

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD SEEK ADVICE FROM YOUR INDEPENDENT LEGAL, FINANCIAL OR PROFESSIONAL ADVISOR IMMEDIATELY. IF YOU HAVE SOLD OR TRANSFERRED YOUR SHARES IN THE TOWER GLOBAL HIGH YIELD BOND FUND, A SUB-FUND OF DIAMOND CAPITAL FUNDS PLC, PLEASE HAND THIS DOCUMENT AND THE DOCUMENTS ACCOMPANYING IT AT ONCE TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR THE TRANSFEREE AS SOON AS POSSIBLE.

NOTICE TO SHAREHOLDERS OF

TOWER GLOBAL HIGH YIELD BOND FUND

IN RESPECT OF THE

PROPOSED MERGER OF

ANGSANA BOND FUND,

A SUB-FUND OF DIAMOND CAPITAL FUNDS PLC

(THE “MERGING FUND”)

INTO

TOWER GLOBAL HIGH YIELD BOND FUND,

A SUB-FUND OF DIAMOND CAPITAL FUNDS PLC

(THE “RECEIVING FUND”)

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

Administrator:	the administrator of the Merging Fund and the Receiving Fund, being Northern Trust International Fund Administration Services (Ireland) Limited;
Auditor:	the auditor of the Merging Fund and the Receiving Fund, being Mazars;
Central Bank:	the Central Bank of Ireland;
Depository	the depository of the Merging Fund and the Receiving Fund, being Northern Trust Fiduciary Services (Ireland) Limited who is responsible for the safekeeping of assets of the Merging Fund and the Receiving Fund on behalf of investors;
Diamond Capital Funds plc or the Company:	Diamond Capital Funds plc, an open-ended umbrella type investment company with variable capital and limited liability and segregated liability between sub-funds registered with and authorised by the Central Bank pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. No. 352 of 2011) as amended;
Directors:	the directors of Diamond Capital Funds plc;
Effective Date:	15 March, 2024 or such subsequent date as may be agreed between the Depository and Diamond Capital Funds plc and approved by the Central Bank;
Effective Time:	00.01 a.m. (Irish time) on the Effective Date;
EGM:	the extraordinary general meeting (or any adjournment thereof) of the Merging Fund's Shareholders;
Funds:	means the Merging Fund and the Receiving Fund;
Investment Manager(s):	Diamond Capital Management (Switzerland) Ltd. in respect of the Receiving Fund and Diamond Capital Management (Singapore) Pte Ltd. in respect of the Merging Fund;
Irish UCITS Regulations:	the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended;
Manager:	the manager of the Merging Fund and the Receiving Fund, being Waystone Management Company (IE) Limited;
Merger:	the merger of the Merging Fund with the Receiving Fund by way of a scheme of arrangement in accordance with Part 7 of the Irish UCITS Regulations and on the terms set out herein;
Merging Fund:	Angsana Bond Fund;

Merging Fund Documentation:	the Prospectus of Diamond Capital Funds plc, the Supplement of the Merging Fund and the Memorandum & Articles of Association of Diamond Capital Funds plc;
Receiving Fund:	Tower Global High Yield Bond Fund;
Receiving Fund Documentation:	the Prospectus of Diamond Capital Funds plc, the Supplement of the Receiving Fund and the Memorandum & Articles of Association of Diamond Capital Funds plc;
Register:	the register of Shareholders of the Merging Fund or the register of Shareholders of the Receiving Fund as the context requires;
Scheme of Arrangement:	the scheme of arrangement for the Merger as set out herein subject to any modification, addition or condition made pursuant to section 13 of the Terms of Merger;
Scheme Property:	the scheme property (including cash and assets) attributable to the Merging Fund or the Receiving Fund as the context requires;
Shares or New Shares:	a Share Class in the Receiving Fund, proposed to be issued to Shareholders pursuant to the Merger;
Shares or Original Shares:	shares held in respect of the Merging Fund;
Shareholders:	in relation to Original Shares in the Merging Fund, the person(s) entered in the Register as the holder(s) of that or those Original Share(s) as at the relevant record date;
Special Resolution:	the special resolution of Shareholders of the Merging Fund set out in the Notice of the EGM in respect of the Merging Fund to approve the Merger;
Terms of Merger:	the common draft terms of merger in respect of the Merger.

To: The Shareholders of the TOWER GLOBAL HIGH YIELD BOND FUND

Date: 7 February, 2024

Proposed Merger of the Merging Fund into the Receiving Fund

Dear Shareholder,

We are writing to advise you of a proposal to merge the Merging Fund into the Receiving Fund, in which you are an existing shareholder. The Merging Fund and the Receiving Fund are both sub-funds of the same umbrella fund, namely Diamond Capital Funds plc, which is authorised by the Central Bank as an undertaking for collective investment in transferable securities pursuant to the Irish UCITS Regulations.

Details of the procedure by which the Merger of the Merging Fund will be effected and the implications for you as a Shareholder, are set out in this Circular and the Appendices attached hereto.

There is no action required of you in order to implement the proposed Merger.

I. The Proposal

It is proposed that the Merging Fund be merged into the Receiving Fund. Such Merger will result in the Scheme Property of the Merging Fund becoming part of the property of the Receiving Fund in exchange and in full payment for the issue of New Shares to holders of Original Shares.

Details of the Merger in respect of the Merging Fund are set out in **Appendix 1**.

II. Background and Rationale

The Merging Fund was launched in 2014 and had reached an AUM of USD 32 million as of 26 December, 2023. Given the size of the Merging Fund, the board of Diamond Capital Funds plc is of the view that the Merger would be in the interests of the Shareholders as it would broaden the investor base and create a single sub-fund with a larger and a more competitive fund size and more efficient and cost-effective portfolio management.

As of 26 December, 2023, the combined assets of the Merging Fund and the Receiving Fund were USD 70 million. The board of Diamond Capital Funds plc is of the view that the proposed Merger would be in the interests of the Shareholders of the Receiving Fund as it would increase the assets of the Receiving Fund which would in turn increase operational efficiencies of the Receiving Fund and reduce the fixed costs proportionally, thereby reducing the ongoing charges of the Receiving Fund.

Although there are differences in the wording of the investment objective, policy and strategy of the Merging Fund and the Receiving Fund, each Fund's investment strategy is to invest primarily in debt and debt-related securities. The investment portfolios and investment processes of the Merging Fund and the Receiving Fund are similar.

All costs of the Merger (excluding costs associated with the transfer or re-registration of assets as a result of the Merger) will be borne by the Investment Managers and Shareholders in the Receiving Fund will not pay for any costs associated with the Merger.

III. Expected Impact of the Proposed Merger on the Shareholders of the Receiving Fund

The Merger is not expected to have any material impact on the operation and expected outcome of the Receiving Fund and the rights of shareholders of the Receiving Fund will remain unchanged. The investment objective, investment strategy, Investment Manager, portfolio management team, periodic reporting, possible dilution in performance and tax treatment of the Receiving Fund will remain unchanged, however the ongoing charges for the Receiving Fund are expected to decrease as a result of the cost efficiencies created by the Merger.

It is intended that the assets of the Merging Fund will be rebalanced prior to the Merger taking effect.

IV. Conditions applying to the Merger

The Merger is conditional upon the clearance and approval of the Merger by the Central Bank and the approval of the Merger by way of a Special Resolution of the Shareholders of the Merging Fund, which requires that a Special Resolution be passed by a majority consisting of 75% or more of the total number of votes cast at the EGM of the Merging Fund. In the event that the Merger is not approved by Shareholders of the Merging Fund, Shareholders will be advised.

V. Taxation Implications of the Merger

The tax treatment of the Receiving Fund will remain unchanged following the Merger.

A summary of the tax treatment of the Merging Fund and the Receiving Fund is contained in the Prospectus of the Diamond Capital Funds plc.

VI. Right of Redemption

Shareholders of the Receiving Fund have the right to redeem their Shares as usual. However, redemptions in the Receiving Fund shall be suspended for a period of five Business Days from 13 March, 2024 to 20 March, 2024 inclusive and subscriptions in the Receiving Fund shall be suspended for two Business Days immediately preceding the Effective Date and two Business Days immediately post the Effective Date, i.e. 13 March, 14 March, 19 March and 20 March, 2024. Therefore, the last Dealing Day in the Receiving Fund prior to the Effective Date is 12 March, 2024. If Shareholders wish to redeem their Shares prior to the Effective Date of the Merger, they can do so free of charge by forwarding a request for the redemption of their Shares to the Administrator by 12.00 p.m. (Irish time) on the relevant Dealing Day.

VII. Effective Time/Date of the Merger

The Effective Time of the Merger is 00.01 a.m. on 15 March, 2024.

VIII. Documents for Inspection and Additional Information Available

Copies of the following documents relating to Diamond Capital Funds plc (which will be provided to Shareholders free of charge upon request) may be obtained from the office of the Company at George's Court, 54-62 Townsend Street, Dublin 2, Ireland during normal business hours on weekdays (Irish public holidays excepted):

1. the Prospectus of Diamond Capital Funds plc;
2. Supplements of the Merging Fund and the Receiving Fund;
3. the Memorandum & Articles of Association of Diamond Capital Funds plc; and
4. the latest annual report / semi-annual report of Diamond Capital Funds plc.

Following the Merger, you can request from the Company, once available and free of charge, a copy of the report on the Merger by the Auditor relating to the valuation of the assets, the calculation method for the exchange ratio as well as the actual exchange ratio.

IX. Review by the Depositary of the Merger Proposal

The Depositary has confirmed, in accordance with the requirements of Regulation 59 of the Irish UCITS Regulations, that it has verified in respect of both the Merging Fund and the Receiving Fund, the type of merger and the UCITS involved, the Effective Date and the rules applicable, respectively, to the transfer of assets and the exchange of units are in accordance with the Irish UCITS Regulations and the Memorandum & Articles of Association of Diamond Capital Funds plc.

Yours faithfully,



Director

For and on behalf of

DIAMOND CAPITAL FUNDS PLC

APPENDIX 1

MERGER OF THE MERGING FUND

1. MERGER

- 1.1 The Merger falls within sub-section (c) of the definition of “merger” in Part 1, Regulation 3(1) of the Irish UCITS Regulations, being a merger whereby one or more UCITS or sub-funds thereof, (“merging UCITS”), which continue to exist until their liabilities have been discharged, transfer their net assets to another sub-fund of the same UCITS, to a UCITS which they form or to another existing UCITS or sub-fund thereof (a “receiving UCITS”).
- 1.2 Upon approval of the Merger, as and from the Effective Time and subject to the terms hereof, the Scheme Property of the Merging Fund (less the retention provided for in paragraph 1.4) will become part of the property of the Receiving Fund in exchange and in full payment for the issue of New Shares to the holders of Original Shares.
- 1.3 The Depositary in its capacity as Depositary of the Merging Fund shall transfer to the Depositary in its capacity as Depositary of the Receiving Fund, the Scheme Property of the Merging Fund (less the retention provided for in paragraph 1.4) and the Depositary shall (subject to the Terms of Merger) hold the Scheme Property transferred to it as an accretion to the Scheme Property of the Receiving Fund subject to the Memorandum & Articles of Association of Diamond Capital Funds plc. In relation to assets so held, with effect from the Effective Time, the provisions set out in the Merging Fund Documentation shall cease to have any effect save as required for the purposes of the Merger.
- 1.4 The Depositary shall retain such amount of cash (and if necessary other assets), together with any income arising therefrom as shall, in the opinion of the Directors, be sufficient for the purpose of discharging any outstanding, unsatisfied or contingent liabilities of the Merging Fund until the date on which the termination of the Merging Fund is completed pursuant to paragraph 8. For the purpose of the Merger, outstanding or unsatisfied liabilities of the Merging Fund shall exclude any costs and expenses in connection with the implementation of the Merger but shall include the accrued or anticipated costs, charges, expenses, taxation, liabilities and fees authorised by the Merging Fund Documentation to be paid out of the Scheme Property of the Merging Fund (including, inter alia, the Manager’s fees and the Depositary’s remuneration if any) as accrued to the Effective Time. After the discharge of all liabilities of the Merging Fund, the Depositary shall transfer to the account of the Receiving Fund held by the Depositary, the balance then remaining, if any, as an accretion to the then Scheme Property of the Receiving Fund subject to the Irish UCITS Regulations but such accretion, if any, shall not take place until the date on which the termination of the Merging Fund has been completed and shall not increase the number of New Shares to be issued.
- 1.5 Redemption requests for Original Shares shall be accepted up to 5.00 p.m. (Irish time) on 8 March, 2024. If the Special Resolution is passed at the EGM of the Merging Fund, subscription requests for Original Shares will no longer be accepted as of the date of the passing of the Special Resolution i.e. 8 March, 2024. Redemptions in the Receiving Fund shall be suspended for a period of five Business Days from 13 March, 2024 to 20 March, 2024 inclusive and subscriptions in the Receiving Fund shall be suspended for two Business Days immediately preceding the Effective Date and two Business Days immediately post the Effective Date, i.e. 13 March, 14 March, 19 March and 20 March, 2024 Therefore, dealings in the New Shares in the Receiving Fund shall commence on 21 March, 2024 provided that subscription/redemption requests have been received by the Administrator on or prior to 12.00 p.m. (Irish time) on that Dealing Day.

2. CANCELLATION OF ORIGINAL SHARES

2.1 Immediately after the issue of New Shares pursuant to the Merger, every Original Share in the Merging Fund shall be deemed to have been cancelled and shall cease to be of value, and no further Shares in the Merging Fund will be issued.

3. CALCULATION OF EXCHANGE RATIO AND VALUATION OF ASSETS

3.1 The total number of New Shares to be created and issued by the Receiving Fund pursuant to the Merger to each Shareholder of the Merging Fund as at the Effective Date (in exchange for a single Original Share of the Merging Fund), known as the exchange ratio, shall be calculated by dividing the value of an Original Share in the Merging Fund, which shall be calculated as of the Valuation Point in respect of the Effective Date in accordance with the valuation methodology set out in the Merging Fund Documentation by the net asset value per share of the New Shares to be issued in the Receiving Fund calculated as of the Valuation Point in respect of Effective Date. Each Shareholder will receive Shares in the Receiving Fund equal in value to the Shares held by each Shareholder in the Merging Fund as at the Effective Date.

3.2 For the purpose of the Merger:

- (a) the price of Original Shares in the Merging Fund shall, subject to paragraph 3.3(i), be the price ascertained by the Administrator in accordance with the valuation provisions set down in the Merging Fund Documentation, excluding dealing costs; and
- (b) the price of New Shares in the Receiving Fund shall, subject to paragraph 3.3(ii), be the price ascertained by the Administrator in accordance with the valuation provisions set down in the Receiving Fund Documentation, excluding dealing costs.

3.3 For the purposes of determining the prices in terms of paragraph 3.2:

- (i) the value of the Scheme Property of the Merging Fund shall be ascertained in accordance with the valuation provisions set down in the Merging Fund Documentation as of the Valuation Point in respect of the Effective Date. In computing such values, in the case of the Scheme Property of the Merging Fund, there shall be deducted therefrom the costs and expenses identified as outstanding or unsatisfied liabilities of the Merging Fund pursuant to paragraph 1.4;
- (ii) the value of the Scheme Property of the Receiving Fund shall be ascertained in accordance with the valuation provisions set down in the Receiving Fund Documentation as of the Valuation Point in respect of the Effective Date.

3.4 The transfer of the Scheme Property of the Merging Fund, less the retention provided for in paragraph 1.4, to the Receiving Fund will be in exchange for the New Shares issued to the Shareholders of the Merging Fund pursuant to the Merger who will be treated as exchanging their Original Shares for New Shares in the Receiving Fund.

3.5 The Company shall not, in respect of the New Shares to be issued under the Merger, be entitled to make any preliminary or initial charge. Neither shall the Company levy any redemption charge on cancellation of Original Shares in the Merging Fund under the Merger or on redemption of Original Shares by Shareholders prior to the Effective Date.

3.6 The Auditors of the Merging Fund will validate the following as at the Effective Date:

- (a) The criteria adopted for the valuation of the assets as of the Effective Date; and
- (b) The calculation method of the exchange ratio referred to in Section 3.1 hereof as well as the actual exchange ratio determined as of the Effective Date.

4 ISSUE OF SHARES

- 4.1 As at the Effective Time, the Administrator shall allot and issue New Shares to the Merging Fund's Shareholders to the same value as the Original Shares held in the Merging Fund (calculated as of the Valuation Point in respect of the Effective Date) using the exchange ratio calculation as outlined herein.

5 COSTS AND ADJUSTMENTS

- 5.1 The costs and expenses identified as outstanding or unsatisfied liabilities of the Merging Fund pursuant to paragraph 1.4 shall be borne out of the Scheme Property of the Merging Fund. The costs and expenses of the Merger (excluding costs associated with the transfer or re-registration of assets as a result of the Merger) and its implementation shall be borne by the Investment Managers.
- 5.2 If the liabilities of the Merging Fund exceed the total amount retained by the Company in accordance with the Merger, then to the extent of such excess, the Investment Managers shall discharge such liabilities or (if the Depositary is liable to meet such liabilities) shall put the Depositary in funds to discharge such excess of liabilities and shall indemnify the Depositary in respect thereof.
- 5.3 If the liabilities of the Merging Fund are lower than the total amount retained by the Company in accordance with the Merger and there is a surplus remaining with the Merging Fund on the completion of the termination of the Merging Fund, such surplus, together with any income arising therefrom, shall be transferred to the Receiving Fund. No further issue of New Shares shall be made as a result. The Company shall cease to hold such amount on behalf of the Merging Fund and shall make such transfers and redesignations as may be directed or instructed by the Depositary.

6 PAYMENTS OUT OF THE SCHEME PROPERTY OF THE MERGING FUND

- 6.1 Without prejudice to the terms of paragraph 5.4, the Company shall pay out of the Scheme Property of the Merging Fund or otherwise meet from the amounts retained by it in accordance with paragraph 1.4:
- (a) the Investment Manager fees (management and performance), Manager fee, Depositary fee and any other service provider fees as approved by the Directors and the Manager, if any, in respect of the Merging Fund accrued to the Effective Date; and
 - (b) all other undischarged liabilities of the Merging Fund whether arising before or after the Effective Date, including all the accrued costs, charges, expenses, taxation, liabilities and fees of the Merging Fund authorised to be paid either out of the Scheme Property of the Merging Fund on or before the Effective Date and/or subsequently out of the amounts to be retained by the Company pursuant to the Merger.

7 STATEMENTS

- 7.1 The Administrator shall despatch to those persons who were Shareholders of the Merging Fund as at the Effective Date statements indicating the number of New Shares to which they are entitled under the Merger and which at the date of despatch of such statements have not been redeemed. Such statements shall be sent, not later than 5 Business Days after the Effective Date, by ordinary prepaid post or electronically as per the Shareholders' request, at the risk of the persons entitled to them and shall be sent to them at their respective addresses as shown in the Register of Shareholders in the Merging Fund as at the Effective Date.
- 7.2 No certificates will be issued in respect of the New Shares.
- 7.3 The Depositary and the Administrator shall each be entitled to assume that all information contained in the Register of the Merging Fund at the Effective Date is correct and to utilise the

same in calculating the number of New Shares to be issued and registered pursuant to the Merger and shall each be entitled to act and rely upon any certificate, opinion, evidence or information furnished by its respective professional advisers in connection with the Merger and shall not be liable or responsible for any loss suffered as a result thereof.

8 TERMINATION OF THE MERGING FUND

8.1 If the Merger is approved, the Directors will following the Effective Date and subject to the discharge of all liabilities of the Merging Fund proceed to terminate the Merging Fund in accordance with the Terms of Merger, the Memorandum & Articles of Association of Diamond Capital Funds plc and the Irish UCITS Regulations and will apply to the Central Bank for revocation of approval of the Merging Fund.

9 ALTERATION(S) TO THE MERGER

9.1 The Directors or the Depositary shall, at any time on or before the Effective Date, be authorised in accordance with the requirements of the Central Bank to make such modifications, additions or conditions to the Terms of Merger as may be approved by them and the Depositary, provided always that the Directors and the Depositary shall have agreed in writing that such modifications, additions or conditions do not involve any current or potential Shareholders in the Merging Fund or potential shareholders in the Receiving Fund in any material prejudice.

9.2 There may be circumstances beyond the control of the Directors or the Depositary which mean that it is not possible or practicable to effect the Merger. In these circumstances the Directors and the Depositary will continue to operate the Merging Fund until such time as it is practicable to effect the consolidation which will be done on the Terms of Merger with such consequential adjustments to the timetable as the Directors and the Depositary consider appropriate.

10. VERIFICATION

10.1 The Depositary shall verify in writing to the Central Bank in respect of both the Merging Fund and the Receiving Fund (i) the type of merger and the UCITS involved (ii) the Effective Date and (iii) the rules applicable, respectively, to the transfer of assets and the exchange of units are in accordance with the Irish UCITS Regulations and the Memorandum & Articles of Association of Diamond Capital Funds plc (as applicable).

11. PLANNED EFFECTIVE DATE OF THE MERGER

11.1 Subject to the approval of the Central Bank, the planned Effective Date of the Merger is 15 March, 2024. Any change to the Effective Date, which must be cleared in advance by the Central Bank, will be notified in writing to Shareholders.

12. PROPER LAW

12.1 The Scheme of Arrangement and any non-contractual obligations arising out of or in connection with the Scheme of Arrangement shall in all respects be governed by and construed in accordance with the laws of Ireland.

Information for investors in Switzerland

The Prospectus, the key information documents, the articles of association as well as the annual and semi-annual reports of the Company can be obtained on request and free of charge from the representative in Switzerland.

Representative in Switzerland:

Waystone Fund Services (Switzerland) SA, Avenue Villamont 17, 1005 Lausanne

Paying agent in Switzerland:

Helvetische Bank AG, Seefeldstrasse 215, CH-8008 Zurich