

**IF YOU ARE IN DOUBT ABOUT THE CONTENTS OF THIS SUPPLEMENT YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISORS**

## **SUPPLEMENT**

The Directors of the Company, whose names appear in the Prospectus under the section “DIRECTORY”, accept responsibility for the information contained in this document. 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.

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### ***GRANAHAN US SMALL CAP DISCOVERIES FUND***

(A Fund of Granahan Funds plc, an open-ended investment company with variable capital constituted as an umbrella fund with segregated liability between its Funds)

Dated 22 April 2022

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**This Supplement contains specific information in relation to the Granahan US Small Cap Discoveries Fund (the “Fund”) a sub-fund of Granahan Funds plc (the “Company”). It forms part of and must be read in the context of and together with the Prospectus of the Company dated 5 August 2021 and the addendum to the Prospectus dated 9 December 2021.**

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## INTRODUCTION

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This Supplement comprises information relating to the Shares of Granahan US Small Cap Discoveries Fund to be issued in accordance with the Prospectus and this Supplement.

The general details set out in the Prospectus apply to the Fund save where otherwise stated in this Supplement. To the extent that there is any inconsistency between this Supplement and the Prospectus this Supplement shall prevail.

**Investors should read the section entitled 'Risk Factors' before investing 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.**

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## DEFINITIONS

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In this Supplement, the following words and phrases shall have the meanings indicated below:-

<b>"Comparator Benchmarks"</b>	The Russell 2000 Growth Index and Russell MicroCap Growth Index are used as comparators for the performance of the Fund but they are not used to constrain portfolio performance.
<b>"Russell 2000 Growth Index"</b>	An unmanaged index that measures the performance of the small capitalisation growth segment of the U.S. equity universe which currently has a weighted average market capitalization of US\$ 3.6 billion and which has the Bloomberg ticker R2000G.
<b>"Russell MicroCap Growth Index"</b>	An unmanaged index that measures the performance of the micro capitalisation growth segment of the U.S. equity universe which currently has a weighted average market capitalization of US\$ 817 million and which has the Bloomberg ticker RUMICG.

Capitalised terms not otherwise defined herein have the meanings given to them in the Prospectus.

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## THE FUND

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### Investment Objective

The investment objective of the Fund is to seek capital appreciation through investment in small, dynamic and emerging growth companies.

### Investment Policies

The Fund invests primarily in equity securities of emerging and small capitalisation (“**Small Cap**”) companies located in or whose businesses are closely associated with the United States.

All securities issued by Small Cap companies in which the Fund will invest will be listed or traded on a Regulated Market and meet the conditions of a transferable security as defined in the UCITS Regulations.

The Investment Manager currently considers Small Cap companies to be those companies with market capitalisations, at the time of purchase, within the range of the Russell MicroCap Growth Index and the Russell 2000 Growth Index (the “**Small Cap Range**”). The Small Cap Range varies with market conditions and index balancing, but is currently between US\$ 19 million and US\$ 27 billion.

The Fund is not constrained by the Comparator Benchmarks and may invest up to one quarter of its assets in companies whose market capitalisation, at the time of purchase, falls outside the Small Cap Range.

Because the Investment Manager’s stock selections are determined by an analysis of each individual stock, the characteristics of the Fund may differ from the overall Small Cap Range. For example, the proportion of Fund assets invested in a particular industry may be significantly larger or smaller than that industry’s proportion in the overall Small Cap market. The Fund will typically comprise a portfolio of 40-60 stocks. The analysis focuses on determining each security’s potential for appreciation or depreciation, typically including evaluation of the financial strengths and weaknesses, earnings outlook, corporate strategy, management ability and quality, and the company’s overall position relative to its peer group.

The equity securities in which the Fund will invest may include ADRs and GDRs, further details of which are set out in the Prospectus.

While it is the intention of the Investment Manager to remain fully invested at all times, the Fund may also retain a portion of its Net Asset Value in cash or cash equivalents (which shall include, but not limited to, short-term fixed income securities including Money Market Instruments), pending reinvestment, for temporary defensive purposes or for the use as collateral, arising from the Fund’s use of FDIs if this is considered appropriate to the investment objective.

The Fund will not invest in Underlying Collective Investment Schemes.

#### *Investment Process*

With an intermediate term perspective, the Investment Manager’s process focuses on identifying enterprise growth and the underlying intrinsic worth of a company.

The Investment Manager looks for companies that it believes are undervalued relative to their long-term growth prospects, and often finds these within the Small Cap Range.

As part of its investment approach, the Investment Manager uses a fundamental, bottom up approach to source emerging growth companies that possess large and/or unrecognized growth potential; companies that typically exhibit strong competitive positioning, solid balance sheets, and proven management teams. Once companies are sourced, their valuations are monitored on an ongoing basis by the Investment Manager. A position in a stock may be initiated by the Investment Manager when a company’s stock is priced at an attractive valuation. Stocks may be trimmed/sold by the Investment Manager based on changes in

company fundamentals, or deterioration of risk/reward due to price appreciation. This leads to a portfolio with 40-60 names with strong growth potential.

### *Investment Manager*

Granahan Investment Management LLC (“**GIM**”) has been appointed as the Investment Manager for the Company. GIM is a majority employee-owned firm founded in 1985 by investment professionals with a passion for small capitalization equity investing. Granahan Investment Management, Inc. since its founding, has remained committed to the smaller cap area of the market and has dedicated its investment expertise to serving institutional plan sponsors and family offices.

The firm has approximately US\$ 4 billion in assets under management with an investment team which totals seven professionals. The firm maintains its focused, dedicated and consistent approach to investing, highlighting an investment process that has been honed and proven for over 34 years.

As portfolio managers, Richard Watson and Jeff Harrison are responsible for executing the Fund’s investment strategy.

Richard Watson is a senior vice president and portfolio manager at GIM. Rich joined GIM in April 2021, bringing with him 30 years of experience in the healthcare sector, with expertise in biotech and life sciences. Most recently, Richard was a senior portfolio manager and healthcare analyst at Columbia Wanger Asset Management in Chicago. Prior experience includes work as a health care analyst at William Blair & Company and Cowen. Richard also worked several years in the pharmaceutical industry. Richard earned a BS-Biochemistry/Biophysics from State University of New York and his MBA-Finance from DePaul University. Richard holds the Chartered Financial Analyst designation and is a member of the CFA Institute.

Jeff Harrison is a senior vice president and managing director of the GIM. Jeff oversees GIM’s MicroCap Growth and Global Small Cap strategies, and is also a portfolio manager/analyst for the multi-managed portfolios. Jeff came to GIM in 2015 with 18 years industry experience specialising in small cap equities, with the last 11 years as a portfolio manager, including on a diversified small cap growth equity fund with Wells Capital Management and its predecessor companies in Richmond, Virginia. Jeff has extensive fundamental research experience across industries with specific expertise in the healthcare and financial services sectors. Jeff received his MBA in Finance from the College of William & Mary, and his BA from Hampden-Sydney College in Virginia. He holds the Chartered Financial Analyst designation and is a member of the CFA Institute.

### **Comparator Benchmarks**

The Fund uses the Comparator Benchmarks for performance comparison purposes only. The Fund is actively managed and is not constrained by any benchmark.

### **Use of FDI**

This section is to be read in conjunction with the section “USE OF FINANCIAL DERIVATIVE INSTRUMENTS” in the Prospectus.

Subject to the Regulations and to the conditions and limits laid down by the Central Bank from time to time, the Fund may utilise FDI. The Fund intends to use forward foreign exchange contracts to hedge currency foreign exchange risks arising for hedged Share Classes of the

Fund. The leveraged exposure of the Fund through the use of FDI will not exceed 100% of the Fund's Net Asset Value, as measured using the commitment approach.

Information on FDIs used for the Fund will be included in the Company's semi-annual and annual reports and accounts. The Company will also provide information to Shareholders on request on the Risk Management Process employed by the Investment Manager on the Fund's behalf, 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.

### *Class Currency Hedging*

The Fund may enter into certain transactions in order to hedge the currency exposure of a particular Class designated as a hedged Class against the Base Currency for the purposes of efficient portfolio management.

While not the intention, over-hedged or under-hedged positions may arise due to factors outside of the control of the Fund. The Fund may employ such techniques and instruments provided that the level of the currency exposure hedged does not exceed 105% of the Net Asset Value of a Class. Hedged positions will be kept under review to ensure that over-hedged positions do not exceed this level and that positions materially in excess of 100% of the Net Asset Value of a Class are not carried forward from month to month. Over-hedged positions will not be permitted to exceed 105% of the Net Asset Value of the Class. All over-hedged positions will be included in the calculation of the Fund's global exposure in accordance with the UCITS Rules. Otherwise, the Fund will not be leveraged as a result of the transactions entered into for the purposes of hedging. Additionally, under-hedged positions shall not fall short of 95% of the portion 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.

While the Fund may attempt to hedge against currency exposure at a Class level, there can be no guarantee that the value of a Class will not be affected by fluctuations in the value of the Base Currency relative to the Class Currency (if different). Any costs related to such hedging shall be borne separately by the relevant Class. All gains/losses which may be made by any Class of the Fund as a result of such hedging transactions shall accrue to the relevant Class of Shares. Hedging transactions shall be clearly attributable to the relevant Class of Shares. Any currency exposure of a Class may not be combined with or offset against that of any other Class of the Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. The use of Class hedging strategies may substantially limit holders of Shares in the relevant Class from benefiting if the Class Currency falls against the Base Currency and/or the currency in which the assets of the Fund are denominated.

In the case of Classes designated as unhedged Classes, a currency conversion will take place on subscription, redemption and conversion and any distributions at prevailing exchange rates. The value of a Class Currency denominated in a currency other than the Base Currency will be subject to share currency designation risk in relation to the Base Currency.

The risks attached to the use of FDI by the Investment Manager on behalf of the Fund are set out in the "INVESTMENT RISKS AND SPECIAL CONSIDERATIONS: FDI Risk" section of the Prospectus.

### *Base Currency*

The Base Currency of the Fund is US Dollar.

## **Investment Restrictions and Risk Management**

The general investment restrictions as set out in the “INVESTMENT RESTRICTIONS” section of the Prospectus shall apply. The Fund will only invest in assets that are permitted under the Regulations.

### **Profile of a Typical Investor and Target Market Identification**

Investment in the Fund is suitable for investors seeking capital appreciation over a long-term investment horizon and who are willing to accept a medium to high level of volatility.

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 through investment in small, dynamic and emerging growth companies over the long term (i.e., greater than five years) as a core or component of a portfolio of investments. Investors should be prepared to bear all losses (i.e., 100% of 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).

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## **RISK FACTORS**

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Investment in the Fund carries with it a degree of risk including, but not limited to, the risks described in the “INVESTMENT RISKS AND SPECIAL CONSIDERATIONS” section of the Prospectus. The Investment Manager considers that the risk factors which are described in the Prospectus, are relevant to an investment in the Fund.

In particular, the attention of investors is drawn to the following risk factors: Small Capitalisation Company Risk; Equity Investments Risk; Issuer Concentration Risk; Liquidity Risk; and Dependence on Key Personnel.

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.

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## **FEES AND EXPENSES**

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**The Fund shall bear its attributable portion of the fees and operating expenses of the Company. The fees and operating expenses of the Company are set out in detail under the heading “Fees and Expenses” in the Prospectus.**

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## **DIVIDENDS AND DISTRIBUTIONS**

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The Directors intend to declare a dividend in respect of the Shares which are identified as Distributing Classes. The Directors intend to declare a dividend quarterly in respect of the Distributing Classes in March, June, September and December.

In relation to each of the Accumulating Classes in the Fund, income and profits will be accumulated and reinvested in the Fund on behalf of the Shareholder.

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## SUBSCRIPTIONS

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### Issue of Shares

Full details on how to purchase Shares are set out in the “ADMINISTRATION OF THE COMPANY: Subscription Procedure” section of the Prospectus.

Details in relation to the Classes available, Initial Offer Price, minimum initial investment, minimum subsequent investment, minimum holding and expense limitation are set out in the Schedule. The Directors may, in their absolute discretion, waive the minimum subscription or minimum holding requirements for the Classes.

### Minimum Investment and Minimum Holding

#### *Class I Shares*

Class I Shares have been more specifically designed for institutional investors that are able to meet the higher minimum investment and minimum holding requirements, as described in the Schedule.

If, as a result of a redemption, the holding of a Shareholder in Class I Shares falls below the minimum holding as set out in the Schedule below, such Shareholder may be deemed to have requested the switching of the balance of its holding into the Institutional Shares of the same designated currency at the discretion of the Investment Manager.

#### *Institutional Shares*

Institutional Shares have been more specifically designed for investors that are able to meet the higher minimum investment and minimum holding requirements, as described in the Schedule.

If, as a result of a redemption, the holding of a Shareholder in Institutional Shares falls below US\$1,000,000 or GBP1,000,000 million respectively, such Shareholder may be deemed to have requested the switching of the balance of its holding into the Investor Shares of the same designated currency at the discretion of the Investment Manager.

The Investment Manager may in its discretion, waive the minimum amounts either generally or in relation to any specific subscription.

#### *Initial Offer Period*

In relation to all Share Classes, save for the Founders USD Accumulating Shares and Founders GBP Accumulating Shares, the initial offer period shall begin at 09.00 am (Dublin time) on 25 April 2022 and close upon the earlier of: (i) the first investment by a Shareholder in such Class; or (ii) 4:00 pm (Dublin time) on 28 October 2022 (the “**Closing Date**”).

The Founders Share Classes will only be available for subscription at the discretion of the Investment Manager until the total Net Asset Value of the Fund reaches USD40m. The Founders Share Classes will not re-open unless the Net Asset Value of the Fund falls below USD25m.

Investors may apply to subscribe for Shares during the initial offer period at the Initial Offer Price for each Class as set out in the Schedule. During the initial offer period, signed original Application Forms, duly completed in accordance with the instructions contained in the Application Form must be submitted by the Closing Date.

Subscription monies should be paid to the account specified in the Application Form (or such other account specified by the Administrator) so as to be received in cleared funds by the Closing Date. Any initial Application Form sent by facsimile must be confirmed promptly by receipt of an original Application Form and supporting anti-money laundering documentation.

#### *Subscriptions Following the Initial Offer Period*

Following the close of the initial offer period, all applications for Shares must be received by the Dealing Deadline in the manner set out in the “ADMINISTRATION OF THE COMPANY: Subscriptions Following the Initial Offer Period” and “Subscription Procedure” sections of the Prospectus.

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## **REDEMPTIONS**

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### **How to Redeem Shares**

Shares in the Fund may be redeemed on every Dealing Day at the Net Asset Value per Share of the relevant Class subject to the procedures, terms and conditions set out in the “ADMINISTRATION OF THE COMPANY: How to Redeem Shares” sections of the Prospectus.



## SCHEDULE

### Subscription and Fee Information

As of the date of this Supplement, the following Share Classes are available for subscription. Investors seeking to invest in any other Share Classes should contact the Investment Manager. Upon receipt of sufficient interest in a Share Class, the Share Class may be launched.

Class	Investment Management Fee (up to)	Initial Offer Price	Minimum Initial Investment	Minimum Subsequent Investment	Minimum Holding	Expense Limitation
<b>Founders USD Accumulating</b>	0.70%	N/A	USD 500,000	N/A	USD 100,000	0.15%
<b>Founders GBP Accumulating</b>	0.70%	N/A	GBP 500,000	N/A	GBP 100,000	0.15%
<b>Founders GBP Accumulating Hedged</b>	0.70%	GBP 10	GBP 500,000	N/A	GBP 100,000	0.15%
<b>Founders GBP Distributing</b>	0.70%	GBP 10	GBP 500,000	N/A	GBP 100,000	0.15%
<b>Founders GBP Distributing Hedged</b>	0.70%	GBP 10	GBP 500,000	N/A	GBP 100,000	0.15%
<b>I USD Accumulating</b>	1.00%	USD 10	USD 10,000,000	N/A	USD 10,000,000	0.00%
<b>I USD Distributing</b>	1.00%	USD 10	USD 10,000,000	N/A	USD 10,000,000	0.00%
<b>I GBP Accumulating</b>	1.00%	GBP 10	GBP 10,000,000	N/A	GBP 10,000,000	0.00%
<b>I GBP Distributing</b>	1.00%	GBP 10	GBP 10,000,000	N/A	GBP 10,000,000	0.00%
<b>Institutional USD Accumulating</b>	1%	USD 10	USD 1,000,000	USD 100,000	USD 1,000,000	0.35%
<b>Institutional USD Distributing</b>	1%	USD 10	USD 1,000,000	USD 100,000	USD 1,000,000	0.35%
<b>Institutional GBP Accumulating</b>	1%	GBP 10	GBP 1,000,000	GBP 100,000	GBP 1,000,000	0.35%
<b>Institutional GBP Accumulating Hedged</b>	1%	GBP 10	GBP 1,000,000	GBP 100,000	GBP 1,000,000	0.35%
<b>Institutional GBP Distributing</b>	1%	GBP 10	GBP 1,000,000	GBP 100,000	GBP 1,000,000	0.35%
<b>Institutional GBP Distributing Hedged</b>	1%	GBP 10	GBP 1,000,000	GBP 100,000	GBP 1,000,000	0.35%
<b>Investor USD Accumulating</b>	1.25%	USD 10	USD 2,500	USD 1,000	USD 2,500	0.35%

<b>Class</b>	<b>Investment Management Fee (up to)</b>	<b>Initial Offer Price</b>	<b>Minimum Initial Investment</b>	<b>Minimum Subsequent Investment</b>	<b>Minimum Holding</b>	<b>Expense Limitation</b>
<b>Investor USD Distributing</b>	1.25%	USD 10	USD 2,500	USD 1,000	USD 2,500	0.35%
<b>Investor EUR Accumulating</b>	1.25%	EUR 10	EUR 2,500	EUR 1,000	EUR 2,500	0.35%
<b>Investor EUR Accumulating Hedged</b>	1.25%	EUR 10	EUR 2,500	EUR 1,000	EUR 2,500	0.35%
<b>Investor EUR Distributing</b>	1.25%	EUR 10	EUR 2,500	EUR 1,000	EUR 2,500	0.35%
<b>Investor EUR Distributing Hedged</b>	1.25%	EUR 10	EUR 2,500	EUR 1,000	EUR 2,500	0.35%
<b>Investor GBP Accumulating</b>	1.25%	GBP 10	GBP 2,500	GBP 1,000	GBP 2,500	0.35%
<b>Investor GBP Accumulating Hedged</b>	1.25%	GBP 10	GBP 2,500	GBP 1,000	GBP 2,500	0.35%
<b>Investor GBP Distributing</b>	1.25%	GBP 10	GBP 2,500	GBP 1,000	GBP 2,500	0.35%
<b>Investor GBP Distributing Hedged</b>	1.25%	GBP 10	GBP 2,500	GBP 1,000	GBP 2,500	0.35%
<b>Class X USD Accumulating</b>	N/A*	USD 10	USD 15,000,000	USD 5,000,000	USD 15,000,000	N/A
<b>Class X USD Distributing</b>	N/A*	USD 10	USD 15,000,000	USD 5,000,000	USD 15,000,000	N/A
<b>Class X GBP Accumulating</b>	N/A*	GBP 10	GBP 15,000,000	GBP 5,000,000	GBP 15,000,000	N/A
<b>Class X GBP Accumulating Hedged</b>	N/A*	GBP 10	GBP 15,000,000	GBP 5,000,000	GBP 15,000,000	N/A
<b>Class X GBP Distributing</b>	N/A*	GBP 10	GBP 15,000,000	GBP 5,000,000	GBP 15,000,000	N/A
<b>Class X GBP Distributing Hedged</b>	N/A*	GBP 10	GBP 15,000,000	GBP 5,000,000	GBP 15,000,000	N/A

\* In relation to the Class X Shares, the Investment Manager is entitled to an investment management fee which will be payable under a separate arrangement with the Investment Manager which each Shareholder must enter into prior to their initial subscription for Class X Shares.

As of the date of this Supplement, only the Founders USD Accumulating Shares are available for subscriptions.

Investors seeking to invest in other classes should contact the Investment Manager. Upon receipt of sufficient interest in the Class, the Class may be launched.