

# OCEAN DIAL INVESTMENT FUNDS PLC

Dated 15 June 2017

## First Addendum to the Prospectus

This First Addendum forms part of and should be read in conjunction with the Prospectus of Ocean Dial Investment Funds Plc (the “Company”) dated 23 January 2017 (the “Prospectus”). The Company is an umbrella type open-ended investment company with variable capital with segregated liability between its sub-funds authorised in Ireland 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) (the “Regulations”).

The Directors of the Company, whose names appear on page 6 of the Prospectus, are responsible for the information contained in this Addendum. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that this 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. The Directors accept responsibility accordingly.

**This Addendum sets out details of amendments to the Prospectus. This document forms part of and should be read in conjunction with the Prospectus. Distribution of this Addendum is not authorised unless accompanied by a copy of the Prospectus.**

### **A. Addition of new Share Classes to the Ocean Dial Gateway to India Fund**

Supplement No. 1 for the Ocean Dial Gateway to India Fund (the “Fund”) is hereby amended to reflect the addition of Class H US\$ Shares, Class I Euro Shares and Class J GBP Shares as new Share Classes of the Fund.

Accordingly, the following amendments will be made to the Prospectus and the Supplement for the Fund:-

1. The “Important Information” Section of the Prospectus shall be amended by deleting the paragraph entitled “Stock Exchange Listing” and replacing it with the following paragraph;

#### **“Stock Exchange Listing**

Application may be made to the Irish Stock Exchange for the Shares of any particular Class or Fund to be admitted to the Official List and trading on the Main Securities Market of the Irish Stock Exchange. The Class A US\$, Class B Euro, Class C GBP, Class D US\$, and Class G GBP Shares of the Ocean Dial Gateway to India Fund have been admitted to listing. Application has been made to the Irish Stock Exchange for Shares of Class H US\$, Class I Euro and Class J GBP of the Ocean Dial Gateway to India Fund to be admitted to the Official List and trading on the Main Securities Market of the Irish Stock Exchange. The Class A US\$ and Class B US\$ shares of the Ocean Dial Systematic India Return Fund have been admitted to listing.”

2. The share class table within Section 1. of the Prospectus entitled - “The Company – General” shall be deleted in its entirety and replaced as follows;

<b>Name of Fund</b>	<b>Class</b>	<b>Currency</b>
Ocean Dial Gateway to India Fund	A US\$	US\$
	B Euro	EUR
	C GBP	GBP
	D US\$	US\$
	E US\$	US\$
	F Euro	EUR
	G GBP	GBP
	H US\$	US\$
	I Euro	EUR
	J GBP	GBP
Ocean Dial Systematic India Return Fund	A US\$	US\$
	B US\$	US\$

3. The definition of “Initial Offer Period” within Section 1. of Supplement 1 shall be deleted in its entirety and replaced as follows;

““Initial Offer Period” means the period determined by the Directors during which Shares in each unlaunched Class (being, Class E US\$, Class F Euro, Class H US\$, Class I Euro and Class J GBP) are offered for subscription at the Initial Offer Price which in respect of Class E US\$ and Class F Euro commenced at 9.00 a.m. (Dublin time) on 30 October, 2014 and will close at 5.00 p.m. (Dublin time) on 30 June, 2017 in respect of each such Class and in respect of Class H US\$, Class I Euro and Class J GBP will commence on the first Business Day subsequent to the date of this Addendum and end at 5.00 p.m. (Dublin time) on 30 June, 2017 in respect of each such Class .”

4. The definition of “Minimum Holding” within Section 1. of Supplement 1 shall be deleted in its entirety and replaced as follows;

““Minimum Holding” means US\$5,000 for all Classes or the equivalent in other currencies with the exception of Class D US\$ which shall be subject to a Minimum Holding of US\$ 7,500,000 and Class H US\$, Class I Euro and Class J GBP which shall be subject to a Minimum Holding of US\$50,000,000 or its currency equivalent.”

5. The definition of “Minimum Initial Subscription” within Section 1. of Supplement 1 shall be deleted in its entirety and replaced as follows;

““Minimum Initial Subscription” means US\$5,000 for all Classes or the equivalent in other currencies with the exception of Class D US\$ which shall be subject to a Minimum

Initial Subscription of US\$10,000,000 and Class H US\$, Class I Euro and Class J GBP which shall be subject to a Minimum Initial Subscription of US\$50,000,000 or its currency equivalent.”

6. Section 4. of Supplement 1 entitled “Offer” shall be deleted in its entirety and replaced as follows;

**“4. Offer**

Shares in the Fund will be offered in the following Classes:

- Class A US\$
- Class B Euro
- Class C GBP
- Class D US\$
- Class E US\$
- Class F Euro
- Class G GBP
- Class H US\$
- Class I Euro
- Class J GBP

It is expected that the net proceeds of subscriptions into the Fund will be converted to Indian Rupee. The Fund does not intend to hedge against any fluctuations in the exchange rate of the Indian Rupee and as such the Fund (and therefore its Shareholders) will face exposure to any adverse movements in the exchange rate of the Indian Rupee.

Shares in Class A US\$, Class B Euro, Class C GBP, Class D US\$ and Class G GBP are available at the current Net Asset Value per Share. Shares in each of the other Classes will initially be offered for subscription during the Initial Offer Period of each such Class at the Initial Offer Price and, subject to acceptance of applications for Shares by the Company, will be issued for the first time on the first Business Day after expiry of the Initial Offer Period for each such Class.

The Initial Offer Period in respect of the unlaunched Classes may be shortened or extended by the Directors. The Central Bank will be notified in advance of any such shortening or extension if subscriptions for Shares have been received and otherwise on an annual basis. After the initial offer of Shares, Shares in the unlaunched Classes will be issued at the Net Asset Value per Share.”

7. The paragraph heading within Section 7. of Supplement 1 entitled “Fees and expenses of Class A US\$, Class B Euro, Class C GBP, Class E US\$, Class F Euro and Class G GBP” shall be deleted in its entirety and replaced with the following paragraph heading;

“Fees and expenses of Class A US\$, Class B Euro, Class C GBP, Class E US\$, Class F Euro, Class G GBP, Class H US\$, Class I Euro and Class J GBP”

8. The paragraph within Section 7. of Supplement 1 entitled “Investment Management and Distribution Fees” shall be deleted in its entirety and replaced with the following paragraph;

*“Investment Management and Distribution Fees*

The Investment Manager shall be entitled to a maximum annual investment management and distribution fee equal to a percentage of the Net Asset Value of Class A US\$, Class B Euro, Class C GBP, Class E US\$, Class F Euro, Class G GBP, Class H US\$, Class I Euro or Class J GBP as appropriate as of the last Business Day of each calendar month as outlined in the table below. Such fee shall be calculated and accrued at each Valuation Point and payable monthly in arrears.

<b>Class of Shares</b>	<b>Investment Management and Distributor Fee</b>
Class A US\$	1.25%
Class B Euro	1.25%
Class C GBP	1.25%
Class E US\$	0.95%
Class F Euro	0.95%
Class G GBP	0.95%
Class H US\$	0.95%
Class I Euro	0.95%
Class J GBP	0.95%

9. The paragraphs within Section 7. of Supplement 1 entitled *“Administrator and Depositary Fees”* shall be deleted in its entirety and replaced with the following paragraph;

*“Administrator and Depositary Fees*

In the case of Class A US\$, Class B Euro, Class C GBP, Class E US\$, Class F Euro, Class G GBP, Class H US\$, Class I Euro or Class J GBP Shares, the Company shall pay to the Administrator out of the assets of the Fund attributable to such Class an annual fee, accrued at each Valuation Point and payable monthly in arrears at a rate which will not exceed 0.07% per annum of the Net Asset Value of the Fund before Performance Fee accrual, attributable to such Classes, subject to a minimum annual fee of \$60,000 (plus VAT, if any, thereon). The Administrator shall also be entitled to fees for the preparation of financial statements and provision of company secretary and money laundering reporting officer services. The Company shall also pay the Administrator a fixed fee for transfer agency services of \$500 per month plus a transaction fee of \$10 per trade executed up to 150 trades per month and a transaction fee of \$5 per trade for each trade executed in excess of 150 trades per month.

In the case of Class A US\$, Class B Euro, Class C GBP, Class E US\$, Class F Euro, Class G GBP, Class H US\$, Class I Euro or Class J GBP Shares the Depositary shall be entitled to receive out of the assets of the Fund attributable to such Classes an annual trustee fee accrued at each Valuation Point and payable monthly in arrears at a rate which shall not exceed 0.015% per annum of the Net Asset Value of the Fund attributable to such Classes subject to a minimum monthly trustee fee of \$1,000 (plus VAT, if any, thereon) in respect of the Fund. The Depositary shall also be entitled to a yearly fixed fee of €1,500 to cover cash monitoring obligations.

The Depositary shall also be entitled to be repaid out of the assets of the Fund for all of its reasonable disbursements incurred on behalf of the Fund, including the safe-keeping fees and expenses of any sub-

custodian (which shall be at normal commercial rates) and transaction charges (which shall also be at normal commercial rates) levied by the Depository or any-custodian and any applicable taxes it incurs on behalf of the Fund. Such custody fees shall accrue and be payable monthly in arrears.”

10. The 6<sup>th</sup> paragraph of Section 8. of Supplement 1 shall be deleted in its entirety and replaced with the following paragraph;

“It is intended that the Company will apply annually to HM Revenue and Customs for approval of Class A, Class B, Class C, Class D, Class E, Class F, Class G, Class H, Class I and Class J of the Fund as “reporting funds”. The Directors intend to take all practicable steps, consistent with applicable laws, regulatory requirements and investment objectives and policies of the Fund to facilitate such approval.”

**B. Amendment of definition of “Business Day” for the Ocean Dial Gateway to India Fund and the Ocean Dial Systematic India Return Fund**

11. The definition of “Business Day” under Section 1. of Supplement 1 of the Ocean Dial Gateway to India Fund entitled “Interpretation” shall be deleted in its entirety and replaced as follows;

““Business Day” means any day (except Saturday or Sunday) on which the Bombay Stock Exchange or the National Stock Exchange of India Limited are generally open for business or such other day or days as may be determined by the Directors and notified to Shareholders.”

12. The definition of “Business Day” under Section 1. of Supplement 2 of the Ocean Dial Systematic India Return Fund entitled “Interpretation” shall be deleted in its entirety and replaced as follows;

““Business Day” means any day (except Saturday or Sunday) on which the Bombay Stock Exchange or the National Stock Exchange of India Limited are generally open for business or such other day or days as may be determined by the Directors and notified to Shareholders.”

**Dated: 15 June 2017**