the relevant Class of the gains/losses on and the costs of the relevant financial instruments relating to class specific hedging are included in the Prospectus under the heading "Hedged Share Classes". The ICAV will appoint a

service provider (which may without limitation be the Investment Manager, the Depositary or an affiliate of the Depositary) to implement the share class currency hedging arrangements described in this Supplement on a non-discretionary basis. The fees payable to any such service provider are set out under the heading "Fees and Expenses" below and shall be payable out of the assets of the Fund (attributable to the relevant Class).

11. RISK FACTORS

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

In addition, the following risk factors apply to the Fund:

11.1. General Risk

The net asset value of the Fund and investment return will fluctuate based upon changes in the value of its portfolio securities. The market value of a security may move up or down, sometimes rapidly and unpredictably. These fluctuations may cause a security to be worth less than the price originally paid for it, or less than it was worth at an earlier time. Market risk may affect a single issuer, industry, sector of the economy or the market as a whole. U.S. and international markets have experienced, and may continue to experience, volatility, which may increase risks associated with an investment in the Fund. The market value of securities in which the Fund invests is based upon the market's perception of value and is not necessarily an objective measure of the securities' value. In some cases, for example, the stock prices of individual companies have been negatively affected even though there may be little or no apparent degradation in the financial condition or prospects of the issuers. Similarly, the debt markets have experienced substantially lower valuations, reduced liquidity, price volatility, credit downgrades, increased likelihood of default, and valuation difficulties. As a result of this significant volatility, many of the following risks associated with an investment in the Fund may be increased. Continuing market volatility may have adverse effects on the Fund.

There is no assurance that the Fund will achieve its investment objective and you could lose part or all of your money by investing in the Fund. The Fund is designed primarily for investors seeking current income from the Fund that typically invests mainly in a variety of US and non-US high-yield, high-risk debt securities. Those investors should be willing to assume the credit risks of the Fund that typically invests a significant amount of its assets in below investment-grade debt securities and the price changes in those securities that can occur when interest rates change. The Fund is not designed for investors who need an assured level of current income. The Fund is intended to be a long-term investment. The Fund is not a complete investment program and may not be appropriate for all investors. Investors should carefully consider their own investment goals and risk tolerance before investing in the Fund. The principal risks of investing in the Fund are:

Asset-Backed and Mortgage Related Securities Risk

Investments in asset-backed and mortgage related securities are subject to market risks for fixed-income securities which include, but are not limited to, interest rate risk, prepayment risk and extension risk.

11.2. Convertible Securities Risk

The value of a convertible security typically increases or decreases with the price of the underlying common stock. In general, a convertible security is subject to the risks of stocks when the underlying stock's price is high relative to the conversion price and is subject to the risks of debt securities when the underlying stock's price is low relative to the conversion price. Many convertible securities have credit ratings that are below investment grade and are subject to the same risks as an investment in lower-rated debt securities (commonly known as "junk bonds"). In addition, because companies that issue convertible securities may be small- or mid-cap companies, to the extent the Fund invests in convertible securities issued by small- or mid-cap companies, it will be subject to the risks of investing

in such companies. The stocks of small- and mid-cap companies may fluctuate more widely in price than the market as a whole and there may also be less trading in small- or mid-cap stocks.

11.3. Distressed Investment Risk

The Fund may invest in distressed investments, which are issued by companies that are, or might be, involved in reorganizations or financial restructurings, either out of court or in bankruptcy. These investments may present a substantial risk of default or may be in default at the time of investment. The Fund may incur additional expenses to the extent it is required to seek recovery upon a default in the payment of principal or interest on its portfolio holdings. In any reorganization or liquidation proceeding relating to an investment, the Fund may lose its entire investment or may be required to accept cash or securities with a value less than its original investment. Among the risks inherent in investments in a troubled issuer is that it frequently may be difficult to obtain information as to the true financial condition of the issuer.

11.4. Dividend Risk

An issuer of stock held by the Fund may choose not to declare a dividend or the dividend rate might not remain at current levels. Dividend paying stocks might not experience the same level of earnings growth or capital appreciation as non-dividend paying stocks.

11.5. Floating Rate Securities Risk

The interest rates payable on floating rate securities are not fixed and may fluctuate based upon changes in market rates. The interest rate on a floating rate security is a variable rate which is tied to another interest rate, such as a money-market index or Treasury bill rate. Floating rate securities are subject to interest rate risk and credit risk.

As short-term interest rates decline, interest payable on floating rate securities typically should decrease. Alternatively, during periods of increasing interest rates, changes in the interest rates of floating rate securities may lag behind changes in market rates or may have limits on the maximum increases in interest rates. The value of floating rate securities may decline if their interest rates do not rise as much, or as quickly, as interest rates in general. Conversely, floating rate securities will not generally increase in value if interest rates decline.

11.6. Non-US Investing Risk

Non-U.S. investments carry potential risks not associated with U.S. investments. Such risks include, but are not limited to: (1) currency exchange rate fluctuations, (2) political and financial instability, (3) less liquidity and greater volatility, (4) lack of uniform accounting, auditing and financial reporting standards, (5) increased price volatility, (6) less government regulation and supervision of foreign stock exchanges, brokers and listed companies; and (7) delays in transaction settlement in some foreign markets.

11.7. High Yield Securities Risk

Investing in high yield, below investment-grade securities (commonly referred to as "junk bonds") generally involves significantly greater risks of loss of your money than an investment in investment grade securities. High yield debt securities may fluctuate more widely in price and yield and may fall in price when the economy is weak or expected to become weak. High yield securities are considered to be speculative with respect to an issuer's ability to pay interest and principal and carry a greater risk that the issuers of lower-rated securities will default on the timely payment of principal and interest. Below investment grade securities may experience greater price volatility and less liquidity than investment grade securities.

11.8. Illiquid and Unlisted Securities Risk

Subject to compliance with the Regulations, certain of the Fund's investments may not be listed or traded on Markets and may therefore have no active trading market. Such securities may be more difficult to purchase or sell at an advantageous time or price because such securities may not be readily marketable. The Fund may not be able to sell an illiquid or unlisted security when the Investment Manager considers it desirable to do so and/or may have to sell the security at a lower price than the

Fund believes is its fair market value. In addition, transaction costs may be higher for restricted securities and the Fund may receive only limited information regarding the issuer of a restricted security. The Fund may have to bear the expense of registering restricted securities for resale and the risk of substantial delays in effecting the registration.

11.9. **Interest Rate Risk**

The Fund is subject to the risk that the market value of fixed income securities or derivatives it holds, particularly mortgage backed and other asset backed securities, will decline due to rising interest rates. As of the date of this Prospectus, interest rates are near historic lows, but may rise substantially and/or rapidly, potentially resulting in substantial losses to the Fund. Generally, the value of investments with interest rate risk, such as fixed income securities, will move in the opposite direction to movements in interest rates. The prices of fixed income securities or derivatives are also affected by their duration. Fixed income securities or derivatives with longer duration generally have greater sensitivity to changes in interest rates. For example, if a bond has a duration of four years, a 1% increase in interest rates could be expected to result in a 4% decrease in the value of the bond. An increase in interest rates can impact markets broadly as well. For example, some investors buy securities and derivatives with borrowed money; an increase in interest rates can cause a decline in those markets.

11.10. **Loan Interests Risk**

Unlike publicly traded common stocks which trade on national exchanges, there is no central place or exchange for loans to trade. Loans trade in an over-the-counter market, and confirmation and settlement, which are effected through standardized procedures and documentation, may take significantly longer than seven days to complete. Extended trade settlement periods may, in unusual market conditions with a high volume of shareholder redemptions, present a risk to shareholders regarding the Fund's ability to pay redemption proceeds within the allowable time periods stated in its prospectus. The secondary market for floating rate loans also may be subject to irregular trading activity and wide bid/ask spreads. The lack of an active trading market for certain floating rate loans may impair the ability of the Fund to sell its loan interests at a time when it may otherwise be desirable to do so or may require the Fund to sell them at prices that are less than what the Fund regards as their fair market value and may make it difficult to value such loans. Interests in loans made to finance highly leveraged companies or transactions, such as corporate acquisitions, may be especially vulnerable to adverse changes in economic or market conditions. When the Fund's loan interest is a participation, the Fund is subject to the risk that the party selling the participation interest will not remit the Fund's pro rata share of loan payments to the Fund and the Fund may have less control over the exercise of remedies than the party selling the participation interest.

11.11. **Market Timing Risk**

Frequent trading by Fund shareholders poses risks to other shareholders in that Fund, including (i) the dilution of the Fund's NAV, (ii) an increase in the Fund's expenses, and (iii) interference with the portfolio manager's ability to execute efficient investment strategies. Because of specific securities in which the Fund may invest, it could be subject to the risk of market timing activities by shareholders.

11.12. **Municipal Securities Risk**

Municipal securities could be adversely affected by adverse political and legislative changes. Changes in the financial condition of a municipality may affect the ability of a municipal issuer to make interest and principal payments on a security as they become due. Changes in interest rates and market conditions may directly impact the liquidity and valuation of municipal securities, which may affect the yield and value of the Fund's municipal securities investments. A downgrade in the issuer's or security's credit rating can reduce the market value of the security.

11.13. **Prepayment and Extension Risk**

Prepayment risk is the risk that the principal amount of the underlying collateral may be repaid prior to the bond's maturity date. Due to a decline in interest rates or excess cash flow, a debt security may be called or otherwise prepaid before maturity. If this occurs, no additional interest will be paid on the investment and the Fund may have to invest at a lower rate, may not benefit from an increase in value

that may result from declining interest rates, and may lose any premium it paid to acquire the security. Variable and floating rate securities may be less sensitive to prepayment risk. Extension risk is the risk that a decrease in prepayments may, as a result of higher interest rates or other factors, result in the extension of a security's effective maturity, heighten interest rate risk and increase the potential for a decline in price.

11.14. U.S. Government Securities Risk and Government Sponsored Enterprises Risk

A security backed by the U.S. Treasury or the full faith and credit of the United States is guaranteed by the applicable entity only as to the timely payment of interest and principal when held to maturity. The market prices for such securities are not guaranteed and will fluctuate. Securities held by the Fund that are issued by government-sponsored enterprises, such as the Federal National Mortgage Association ("Fannie Mae"), the Federal Home Loan Mortgage Corporation ("Freddie Mac"), Federal Home Loan Banks, Federal Farm Credit Banks, and the Tennessee Valley Authority are not guaranteed by the U.S. Treasury and are not backed by the full faith and credit of the U.S. Government. U.S. Government securities and securities of government sponsored entities are also subject to credit risk, interest rate risk and market risk.

12. DIVIDEND POLICY

The Directors do not anticipate distributing dividends from net investment income in respect of the non-distributing Classes of Shares and accordingly, income and capital gains arising in respect of such Shares will be re-invested in the Fund and reflected in the Net Asset Value per Share of such Shares.

It is the current intention of the Directors to declare dividends in respect of the distributing Classes of Shares. Dividends may be paid out of net income (including dividend and interest income) and the excess of realised and unrealised capital gains net of realised and unrealised losses in respect of investments of the ICAV.

Dividends will usually be declared annually on the last Business Day in January (or at a time and frequency to be determined at the discretion of the Directors following prior notification to the Shareholders) and will be distributed five Business Days later to the Shareholder of record as of the date of declaration of the dividend. Dividends will be automatically reinvested in additional Shares of the same Class of the relevant Fund unless the Shareholder has specifically elected on the application form or subsequently notified the Administrator in writing of its requirement to be paid in cash sufficiently in advance of the declaration of the next distribution payment.

Cash payments will be made by electronic transfer to the account of the Shareholder specified in the application form or, in the case of joint holders, to the name of the first Shareholder appearing on the register, within six (6) weeks of their declaration and in any event within four months of the year end. Any distribution which is unclaimed six (6) years from the date it became payable shall be forfeited and shall revert to the relevant Fund.

If the dividend policy of a Class should change, full details will be provided in an updated Supplement and Shareholders will be notified in advance of the change in policy.

13. PROFILE OF A TYPICAL INVESTOR

The Fund is designed for retail and institutional investors seeking pooled exposure to the higher yielding fixed income market, and who are comfortable with a higher level of investment risk. It is expected that the Fund will be held as part of a diversified portfolio which may include other assets such as bonds, equities, property and cash. Security prices will fluctuate and may fall in value. It is important to understand that the Fund should be viewed as a medium to long term investment.

14. KEY INFORMATION FOR BUYING AND SELLING

Base Currency

The Base Currency of the Fund is US Dollar.

Shares available for subscription

Shares of the Fund are currently available for subscription in the following denominations:

US Dollar	Institutional (Capitalisation)
Euro hedged	Institutional (Distribution)
Euro hedged	Institutional (Capitalisation)
Euro hedged	Retail (Capitalisation)

Minimum Investment Levels

Minimum initial investment amount

US Dollar Institutional Class (Cap):	\$250,000 or equivalent in another acceptable currency
Euro hedged Institutional Class (Dis):	\$250,000 or equivalent in another acceptable currency
Euro hedged Institutional Class (Cap):	\$250,000 or equivalent in another acceptable currency
Euro hedged Retail Class (Cap):	\$1 or equivalent in another acceptable currency

Minimum additional investment amount

US Dollar Institutional Class (Cap):	\$100 or equivalent in another acceptable currency
Euro hedged Institutional Class (Dis):	\$100 or equivalent in another acceptable currency
Euro hedged Institutional Class (Cap):	\$100 or equivalent in another acceptable currency
Euro hedged Retail Class (Cap):	\$1 or equivalent in another acceptable currency

These minimum investment and minimum additional investment amounts may be reduced or waived at the discretion of the Directors, provided that Shareholders in the same Class shall be treated equally and fairly. The Directors will close the Initial Offer Period in accordance with the requirements of the Central Bank and the Fund will begin acquiring assets once the Fund has received €20 million in subscriptions, provided that the Directors may resolve to reduce this minimum amount in their absolute discretion.

Minimum Fund Size

If the Fund's assets fall below US\$ 15 million, the Directors may, at their absolute discretion, following discussion with the Manager, resolve to terminate the Fund.

Initial Offer Period

The Initial Offer Period for the US Dollar Institutional Class (Cap) Shares and Euro hedged Retail Class (Cap) Shares opened at 9:00am (Irish time) on 18 January 2019 and shall continue until 5.00 pm (Irish time) on 17 July 2019 and shall be issued at the Initial Issue Price, as set out below. The Initial Offer Period of each class of Shares may be extended or shortened as the Directors may determine in accordance with the requirements of the Central Bank.

After the Initial Offer Period of each Class, such Class will be available for subscription at the Net Asset Value per Share.

The Initial Offer Period for the Euro hedged Institutional Class (Dis) Shares and the Euro hedged Institutional Class (Cap) Shares has now closed and accordingly such Shares will be available for subscription at the Net Asset Value per share.

Initial Issue Price

US Dollar Institutional Class (Cap):	USD 100
Euro hedged Institutional Class (Dis):	Euro 100
Euro hedged Institutional Class (Cap)	Euro 100
Euro hedged Retail Class (Cap):	Euro 100

Anti-Dilution Levy

In calculating the subscription price per Share for the Fund the Manager may, following consultation with the Directors, on any Dealing Day where there are overall net subscriptions, adjust the subscription price by adding an Anti-Dilution Levy for retention as part of the assets of the relevant Fund, to cover dealing costs and to preserve the value of the relevant Fund's underlying assets. The Anti-Dilution Levy will typically be up to 0.40% of the Net Asset Value per Share of the relevant Class, but may in exceptional or distressed market conditions be up to 2% of the Net Asset Value per Share of the relevant Class.

Business Day

Any day (except Saturday or Sunday) on which the banks in Ireland and New York are open generally for business, or such other day as the Directors may, with the consent of the Depositary, determine and notify to Shareholders in advance.

Dealing Day

The Fund shall be open to dealing on every Business Day.

Dealing Deadline

In respect of a Dealing Day, the Dealing Deadline for Subscriptions and Redemptions is defined as 3:00 p.m. (Irish time) on the relevant Dealing Day or such other day or time as the Directors may determine provided it is prior to the relevant Valuation Point.

Settlement Date

Subscription monies must be received by and generally payment for Shares redeemed will be effected by the 2nd Business Day falling after the Dealing Day on which the redemption request was received. However, the ICAV may, at its absolute discretion, refuse to satisfy a redemption request or make any other payment to a Shareholder or at the direction of a Shareholder if such payment would result in a breach of the guidelines in operation from time to time in relation to the detection and prevention of money laundering. Redemption proceeds will be paid in the currency of the relevant Class.

Valuation Point

The Valuation Point shall be 11.00p.m. (Irish time) on the relevant Dealing Day, or such other time as the Directors may on an exceptional basis determine and notify in advance to Shareholders, provided that there shall always be a Valuation Point for each Dealing Day and the Valuation Point shall always be after the Dealing Deadline. This Supplement shall be updated in the event of a change of the Valuation Point.

15. FEES AND EXPENSES

The fixed fees payable by the Fund are currently as set out below. The fees and out-of-pocket expenses of the Manager, the Investment Manager, the Advisory and Marketing Support Agent, the Administrator, the Depositary, the relevant portion of the Directors' fees payable by the ICAV which have been allocated to the Fund, administrative expenses of the Fund, sub-depositary fees (which shall be charged at normal commercial rates), the regulatory levy of the Fund, establishment costs, registration costs and other administrative expenses shall be discharged out of the Fixed TER specified below.

The Fixed Management Fee covers the fees and out-of-pocket expenses of the Manager, Investment Manager and Advisory and Marketing Support Agent. The Fixed Currency Hedging Fee is payable to the relevant service provider in respect of the implementation of the share class currency hedging arrangements described in this Supplement. The other fees and expenses listed above will be paid out of the Fixed Service Fee.

In circumstances where the other fees and expenses accrued by the Fund, which are listed above as being paid out of the Fixed Service Fee, exceed the Fixed Service Fee set out below, those excess other fees and expenses shall be discharged from the Fixed Management Fee payable out of the assets of the Fund before it is paid to the Manager, Investment Manager and Advisory and Marketing Support Agent and the amount remaining for payment to such parties shall be reduced accordingly.

For the avoidance of doubt, the Fixed Management Fee, Fixed Service Fee and Fixed Currency Hedging Fee comprising the Fixed TER specified below are payable out of the assets of the Fund at the levels specified below in all cases, including for example where the fees and out-of-pocket expenses of the Manager, Investment Manager and Advisory and Marketing Support Agent are less than the Fixed Management Fee and/or where the other fees expenses listed above as being paid out of the Fixed Service Fee are less than the Fixed Service Fee.

	US Dollar Institutional Share Class (cap)	Euro hedged Institutional Share Class (dis)	Euro hedged Institutional Share Class (cap)	Euro hedged Retail Share Class (cap)
Fixed Management Fee	.60% of NAV	.60% of NAV	.60% of NAV	1.00% of NAV
Fixed Service Fee	.15% of NAV	.15% of NAV	.15% of NAV	.25% of NAV
Fixed Currency Hedging Fee	N/A	.08% of NAV	.08% of NAV	.08% of NAV
Fixed TER	.75% of NAV	.83% of NAV	.83% of NAV	1.33% of NAV

The Fixed Management Fee, Fixed Service Fee and Fixed Currency Hedging Fee will accrue daily and are payable quarterly in arrears out of the assets of the Fund.

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