



**Supplement**

**GIB AM Emerging Markets Active Engagement Fund**

**A sub-fund of Amundi UCITS Fund Partners ICAV**

**An open-ended umbrella Irish collective asset-management vehicle with segregated liability between sub-funds formed in Ireland under the Irish Collective Asset-management Vehicles Act 2015 and authorised by the Central Bank as a UCITS pursuant to the Regulations**

**Dated 26 April 2022**

## Important Information

This Supplement contains information relating specifically to the GIB AM Emerging Markets Active Engagement Fund (the "**Sub-Fund**"), a sub-fund of Amundi UCITS Fund Partners ICAV (the "**ICAV**"), an open-ended umbrella fund with segregated liability between sub-funds authorised by the Central Bank as a UCITS pursuant to the Regulations.

This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the ICAV dated 26 April 2022 (the "**Prospectus**").

As the price of Shares in the Sub-Fund may fall as well as rise, the ICAV shall not be a suitable investment for an investor who cannot sustain a loss on their investment. Investors may also refer to the KIID for the most up-to-date SRRRI measurement.

**An investment in the Sub-Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

Investors should read and consider Appendix III to the Prospectus (entitled "**Risk Factors**") before investing in the Sub-Fund.

## Definitions

<b>Business Day</b>	means any day on which commercial banks are open for business in Dublin and London, or such other day or days as the Directors may determine;
<b>Dealing Day</b>	means each Business Day and/or such other day or days as the Directors may in their absolute discretion determine and notify in advance to Shareholders provided that there shall be at least two Dealing Days in each month occurring at regular intervals;
<b>Dealing Deadline</b>	has the meaning given to it in the section "Timing of transactions";
<b>Emerging Markets</b>	means those countries defined as such by the MSCI Emerging Markets Net Total Return Index;
<b>Equity Related Securities</b>	means securities or instruments such as common stock, depositary receipts (including but not limited to American Depositary Receipts and Global Depositary Receipts), preferred shares, equity linked notes (unleveraged debt securities linked to the performance of equities), warrants and convertible securities (such as convertible preference shares);
<b>Frontier Markets</b>	means those countries defined as such by the MSCI Frontier Markets Index;
<b>Initial Offer Period</b>	means the period starting for each Class at 9 a.m. (Irish time) on 27 April 2022 and will finish at 5 p.m. (Irish time) on 26 October 2022 as may be shortened or extended by the Directors in accordance with the requirements of the Central Bank;
<b>Investment Grade</b>	means a rating of at least Baa by Moody's Investor Services or BBB by Fitch or BBB- by Standard & Poor's;
<b>Minimum Fund Size</b>	means \$25,000,00 (or the currency equivalent thereof) or such other amount as the Directors may in their absolute discretion determine;
<b>Minimum Share Class Size</b>	means \$500,000 (or the currency equivalent thereof) or such other amount as the Directors may in their absolute discretion determine;
<b>Redemption Settlement Date</b>	means three (3) Business Days after the relevant Dealing Day;
<b>Subscription Settlement Date</b>	means three (3) Business Days after the relevant Dealing Day; and
<b>Valuation Point</b>	means 10 p.m. (Irish time).

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

## Objective and Investment Policy

### Objective

The investment objective is to achieve capital growth.

Investors should be aware there is no guarantee that the Sub-Fund will achieve its investment objective.

### Investments

The Sub-Fund seeks to achieve its investment objective by investing primarily in equities and Equity Related Securities predominantly issued by issuers listed, domiciled, or conducting significant business in Emerging Markets, which the Investment Manager believes have undervalued long-term prospects and present opportunities for improved sustainability through active engagement. The Investment Manager believes that these investments have the potential to create value through active engagement with the issuer on a wide range of environmental, social, and governance ("ESG") and other issues bespoke to the issuer's business.

Up to 20% of the Net Asset Value may be invested in the equities and Equity Related Securities of issuers that are listed, domiciled, or conducting significant business in a Frontier Markets country, and up to 10% of Net Asset Value may be invested in securities listed or traded on the Moscow Exchange. The Sub-Fund may also invest up to 30% of its Net Asset Value in A-share of People's Republic of China companies listed on the Shanghai-Hong Kong Stock Exchange via Stock Connect.

The Sub-Fund may hold cash and instruments that may be readily converted to cash, including cash deposits, treasury bills, Investment Grade government bonds and short-term corporate bonds (fixed or floating rate), commercial paper, short term money market instruments and certificates of deposit. In normal market conditions, such investment shall not exceed 20% of the Net Asset Value of the Sub-Fund.

Under normal market conditions, the Investment Manager will target a relatively concentrated portfolio of between 25-40 securities. As a consequence, the Sub-Fund

may have a higher level of annualised volatility than a more diversified portfolio.

### Benchmark

The Sub-Fund is actively managed and uses the MSCI Emerging Markets Net Total Return Index (USD) (the "**Benchmark**") for performance comparison purposes only. The Investment Manager's discretion in constructing the portfolio is not limited to, or constrained by, the constituents of the Benchmark. Further, the Sub-Fund has not designated the Benchmark as a reference benchmark for the purpose of the Disclosure Regulation, as it is a broad market index that does not assess or include its constituents on the basis of ESG (as defined below) factors.

### Derivatives

The Sub-Fund may use derivatives for efficient portfolio management purposes (as described under the sections of the Prospectus entitled "**Efficient Portfolio Management**" and "**Use of FDI**") but only to the extent that such use does not impact the Sub-Fund's investment objective.

The types of FDI in which the Sub-Fund may invest in are limited to (i) futures; (ii) forwards; (iii) options; and (iv) total return swaps.

In addition, the Sub-Fund may make use of derivatives (including derivatives that focus on equities and foreign exchange) for investment purposes to temporarily gain access to markets, reduce risk (e.g. hedge equities and foreign exchange risk) and as a way to reduce the cost of gaining exposure to equities and Equity Related Securities.

### Base currency USD

## Management Process

The Investment Manager aims to achieve the Sub-Fund's investment objective through its fundamentally driven bottom-up approach to high conviction, active Emerging Markets and Frontier Markets investing by identifying companies with underappreciated sources of growing cash flow, and engaging with them on a range of ESG and other issues likely to enhance shareholder value, such as increasing return on capital and lowering the implied cost of capital.

### *Screening and Analysis*

To establish the investment universe, the Investment Manager first excludes certain issuers as described under “**Excluded Issuers**” below. It then identifies issuers that meet the Investment Manager’s liquidity and market capitalisation requirements.

The Investment Manager selects the Sub-Fund’s holdings from the investment universe by first undertaking a quantitative screening process that tests an issuer’s earnings quality, cash flow and capital structure strength. From there, a qualitative analysis is performed to determine whether the issuer is significantly undervalued. The Investment Manager will favour issuers that can be characterised by deepening competitive advantages, e.g., brand and intellectual property strength, economies of scale, captive consumer demand, and attractive growth opportunities.

This screening and analysis allows the Investment Manager to construct a balanced growth- and value-driven portfolio.

The size of each holding will be determined using the Investment Manager’s in-house portfolio construction process, which is designed to mitigate behavioural biases, as discussed below. The process uses a proprietary conviction scorecard spreadsheet to assess the opportunity cost of an issuer in the context of its total upside. It seeks to mitigate inherent behavioural biases that may arise in the investment process by attributing a conviction score for each position based on an assessment of (i) its intrinsic value, (ii) the likelihood and materiality of engagement success and (iii) its business, management and industry risks. This assessment is supplemented by the application of a macro matrix spreadsheet, which assesses and manages country and currency risk exposures.

### *Active Engagement*

Issuers held in the Sub-Fund’s portfolio will be subject to the Investment Manager’s active engagement process, which involves constructive and purposeful dialogue with issuers, focusing on improvements in their approach to ESG-related issues and optimising other business practices (such as reducing

costs while improving performance) with the view to improving sustainability and enhancing value.

This is achieved through direct interaction with issuers, including meetings and on-site visits, presentations, publication of whitepapers and letters to management alongside proxy voting. Such interaction is not intended to, and does not amount to, the exercise of significant influence or management control over the day to day operations of an issuer. The implementation or disregard of the suggestions made by the Investment Manager is ultimately up to the issuer’s management, and there can be no guarantee that the Investment Manager’s suggestions will be implemented by the issuer.

### *ESG Improvements*

The Investment Manager will analyse each issuer and identify the most relevant and material ESG risk factors to its business and engage with management on them. Such engagement may include making suggestions to issuers in respect of their establishment of a long-term sustainability plan, alignment of executive compensation with the issuer’s performance on ESG issues and improving areas such as internal ESG policies, reporting and disclosure and investor relations functions.

The Investment Manager interacts with issuers to share perspectives on establishing long-term key performance indicators on ESG matters relevant to their business including, but not limited to, water usage, renewable energy consumption, reducing carbon emissions, corporate and board diversity and skill development. It also monitors an issuer’s progress on sustainability initiatives and overall ESG ratings by industry rating agencies.

The Investment Manager pursues this engagement approach because it believes that mitigating ESG risks and improving an issuer’s performance on ESG issues will ultimately give rise to higher company valuations and maximise shareholder returns.

Screening, analysis, and engagement is based on information that is publically available and/or provided to the Investment Manager as a minority shareholder as required by regulation.

### *Excluded Issuers*

The excluded issuers specified in the Responsible Investment Policy (as further detailed in the section of the Prospectus entitled “**Overview of Responsible Investment Policy**”) will be excluded from the investible universe. In addition, companies whose operations, in the Investment Manager’s opinion, contravene the Investment Manager’s responsible investment policy will also be excluded. This currently includes, but is not limited to, companies that derive more than a *de minimis* proportion of their revenues from operations relating to:

- weapons;
- fossil fuels;
- adult entertainment;
- tobacco;
- alcohol production;
- gambling; and
- any other products and services determined by the Investment Manager to negatively impact sustainable improvements.

The Investment Manager will also exclude from the eligible investment universe issuers that are subject to United Nation, European Union, United Kingdom or United States sanctions due to their systematic breach of standards.

Details of the Investment Manager’s responsible investment policy can be found at <https://gibam.com/about/governance>

### *Good governance practices of investee companies*

The Investment Manager’s analysis of an issuer will include, but is not limited to, its corporate governance structure and practices, such as the soundness of its management structures; the extent of management’s engagement with its workforce and employee engagement scores; the diversity of the issuer’s board; and statistics concerning fatalities, injuries and illness in the workplace and staff turnover.

### **Disclosures Regulation**

The Manager, in conjunction with the Investment Manager, has categorised the Sub-Fund as meeting the provisions set out in Article

8 of the Disclosures Regulation for products that promote environmental characteristics.

### **Taxonomy Regulation**

The Sub-Fund promotes environmental characteristics as described in the Article 8 of the Disclosure Regulation and may partially invest in economic activities that contribute to environmental objectives. It is therefore required to disclose, according to Article 6 of the Taxonomy Regulation, information about the environmentally sustainable investments made.

The underlying investments of the Sub-Fund may partially contribute to the following environmental objectives set out in the Article 9 of the Taxonomy Regulation: (a) climate change mitigation; (b) climate change adaptation; (c) the sustainable use and protection of water and marine resources; (d) the transition to a circular economy; (e) pollution prevention and control; and (f) the protection and restoration of biodiversity and ecosystems.

In order to contribute to these objectives, it is expected that the Sub-Fund may make investments in Taxonomy Regulation-eligible economic activities. However, due to the current lack of data for the assessment of the alignment of such investments with the EU criteria for environmentally sustainable economic activities, the Sub-Fund cannot at this stage make commitments regarding the extent to which its underlying investments qualify as environmentally sustainable economic activities. Therefore, for the purpose of the Taxonomy Regulation, it should be noted that at any given time the Sub-Fund may not be invested in investments that take into account the EU criteria for environmental sustainable economic activities.

In circumstances where certain of the Sub-Fund’s assets are invested in economic activities that contribute to environmental objectives, the “do no significant harm” principle applies only to those investments. The EU’s criteria for environmentally sustainable economic activities will not be applied to the remainder of the Sub-Fund’s portfolio.

As data becomes more available, it is expected that the description of the extent to which the underlying investments are in economic activities that qualify as environmentally sustainable will become more accurate and will

be made available to investors. Such data will therefore be integrated in a future version of this document, along with information relating to the proportion of enabling and transitional activities.

## Main Risks

Investors should consider the risk factors in Appendix III to the Prospectus entitled "Risk Factors". In addition, investors should be aware of the following risks applicable to the Sub-Fund:

- Equity Risks
- Emerging Markets Risk
- Frontier Markets Risk
- Efficient Portfolio
- Management Risk
- Financial Markets and Regulatory Change
- Investments in Asia Pacific and Emerging Markets Risk
- Investment Fund Risk
- Volatility Risk
- Concentration Risk
- Depositary Risk
- Derivatives and Securities Financing Transactions Risk
- Sustainable Investment Risk
- PRC Risks

Investors should also note that the Sub-Fund may perform differently or underperform relative to other comparable funds that do not integrate Sustainability Risks into their investment decisions.

### Techniques and instruments

The Sub-Fund will not use Securities Financing Transactions

The proportion of assets of the Sub-Fund that are subject to Total Return Swaps shall not exceed 20% of the Sub-Fund's assets under management, but will typically be less than 20%.

### Risk management method

Commitment Approach.

### Investment Manager

#### Gulf International Bank (UK) Limited

Gulf International Bank (UK) Limited was established in the United Kingdom as a limited company (Registration No: 1223938) and is regulated by the Financial Conduct Authority and authorised and regulated by Prudential

Regulation Authority and has been cleared by the Central Bank of Ireland to provide investment management services to Irish collective investment schemes.

The fees and expenses of the Investment Manager shall be discharged out of the Sub-Fund's assets for each respective Class.

## Planning Your Investment

See the section entitled "**Share Dealings – Classes**" in the Prospectus for further information.

## Profile of a Typical Investor

Suitable for investors:

- With a broad knowledge of investing in funds;
- Who understand the risk of losing some or all of the capital invested; and
- Seeking to increase the value of their investment over the recommended holding period of five years.

Investment in the Sub-Fund should be considered long-term and may not be suitable for a short-term investment.

## Initial Offer Period

During the Initial Offer Period, Shares will be issued at the Initial Issue Price set out below. After the Initial Offer Period, Shares in each Class will be available for subscription on each Dealing Day at the then prevailing Net Asset Value per Share.

## Timing of Transactions

Applications for subscriptions and redemptions must be received before 11 am (Irish time) on the Business Day before the relevant Dealing Day (the "**Dealing Deadline**").

Subscription monies should be paid to the Subscriptions/Redemptions Account so as to be received in cleared funds by no later than the Subscription Settlement Date.

Payment of Redemption Proceeds will normally be made by electronic transfer to the account of the redeeming Shareholder at the risk and expense of the Shareholder by the Redemption

Settlement Date, provided that all the required documentation has been furnished to and received by the Administrator.

**Switching in/out**  
Not permitted.

## Share Classes and Fees

Class Label*****	Minimum initial investment	Initial Issue Price*	Investment Management Fee (Max)	Administration Fee (Max)**	Entry Charge (Max)	Exit Charge (Max)	CDSC (Max)	Distribution Fee (Max)
A2	\$1,000	\$10	1.50%	0.25%	None	None	None	None
I	\$1,000,000	\$100	0.65%	0.25%	None	None	None	None
I2	\$500,000	\$100	0.90%	0.25%	None	None	None	None
J2	\$500,000	\$100	0.90%	0.25%	None	None	None	None
R2	\$1,000	\$10	1.50%	0.25%	None	None	None	None
P2	\$1,000,000	\$100	1.05%	0.22%	None	None	None	None
SE***	\$500,000	\$100	0.55%	0.25%	None	None	None	None
X2****	\$20,000,000	\$100	0%	0.25%	None	None	None	None

\*The initial issue price will be in the designated currency of the relevant Class as listed in Appendix I.

\*\*This fee is subject to a minimum fee of \$90,000 per annum for the first year following the close of the Initial Offer Period for the Class that closes first and a minimum fee of \$180,000 per annum thereafter, payable to the Manager monthly in arrears in respect of its role in managing the assets of the Sub-Fund and administrative and operational support, which involves, procuring the provision of administration and depositary services as well as a range of other services as set out in further detail in the section "Administrative Fee" of the Prospectus.

\*\*\*The Class SE Shares in the Sub-Fund are available for subscription for a period of six months from the Fund's launch date, or on reaching assets of USD \$100,000,000, whichever occurs first, after which will be closed for subscription. Please note that the characteristics and investor eligibility requirements for this Class as set out in the section of the Prospectus entitled "Share Dealings", are not applicable to the Classes in the Sub-Fund.

\*\*\*\*The Class X2 Shares in the Sub-Fund shall only be made available for subscription to employees of the Investment Manager and its affiliates, or as the Manager may determine from time to time in its absolute discretion.

\*\*\*\*\*Please note that the characteristics and investor eligibility requirements for Class labels A, I, J, R, P and X, as set out in the section of the Prospectus entitled "Share Dealings", are not applicable to the Classes in the Sub-Fund.

The foregoing Classes may be made available in the Sub-Fund. Please refer to Appendix I for further details of the classes that are currently available in the Sub-Fund.

The Net Asset Value per Share in each Class will be calculated in the relevant Class currency. In addition, all subscriptions and redemptions will be effected in that currency.

The fees and expenses set out in the above table, expressed as a percentage of the Net Asset Value per Share may be incurred by a Shareholder as a result of its investment in a particular Class.

The Sub-Fund's establishment and organisation expenses, which are estimated not to exceed USD\$45,000, shall be borne out of the assets of the Sub-Fund and shall be amortised over the first three accounting periods following Central Bank approval of the Sub-Fund.

For further detail in respect of the fees and expenses applicable to the ICAV and the Sub-Fund see the section entitled "**Fees and Expenses**" in the Prospectus.

### **Swing Pricing**

The Directors intend to adopt a swing pricing mechanism in respect of the Sub-Fund. Please refer to the section entitled "**Swing Pricing Mechanism**" in the Prospectus for further detail.

### **Material Contracts**

The Investment Management Agreement may be terminated by a party on giving not less than 90 days' prior written notice to the other parties. The Investment Management Agreement may also be terminated forthwith by a party giving notice in writing to the other parties upon certain breaches as outlined in the Investment Management Agreement or upon the insolvency of a party (or upon the happening of a like event).

The Investment Manager accepts responsibility for all Losses (as defined therein) suffered or incurred by the Manager or the ICAV to the extent that Losses are due to a breach of the Investment Management Agreement or due to the negligence, fraud, bad faith, or wilful default by the Investment Manager or its Delegates (as defined therein) in the performance of its obligations or duties under the Investment Management Agreement and the Investment Manager will not otherwise be liable for Losses suffered or incurred by the Manager or the ICAV.

The Investment Manager accepts responsibility for and shall indemnify the Manager and the ICAV and any of their respective directors, officers or employees against any Losses suffered as a direct result of the Investment Manager's fraud, negligence or willful default.

No party shall be responsible for the loss of, or damage to, any property of another party or for any failure to fulfil its obligations thereunder if such loss, damage or failure shall be caused by a Force Majeure Event (as defined therein), or other cause whether similar or otherwise which is beyond the reasonable control of the relevant party provided that the relevant party shall use all reasonable efforts to minimise the effects of any such event.

The Investment Management Agreement shall be governed by the laws of Ireland and the courts of Ireland shall have non-exclusive jurisdiction to hear any disputes or claims arising out of or in connection with the Investment Management Agreement.

### **Miscellaneous**

At the date of this Supplement, the other sub-funds of the ICAV in existence are:

- Euro Credit Bond
- GIB AM Sustainable World Fund

## Appendix I

### Share Class Information

Share Class	Distribution Status
A2 USD AD (D)	Distributing
A2 USD (C)	Non-Distributing
A2 EUR AD (D)	Distributing
A2 EUR (C)	Non-Distributing
I2 USD AD (D)	Distributing
I2 USD (C)	Non-Distributing
I2 EUR AD (D)	Distributing
I2 EUR (C)	Non-Distributing
I2 GBP AD (D)	Distributing
I2 GBP (C)	Non Distributing
I2 CHF AD (D)	Distributing
I2 CHF (C)	Non-Distributing
J2 USD AD (D)	Distributing
J2 USD (C)	Non-Distributing
J2 EUR AD (D)	Distributing
J2 EUR (C)	Non-Distributing
J2 GBP AD (D)	Distributing
J2 GBP (C)	Non- Distributing
J2 CHF AD (D)	Distributing
J2 CHF (C)	Non-Distributing
P2 USD AD (D)	Distributing
P2 USD (C)	Non-Distributing
P2 EUR AD (D)	Distributing
P2 EUR (C)	Non-Distributing

P2 GBP AD (D)	Distributing
P2 GBP (C)	Non-Distributing
P2 CHF AD (D)	Distributing
P2 CHF (C)	Non-Distributing
R2 USD AD (D)	Distributing
R2 USD (C)	Non-Distributing
R2 EUR AD (D)	Distributing
R2 EUR (C)	Non-Distributing
SE USD (C)	Non-Distributing
X2 USD (C)	Non-Distributing
X2 GBP (C)	Non-Distributing

The Sub-Fund is a multi-class fund with Classes of Shares set out above denominated in currencies as set out above. The Net Asset Value per Share in each Class will be calculated in the relevant Class currency. In addition, all subscriptions and redemptions will be effected in that currency.