

CZ CAPITAL ICAV

Supplement dated [●] 2018

for

CZ Absolute Alpha UCITS Fund

This Supplement contains specific information in relation to the **CZ Absolute Alpha UCITS Fund** (the "**Sub-Fund**"), a sub-fund of **CZ Capital ICAV** (the "**ICAV**"), an umbrella fund with segregated liability between sub-funds and authorised by the Central Bank of Ireland (the "**Central Bank**") pursuant to the Regulations. **This Supplement forms part of and should be read in conjunction with the Prospectus for the ICAV dated [●] 2018 (the "Prospectus").**

A significant amount of the Sub-Fund's economic exposure will be effected through financial derivative instruments, although as described herein the Sub-Fund will make other investments.

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

The Directors of the ICAV whose names appear in the section entitled "**Directors**" in the Prospectus accept responsibility for the information contained in this Supplement. 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.

Words and expressions defined in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. In the event of any conflict between the Prospectus and this Supplement, this Supplement shall prevail.

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1. INVESTMENT OBJECTIVE AND POLICIES

1.1. Investment Objective

The Sub-Fund's investment objective is to achieve a positive risk-adjusted return by investing in a broadly market neutral portfolio of long and short positions with primary focus on equities listed in the United Kingdom, and to a lesser extent equities listed in Ireland.

1.2. Investment Policy

The Sub-Fund will seek to achieve its investment objective by investing primarily (on a long and short basis) in one or more of the following asset classes: (i) equities; and (ii) equity-related securities, including, without limitation: (a) common and preferred stock; (b) rights; and (c) Global Depositary Receipts ("**GDRs**") listed or traded on the Markets globally as referred to in Appendix II of the Prospectus with a primary focus on equities and equity-related securities of companies listed in the United Kingdom. The Sub-Fund does not have any specific industry or sector focus.

The Sub-Fund will also invest in financial derivative instruments ("**FDI**") including exchange-traded derivatives (as described in more detail under "*Information on Financial Derivative Instruments*" below), OTC swaps (as detailed in the "*Swaps*" section below), options on equities and / or equity-related securities, forwards, futures on equities and / or equity-related securities, and contracts for differences on equities and / or equity-related securities listed or traded on the Markets globally referred to in Appendix II of the Prospectus. Moreover, the Sub-Fund may invest in exchange traded funds ("**ETFs**"), for investment and/or hedging purposes, subject to the overall limit on investment in collective investment schemes set out below. ETFs may be used for hedging purposes by taking synthetic short positions in index or sector ETFs to hedge the market / industry risk in individual stock positions.

The Sub-Fund will not invest in securities listed in emerging markets.

The Sub-Fund may employ long (both direct and synthetic) and synthetic short positions. The Sub-Fund will not take physical short positions. Synthetic positions are established through the use of FDI (as detailed below). The Sub-Fund may, following an analysis set out under "*Investment Process*" below, take short positions in respect of stocks which it believes are overvalued by the marketplace. The Sub-Fund may, subject to the requirements laid forth by the Central Bank, enter into exchange traded and over-the-counter FDI transactions for investment, hedging and efficient portfolio management purposes. The Sub-Fund may utilize equity and equity index options for both investment and hedging purposes.

FDIs will include swaps, options, futures and options on futures, contracts for differences (CFD) and forward currency exchange contracts. For example: (i) equity swaps and CFDs may be utilised for access to certain issuers and jurisdictions or for investment purposes; (ii) single name and index options (in respect of indices which are UCITS eligible) may be utilised to hedge out the risk associated with an industry or gain exposure to an issuer or for investment purposes; (iii) index futures on broad based indices (which are UCITS eligible), such as the FTSE 100 Index, which may be utilised in order to hedge the equity portion of the portfolio from movements in the general equity market or for investment purposes; and (iv) options on futures may be utilised to quantify the potential loss from a contract expiring in a loss position or for investment purposes.

In addition, for example, FDI may be used to seek to hedge against the risk of adverse currency movements between the Hedged Share Classes as described under "*Classes of Shares*" below. For further information on the types of FDIs that the Sub-Fund may enter into please see the section entitled "*Information on Financial Derivative Instruments*" below. If it is proposed to utilise any FDIs which are not contained in the risk management process in respect of the Sub-Fund, the ICAV will submit an updated risk management process to the Central Bank in accordance with the Central Bank's guidance entitled UCITS Financial Derivative Instruments and Efficient Portfolio Management prior to the Sub-Fund engaging in using such FDIs. See the section "*Information on Financial Derivative Instruments*" below for a description of the FDI which may be employed.

The ratio of long and synthetic short investments in equities and equity-related securities may vary through time. The net market exposure of the Sub-Fund will generally be between -30% and +30% of the Net Asset Value of the Sub-Fund. However, the movements in underlying investments may result in deviation from these thresholds and it might not always be feasible to adjust the portfolio to stay within these thresholds. The long exposure to equities and equity-related securities will generally be between 50% and 150% of the Net Asset Value of the Sub-Fund and short exposure to equities and equity-related securities will generally be between 50% and 150% of the Net Asset Value of the Sub-Fund.

The Sub-Fund may invest up to 10% of its Net Asset Value in collective investment schemes for investment purposes or hedging purposes. Such collective investment schemes will be domiciled in the EEA, Jersey, Guernsey, the Isle of Man or the United States and will be UCITS funds or alternative investment funds which are equivalent to UCITS.

Further, the Sub-Fund may also hold, for the purpose of efficient portfolio management, ancillary liquid assets, including bank deposits, certificates of deposit, fixed or floating rate instruments, government securities, commercial paper, floating rate notes and freely transferable promissory notes. The fixed income securities in which the Sub-Fund may invest will be rated at or above investment grade and may be unrated and be either fixed or floating and government or corporate. Fixed income securities will be deemed to be investment grade, if they have a rating BBB- and/or above by Standard & Poor's, or an equivalent rating by any of the other principal rating agencies or, if unrated, are determined to be above investment grade by the Investment Manager. The Sub-Fund will not invest in below investment grade fixed income securities.

The investments of the Sub-Fund (other than permitted unlisted investments) will be listed or traded on the markets referred to in Appendix II of the Prospectus.

Investment Process

The investment strategy of the Sub-Fund is to construct a portfolio of long and short positions in companies listed on the London and Irish stock exchanges, selected by fundamental research and valuation-based analysis, on a broadly market neutral basis (i.e. net market exposure between -30% and +30% of the Net Asset Value of the Sub-Fund).

Investment ideas are generated through a variety of sources including the Investment Manager's proprietary research, quantitative screening, meetings with management and corporate activity (such as mergers and acquisitions activity). The proprietary research process marries strong fundamental analysis, focused on cash returns, with a deep understanding of 'soft' factors such as corporate culture (ESG – environmental, social and governance factors), company management and the quality of accounts. The investment team within the Investment Manager believes that its emphasis on soft factors is a key differentiator in its approach and is expected to help to generate positive returns for the Sub-Fund, particularly in relation to any short positions to which the Sub-Fund may have exposure. Investments are made with a long-term investment horizon and position sizes are adjusted in response to price movements and overall portfolio risk. Based on the above, the Investment Manager will then select long positions which are expected to increase in value and short positions which are expected to decrease in value.

The portfolio is constructed to be broadly neutral to the UK and Irish equity markets and so net exposure to the UK and Irish markets is generally low, with the risks of the portfolio coming from the individual long and short positions which are selected.

Profile of a Typical Investor

An investment in the Sub-Fund is suitable for investors seeking long to medium term appreciation of capital. Shares in the Sub-Fund are available to both individual and institutional investors.

2. INVESTMENT RESTRICTIONS

The general investment restrictions as set out in the Prospectus shall apply.

The Directors may from time to time impose such further investment restrictions as shall be compatible with or in the interests of Shareholders, in order to comply with the laws and regulations of the countries where Shareholders are located.

3. INFORMATION ON FINANCIAL DERIVATIVE INSTRUMENTS

Swaps. These include total return swaps and CFD. A total return swap is a bilateral financial contract, which allows one party to enjoy all of the cash flow benefits of an asset without actually owning this asset. The underlying reference assets of the total return swaps to which the Sub-Fund may have exposure, can be single name equity or equity securities, indices or custom baskets of equity securities or currencies. A CFD is a bilateral contract that allows involved parties to exchange the difference between current market value of an underlying asset and its market value at the inception of the contract. 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 the Sub-Fund.

Options. The Sub-Fund may also enter into exchange-traded options and options traded over-the-counter (or OTC options) on equity and equity indices. Unlike exchange traded options, which are standardised with respect to the underlying instrument, expiration date, contract size, and strike price, the terms of OTC options are generally established through negotiation with the other party to the option contract. A call option 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 is a contract that gives the 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. Index put options may be purchased provided that all of the assets of the Sub-Fund, or a proportion of such assets which may not be less in value than the exercise value of the put option purchased, can reasonably be expected to behave in terms of price movement in the same manner as the options contract.

Futures and Options on Futures. The Sub-Fund may also enter into futures and options on futures on equity and equity indices. The sale of a futures contract creates an obligation by 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 creates an obligation 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.

Forward Currency Exchange Contracts. Forward currency exchange contracts may be used for Share Class hedging purposes. The Sub-Fund may buy and sell currencies on a spot and forward basis. A forward currency exchange contract involves an obligation to purchase or sell a specific currency at a future date at a price set at the time of the contract.

Further, the Sub-Fund's exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value):

	Expected	Maximum
Total Return Swaps / Margin Finance	180%	375%
Repurchase Agreements & Reverse Repurchase Agreements	0%	0%
Stock Lending	0%	0%

4. LEVERAGE

The Sub-Fund will be leveraged through the use of FDI. In accordance with the requirements of the Central Bank, the absolute VaR of the Sub-Fund may not exceed 20% of the Net Asset Value of the Sub-Fund using a one-tailed confidence interval of 99% and a holding period of one month and a historical observation period of 4 years.

As outlined above, the long exposure to equities and equity-related securities will generally be between 50% and 150% of the Net Asset Value of the Sub-Fund and short exposure to equities and equity-related securities will generally be between 50% and 150% of the Net Asset Value of the Sub-Fund. Therefore the Sub-Fund's gross leverage calculated using the sum of the notional exposure of its derivatives positions is expected to be between 100% and 300% of the Net Asset Value of the Sub-Fund and is not expected to exceed 375% of the Net Asset Value of the Sub-Fund, although in certain circumstances the leverage of the Sub-Fund may exceed the threshold above.

5. SUB-CUSTODIAN

Pursuant to an agreement dated [●] 2018, as may be amended from time to time (the “**Sub-Custody Agreement**”), the Depository has appointed Morgan Stanley & Co. International plc (“**MSI plc**”) as sub-custodian in relation to the Sub-Fund, subject to the overall supervision of the Depository, and MSI plc may in such capacity hold certain assets of the Sub-Fund from time to time. MSI plc is a company incorporated with limited liability under the laws of England and Wales whose principal place of business is at 25 Cabot Square, Canary Wharf, London E14 4QA and is regulated by the FCA in the UK.

The Sub-Custody Agreement may be terminated by either party on 30 days' written notice, or, where the Services Agreement (as defined below) is not terminated, with MSI plc's written permission or forthwith by notice in writing in certain circumstances such as the insolvency of MSI plc. The Sub-Custody Agreement provides that MSI plc shall indemnify the Depository for certain losses unless MSI plc's liability arises (i) in connection with the potential liability of the Depository that is released pursuant to applicable law following the occurrence of an external event beyond the reasonable control of MSI plc, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary; (ii) out of the negligence, wilful default or fraud of the Depository or any of its affiliates; or (iii) as a result of the delegation by MSI plc of the safekeeping of assets to Depository or any of its affiliates.]

6. RISK FACTORS

The risk factors set out in the section entitled Risk Factors in the Prospectus apply.

7. KEY INFORMATION FOR PURCHASING AND SELLING

Base Currency

Great British Pound

Classes of Shares

Shares in the Sub-Fund will be available in different Classes as follows:

Class	Currency Denomination	Currency Hedged	Initial Issue Price	Minimum Initial Subscription	Investment	Performance Fee	Minimum Subsequent	Minimum Holding
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		Shares	per Share		Managem ent Fee		Subscription /Minimum Repurchase Amount	
Class A EUR Shares	Euro	Yes	€1,000	€10,000	2%	20%	€1,000	N/A
Class A USD Shares	US Dollar	Yes	\$1,000	\$10,000	2%	20%	\$1,000	N/A
Class A GBP Shares	Pound Sterling	No	£1,000	£10,000	2%	20%	£1,000	N/A
Class A CHF Shares	Swiss Franc	Yes	CHF1,000	CHF10,000	2%	20%	CHF1,000	N/A
Class A SEK Shares	Swedish Krona	Yes	SEK 1,000	SEK 100,000	2%	20%	SEK 10,000	N/A
Class I EUR Shares	Euro	Yes	€1,000	€1,000,000	1.5%	20%	€10,000	1,000 Shares
Class I USD Shares	US Dollar	Yes	\$1,000	US\$1,000,000	1.5%	20%	\$10,000	1,000 Shares
Class I GBP Shares	Pound Sterling	No	£1,000	£1,000,000	1.5%	20%	£10,000	1,000 Shares
Class I CHF Shares	Swiss Franc	Yes	CHF1,000	CHF1,000,000	1.5%	20%	CHF10,000	1,000 Shares
Class I SEK Shares	Swedish Krona	Yes	SEK 1,000	SEK 10,000,000	1.5%	20%	SEK 100,000	10,000 Shares
Class P EUR Shares	Euro	Yes	€1,000	€100,000	1.5%	20%	€10,000	100 Shares
Class P USD Shares	US Dollar	Yes	\$1,000	US\$100,000	1.5%	20%	\$10,000	100 Shares
Class P GBP Shares	Pound Sterling	No	£1,000	£100,000	1.5%	20%	£10,000	100 Shares
Class P CHF Shares	Swiss Franc	Yes	CHF1,000	CHF100,000	1.5%	20%	CHF10,000	100 Shares
Class P SEK Shares	Swedish Krona	Yes	SEK 1,000	SEK 1,000,000	1.5%	20%	SEK 10,000	1,000 Shares
Class B EUR Shares	Euro	Yes	€1,000	€1,000,000	up to 1.00%	15%	€10,000	10,000 Shares
Class B USD Shares	US Dollar	Yes	\$1,000	\$1,000,000	up to 1.00%	15%	\$10,000	10,000 Shares
Class B GBP Shares	Pound Sterling	No	£1,000	£1,000,000	up to 1.00%	15%	£10,000	10,000 Shares
Class B CHF Shares	Swiss Franc	Yes	CHF1,000	CHF1,000,000	up to 1.00%	15%	CHF10,000	10,000 Shares
Class B SEK Shares	Swedish Krona	Yes	SEK 1,000	SEK 10,000,000	up to 1.00%	15%	SEK 100,000	100,000 Shares
Class S EUR Shares	Euro	Yes	€1,000	€10,000,000	1.00%	15%	€10,000	100,000 Shares
Class S	US Dollar	Yes	\$1,000	\$10,000,000	1.00%	15%	\$10,000	100,000

USD Shares								Shares
Class S GBP Shares	Pound Sterling	No	£1,000	£10,000,000	1.00%	15%	£10,000	100,000 Shares
Class M Shares	Pound Sterling	No	£1,000	£20,000	0%	0%	£1,000	20 shares

The limits set out above may be raised, lowered or waived at the discretion of the Directors. Shareholders will be notified in advance of any permanent change to the Minimum Initial Subscription, the Minimum Subsequent Subscription, the Minimum Holding and/or the Minimum Repurchase Amount. The ICAV has the power to redeem the remaining holding of any Shareholder who redeems his holding of Shares in any Share Class to below the Minimum Holding.

[The Class B EUR Shares, Class B CHF Shares, Class B USD Shares, Class B SEK Shares and Class B GBP Shares will be the seed Share classes and therefore it is expected that such Shares will only be available for subscription until such time as the Net Asset Value in these Share Classes reaches 200 million GBP in aggregate, or such other amount as may be determined by the Directors from time to time in their absolute discretion.]

The Class S EUR Shares, Class S USD Shares and Class S GBP Shares will be the early bird Share classes and therefore it is expected that such Shares will only be available for subscription until such time as the Net Asset Value in these Share Classes reaches 50 million GBP in aggregate, or such other amount as may be determined by the Directors from time to time in their absolute discretion.]

Confirmation can be obtained from the Distributor as to whether any of these Share Classes are currently being offered for subscription at any time after the initial offer period set out below.

The Class M Shares are a management Share class and no management or performance fees are payable in respect of this Share Class. The Class M Shares are for investment by the Investment Manager and its employees and such other persons as the Investment Manager may determine from time to time.

The USD, SEK, CHF and EUR denominated Share Classes are Hedged Share Classes. In respect of the Hedged Share Classes, the Investment Manager will seek to hedge against the risk of currency movements between the Base Currency of the Sub-Fund and the currency in which the relevant Hedged Share Class is denominated. Such transactions will be allocated solely to the relevant Hedged Share Class. Therefore, currency exposures of different currency classes may not be combined or offset and currency exposures of assets of the Sub-Fund may not be allocated to separate Share Classes. Investors in USD, SEK, CHF and EUR denominated Share Classes are referred to the description and risks related to Hedged Share Classes in the section of the Prospectus headed "*Currency Hedging at Share Class Level*".

Investors must subscribe into a Share Class in the currency in which that Share Class is denominated. Repurchase payments are also made in the currency in which the relevant Share class is denominated.

The Directors may, in their discretion, waive the minimum amounts above either generally or in relation to any specific subscription or repurchase.

Initial Offer Period for each Share Class

The initial offer period for all Share Classes is as from 9.00 a.m. (Irish time) on [●] 2018 until 5:00 p.m. (Irish time) on [●] 2018 or the first receipt of a subscription into the Share Class, or as may be shortened or extended by the Directors in accordance with the requirements of the Central Bank.

Following the launch of a Share Class and the closure of the initial offer period in relation to that Share Class, Shares in the relevant Share Class shall be available at their Net Asset Value on any Dealing Day.

Dealing Deadline

In the case of subscriptions, 12 midday Irish time 1 Business Day prior to the relevant Dealing Day.

In the case of repurchases, 12 midday Irish time 1 Business Day prior to the relevant Dealing Day.

The Directors may, in their discretion and in exceptional circumstances, waive the Dealing Deadline either generally or in relation to any specific subscription provided that applications are received prior to the Valuation Point for that particular Dealing Day.

Settlement Date

In the case of subscriptions, by 12 midday Irish time 3 Business Days after the relevant Dealing Day.

In the case of redemptions, within 3 Business Days after the relevant Dealing Day.

In respect of subscriptions investors will be liable for any interest, losses or other costs incurred as a result of failing to settle an order within these time frames.

8. CHARGES AND EXPENSES

Initial, Exchange and Repurchase Charges

With respect to Class A GBP Shares, Class A USD Shares, Class A CHF Shares, Class A SEK Shares and Class A EUR Shares, the Sub-Fund may on any Dealing Day that a Shareholder subscribes for Shares require such Shareholder to pay an initial charge of up to 3% of the issue price of such Shares on that Dealing Day. Any initial charge received by the Sub-Fund may be paid to the Distributor, or any sub-distributor (which may be an affiliate of the Investment Manager) or intermediary, who has the discretion to waive or rebate such charge.

With respect to Class P GBP Shares, Class P USD Shares, Class P CHF Shares, Class P SEK Shares and Class P EUR Shares, the Sub-Fund may on any Dealing Day require a Shareholder to pay an initial charge of up to 3% of the issue price of such Shares on that Dealing Day. Any initial charge received by the Sub-Fund may be paid to the Distributor, or any sub-distributor (which may be an affiliate of the Investment Manager) or intermediary, who has the discretion to waive or rebate such charge.

No exchange charge or repurchase charge shall be payable in respect of the Shares.

The Sub-Fund may impose an anti-dilution levy or adjustment on the issue or repurchase of Shares as further described in the section of the Prospectus entitled "*Purchase and Sale Information*". Investors should note that this anti-dilution levy includes any cost associated with the purchase or sale of investments including, without limitation, all stamp and other duties, taxes, governmental charges, brokerage, bank charges, transfer fees, registration fees and other transaction costs.

Investment Management Fee

The ICAV will pay in aggregate to the Investment Manager from the assets attributable to each Class of Shares of the Sub-Fund the following fees which are based on a percentage of Net Asset Value attributable to such class of Shares, which is accrued daily and paid monthly in arrears at an annual rate set out below:

2% per Class A GBP Share, Class A USD Share, Class A SEK Share, Class A CHF Share and Class A EUR Share (collectively, the “**Class A Shares**”);

1.5% per Class I GBP Share, Class I USD Share, Class I CHF Share, Class I SEK Share and Class I EUR Share (collectively, the “**Class I Shares**”);

1.5% per Class P GBP Share, Class P USD Share, Class P CHF Share, Class P SEK Share and Class P EUR Share (collectively, the “**Class P Shares**”);

up to 1.00% per Class B GBP Share, Class B USD Share, Class B CHF Share, Class B SEK Share and Class B EUR Share (collectively, the “**Class B Shares**”);

1.00% per Class S GBP Share, Class S USD Share, Class S EUR Share (collectively, the “**Class S Shares**”).]

Performance Fee

In addition to the other fees payable in respect of each Share Class in the Sub-Fund, a performance fee (the “**Performance Fee**”) is payable in total to the Investment Manager equal to (i) 15% for Class S Shares and Class B Shares and 20% in respect of the Class A Shares, Class P Shares and Class I Shares; of the net appreciation in the net asset value of each Class (before deduction of any unrealised accrued Performance Fee but after accrual for all other fees and expenses payable) calculated every twelve months to the end of December of each calendar year, each such period being a “**Calculation Period**”.

For the first Calculation Period which shall be from the close of the relevant initial offer period to [●] 2018, the “**High Water Mark Net Asset Value**” means the Initial Issue Price for the relevant Share Class (which will be taken as the starting price for the calculation of the initial Performance Fee for a Share Class) multiplied by the number of Shares of such Share class in issue at the launch of the relevant Share Class.

For each subsequent Calculation Period for a Share Class, the “**High Water Mark Net Asset Value**” means either (i) where a Performance Fee was payable in respect of the prior Calculation Period, the Net Asset Value per Share of the relevant Share Class at the beginning of the Calculation Period multiplied by the number of Shares of such Share Class in issue at the beginning of such Calculation Period, increased or decreased on each Dealing Day with respect to any subscriptions or redemptions of Shares which have taken place since the beginning of such Calculation Period; or (ii) where no Performance Fee was payable in respect of the prior Calculation Period, the High Water Mark Net Asset Value of the relevant Share Class at the end of the prior Calculation Period, increased or decreased on each Dealing Day with respect to any subscriptions or redemptions of Shares which have taken place since the beginning of such Calculation Period.

The Performance Fee payable for a Calculation Period shall be equal to 15% for Class S Shares and Class B Shares and 20% for Class A, Class P and Class I Shares of the amount by which the net asset value exceeds the High Water Mark Net Asset Value as at the end of the relevant Calculation Period, plus any Performance Fee accrued in respect of any Shares which were redeemed during the Calculation Period and remained unpaid at the end of Calculation Period.

During each Calculation Period the High Water Mark Net Asset Value for a Share Class will be increased or decreased on each Dealing Day with respect to any subscriptions or redemptions of Shares which have taken place during such Calculation Period. With regard to redemptions, the High Water Mark Net Asset Value for a Share Class is decreased by an amount equal to the percentage which such redemptions represent of the Net Asset Value of the Class on the relevant Dealing Day (i.e., if a redemption equal to 5% of the Net Asset Value is accepted, the High Water Mark Net Asset Value will be reduced by 5%). With regard to subscriptions, the High Water Mark Net Asset Value for a Share Class is increased by an amount equal to the value of the subscription.

For the purposes of the Performance Fee calculation, the Net Asset Value of the relevant Share

Class shall be calculated before the deduction of any accrual for Performance Fee for that Calculation Period, other than Performance Fees accrued for the Share class in respect of any Shares which were redeemed during the Calculation Period but not yet paid.

No Performance Fee may be accrued until the Net Asset Value of a Share Class exceeds the relevant High Water Mark Net Asset Value for the relevant Calculation Period. Where Performance Fees are payable by the Sub-Fund, these will be based on net realised and net unrealised gains and losses as at the end of each Calculation Period. As a result, Performance Fees may be paid on unrealised gains which may subsequently never be realised.

The Performance Fee will be accrued on each Dealing Day on the basis of the performance of the Net Asset Value of the Share Class in question during the relevant Calculation Period. If applicable, Performance Fees are deducted from the Sub-Fund attributable to the Class in question, and paid within 14 calendar days of the end of the relevant Calculation Period to the Investment Manager.

If a Shareholder redeems all or part of their Shares before the end of the Calculation Period, any accrued Performance Fee with respect to such Shares will crystallise on that Dealing Day and will then become payable to the Investment Manager within 14 calendar days of the end of relevant month when the Performance Fees has been crystallised. When a Performance Fee is crystallised on a redemption of Shares prior to the end of a Calculation Period, it will not be reimbursed to the Sub-Fund despite any poor performance that the Sub-Fund may suffer from the date of such redemption to the end of the relevant Calculation Period.

If the Investment Management Agreement is terminated before the end of any Calculation Period, the Performance Fee in respect of the then current Calculation Period will be calculated and paid as though the date of termination were the end of the relevant Calculation Period.

The Performance Fee will be calculated by the Administrator and verified by the Depositary.

It should be noted that as the Net Asset Value may differ between Share Classes, separate Performance Fee calculations will be carried out for separate Share Classes within the Sub-Fund which may therefore become subject to different amounts of Performance Fee.

Research Payment Account

The Company has agreed to pay Research Charges in respect of the Sub-Fund to a Research Payment Account which will be used to purchase Research on behalf of the Sub-Fund and will be paid out of the assets of the Sub-Fund.

Further information in relation to the operation of the Research Payment Account, including the research budget agreed in respect of a given period is available from the Investment Manager upon request.

9. HOW TO SUBSCRIBE FOR SHARES

Requests for the purchase of Shares should be made in accordance with the provisions set out in the section entitled **Purchase and Sale Information** in the Prospectus.

10. HOW TO REPURCHASE SHARES

Requests for the sale of Shares should be made in accordance with the provisions set out in the section entitled **Purchase and Sale Information** in the Prospectus.

11. HOW TO EXCHANGE SHARES

Requests for the exchange of Shares should be made in accordance with the provisions set out in the section entitled **Exchange of Shares** in the Prospectus.

