

**Investlinx ICAV**

**Supplement dated 16 May 2024**

**for**

**Investlinx Capital Appreciation UCITS ETF**

This Supplement contains specific information in relation to the **Investlinx Capital Appreciation UCITS ETF** (the **Sub-Fund**), a sub-fund of Investlinx ICAV (the **ICAV**), an Irish collective asset-management vehicle umbrella fund with segregated liability between sub-funds which is registered in Ireland by the Central Bank of Ireland (the **Central Bank**) and authorised under the UCITS Regulations.

**This Supplement forms part of the Prospectus of the ICAV dated 16 May 2024 (the Prospectus) and should be read in the context of and together with the Prospectus. Save as disclosed in this Supplement, there has been no significant change and no significant new matter has arisen since publication of the Prospectus.**

The Directors of the ICAV whose names appear in the section entitled **Directors of the ICAV** in the Prospectus accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

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

**Shares purchased on the secondary market cannot usually be sold directly back to the Sub-Fund. Investors must buy and sell Shares on a secondary market with the assistance of an intermediary (e.g. a stockbroker) and may incur fees for doing so. In addition, investors may pay more than the current Net Asset Value when buying Shares and may receive less than the current Net Asset Value per Share when selling them. The value of Shares may go down as well as up and investors may not get back any of the amount invested.**

Prospective investors should review this Supplement and the Prospectus carefully in their entirety and consider the **Risk Factors** set out in the Prospectus and in this Supplement before investing in this Sub-Fund.

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## 1 **IMPORTANT INFORMATION**

### 1.1 **Profile of a typical investor**

Investment in the Sub-Fund is suitable for investors seeking capital growth over the long term.

The Sub-Fund is available to a wide range of investors seeking access to a portfolio managed in accordance with the investment objective and policy set out below. An investment should only be made by those persons who are able to sustain a loss on their investment. Typical investors in the Sub-Fund are expected to be investors who want to take exposure to the markets covered by the Sub-Fund's investment policy and are prepared to accept the risks associated with an investment of this type, including the volatility of such markets.

### 1.2 **General**

This Supplement sets out information in relation to the Shares and the Sub-Fund. You must also refer to the Prospectus which is separate to this document and describes the ICAV and provides general information about offers of shares in the ICAV. You should not take any action in respect of the Shares unless you have received a copy of the Prospectus. Should there be any inconsistency between the contents of the Prospectus and this Supplement, the contents of this Supplement will, to the extent of any such inconsistency, prevail. This Supplement and the Prospectus should both be carefully read in their entirety before any investment decision with respect to Shares is made.

An application has been made to Borsa Italiana for the Shares in the ETF Classes (as defined below) of the Sub-Fund issued and available for issue, to be admitted to listing on the Official List and trading on the regulated market of Borsa Italiana. It is expected that admission will become effective on or about the date of this Supplement. This Supplement together with the Prospectus dated 14 December 2022 includes all information required to be disclosed by Borsa Italiana listing requirements and comprise listing particulars for the purpose of listing of such Shares in the ETF Classes on Borsa Italiana.

Neither the admission of Shares in the ETF Classes of the Sub-Fund to listing on the Official List and to trading on the regulated market of Borsa Italiana nor the approval of the listing particulars pursuant to the listing requirements of Borsa Italiana shall constitute a warranty or representation by Borsa Italiana as to the competence of service providers to or any other party connected with the Sub-Fund, the adequacy of information contained in the listing particulars or the suitability of the Sub-Fund for investment purposes.

As of the date of this Supplement, the ICAV does not have any loan capital (including term loans) outstanding or created but unissued and no outstanding mortgages, charges or other borrowings or indebtedness in the nature of borrowings, including bank overdrafts and liabilities under acceptances or acceptance credits, hire purchase or finance lease commitments, guarantees or other contingent liabilities.

### 1.3 **Suitability of Investment**

You should inform yourself as to (a) the possible tax consequences, (b) the legal and regulatory requirements, (c) any foreign exchange restrictions or exchange control requirements and (d) any other requisite governmental or other consents or formalities which you might encounter under the laws of the country of your citizenship, residence or domicile and which might be relevant to your purchase, holding or disposal of the Shares.

The Shares are not principal protected. See the section entitled Risk Factors of the Prospectus and the section entitled **Risk Factors** of this Supplement for a discussion of certain risks that should be considered by investors.

An investment in the Shares is only suitable for you if you (either alone or with the help of an appropriate financial or other advisor) are able to assess the merits and risks of such an investment and have sufficient resources to be able to bear any losses that may result from such an investment. The contents of this

document are not intended to contain and should not be regarded as containing advice relating to legal, taxation, investment or any other matters.

#### 1.4 **Distribution of this Supplement and Selling Restrictions**

Distribution of this Supplement is not authorised unless accompanied by a copy of the Prospectus and is not authorised in any jurisdiction after publication of the audited annual report of the ICAV unless a copy of the then latest annual report and, if distributed after the semi-annual report has been produced, a copy of the then latest published semi-annual report and unaudited accounts is made available in conjunction with the Prospectus and this Supplement. The distribution of this Supplement and the offering or purchase of the Shares may be restricted in certain jurisdictions. If you receive a copy of this Supplement and/or the Prospectus you may not treat such document(s) as constituting an offer, invitation or solicitation to you to subscribe for any Shares unless, in the relevant jurisdiction, such an offer, invitation or solicitation could lawfully be made to you without compliance with any registration or other legal requirement other than those with which the ICAV has already complied. If you wish to apply for the opportunity to purchase any Shares it is your duty to inform yourself of, and to observe, all applicable laws and regulations of any relevant jurisdiction. In particular, you should inform yourself as to the legal requirements of so applying, and any applicable exchange control regulations and taxes in the countries of your respective citizenship, residence or domicile.

## 2 **INVESTMENT OBJECTIVE AND POLICIES**

### 2.1 **Investment objective**

The investment objective of the Sub-Fund is to seek long-term growth of capital.

### 2.2 **Investment policy**

The Sub-Fund is an actively-managed exchange-traded fund (**ETF**) that seeks to achieve its investment objective by investing primarily in a global portfolio of equity and or equity related securities. The Sub-Fund will primarily be exposed to developed markets globally. The Sub-Fund's exposure to emerging markets will not exceed 20% of its Net Asset Value.

The Sub-Fund will not invest in any securities issued by entities domiciled in or having substantial exposure to countries on which sanctions have been imposed by the EU and/or the U.S.

Permitted investments of the Sub-Fund will be listed and/or traded on stock exchanges and regulated markets as set out in Appendix I of the Prospectus (except for such other permitted investments of the Sub-Fund pursuant to the UCITS Regulations, e.g. unlisted securities). The specific asset classes the Sub-Fund shall invest in are detailed below.

The Sub-Fund does not have any specific sector or industry focus.

### 2.3 **Asset Classes**

The Sub-Fund's investments in equity securities include common stock, preference shares and depositary receipts (American Depositary Receipts, European Depositary Receipts and Global Depositary Receipts).

The Sub-Fund may invest in collective investment schemes, including exchange traded funds (**ETFs**) (which qualify as collective investment schemes under the Regulations), which are regulated as UCITS and which are eligible for investment by the Sub-Fund in accordance with the Central Bank's guidance on "UCITS acceptable investment in other investment Funds" subject to the restriction set out in this Supplement that limits the Sub-Fund's overall investment in collective investment schemes to 10% of the Sub-Fund's Net Asset Value.

The Sub-Fund may also, for ancillary liquidity purposes, hold and invest in cash, bank deposits, money market funds, listed or traded short term paper including treasury bills (issued or guaranteed by any government which are rated and may offer fixed or variable interest rates) and bonds and other debt securities issued by governments and supranational institutions which are investment grade or if unrated, are deemed by the Manager to be equivalent to investment grade, and may offer fixed or floating interest rates. Notwithstanding the foregoing, the Sub-Fund reserves the right to invest without limitation in short-term debt instruments or to hold a substantial amount of uninvested cash for temporary, defensive purposes, during, for example, periods of extreme market stress.

The Sub-Fund will not make use of financial derivative instruments. The Supplement will be updated accordingly and a risk management process will be submitted to the Central Bank in accordance with the Central Bank UCITS Regulations prior to the Sub-Fund engaging in transactions which include financial derivative instruments.

## 2.4 Investment Strategy

The Manager seeks to achieve the Sub-Fund's investment objective through an investment process that combines a quantitative and qualitative approach.

The selection process for the equity securities in which the Sub-Fund will invest aims to identify companies that have a sustainable competitive advantage and are valued at discount compared to their intrinsic value.

The presence of a competitive advantage is identified through a quantitative analysis, the objective of which is to select companies that present operating margins above the industry average, high returns on capital, good cash generation and a healthy balance sheet.

Qualitatively, the analysis aims to identify characteristics that are expected to allow companies to sustain their competitive advantage and profitability into the future. Example of such characteristics are:

- high market share;
- ability to provide a product or service at lower costs than its competitors;
- large and/or growing recurring revenues;
- exposure to structural growth opportunities;
- high brand recognition;
- intellectual Property, such as ownership of patents;
- a strong record of capital allocation, including mergers, acquisitions and investments in organic growth initiatives with high returns on capital; and
- excellent management teams and good corporate governance.

These characteristics are considered as indicators of the presence of a sustainable competitive advantage but not as binding criteria in the selection of the investments.

The assessment also includes an economic valuation of the target companies in order to quantify the intrinsic value of the equity securities and the potential upside of the investment.

The research process for the Sub-Fund's asset classes is carried out by the Manager's investment team through the analysis of different sources of information such as financial statements, public reports, research reports provided by investment banks or brokers, interviews with management teams, competitors and research analysts and financial information provided by data providers.

The construction of the Sub-Fund's portfolio is carried out with the objective of maximising the expected return-risk ratio of the Sub-Fund through a mix of securities diversified by sectors and geographies. The Sub-Fund's portfolio will generally include the securities of approximately 30 to 70 issuers that may range from small to large-capitalization companies.

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

The Sub-Fund gives consideration to sustainability risks as part of the investment decision-making process, but for the purposes of SFDR the Sub-Fund is not deemed (i) a fund that promotes environmental or social characteristics; (ii) a fund that has sustainable investment as its objective; or (iii) a fund with reduction in carbon emissions as its objective. As such, the Sub-Fund has been classified as an Article 6 Fund under SFDR. Article 6 of the SFDR requires the disclosure of the manner in which sustainability risks are integrated into the investment decisions of the Manager with respect to the Sub-Fund and the results of the assessment of the likely impacts of sustainability risks on the returns of the Sub-Fund.

A **sustainability risk** in the context of the Sub-Fund is an environmental, social or governance (**ESG**) event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investment.

The Manager considers a broad range of sustainability risks. These may include (i) environmental risks consisting of climate change and greenhouse gas emissions, unsustainable resource depletion including water, environmental damage, land contamination, pollution, waste, biodiversity loss and deforestation (ii) social risks including human rights and workers' rights, including modern anti-slavery and child labour health and safety, employee relations and diversity, local communities, including indigenous communities and conflict and humanitarian crises and (iii) governance risks including board and management experience, diversity and structure, executive remuneration policies, anti-bribery and corruption and shareholder rights and engagement.

The Manager has assessed the likely impacts of sustainability risks on the returns of the Sub-Fund, and considers it likely that sustainability risks will not have a material impact on the returns of the Sub-Fund, given the Manager's investment approach. To the extent that the Manager is incorrect in this evaluation however, sustainability risks could negatively impact the returns of the Sub-Fund.

The Manager has elected for the time being not to consider the principal adverse impacts of investment decisions taken on behalf of the Sub-Fund on sustainability factors in the manner contemplated by Article 4(1)(a) of the SFDR as the regulatory technical standards supplementing SFDR which will set out the content, methodology and information required to be included in the principal adverse impacts statement have not yet come into effect.

## 2.6 **Disclosure under Regulation EU 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending the SFDR (the Taxonomy Regulation)**

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

## 3 **PORTFOLIO TRANSPARENCY**

Information about the Sub-Fund's daily portfolio holdings is available at [www.investlinx-etf.com](http://www.investlinx-etf.com). The Sub-Fund will disclose on [www.investlinx-etf.com](http://www.investlinx-etf.com) at the start of each Business Day the identities and quantities of the securities and other assets held by it. The portfolio holdings will be based on information as of the close of business on the prior Business Day and/or trades that have been completed prior to the opening of business on that Business Day and that are expected to settle on that Business Day.

## 4 **INVESTMENT RESTRICTIONS**

The general investment restrictions as set out in the Prospectus shall apply.

The Sub-Fund may not invest more than 10% of its Net Asset Value in open-ended collective investment schemes.

The Directors may from time to time impose such further investment restrictions as shall be compatible with or in the interests of Shareholders.

## 5 **BORROWING**

The Sub-Fund may borrow an amount up to 10% of its Net Asset Value at any time and the Depositary may charge the assets of the Sub-Fund as security for any such borrowing, provided that such borrowing is only for temporary purposes.

The Sub-Fund may acquire currency by means of a back-to-back loan agreement. Foreign currency obtained in this manner is not classified as borrowing for the purposes of the UCITS Regulations provided that the offsetting deposit is denominated in the Base Currency of the Sub-Fund and equals or exceeds the value of the foreign currency loan outstanding.

## 6 **RISK FACTORS**

The value of the Sub-Fund's portfolio securities may fluctuate with changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular security or issuer and changes in general economic or political conditions. An investor in the Sub-Fund could lose money over short or long periods of time.

There can be no guarantee that a liquid market for the securities held by the Sub-Fund will be maintained. The existence of a liquid trading market for certain securities may depend on whether dealers will make a market in such securities. There can be no assurance that a market will be made or maintained or that any such market will be or remain liquid. The price at which securities may be sold and the value of Shares will be adversely affected if trading markets for the Sub-Fund's portfolio securities are limited or absent, or if bid/ask spreads are wide.

While the general risk factors set out in the section entitled **Risk Factors** in the Prospectus apply to the Sub-Fund, the following risk factors described in the Prospectus under the headings **ETF Class and Non-ETF Class Risk, Concentration Risk, Portfolio Currency Risk** and **Share Class Currency Risk** are particularly relevant for the Sub-Fund.

7 KEY INFORMATION FOR SHARE DEALING

|  | ETF Classes   | Non-ETF Classes   |
|--|---|---|
| <b>Base Currency</b>                     | Euro  |   |
| <b>Minimum Fund Size</b>                 | The minimum size of the Sub-Fund will be €10 million or foreign currency equivalent thereof or such other amount as may be determined by the Directors at their discretion. When the size of the Sub-Fund is below €10 million or foreign currency equivalent, the Directors of the ICAV may compulsorily redeem all of the Shares of the Sub-Fund in accordance with the <b>Mandatory Redemptions</b> section of the Prospectus. |   |
| <b>Minimum Initial Investment Amount</b> | N/A   | €100,000  |
| <b>Business Day</b>                      | means a day on which banks are open for business in Dublin (or such other day(s) as the Directors may from time to time determine and notify in advance to Shareholders).   |   |
| <b>Creation Unit</b>                     | 100,000 Shares or such other amount as may be determined by the Directors at their discretion.  | N/A   |
| <b>Dealing Day</b>                       | In general, each Business Day will be a Dealing Day. The Dealing Days for the Sub-Fund are available from the Administrator and can be found at <a href="http://www.investlinx-etf.com">www.investlinx-etf.com</a> .  |   |
| <b>Dealing Deadline</b>                  | 4.30pm (Irish time) on the Business Day prior to the relevant Dealing Day.  |   |
| <b>Initial Offer Period</b>              | <p>The Initial Offer Period for the ETF Class A Shares has now closed.</p> <p>ETF Class A Shares will be offered at a price that is consistent with the Net Asset Value per Share.</p>  | <p>The Initial Offer Period for the Non-ETF Class A Shares commenced at 9.00 am (Irish time) on 15 December 2022 and will close on the earlier of the receipt of an initial subscription and 5.00pm (Irish time) on 15 November 2024 as may be shortened or extended by the Directors in accordance with the requirements of the Central Bank.</p> <p>Non-ETF Class A Shares will be initially offered at a price of €10.00 per Share (or its foreign currency equivalent).</p> |
| <b>Settlement Date for Subscriptions</b> | <p>In respect of cash subscriptions, within two Business Days following the relevant Dealing Day.</p> <p>In respect of in-kind subscriptions, within two Business Days following the relevant Dealing Day or within such other period as the Directors may determine (not exceeding 10 Business Days following the relevant Dealing Deadline).</p>  | <p>In respect of cash subscriptions, within two Business Days following the relevant Dealing Day.</p> <p>In respect of in-kind subscriptions, within two Business Days following the relevant Dealing Day or within such other period as the Directors may determine (not exceeding 10 Business Days following the relevant Dealing Deadline).</p>  |
| <b>Redemptions</b>                       | Creation Units may be redeemed on a Dealing Day at a price based on the Net Asset Value per Share multiplied by the number of Shares in a Creation Unit. A redeeming Shareholder will have deducted from redemption proceeds an appropriate amount of Duties and Charges  | Shares in Non-ETF Classes may be redeemed on a Dealing Day at a price based on the Net Asset Value per Share. A redeeming Shareholder will have deducted from redemption proceeds an appropriate  |



|  | ETF Classes   | Non-ETF Classes  |
|--|---|--|
| <b>Settlement Date for Redemptions</b> | (including any Anti-Dilution Levy), if applicable.<br>Redemption proceeds will be typically transferred within 3 Business Days of the relevant Dealing Day and, in any event, within such other period as the Directors may determine (not exceeding 10 Business Days following the relevant Dealing Deadline), provided that all required documentation has been furnished to the Administrator and the relevant Shareholder has delivered, in the relevant Securities Settlement System, the Shares to be redeemed. | amount of Duties and Charges (including any Anti-Dilution Levy), if applicable.<br><br>Redemption proceeds will be typically transferred within 3 Business Days of the relevant Dealing Day and, in any event, within such other period as the Directors may determine (not exceeding 10 Business Days following the relevant Dealing Deadline), provided that all required documentation has been furnished to the Administrator. |
| <b>Publication Time</b>                | 8am (Irish time) on the relevant Dealing Day.   |  |
| <b>Valuation Point</b>                 | 4pm (eastern standard time) on the relevant Dealing Day.  |  |
| <b>Website</b>                         | <a href="http://www.investlinx-etf.com">www.investlinx-etf.com</a>  |  |

## 8 DESCRIPTION OF AVAILABLE SHARES

### 8.1 ETF Classes and Non-ETF Classes

The Sub-Fund may comprise both listed Classes (being **ETF Classes**) and unlisted Classes (being **Non-ETF Classes**) in accordance with the requirements of the Central Bank. ETF Classes will be identified as such by the denominator "ETF". Classes without the "ETF" denominator are Non-ETF Classes.

| Share Class Type    | ETF Classes  | Non-ETF Classes |
|---------------------|--------------|-----------------|
| Share Class Name    | ETF Class A  | Non-ETF Class A |
| ISIN                | IE0006GUEKQ7 | IE0003EYZ7A8    |
| Initial Issue Price | N/A          | €10.00          |
| Dividend Policy     | Accumulating | Accumulating    |

## 9 CHARGES AND EXPENSES

This section entitled **Charges and Expenses** should be read in conjunction with the sections entitled **General Charges and Expenses** and **Management Charges and Expenses** in the Prospectus.

The Sub-Fund will not charge a performance fee, a Preliminary Charge, an Exchange Charge or a Redemption Charge.

The following fees and expenses will be incurred by the ICAV on behalf of the Sub-Fund and will affect the Net Asset Value of the relevant Class of Share of the Sub-Fund:

| Share Class                       | ETF Class             | Non-ETF Class         |
|-----------------------------------|-----------------------|-----------------------|
| <b>Total Expense Ratio or TER</b> | Up to 0.85% per annum | Up to 0.85% per annum |

The Total Expense Ratio or TER, a percentage of the Net Asset Value of the relevant Class of Shares (plus VAT, if any), is payable by the ICAV out of the Sub-Fund Assets to the Manager. The TER will accrue on

each day and will be calculated on each Dealing Day and paid monthly in arrears. The TER will cover all of the ordinary fees, operating costs and expenses payable by the Sub-Fund including fees and expenses paid to the Manager, all ordinary costs and expenses connected with the management and operating activities of the Sub-Fund, including investment management and advisory fees, Director's fees, registration, transfer agency, administration and custody fees, registrar fees, regulators and auditors and certain legal expenses of the ICAV.

The TER does not include extraordinary/other costs and expenses (including but not limited to transaction charges, stamp duty or other taxes on the investments of the ICAV including duty charges for portfolio re-balancing, withholding taxes, commissions and brokerage fees incurred with respect to the ICAV's investments, interest on any non-overdraft credit facility and charges incurred in negotiating, effecting or varying the terms of such facility, any commissions charged by intermediaries in relation to an investment in the Sub-Fund and such extraordinary or exceptional costs and expenses (if any) as may arise from time to time, such as material litigation in relation to the ICAV all of which will be paid separately out of the assets of the Sub-Fund).

## 10 **REGISTRATION FOR PUBLIC DISTRIBUTION AND LISTING**

Application is expected to be made to register the Sub-Fund for public distribution in various European countries.

Application will be made to list the Shares in the ETF Classes on Borsa Italiana. Through the operation of such a secondary market, persons who are not Authorised Participants or not able or willing to subscribe for and redeem Creation Units will be able to buy or sell Shares in the ETF Classes from or to other retail investors or market makers, broker/dealers, or other Authorised Participants at prices which should approximate, after currency conversion, to the Net Asset Value of the Shares in the ETF Classes.

## 11 **HOW TO BUY AND SELL SHARES**

Applicants should note that investors in a Non-ETF Class can subscribe and redeem their Shares directly from the ICAV, whereas investors who have purchased Shares in an ETF Class on the secondary market should be aware that such shares cannot usually be sold directly back to the ICAV. Additionally, if exchanges are closed but it is a Dealing Day for the Sub-Fund, then Non-ETF Class investors may be able to subscribe and redeem with the Sub-Fund, while ETF Class investors will likely have to wait for the exchanges to open again to buy and sell Shares.

Investors in an ETF Class can purchase or sell Shares on a stock exchange through an intermediary at any time during the trading day.

### 11.1 **ETF Classes**

Investors can buy and sell Shares in the ETF Classes on the secondary market with the assistance of an intermediary (e.g., a broker-dealer) as described above in accordance with the procedures set out in the section entitled **Secondary Market** in the Prospectus and may incur fees charged by their intermediary or broker. In addition, investors in ETF Classes may pay more than the current Net Asset Value when buying Shares and may receive less than the current Net Asset Value when selling them.

Investors can otherwise subscribe for or redeem Creation Units in accordance with the procedures set out in the section entitled **Primary Market** in the Prospectus.

### 11.2 **Non-ETF Classes**

Investors can buy and sell Shares in the Non-ETF Classes in accordance with the procedures set out in the section entitled **Share Dealing – Non-ETF Sub-Funds and Non-ETF Classes** in the Prospectus.

12 **OTHER INFORMATION**

New Sub-Funds may be created from time to time by the Directors with the prior approval of the Central Bank in which case further Supplements incorporating provisions relating to those Sub-Funds will be issued by the ICAV.

There is currently one other Sub-Fund of the ICAV:

1. Investlinx Balanced Income UCITS ETF