

The directors of MGI Funds plc (the “Directors”) listed in the Prospectus under the heading “THE COMPANY”, 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) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

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## **MERCER GLOBAL CREDIT FUND**

(A Sub-Fund of MGI Funds plc, an umbrella fund with segregated liability between Sub-Funds authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011, as amended)

**SUPPLEMENT DATED 14 NOVEMBER 2023**

**TO PROSPECTUS DATED 12 MAY 2023**

### **MANAGER**

## **MERCER GLOBAL INVESTMENTS MANAGEMENT LIMITED**

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This Supplement forms part of, and should be read in the context of, and together with the prospectus dated 12 May 2023 (the “Prospectus”), in relation to MGI Funds plc (the “Company”) and contains information relating to the Mercer Global Credit Fund (the “Sub-Fund”) which is a separate portfolio of the Company, which issues the Share Classes outlined in this Supplement.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. All information contained in the Prospectus is deemed incorporated herein. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

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## IMPORTANT INFORMATION

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This Supplement shall form part of, and should be read in conjunction with, the Prospectus. Statements made in this Supplement are, except where otherwise stated, based on the law and practice currently in force in Ireland and are subject to change.

This Supplement contains information relating to the Mercer Global Credit Fund, a separate Sub-Fund of the Company which is authorised and regulated by the Central Bank as a UCITS.

No person has been authorised to give any information or to make any representation in connection with the offering or placing of Shares other than those contained in this Supplement and the reports referred to below and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. The delivery of this Supplement (whether or not accompanied by the reports), or any issue of Shares, shall not, under any circumstances, create any implication that the affairs of the Company have not changed since the date of this Supplement.

The distribution of this Supplement and the offering and placing of Shares in certain jurisdictions may be restricted and, accordingly, persons into whose possession this Supplement comes are required by the Company to inform themselves about and to observe such restrictions. This Supplement does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

Distribution of this Supplement is not authorised unless it is accompanied by a copy of the Prospectus, the applicable KID and the Company's latest annual report and audited reports and/or half-yearly report and unaudited accounts (as applicable). These documents, delivered together, will comprise a complete current prospectus for the offering of Shares of the Sub-Fund.

Prospective investors should seek the advice of their legal, tax and financial advisers if they have any doubts regarding the contents of this Supplement.

**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 Sub-Fund may invest in financial derivative instruments ("FDIs") for investment, efficient portfolio management and/or hedging purposes.**

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## DEFINITIONS

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Words and terms defined in the Prospectus have the same meaning in this Supplement unless otherwise stated herein. The Sub-Fund is established pursuant to the UCITS Regulations and this Supplement shall be construed accordingly and will comply with the Central Bank UCITS Regulations, and as further restricted herein and/or the Prospectus.

For the purposes of Share dealings and valuations of the Sub-Fund, "**Dealing Day**" shall mean a day which is a bank business day in Ireland or the United Kingdom and/or such other day or days as the Directors shall from time to time determine and notify in advance to the Shareholders, provided that there shall be at least one Dealing Day per fortnight.

The Net Asset Value per Share in respect of any Dealing Day with respect to the Sub-Fund will be calculated at 12.00 midday (Irish time) on the Business Day following the Dealing Day and shall be published on the Business Day on which it is calculated on the following website [www.bloomberg.com](http://www.bloomberg.com) and on or through such other media as the Manager may from time to time determine. The Net Asset Value per Share published on the abovementioned website will be updated on each Business Day. The Net Asset Value per Share will also be available from the office of the Administrator.

The "**Valuation Point**" as at which prices shall be used when valuing the assets of the Sub-Fund shall be such time on a Dealing Day which reflects the close of business in the markets relevant to the assets

and liabilities of the Sub-Fund or such other time on that Dealing Day as the Directors may determine from time to time and notify to Shareholders. For the avoidance of doubt, the Valuation Point for any Dealing Day shall always be a time on that Dealing Day and the time at which the Net Asset Value is calculated will always be after the Dealing Deadline.

For the purposes of this Supplement, a “**Securitized Loan Participation**” means a contractual relationship between an investor and a lender (the investor is not and has no contractual relationship with the borrower) whereby the investor has the right to receive payments of principal, interest and any fees to which it is entitled only from the lender selling the participation.

For the purposes of this Supplement, and notwithstanding anything contrary in the Prospectus, “**Investment Grade**” means a credit quality rating of BBB-, Baa3 or its credit equivalent, or above, as rated by an internationally recognized rating agency in line with applicable regulations. Where an investment has three or more ratings leading to different assessments, the lower of the two best credit ratings shall be taken. Where an investment has two ratings, the lower rating shall be taken. If an investment is unrated by an internationally recognized rating agency, its credit quality will be determined by the Investment Manager (or its delegate) in its discretion in line with applicable regulations.

For the purposes of this Supplement, and notwithstanding anything contrary in the Prospectus, “**Speculative Grade**” means a credit quality rating of B-, B3 or its credit equivalent, or above but below Investment Grade, as rated by an internationally recognized rating agency in line with applicable regulations. Where an investment has three or more ratings leading to different assessments, the lower of the two best credit ratings shall be taken. Where an investment has two ratings, the lower rating shall be taken. If an investment is unrated by an internationally recognized rating agency, its credit quality will be determined by the Investment Manager (or its delegate) in its discretion in line with applicable regulations.

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## THE SUB-FUND

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The Sub-Fund is a sub-fund of the Company, an investment company with variable capital incorporated as a public limited company in Ireland with registered number 421179 and established as an umbrella fund with segregated liability between Sub-Funds.

The list of classes of Shares in the Sub-Fund offered by the Company is set out under “Fees and Expenses” below.

The Directors may determine to redeem all the outstanding Shares of the Sub-Fund in the event that the Sub-Fund’s Net Asset Value falls below €25 million (or its equivalent in the Base Currency for the Sub-Fund) or such other amount as may be determined by the Directors from time to time and notified in advance to Shareholders.

### BASE CURRENCY

The Base Currency for the Sub-Fund shall be U.S. Dollar or such other currency as the Directors shall from time to time determine and notify to the Shareholders.

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## INVESTMENT OBJECTIVE AND POLICIES

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### Investment Objective

The investment objective of the Sub-Fund is to provide income and capital growth.

### Investment Policy

The Sub-Fund is actively managed and will seek to achieve its objective by investing in global credit markets. The Sub Fund will invest primarily in a diversified portfolio of bonds and other debt securities issued by companies and governments globally including Emerging Markets, that are rated Investment Grade at the time of purchase.

The Sub-Fund seeks to promote environmental and social characteristics within the meaning of Article 8 of the SFDR. Information about the environmental and/ or social characteristics of the Sub-Fund is available below and in the Annex to this Supplement. Please also see further information in the “Sustainability Policies” section of the Prospectus.

#### *Use of the Index for Performance Measurement*

The Sub-Fund will seek to outperform the Bloomberg Customised Global Diversified Credit ex Subordinated Financials Index unhedged (the “**Index**”) by 0.5% - 0.75%, gross of the fees of the Manager, the Investment Manager and the Distributor, but net of all other fees and expenses of the Sub-Fund, on average per annum over the medium to long term (or any other index determined by the Directors from time to time which substantially measures the same market as the Index). While the Sub-Fund may invest in constituents of the Index, the Sub-Fund will be actively managed and the Investment Manager (or its delegates) may use its discretion to invest in, for example, securities, issuers, companies or sectors not included in the Index. The Investment Manager (or its delegates) may invest in Index constituents using different weights than those used by the Index.

As of the date of this Supplement, the Index is designed to capture the performance of government and non-government treasury securities, corporate bonds, mortgage-backed securities (MBS), asset-backed securities (ABS), including both developed and emerging markets. Investors should note that the Sub-Fund does not intend to track the Index and there is no guarantee that the Sub-Fund will outperform the Index.

While the Sub-Fund does not target a specific level of tracking error relative to the Index, it is anticipated that this will be within the region of 0.25% - 2.25%, on an ex-post basis over the medium to long term under normal market conditions. Shareholders should note that disclosing this expected range is intended to provide an indication of the expected level of deviation from the Index that the Sub-Fund may experience when seeking to implement the investment policy but also that there is no guarantee that the Sub-Fund will stay within this range in practice. The Index is not used by the Sub-Fund as a reference benchmark to assist in the promotion of environmental and social characteristics of the Sub-Fund.

#### *Investment Selection*

The Investment Manager may appoint one or more Sub-Investment Managers in respect of the Sub-Fund. The Investment Manager and/or such Sub-Investment Manager(s), as appropriate, will select those investments which are consistent with the investment policy as set out herein and which it believes will best assist in achieving the investment objective of the Sub-Fund.

#### *Sustainability Approach*

The Annex sets out complete information on the sustainability approach and attributes of this Sub-Fund and applies in conjunction with the investment policy described herein.

The Sub-Fund seeks to promote environmental characteristics, within the meaning of Article 8 of the SFDR, namely to seek to mitigate the impact of climate change by reducing the potential carbon footprint of the Sub-Fund.

The Sub-Fund seeks to avoid exposure to, in the opinion of the Investment Manager (or its delegate), the worst carbon emitters with the lowest carbon transition potential being those companies:

- whose carbon emissions intensity exceed 3,000 tonnes/ m\$USD revenue, being, in the opinion of the Investment Manager (or its delegate), the worst carbon emitters, unless the Investment Manager's (or its delegates'), proprietary analysis of such companies indicates strong carbon transition potential; or
- that generate more than 1% of their revenue from (i) thermal coal extraction; (ii) arctic drilling; or (iii) oil tar sand mining.

Additional environmental and social exclusions also apply, as disclosed in the Annex.

The Sub-Fund follows good governance standards in the selection of securities for investment. Furthermore, the Sub-Fund will invest at least 25% in sustainable investments (within the meaning of Article 2(17) of the SFDR) as set out in the Annex. It is expected that at least 90% of the Sub-Fund will be aligned with the environmental and social characteristics promoted by the Sub-Fund.

### *Sustainability Risk*

The Investment Manager integrates Sustainability Risks throughout the investment process for the Sub-Fund, including in portfolio construction, Sub-Investment Manager selection and monitoring, and in ongoing risk management and portfolio monitoring as set out in the “Sustainability Policies” section of the Prospectus.

Developed market portfolios may have exposure to a wide variety of Sustainability Risks, including impacts relating to the transition to a low-carbon economy and associated policy or regulatory developments.

Given the manner in which Sustainability Risk is integrated in the investment process of the Sub-Fund, together with the binding environmental and social characteristics promoted by the Sub-Fund, the Investment Manager does not believe that Sustainability Risks will have a material negative impact on the long-term returns of the Sub-Fund. However, the assessment of the impact of Sustainability Risks on the performance of the Sub-Fund is difficult to predict and is subject to inherent limitations such as the availability and quality of the data. Furthermore, Sustainability Risk is an evolving, multi-faceted risk category and the likely impact of Sustainability Risk on the Sub-Fund’s performance may vary during the lifetime of the Sub-Fund.

### *Permissible Investments and Limits*

The types of instruments in which the Sub-Fund may invest include:

- debt securities, which may be issued by corporations, or issued or guaranteed by governments, their sub-divisions, agencies or instrumentalities or issued by international agencies or supranational entities, globally;
- debt securities will include bonds, debentures, structured notes, asset-backed and mortgage-backed securities, contingent convertible bonds and loan instruments;
- debt securities may have various interest repayment terms, including fixed, floating, index-linked or inflation-linked, and may have varying or no maturities;
- up to 10% of its Net Asset Value in aggregate in collateralised debt obligations, collateralised mortgage obligations and collateralised loan obligations, that are rated Investment Grade at the time of investment;
- up to 25% of its Net Asset Value in debt securities that are Speculative Grade at the time of the investment;
- up to 10% of its Net Asset Value in contingent convertible bonds (CoCo’s) which are securities which have the potential to convert to equity dependent/contingent upon a specified event, such as the capital ratio of the contingent convertible bond issuer falling below a certain threshold. The trigger event is ordinarily linked to the financial position of the issuer and therefore the conversion is likely to occur as a result of a deterioration of the relative capital strength of the underlying security;
- municipal bonds which are debt securities whose interest is considered, in the opinion of bond counsel for the issuer at the time of the issuance, exempt from US federal income tax;
- up to 10% of its Net Asset Value in aggregate in freely transferable leveraged or unleveraged structured notes, including Securitised Loan Participations that are Investment Grade at the time

of purchase;

- not more than 25% of its Net Asset Value will be invested in Emerging Market securities;
- eligible bonds traded on the China Interbank Bond Market via Bond Connect and/or the QFI regime. Please see the Prospectus for more detail on Bond Connect and the QFI regime;
- up to 10% in certain loan instruments that are Investment Grade at the time of the investment (which may be securitised or unsecuritised) which qualify as transferable securities or money market instruments in accordance with the requirements of the Central Bank.

The Sub-Fund will not invest in consumer loans or working capital loans; provided that the Sub-Fund may, directly or indirectly, acquire financial instruments relating to an underlying investment in working capital loans so long as the physical delivery of any such working capital loan to the Sub-Fund (through a distribution in specie or otherwise) shall be prohibited under the terms of the relevant financial instruments.

### **Use of Derivatives**

The Sub-Fund may also seek to achieve its investment objective by gaining exposure to the above investments by investing in FDIs, including without limitation, futures, forwards, options and swap agreements (including interest rate, currency, credit, index or total return swaps), and may also enter into currency forward contracts. The Sub-Fund shall enter into credit default swap contracts as protection buyer but may also act as protection seller, where it shall receive payment for guaranteeing the creditworthiness of the reference entity to the buyer. The Sub-Fund may also utilise repurchase agreements, reverse repurchase agreements and securities lending agreements for efficient portfolio management purposes only. Investment in such FDIs is subject to the restrictions set out in Appendix III and Appendix IV to the Prospectus. Investors should have regard to “SPECIAL CONSIDERATIONS AND RISK FACTORS – DERIVATIVES RISKS” in the Prospectus.

Swaps may be bought or sold on an organised exchange or off-exchange on an over-the-counter market (“**OTC Contracts**”). OTC Contracts are permitted provided that: (i) the OTC Contracts must not expose the Sub-Fund to risks which it would not otherwise assume (e.g. gain exposure to an instrument/issuer to which the Sub-Fund cannot have a direct exposure); (ii) the obligations of the Sub-Fund under the OTC Contracts must, at all times, be held in liquid assets or readily marketable securities; (iii) the counterparty must be an Approved Credit Institution or have a minimum credit rating of A2 or equivalent or, have, in the opinion of the Investment Manager (or its delegate), an implied rating of A2 or better. Alternatively, an unrated counterparty is acceptable where the Sub-Fund is indemnified or guaranteed against losses suffered as a result of a failure by the counterparty, by an entity which has and maintains a rating of A2; (iv) exposure to the counterparty (which must take account of all exposure which the Sub-Fund might have to the counterparty) must not exceed 5% of the Net Asset Value of the Sub-Fund (or 10% in the case of an Approved Credit Institution); (v) the Investment Manager (or its delegate) must be satisfied that the counterparty has agreed to value the transaction at least daily and will close out the transaction at the request of the Investment Manager (or its delegate) at a fair value; and (vi) the periodic reports of the Company must provide information on the OTC Contracts entered into during the reporting period, the names of the counterparties and the resulting amount of commitments. Where relevant, the Sub-Fund will monitor collateral to ensure that the securities provided as collateral will, at all times, fall within the categories permitted by the Central Bank and be fully diversified in accordance with the requirements set out in the Prospectus.

In addition to the Sub-Fund having the ability to use FDIs for investment purposes, as set out above, the Sub-Fund may, in accordance with the requirements of the Central Bank and the provisions set forth in Appendix II, Appendix III and Appendix IV to the Prospectus, utilise FDIs for hedging purposes and efficient portfolio management. Specifically, the Sub-Fund may utilise instruments such as futures, forwards, options and total return swaps, interest rate swaps, currency swaps, credit swaps, index swaps and credit default swaps (which may be listed or over the counter) to buy and sell protection and may also enter into currency forward contracts for efficient portfolio management and/or to protect against interest rate risks. The reference assets underlying the total return swaps, if any, shall be any security, basket of securities or indices which are consistent with the investment policies of the Sub-Fund described in this Supplement. The counterparties to all 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.

### **Long Short Strategy**

The Sub-Fund may take both long and short positions. Synthetic short positions will only be taken through the use of the FDIs referenced above and may be utilised for investment purposes (i.e. where the Sub-Fund wishes to take exposure to a position it believes to be overvalued), hedging purposes or efficient portfolio management.

The Sub-Fund's market exposure may vary in time and range from an anticipated maximum long position of 400% to an anticipated maximum short position of 300% of the Net Asset Value of the Sub-Fund, calculated using the sum of the notionals, depending on the Investment Manager's or Sub-Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Sub-Fund.

### **Ancillary Investments**

- The Sub-Fund may invest no more than 10% of its Net Asset Value in aggregate in regulated collective investment schemes. Such collective investment schemes will only invest in Credit Linked Instruments that are Investment Grade at the time of investment and other debt or debt related instruments that are at least Speculative Grade at the time of investment and the provisions set out below regarding downgrading are met.
- The Sub-Fund may also invest in money market instruments including bank deposits, certificates of deposit, commercial paper, floating rate notes and freely transferable promissory notes for ancillary liquidity purposes. The Sub-Fund may also invest in cash or liquid instruments listed on Recognised Markets for liquidity purposes and for the purposes of paying any expenses due by it.

### **Information on the use of indices**

The Investment Manager may also use one or more indices, including the Index, comprised of the types of assets in which the Sub-Fund may invest to constrain the investments made by Sub-Investment Managers in respect of the Sub-Fund or to set performance targets for Sub-Investment Managers. These constraints may, for example, take the forms of limits which relate to the volatility, default rates, issuers, durations, sector weights, country weights, credit ratings of the constituents of the indices and tracking error relative to the indices.

The Sub-Investment Managers may also use these indices for investment purposes (where such indices are UCITS-eligible), including taking exposure to their performance either through direct investment or the use of FDIs. Details of the specific indices used will be contained in the annual report produced in respect of the Sub-Fund. Any index in which the Sub-Fund invests will be rebalanced regularly and on at least an annual basis, though such rebalancing may be more frequent subject to compliance with the requirements of the UCITS Regulations. Rebalancing may result in an increase in the costs of the Sub-Fund.

### **Credit Quality**

Following the initial investment by the Sub-Fund, the credit quality of an investment may be downgraded by a credit agency or may cease to be Investment Grade/Speculative Grade in the opinion of the Investment Manager (or its delegate). The Sub-Fund may continue to hold, or increase its holdings in, such investments at the discretion of the Investment Manager (or its delegate) provided that:

- (i) in the case of a downgrading of (A) asset-backed securities (including but not limited to collateralised debt obligations, collateralised mortgage obligations and collateralised loan obligations), credit-linked notes or other instruments, the return or repayment of which are linked to credit risks or which otherwise transfer credit risks of third parties ("**Credit-Linked Instruments**") below Investment Grade or (B) other debt or debt-related instruments below Speculative Grade, no such increase shall be permissible; and



- (ii) if 3% or more of the Sub-Fund's Net Asset Value becomes comprised, at any time, of investments that (A) have a credit quality rating of below Speculative Grade and/or (B) constitute Credit-Linked Instruments that have a credit quality rating of below Investment Grade, then the Investment Manager (or its delegate) will use commercially reasonable efforts to sell such portion of the relevant investments as is required to cause such investments to make up less than 3% of the Sub-Fund's Net Asset Value within six months from the downgrading of the relevant investments, unless the rating of such investments is upgraded to Speculative Grade or Investment Grade (as applicable) within such six-month period.

### Securities Financing Transactions

The Sub-Fund may enter into securities lending agreements, subject to the conditions and limits set out in the Prospectus.

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	0 - 10%	100%
Repurchase Agreements	0 - 10%	100%
Reverse Repurchase Agreements	0 - 10%	100%
Securities Lending	0 - 10%	50%

### Risk Management

**The expected effect of utilising FDIs for hedging purposes and efficient portfolio management is a reduction in the volatility of the Sub-Fund's Net Asset Value and the expected effect of utilising financial derivative instruments for investment purposes is an increase in the volatility of the Sub-Fund's Net Asset Value.**

The Investment Manager (or its delegate) will employ a risk management process which will enable it to accurately measure, monitor and manage the risks attached to FDI positions and details of this process have been provided to the Central Bank. The Investment Manager (or its delegate) will not utilise FDIs which have not been included in the risk management process until such time as a revised risk management process has been submitted to the Central Bank. The Investment Manager (or its delegate) will provide on request to Shareholders supplementary information relating to the risk management methods employed by the Investment Manager (or its delegate), including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

The market risk associated with the use of derivatives will be covered and will be risk managed using the Value at Risk ("VaR") methodology in accordance with the Central Bank's requirements. VaR is a statistical methodology that predicts, using historical data, the likely maximum daily loss that the Sub-Fund could lose calculated to a one-tailed 99% confidence level. However, there is a 1% statistical chance that the daily VaR number may be exceeded. This process is described in detail in the statement of risk management procedures of the Company. The VaR approach uses a historical observation period and thus the VaR result may be biased if abnormal market conditions are not prevalent or are omitted from the historical observation period. Accordingly, investors could suffer significant losses in abnormal market conditions. The Investment Manager (or its delegate) will attempt to minimise such risks by conducting regular back testing and stress testing of the VaR model in accordance with Central Bank requirements.

The Sub-Fund intends to use the Relative VaR model. Accordingly, the VaR of the Sub-Fund's portfolio will not exceed twice the VaR of a comparable benchmark portfolio or reference portfolio (i.e. a similar portfolio with no FDIs), which will reflect the Sub-Fund's intended investment style. The reference portfolio will be the Bloomberg Customised Global Diversified Credit ex Subordinated Financials Index unhedged (the "Reference Portfolio"). The Reference Portfolio broadly represents the intended

characteristics of the Sub-Fund with regards to interest rates, currency, maturity, country and credit ratings. The Reference Portfolio is available to investors from the Sub-Investment Manager on request. The holding period shall be 20 days. The historical observation period shall be four years. The Investment Manager (or its delegate) may alter the Reference Portfolio from time to time to any other benchmark which the Investment Manager (or its delegate) determines, in its sole discretion, is generally representative of the securities in which the Sub-Fund will invest. Shareholders will not be notified in advance of any change in the Reference Portfolio. However, such change will be notified to Shareholders in the periodic reports of the Sub-Fund following such change. The measurement and monitoring of all exposures relating to the use of derivative instruments will be performed on at least a daily basis.

The level of leverage for the Sub-Fund is not expected to exceed 300% of Net Asset Value (calculated using the sum of the notionals of the FDIs that are used, as required by the Central Bank), although investors should note that higher levels of leverage may be experienced. This calculation does not take into account any netting and hedging arrangements that the Sub-Fund may have in place at any time.

Investors should note that there can be no guarantee that the Sub-Fund will achieve its investment objective.

### **Profile of a Typical Investor**

Investment in the Sub-Fund is suitable only for those persons and institutions who understand the degree of risk and the medium level of volatility involved which is typical of that of a portfolio with Investment Grade and Credit-Linked Instruments (subject to the limits outlined above) and believe that the investment is suitable based upon their respective investment objectives and financial needs. Investment in the Sub-Fund should be viewed as medium to long term.

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## **FX HEDGING**

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Each Share Class which has either “Hedged” or “H” in its name is referred to herein as a “**Hedged Share Class**”.

Foreign exchange hedging will be utilised for the benefit of the Hedged Share Classes and its cost and related liabilities and/or benefits shall accrue solely to the relevant Classes of Shares. In the case of the Hedged Share Classes, the Investment Manager (or its delegate) will seek to hedge the relevant Class Currency against any investments held in the Sub-Fund which are denominated in a currency other than the Class Currency. This is to ensure that Shareholders in the Hedged Share Classes receive a return in the relevant Class Currency which is not materially affected by changes between the value of the relevant Class Currency and the currency or currencies in which the assets of the Sub-Fund are denominated, although there is no guarantee that the Investment Manager (or its delegate) will be successful in this regard.

It may not be practical or efficient to hedge the foreign currency exposure of a Class exactly to the currency or currencies in which all the assets of the Sub-Fund are denominated. Accordingly, in devising and implementing its hedging strategy, the Investment Manager (or its delegate) may hedge the foreign currency exposure of the Shares to the major currencies in which the assets of the Sub-Fund are, or are expected to be, denominated. In determining the major currencies against which the foreign currency exposure of the relevant Class should be hedged, the Investment Manager (or its delegate) may have regard to any index which is expected to closely correspond to the assets of the Sub-Fund. As foreign exchange hedging will be utilised solely for the benefit of Hedged Share Classes, transactions will be clearly attributable to the relevant Hedged Share Classes and its costs and related liabilities and/or benefits will be for the account of the relevant Hedged Share Classes only. While Hedged Share Classes will hedge an investor’s currency exposure from a decline in the value of the currencies in which the investments of the Sub-Fund are denominated against the Class Currency of the Hedged Share Classes, investors in Hedged Share Classes will not generally benefit when the Class Currency of the relevant Hedged Share Class appreciates against the currencies in which the investments of the Sub-Fund are denominated. A Class may not be leveraged due to the use of such techniques and instruments, but, subject to the below and notwithstanding the limit included in the Prospectus, over-hedged or under-hedged positions may arise due to factors outside the control of the Sub-Fund, including but not limited to market movements. Any such over-hedging or under-hedging will be

temporary in nature. Subject to the below, hedging up to, but not exceeding 105% of the Net Asset Value attributable to the relevant Class, is permitted. The Investment Manager (or its delegate) will monitor hedging on at least a weekly basis to ensure that over-hedged positions do not exceed this limit and will ensure that any over-hedged positions are rectified without delay, and that under-hedged positions do not fall short of 95% of the portion of the Net Asset Value of the relevant Class which is to be hedged and are not carried forward from month to month. The Investment Manager (or its delegate) will ensure that positions materially in excess of 100% of the Net Asset Value attributable to the relevant Class will not be carried forward from month to month. Foreign exchange hedging will not be used for speculative purposes. Purchasers of a Hedged Share Class should note that there are various risks associated with foreign exchange hedging strategies. Please see “SPECIAL CONSIDERATIONS AND RISK FACTORS – SHARE CURRENCY DESIGNATION RISK” and “SPECIAL CONSIDERATIONS AND RISK FACTORS – FOREIGN EXCHANGE RISK” in the Prospectus for a description of the risks associated with hedging the foreign currency exposure of the Hedged Share Classes.

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### INVESTMENT MANAGER AND SUB-INVESTMENT MANAGERS

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The Manager has appointed the Investment Manager as investment manager to the Sub-Fund. The Investment Manager is an indirect, wholly-owned subsidiary of Marsh McLennan Companies, Inc. and commenced operations on 18 August 2006.

The Investment Manager may appoint one or more Sub-Investment Managers in respect of the Sub-Fund. Information relating to the Sub-Investment Managers appointed by the Investment Manager will be disclosed in the Supplement if such a Sub-Investment Manager is appointed. Furthermore, details of all Sub-Investment Managers will be disclosed in the most recent financial reports of the Company and will be provided to Shareholders on request.

The fees of the Sub-Investment Manager(s) shall be paid out of the assets of the Sub-Fund and further information is set out under the heading FEES AND EXPENSES below.

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### HOW TO BUY SHARES

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All launched Share Classes are available at their Net Asset Value per Share on each Dealing Day.

The initial offer price per Share for each unlaunched Share Class will be in its respective Class Currency: USD100, EUR100, GBP100, NOK 1000, SEK 1000, DKK 1000, JPY 10,000, HKD 100, SGD 100, CAD100, AUD100, CHF100, NZD100, MXN100, ZAR100 and CNH100 (with the exception of the Class Z Shares which will have an initial offer price per Share for each unlaunched Share Class in its respective Currency of USD 10,000, EUR 10,000, GBP 10,000, NOK 100,000, SEK 100,000, DKK 100,000, JPY 1,000,000, HKD 100,000, SGD 10,000, CAD10,000, AUD10,000, CHF10,000, NZD10,000, MXN100,000, ZAR100,000 and CNH100,000).

Please refer to the table of Share Classes in the section headed “Fees and Expenses” and please consult the Manager for details of the unlaunched Share Classes.

The initial offer periods for all of the unlaunched Classes of Shares will run from 9.00 am (Irish time) on 15 November 2023 to 1.00 pm (Irish time) on 15 May 2024, or, in respect of each Class of Shares, such earlier date on which the Company receives the first application for subscription in the relevant Class, or such other date as the Directors may determine and notify to the Central Bank (the “**Closing Date**”), subject to receipt by the Company in the manner described below of applications by 1.00 p.m. (Irish time) on the Closing Date and subscription proceeds within three clear Business Days following the Closing Date or such later time as the Directors may determine from time to time.

Following the Closing Date of each of the above Share Classes, the relevant Shares will be issued at their Net Asset Value per Share on each Dealing Day.

Orders for Shares of all Classes of the Sub-Fund that are received and accepted by or on behalf of the Administrator or the Company at the address specified in the Application Form prior to 1.00 pm (Irish time) on the relevant Dealing Day (the “**Dealing Deadline**”) will be processed at the Net Asset Value per

Share determined in respect of that Dealing Day.

Save where expressly provided herein or in the Prospectus, an Application Form forwarded by mail, fax or electronic communication, must be received by the Company, c/o the Administrator, at the address specified in the Application Form not later than the Dealing Deadline. Applications once received shall be irrevocable provided however that the Company reserves the right to reject in whole or in part any application for Shares. Orders to subscribe for Shares received and accepted by or on behalf of the Administrator or the Company after the Dealing Deadline for the Sub-Fund will be processed at the offering price determined in respect of the next Dealing Day. It is the responsibility of the Distributor and financial intermediaries as appointed in accordance with the requirements of the Central Bank to ensure that orders placed through them are transmitted onwards to the Administrator on a timely basis.

Payment should be made in the Class Currency by electronic transfer to the account specified in the Application Form so as to arrive no later than three clear Business Days following the relevant Dealing Day or such later time as the Directors may determine from time to time. No interest shall be payable on funds received by the Company in advance of the deadline set out herein for receipt of subscription monies.

Where the Company or the Administrator has received a duly completed Application Form by the Dealing Deadline but the Company, or the Depository for the account of the Company, has not received the cleared subscription monies by the Dealing Deadline, the Directors may, in their sole discretion, accept the subscription, and provisionally allot Shares, subject to the receipt of the cleared subscription monies within three days of the Dealing Deadline, or at such later time as the Directors may from time to time determine. In the event that subscription monies are not received by the Company, or the Depository for the account of the Company, before the Dealing Deadline, but pursuant to the above discretion, the subscription is accepted, the Company may temporarily borrow an amount equal to the subscription monies and invest such monies in accordance with the investment objectives and policies of the Sub-Fund. Once the subscription monies are received the Sub-Fund will use such subscription monies to repay the relevant borrowings and, where the subscription monies are not received within three clear Business Days of the Dealing Deadline, the Sub-Fund reserves the right to charge that investor interest on such outstanding subscription monies at normal commercial rates. In addition, the investor shall indemnify the Company for any losses, costs or expenses suffered directly or indirectly by the Company or the Sub-Fund as a result of the investor's failure to pay for Shares applied for by the due date set forth in the Prospectus and this Supplement. The Company reserves the right to cancel the provisional allotment of the relevant Shares in those circumstances. In computing any losses covered under this paragraph, account shall be taken, where appropriate, of any movement in the price of the Shares concerned between the transaction date and cancellation of the transaction or redemption of the Shares, and of the costs incurred by the Company or the Sub-Fund in taking proceedings against the applicant.

For additional information concerning subscriptions, please consult the section under the heading "INVESTING IN SHARES" in the Prospectus.

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## HOW TO REDEEM SHARES

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**Shareholders may redeem their Shares by mail, fax or in certain circumstances and where agreed in advance by the Manager and the Administrator, by electronic communication.** Shareholders may request the Company to redeem their Shares on and with effect from any Dealing Day at a price based on the relevant Net Asset Value per Share in respect of such Dealing Day.

Save where specified herein, the redemption notice will be irrevocable upon receipt by the Administrator and must be given in writing and received by the Administrator by 1.00 pm (Irish time) on the relevant Dealing Day (the "**Redemption Dealing Deadline**"). Any amendments to a Shareholder's registration details or payment instructions will only be effected on receipt of original documentation.

No redemption payments will be made until the original subscription documentation required by the Company has been received by the Administrator (including any documents in connection with anti-money laundering procedures) and the anti-money laundering procedures have been completed. Requests received after the Redemption Dealing Deadline on a Dealing Day shall be processed as at the next Dealing Day. All requests for redemption must be endorsed by the record owner(s) exactly as

the Shares are registered. In addition, in some cases the Administrator may require the furnishing of additional documents such as where the Shares are registered in the name of a corporation, partnership or fiduciary.

For additional information concerning redemptions and restrictions thereon, please consult the “INVESTING IN SHARES” – “REDEEMING SHARES” and “TEMPORARY SUSPENSION OF DEALINGS” sections in the Prospectus.

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## DIVIDEND POLICY

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Each Share Class which has “Distributing” or “D” in its name is referred to herein as the “**Distributing Share Classes**”. The Sub-Fund will pay a dividend to the Shareholders of the Distributing Share Classes. For all other classes of Shares, the Directors intend to automatically reinvest all net income and net realised capital gains and do not intend paying dividends.

Dividends, if any, shall be declared on a quarterly basis on the last Business Day of March, June, September and December. Dividends shall be equal to substantially all of the net income arising on the Distributing Share Classes. Dividends will be paid by electronic transfer within one month of the relevant declaration date. Each holder of Distributing Shares has the option to take dividends in cash or to reinvest in the Sub-Fund by the allotment of additional Shares at the relevant Net Asset Value per Share. The Sub-Fund’s default position unless specifically advised on the Application Form will be to reinvest dividends into the Shares of the Sub-Fund. Those Shareholders wishing to have their distribution automatically paid in cash should elect for such method when completing the Application Form. No dividend shall bear interest against the Sub-Fund. All unclaimed dividends may be invested or otherwise made use of for the benefit of the Sub-Fund until claimed. Any dividend unclaimed after six years from the date when it first became payable shall be forfeited automatically, without the necessity for any declaration or other action by the Sub-Fund.

The Sub-Fund may operate income equalisation arrangements in relation to the Distributing Share Classes with a view to ensuring that the level of dividends payable on those Shares is not affected by the issue or redemption of those Shares during an accounting period. When the Sub-Fund operates income equalisation, the price at which Shares are bought by a Shareholder may be deemed to include an amount of net accrued income and the first distribution which a Shareholder receives from the Sub-Fund may therefore include a repayment of capital.

The Directors may, however, at their discretion, change the dividend policy and upon advance notification to Shareholders, and amendment to this Supplement to reflect such change, pay dividends to all Shareholders.

As long as a Shareholder is a German insurance company, German Pensionskasse or German pension fund (including a German Versorgungswerk) or any other entity subject to the investment restrictions of the German Insurance Supervisory Act (Versicherungsaufsichtsgesetz) or an investment ordinance issued thereunder holding an interest as part of its guarantee assets (“Sicherungsvermögen”) as defined in section 125 of the German Insurance Supervisory Act or which are governed by the general principles set out in section 124 of the German Insurance Supervisory Act German Regulated Investor being subject to the prohibition to set-offs according to section 130 para. 2 VAG of the German Insurance Supervisory Act, notwithstanding anything to the contrary herein, the Sub-Fund will, with regard to such Shareholder, not withhold or deduct any amount from distributions that would otherwise have been made to such Shareholder.

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## SPECIAL CONSIDERATIONS AND RISK FACTORS

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Investors should be aware of the risks of the Sub-Fund including, but not limited to, the risks described in the “SPECIAL CONSIDERATIONS AND RISK FACTORS” section of the Prospectus and in particular to the specific risk factors listed below. Investment in the Sub-Fund is suitable only for persons who are in a position to take such a risk.

Fixed Income Risks Interest Rate Risk  
Emerging Markets Risks  
Derivatives Risks

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## FEES AND EXPENSES

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The aggregate fees and expenses of the Manager, Administrator, Depositary, Distributor, Investment Manager (which shall accrue daily and be payable monthly in arrears) and Sub-Investment Manager (which shall accrue daily and be payable quarterly in arrears) will not exceed 3.00% per annum of the Net Asset Value of the Sub-Fund.

### LIST OF SHARE CLASSES AND MANAGEMENT FEES

Prospective investors should note the following in respect of the Share Classes listed below:

1. The five digit number in the name of the Share Classes listed in the first table below reflects the percentage per annum management fee. The management fees in the second table below are expressed as a percentage per annum. Management fees are based on the average daily Net Asset Value of the Sub-Fund attributable to the relevant Share Class, will accrue daily, are payable monthly in arrears and will be payable in the Base Currency.
2. Share Classes are available in both accumulating and distributing versions. Where distributions are applicable, "Distributing" or "D" will appear in the Share Class name on the dealing form when an investor subscribes for Shares, otherwise the Share Class should be considered to be accumulating.
3. Share Classes may be hedged or unhedged. Where hedging is applicable, "Hedged" or "H" will appear in the Share Class name, otherwise it will be unhedged. Hedged Share Classes are subject to a fee of up to 0.0200% to reflect their hedging costs and expenses.
4. Share Classes will be available in the following currencies: U.S. Dollar (USD), Sterling (GBP), Euro (EUR), Swedish Krona (SEK), Norwegian Krone (NOK), Danish Krone (DKK), Japanese Yen (JPY), Canadian Dollar (CAD), Australian Dollar (AUD), Swiss Franc (CHF), New Zealand Dollar (NZD), Singapore Dollar (SGD), Hong Kong Dollar (HKD), Mexican Peso (MXN), South African Rand (ZAR), Chinese Yuan Renminbi (CNH).
5. Class B Shares are offered primarily to clients of the Investment Manager or its affiliates pursuant to a separate contractual arrangement.
6. Class Z Shares are offered primarily to clients of the Investment Manager or its affiliates pursuant to an investment management agreement. The Sub-Funds of the Company and any other fund for which the Manager or any of its affiliates may serve as manager or investment manager may also invest in Class Z Shares.
7. Class M and Z Shares in the second table below which have launched are available for subscription at the latest Net Asset Value as of the date of this Supplement.
8. In the instance where a suitable management fee for a given investor is not available from the Share Classes listed below, a new Share Class may be created in the Sub-Fund in accordance with the requirements of the Central Bank and using the following Share Class naming convention which is consistent with the naming convention within the first table below:
  - Share Class Type – Hedged/Unhedged – Management Fee – Accumulating/Distributing – Currency.
  - For example: A21-H-0.2845-GBP, A22-H-0.7355-D-USD, A23-0.6100-EUR

Any such new Share Class will be added to the Supplement in accordance with the requirements of the Central Bank. All details of such Share Classes (including the applicable management fee) will be

disclosed to the prospective investor prior to subscribing for Shares.

9. Please note the example below the table and / or consult the Manager for further information.

Share Class Type	Share Class Name	Share Class Type	Share Class Name
A1	A1-H-0.0200	B1	B1-0.0800
A2	A2-0.0400		B2
	A2-H-0.0600	B2-0.1300	
A3	A3-0.0500	B3	B2-H-0.1500
	A3-H-0.0700		B3-0.1550
A4	A4-0.0750	B4	B3-H-0.1750
	A4-H-0.0950		B4-0.1800
A5	A5-0.1000	B5	B4-H-0.2000
	A5-H-0.1200		B5-0.2050
A6	A6-0.1100	B6	B5-H-0.2250
	A6-H-0.1300		B6-0.2300
A7	A7-0.1350	B7	B6-H-0.2500
	A7-H-0.1550		B7-0.2550
A8	A8-0.1500	B8	B7-H-0.2750
	A8-H-0.1700		B8-0.2800
A9	A9-0.1750	B9	B8-H-0.3000
	A9-H-0.1950		B9-0.3050
A10	A10-0.2000	B10	B9-H-0.3250
	A10-H-0.2200		B10-0.3300
A11	A11-0.2250	B11	B10-H-0.3500
	A11-H-0.2450		B11-0.3550
A12	A12-0.2500	B12	B11-H-0.3750
	A12-H-0.2700		B12-0.3800
A13	A13-0.3000	B13	B12-H-0.4000
	A13-H-0.3200		B13-0.4050
A14	A14-0.3500	B14	B13-H-0.4250
	A14-H-0.3700		B14-0.4300
A15	A15-0.4000	B15	B14-H-0.4500
	A15-H-0.4200		B15-0.4800
A16	A16-0.4500	B16	B15-H-0.5000
	A16-H-0.4700		B16-0.5300
A17	A17-0.5000	B17	B16-H-0.5500
			B17-0.5800
A18	A18-0.6000	B18	B17-H-0.6000
	A18-H-0.6200		B18-0.6300
A19	A19-0.7000	B19	B18-H-0.6500
	A19-H-0.7200		B19-0.6800

Share Class Type	Share Class Name	Share Class Type	Share Class Name
A20	A20-0.8000	B20	B19-H-0.7000
	A20-H-0.8200		B20-0.7300
A21	A21-0.0350		B20-H-0.7500
	A21-H-0.0550		B21-0.3600
Z1	Z1-0.0000	B21	B21-H-0.3800
Z2	Z2-H-0.0200		

*Example: An A15 Euro distributing hedged Share Class will be named "A15-H-0.4200-D-EUR"*

Share Class	Management Fee
M-1 EUR	0.2500%
M-1 EUR Hedged	0.3000%
M-1 GBP Hedged	0.3000%
M-1 USD Hedged	0.3000%
M-2 EUR Hedged	0.4000%
M-2 SEK Hedged	0.4000%
M-3 EUR Hedged	0.5000%
M-3 GBP Hedged	0.5000%
M-4 USD	0.6000%
M-5 JPY Hedged	0.2000%
Z-1 EUR Hedged	0.0000%
Z-1 GBP Hedged	0.0000%
Z-2 GBP Hedged	0.0200%
M-1 EUR Distributing	0.2500%
M-2 EUR Hedged Distributing	0.4000%
M-1 GBP Hedged Distributing	0.3000%

## OPERATING EXPENSES

Certain costs and expenses incurred in the operation of the Sub-Fund, other than those expressly assumed by the Manager, will be borne out of the assets of the Sub-Fund, including without limitation, registration fees and other expenses relating to regulatory, supervisory or fiscal authorities in various jurisdictions, management, investment management, administrative and custodial services; and the fees of any other person, firm or corporation providing professional advisory services to or for the benefit of the Sub-Fund, Directors' fees and expenses; client service fees; investor reporting fees including expenses incurred in connection with publication and supply of information to Shareholders; writing, translating, typesetting and printing the Prospectus and Supplement, sales, literature and other documents for Shareholders including the financial statements and any other reports to the Central Bank or to any other regulatory authority or the Shareholders and the cost of all stationery and postage costs in connection with the preparation and distribution of information to Shareholders; taxes and commissions; issuing, purchasing, repurchasing and redeeming Shares; transfer agents, dividend dispersing agents, Shareholder servicing agents and registrars; auditing, accounting and legal



expenses; reports to Shareholders and governmental agencies; meetings of Shareholders and proxy solicitations therefore (if any); insurance premiums; association and membership dues; and such non-recurring and extraordinary items as may arise.

Expenses of the Company will be allocated to the Sub-Fund or Sub-Funds to which, in the opinion of the Directors, they relate. If an expense is not readily attributable to any particular Sub-Fund, the expense will be allocated to all Sub-Funds pro rata to the value of the Net Asset Value of the relevant Sub-Fund.

Except in respect of Class Z Shares, the Manager shall be responsible for discharging the fees of the Investment Manager out of its own fees. The Manager may rebate any or all of its management fees to brokers and other third parties investing in Shares or providing services in connection with the solicitation of subscriptions for Shares. Notwithstanding the foregoing, the Manager, in its discretion, may waive payment or reduce the amount of its fees at any time.

Investors should refer to the section under the heading "FEES AND EXPENSES" in the Prospectus for Directors fees and any other fees that may be payable and which are not specifically mentioned here.

#### **VOLUNTARY CAP**

No Voluntary Cap applies in respect of this Sub-Fund.

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## APPENDIX – LIST OF SUB-INVESTMENT MANAGERS

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### **Insight Investment Management (Global) Limited**

As at the date of this Supplement, the Investment Manager has appointed Insight Investment Management (Global) Limited (“Insight”), having its registered office at 160 Queen Victoria Street, London EC4V 4LA, United Kingdom, as a sub-investment manager to the Sub-Fund. Insight is authorised as an investment manager and adviser by the UK Financial Conduct Authority. Insight was appointed pursuant to a sub-investment management agreement dated 22 October 2013, as may be amended from time to time (the “Insight Sub-IMA”).

Pursuant to the Insight Sub-IMA, Insight shall not be liable for any loss or damage arising out of the performance or non-performance of its duties thereunder unless such loss or damage arose directly out of or in connection with its breach of agreement, negligence, recklessness, wilful default, bad faith or fraud in the performance or non-performance of its duties thereunder. Under no circumstances shall Insight be liable for any loss arising out of any act or omission of another sub-investment manager, or any other third party (unless such third party or sub-investment manager has been appointed as a delegate by the Sub-Investment Manager pursuant to the Insight Sub-IMA) or in respect of any portion of the Fund or Sub-Fund’s assets not managed by Insight pursuant to the Insight Sub-IMA.

The Insight Sub-IMA shall continue in force until termination pursuant to that agreement. Insight may terminate the Insight Sub-IMA at any time, without the payment of any penalty, upon sixty (60) days’ notice in writing to the Investment Manager. The Insight Sub-IMA may be terminated with immediate effect, without the payment of any penalty: (i) by the Investment Manager; (ii) upon termination of the Investment Management Agreement between the Manager and the Investment Manager; or (iii) if the Directors so determine.

### **Robeco Institutional Asset Management B.V.**

As at the date of this Supplement, the Investment Manager has appointed Robeco Institutional Asset Management B.V. (“Robeco”), having its registered office at Weena 850, 3014 DA Rotterdam, The Netherlands as a sub-investment manager to the Sub-Fund. Robeco is registered as an investment adviser by the Netherlands Authority for the Financial Markets to provide investment management and advisory services. Robeco was appointed pursuant to a sub-investment management agreement dated 16 September 2019 as may be amended from time to time (the “Robeco Sub-IMA”).

Pursuant to the Robeco Sub-IMA, Robeco shall not be liable for any loss or damage arising out of the performance of its duties thereunder unless such loss or damage arose out of or in connection with its negligence, wilful default or fraud in the performance of its duties thereunder. Under no circumstances shall Robeco be liable for any loss arising out of any act or omission of another sub-investment manager, or any other third party (including any broker, provider of execution and/or clearing services or counterparty or any securities depository or operator of any clearing or settlement system).

The Robeco Sub-IMA shall continue in force until termination pursuant to that agreement. Robeco may terminate the Robeco Sub-IMA at any time, without the payment of any penalty, upon ninety (90) days’ notice in writing to the Investment Manager. The Robeco Sub-IMA may be terminated at any time, without the payment of any penalty, by: (i) the Investment Manager; (ii) termination of the Investment Management Agreement between the Manager and the Investment Manager, or (iii) if the Directors so determine.

### **PGIM, Inc.**

The Investment Manager has appointed PGIM, Inc. (“PGIM”), having its registered office at 100 Mulberry Street, Two Gateway Center, 3rd Floor, Newark, New Jersey 07102, United States as a sub-investment manager to the Sub-Fund. PGIM is registered as an investment adviser in the United States with the U.S. Securities and Exchange Commission (the “SEC”) to provide investment management and advisory services. PGIM was appointed pursuant to a sub-investment management agreement dated 24 January, 2013 as may be amended from time to time (the “PGIM Sub-IMA”).

Pursuant to the PGIM Sub-IMA, PGIM shall not be liable for any loss or damage arising out of the performance or non-performance of its duties thereunder unless such loss or damage arose out of or in connection with its breach of the PGIM Sub-IMA or its negligence, wilful default, bad faith or fraud in the performance or non-performance of its duties thereunder. Under no circumstances shall PGIM be liable for any loss arising out of any act or omission of another sub-investment manager, or any other third party, in respect of any portion of the Company's or a Sub-Fund's assets not managed by PGIM pursuant to the PGIM Sub-IMA. PGIM shall also indemnify and keep indemnified and hold harmless each of the Manager and the Investment Manager (and each of their respective directors, officers and agents) from and against any and all claims, actions, proceedings, judgments, liabilities, damages, losses, costs and expenses (including, without limitation, reasonable legal fees and expenses in relation thereto) suffered or incurred by them or any of them, in accordance with the relevant provisions in the PGIM Sub-IMA.

The PGIM Sub-IMA shall continue in full force and effect until termination pursuant to the PGIM Sub-IMA. PGIM may terminate the PGIM Sub-IMA at any time, without the payment of any penalty, upon ninety (90) days' notice in writing to the Investment Manager. The PGIM Sub-IMA may be terminated at any time, upon prior written notice without the payment of any penalty, by: (i) the Investment Manager; (ii) termination of the Investment Management Agreement between the Manager and the Investment Manager; or (iii) if the Directors so determine. The PGIM Sub-IMA may be terminated by any party to the PGIM Sub-IMA at any time by notice in writing to the other parties in a number of circumstances set out therein.

PGIM is the principal asset management business of Prudential Financial, Inc. of the United States, a publicly held company. Pramerica Financial and its affiliates provide insurance and financial services throughout the world. Prudential Financial, Inc. is not affiliated in any manner with Prudential plc, a company incorporated in the United Kingdom.

**ANNEX**

**Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 ('SFDR') and Article 6, first paragraph, of Regulation (EU) 2020/852 ('Taxonomy Regulation')**

<p><b>Sustainable investment</b> means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.</p>	<b>Product name:</b>	Mercer Global Credit Fund	<b>Legal entity identifier:</b>	549300VHJQTAIYI1LU59	
	<b>Environmental and/or social characteristics</b>				
<p>The <b>EU Taxonomy</b> is a classification system laid down in Regulation (EU) 2020/852, establishing a list of <b>environmentally sustainable economic activities</b>. That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.</p>	<b>Does this financial product have a sustainable investment objective?</b>				
	<input checked="" type="radio"/> <input checked="" type="radio"/> <b>Yes</b>		<input checked="" type="radio"/> <input type="radio"/> <b>No</b>		
	<input type="checkbox"/>	It will make a minimum of <b>sustainable investments with an environmental objective:</b> ____%	<input checked="" type="checkbox"/>	It <b>promotes Environmental/Social (E/S) characteristics</b> and while it does not have as its objective a sustainable investment, it will have a minimum proportion of 25% of sustainable investments	
	<input type="checkbox"/>	in economic activities that qualify as environmentally sustainable under the EU Taxonomy	<input type="checkbox"/>	with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy	
	<input type="checkbox"/>	in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy	<input checked="" type="checkbox"/>	with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy	
<input type="checkbox"/>	It will make a minimum of <b>sustainable investments with a social objective:</b> ____%	<input checked="" type="checkbox"/>	with a social objective		
<input type="checkbox"/>	It will make a minimum of <b>sustainable investments with a social objective:</b> ____%	<input type="checkbox"/>	It promotes E/S characteristics, but <b>will not make any sustainable investments</b>		
<b>What environmental and/or social characteristics are promoted by this financial product?</b>					
<p>The Sub-Fund's environmental characteristics are to seek to mitigate the impact of climate change by reducing the potential carbon footprint of the Sub-Fund.</p> <p>The Sub-Fund seeks to avoid exposure to, in the opinion of the Investment Manager (or its delegate), the worst carbon emitters with the lowest carbon transition potential, being those companies:</p> <ul style="list-style-type: none"> <li>- whose carbon emissions intensity exceed 3,000 tonnes/ m\$USD revenue, being, in the opinion of the Investment Manager (or its delegate), the worst carbon emitters, unless the Investment Manager's (or its delegates'), proprietary analysis of such companies indicates strong carbon transition potential; or</li> </ul>					



**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

- that generate more than 1% of their revenue from (i) thermal coal extraction; (ii) arctic drilling; or (iii) oil tar sand mining.

The Sub-Fund's social characteristics are to avoid investment in companies that (i) are involved in the manufacture, distribution or sales of controversial weapons such as landmines, cluster munitions, chemical and biological weapons, nuclear weapons and (semi) automatic civilian firearms; or (ii) manufacture tobacco products or generate more than 50% of their revenue from tobacco distribution or sales.

In addition to the exclusions listed above, the Sub-Fund seeks to avoid investing in companies which have been recorded in the Investment Manager's exclusion list as having material exposure to the following:

- Negative environmental impact
- Violation of international law/human rights
- Corruption and economic crime
- Recreational cannabis
- Production of coal or coal-related products

The Sub-Fund commits to making a minimum allocation to sustainable investments as set out above and below and further information is available upon request. The objectives of the sustainable investments are to make a positive contribution to environmental objectives (namely, climate change adaptation and/or climate change mitigation) or social objectives (namely, the protection and/or advancement of economic, social and civil rights) as set out further below.

The Investment Manager (or its delegate) is required to follow good governance standards in the selection of securities for investment. The Sub-Fund uses third party data providers to identify companies that are deemed to be in breach of UN Global Compact ("**UNGC**") principles (including companies breaching United Nations Guiding Principles on Business and Human Rights and the OECD Guidelines for Multinational Enterprises). An engagement and escalation framework is in place, seeking to remedy breaches within an acceptable time-frame. If the Investment Manager (or its delegate) deems the likelihood of the remediation within an acceptable time-frame low, such companies may be added to the list of exclusions.

● ***What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?***


The Sub-Fund has no exposure to:



- companies excluded based on the environmental and social screens described above; and
- companies identified as in violation of UNGC principles and in respect of which the Investment Manager has determined that there is no/low remediation opportunity of such issues by engagement within an acceptable timeframe

The Sub-Fund's portfolio achieves the minimum commitment to sustainable investments set out herein, being those investments, which assessed and determined as aligned with the Investment Manager's framework for sustainable investments as detailed further below i.e., that the investment is considered to:

- contribute positively to one or more UN Sustainable Development Goals ("**SDGs**");
- do no significant harm to any environmental or social objective as measured through the use of PAI Indicators; and
- follow good governance practices through alignment with UNGC principles and the OECD Guidelines for Multinational Enterprises.

	<ul style="list-style-type: none"> <li>● <b>What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?</b></li> </ul>
	<p>The environmental and social objectives of the sustainable investments are set out above under section “<i>What environmental and/or social characteristics are promoted by this financial product?</i>”. The sustainable investments will contribute to such objectives through their alignment with the SDGs.</p> <p>An investment will be assessed and treated as contributing to the objectives when it has a positive contribution to one or more of the following SDGs:</p> <p><u>Environmental SDGs</u></p> <p>SDG 6 - Clean Water and Sanitation, SDG 7 - Affordable and Clean Energy, SDG 9 - Industry Innovation and Infrastructure, SDG 11 - Sustainable Cities and Communities, SDG 12 - Responsible Consumption and Production, SDG 13 - Climate Action, SDG 14 - Life below Water, SDG 15 - Life on Land.</p> <p><u>Social SDGs</u></p> <p>SDG 1 - No Poverty, SDG 2 - Zero Hunger, SDG 3 - Good Health and Well Being, SDG 4 - Quality Education, SDG 5, Gender Equality, SDG 8 - Decent Work and Economic Growth, SDG 10 - Reduced Inequalities, SDG 16 - Peace Justice and Strong Institutions, SDG 17 - Partnerships for the Goals.</p>
<p><b>Principal adverse impacts</b> are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anticorruption and anti-bribery matters.</p>	<ul style="list-style-type: none"> <li>● <b>How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?</b></li> </ul> <p>The Investment Manager assesses sustainable investments to ensure these do not significant harm to any environmental or socially sustainable investment objective through a consideration and appropriate use of relevant principal adverse sustainability indicators (having regard to those set out in Table 1 of Annex I of Commission Delegated Regulation (EU) 2022/1288, otherwise known as SFDR Level 2 RTS, and where relevant from Table 2 and 3 of Annex I of the SFDR Level 2 RTS) ("<b>PAI Indicators</b>").</p>
	<p><i>How have the indicators for adverse impacts on sustainability factors been taken into account?</i></p> <p>The Investment Manager, using data provided by specialist third party data providers, assesses the activities of companies against the PAI Indicators to determine that the sustainable investments do not cause significant harm to any environmental or socially sustainable investment objective.</p> <p>Each PAI Indicator has been individually assessed, and where relevant, an absolute threshold or a relative threshold has been set. Any investment which is determined as breaching these thresholds will not be considered a sustainable investment.</p>

	<p>For certain PAI Indicators, the Investment Manager has determined that setting a threshold is not appropriate to determine that the investment does not cause significant harm. For example, certain PAI Indicators have inferior levels of data coverage and availability which can undermine the value or integrity of the given PAI Indicator. This can arise where data for a PAI Indicator is based on voluntary and non-standardised reporting by investee companies, or where the methodologies employed by investee companies are not comparable or available (for example PAI8 emissions to water) or where a threshold would have a disproportionate impact on a sector or region (PAI12 unadjusted gender pay gap).</p> <p>The data coverage levels, thresholds and the applicability of each PAI Indicator will be monitored and assessed on an ongoing basis to ensure continued suitability and adjusted as appropriate.</p>
	<p><i>How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:</i></p>
	<p>The Investment Manager considers the mandatory social PAIs (including PAI10 Violations of UNGC principles and OECD Guidelines for Multinational Enterprises) when assessing how sustainable investments are aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights and according to the agreed thresholds for each PAI Indicator. Any investment which breaches these thresholds will not be considered a sustainable investment.</p>
	<p><i>The EU Taxonomy sets out a “do not significantly harm” principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.</i></p> <p>The “do not significantly harm” principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.</p> <p><i>Any other sustainable investments must also not significantly harm any environmental or social objectives.</i></p>
	<p><b>Does this financial product consider principal adverse impacts on sustainability factors?</b></p>
	<p><input checked="" type="checkbox"/> Yes, the Investment Manager considers principal adverse impacts (“PAI”) on sustainability factors for the Sub-Fund using the PAI Indicators as set out in the SFDR Level 2 RTS as applicable.</p> <p>Each PAI has been considered with respect to applicability and relevance to the Sub-Fund. Where appropriate, certain PAIs are considered in the construction of the Sub-Fund and reflected in the environmental and social characteristics promoted by the Sub-Fund as described herein.</p> <p>PAIs also inform the engagement framework employed by the Investment Manager which focuses on key engagement priority areas relating to climate change, pollution and natural resource degradation (including biodiversity and natural capital), human rights and labour practices, aligned remuneration and incentives and transparent disclosure of material ESG factors. These are communicated to the Sub-Investment Manager with the expectation that engagement efforts are directed towards these issues for companies held in the portfolio and the Investment Manager actively monitors appointed Sub-Investment Managers and their stewardship activities consistent with the engagement framework.</p> <p>Using data provided by specialist third party data providers, the Investment Manager</p>

		<p>periodically reviews the PAI Indicator data for the Sub-Fund's investments versus internal parameters in order to monitor the PAI of investment decisions on sustainability factors. Any items to note may be prioritised and escalated with the underlying Sub-Investment Manager as required.</p> <p>The Sub-Fund's annual report will include information on the principal adverse impacts on sustainability factors set out above.</p>
	<input type="checkbox"/>	No.
		<b>What investment strategy does this financial product follow?</b>
<b>The investment strategy</b> guides investment decisions based on factors such as investment objectives and risk tolerance		<p>The Investment Manager does not select investments directly; instead the Investment Manager intends to implement the investment objective and policies using a multi-manager approach.</p> <p>The Investment Manager oversees the activities of the Sub-Investment Managers to ensure that the investment process is implemented on a continuous basis and monitors the Sub-Fund using the ongoing monitoring of sustainability indicators.</p>
		<ul style="list-style-type: none"> <li>● <b>What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?</b></li> </ul>
		<p>The binding elements of the investment strategy used to attain its environmental and social characteristics are the environmental and social screens as described in the section "What environmental and/or social characteristics are promoted by this financial product?"</p>
		<ul style="list-style-type: none"> <li>● <b>What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?</b></li> </ul>
		None.
<b>Good governance</b> practices include sound management structures, employee relations, remuneration of staff and tax compliance.		<ul style="list-style-type: none"> <li>● <b>What is the policy to assess good governance practices of the investee companies?</b></li> </ul> <p>The Investment Manager (or its delegate) is required to follow good governance standards in the selection of securities for investment. The Sub-Fund uses third party data providers to identify companies that are deemed to be in breach of UNGC principles (including companies breaching United Nations Guiding Principles on Business and Human Rights and the OECD Guidelines for Multinational Enterprises).</p> <p>An engagement and escalation framework is in place, seeking to remedy breaches within an acceptable time-frame. If the Investment Manager (or its delegate) deems the likelihood of the remediation within an acceptable time-frame low, such companies may be added to the list of exclusions.</p>
		<b>What is the asset allocation planned for this financial product?</b>
		<p>At least 90% of the Sub-Fund will be aligned with the environmental and social characteristics promoted by the Sub-Fund. The Sub-Fund will invest at least 25% in sustainable investments.</p> <p>The remaining proportion of the Sub-Fund may include ancillary liquid assets and derivatives for efficient portfolio management purposes.</p>

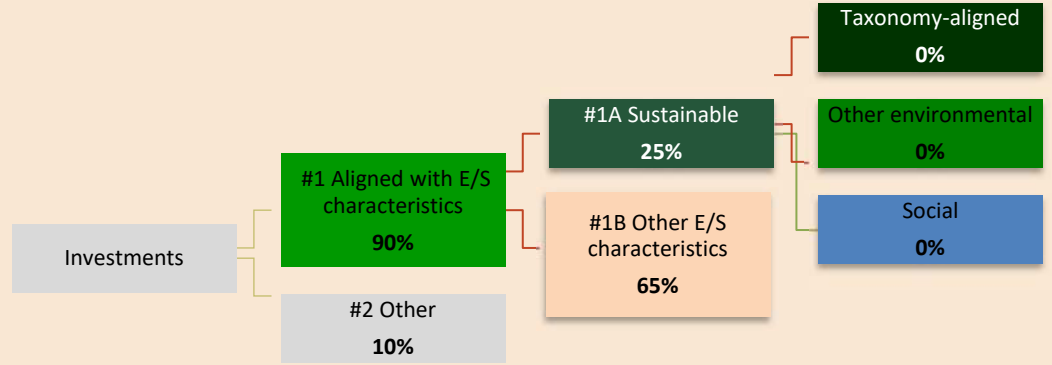


**Asset allocation** describes the share of investments in specific assets.

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.

- **operational expenditure** (OpEx) reflecting green operational activities of investee companies



**#1 Aligned with E/S characteristics** includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

**#2 Other** includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

The category **#1 Aligned with E/S characteristics** covers:

- The sub-category **#1A Sustainable** covers sustainable investments with environmental or social objectives.
- The sub-category **#1B Other E/S characteristics** covers investments aligned with the environmental or social characteristics that do not qualify as sustainable investments.

● **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

Derivative use, if any, does not contribute to attaining the environmental or social characteristics promoted by the Sub-Fund.



**To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?**

The Sub-Fund does not currently commit to investing more than 0% of its assets in investments in environmentally sustainable economic activities within the meaning of the Taxonomy Regulation.

● **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy<sup>1</sup>?**

Yes

In fossil gas  In nuclear energy

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.

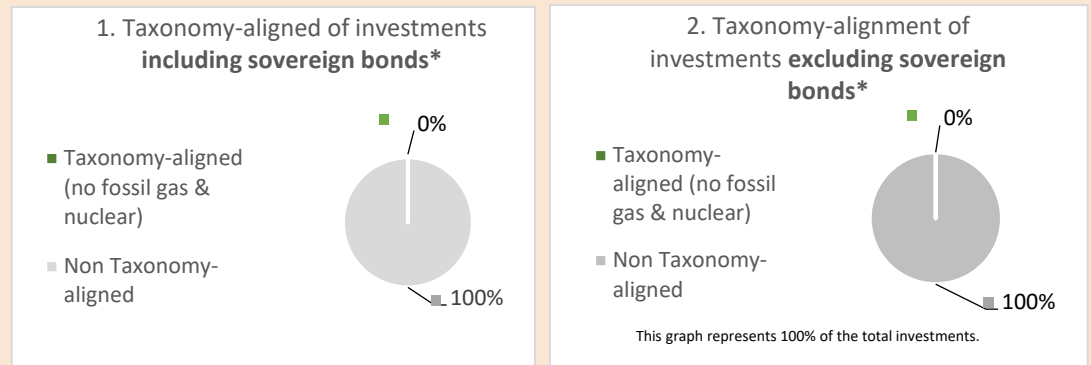
**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

<sup>1</sup> Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("climate change mitigation") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy

X No

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

**The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.**



\* For the purpose of these graphs 'sovereign bonds' consist of all sovereign exposures

● **What is the minimum share of investments in transitional and enabling activities?**

The Sub-Fund does not currently commit to investing more than 0% of its assets in transitional and enabling activities.



are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.



**What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?**




The Sub-Fund will invest at least 25% in sustainable investments with an environmental objective that are not aligned with the EU Taxonomy and/or sustainable investments with a social objective.

The Investment Manager measures the attainment of the environmental and social objectives of the sustainable investments through their positive contribution to one or more of the Environmental and Social SDGs referenced above. Consequently, the Sub-Fund does not commit to a minimum share of non-Taxonomy aligned environmentally sustainable investments and the minimum share of sustainable investments with an environmental objective is 0%, provided that the sum of sustainable investments with an environmental objective and socially sustainable investments meets the minimum proportion overall of 25%.



**What is the minimum share of socially sustainable investments?**

The Sub-Fund will invest at least 25% in sustainable investments with an environmental

	<p>objective that are not aligned with the EU Taxonomy and/or sustainable investments with a social objective.</p> <p>The Investment Manager measures the attainment of the environmental and social objectives of the sustainable investments through their positive contribution to one or more of the Environmental and Social SDGs referenced above. Consequently, the Sub-Fund does not commit to a minimum share of socially sustainable investments and the minimum share of socially sustainable investments is 0%, provided that the sum of sustainable investments with an environmental objective and socially sustainable investments meets the minimum proportion overall of 25%.</p>
	 <p><b>What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?</b></p>
	<p>These investments comprise ancillary liquid assets and derivatives for efficient portfolio management purposes. Minimum environmental and social safeguards are not applicable due to the nature of the investments.</p>
<p><b>Reference benchmarks</b> are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.</p>	<p><b>Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?</b></p> <p>No.</p>
	<p><b>Where can I find more product specific information online?</b></p> <p>More product-specific information can be found on the website:</p> <p><a href="https://investment-solutions.mercer.com/global/all/en/investment-solutions-home/responsible-investment.html">https://investment-solutions.mercer.com/global/all/en/investment-solutions-home/responsible-investment.html</a></p>