ABSL UMBRELLA UCITS FUND PLC

AN UMBRELLA FUND WITH SEGREGATED LIABILITY

BETWEEN SUB-FUNDS

An open-ended investment company with variable capital authorised by the Central Bank as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended

ADDENDUM TO THE PROSPECTUS

19 January 2023

This addendum (the "Addendum") is supplemental to and forms part of the prospectus in respect of ABSL Umbrella UCITS Fund PLC ("the Company") dated 25 July 2019 as amended by addenda dated 27 January 2020 and 1 November 2021 (the "Prospectus"). The Company is an umbrella fund with segregated liability between sub-funds authorised as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended, established as an open-ended investment company with variable capital by the Central Bank of Ireland.

The information contained in this Addendum should be read in the context of, and together with, the information contained in the Prospectus.

Words and expressions defined in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Addendum.

The Directors of the Company, whose names appear under the section of the Prospectus entitled *"Management and Administration"*, accept responsibility for the information contained in the Prospectus and this Addendum. 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 Addendum is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

With effect from 1 February 2023, the following amendments shall be made to the Prospectus:

1. That the following two sub-sections entitled *"Anti-Dilution Levy"* (included in the section entitled *"VALUATIONS, SUBSCRIPTIONS AND REDEMPTIONS"*) be deleted in their entirety:-

   "**Anti-dilution Levy**

   During any period of net subscriptions, a charge may be added to the purchase price per Share and deducted directly from the subscription proceeds, to cover the dealing cost involved in purchasing investments in the underlying investments of the relevant Fund as set out in the applicable Supplement. The charge is intended to protect existing and continuing Shareholders against the dilution of the value of their investment on account of these charges and to preserve the value of the underlying assets of the relevant Fund."

"Anti-dilution Levy

During any period of net redemptions, the redemption price per Share may be reduced, at the discretion of the Directors, by a charge in respect of each Fund to cover the dealing costs involved in redeeming investments in the underlying investments of the relevant Fund as set out in the applicable Supplement. The charge is intended to protect existing and continuing Shareholders against the dilution of the value of their investment on account of these charges and to preserve the value of the underlying assets of the relevant Fund."

2. That the following additional section be inserted in the section of the Prospectus entitled *"VALUATIONS, SUBSCRIPTIONS AND REDEMPTIONS"*:-

"Dilution Adjustment

Unless otherwise stated in the applicable Supplement, each Fund will apply a swing-pricing mechanism to counter the dilution of the Fund's assets and protect Shareholders from the impact of transaction costs arising from subscription and redemption activity.

Trading activity incurs costs that can dilute the value of existing Shareholders' investments in a single-priced Fund. If the Investment Manager is required to transact in the market as a result of subscriptions or redemptions in a Fund, the costs associated with this activity (including transaction costs, spreads, taxes etc.) are charged to the Fund. In certain circumstances, this may cause performance to be diluted for all Shareholders invested in that Fund.

In order to mitigate this effect, or "dilution", the Directors have the power to apply a dilution adjustment ("**Dilution Adjustment**"). A Dilution Adjustment is an adjustment to the Net Asset Value per Share. The Dilution Adjustment for a Fund will be calculated by reference to the estimated costs of dealing in the underlying investments of the Fund, including, *inter alia,* broker commissions, spreads, taxes and foreign exchange costs.

In the event that net subscriptions on any Subscription Date lead to a net inflow of assets in a Fund (a "**Net Subscription Position**"), a Dilution Adjustment may be added to the Net Asset Value per Share to cover the estimated dealing costs involved in rebalancing the Fund's portfolio in respect of the net issue of Shares on that Subscription Date.

In the event that net redemptions on any Redemption Date lead to a net outflow of assets (a "**Net Redemption Position**"), a Dilution Adjustment may be deducted from the Net Asset Value per Share to cover the estimated dealing costs involved in rebalancing the Fund's portfolio in respect of the net redemption of Shares on that Redemption Date.

The Investment Manager, with the approval of the Directors and the Manager, shall be responsible for determining the appropriate thresholds and rate at which a Dilution Adjustment will be applied. The Dilution Adjustment will involve adding to, when the Fund is in a Net Subscription Position, and deducting from, when the Fund is in a Net Redemption Position, the Net Asset Value per Share such figure as the Investment Manager considers an appropriate figure not exceeding 2% of the Net Asset Value per Share in order to cover the estimated dealing costs. The Directors and the Manager may from time to time agree on and determine the maximum Dilution Adjustment which needs to be applied in respect of a Fund.

The resultant adjusted Net Asset Value per Share will be the price at which all subscriptions and redemptions occurring on the relevant date will be made. The decision to swing is based on the overall net inflows to or net outflows from the relevant Fund across all Shareholders, not per Shareholder or per Share Class. The Net Asset Value per Share will be adjusted for all Share Classes of the relevant Fund, not just for those Share Classes experiencing net inflows or net outflows on a given day.

The need to apply a Dilution Adjustment will depend on the volume of subscriptions (where they are issued) or redemptions (where they are cancelled) of Shares. A Dilution Adjustment on the subscription and redemption of such Shares will be applied if, in the opinion of the Investment Manager, the existing Shareholders (for subscriptions) or remaining Shareholders (for redemptions) might otherwise be adversely affected, and if applying a Dilution Adjustment, so far as practicable, is fair to existing Shareholders and new investors. In particular, the Dilution Adjustment may be applied in circumstances where:

- over a dealing period a Fund has experienced a large level (as determined by the Investment Manager) of net subscriptions or redemptions relative to its size;
- a Fund is in continual decline (i.e., is experiencing a net outflow of redemptions); and
- in any other case where the Investment Manager is of the opinion that the interests of the Shareholders require the imposition of a Dilution Adjustment.

On any occasion when a Dilution Adjustment is not applied there may be an adverse impact on the total assets of the relevant Fund. It should be noted that as dilution is directly related to the volume of subscriptions or redemptions to or from a Fund, it is not possible to predict accurately whether or not dilution will occur at any particular future point in time, and how frequently the Investment Manager will need to apply such a Dilution Adjustment.

The application of any such Dilution Adjustment shall be in compliance with the requirements of the Central Bank."

19 January 2023