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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN DOUBT AS TO THE ACTION YOU SHOULD TAKE YOU SHOULD SEEK ADVICE FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, TAX ADVISER, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER. IF YOU HAVE SOLD OR TRANSFERRED ANY OR ALL OF YOUR SHARES IN THE FUND, PLEASE PASS THIS DOCUMENT AT ONCE TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED, FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE AS SOON AS POSSIBLE.**

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**CIRCULAR TO SHAREHOLDERS OF**

**Guinness Sustainable Energy Fund**

**(the “Fund”)**

**a sub-fund of**

**Guinness Asset Management Funds plc**

**(the “Company”)**

(An open-ended umbrella investment company with variable capital and with segregated liability between Funds incorporated with limited liability in Ireland under the Companies Acts 2014 with registration number 450670 and established as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011), as amended.)

**NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE FUND, TO BE HELD AT VICTORIA BUILDINGS, 1-2 HADDINGTON ROAD, DUBLIN 4, D04 XN32, IRELAND AT 10:00 AM (IRISH TIME) ON MONDAY, 3 APRIL 2023 IS ENCLOSED WITH THIS CIRCULAR.**

**IF YOU ARE A REGISTERED HOLDER OF SHARES IN THE FUND, A FORM OF PROXY FOR USE IN CONNECTION WITH THE MEETING IS ENCLOSED WITH THIS CIRCULAR. YOU ARE REQUESTED TO COMPLETE THIS PROXY IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED ON THE FORM AND RETURN IT BY EMAIL TO THE EMAIL ADDRESS IN THE FORM AS SOON AS POSSIBLE AND IN ANY EVENT SO AS TO ARRIVE NOT LATER THAN 10:00 AM (IRISH TIME) ON THURSDAY, 30 MARCH 2023.**

**THE DIRECTORS OF THE COMPANY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE CONTENTS OF THIS CIRCULAR AS OF THE DATE HEREOF.**

**To: The Shareholders of Guinness Sustainable Energy Fund**

Date: 10 March 2023

Dear Shareholder,

As Directors of the Company, we are writing to seek your approval of a proposed change to the investment objective of the Fund. We also wish to notify you, as a Shareholder in the Fund, of other amendments to the supplement for the Fund (the “**Supplement**”).

Details of the specific resolution which Shareholders will be asked to approve at the extraordinary general meeting (“**EGM**”) of the Fund to be held on Monday, 3 April 2023 are set out in the notice (the “**Notice**”) and proxy form (the “**Proxy Form**”) enclosed with this circular (the “**Circular**”).

Link Fund Manager Solutions (Ireland) Limited acts as manager for the Company (the “**Manager**”). Guinness Asset Management Limited (the “**Investment Manager**”) acts as investment manager to the Fund.

Unless otherwise defined herein, terms used in this Circular have the meanings set out in the prospectus of the Company dated 1 December 2022 as amended (the “**Prospectus**”).

### **1. Amendment to the investment objective of the Fund**

The Fund is classified as an Article 9 Fund within the meaning of the Sustainable Finance Disclosure Regulation (“**SFDR**”). The proposed change to the investment objective of the Fund is to simply clarify that the Fund has as its objective sustainable investments, in accordance with Article 9 of the SFDR.

We, the Directors, in consultation with the Manager and the Investment Manager, are proposing to reflect that the Fund has sustainable investments as its investment objective within the section of the Supplement entitled “Investment Objective”, to align with the requirements of Article 9 of the SFDR.

There will be no material change to the way the Fund selects its investments.

Subject to your approval, we propose to amend the investment objective of the Fund as follows;

#### **“7. Investment Objective**

*The Fund has sustainable investment as its objective ~~of the Fund is and seeks~~ to provide investors with long-term capital appreciation.”*

### **2. Notification of Other Amendments to the Fund**

It is further proposed to make a number of other amendments to the Supplement, namely to update certain existing references from “*investment objective*” to “***sustainable investment objective***”.

A copy of the proposed revised draft Supplement compared against the Supplement in issue for the Fund dated 1 December 2022 is included at Appendix I. It may be necessary to make further amendments to the draft Supplement as may be required by the Central Bank, the Directors or relevant service providers to the Company.

Please note that the proposed amendments, other than the proposed amendment to the investment objective as outlined in section 1 above, do not require Shareholder approval.

### **3. Shareholders’ Approval**

For the sanctioning of the ordinary resolution in relation to the change of investment objective and investment policy for the Fund (the “**Resolution**”), more than 50% of the total number of votes cast in person or by proxy by Shareholders of the Fund who are entitled to vote thereon in a meeting of the Fund, are required to vote in favour of it.

The quorum for the EGM is two Shareholders present (in person or by proxy). If within half an hour from the time appointed for the meeting, a quorum is not present, it shall be adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine and at the adjourned meeting one Shareholder holding Shares of the Fund or his or her proxy shall be the quorum.

Please complete the Proxy Form enclosed with this Circular. Please read the notes printed on the Proxy Form, which will assist you in completing the Proxy Form and return the Proxy Form to us. **To be valid, your appointment of a proxy/Proxy Form must be received no later than 48 hours before the time appointed for the EGM, as detailed in the Notice and Proxy Form attached to this Circular.**

**Please note that any proxies received for the EGM of the Fund to be held at Victoria Buildings, 1-2 Haddington Road, Dublin 4, D04 XN32, Ireland at 10:00am (Irish time) on Monday, 3 April 2023 shall remain valid and accordingly constitute a quorum for any adjournment thereof, as detailed above.**

#### **4. Directors’ recommendation**

The Directors have considered the rationale of the proposed change of investment objective of the Fund as outlined in this Circular and believe that it is in the best interests of the Shareholders of the Fund and recommend that you vote in favour of the proposed Resolution.

#### **5. Effective date**

The effective date of the proposed change of investment objective of the Fund as outlined in section 1 of this Circular will be on or about 3<sup>rd</sup> April, 2023 (the **Effective Date**) subject to the passing of the relevant Resolution and subject to and in accordance with the requirements and approval of the Central Bank.

Subject to the passing of the Resolution and regulatory approval of the Central Bank, the other proposed changes outlined in section 2 of this Circular will also be implemented on the Effective Date.

Shareholders who do not wish to remain invested in the Fund after these updates become effective may redeem their Shares before the Effective Date in accordance with the procedures set out in the Prospectus.

Alternatively, Shareholders may also switch out of the Fund, at any time before the Effective Date to another sub-fund of the Company in accordance with the procedures outlined in the Prospectus.

#### **6. Details of the EGM and attached documents**

Enclosed with this Circular are the following documents relating to the EGM:

1. Amendments to investment objective section in the Supplement
2. Notice of the EGM to the Shareholders of the Fund
3. Proxy Form, which allows you to cast your vote by proxy
4. Appendix I redline of the proposed amendments to the Supplements

Whether or not you intend to attend the EGM, please complete the attached Proxy Form and return it by e-mail to [iefundcosec@intertrustgroup.com](mailto:iefundcosec@intertrustgroup.com) and or alternatively by post to 2<sup>nd</sup> Floor, Victoria Buildings, 1-2 Haddington Road, Dublin 4, D04 XN52, Ireland not later than 48 hours before the time fixed for holding the meeting.

The outcome of the EGM will be available on or about 3<sup>rd</sup> April, 2023 at the following website: <https://www.guinnessgi.com/funds/guinness-sustainable-energy-fund#tab-literature>.

## 7. Queries

For any queries regarding this Circular, please contact Giles Robinette at [Giles.Robinette@guinnessgi.com](mailto:Giles.Robinette@guinnessgi.com).

Yours faithfully



**Director**

**For and on behalf of Guinness Asset Management Funds plc**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**GUINNESS ASSET MANAGEMENT FUNDS PLC (the “COMPANY”)**


**GUINNESS SUSTAINABLE ENERGY FUND (the “Fund”)**

**NOTICE** is hereby given that an Extraordinary General Meeting of the shareholders of the Fund will be held at Victoria Buildings, 1-2 Haddington Road, Dublin 4, D041 XN52, Ireland **on Monday, 3 April 2023 at 10:00am (Irish time)** for the following purpose:

**RESOLUTION**

1. To change the investment objective of the Fund in the manner described in the circular to the Shareholders of the Fund dated 10 March 2023.

By order of the Board



For and on behalf of

Intertrust Management Ireland Limited

Secretary

Dated 10 March 2023

**Note:** A Shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a Shareholder. To be valid, the completed proxy should be returned to by email to [iefundcosec@intertrustgroup.com](mailto:iefundcosec@intertrustgroup.com) or alternatively may be sent by post to 2<sup>nd</sup> Floor, Victoria Buildings, 1-2 Haddington Road, Dublin 4, D04 XN52, Ireland (for the attention of Fiona Beattie) not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.

**FORM OF PROXY**

**GUINNESS ASSET MANAGEMENT FUNDS PLC (the "COMPANY")**

**GUINNESS SUSTAINABLE ENERGY FUND (the "FUND")**

Account Number	Shareholder name

*(Please read the notes on page 9 carefully prior to completion of this form.)*

I/We \_\_\_\_\_ of \_\_\_\_\_  
being a holder of \_\_\_\_\_ shares in the above-named Fund and entitled to vote, hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_

or in the absence of the appointment of any specified person, the Chairperson of the Meeting or failing him/her, Fiona Beattie of Intertrust Management Ireland Limited or failing her, a representative of Intertrust Management Ireland Limited as my/our\* proxy to vote for me/us\* on my/our\* behalf at the Extraordinary General Meeting of the Fund to be held at Victoria Buildings, 1-2 Haddington Road, Dublin 4, D04 XN52, Ireland on **Monday, 3 April 2023 at 10:00am (Irish time)** or any reconvened meeting thereof.

**Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_ **2023**

Please indicate with an "X" in the spaces below how you wish your vote to be cast for each resolution or alternatively insert the number of total votes to be cast "for" and/or "against" each resolution in the spaces below.

**RESOLUTION - Please indicate with an "X" below how you wish your vote to be cast. If you wish to split your vote or partially vote, please see Note 9 overleaf.**

Resolution	<u>For</u>	<u>Against</u>	<u>Abstain</u>
1. To change the investment objective of the Fund in the manner described in the circular to the Shareholders of the Fund dated 10 March 2023.			

Unless otherwise instructed above the proxy shall vote as (s)he sees fit.

## Notes

1. A Shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him/her and a proxy need not also be a Shareholder.
2. If the appointer is a corporation, this form must be under the Common Seal or under the hand of some duly appointed officer or attorney duly authorised on its behalf and please ensure that you indicate the capacity in which you are signing.
3. If the instrument appointing a proxy is signed under a power of attorney, please ensure that you enclose a notarially certified copy of such Power of Attorney with your proxy form.
4. A Shareholder may appoint a proxy of his own choice. If the appointment is made delete the words "the Chairman of the meeting" and insert the name of the person appointed as proxy in the space provided.
5. If the Shareholder does not insert a proxy of his/her own choice it shall be assumed that they wish to appoint the Chairman of the meeting or one of the other persons mentioned above to act for them.
6. If this instrument is signed and returned without any indication of how the person appointed proxy will vote, he/she will exercise his/her discretion as to how he/she votes and whether or not he/she abstains from voting.
7. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority should be determined by the order in which the names stand in the register of Shareholders in respect of the joint holding.
8. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll is demanded.
9. Please indicate with an "X" in the appropriate box how you wish your votes to be cast in respect of the resolution. If you wish your proxy to vote some of your Shares for the resolution and some against, please insert the number you wish to be voted for in the "FOR" box and the number you wish to be voted against in the "AGAINST" box. In the absence of any instructions your proxy may vote or abstain at his/her discretion and choose the proportion in which your votes are to be cast.
10. Any alterations made to this form must be initialled.
11. To be valid, this form, including a notarially certified copy of such power or authority must be completed and must be delivered not later than 48 hours before the time fixed for the meeting.
12. Proxy Forms may be returned in the first instance by e-mail to [iefundcosec@intertrustgroup.com](mailto:iefundcosec@intertrustgroup.com)

## **APPENDIX I**

### **AMENDMENTS TO THE SUPPLEMENT FOR THE GUINNESS SUSTAINABLE ENERGY FUND**

#### **A FUND OF GUINNESS ASSET MANAGEMENT FUNDS PLC**

Please see below a redline highlighting the proposed amendments to the Supplement.

For the avoidance of doubt, Shareholders are not being asked to vote on the proposed amendments to the supplement other than the Shareholder approval being sought on the proposed change to the investment objective, as outlined within section 1 of the Circular.

## SUPPLEMENT

### Guinness Sustainable Energy Fund

Dated ~~1 December~~ [ ] 2023

This Supplement contains information relating specifically to the Guinness Sustainable Energy Fund (the “Fund”), a Fund of Guinness Asset Management Funds plc (the “Company”), an open-ended umbrella fund with segregated liability between Funds authorised by the Central Bank on 19<sup>th</sup> December, 2007 as a UCITS pursuant to the UCITS Regulations.

As at the date of this Supplement the Company has the following Funds:

- Guinness Sustainable Energy Fund
- Guinness Global Energy Fund
- Guinness Global Money Managers Fund
- Guinness Global Equity Income Fund
- Guinness Global Innovators Fund
- Guinness Sustainable Global Equity Fund
- Guinness European Equity Income Fund
- Guinness Emerging Markets Equity Income Fund
- Guinness Asian Equity Income Fund
- Guinness Best of Asia Fund
- Guinness Best of China Fund
- Guinness Multi-Asset Balanced Fund
- Guinness Multi-Asset Growth Fund
- Guinness Best of Britain Fund (\*unlaunched)
- Guinness European Equity Fund (\*unlaunched)
- Guinness Alternative Energy Income Fund (\*unlaunched)
- Guinness Global Energy Income Fund (\*unlaunched)
- Guinness Renminbi Yuan & Bond Fund (\*unlaunched)
- Guinness Global Equity Fund (\*terminated)
- Guinness US Equity Fund (\*terminated)

**This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 1 December 2022 (the “Prospectus”).**

The Directors of the Company whose names appear in the Prospectus under the heading “Management and Administration” accept responsibility for the information contained in this Supplement and the Prospectus. 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 this Supplement and in the Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.** Investors should read and consider the section of the Prospectus entitled “Risk Factors” before investing in the Fund.

**Profile of a Typical Investor: Investment in the Fund is suitable only for those persons and institutions for whom such an investment does not represent a complete investment program, who understand the degree of risk involved (as detailed under the section of the Prospectus and Supplement headed**

“Risk Factors”), can tolerate a medium level of volatility and believe that the investment is suitable based upon investment objectives and finance needs. Investment in the Fund should be viewed as medium to long-term.

## 1. Interpretation

The expressions below shall have the following meanings:

“Business Day”	means any day (except Saturday or Sunday) on which banks in Dublin and London are generally open for business or such other day or days as may be determined by the Directors and notified to Shareholders. For the avoidance of doubt, a day during which banks in Ireland are closed due to red weather warnings issued by the Met Éireann will not be a Business Day unless the Directors determine otherwise.
“Dealing Day”	means each Business Day or such other day or days as may be determined by the Directors and notified to Shareholders provided that there shall be at least one Dealing Day every fortnight.
“Dealing Deadline”	means 3.00pm. Irish time on each Dealing Day or such other time as the Directors may determine and notify to Shareholders provided always that the Dealing Deadline is no later than the Valuation Point.
“Emerging Markets”	means a financial market of a developing country to include, but not limited to, Brazil, China, Chile, Greece, Hong Kong, India, Indonesia, Israel, Korea, Malaysia, Poland, Singapore, Taiwan, Thailand, Turkey, and Vietnam.
“Initial Price”	means CNH 10 per Class C CNH Hedged Distribution Shares.
“Taxonomy Regulation”	means Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020
“Valuation Point”	means 11.00 p.m. (Irish time) on each Dealing Day.

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

## 2. Base Currency

The Base Currency shall be US\$.

## 3. Classes

The Company has established the following Classes:

Class	Minimum Subscription (*Initial Subscription)	Management Fee Tier 1 fee rate (*Up to)	Management Fee Tier 2 fee rate (*Up to)
C GBP Accumulation	Nil	1.99%	1.75%
C EUR Accumulation	Nil	1.99%	1.75%

C USD Accumulation	Nil	1.99%	1.75%
C CNH Hedged Distribution	Nil	1.99%	1.75%
D EUR Accumulation	Nil	1.49%	1.25%
D USD Accumulation	Nil	1.49%	1.25%
I USD Accumulation	US\$10 million	0.74%	0.74%
Y GBP Accumulation	Nil	0.74%	0.60%
Y EUR Accumulation	Nil	0.74%	0.60%
Y USD Accumulation	Nil	0.74%	0.60%

The Tier 1 fee rate applies to the Fund Net Asset Value up to the Tier 1 value. The Tier 1 value shall not exceed \$500 million.

When the Fund Net Asset Value exceeds the Tier 1 value the Tier 2 fee rate applies to the excess of the Net Asset Value above the Tier 1 value.

### **Share Class Descriptions**

The below provides a description of the typical type of investor the Company, in conjunction with the Distributor, would expect to invest into each Share Class. These are not exhaustive descriptions. There are a wide range of valid reasons why an investor might be in a particular Share Class.

**Class C Shares: (Advised Platform Investors)** For investors whose financial intermediaries and/or platforms do not charge investors directly for the services they provide; commissions, rebates, platform and other fees may be paid by the Investment Manager where agreed with the relevant intermediary and/or platform and in accordance with applicable law.

**Class D Shares (Platform or Advised Investors)** For investors whose financial intermediaries or platforms do not charge investors directly for the services they provide; commissions, rebates, platform or other fees may be paid by the Investment Manager where agreed with the relevant intermediary and/or platform and in accordance with applicable law.

**Class I Shares: (Institutional Shares)** For investors who can make an initial investment equal to or greater than US\$10 million; a rebate may be paid by the Investment Manager where agreed and in accordance with applicable law.

**Class Y Shares: (Clean Fee Shares)** For investors where there is no arrangement for rebates or commissions to be paid from the Investment Manager. This share class is only available to EU investors who invest via a financial Intermediary if that financial intermediary is prohibited by the local laws or regulations applicable to them to receive and/or retain any commissions or other non-monetary benefits or who are approved by the Investment Manager or based on contractual arrangements with their clients.

## **4. Fees and Expenses**

All or part of the fees and expenses of the Fund may be charged to the capital of the Fund.

### *Management Fee*

The Manager will pay to the Investment Manager out of the assets of the Fund a maximum fee as detailed above in Section 3. Classes (plus VAT, if any, thereon), accrued at each Valuation Point and payable monthly in arrears.

The fee for each Share Class is payable on the Net Asset Value of that Share Class at the rates detailed in Section 3. Classes.

The Investment Manager shall be responsible for paying the administrative expenses of the Fund, to include establishment costs, fees and expenses payable to the Manager, the Custodian, the Administrator, including transfer agency transaction fees, Directors fees, any Paying Agent appointed by or on behalf of the Company, and general administrative expenses, which include but are not limited to legal and other professional advisory fees, company secretarial fees, Companies Registration Office filings and statutory fees, regulatory fees, auditing fees, translation and accounting expenses, taxes and governmental expenses applicable to the Fund, costs of preparation, translation, printing and distribution of reports and notices, all marketing material and advertisements and periodic update of the Prospectus, stock exchange listing fees, all expenses in connection with registration, listing and distribution of the Fund and Shares issued or to be issued, all expenses in connection with obtaining and maintaining a credit rating for the Fund or Classes or Shares, expenses of Shareholders meetings, Directors' insurance premia, expenses of the publication and distribution of the Net Asset Value, clerical costs of issue or redemption of Shares, postage, telephone, facsimile and telex expenses and any other expenses in each case together with any applicable value added tax. Expenses directly attributable to the generation of additional income for the Fund will be paid out of any such additional income; this may include tax reclaim fees and stock lending fees.

The Investment Manager may decide to reimburse a Shareholder, intermediary, distributor or other person or otherwise provide any of them with a rebate or commission out of all or part of any fees paid to it by the Company in respect of a Class of Shares. The terms of any such reimbursement, rebate or commission are a matter solely between the Investment Manager and the relevant Shareholder, intermediary, distributor or other person, provided always that a condition of any such arrangement is that the Fund shall not incur any additional obligation or liability whatsoever, and such arrangement is in accordance with applicable law.

### *Global Distributor*

The Global Distributor shall be entitled to receive a distribution fee of up to 5% on subscription proceeds in respect of any Class C, Class D or Class Y Shares. Subject to, and in accordance with the requirements of the Central Bank, this fee may be waived in whole or in part at the discretion of the Global Distributor.

The fees of any sub-distributor appointed by the Global Distributor will be paid out of the portion of the fees payable to it for the distribution of Shares of the Fund.

For the avoidance of doubt, a distribution fee is not payable on the occurrence of an automatic conversion or merger of Shares from one Class to another Class.

## 5. Minimum Subscription

The Minimum Subscription (*\*Initial Subscription*) limits are detailed above under the section headed “3. Classes”.

Subject to and in accordance with the requirements of the Central Bank, the Directors reserve the right to differentiate between Shareholders and to waive or reduce the Minimum Subscription.

## 6. Classification of the Fund pursuant to the Sustainable Finance Disclosure Regulation (EU) 2019/2088 (the “SFDR”)

The Fund shall be classified as an Article 9 (2) Fund pursuant to the SFDR. Details regarding the Fund’s approach to environmental, social, and governance within the investment process can be found in Annex 1.

## 7. Investment Objective

The Fund has sustainable investment as its objective ~~of the Fund is and seeks~~ to provide investors with long-term capital appreciation.

## 8. Investment Policy

The Fund will seek to achieve its objective of sustainable investment by investing principally in sustainable investments within the meaning of Article 2(17) of the SFDR which contribute towards reduced global carbon emissions. The only investments which do not constitute sustainable investments within the meaning of Article 2(17) of the SFDR are those held for liquidity or hedging purposes.

The Fund intends to invest at least 80% of its net assets in equity securities of globally based companies involved in sustainable energy or energy technology sectors. Sustainable energy includes, but is not limited to energy derived from such sources as solar or wind power, hydro-electricity, tidal flow, wave movements, geothermal heat, biomass or biofuels. Energy technology includes technologies that enable these sources to be trapped and also various manners of storage and transportation of energy, including hydrogen and other types of fuel cells, batteries and flywheels, as well as technologies that conserve or enable more efficient use of energy.

These equity securities include common stocks, preferred stocks, securities convertible into common stocks, rights and warrants, which are generally listed or traded on a Recognised Exchange. No more than 5% of the Net Asset Value of the Fund will be invested in warrants.

Under normal market conditions the Fund intends to invest in at least 25 stocks. The Investment Manager may invest the Fund's assets in securities of companies with a wide range of market capitalizations and in companies domiciled throughout the world, including companies domiciled in or traded on Emerging Markets.

The philosophy of the Fund is to remain invested. In order to comply with the requirements of the German Investment Tax Act, the Fund will invest at least 51% of the Fund’s Net Asset Value at any time in equities which are listed on a stock exchange or traded on a regulated market. The term "equities" in this context does not include units or shares of investment funds, real estate investment trusts (REITs) or depositary receipts. When current market, economic, political or other conditions are

unstable and would impair the pursuit of the Fund's [sustainable](#) investment objective, the Fund may temporarily invest up to 49% of its assets in cash, cash investments or high quality short-term money market instruments. The Fund will not invest in bonds, be they investment grade or with a credit quality below "speculative grade", nor will the Fund invest in asset backed securities (ABS) or similar assets with a credit quality of investment grade or below investment grade. When the Fund takes a temporary defensive position, the Fund may not achieve its [sustainable](#) investment objective.

The Fund may invest in China A shares listed on the Shanghai Stock Exchange via the Shanghai Hong Kong Stock Connect scheme, or the Shenzhen Stock Exchange via the Shenzhen Hong Kong Stock Connect scheme (as further described in the section headed "Stock Connect Scheme" in the Prospectus).

The Fund may engage in transactions in financial derivative instruments for the purposes of efficient portfolio management including reduction of risk or cost or the generation of additional capital or income for the Fund (subject to the conditions and within the limits laid down by the Central Bank). Such techniques and instruments include but are not limited to futures, options, forward foreign exchange contracts, stocklending and repurchase/reverse repurchase agreements subject to the conditions and limits set out in the Central Banks UCITS Regulations. The Fund will not be leveraged through the use of financial derivative instruments. The maximum exposure of the Fund in respect of stocklending and repurchase/reverse repurchase agreements shall be 30% of the Net Asset Value of the Fund. However, the Investment Manager does not anticipate that the Fund's exposure to stocklending and repurchase/reverse repurchase agreements will exceed 0%- 20% of the Net Asset Value of the Fund. The types of assets that will be subject to stocklending and repurchase/reverse repurchase agreements will be equity and equity related securities.

The Fund is considered to be actively managed in reference to the MSCI World Index (the "Benchmark") by virtue of the fact that it uses the Benchmark solely for performance comparison purposes. The Benchmark is not used to define the portfolio composition of the Fund or as a performance target and the Fund may be wholly invested in securities which are not constituents of the Benchmark. For the avoidance of doubt, the Benchmark is not considered a sustainable reference benchmark for the purpose of attaining its [sustainable](#) investment objective.

## **9. Hedged Share Classes**

With respect to hedged Share Classes, being those classes with the word "Hedged" in the share class name, the Investment Manager intends to hedge up to 100% of the Net Asset Value of each hedged Share Class into the Base Currency of the Fund. All costs and gains or losses of hedging transactions attributable to a specific Share Class will be borne by that Share Class. The intention is that the returns of a hedged Share Class expressed in the currency of that Share Class are approximately equivalent to the returns of an unhedged Share Class expressed in Base Currency terms less any costs associated with hedging and any impact of the hedged value not exactly matching the Net Asset Value, however there can be no guarantee that this will be successfully achieved. Please refer to the section of the Prospectus headed "Hedged Classes" for further details.

## **10. Offer**

C CNH Hedged Distribution Shares in the Fund will be offered from 9.00am (Irish Time) on 5<sup>th</sup> April, 2022 to 3.00pm (Irish Time) on 5<sup>th</sup> October, 2022 (the "initial offer period") at the Initial Price and subject to acceptance of applications for Shares by the Company will be issued for the first time on the first Dealing Day after expiry of the initial offer period. The initial offer period 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 closing of the initial offer period C CNH Hedged Distribution Shares in the Fund will be issued at the Net Asset Value per Share.

All other Shares in the Fund are being issued at the Net Asset Value per relevant Share Class.

## **11. Application for Shares**

Applications for Shares may be made through the Administrator (whose details are set out in the Application Form). Applications accepted and received by the Administrator prior to the Dealing Deadline for any Dealing Day will be processed on that Dealing Day.

Any applications received after the Dealing Deadline for a particular Dealing Day will be processed on the following Dealing Day unless the Directors in their absolute discretion otherwise determine to accept one or more applications received after the Dealing Deadline for processing on that Dealing Day provided that such application(s) have been received prior to the Valuation Point for the particular Dealing Day. Applications received after the Dealing Deadline but prior to the Valuation Point will only be accepted in exceptional circumstances as determined and agreed by the Directors, and having regard to the equitable treatment of Shareholders.

Initial applications should be made using an Application Form obtained from the Administrator and may be sent by post or alternatively by telefax or email, without a requirement to submit an original Application Form, together with such other papers (such as documentation relating to money laundering prevention checks) as may be required by the Directors or their delegate. No redemptions will be processed until the Application Form and such other papers as may be required by the Directors have been received and all anti-money laundering procedures have been completed. Subsequent applications to purchase Shares following the initial subscription may be made to the Administrator by telefax or email or such other means as may be permitted by the Directors without a requirement to submit original documentation and such applications should contain such information as may be specified from time to time by the Directors or their delegate. Amendments to a Shareholder's registration details and payment instructions will only be made following receipt of original written instructions from the relevant Shareholder.

### *Fractions*

Subscription monies representing less than the subscription price for a Share will not be returned to the investor. Fractions of Shares will be issued where any part of the subscription monies for Shares represents less than the subscription price for one Share, provided however, that fractions shall not be less than .01 of a Share.

Subscription monies, representing less than .01 of a Share will not be returned to the investor but will be retained by the Company in order to defray administration costs.

### *Method of Payment*

Subscription payments net of all bank charges should be paid by CHAPS, SWIFT or telegraphic or electronic transfer to the bank account specified in the Application Form enclosed with this Prospectus. Other methods of payment are subject to the prior approval of the Company. No interest will be paid

in respect of payments received in circumstances where the application is held over until a subsequent Dealing Day.

#### *Currency of Payment*

Subscription monies are payable in the currency of denomination of the relevant Share Class.

However, subscriptions may be made in any freely convertible currency accepted by the Administrator but will be converted into the currency of denomination of the relevant Share Class at the rate of exchange available to the Administrator. The cost of conversion shall be deducted from the monies subscribed by an investor and the amount remaining will then be invested in Shares. The attention of investors is drawn to the fact that the value of Shares subscribed for in a currency other than the currency of denomination of the relevant Share Class will be subject to exchange rate risk in relation to the relevant currency of denomination.

#### *Timing of Payment*

Payment in respect of subscriptions must be received in cleared funds by the Administrator no later than 3 Business Days after the relevant Dealing Day provided that the Company reserves the right to defer the issue of Shares until receipt of cleared subscription monies by the Fund. If payment in cleared funds in respect of a subscription has not been received by the relevant time, the Manager or its delegate may (and in the event of non-clearance of funds, shall) cancel the allotment and/or charge the investor interest based on the Sterling Overnight Index Average (SONIA) as fixed by the Bank of England + 1.5% for the relevant subscribed currency, which will be paid to the Manager together with an administration fee of Stg£100, or its relevant subscribed currency equivalent. The Company may waive either of such charges in whole or in part. In addition, the Manager has the right to sell all or part of the investor's holding of Shares in the Fund or any other Fund of the Company in order to meet such charges.

#### **Confirmation of Ownership**

Confirmation of each purchase of Shares will be sent to Shareholders within 48 hours of the purchase being made. Confirmation will normally be dispatched by email or facsimile where the relevant and proper contact details have been provided to the Administrator, or alternatively by post at the discretion of the Administrator. Title to Shares will be evidenced by the entering of the investor's name on the Company's register of Shareholders and no certificates will be issued.

## **12. Redemption of Shares**

Requests for the redemption of Shares should be made to the Administrator whose details are set out in the Application Form on behalf of the Company by way of a signed application form, or facsimile, or written communication, or email, or such other means as may be permitted by the Directors and should include such information as may be specified from time to time by the Directors or their delegate. Requests for redemption received prior to the Dealing Deadline for any Dealing Day will be processed on that Dealing Day. Any requests for redemption received after the Dealing Deadline for a Dealing Day will be processed on the next Dealing Day unless the Company in its absolute discretion determines otherwise. Redemption requests received after the Dealing Deadline but prior to the Valuation Point will only be accepted in exceptional circumstances as determined and agreed by the Directors, and having regard to the equitable treatment of Shareholders. Redemption requests will only be accepted for processing where cleared funds and completed documents including documentation relating to money laundering prevention checks are in place from original subscriptions.

No redemption payment will be made from an investor holding until the subscription application form, and all documentation required by or on behalf of the Company (including any documents in connection with anti-money laundering procedures) has been received from the investor and the anti-money laundering procedures have been completed.

The redemption price per Share shall be the Net Asset Value per Share.

#### *Method of Payment*

Redemption payments following processing of instructions received by telefax will only be made to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing.

#### *Currency of Payment*

Shareholders will normally be repaid in the currency of denomination of the relevant Share Class. If, however, a Shareholder requests to be repaid in any other freely convertible currency, the necessary foreign exchange transaction may be arranged by the Administrator (at its discretion) on behalf of the Shareholder and the cost of conversion shall be deducted from the redemption proceeds payable to the Shareholder.

#### *Timing of Payment*

Redemption proceeds in respect of Shares will be paid within 5 Business Days of the Dealing Deadline for the relevant Dealing Day provided that all the required documentation has been furnished to and received by the Administrator.

#### *Withdrawal of Redemption Requests*

Requests for redemption may not be withdrawn save with the written consent of the Company or its authorised agent or in the event of suspension of calculation of the Net Asset Value of the Fund.

#### *Compulsory/Total Redemption*

Shares of the Fund may be compulsorily redeemed and all the Shares may be redeemed in the circumstances described in the Prospectus under the sub-headings "Compulsory Redemption of Shares" and "Total Redemption of Shares".

### **13. Conversion of Shares**

Subject to the Minimum Subscription requirements of the relevant Fund or Classes, Shareholders may request conversion of some or all of their Shares in one Fund or Class to Shares in another Fund or Class or another Class in the same Fund in accordance with the procedures specified in the Prospectus under the heading "Conversion of Shares".

### **14. Dividends and Distributions**

The Company may in general meeting declare dividends but no dividend shall exceed the amount recommended by the Directors. Dividends, if declared, will be paid annually within four months of declaration. It is intended that the Fund will pursue a distribution policy so that the Funds will be able to obtain certification as a "Reporting Fund" under the United Kingdom Offshore Funds (Tax)

Regulations 2009 for the purpose of United Kingdom taxation. A failure of the Fund to comply with this requirement will result in the Fund failing to obtain such certification.

Dividends may be paid out of the net investment income. Otherwise all income and gains of the Fund will be accumulated within the Fund. Dividends which are not claimed or collected within six years of payment shall revert to and form part of the assets of the Fund. Dividends will be paid by cheque or bank transfer at the expense of Shareholders. Shareholders may elect to re-invest dividends in additional Shares in the Fund by ticking the appropriate box on the Application Form.

Where the amount of any distribution payable to an individual Shareholder would be less than US\$100 the Directors in their sole discretion may determine that such amount shall not be distributed but shall be retained and reinvested within and for the benefit of the Fund.

### ***Accumulation Shares***

Income attributable to Accumulation Share Classes will not be distributed but will be accumulated within the Fund.

## **15. Risk Factors**

The attention of investors is drawn to the “Risk Factors” section in the Section of the Prospectus entitled “The Company”), in particular the following risk factors:

- Investment in Equity Securities
- Concentration Risk
- Risks Associated with investment in Energy Companies

## **16. Investment Restrictions**

Notwithstanding Point 3.1 of Appendix I – Investment Restrictions, in the Prospectus, the Fund may not invest more than 10% of net assets in aggregate in other collective investment schemes.

## Sustainable investment objective

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

<input checked="" type="radio"/> <input type="radio"/> <b>Yes</b>	<input checked="" type="radio"/> <input type="radio"/> <b>No</b>
<input type="checkbox"/> It will make a minimum of <b>sustainable investments with an environmental objective: 80%</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> in economic activities that qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> </ul> <input type="checkbox"/> It will make a minimum of <b>sustainable investments with a social 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 <ul style="list-style-type: none"> <li><input type="checkbox"/> with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy</li> <li><input type="checkbox"/> with a social objective</li> </ul> <input type="checkbox"/> It promotes E/S characteristics, but <b>will not make any sustainable investments</b>

**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.



**Sustainability indicators** measure how the sustainable objectives of this financial product are attained.

### What is the sustainable investment objective of this financial product?

The sustainable investment objective of the Fund is to provide investors with long-term capital appreciation. The Fund will seek to achieve its objective by making sustainable investments, namely investing in sustainable energy companies that contribute towards reduced global carbon emissions.

- **What sustainability indicators are used to measure the attainment of the sustainable investment objective of this financial product?**

The Investment Manager estimates the gross carbon dioxide emissions avoided by products and services of the investee companies. A carbon cost of the investee company operations is also estimated.

For generation companies, the Investment Manager considers the carbon emissions displaced as a result of renewable power replacing power generated from fossil fuels. For equipment manufacturers and efficiency companies, the Investment Manager considers carbon emissions displaced as a result of products and/or services reducing fossil fuel demand.

The Investment Manager uses qualitative and quantitative analysis of company, third party and internal data. The Investment Manager's analysis is proprietary and unaudited.

The Investment Manager implements this strategy on a continuous basis and prepares periodic reports to document the positive decarbonising impact of the companies held in the Fund.

● ***How do sustainable investments not cause significant harm to any environmental or social sustainable investment objective?***

Prior to investment, company ESG analysis is carried out to confirm that a proposed investment does not cause significant harm to any environmental or social sustainable investment objective.

The ESG analysis is proprietary, based on information provided by the investee company and third-parties. It is designed to assess the ESG risks and opportunities of the proposed investment. The ESG analysis may include, but is not limited to i) a materiality assessment of ESG risk and opportunities based on the Investment Manager's own proprietary analysis as well as the assessment of the company and third-party providers and ii) an assessment of how the Investment Manager considers the company is able to manage these risk and opportunities. Examples of ESG risk and opportunities include opportunities in clean tech, management of greenhouse gas emissions, health and safety, physical climate risk, stakeholder management and corporate governance.

— — *How have the indicators for adverse impacts on sustainability factors been taken into account?*

Prior to investment, the company ESG analysis described above is carried out to take into account and monitor adverse impacts on sustainability factors.

Investments are regularly monitored and in the event of change in either ESG risks or opportunities, decarbonisation impact or adverse impacts, the investment manager may choose to engage with the company and maintain its investment while assessing if the investment can still be considered to be a sustainable investment.

Based on the outcome of this analysis, the Investment Manager may choose to invest, hold, engage or dispose of the investment.

— — *How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights?*

The Investment Manager's ESG analysis (as described above) assesses whether sustainable investments are aligned with the OECD Guidelines for Multinational Enterprises and UN Guiding Principles on Business and Human Rights. The Investment Manager assesses policies, practices, and controversies as part of the analysis.

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

Yes



**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

Yes, the Investment Manager considers principal adverse impacts on sustainability factors when assessing whether a sustainable investment does not cause significant harm to any environmental or social sustainable objective, as described above.

No



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

The Fund intends to invest at least 80% of its net assets in equity securities of globally based companies involved in sustainable energy or energy technology sectors. Sustainable energy includes, but is not limited to energy derived from such sources as solar or wind power, hydroelectricity, tidal flow, wave movements, geothermal heat, biomass or biofuels. Energy technology includes technologies that enable these sources to be trapped and also various manners of storage and transportation of energy, including hydrogen and other types of fuel cells, batteries and flywheels, as well as technologies that conserve or enable more efficient use of energy.

● **What are the binding elements of the investment strategy used to select the investments to attain the sustainable investment objective?**

The binding elements of the investment strategy are as follows:

- The Investment Manager positively screens for companies where it believes their sustainable energy activities are or will be the key driver of equity value.
- The Fund will not invest in companies as per the Investment Manager's exclusion policy, available [here](#).
- The Investment Manager's ESG analysis as described above
- The estimation of the gross carbon dioxide emissions avoided by products and services of the investee companies, as described above

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

Good governance practices (in particular with respect to sound management structures, employee relations, remuneration of staff and tax compliance) are assessed within the internal company ESG analyses previously described.

The investment manager's corporate governance policy is available [here](#).

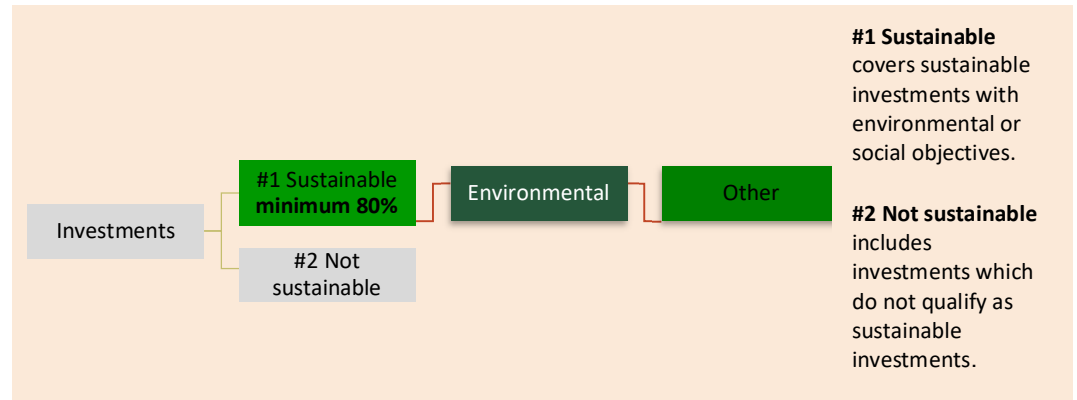
**The investment strategy**  
guides investment decisions based on factors such as investment objectives and risk tolerance.

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



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

What is the asset allocation and the minimum share of sustainable investments?



#1 Sustainable is minimum 80%.

#2 Not Sustainable may include investments such as cash held as ancillary liquidity or derivatives used for hedging purposes, in accordance with the provisions in the Supplement for the Fund.

● **How does the use of derivatives attain the sustainable investment objective?**

The Fund does not use derivatives to attain its sustainable investment objective.



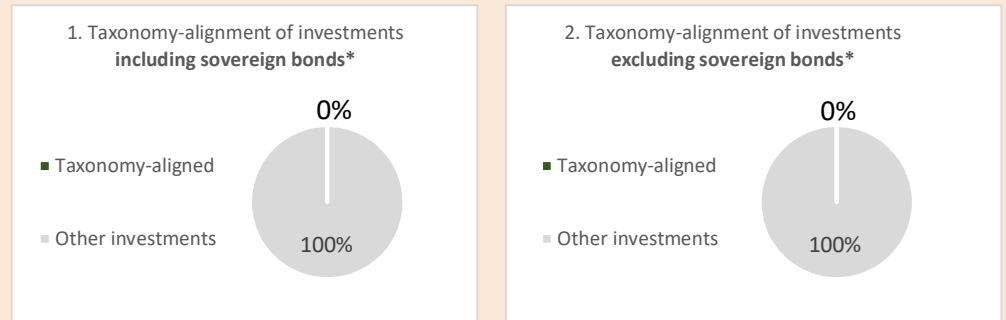
**To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?**

0%

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

*The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the taxonomy-alignment of sovereign bonds\*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.*



*\*For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures*

**Enabling activities** directly enable other activities to make a substantial contribution to an environmental objective.

**Transitional activities** are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

- **What is the minimum share of investments in transitional and enabling activities?**

0%



- **What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?**

The minimum share of sustainable investments not aligned with the EU Taxonomy is 80% of net assets.

The Investment Manager cannot currently satisfy itself that the investments within the portfolio meet the necessary criteria in order to be considered Taxonomy aligned.



- **What is the minimum share of sustainable investments with a social objective?**

0%. The Fund does not invest in sustainable investments with a social objective



- **What investments are included under “#2 Not sustainable”, what is their purpose and are there any minimum environmental or social safeguards?**

#2 Not Sustainable may include investments such as cash held as ancillary liquidity or derivatives used for hedging purposes, in accordance with the provisions in the Supplement for the Fund.



are environmentally sustainable investments that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

- **Is a specific index designated as a reference benchmark to meet the sustainable investment objective?**

No

- **How does the reference benchmark take into account sustainability factors in a way that is continuously aligned with the sustainable investment objective?**

N/A



Reference benchmarks are indexes to measure whether the financial product attains the sustainable investment objective.

- *How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?*  
N/A
- *How does the designated index differ from a relevant broad market index?*  
N/A
- *Where can the methodology used for the calculation of the designated index be found?*  
N/A



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

More product-specific information can be found on the website:  
<https://www.guinnessgi.com/funds/guinness-sustainable-energy-fund>