CATALYST INTERNATIONAL CONVERTIBLE SECURITIES FUND

An open-ended sub-fund of

Catalyst International UCITS ICAV

Supplement to the Prospectus

This Supplement contains specific information in relation to the Catalyst International Convertible Securities Fund (the **Fund**), a sub-fund of the Catalyst International UCITS ICAV (the **ICAV**) an umbrella fund with segregated liability between sub-funds governed by the laws of Ireland and an open-ended investment fund authorised as a UCITS pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended) by the Central Bank of Ireland (the **Central Bank**).

This Supplement forms part of and should be read in conjunction with the Prospectus dated 5 December 2022.

An investment in the Fund should only be made by those persons who could sustain a loss on their investment. It should not constitute a substantial portion of an investment portfolio and may not be appropriate for all investors.

The Directors of the ICAV, whose names appear under the section entitled **Directors of the ICAV** in 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.

Dated: 5 December 2022

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1 INVESTMENT OBJECTIVE

The investment objective of the Fund is to seek total return consisting of capital appreciation and income.

2 INVESTMENT POLICY

2.1 *Overview*

The Fund is actively managed, and is not constrained by reference to any index. Under normal conditions, the Fund seeks to achieve its investment objective by investing at least 80% of its net assets in convertible securities, namely convertible corporate bonds, debentures, warrants, preferred securities or mandatory convertible preferred stock. Convertible securities are “hybrid” securities that possess both fixed income and equity characteristics ("**Convertible Securities**"). The Fund may also invest up to 20% of its net assets in equities, corporate bonds, and the Ancillary Liquid Assets specified in *Asset Class Description* below, while reserving the right in exceptional circumstances to invest more extensively in Ancillary Liquid Assets on a temporary basis as detailed in *Asset Class Description* below.

The Fund will generally invest primarily in investment-grade instruments. The Fund may also invest opportunistically in non-rated securities that are considered by the Fund’s portfolio managers to be equivalent to investment-grade securities, which at times may represent a significant share of the Fund’s overall portfolio. The Fund may invest in U.S. companies of any market capitalisation without limit; however, the Fund expects to invest primarily in large capitalisation companies. The Fund may invest across sectors, and at times might have individual positions that in the aggregate result in significant exposures to specific sectors, such as the information technology sector. While there are no restrictions on maturity, under normal market conditions, the Fund’s portfolio is generally expected to have a dollar-weighted average maturity of less than five years. The Fund may invest in securities of any duration (i.e., the sensitivity of a fixed income security’s price to interest rate changes) without limit.

All of the Convertible Securities (other than permitted unlisted investments) acquired by the Fund will be listed or traded on the Markets referred to in Appendix 1 of the Prospectus.

The Fund may use both spot and forward foreign exchange contracts in respect of the Hedged Share Classes as further described below in the sections entitled **Derivatives and Efficient Portfolio Management** below and **Share Class Hedging** in the Prospectus.

2.2 *Investment Process*

The Fund’s sub-investment manager, Pier 88 Investment Partners, LLC (the **Sub-Investment Manager**), will structure the Fund’s portfolio in a manner that diversifies investments and risks across multiple companies in different industries. In addition to diversifying investments across issuers in accordance with the requirements of the Regulations, the Fund will also seek to diversify its investments across industries by typically seeking to limit the Fund's exposure to any one industry to 20% of the net assets of the Fund, though higher levels are possible on an exceptional or temporary basis. The Sub-Investment Manager also seeks to balance macroeconomic and microeconomic factors when selecting investments, given that prices of individual securities are influenced by both. Macroeconomic factors are broader factors applicable to many companies, such as; interest rates, energy prices, fiscal and monetary policies and geopolitical issues. Microeconomic factors are factors more directly applicable to a specific company, such as; customer concentration, supply inputs, competitive environment and product lifecycle.

The Sub-Investment Manager believes that having exposure to a variety of different companies with different growth profiles in different industries can help provide the Fund with diversification and balance. The prices of securities of issuers operating in different industries can be influenced based on whether the broader economy is expanding or contracting. During times of expansion, investors often pay a premium for faster growing companies whereas during times of economic contraction or recession, investors may prefer historically defensive businesses like utilities of companies where the majority of their businesses are governed by long-term contracts. The Sub-Investment Manager's investment professionals have decades of experience analysing macroeconomic and microeconomic data to help determine whether the broader economy is expanding or contracting at any given time. The Sub-Investment Manager will then seek to position the Fund's portfolio so that it has increased exposure to companies that grow faster and benefit more during times of economic expansion. Conversely, the Sub-Investment Manager will seek to position the Fund's portfolio so that it has increased exposure to more defensive companies during times of economic contraction.

Based on its macroeconomic views, the Sub-Investment Manager will also seek to take advantage of perceived secular (longer term) and cyclical themes across all industry sectors. Potential investment themes may include but are not limited to the following innovation trends: software and hardware systems for cyber security solutions; healthcare technology that enables easier patient access; new therapies and treatments for diseases; technology that helps analyse data to assist business decisions; software that increases employee productivity and sales efficiencies; E-commerce and solutions for online shopping; technologies that help enable more ubiquitous communications; and cloud computing.

A secular theme is a trend that enables a company exposed to that theme to potentially grow faster than and gain market share from peer industry companies that are not exposed to that secular theme. An example of a secular theme includes companies transitioning to invest in digital and internet advertising campaigns at the expense of traditional print and television advertising campaigns.

A cyclical theme is driven by macroeconomic factors that generally impact all companies exposed to the theme, irrespective of the industry in which the company is operating. An example of a cyclical trend includes automobile manufacturers benefiting from increased sales during favourable macroeconomic conditions such as low interest rates and high consumer confidence. Innovation trends are generally the result of a new invented technology or process which can happen in any industry or sector. An example of innovation in the healthcare sector would be a biotechnology or pharmaceutical company inventing a new medicine for a disease. An example of an industrial innovation could be a new manufacturing process that uses less energy or produces less waste.

The Sub-Investment Manager approaches investment decisions for Convertible Securities primarily from an equity analysis perspective given that historically equity sensitivity has been the primary driver of returns of the Convertible Securities asset class. An equity analysis perspective is used because the price of a company's Convertible Security is generally highly correlated to the price of that company's equity. Historically, the equity price of a company embeds investor expectations for that company's future earnings stream. Investors tend to pay higher premiums for companies that have sustainable future earnings and pay less for companies where future growth is less likely. The Sub-Investment Manager reviews publicly available information from company disclosures, industry press reports, third-party research firms, and other primary and secondary sources to learn about a company's competitive position in its core markets and the company's growth prospects. Using that underlying fundamental research, the Sub-Investment Manager performs an analysis of investor expectations on that company's future earnings potential based on current equity prices. The equities of companies that deliver future earnings that surpass investor expectations tend to perform better than equities of companies where future earnings underperform expectations. Accordingly, the Sub-Investment Manager attempts to construct a diversified portfolio of companies across industries where the Sub-Investment Manager's analysis suggests that the companies can deliver future earnings that will exceed current investor expectations.

In seeking to identify companies that will deliver future earnings that exceed current investor expectations, the Sub-Investment Manager establishes a view on the intrinsic value of each company it assesses and then examines the overall capital structure of that company to identify potential mis-pricings. Potential mis-pricings could include the underlying equity trading at a discount to peers or its historical valuation range based on market misperception of strengths of company fundamentals or likelihood of company-specific risks materialising, such as the risk of a company losing patent protection for a product. Mis-pricings may also occur due to technical issues in the market such as changing supply and demand dynamics for various types of securities or maturity dates of specific issues. The Sub-Investment Manager performs this analysis by identifying trends in the industry that may allow the company to grow faster than its peers for a time given technological change or customer preference (a secular theme which tends to be more sustainable) or due to broader macroeconomic factors (cyclical theme which tends to be less sustainable). An example of a secular theme is innovation in cybersecurity where corporations are experiencing new vectors of cyber espionage and attacks every day and will continue to invest in new security products to thwart these attacks, regardless of the economic cycle. Cybersecurity remains one of the faster growing sub-markets in the information technology sector.

The selection process for Convertible Securities focuses on individual securities as part of a broader secular or cyclical theme, where the Sub-Investment Manager believes that the risk-adjusted probability or likelihood of upside appreciation in the price of the security outweighs the potential downside risks of a decrease in price of the security. In the security selection process, the Sub-Investment Manager combines qualitative and quantitative data analysis to help assess the potential upside and downside returns of a company's equity, and then the potential upside or downside returns of the corresponding convertible security. The Sub-Investment Manager establishes a base case view on the future expected earnings of a company and then performs scenario analysis with a range of outcomes higher and lower than the base case. The next step is an assessment of historical valuation ranges that investors have used for that company based on valuation multiples, such as a price-to-earnings ratio. The Sub-Investment Manager calculates a range of potential future equity prices based on the range of historical valuation multiples applied to several future earnings projections. The Sub-Investment Manager assigns higher probabilities to scenarios using the long-term average of a company's historical valuation multiple. This quantitative analysis helps predict the potential upside and downside return potential of a particular security. The Sub-Investment Manager prefers securities where its analysis suggests that potential future price outcomes are skewed in terms of probability towards the upside return scenarios over the downside return scenarios given historical valuation multiples and future growth scenarios. An example of an attractive risk/reward structure is one where a security's current valuation implies a below average historical multiple and the Sub-Investment Manager's analysis suggests the prospect for higher expected future earnings; in this case, the security could benefit from future positive earnings revisions and valuation multiple expansion, such as trading at a higher price-to-earnings ratio by virtue of delivering earnings that exceeded investor expectations.

In determining a risk-adjusted probability, the Sub-Investment Manager assumes a range of probable outcomes for a company's security with a strong preference to giving more weight to probable outcomes that match historical long-term valuation multiple averages over time. As previously mentioned, this preference is designed to help reduce confidence bias on overly optimistic scenarios for future business results and corresponding equity and convertible bond prices. By analysing various scenarios, the Sub-Investment Manager can calculate what percentage of scenarios would result in security price depreciation from the current price versus what percentage of scenarios would result in price appreciation from the current price. The Sub-Investment Manager seeks investments in Convertible Securities of companies where it has calculated that there is a higher likelihood of upside price appreciation scenarios for the security materialising.

The Sub-Investment Manager will value Convertible Securities using a fundamental top-down research approach, which will include scenario analysis to identify potential pricing inefficiencies as well as various risk management techniques to enhance overall portfolio construction. Scenario analysis includes performing financial analysis with respect to different top line growth rates for a potential investment company's different business units as well as various assumptions on the trajectory of underlying costs and margins for a business. Scenarios could include the potential performance of a business during boom-and-bust cycles of the economy. Risk management techniques includes scenario analysis on how the portfolio could likely respond to various macroeconomic and microeconomic shocks, risk/reward analysis on individual securities based on historical valuation ranges and sector analysis given various sector exposures. Risk management techniques also include limiting individual position sizes, limiting sector exposures, and stress testing the portfolio. The Sub-Investment Manager believes that this enhances the overall portfolio construction as it structures and positions the portfolio in a way that optimizes the risk-adjusted return potential while diversifying across sectors, industries, and investment styles.

The Sub-Investment Manager seeks to build the Fund's portfolio through exposure to companies across industry sectors and will target yields competitive with the overall convertible bond asset class.

The Sub-Investment Manager will generally only invest in securities other than Convertible Securities of a certain company if: it finds a company to be an attractive investment but that company does not have a specific Convertible Security in its capital structure; if a Convertible Security, in the opinion of the Sub-Investment Manager, has risk/reward characteristics less attractive than the underlying equity; if the Convertible Security has inferior trading liquidity characteristics; and/or, to provide portfolio diversification.

In addition to undertaking the same investment analysis process undertaken in respect of Convertible Securities as described above, the Sub-Investment Manager additionally approaches investment decisions in relation to corporate bonds by reviewing financial statements, public financial disclosures, and potentially third-party sources including bank reports and credit ratings in seeking to invest in corporate bonds where the Sub-Investment Manager believes that there is limited risk of the company defaulting based on its assessment of the credit quality of the company and the strength of its underlying business fundamentals. The Sub-Investment Manager considers this fundamental data, which can be both quantitative and qualitative, to identify the potential for capital appreciation with an emphasis on constructing a portfolio that limits the risk of default.

The Sub-Investment Manager typically uses Ancillary Liquid Assets for temporary cash management purposes, and does not does not rely on Ancillary Liquid Assets for capital appreciation in the portfolio. The Sub-Investment Manager may increase the Fund's exposure to Ancillary Liquid Assets for temporary defensive purposes during periods of market volatility or turmoil.

2.3 *Asset Class Description*

The Fund may have exposure to a range of asset classes as outlined below.

2.3.1 Convertible Securities

A Convertible Security is a convertible corporate bond, debenture, warrant, preferred stock or mandatory convertible preferred stock that may be converted into a prescribed amount of common stock at a pre-stated price. By investing in Convertible Securities, the Fund seeks the opportunity to participate in the capital appreciation of underlying stocks, while at the same time relying on a fixed income aspect of the convertible security to provide current income and reduced price volatility, which can limit the risk of loss in a down equity market. The Convertible Securities in which the Fund may invest may have fixed or floating rates and may be rated investment grade, below investment grade or unrated.

2.3.2 Equities

The Fund may invest in equities and other securities with equity-like characteristics listed on global exchanges, namely preferred stocks, rights on equities, warrants on equities as well as depository receipts for such securities (ADRs traded in the United States markets and GDRs traded in other world markets), issued by companies worldwide.

2.3.3 Corporate Bonds

They Fund may also invest in debt securities, namely corporate bonds (with fixed and floating interest rates) which may be rated either above or below "investment grade" by Standard & Poor's and/or Moody's or, if unrated, determined to be of equivalent credit quality by the Sub-Investment Manager.

2.3.4 Ancillary Liquid Assets

The Fund may also, for ancillary liquidity purposes, hold and invest in cash and cash equivalents including bank deposits and listed or traded short term paper including treasury bills. Notwithstanding the foregoing, the Fund reserves the right to invest without limitation and in exceptional circumstances up to 100% of its net assets, in short-term debt instruments which may be fixed or floating rate instruments, including but not limited to commercial paper, certificates of deposit, freely transferable promissory notes and debentures for temporary, defensive purposes, during, for example, periods of extreme market stress or where required to cover derivative positions.

2.4 *Disclosure under Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (the SFDR)*

The Fund has been classified as an Article 6 fund for the purposes of the SFDR.

Article 6 of the SFDR requires disclosure of the manner in which sustainability risks are integrated into the investment decisions of the Sub-Investment Manager with respect to the Fund and the results of the assessment of the likely impacts of sustainability risks on the returns of the Fund, and where the Manager, in conjunction with the Investment Manager and Sub-Investment Manager, deems sustainability risks not to be relevant, the description shall include a clear and concise explanation of the reasons for this.

A **sustainability risk** is defined in the SFDR as an environmental, social or governance (**ESG**) event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investment. **Sustainability factors** are defined in the SFDR as environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

The Sub-Investment Manager will seek to identify through its proprietary research and analysis investments that it believes are under-valued and/or have the potential to achieve an above market yield over the longer term. The Sub-Investment Manager has deemed it not relevant that the consideration of sustainability risks is integrated into these investment decisions, as that may detract from the strategy of seeking to identify investments that are under-valued or have the potential to achieve an above market yield over the longer term. The consideration of such risks is not a significant feature in the Sub-Investment Manager’s proprietary research and credit evaluation process involved in its approach to making investment decisions, and so is not a significant component of the investment decision-making process in respect of the Fund.

The Manager, in conjunction with the Investment Manager and Sub-Investment Manager does not currently consider the adverse impacts of the Fund’s investment decisions on sustainability factors due to the absence of sufficient data for the performance of an adequate assessment due in part to the lack of relevant disclosures from target investments. However, this will be kept under review, further information may in the future be provided on whether and how the adverse impacts of the Fund’s investment decisions on sustainability factors are considered.

Disclosure under the EU Taxonomy Regulation (as defined below)

EU Taxonomy Regulation means Regulation EU 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending SFDR.

The investments underlying this Fund do not take into account the EU criteria for environmentally sustainable economic activities within the meaning of the EU Taxonomy Regulation.

3 THE SUB-INVESTMENT MANAGER

Pier 88 Investment Partners LLC has been appointed as sub-investment manager in respect of the Fund by the Investment Manager and is responsible for providing discretionary investment management and advisory services to the Investment Manager in respect of the Fund.

Pier 88 Investment Partners LLC is a limited liability company, formed in California, United States of America, with its principal place of business at 230 California Street, Suite 410, San Francisco, CA 94111, United States of America. The Sub-Investment Manager is registered with the U.S. Securities and Exchange Commission as an investment adviser.

The Sub-Investment Manager is appointed pursuant to a sub-investment management agreement dated 28 October 2022 between the ICAV, Investment Manager and the Sub-Investment Manager (the **Sub-Investment Management Agreement**). The Sub-Investment Agreement shall continue in force until terminated by any party giving not less than 90 days' notice in writing to the other parties, although in certain circumstances the agreement may be terminated forthwith by notice in one party to the other. Under the Sub-Investment Management Agreement, the ICAV shall indemnify the Sub-Investment Manager out of the assets of the Fund from and against all actions proceedings, claims and against all loss, costs, demands and expenses (including reasonable legal expenses) which may be brought against, suffered or incurred by the Sub-Investment Manager, by reason of the performance of its obligations (other than by reference to any negligence, fraud, bad faith, recklessness or wilful default) in the performance or non-performance by the Sub-Investment Manager of its obligations or duties under the Sub-Investment Management Agreement.

4 PROFILE OF TYPICAL INVESTOR

The Fund may be suitable for investors who are willing to tolerate medium to high risk and is appropriate for investors with a minimum time horizon of 5 years.

5 DERIVATIVES AND EFFICIENT PORTFOLIO MANAGEMENT

The Fund may use both spot and forward foreign exchange contracts in respect of the Hedged Share Classes for hedging purposes in accordance with the section entitled **Share Class Hedging** in the Prospectus and as further described below.

The Investment Manager employs a risk management process on behalf of the UCITS which enables it to accurately measure, monitor and manage the various risks associated with forward foreign exchange contracts. The Investment Manager will use the commitment approach to calculate the Fund's daily global exposure, being the incremental exposure and leverage generated through the use of FDI in accordance with its risk management process and the requirements of the Central Bank.

The use of FDI may result in the creation of leverage calculated using the commitment method and accordingly the Fund's global exposure would not exceed 100% of the Net Asset Value of the Fund.

The Fund may buy and sell currencies on a spot and forward basis, subject to the limits and restrictions adopted by the Central Bank from time to time to reduce the risks of adverse changes in exchange rates. A forward contract locks in the price an index or asset may be purchased or sold at on a future date. In currency forward contracts (forward foreign exchange contracts), the contract holders are obligated to buy or sell a specified amount of one currency at a specified price with another currency on a specified future date. Forward contracts may be cash settled between the parties. These contracts cannot be transferred but they can be “closed out” by entering into a reverse contract. These contracts can be used for hedging against exchange risks.

6 INVESTMENT RESTRICTIONS

Please see the investment restrictions outlined in the Prospectus.

The Fund will not invest in other collective investment schemes.

The Fund will not invest in contingent convertible bonds (**CoCos**).

7 HEDGED SHARE CLASSES

The “GBP (Hedged)”, “EUR (Hedged)” and “CHF (Hedged)” Currency Share Classes of the Institutional Class (Accumulating) and the Institutional Class (Distributing) Share Classes are denominated in a different currency to the Base Currency (each a **Hedged Share Class**") and are subject to currency hedging.

The Fund will seek to hedge against exchange rate fluctuation risks between the denominated currency of the Hedged Share Class and the Base Currency of the Fund.

Investors should note that the Hedged Share Classes will not completely eliminate currency risk, or provide a precise hedge, and as such, investors may have exposures to currencies other than the currency of the Hedged Share Class.

8 RISK FACTORS

The general risk factors set out in the **Risk Factors** section of the Prospectus apply to the Fund.

AN INVESTMENT IN THE SHARES OF THE FUND IS SPECULATIVE AND INVOLVES A DEGREE OF RISK. ACCORDINGLY, PROSPECTIVE INVESTORS SHOULD CONSIDER THE RISK FACTORS. THESE RISK FACTORS MAY NOT BE A COMPLETE LIST OF ALL RISK FACTORS ASSOCIATED WITH AN INVESTMENT IN THE FUND.

BEFORE DETERMINING WHETHER TO INVEST IN THE FUND, PROSPECTIVE INVESTORS SHOULD EVALUATE WHETHER THEY ACCEPT THE RISKS WHICH THEY WILL ASSUME BY BUYING SHARES OF THE FUND. THE LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE EXPLANATION OF THE RISKS INVOLVED IN THIS OFFERING.

PROSPECTIVE INVESTORS SHOULD READ THE ENTIRE PROSPECTUS AND THIS SUPPLEMENT AND FULLY EVALUATE ALL OTHER INFORMATION THAT THEY DEEM TO BE NECESSARY BEFORE DETERMINING TO INVEST IN THE FUND. AN INVESTMENT IN THE FUND MAY NOT BE APPROPRIATE FOR ALL INVESTORS.

In addition to the risk factors set out in the Prospectus, the following risk factors are specific to the Fund:

8.1 Convertible Securities Risk

Convertible Securities are hybrid securities that have characteristics of both bonds and common stocks and are subject to fixed income security risks and conversion value-related equity risk. Convertible Securities are similar to other fixed-income securities because they usually pay a fixed interest rate and are obligated to repay principal on a given date in the future. The market value of fixed-income securities tends to decline as interest rates increase. Convertible Securities are particularly sensitive to changes in interest rates when their conversion to equity feature is small relative to the interest and principal value of the bond. Convertible issuers may not be able to make principal and interest payments on the bond as they become due. Convertible Securities may also be subject to prepayment or redemption risk. If a Convertible Security is called for redemption, the Fund will be required to surrender the security for redemption, convert it into the issuing company's common stock or cash at a time that may be unfavourable to the Fund. Convertible Securities have characteristics similar to common stocks especially when their conversion value is greater than the interest and principal value of the bond. When a Convertible Security's value is more closely tied to its conversion to stock feature, it is sensitive to the underlying stock's price.

The prices of some Convertible Securities, such as convertible preferred stock, tend to move more slowly upwards than common stock prices. In an issuer bankruptcy, preferred stock holders are subordinate to the claims of debtholders and may receive little or no recovery

8.2 **Equity Securities Risk**

The price of common stock in the Fund's portfolio will fluctuate based on actual or perceived changes in a company's financial condition and on market and economic conditions. Investor perceptions are based on various and unpredictable factors, including expectations regarding government, economic, monetary and fiscal policies; inflation and interest rates; economic expansion or contraction and global or regional political, economic and banking crises.

8.3 **Fixed Income Securities Risk**

The value of the Fund's fixed income securities will fluctuate with changes in interest rates. Typically, a rise in interest rates causes a decline in the value of fixed income securities owned by the Fund. In general, the market price of fixed income securities with longer maturities will increase or decrease more in response to changes in interest rates than shorter-term securities. Other risk factors include credit risk (the risk that the debtor may default), extension risk (an issuer may exercise its right to repay principal on a fixed rate obligation held by the Fund later than expected), and prepayment risk (the risk that the debtor may pay its obligation early, reducing the amount of interest payments). These risks could affect the value of a particular investment by the Fund, possibly causing the Fund's share price and total return to be reduced and fluctuate more than other types of investments.

8.4 **Interest Rate Risk**

Interest rate risk is the risk that bond prices overall, including the prices of securities held by the Fund, will decline over short or long periods of time due to rising interest rates. Bonds with longer maturities tend to be more sensitive to interest rates than bonds with shorter maturities. The maturity and effective duration of the Fund's investment portfolio may vary materially, from time to time, and there is no assurance that the Fund will achieve or maintain any particular target maturity or effective duration of its investment portfolio.

8.5 **Credit Risk**

Credit risk is the risk that an issuer of a security will fail to pay principal and interest in a timely manner, reducing the Fund's total return. In addition, the credit quality of fixed income securities held by the Fund may be lowered if an issuer's financial condition changes. The issuer of a fixed income security may also default on its obligations. Credit risk may be substantial for the Fund.

8.6 **Prepayment and Extension Risk**

Prepayment risk is the risk that principal on a debt obligation may be repaid earlier than anticipated. Extension risk is the risk that an issuer will exercise its right to repay principal on a fixed rate obligation held by the Fund later than expected. Both prepayment and extension risks may impact the Fund's profits and/or require it to pay higher yields than were expected.

8.7 **Income Risk**

The Fund’s distributions to shareholders may decline when prevailing interest rates fall, when the Fund experiences defaults on debt securities it holds, or when the Fund realizes a loss upon the sale of a debt security.

8.8 Large Capitalisation Company Risk

Large-capitalisation companies may be less able than smaller capitalisation companies to adapt to changing market conditions. Large-capitalisation companies may be more mature and subject to more limited growth potential compared with smaller capitalisation companies. During different market cycles, the performance of large capitalisation companies has trailed the overall performance of the broader securities markets.

8.9 Small and Medium Capitalisation Companies Risk

The earnings and prospects of small and medium sized companies are more volatile than larger companies and may experience higher failure rates than larger companies. Small and medium sized companies normally have a lower trading volume than larger companies, which may tend to make their market price fall more disproportionately than larger companies in response to selling pressures and may have limited markets, product lines, or financial resources and lack management experience.

8.10 Sector Risk

The Fund may focus its investments in securities of a particular sector. Economic, legislative or regulatory developments may occur that significantly affect the sector. This may cause the Fund's net asset value to fluctuate more than that of a fund that does not focus in a particular sector.

The Fund is subject to the following specific sector risk:

Information Technology Sector Risk: Information technology companies face intense competition and may have limited product lines, markets, financial resources or personnel. The products of information technology companies may face obsolescence. Companies in the information technology sector are heavily dependent on patent and intellectual property rights.

8.11 Non-Diversification Risk

To the extent that the Fund holds securities of a smaller number of issuers or invests a larger percentage of its assets in a single issuer than would a diversified portfolio, the value of the Fund, as compared to the value of a diversified portfolio, will generally be more volatile and more sensitive to the performance of any one of those issuers and to economic, political, market or regulatory events affecting any one of those issuers.

8.12 Management Risk

The investment strategies and models employed by the Sub-Investment Manager in selecting investments for the Fund may not result in an increase in the value of your investment or in overall performance equal to other similar investment vehicles having similar investment strategies. In addition, the Sub-Investment Manager’s judgement about the attractiveness, value and potential return of the securities in which the Fund invests may prove to be incorrect and there is no guarantee that the Sub-Investment Manager’s judgment will produce the desired results.

8.13 **Security Risk**

The value of the Fund may decrease in response to the activities and financial prospects of an individual security in the Fund's portfolio.

9 INFORMATION FOR CHILEAN INVESTORS

The date of commencement of the offering of Shares in the Fund in Chile is 28 October 2022, being the date of the establishment of the Fund. This offering is subject to General Rule No. 336 (Norma de Carácter General N° 336) of the Chilean securities, banking and insurance regulator, the "Comisión para el Mercado Financiero" ("CMF"). This offering deals with securities that are not registered in the Securities Registry (Registro de Valores), nor in the Foreign Securities Registry (Registro de Valores Extranjeros), kept by the CMF, and, therefore, the Shares that this offer refers to are not subject to the supervision of the CMF. Given the fact that these securities are not registered with the CMF, there is no obligation for the issuer to disclose in Chile public information about the Shares. The Shares may not be publicly offered as long as they are not registered in the corresponding Securities Registry kept by the CMF.

10 DIVIDEND POLICY

The Fund offers Distributing Shares that pay regular dividends out of net current income or, on occasion, make payments out of capital, net realised gains or net realised and unrealised gains. The distribution of dividends is not guaranteed and is subject to the sole discretion of the Directors.

Distributing Shares

Subject to the discretion of the Directors, dividends (if any) on Distributing Shares described below will be declared quarterly with dividend dates of the first Business Day of January, April, July and October and ordinarily paid within four months of such dates. Shareholders will have the option to either receive the declared dividend (if any) or re-invest in the purchase of Shares of the relevant class.

In the event that the net distributable income attributable to the relevant Class during the relevant period is insufficient to pay dividends as declared, the Directors may in their discretion determine such dividends be paid from capital.

Investors should refer to their tax advisors in relation to the implications of these Distributing Classes obtaining such status and any payment of dividends.

Accumulating Shares

There will be no dividend distributions in respect of the Accumulating Shares. Accordingly, income and capital gains arising in respect of the Accumulating Shares will be re-invested in the Fund and reflected in the Net Asset Value per Share of the Fund.

This section should be read in conjunction with the **Dividend Policy** section of the Prospectus.

If the Directors propose to change the dividend policy of the Fund full details will be provided in an updated Supplement and all Shareholders will be notified in advance.

11 KEY INFORMATION FOR SUBSCRIBING AND REDEEMING

11.1 Share Classes

The ICAV may issue Shares in each of the Share Classes set out in the table below.

Share Class	**Currency**	**Initial Offer Price** (in the currency unit of the relevant Share Class)	**Minimum Initial Investment* and Minimum Additional Investment*** (in the currency unit of the relevant Share Class)	**Minimum Shareholding*** (in the currency unit of the relevant Share Class)	**Investment Management Fee**
Institutional Class (Accumulating)	USD GBP (Hedged) EUR (Hedged) CHF (Hedged)	100.00	1,000,000 and 100,000	1,000,000	0.85%
Institutional Class (Distributing)	USD GBP (Hedged) EUR (Hedged) CHF (Hedged)	100.00	1,000,000 and 100,000	1,000,000	0.85%

*or such greater or lesser amounts as the Directors may, in their sole discretion decide.

Base Currency means USD.

Business Day means a day (other than Saturday or Sunday) on which banks in Dublin and New York are open for business.

Dealing Day means every Business Day.

Dealing Deadline means 4.30pm Irish time on the Business Day prior to the relevant Dealing Day or such other day or time as the Directors may determine and notify to Shareholders in advance provided it is prior to the relevant Valuation Point.

Exchange Charge: Nil.

Issue Price means during the Initial Offer Period of the class in question, the Initial Offer Price for the class in question and thereafter, subject as provided for in the Prospectus and this Supplement, the Net Asset Value per Share of the relevant class.

Initial Offer Period means in respect of each Share Class, from 9.00am (Irish time) on 1 November 2022 to 5.30pm (Irish time) on 1 May 2023 or such shorter or longer period for each class as the Directors may determine on behalf of the Fund and notify to the Central Bank as required.

Preliminary Charge: Nil.

Redemption Charge: Nil.

Settlement Date means four Business Days after the relevant Dealing Day in the case of subscriptions. In the case of redemptions, proceeds will usually be paid (by wire transfer to a specified account at the

Shareholder's risk and expense) within four Business Days of the Dealing Day and should not exceed ten Business Days after the relevant Dealing Deadline provided the supporting documentation in relation to money laundering prevention checks and any documentation deemed necessary for regulatory or taxation purposes has been received and the anti-money laundering procedures have been completed.

Valuation Point means 4pm New York time on the Business Day prior to the relevant Dealing Day or such other day or time as the Directors may determine and notify to Shareholders in advance.

12 HOW TO SUBSCRIBE FOR SHARES

12.1 Applications for Shares should be submitted in accordance with the provisions set out in the Prospectus to be received by the Administrator on or prior to the Dealing Deadline.

12.2 The Minimum Shareholding (as set out in the table above) must be maintained by each Shareholder in the Fund (subject to the discretion of the Directors) following any partial repurchase, exchange or transfer of Shares.

12.3 Payment in respect of the issue of Shares must be made by the relevant Settlement Date by wire transfer in cleared funds in the currency denomination of the relevant Shares.

12.4 After the applicable Initial Offer Period closes, the subscription price for Shares is calculated by ascertaining the Net Asset Value per Share of the relevant Class referable to the relevant Dealing Day plus any Anti-Dilution Levy (if applicable) or duties and charges. The Net Asset Value per Share will be determined by means of the method of valuation of assets and liabilities described in the sections of the Prospectus headed **Calculation of Net Asset Value** and **Valuation of Assets.**

13 HOW TO REDEEM SHARES

13.1 Requests for the sale of Shares should be submitted to the Administrator in accordance with the provisions set out in the Prospectus on or prior to the Dealing Deadline. Requests received on or prior to a Dealing Deadline will normally be dealt with on the relevant Dealing Day.

13.2 The Directors or the Administrator may decline to effect a redemption request which would have the effect of reducing the value of any holding of Shares relating to any Fund below the Minimum Shareholding for that Class of Shares of that Fund. Any redemption request having such an effect may be treated by the ICAV as a request to redeem the Shareholder’s entire holding of that Class of Shares.

13.3 The redemption price per Share is based on the Net Asset Value per Share in the relevant Class referable to the relevant Dealing Day. The Net Asset Value will be determined in accordance with the method of valuation of assets and liabilities described in the section of the Prospectus headed **Calculation of Net Asset Value** and **Valuation of Assets.**

13.4 No redemption payment may be made to a Shareholder until all supporting documentation required by the Administrator, including any document in connection with the AML Legislation or other requirements and any documentation deemed necessary for regulatory or taxation purposes and/or any anti-money laundering procedures have been completed, sent to and received by the Administrator.

13.5 Requests for the redemption of Shares should be made in accordance with the provisions set out in the section entitled **Redemption of Shares** in the Prospectus.

14 FEES AND EXPENSES

The following section on fees and expenses should be read in conjunction with the section entitled **Fees and Expenses** in the Prospectus.

14.1 **Manager**

14.1.1 The Manager shall be paid a fee out of the assets of the Fund, calculated and accrued on each Dealing Day and payable monthly in arrears, of an amount up to 0.05% of the Net Asset Value of the Fund (plus VAT, if any), subject to a monthly minimum fee of up to €3,500 (plus VAT, if any) (the **Management Fee**).

14.1.2 The Manager shall also be entitled to be reimbursed for its reasonable out-of-pocket expenses, payable out of the assets of the Fund (with value added tax thereon, if applicable).

14.2 **Administrator**

14.2.1 The Administrator shall be entitled to receive out of the assets of the Fund (with value added tax thereon, if applicable) an annual fee of up to 0.06% of the Net Asset Value of the Fund, subject to a minimum fee of up to USD3,500 per month. Such fees will accrue on each Dealing Day and be payable monthly in arrears.

14.2.2 The Administrator is also entitled to be repaid all of its reasonable agreed upon transaction and other charges (which will be at normal commercial rates) and other reasonable out-of-pocket expenses, payable out of the assets of the Fund (with value added tax thereon, if applicable).

14.3 **Depositary**

14.3.1 The Depositary shall be entitled to receive out of the assets of the Fund (with value added tax thereon, if applicable) an annual fee of up to 0.02% of the Net Asset Value of the Fund, subject to a minimum fee of up to USD1,500 per month. Such fees will accrue on each Dealing Day and be payable monthly in arrears.

14.3.2 The Depositary will also be entitled to be reimbursed for its reasonable out-of-pocket expenses, and transaction and account costs at normal commercial rates, from the assets of the Fund. The Depositary is further entitled to be reimbursed from the assets of the Fund for any sub-custodian fees and expenses, at normal commercial rates.

14.4 **Investment Management Fee**

14.4.1 The Investment Manager shall be paid a fee in respect of each Share Class at an annual rate as set out in section 11.1 above (plus VAT thereon, if any) out of the assets of the Fund, calculated and accrued on each Dealing Day and payable monthly in arrears (the **Investment Management Fee**). The Investment Manager may, from time to time at its sole discretion, waive any or all of its fees in respect of any particular payment period, provided that Shareholders in the same Share Classes are treated equally and all Shareholders are treated fairly. The Investment Manager may also, from time to time at its sole discretion and out of the Investment Manager's own resources, reimburse the Fund for certain operating expenses.

14.4.2 The Investment Manager shall also be entitled to be reimbursed out of the assets of the Fund for reasonable out of pocket costs and expenses incurred by the Investment Manager in the performance of its duties (plus VAT thereon, if any).

14.4.3 The Sub-Investment Manager shall be entitled to receive from the ICAV such portion of the Investment Management Fees payable out of the assets of the Fund to the Investment Manager as may be agreed with the Investment Manager from time to time and notified to the ICAV. The Sub-Investment Manager shall also be entitled to be reimbursed out of the assets of the Fund for all reasonable out of pocket expenses incurred by the Sub-Investment Manager in the performance of its duties (plus VAT thereon, if any).

14.5 **Establishments Costs**

14.5.1 The establishment costs to be borne out of the assets of the Fund will not exceed €30,000 (plus VAT if applicable), and will be amortised over the first five (5) financial years of the Fund following the approval of the Fund by the Central Bank or such shorter period as the Directors may determine.

14.5.2 The Fund may also incur a portion of the original set up costs of the ICAV as provided for in the Prospectus.

14.5.3 This section should be read in conjunction with the establishment costs and expenses section headed **Fees and Expenses** in the Prospectus

15 MISCELLANEOUS

As at the date of this Supplement, there is one other sub-fund of the ICAV in existence, namely Catalyst International Income Opportunities Fund.