

**Supplement**

**GIB AM Emerging Markets Active Engagement Fund**

**A sub-fund of AFP UCITS ICAV**

**An open-ended umbrella Irish collective asset- management vehicle with segregated liability  
between sub-funds formed in Ireland under the Irish Collective Asset-management Vehicles Act  
2015 and authorised by the Central Bank as a UCITS pursuant to the Regulations**

**Dated 22 May 2024**

## **Important Information**

This Supplement contains information relating specifically to the GIB AM Emerging Markets Active Engagement Fund (the "**Sub-Fund**"), a sub-fund of AFP UCITS ICAV (the "**ICAV**"), an open-ended umbrella fund with segregated liability between sub-funds authorised by the Central Bank as a UCITS pursuant to the Regulations.

This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the ICAV dated 12 June 2023 (the "**Prospectus**").

As the price of Shares in the Sub-Fund may fall as well as rise, the ICAV shall not be a suitable investment for an investor who cannot sustain a loss on their investment. Investors may also refer to the KIID for the most up-to-date SRRI measurement.

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

Investors should read and consider Appendix III to the Prospectus (entitled "**Risk Factors**") before investing in the Sub-Fund.

## Definitions

<b>Business Day</b>	means any day on which commercial banks are open for business in Dublin and London, or such other day or days as the Directors may determine;
<b>Dealing Day</b>	means each Business Day and/or such other day or days as the Directors may in their absolute discretion determine and notify in advance to Shareholders provided that there shall be at least two Dealing Days in each Month occurring at regular intervals, excluding days which have been determined as non-dealing days (the " <b>Non-Dealing Days</b> "). Non-Dealing Days are available from the Investment Manager and published on <a href="https://gibam.com/what-we-do/gib-am-emerging-markets-active-engagement-fund">https://gibam.com/what-we-do/gib-am-emerging-markets-active-engagement-fund</a> ;
<b>Dealing Deadline</b>	has the meaning given to it in the section "Timing of transactions";
<b>Emerging Markets</b>	means those countries defined as such by the MSCI Emerging Markets Net Total Return Index;
<b>Equity Related Securities</b>	means securities or instruments such as common stock, depositary receipts (including but not limited to American Depositary Receipts and Global Depositary Receipts), preferred shares, equity linked notes (unleveraged debt securities linked to the performance of equities), warrants and convertible securities (such as convertible preference shares);
<b>Frontier Markets</b>	means those countries defined as such by the MSCI Frontier Markets Index;
<b>Initial Offer Period</b>	means: <ul style="list-style-type: none"><li>(i) in respect of A2 EUR (C), A2 EUR AD (D), A2 USD (C), A2 USD AD (D), I2 CHF (C), I2 CHF AD (D), I2 EUR (C), I2 EUR AD (D), I2 GBP (C), I2 GBP AD (D), I2 USD (C), I2 USD AD (D), J2 CHF (C), J2 CHF AD (D), J2 EUR (C), J2 EUR AD (D), J2 GBP (C), J2 GBP AD (D), J2 USD (C), J2 USD AD (D), R2 EUR (C), R2 EUR AD (D), R2 USD (C), R2 USD AD (D), X2 USD (C), the period starting at 9 a.m. (Irish time) on 13 June 2023 and will finish at 5 p.m. (Irish time) on 21 November 2024; and</li><li>(ii) in respect of all other Share Classes, save the Issued Classes, the period starting at 9 a.m. (Irish time) on 23 May 2024 and will finish at 5 p.m. (Irish time) on 21 November 2024 as may be shortened or extended by the Directors in accordance with the requirements of the Central Bank,</li></ul> as may be shortened or extended by the Directors in accordance with the requirements of the Central Bank;

<b>Investment Grade</b>	means a rating of at least Baa by Moody's Investor Services or BBB by Fitch or BBB- by Standard & Poor's;
<b>Issued Classes</b>	means the following Classes that have issued at the date of this Supplement: I2 USD (C) SE USD (C) X2 GBP (C)
<b>Minimum Fund Size</b>	means \$25,000,000 (or the currency equivalent thereof) or such other amount as the Directors may in their absolute discretion determine;
<b>Minimum Share Class Size</b>	means \$500,000 (or the currency equivalent thereof) or such other amount as the Directors may in their absolute discretion determine;
<b>Redemption Settlement Date</b>	means two (2) Business Days after the relevant Dealing Day, or such other time as the Directors in their absolute discretion may determine;
<b>Subscription Settlement Date</b>	means two (2) Business Days after the relevant Dealing Day, or such other time as the Directors in their absolute discretion may determine; and
<b>Valuation Point</b>	means 10 p.m. (Irish time).

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

## Objective and Investment Policy

### Objective

The investment objective is to achieve capital growth.

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

### Investments

The Sub-Fund seeks to achieve its investment objective by investing primarily in equities and Equity Related Securities predominantly issued by issuers listed, domiciled, or conducting significant business in Emerging Markets, which the Investment Manager believes have undervalued long-term prospects and present opportunities for improved sustainability through active engagement. The Investment Manager believes that these investments have the potential to create value through active engagement with the issuer on a wide range of environmental, social, and governance (“**ESG**”) and other issues bespoke to the issuer’s business.

Up to 20% of the Net Asset Value may be invested in the equities and Equity Related Securities of issuers that are listed, domiciled, or conducting significant business in a Frontier Markets country, and up to 10% of Net Asset Value may be invested in securities listed or traded on the Moscow Exchange. The Sub-Fund may also invest up to 30% of its Net Asset Value in China A Shares via Stock Connect.

The Sub-Fund may hold cash and instruments that may be readily converted to cash, including cash deposits, treasury bills, Investment Grade government bonds and short-term corporate bonds (fixed or floating rate), commercial paper, short term money market instruments and certificates of deposit. In normal market conditions, such investment shall not exceed 20% of the Net Asset Value of the Sub-Fund.

Under normal market conditions, the Investment Manager will target a relatively concentrated portfolio of between 25-40 securities. As a consequence, the Sub-Fund may have a higher level of annualised volatility than a more diversified portfolio.

### Benchmark

The Sub-Fund is actively managed and uses the MSCI Emerging Markets Net Total Return Index (USD) (the “**Benchmark**”) for performance comparison purposes only. The Investment Manager’s discretion in constructing the portfolio is not limited to, or constrained by, the constituents of the Benchmark. Further, the Sub-Fund has not designated the Benchmark as a reference benchmark for the purpose of the Disclosure Regulation, as it is a broad market index that does not assess or include its constituents on the basis of ESG (as defined below) factors.

### Derivatives

The Sub-Fund may use derivatives for efficient portfolio management purposes (as described under the sections of the Prospectus entitled “**Efficient Portfolio Management**” and “**Use of FDI**”) but only to the extent that such use does not impact the Sub-Fund’s investment objective.

The types of FDI in which the Sub-Fund may invest in are limited to (i) futures; (ii) forwards; (iii) options; and (iv) total return swaps.

In addition, the Sub-Fund may make use of derivatives (including derivatives that focus on equities and foreign exchange) for investment purposes to temporarily gain access to markets, reduce risk (e.g. hedge equities and foreign exchange risk) and as a way to reduce the cost of gaining exposure to equities and Equity Related Securities.

### Base currency USD

## Management Process

The Investment Manager aims to achieve the Sub-Fund’s investment objective through its fundamentally driven bottom-up approach to high conviction, active Emerging Markets and Frontier Markets investing by identifying companies with underappreciated sources of growing cash flow, and engaging with them on a range of ESG and other issues likely to enhance shareholder value, such as increasing return on capital and lowering the implied cost of capital.

### *Screening and Analysis*

To establish the investment universe, the Investment Manager first excludes certain issuers as described under “**Excluded Issuers**” below. It then identifies issuers that meet the Investment Manager’s liquidity and market capitalisation requirements.

The Investment Manager selects the Sub-Fund’s holdings from the investment universe by first undertaking a quantitative screening process that tests an issuer’s earnings quality, cash flow and capital structure strength. From there, a qualitative analysis is performed to determine whether the issuer is significantly undervalued. The Investment Manager will favour issuers that can be characterised by deepening competitive advantages, e.g., brand and intellectual property strength, economies of scale, captive consumer demand, and attractive growth opportunities.

This screening and analysis allows the Investment Manager to construct a balanced growth- and value-driven portfolio.

The size of each holding will be determined using the Investment Manager’s in-house portfolio construction process, which is designed to mitigate behavioural biases, as discussed below. The process uses a proprietary conviction scorecard spreadsheet to assess the opportunity cost of an issuer in the context of its total upside. It seeks to mitigate inherent behavioural biases that may arise in the investment process by attributing a conviction score for each position based on an assessment of (i) its intrinsic value, (ii) the likelihood and materiality of engagement success and (iii) its business, management and industry risks. This assessment is supplemented by the application of a macro matrix spreadsheet, which assesses and manages country and currency risk exposures.

### *Active Engagement*

Issuers held in the Sub-Fund’s portfolio will be subject to the Investment Manager’s active engagement process, which involves constructive and purposeful dialogue with issuers, focusing on improvements in their approach to ESG-related issues and optimising other business practices (such as reducing

costs while improving performance) with the view to improving sustainability and enhancing value.

This is achieved through direct interaction with issuers, including meetings and on-site visits, presentations, publication of whitepapers and letters to management alongside proxy voting. Such interaction is not intended to, and does not, amount to the exercise of significant influence or management control over the day to day operations of an issuer. The implementation or disregard of the suggestions made by the Investment Manager is ultimately up to the issuer’s management, and there can be no guarantee that the Investment Manager’s suggestions will be implemented by the issuer.

### *ESG Improvements*

The Investment Manager will analyse each issuer and identify the most relevant and material ESG risk factors to its business and engage with management on them. Such engagement may include making suggestions to issuers in respect of their establishment of a long-term sustainability plan, alignment of executive compensation with the issuer’s performance on ESG issues and improving areas such as internal ESG policies, reporting and disclosure and investor relations functions.

The Investment Manager interacts with issuers to share perspectives on establishing long-term key performance indicators on ESG matters relevant to their business including, but not limited to, water usage, renewable energy consumption, reducing carbon emissions, corporate and board diversity and skill development. It also monitors an issuer’s progress on sustainability initiatives and overall ESG ratings by industry rating agencies.

The Investment Manager pursues this engagement approach because it believes that mitigating ESG risks and improving an issuer’s performance on ESG issues will ultimately give rise to higher company valuations and maximise shareholder returns.

Screening, analysis, and engagement is based on information that is publically available and/or provided to the Investment Manager as a minority shareholder as required by regulation.

### *Excluded Issuers*

The excluded issuers specified in the Responsible Investment Policy (as further detailed in the section of the Prospectus entitled “**Overview of Responsible Investment Policy**”) will be excluded from the investible universe. In addition, companies whose operations, in the Investment Manager’s opinion, contravene the Investment Manager’s responsible investment policy will also be excluded. This currently includes, but is not limited to, companies that derive more than a *de minimis* proportion of their revenues from operations relating to:

- weapons;
- fossil fuels;
- adult entertainment;
- tobacco;
- alcohol production;
- gambling; and
- any other products and services determined by the Investment Manager to negatively impact sustainable improvements.

The Investment Manager will also exclude from the eligible investment universe issuers that are subject to United Nation, European Union, United Kingdom or United States sanctions due to their systematic breach of standards.

Details of the Investment Manager’s responsible investment policy can be found at <https://gibam.com/about/governance>.

### *Good governance practices of investee companies*

The Investment Manager’s analysis of an issuer will include, but is not limited to, its corporate governance structure and practices, such as the soundness of its management structures; the extent of management’s engagement with its workforce and employee engagement scores; the diversity of the issuer’s board; and statistics concerning fatalities, injuries and illness in the workplace and staff turnover.

### **Disclosures Regulation**

The Manager, in conjunction with the Investment Manager, has categorised the Sub-Fund as meeting the provisions set out in Article

8 of the Disclosures Regulation for products that promote environmental and social characteristics. Additional information on the promoted characteristics can be found in the annex appended to this Supplement (“**Annex I**”).

### **Taxonomy Regulation**

The Sub-Fund promotes environmental and social characteristics as described in the Article 8 of the Disclosure Regulation and may partially invest in economic activities that contribute to environmental and social objectives. It is therefore required to disclose, according to Article 6 of the Taxonomy Regulation, information about the environmentally sustainable investments made.

For the purpose of the Taxonomy Regulation, the Sub-Fund does not presently intend to be invested in investments that take into account the EU criteria for environmental sustainable economic activities. Therefore, as at the date of this Supplement, 0% of the Sub-Fund’s investments are invested in economic activities that qualify as environmentally sustainable under the Taxonomy Regulation.

In circumstances where certain of the Sub-Fund’s assets are invested in economic activities that contribute to environmental and social objectives, the “do no significant harm” principle applies only to those investments. The EU’s criteria for environmentally sustainable economic activities will not be applied to the remainder of the Sub-Fund’s portfolio.

### **Main Risks**

Investors should consider the risk factors in Appendix III to the Prospectus entitled “Risk Factors”. In addition, investors should be aware of the following risks applicable to the Sub-Fund:

- Equity Risks
- Emerging Markets Risk
- Frontier Markets Risk
- Efficient Portfolio
- Management Risk
- Financial Markets and Regulatory
- Investment Fund Risk
- Volatility Risk
- Concentration Risk
- Depository Risk
- Derivatives and Securities Financing Transactions Risk
- Sustainable

- |   |  |
|---|--|
| <p>Change</p> <ul style="list-style-type: none"> <li>Investments in Asia Pacific and Emerging Markets Risk</li> </ul> | <p>Investment Risk</p> <ul style="list-style-type: none"> <li>PRC Risks</li> </ul> |
|---|--|

Investors should also note that the Sub-Fund may perform differently or underperform relative to other comparable funds that do not integrate Sustainability Risks into their investment decisions.

**Techniques and instruments**

The Sub-Fund will not use Securities Financing Transactions

The proportion of assets of the Sub-Fund that are subject to Total Return Swaps shall not exceed 20% of the Sub-Fund's assets under management, but will typically be less than 20%.

**Risk management method**

Commitment Approach.

**Investment Manager**

**Gulf International Bank (UK) Limited**

Gulf International Bank (UK) Limited was established in the United Kingdom as a limited company (Registration No: 1223938) and is regulated by the Financial Conduct Authority and authorised and regulated by Prudential Regulation Authority and has been cleared by the Central Bank of Ireland to provide investment management services to Irish collective investment schemes.

The fees and expenses of the Investment Manager shall be discharged out of the Sub-Fund's assets for each respective Class.

**Planning Your Investment**

See the section entitled "**Share Dealings – Classes**" in the Prospectus for further information.

**Profile of a Typical Investor**

Suitable for investors:

- With a broad knowledge of investing in funds;
- Who understand the risk of losing some or all of the capital invested; and

- Seeking to increase the value of their investment over the recommended holding period of five years.

Investment in the Sub-Fund should be considered long-term and may not be suitable for a short-term investment.

**Initial Offer Period**

During the Initial Offer Period relevant to a Class, Shares of that Class will be issued at the Initial Issue Price set out below, except for the Issued Classes. After the Initial Offer Period, Issued Classes, and other Classes whose Initial Offer Period have closed at the discretion of the Directors, will be available for subscription on each Dealing Day at the then prevailing Net Asset Value per Share..

**Timing of Transactions**

Applications for subscriptions, redemptions and conversions must be received before 11 am (Irish time) on the Business Day before the relevant Dealing Day (the "**Dealing Deadline**").

Please note that the list of Non-Dealing Days is available from the Investment Manager and published on <https://gibam.com/what-we-do/gib-am-emerging-markets-active-engagement-fund>.

Subscription monies should be paid to the Subscriptions/Redemptions Account so as to be received in cleared funds by no later than the Subscription Settlement Date.

Payment of Redemption Proceeds will normally be made by electronic transfer to the account of the redeeming Shareholder at the risk and expense of the Shareholder by the Redemption Settlement Date, provided that all the required documentation has been furnished to and received by the Administrator.

**Conversions**

Conversions between Classes within the Sub-Fund are permitted, but conversions between Classes of the Sub-Fund and another sub-fund of the ICAV are not permitted.



## Share Classes and Fees

Class Label	Minimum initial investment	Initial Issue Price*	Investment Management Fee (Max)	Administration Fee (Max)**	Entry Charge (Max)	Exit Charge (Max)	Conversion Charge (Max)	CDSC (Max)	Distribution Fee (Max)
A2	\$1,000	\$10	1.50%	0.25%	None	None	None	None	None
I	\$1,000,000	\$100	0.65%	0.25%	None	None	None	None	None
I2	\$500,000	\$100	0.90%	0.25%	None	None	None	None	None
J2	\$500,000	\$100	0.90%	0.25%	None	None	None	None	None
R2	\$1,000	\$10	1.50%	0.25%	None	None	None	None	None
SE	\$500,000	\$100	0.55%	0.25%	None	None	None	None	None
X2	\$20,000,000	\$100	0%	0.25%	None	None	None	None	None

\*The initial issue price will be in the designated currency of the relevant Class as listed in Appendix I.

\*\*This fee is subject to a minimum fee of \$90,000 per annum for the first year following the close of the Initial Offer Period for the Class that closes first and a minimum fee of \$180,000 per annum thereafter, payable to the Manager monthly in arrears in respect of its role in managing the assets of the Sub-Fund and administrative and operational support, which involves, procuring the provision of administration and depositary services as well as a range of other services as set out in further detail in the section "Administrative Fee" of the Prospectus.

## Share Class Characteristics

The characteristics and investor eligibility requirements as set out in the section of the Prospectus entitled "Share Dealings" are not applicable to the share classes in the Sub-Fund.

The characteristics and investor eligibility requirements for the Sub-Fund's share classes are set out as follows:

Class Label	Available To
A2	All investors
I2	Institutional investors
J2	Reserved for institutional intermediaries or providers of individual portfolio management services that are prohibited, by law or contract, from retaining inducements
R2	Reserved for intermediaries or providers of individual portfolio management services that are prohibited, by law or contract, from retaining inducements
SE	Institutional investors; The Class SE shares are available for subscription until: (i) assets of USD \$100,000,000 (or currency equivalent) in Class SE shares have been reached, or (ii) until such a time as determined by the Directors in their absolute discretion, after which the Class SE shares will be closed for subscription from new investors. Once assets of USD \$100,000,000 (or currency equivalent) are reached in the Class SE shares, additional subscriptions from existing shareholders of Class SE shares may be subject to limits agreed with the Investment Manager.

X2	Institutional investors; The Class X2 shares shall only be made available for subscription to employees of the Investment Manager and its affiliates, or as the Manager may determine from time to time in its absolute discretion.
----	---

The foregoing Classes may be made available in the Sub-Fund. Please refer to Appendix I for further details of the classes that are currently available in the Sub-Fund.

The Net Asset Value per Share in each Class will be calculated in the relevant Class currency. In addition, all subscriptions and redemptions will be effected in that currency.

The fees and expenses set out in the above table, expressed as a percentage of the Net Asset Value per Share may be incurred by a Shareholder as a result of its investment in a particular Class.

The Sub-Fund's establishment and organisation expenses, which are estimated not to exceed USD \$45,000, shall be borne out of the assets of the Sub-Fund and shall be amortised over the first three accounting periods following Central Bank approval of the Sub-Fund.

For further detail in respect of the fees and expenses applicable to the ICAV and the Sub-Fund see the section entitled "**Fees and Expenses**" in the Prospectus.

### **Swing Pricing**

The Directors have adopted a swing pricing mechanism in respect of the Sub-Fund. Please refer to the section entitled "**Swing Pricing Mechanism**" in the Prospectus for further detail.

### **Material Contracts**

The Investment Management Agreement may be terminated by a party on giving not less than 90 days' prior written notice to the other parties. The Investment Management Agreement may also be terminated forthwith by a party giving notice in writing to the other parties upon certain breaches as outlined in the Investment Management Agreement or upon the insolvency of a party (or upon the happening of a like event).

The Investment Manager accepts responsibility for all Losses (as defined therein) suffered or incurred by the Manager or the ICAV to the extent that Losses are due to a breach of the Investment Management Agreement or due to the negligence, fraud, bad faith, or wilful default by the Investment Manager or its Delegates (as defined therein) in the performance of its obligations or duties under the Investment Management Agreement and the Investment Manager will not otherwise be liable for Losses suffered or incurred by the Manager or the ICAV.

The Investment Manager accepts responsibility for and shall indemnify the Manager and the ICAV and any of their respective directors, officers or employees against any Losses suffered as a direct result of the Investment Manager's fraud, negligence or willful default.

No party shall be responsible for the loss of, or damage to, any property of another party or for any failure to fulfil its obligations thereunder if such loss, damage or failure shall be caused by a Force Majeure Event (as defined therein), or other cause whether similar or otherwise which is beyond the reasonable control of the relevant party provided that the relevant party shall use all reasonable efforts to minimise the effects of any such event.

The Investment Management Agreement shall be governed by the laws of Ireland and the courts of Ireland shall have non-exclusive jurisdiction to hear any disputes or claims arising out of or in connection with the Investment Management Agreement.

## Miscellaneous

At the date of this Supplement, the other sub-funds of the ICAV in existence are:

- Euro Credit Bond
- GIB AM Sustainable World Fund
- GIB AM Sustainable World Corporate Bond Fund
- GIB AM European Focus Fund

## Appendix I

### Share Class Information

Share Class	Distributing Status
A2 CHF (C)	Non-Distributing
A2 CHF AD (D)	Distributing
A2 DKK (C)	Non-Distributing
A2 DKK AD (D)	Distributing
A2 EUR (C)	Non-Distributing
A2 EUR AD (D)	Distributing
A2 NOK (C)	Non-Distributing
A2 NOK AD (D)	Distributing
A2 SEK (C)	Non-Distributing
A2 SEK AD (D)	Distributing
A2 USD (C)	Non-Distributing
A2 USD AD (D)	Distributing
I2 CHF (C)	Non-Distributing
I2 CHF AD (D)	Distributing
I2 DKK (C)	Non-Distributing
I2 DKK AD (D)	Distributing
I2 EUR (C)	Non-Distributing
I2 EUR AD (D)	Distributing
I2 GBP (C)	Non-Distributing
I2 GBP AD (D)	Distributing
I2 NOK (C)	Non-Distributing
I2 NOK AD (D)	Distributing
I2 SEK (C)	Non-Distributing
I2 SEK AD (D)	Distributing
I2 USD (C)	Non-Distributing
I2 USD AD (D)	Distributing
J2 CHF (C)	Non-Distributing
J2 CHF AD (D)	Distributing
J2 EUR (C)	Non-Distributing
J2 EUR AD (D)	Distributing
J2 GBP (C)	Non-Distributing
J2 GBP AD (D)	Distributing
J2 USD (C)	Non-Distributing
J2 USD AD (D)	Distributing
R2 EUR (C)	Non-Distributing
R2 EUR AD (D)	Distributing
R2 GBP (C)	Non-Distributing
R2 GBP AD (D)	Distributing
R2 USD (C)	Non-Distributing
R2 USD AD (D)	Distributing
SE CHF (C)	Non-Distributing
SE CHF AD (D)	Distributing

SE DKK (C)	Non-Distributing
SE DKK AD (D)	Distributing
SE EUR (C)	Non-Distributing
SE EUR AD (D)	Distributing
SE GBP (C)	Non-Distributing
SE GBP AD (D)	Distributing
SE NOK (C)	Non-Distributing
SE NOK AD (D)	Distributing
SE SEK (C)	Non-Distributing
SE SEK AD (D)	Distributing
SE USD (C)	Non-Distributing
SE USD AD (D)	Distributing
X2 CHF (C)	Non-Distributing
X2 CHF AD (D)	Distributing
X2 DKK (C)	Non-Distributing
X2 DKK AD (D)	Distributing
X2 EUR (C)	Non-Distributing
X2 EUR AD (D)	Distributing
X2 GBP (C)	Non-Distributing
X2 GBP AD (D)	Distributing
X2 NOK (C)	Non-Distributing
X2 NOK AD (D)	Distributing
X2 SEK (C)	Non-Distributing
X2 SEK AD (D)	Distributing
X2 USD (C)	Non-Distributing
X2 USD AD (D)	Distributing

The Sub-Fund is a multi-class fund with the Classes of Shares set out above denominated in currencies as set out above. The Net Asset Value per Share in each Class will be calculated in the relevant Class currency. In addition, all subscriptions and redemptions will be effected in that currency.

For conversions between Classes denominated in different currencies, the currency conversion will be made at the exchange rate applicable on the effective transaction day. For further details, see the section of the Prospectus entitled "Conversion of Shares".

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

**Product name:** GIB AM Emerging Markets Active Engagement Fund (the “Fund”)

**Legal entity identifier:** 213800NAFYZZ3LMBK778

## Environmental and/or social characteristics

**Sustainable investment** 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.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

### Does this financial product have a sustainable investment objective?

Yes
 
   No

- |   |  |
|---|--|
| <input type="checkbox"/> It will make a minimum of <b>sustainable investments with an environmental objective</b> : ____% | <input 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 ____% 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 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 type="checkbox"/> with a social objective   |
| <input type="checkbox"/>  | <input checked="" type="checkbox"/> It promotes E/S characteristics, but <b>will not make any sustainable investments</b>  |



## What environmental and/or social characteristics are promoted by this financial product?

The Fund's strategy (detailed further below) promotes engagement with companies in order to address what the Investment Manager feels, following an assessment process, are an investee companies most material environmental and social risks.

Core to this process is identifying material ESG issues that can be improved by an investee company and in turn further reinforce and strengthen a company's competitive advantage.

Environmental and social characteristics that are promoted varies widely depending on the sector and geography where the company operates.

### Sustainability indicators

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

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

The following sustainability indicators are used to measure the attainment of the relevant environmental or social characteristic of an investee company:

- Companies that have a maximum 0-5% revenue exposure to the below excluded activities:
  - Weapons – nuclear (including warheads and/or whole missiles), civilian firearms, controversial (0%)
  - Conventional Weapons (5%)
  - Fossil fuels – oil and natural gas, thermal coal, oil sands, shale gas and oil (0%)
  - Tobacco (5%)
  - Adult entertainment (5%)
  - Alcohol (5%)
  - Gambling (5%)
- ESG-specific data points used to complete a detailed assessment of each issuer. The Fund requires:
  - No companies with very severe controversies defined as an MSCI Red Flag, where covered by MSCI (or similar);
  - No companies with a 'Fail' under compliance with the United Nations Global Compact principles where covered by MSCI (or similar).

**The Fund does not make sustainable investments; therefore, the sections relating to objectives of sustainable investments and do no significant harm have been removed.**

## Does this financial product consider principal adverse impacts on sustainability factors?



Yes

No

If, following review against the relevant indicators mentioned above, an investment does not qualify against a particular threshold, the Fund will not make that investment. If the investment does meet the threshold then the Fund can make the investment - assuming all other criteria are met. The impact of the Fund's investments against the relevant indicators will continue to be monitored as outlined above on a periodic basis.



### **What investment strategy does this financial product follow?**

The GIB AM Emerging Markets Active Engagement investment strategy aims to maximize risk-adjusted returns through its proprietary approach to high conviction, active emerging markets investing. The strategy seeks to maximize risk-adjusted returns by investing and engaging on operational and sustainability related topics.

The Investment Manager engages with investee companies in order to recommend actions that can have positive impact on the company's environmental and social standing. The progress of the engagement is monitored with the aim to drive change and improvement in a company's overall sustainability standing in addition to other goals like operational efficiency.

Beginning from the due diligence process on prospect companies, the team identifies and formulates an engagement plan revolving around material environmental and social risks for each company alongside governance and strategic capital allocation issues. This is done before the initial investment is made. This process helps to reduce or mitigate environmental and social risks and negative impact on stakeholders if not improved. Interactions and recommended actions to drive sustainability positive change and improvements with every portfolio company is tracked.

Such analysis is considered a core part of the fundamental, bottom up research process that underpins our Emerging Markets approach. We believe that this approach drives better risk management at both the stock and portfolio level which can enhance returns through a stronger cashflow profile and/or a lower cost of capital.

In the due diligence part of the investment process, the investment team considers principal adverse impacts on sustainability factors as part of the assessment of business risks and opportunities related with a prospect company. Through regular interactions with a prospect company, the investment team is also able to assess the receptiveness and commitment to undertake an improvement on relevant PAI metrics. However, with the lack of relevant data publicly available in the emerging and frontier markets quite commonplace still, alternative metrics may be used to track relevant and comparable sustainability risk factors.

The aim of creating tailored and focused ESG targets and agenda is facilitated by applying the same sustainability framework of Materiality Matrix, Sustainability



Strategy and Management Alignment across all portfolio companies. In turn, the success of targets being met is further enhanced when Executives incentives are aligned accordingly.

The initial sustainability engagement is typically a 12-18 month process and involves:

- **Materiality Matrix:** using a deep stakeholder analysis and survey in order to identify what the most relevant and material ESG risk factors are;
- **Sustainability Strategy:** establishing an ambitious long-term sustainability plan with a focus on area identified in the Materiality Matrix step; and,
- **Management Alignment:** incorporating ESG/sustainability KPIs into executive compensation.

We apply this framework across all our investee companies with the aim of creating tailored and focused ESG targets and agenda. By incorporating ESG KPIs into executive compensation schemes, we believe we increase the chances of the successful delivery of the plan.

The purpose of the engagement plan is to reduce the exposure to the identified risk factors or negative impact the company's operations might have on the environment and stakeholders around it, for example reducing carbon emission, increasing gender diversity or introducing mechanism that may improve its human capital engagement level.

The strategy is underpinned by a two pillar process which firstly identifies undervalued businesses through its fundamentally driven bottom-up approach, and secondly engages with all portfolio companies to generate additional alpha from material ESG and operational improvements. This is reflected in a high conviction, concentrated strategy that is both style and benchmark agnostic, with a long-term focus to harness the power of compounding cashflows and active ESG engagement.

**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

***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?***

- All GIB AM funds comply with the GIB AM Responsible Investment Policy, which is located at [www.gibam.com](http://www.gibam.com).
- Each stock in the portfolio has an engagement opportunity specific to the investment that is derived from an environmental, social, or other element;
- The Fund also excludes any company with above threshold revenue exposure to the excluded activities noted earlier in this document.
- The Fund further avoids investment in any companies that are in breach of the UN Global Compact (which refers to OECD Guidelines for Multinational enterprises and UN Guiding Principles on Business and Human Rights) through our exclusion policy.

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance.

***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

The Fund pursues an investment strategy that includes negative screening and exclusions based on the Investment Manager’s Responsible Investment Policy and strategy more generally. However, it is not possible to ascertain what percentage of the investible universe as a whole is excluded based on that strategy.

***What is the policy to assess good governance practices of the investee companies?***

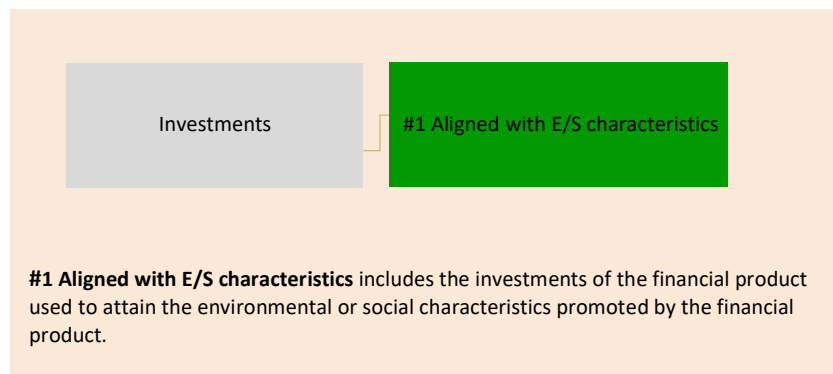
The Investment Manager’s analysis of a company’s governance may include, but is not limited to:

- its corporate governance structure and practices, such as the board of directors’ sense of personal responsibility and influence, and relevance, experience, diversity;
- alignment of management interests;
- evidence of the company upholding the highest operational, accounting, and ethical standards;
- any past breaches of shareholders rights; and,
- assessment of the issuer’s board; past track record of the controlling shareholder at dealing with minority investors; and any past breaches of shareholders right and good corporate governance practices.



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

**What is the asset allocation planned for this financial product?**



**#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.

All investments in the Fund will be aligned with identified environmental and social characteristics as detailed in this document, and comply with the GIB AM Responsible Investment Policy (including excluded issuers).

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

The Fund has the ability to use derivatives; however, any usage of the derivatives will be for efficient portfolio management purposes only.

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

0% of the Sub-Fund's investments are invested in economic activities that qualify as environmentally sustainable under the EU Taxonomy.

As the Fund will not make sustainable investments, nor investments that are aligned with EU Taxonomy, the EU Taxonomy graphs, minimum share of investments in transitional and enabling activities, and minimum share of sustainable investments with an environmental objective, and minimum share of socially sustainable investment sections are not applicable and have been removed.

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.



### Does the financial product invest in fossil gas and/or nuclear energy relates activities that comply with the EU Taxonomy?

- Yes:
- In fossil gas                       In nuclear energy
- No

### What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?

Not applicable, see response in red above.



### 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?<sup>1</sup>

The Fund is actively managed, and while it uses the MSCI Emerging Markets Total Return Index for assessing the Fund's performance, it has not designated the Index as a reference benchmark for the purpose of the Disclosure Regulation.



### Where can I find more product specific information online?

More product-specific information can be found on the website: [www.gibam.com](http://www.gibam.com)

<sup>1</sup> Drafting note: include section where an index has been designated as a reference benchmark for the purpose of attaining the environmental or social characteristics promoted by the financial product and indicate where the methodology used for the calculation of the designated index can be found