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

STONE HARBOR GLOBAL FUNDS PLC

(an investment company with variable capital incorporated with limited liability in Ireland with registered number 454962 and established as an umbrella fund with segregated liability between Funds)

PROSPECTUS
for

Multi-Sector Portfolios
Stone Harbor Global Aggregate Total Return Portfolio
Stone Harbor Global Diversified Credit (No. 1) Portfolio
Stone Harbor LIBOR Multi-Strategy Portfolio
Stone Harbor LIBOR Multi-Strategy (No. 2) Portfolio
Stone Harbor Multi Asset Credit Portfolio
Stone Harbor Multi Asset Credit (No. 2) Portfolio
Stone Harbor Sterling Core Plus Total Return Portfolio

High Yield Portfolios
Stone Harbor Global High Yield Portfolio
Stone Harbor Convertible Securities Portfolio
Stone Harbor Leveraged Loan Portfolio
Emerging Markets Debt Portfolios
Stone Harbor Emerging Markets Corporate Debt Portfolio
Stone Harbor Emerging Markets Debt Portfolio
Stone Harbor Emerging Markets Debt Blend Portfolio
Stone Harbor Emerging Markets Debt Blend (No. 2) Portfolio
Stone Harbor Emerging Markets Local Currency Debt Portfolio
Stone Harbor Emerging Markets Local Currency Inflation Linked Debt Portfolio
Stone Harbor Global Emerging Markets Debt Blend Portfolio

Opportunistic Portfolios
Stone Harbor Developed Markets Government Opportunistic Portfolio
Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio
Stone Harbor Emerging Markets Debt Opportunistic Portfolio
Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio
Stone Harbor European High Yield Bond Opportunistic Portfolio
Stone Harbor High Yield Bond Opportunistic Portfolio
Stone Harbor Global Investment Grade Corporate Bond Opportunistic Portfolio
Stone Harbor Leveraged Loan Opportunistic Portfolio
Stone Harbor Multi Asset Credit Opportunistic Portfolio
Stone Harbor Securitised Bond Opportunistic Portfolio

Dated 16 October 2023

THIS DOCUMENT CONTAINS IMPORTANT INFORMATION ABOUT THE COMPANY AND THE FUNDS AND SHOULD BE READ CAREFULLY BEFORE INVESTING. IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS PROSPECTUS YOU SHOULD CONSULT YOUR BANK MANAGER, LEGAL ADVISER, ACCOUNTANT OR OTHER FINANCIAL ADVISER.

Certain terms used in this Prospectus are defined on pages 15 to 26 of this document.

Central Bank Authorisation

The Company has been authorised by the Central Bank as an investment company pursuant to Part 24 of the Companies Act, 2014. The authorisation of this scheme is not an endorsement or guarantee of the scheme by the Central Bank nor is the Central Bank responsible for the contents of this Prospectus. The Central Bank shall not be liable by virtue of its authorisation of this scheme or by reason of its exercise of the functions conferred on it by legislation in relation to this scheme for any default of the scheme. Authorisation of this scheme does not constitute a warranty by the Central Bank as to the creditworthiness or financial standing of the various parties to the scheme. The minimum subscription into the Company is not less than U.S.$1,000,000 depending on the Share Class (or such other amount as the Directors may determine but in any event not less than the greater of U.S.$500,000 or the U.S. Dollar equivalent of €100,000) and an investment in the Company may only be made by an investor who:

1. **(a) is a professional client within the meaning of Annex II of Directive 2004/39/EC (Markets in Financial Instruments Directive); or**

(b) receives an appraisal from an EU credit institution, a MiFID firm or a UCITS management company that the investor has the appropriate expertise, experience and knowledge to adequately understand the investment in the Company; or

(c) certifies that they are an informed investor by providing the following:

(i) confirmation (in writing) that the investor has such knowledge of and experience in financial and business matters as would enable the investor to properly evaluate the merits and risks of the prospective investment; or

(ii) confirmation (in writing) that the investor's business involves, whether for its own account or the account of others, the management, acquisition or disposal of property of the same kind as the property of the scheme;

and

2. **(i) who certifies in writing to the Company that they meet the minimum criteria and that they are aware of *the* risk involved in the proposed investment and the fact that inherent in such investments is the potential to lose all of the sum invested,**

or

(ii) a "Knowledgeable Investor".

The Company has been authorised by the Central Bank to market solely to Qualifying Investors. Accordingly, the scheme is a qualifying investor scheme under the Central Bank's current rules and while this scheme is authorised by the Central Bank, the Central Bank has not set any limits or other restrictions on the investment objectives, the investment policies or on the degree of leverage which

may be employed by the scheme nor has the Central Bank reviewed this Prospectus. The scheme must comply with the aim of spreading investment risk in accordance with Section 1386(1)(a) of the Companies Act 2014.

The Company has been authorised by the Central Bank as a Qualifying Investor AIF pursuant to Chapter 2 of the AIF Rulebook and is managed by the AIFM which acts as the external AIFM of the Company. The AIFM may market the Shares to professional investors within the meaning of AIFMD in Member States pursuant to Article 31 and 32 of AIFMD. The AIFM is responsible for ensuring compliance with AIFMD, including, without limitation, meeting various organisational requirements and conduct of business rules, adopting and implementing certain policies and procedures (which address areas such as risk management, liquidity management and remuneration) and complying with ongoing reporting and transparency obligations and certain minimum capital requirements.

Investment Risks

It should be appreciated that the value of the Shares and the income from them may go down as well as up and accordingly an investor may not get back the full amount invested. **To protect existing shareholders, a swing pricing adjustment of up to 3% of the Net Asset Value per Share may, at the absolute discretion of the Investment Manager, be made on a Dealing Day and reflected in the Net Asset Value per Share at which subscriptions and repurchases of Shares are effected. For details on the swing pricing adjustment, please refer to the section entitled "Administration of the Company – Swing Pricing Adjustments". Therefore, the difference at any one time between the sale and repurchase of these Shares means that an investor should regard an investment in the Company as a medium- to long-term investment.** As the Company is not subject to the restrictions deemed necessary for the protection of retail investors, investors should be aware of the potential for above average risk in investing in the Shares. Investment in the Shares is suitable only for investors able to tolerate such risk. Details of certain investment risks for an investor are set out in the section entitled "Risk Factors".

Selling Restrictions

The distribution of this Prospectus and the offering or purchase of the Shares may be restricted in certain jurisdictions. No persons receiving a copy of this Prospectus or the accompanying application form in any such jurisdiction may treat this Prospectus or such application form as constituting an invitation to them to subscribe for Shares, nor should they in any event use such application form, unless in the relevant jurisdiction such an invitation could lawfully be made to them and such application form could lawfully be used without compliance with any registration or other legal requirements. Accordingly, this Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation. It is the responsibility of any persons in possession of this Prospectus and any persons wishing to apply for Shares pursuant to this Prospectus to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for Shares should inform themselves as to the legal requirements of so applying and any applicable exchange control regulations and taxes in the countries of their respective citizenship, residence, incorporation or domicile.

Before investing in a Fund an investor shall be required to confirm whether the investor is an Irish

Resident for tax purposes.

Hong Kong: The Company is not authorised by the Securities and Futures Commission in Hong Kong pursuant to Section 104 of the Securities and Futures Ordinance of Hong Kong and a copy of this Prospectus has not been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the

Companies Ordinance of Hong Kong. This Prospectus must not, therefore, be circulated, distributed, or otherwise made available, and Shares may not be offered or sold, to persons in Hong Kong other than: (1) those whose ordinary business it is to buy or sell shares or debentures (whether as principal or as agent); or (2) in circumstances which would not constitute an offer to the public or any section thereof.

Japan: The Shares have not been and will not be registered under the Financial Instruments and Exchange Law of Japan and, accordingly, no Shares may be offered or sold, directly or indirectly, in Japan or to, or for the benefit, of any Japanese person or to others for reoffering or resale, directly or indirectly, in Japan or to any Japanese person except under circumstances which will result in compliance with all applicable laws, regulations and guidelines promulgated by the relevant Japanese governmental and regulatory authorities and in effect at the relevant time. To this extent, a selling agent shall arrange the sale of Shares of a Fund by private placement to a small number of investors (less than 50 Japanese persons and unlimited number of the Qualified Institutional Investors) in accordance with Sub-Item C, Item 2, Paragraph 3, Article 2 of the Financial Instruments and Exchange Law of Japan. For this purpose, "Japanese person" means any person resident in Japan, including any corporation or other entity organised under the laws of Japan.

United States: The Shares have not been and will not be registered under the 1933 Act, or any U.S. state securities laws, and neither the Funds nor the Company has been or will be registered under the 1940 Act. Except as otherwise described herein, such Shares may not be offered or sold, directly or indirectly to, or for the benefit of, any U.S. Person. For this purpose, a U.S. Person has the meaning set forth at page 25 of this Prospectus. Shares may in the future be offered and sold to a limited number or category of U.S. Persons, but only pursuant to authorisation by the Directors, and in such a manner that will not require the registration of the Company, any Fund, or the Shares under the securities laws of the United States, or any state thereof.

Marketing Rules

Shares are offered only on the basis of the information contained in the current Prospectus and the latest audited annual accounts and any subsequent half-yearly report. Investors should note that the auditor's report on the Company's annual accounts is made only to the Company and the Shareholders as a body at the date of the auditor's report.

Any further information or representation given or made by any dealer, salesman or other person should be disregarded and accordingly should not be relied upon. Neither the delivery of this Prospectus nor the offer, issue or sale of Shares shall, under any circumstances, constitute a representation that the information given in this Prospectus is correct as of any time subsequent to the date of this Prospectus. Statements made in this Prospectus are based on the law and practice currently in force in Ireland and are subject to changes therein.

This Prospectus may be translated into other languages provided that any such translation shall be a direct translation of the English text. In the event of any inconsistency or ambiguity in relation to the meaning of any word or phrase in translation, the English text shall prevail and all disputes as to the terms thereof shall be governed by, and construed in accordance with, the law of Ireland.

This Prospectus should be read in its entirety before making an application for Shares.

PRIIPS

Shares are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of article 4(1) of Directive 2014/65/EU ("MIFID II"); (ii) a customer within the meaning of Directive 2002/92/EC ("IMD"), where that customer would not qualify as a professional client as defined in point (10) of article 4(1) of MIFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (the "Prospectus Directive"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Shares or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Shares or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

STONE HARBOR GLOBAL FUNDS PUBLIC LIMITED COMPANY

Board of Directors Michael Angerthal George Aylward Patrick Bradley Peter Wilby Vincent Dodd Carl O'Sullivan Werner Schwanberg	**Administrator** BNY Mellon Fund Services (Ireland) Designated Activity Company One Dockland Central Guild Street IFSC Dublin 1 D01 E4X0 Ireland
Registered Office of the Company Second Floor 5 Earlsfort Terrace Dublin D02 CK83 Ireland	**Depositary** The Bank of New York Mellon SA/NV Dublin Branch Riverside II Sir John Rogerson's Quay Grand Canal Dock Dublin D02 KV60 Ireland
Investment Manager and Distributor Virtus Fixed Income Advisers, LLC One Financial Plaza Hartford Connecticut 06103 USA	**Legal Advisers in Ireland** Dechert LLP Second Floor 5 Earlsfort Terrace Dublin D02 CK83 Ireland
AIFM Virtus International Fund Management Limited Second Floor 5 Earlsfort Terrace Dublin D02 CK83 Ireland	**Auditors** PricewaterhouseCoopers One Spencer Dock North Wall Quay Dublin D01 X9R7
Sub Investment Manager Virtus International Management, LLP 48 Dover Street 5th Floor London W1S 4FF United Kingdom	**Secretary** Dechert Secretarial Limited Second Floor 5 Earlsfort Terrace Dublin D02 CK83 Ireland

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STONE HARBOR GLOBAL FUNDS PLC

SUMMARY

The following summary is qualified in its entirety by reference to the more detailed information included elsewhere in this Prospectus.

Structure

The Company is an umbrella fund with segregated liability between Funds, established as an open- ended, variable capital investment company incorporated as a public limited company under the laws of Ireland. The Articles of Association provide for separate Funds, each representing interests in a separate and defined portfolio of assets and liabilities which may be issued from time to time with the approval of the Central Bank. Each Fund may issue more than one Class of Shares.

Authorisation

The Company has been authorised by the Central Bank as a Qualifying Investor AIF pursuant to Chapter 2 of the AIF Rulebook and is managed by the AIFM which acts as the external AIFM of the Company. The AIFM may market the Shares to professional investors within the meaning of AIFMD in Member States pursuant to Article 31 and 32 of AIFMD. The AIFM is responsible for ensuring compliance with AIFMD, including, without limitation, meeting various organisational requirements and conduct of business rules, adopting and implementing certain policies and procedures (which address areas such as risk management, liquidity management and remuneration) and complying with ongoing reporting and transparency obligations and certain minimum capital requirements.

Investment Objectives

<u>Multi-Sector Portfolios</u>

Stone Harbor Global Aggregate Total Return Portfolio

The primary investment objective of the Stone Harbor Global Aggregate Total Return Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Global Diversified Credit (No. 1) Portfolio

The primary investment objective of the Stone Harbor Global Diversified Credit (No. 1) Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor LIBOR Multi-Strategy Portfolio

The investment objective of the Stone Harbor LIBOR Multi-Strategy Portfolio is to aim to generate total return (i.e. capital appreciation).

The Stone Harbor LIBOR Multi-Strategy Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor LIBOR Multi-Strategy (No. 2) Portfolio

The investment objective of the Stone Harbor LIBOR Multi-Strategy (No. 2) Portfolio is to aim to generate total return (i.e. capital appreciation).

The Stone Harbor LIBOR Multi-Strategy (No. 2) Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor Multi Asset Credit Portfolio

The primary investment objective of the Stone Harbor Multi Asset Credit Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Multi Asset Credit (No. 2) Portfolio

The primary investment objective of the Stone Harbor Multi-Asset Credit (No. 2) Portfolio is to aim to generate meaningful absolute returns principally based on the income available from a diverse credit portfolio.

Stone Harbor Sterling Core Plus Total Return Portfolio

The primary investment objective of the Stone Harbor Sterling Core Plus Total Return Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Sterling Core Plus Total Return Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

<u>High Yield Portfolios</u>

Stone Harbor Global High Yield Portfolio

The primary investment objective of the Stone Harbor Global High Yield Portfolio is to aim to generate a total return (i.e., capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Global High Yield Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor Convertible Securities Portfolio

The primary investment objective of the Stone Harbor Convertible Securities Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Convertibles Securities Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor Leveraged Loan Portfolio

The primary investment objective of the Stone Harbor Leveraged Loan Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Emerging Markets Debt Portfolios

Stone Harbor Emerging Markets Corporate Debt Portfolio

The primary investment objective of the Stone Harbor Emerging Markets Corporate Debt Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Emerging Markets Corporate Debt Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor Emerging Markets Debt Portfolio

The primary investment objective of the Stone Harbor Emerging Markets Debt Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Emerging Markets Debt Blend Portfolio

The primary investment objective of the Stone Harbor Emerging Markets Debt Blend Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Emerging Markets Debt Blend (No. 2) Portfolio

The primary investment objective of the Stone Harbor Emerging Markets Debt Blend (No. 2) Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Stone Harbor Emerging Markets Local Currency Debt Portfolio

The primary investment objective of the Stone Harbor Emerging Markets Local Currency Debt Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Emerging Markets Local Currency Debt Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor Emerging Markets Local Currency Inflation Linked Debt Portfolio

The primary investment objective of the Stone Harbor Emerging Markets Local Currency Inflation Linked Debt Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Emerging Markets Local Currency Inflation Linked Debt Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor Global Emerging Markets Debt Blend Portfolio

The primary investment objective of the Stone Harbor Global Emerging Markets Debt Blend Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Global Emerging Markets Debt Blend Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Opportunistic Portfolios

Stone Harbor Developed Markets Government Opportunistic Portfolio

The investment objective of the Stone Harbor Developed Markets Government Opportunistic Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Developed Markets Government Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio

The primary investment objective of the Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor Emerging Markets Debt Opportunistic Portfolio

The primary investment objective of the Stone Harbor Emerging Markets Debt Opportunistic Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Emerging Markets Debt Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio

The primary investment objective of the Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor European High Yield Bond Opportunistic Portfolio

The primary investment objective of the Stone Harbor European High Yield Bond Opportunistic Portfolio is to aim to generate a total return (i.e., capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor European High Yield Bond Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor High Yield Bond Opportunistic Portfolio

The primary investment objective of the Stone Harbor High Yield Bond Opportunistic Portfolio is to aim to generate a total return (i.e., capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor High Yield Bond Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor Global Investment Grade Corporate Bond Opportunistic Portfolio

The primary investment objective of the Stone Harbor Global Investment Grade Corporate Bond Opportunistic Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Global Investment Grade Corporate Bond Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor Leveraged Loan Opportunistic Portfolio

The primary investment objective of the Stone Harbor Leveraged Loan Opportunistic Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Leveraged Loan Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor Multi Asset Credit Opportunistic Portfolio

The primary investment objective of the Stone Harbor Multi Asset Credit Opportunistic Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Multi Asset Credit Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Stone Harbor Securitised Bond Opportunistic Portfolio

The primary investment objective of the Stone Harbor Securitised Bond Opportunistic Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

The Stone Harbor Securitised Bond Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Share Classes

The following classes of Shares are available in each of the Funds:

Accumulating and distributing Class A shares denominated in AUD, CAD, CHF, EUR, GBP, JPY and USD with a minimum subscription amount of $1,000,000 (or equivalent in other authorised currency).

Accumulating and distributing Class D1, D2, I and M shares denominated in AUD, CAD, CHF, EUR, GBP, JPY, SGD and USD with a minimum subscription amount of $5,000,000 (or equivalent in other authorised currency).

In addition to the above, the following classes of Shares are also available in the Stone Harbor Emerging Markets Debt Blend Portfolio and Stone Harbor Emerging Markets Debt Blend (No. 2) Portfolio:

Accumulating and distributing Class D1 (H) and D2 (H) shares denominated in JPY, accumulating and distributing Class I (H) shares denominated in AUD, CHF and EUR with a minimum subscription amount of $5,000,000 (or equivalent in other authorised currency).

In addition to the above, the following classes of Shares are also available in the Stone Harbor LIBOR Multi-Strategy Portfolio and in Stone Harbor LIBOR Multi-Strategy (No. 2) Portfolio:

Accumulating and distributing Class I (H) and M (H) shares denominated in GBP with a minimum subscription amount of $5,000,000 (or equivalent in other authorised currency).

For each such Share Class with "(H)" in the name of the Share Class, the Investment Manager or Sub-Investment Manager will employ techniques to hedge the Share Class's exposure to changes in exchange rates between the Base Currency of the Fund and the currency of the Share Class. For all other Share Classes denominated in a currency other than the relevant Fund's Base Currency and that do not included "(H)" in their name, the Investment Manager or Sub-Investment Manager may or may not employ techniques to hedge the Share Class's exposure to changes in exchange rates between the Base Currency of the Fund and the currency of the Share Class. Please see the "Currency Transactions" section herein for more information.

The Company is under no obligation to accept an initial or subsequent subscription.

Taxation

As an investment undertaking within the meaning of section 739B (1) of the TC, the Company is exempt from Irish tax on its income and gains and the Company will not be required to account for any tax in respect of Shareholders who are not Irish Residents provided that the necessary signed declarations are in place. The Company may be required to account for tax in respect of Shareholders who are Irish Residents. Shareholders who are not Irish Residents will not be liable to Irish tax on income from their Shares or gains made on the disposal of their Shares, provided that the Shares are not held directly or indirectly by or for a branch or agency in Ireland. No stamp duty or other tax is payable in Ireland on the subscription, issue, holding, redemption or transfer of Shares. Where any subscription for or redemption of Shares is satisfied by an in specie transfer of Irish securities or other Irish property, Irish stamp duty may arise on the transfer of such securities or property. A gift or inheritance of Shares may be liable to Irish capital acquisitions tax. Potential investors are advised to consult their own tax advisers as to the implications of an investment in the Company. Please refer to the section entitled "Taxation" for further information.

Dividends

Each Share Class is designated as Distributing Share Classes or Accumulating Share Classes. Accumulating Share Classes do not distribute net income, net realised or net unrealised capital gains in the normal course of business whereas Distributing Share Classes will follow each Fund's particular distribution policy as set out in this Prospectus.

Fees and Expenses

Investors' attention is drawn to the details of the fees and expenses charged to the Funds set out in the section entitled "Fees and Expenses" below.

Dealing Days

Shares may be issued on a Dealing Day by sending an application form to the Administrator to arrive no later than the Trade Cut-Off Time. For all sub-funds other than the Stone Harbor Multi Asset Credit Opportunistic Portfolio, each Business Day shall be a Dealing Day, except where the Net Asset Value determination has been temporarily suspended in the circumstances outlined in the section entitled "Temporary Suspension of Valuation of the Shares and of Sales and Repurchases". In the case of the Stone Harbor Multi Asset Credit Opportunistic Portfolio, each Tuesday of every month (or the immediately preceding Business Day if it is not a Business Day) and the last Business Day of the month, except where the Net Asset Value determination has been temporarily suspended in the circumstances outlined in the section entitled "Temporary Suspension of Valuation of the Shares and of Sales and Repurchases".

Shares in the Funds may be repurchased on a Dealing Day by sending a repurchase form to the Administrator to arrive no later than the Trade Cut-Off Time.

Investor Restrictions

The Shares are issued in registered form and are transferable subject to the restrictions in the Articles of Association and may not be purchased or held by persons who are not Qualifying Investors.

The Shares may not be offered or sold in any jurisdiction in which such offer or sale is not lawful or in which the person making such offer or sale is not qualified to do so or to anyone to whom it is unlawful to make such an offer or sale. Except as otherwise provided in this Prospectus Shares may not be purchased or held by or for the account of any U.S. Person. Applicants and transferees will be required to certify whether or not they are Irish Residents.

Investment Risks

An investment in a Fund involves investment risks, including possible loss of the amount invested. There can be no assurance that a Fund will achieve its investment objective. A more detailed description of certain investment risks relevant to investors in the Company is set out under the sections entitled "Investment Objectives and Policies of the Funds" and "Risk Factors".

DEFINITIONS

In this Prospectus the following words and phrases shall have the meanings indicated below:-

"1933 Act"	the U.S. Securities Act of 1933, as amended;
"1940 Act"	the U.S. Investment Company Act of 1940, as amended;
"Accumulating Share Classes"	any Share Class that includes the term "Accumulating" in its name;
"Administrator"	BNY Mellon Fund Services (Ireland) Designated Activity Company;
"Administration Agreement"	the agreement dated 13 October 2023 and any subsequent amendments thereto between the Company, the AIFM and the Administrator;
"ADR's"	American Depository Receipts;
"AIF"	an alternative investment fund within the meaning of AIFMD;
"AIF Rulebook"	the Central Bank's AIF Rulebook, as such may be amended, supplemented or replaced from time to time;
"AIFM"	Virtus International Fund Management Limited or any successor alternative investment fund manager;
"Alternative Investment Fund Manager Agreement"	the agreement effective 31 October 2019 and any subsequent amendments thereto between the Company and the AIFM pursuant to which the latter was appointed as AIFM of the Company;
"AIFMD"	Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers as such may be amended supplemented or replaced from time to time;
"AIFMD Regulations"	the European Union (Alternative Investment Fund Managers) Regulations 2013 as such may be amended, supplemented or replaced from time to time;
"Articles of Association" or "Articles"	the articles of association of the Company;
"AUD" or "Australian Dollar"	Australian Dollars, the lawful currency of Australia;
"Base Currency"	the base currency of each Fund as specified in the section entitled "Investment Objectives and Policies of the Funds";
"Business Day"	unless otherwise determined by the Directors and notified in advance to Shareholders, each calendar day (excluding Saturday, Sunday and public holidays in Dublin or London) on which the New York Stock Exchange is open;

"CAD" or "Canadian Dollars"	Canadian Dollars, the lawful currency of Canada;
"Central Bank"	the Central Bank of Ireland or any successor regulatory authority with responsibility for the authorisation and supervision of the Company;
"CHF" or "Swiss Francs"	Swiss Francs the lawful currency of Switzerland;
"class" or "Class"	any class of Shares;
"Class A Shares"	Class A EUR Accumulating, Class A EUR Distributing, Class A USD Accumulating, Class A USD Distributing, Class A GBP Accumulating, Class A GBP Distributing, Class A AUD Accumulating, Class A AUD Distributing, Class A JPY Accumulating, Class A JPY Distributing, Class A CHF Accumulating, Class A CHF Distributing, Class A CAD Accumulating and Class A CAD Distributing;
"Class D Shares"	Class D1 EUR Accumulating, Class D1 EUR Distributing, Class D1 USD Accumulating, Class D1 USD Distributing, Class D1 GBP Accumulating, Class D1 GBP Distributing, Class D1 AUD Accumulating, Class D1 AUD Distributing, Class D1 JPY Accumulating, Class D1 JPY Accumulating (H), Class D1 JPY Distributing, Class D1 JPY Distributing (H), Class D1 CHF Accumulating, Class D1 CHF Distributing, Class D1 CAD Accumulating, Class D1 CAD Distributing, Class D1 SGD Accumulating, Class D1 SGD Distributing, Class D2 EUR Accumulating, Class D2 EUR Distributing, Class D2 USD Accumulating, Class D2 USD Distributing, Class D2 GBP Accumulating, Class D2 GBP Distributing, Class D2 AUD Accumulating, Class D2 AUD Distributing, Class D2 JPY Accumulating, Class D2 JPY Accumulating (H), Class D2 JPY Distributing, Class D2 JPY Distributing (H), Class D2 CHF Accumulating, Class D2 CHF Distributing, Class D2 CAD Accumulating, Class D2 CAD Distributing, Class D2 SGD Accumulating and Class D2 SGD Distributing;
"Class I Shares"	Class I EUR Accumulating, Class I EUR Accumulating (H), Class I EUR Distributing, Class I EUR Distributing (H), Class I USD Accumulating, Class I USD Distributing, Class I GBP Accumulating, Class I GBP Accumulating (H), Class I GBP Distributing, Class I GBP Distributing (H), Class I AUD Accumulating, Class I AUD Accumulating (H), Class I AUD Distributing, Class I AUD Distributing (H), Class I JPY Accumulating, Class I JPY Distributing, Class I CHF Accumulating, Class I CHF Accumulating (H), Class I CHF Distributing, Class I CHF Distributing (H), Class I CAD Accumulating, Class I CAD Distributing, Class I SGD Accumulating and Class I SGD Distributing;
"Class M Shares"	Class M EUR Accumulating, Class M EUR Distributing, Class M USD Accumulating, Class M USD Distributing, Class M GBP Accumulating, Class M GBP Accumulating (H), Class M GBP Distributing, Class M GBP Distributing (H) Class M AUD Accumulating, Class M AUD Distributing, Class M JPY Accumulating, Class M JPY Distributing, Class M CHF Accumulating, Class M CHF Distributing, Class M CAD

	Accumulating, Class M CAD Distributing, Class M SGD Accumulating and Class M SGD Distributing;
"Companies Acts"	the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force;
"Company"	Stone Harbor Global Funds plc, an investment company with variable capital, incorporated in Ireland pursuant to the Companies Acts;
"Dealing Day"	(i) in the case of each Fund other than the Stone Harbor Multi Asset Credit Opportunistic Portfolio each Business Day, or such other Business Day the Directors may determine and notify in advance to Shareholders provided there shall be at least one each quarter; (ii) in the case of the Stone Harbor Multi Asset Credit Opportunistic Portfolio, each Tuesday of every month (or the immediately preceding Business Day if it is not a Business Day) and the last Business Day of the month, or such other Business Day the Directors may determine and notify in advance to Shareholders provided there shall be at least one each quarter;
"Delegated Investment Management Agreement"	the agreement effective 31 October 2019 and any subsequent amendments thereto between the AIFM and the Investment Manager;
"Depositary"	The Bank of New York Mellon SA/NV, Dublin Branch;
"Depositary Agreement"	the agreement dated 13 October 2023 between the Company, the AIFM and the Depositary pursuant to which the latter was appointed depositary of the Company;
"Developed Market Countries"/"Developed Market Country"	a country that is either included in an MSCI Developed Markets Index or which is considered (at the time of investment) by the Investment Manager to be a developed country;
"Directive"	the Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS), as amended by Directive 2014/91/EU of 23 July 2014 as may be further amended or replaced from time to time;
"Directors"	the directors of the Company for the time being and any duly constituted committee thereof;
"Distributing Share Classes"	any Share Class that includes the term "Distributing" in its name;
"EDRs"	European Depositary Receipts;
"EEA"	the European Economic Area;
"European Investor"	professional investors located in any EEA Member State;

"Emerging Asia/Pacific Countries"	means any country in the Asia/Pacific region which is not an OECD member state, including as of the date of this Prospectus, countries such as the Philippines, Indonesia, Thailand, Malaysia, China, South Korea, Taiwan, Vietnam, Laos, India, Pakistan and Sri Lanka;
"Emerging Market Countries"/"Emerging Market Country"	means any country that is categorised by the World Bank and its affiliates as "low" or "middle" income at the time of purchase of securities. For the purposes of this Prospectus, the term shall also include Latin America, Africa and Middle East countries and countries defined as European Emerging Countries and Emerging Asia/Pacific Countries;
"Emerging Markets Debt Portfolios"	the Stone Harbor Emerging Markets Corporate Debt Portfolio, Stone Harbor Emerging Markets Debt Portfolio, Stone Harbor Emerging Markets Debt Blend Portfolio, Stone Harbor Emerging Markets Debt Blend (No. 2) Portfolio, Stone Harbor Emerging Markets Local Currency Debt Portfolio, Stone Harbor Emerging Markets Local Currency Inflation Linked Debt Portfolio and Stone Harbor Global Emerging Markets Debt Blend Portfolio;
"€" or "euro" or "EUR"	the currency unit referred to in the Second Council Regulation (EC) no. 974/98 of 3 May 1998 on the introduction of the euro; "EU" the European Union;
"European Emerging Countries"	any country in Europe which is not an OECD Member State, including as of the date of this Prospectus, countries such as Bulgaria, Croatia, Estonia, Latvia, Lithuania, Romania, Russia and Ukraine;
"Fund"	any fund from time to time established by the Company including any of the Funds the subject of this Prospectus, where appropriate. The existing funds include the Stone Harbor Global High Yield Portfolio, Stone Harbor Convertible Securities Portfolio, Stone Harbor Developed Markets Government Opportunistic Portfolio, Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio, Stone Harbor Emerging Markets Corporate Debt Portfolio, Stone Harbor Emerging Markets Debt Blend Portfolio, Stone Harbor Emerging Markets Debt Blend (No. 2) Portfolio, Stone Harbor Emerging Markets Debt Opportunistic Portfolio, Stone Harbor Emerging Markets Debt Portfolio, Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio, Stone Harbor Emerging Markets Local Currency Debt Portfolio, Stone Harbor Emerging Markets Local Currency Inflation Linked Debt Portfolio, Stone Harbor Global Emerging Markets Debt Blend Portfolio, Stone Harbor European High Yield Bond Opportunistic Portfolio, Stone Harbor Global Aggregate Total Return Portfolio, Stone Harbor Global Diversified Credit (No. 1) Portfolio, Stone Harbor High Yield Bond Opportunistic Portfolio, Stone Harbor Global Investment Grade Corporate Bond Opportunistic Portfolio, Stone Harbor Leveraged Loan Opportunistic Portfolio, Stone Harbor Leveraged Loan Portfolio, Stone Harbor LIBOR Multi-Strategy Portfolio, Stone Harbor LIBOR Multi-Strategy (No. 2) Portfolio, Stone Harbor Multi Asset Credit Opportunistic Portfolio, Stone Harbor Multi Asset Credit Portfolio, Stone Harbor Multi Asset Credit (No. 2) Portfolio,

	Stone Harbor Securitised Bond Opportunistic Portfolio and Stone Harbor Sterling Core Plus Total Return Portfolio;
"FHLMC", "FNMA" and "GNMA"	refers to U.S. governmental agencies as more fully described under the section below entitled "Forward Roll Transactions";
"GDRs"	Global Depositary Receipts;
"High Yield Portfolios"	the Stone Harbor Global High Yield Portfolio, Stone Harbor Convertible Securities Portfolio and Stone Harbor Leveraged Loan Portfolio;
"Initial Offer Period"	the period determined by the Directors during which a Class of Shares is first offered for subscription;
Investing Fund	any fund of funds that is managed by the Investment Manager which is permitted to purchase Shares in one of more of the Funds;
"Investment Manager"	Virtus Fixed Income Advisers, LLC provided that the Investment Manager may appoint sub-investment managers in accordance with the requirements of the Central Bank;
"Investor Money Requirements"	Part 7 of the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Investment Firms) Regulations 2017 for Fund Service Providers (S.I. No. 604 of 2017), as such may be amended, supplemented or replaced from time to time;
"Irish Resident"	any person resident in Ireland or ordinarily resident in Ireland other than an Exempt Irish Resident (as defined in the Taxation section of the Prospectus);
"JPY" or "Japanese Yen"	Japanese Yen the lawful currency of Japan;
"Knowledgeable Investor"	an investor who has satisfied one of the following conditions: (a) the investor is the AIFM, promoter or an entity within the promoters group or a company appointed to provide investment management or advisory services to the Company; (b) the investor is a Director or is a director of the AIFM or other company appointed to provide investment management or advisory services to the Company; or (c) the investor is an employee of the AIFM or other company appointed to provide investment management or advisory services to the Company and is directly involved in the investment activities of the Company or is a senior employee of the company and has experience in the provision of investment management services; and in the case of investment by an investor referred to at (a) to (c) above, who certifies in writing to the Company that:

(i) he is availing of the exemption from the minimum subscription requirement of €100,000 (or the U.S. Dollar equivalent thereof) under the rules of the Central Bank on the basis that he is a "Knowledgeable Investor" as defined above;

(ii) he is aware that the Fund is usually marketed to Qualifying Investors who are normally subject to a minimum subscription requirement of the greater of U.S.$500,000 or the U.S. Dollar equivalent of €100,000 under the rules of the Central Bank and a high minimum net worth test;

(iii) he is aware of the risk involved in the proposed investment; and

(iv) he is aware that inherent in such investment is the potential to lose all of the sum invested; and provided further that the Company is satisfied that the investor satisfies the conditions at (a) to (c) above;

"Level 2 Regulation"	the European Commission Delegated Regulation No. 231/2013 of 19 December 2012, as same may be amended or replaced from time to time;
"Member State"	a member state of the EU;
"Multi-Sector Portfolios"	the Stone Harbor Global Aggregate Total Return Portfolio, Stone Harbor Global Diversified Credit (No. 1) Portfolio, Stone Harbor LIBOR Multi-Strategy Portfolio, Stone Harbor LIBOR Multi-Strategy (No. 2) Portfolio, Stone Harbor Multi Asset Credit Portfolio, Stone Harbor Multi Asset Credit (No. 2) Portfolio and Stone Harbor Sterling Core Plus Total Return Portfolio;
"Net Asset Value" or "NAV"	the Net Asset Value of the Company, or of a Fund or Class, as appropriate, calculated as described herein;
"Net Asset Value per Share"	in respect of any Shares the Net Asset Value attributable to the Shares issued in respect of a Fund or Class, divided by the number of Shares in issue in respect of the Fund or Class;
"Newfleet"	Newfleet Asset Management, a division of the Investment Manager. Newfleet will be responsible for the portfolio management of certain Funds on behalf of the Investment Manager;
"NRSRO"	a Nationally Recognised Statistical Rating Organization;

"OECD"	the Organisation for Economic Co-Operation and Development whose current member countries are Australia, Austria, Belgium, Canada, Chile, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Japan, Korea, Luxembourg, Mexico, Netherlands, New Zealand, Norway, Poland, Portugal, Slovak Republic, Slovenia, Spain, Sweden, Switzerland, Turkey, UK and US and such other countries as may from time to time become member countries;
"Opportunistic Emerging Markets Debt Portfolios"	the Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio, Stone Harbor Emerging Markets Debt Opportunistic Portfolio and Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio;
"Opportunistic Portfolios"	the Stone Harbor Developed Markets Government Opportunistic Portfolio, Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio, Stone Harbor Emerging Markets Debt Opportunistic Portfolio, Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio, Stone Harbor European High Yield Bond Opportunistic Portfolio, Stone Harbor High Yield Bond Opportunistic Portfolio, Stone Harbor Global Investment Grade Corporate Bond Opportunistic Portfolio, Stone Harbor Leveraged Loan Opportunistic Portfolio, Stone Harbor Multi Asset Credit Opportunistic Portfolio and Stone Harbor Securitised Bond Opportunistic Portfolio;
"Pound Sterling" or "Sterling" or "GBP" or "STG£" or "£"	Pounds Sterling, lawful currency of the United Kingdom;
"Qualifying Investor"	an investor who:

(1)(a) is a professional client within the meaning of Annex II of Directive 2014/65/EU (Markets in Financial Instruments Directive); or

(b) receives an appraisal from an EU credit institution, a MiFID firm or a UCITS management company that the investor has the appropriate expertise, experience and knowledge to adequately understand the investment in the Company; or

(c) certifies that they are an informed investor by providing the following:

(i) confirmation (in writing) that the investor has such knowledge of and experience in financial and business matters as would enable the investor to properly evaluate the merits and risks of the prospective investment; or

(ii) confirmation (in writing) that the investor's business involves, whether for its own account or the account of others, the management, acquisition or disposal of property of the same kind as the property of the scheme;

and

(2) who certifies in writing to the Company that they meet the minimum criteria and that they are aware of the risk involved in the proposed investment and the fact that inherent in such investments is the potential to lose all of the sum invested;

"Qualifying Investor AIF"	an alternative investment fund authorised by the Central Bank which may be marketed to investors who meet the criteria set out in the Qualifying Investor AIF chapter of the AIF Rulebook;
"professional investor"	an investor which is considered to be a professional client or may, on request, be treated as a professional client within the meaning of Annex II to AIFMD;
"Recognised Rating Agency"	Moody's Investor Services, Standard & Poor's, Fitch Ratings Limited and any other internationally recognised rating agency equivalent to either of them;
"Regulations"	the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended or any amendment of replacements thereto for the time being in force;
"Rule 144A Securities"	securities (i) which are issued with an undertaking to register with the U.S. Securities and Exchange Commission within one year of issue; and (ii) are not illiquid, meaning that they may be realised by the Company within seven days at the price, or approximately at the price, at which they are valued by the Company;
"Securities Financing Transaction"	means any of the following: a repurchase transaction, securities or commodities lending and securities or commodities borrowing, a buy-sell back transaction or sell-buy back transaction and a margin lending transaction;
"Securities Financing Transactions Regulation"	means Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012;
"Settlement Time"	the time by which cleared funds representing subscription monies in respect of a subscription order must be received by the Company;
"SFDR" or the "Sustainable Finance Disclosures Regulation"	Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector, as such may be amended, supplemented or replaced from time to time;
"Share" or "Shares"	any class of Share or Shares in the Company or the Fund, as the context so requires;
"Shareholder"	a holder of Shares;

"Stone Harbor"	Stone Harbor Investment Partners, a division of the Investment Manager. Stone Harbor will be responsible for the portfolio management of certain Funds on behalf of the Investment Manager;
"SGD" or "Singapore Dollar"	Singapore Dollars, the lawful currency of the Republic of Singapore;
"Sub-Investment Manager"	means Virtus International Management, LLP;
"Subscriber Shares"	the initial Share capital of 2 Shares of no par value subscribed for EUR 2;
"Supplemental Prospectus"	any supplemental prospectus issued by the Company in connection with a Fund from time to time in accordance with the requirements of the Central Bank;
"Supranational Organisation"	has the meaning ascribed to that term under the heading below entitled "Supra-National Organisation";
"TC"	The Taxes Consolidation Act, 1997, as amended from time to time;
"Trade Cut-Off Time"	3:00 pm (Irish time) on the Dealing Day for each Fund or such other later time as the Directors may resolve;
"UCITS"	an undertaking for collective investment in transferable securities established pursuant to the Regulations or, in the case of UCITS established in a Member State other than Ireland, the Directive;
"UK"	the United Kingdom of Great Britain and Northern Ireland;
"Umbrella Cash Account"	any single umbrella cash account in the name of the Company;
"Underlying Fund"	(i) in the case of Stone Harbor Sterling Core Plus Total Return Portfolio the Stone Harbor Sterling Core Plus Bond Fund, a sub-fund of Stone Harbor Investment Funds plc; (ii) in the case of the Stone Harbor Global High Yield Bond Portfolio the Stone Harbor High Yield Bond Fund, Stone Harbor European High Yield Bond Fund, Stone Harbor European High Yield Corporate Debt Fund, Stone Harbor Emerging Markets Debt Fund, Stone Harbor Emerging Markets Local Currency Debt Fund and Stone Harbor Emerging Markets Corporate Debt Fund, each a sub-fund of the Stone Harbor Investment Funds PLC; (iii) in the case of Stone Harbor Emerging Markets Debt Blend Portfolio the Stone Harbor Emerging Markets Debt Fund, Stone Harbor Emerging Markets Local Currency Debt Fund and Stone Harbor Emerging Markets Corporate Debt Fund, each a sub-fund of the Stone Harbor Investment Funds plc;

(iv) in the case of Stone Harbor Emerging Markets Debt Blend (No. 2) Portfolio the Stone Harbor Emerging Markets Debt Fund and Stone Harbor Emerging Markets Local Currency Debt Fund, each a sub-fund of Stone Harbor Investment Funds plc, and the Stone Harbor Emerging Markets Debt Portfolio and Stone Harbor Emerging Markets Local Currency Debt Portfolio, each sub-funds of the Company;

(v) in the case of Stone Harbor Global Diversified Credit (No.1) Portfolio, Stone Harbor Multi Asset Credit (No. 2) Portfolio and Stone Harbor Global Aggregate Total Return Portfolio and Stone Harbor Leveraged Loan Portfolio each sub-fund of the Company and Stone Harbor Emerging Markets Local Currency Debt Fund, Stone Harbor Emerging Markets Debt Fund, Stone Harbor Emerging Markets Corporate Debt Fund, Stone Harbor Global High Yield Bond Fund and Stone Harbor Securitised Bond Fund, each sub-funds of Stone Harbor Investment Funds plc;

(vi) in the case of Stone Harbor Multi Asset Credit Opportunistic Portfolio the Stone Harbor Developed Markets Government Opportunistic Portfolio, Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio, Stone Harbor Global Investment Grade Corporate Bond Opportunistic Portfolio, Stone Harbor European High Yield Bond Opportunistic Portfolio, Stone Harbor High Yield Bond Opportunistic Portfolio, Stone Harbor Leveraged Loan Opportunistic Portfolio, Stone Harbor Securitised Bond Opportunistic Portfolio, Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio and Stone Harbor Emerging Markets Debt Opportunistic Portfolio each sub-funds of the Company;

(vii) in the case of Stone Harbor Multi Asset Credit Portfolio the Stone Harbor Leveraged Loan Portfolio, a sub-fund of the Company and Stone Harbor Emerging Markets Local Currency Debt Fund, Stone Harbor Emerging Markets Debt Fund, Stone Harbor Emerging Markets Corporate Debt Fund, Stone Harbor Global High Yield Bond Fund, Stone Harbor Global Investment Grade Corporate Bond Fund, Stone Harbor High Yield Bond Fund and Stone Harbor Securitised Bond Fund, each sub-funds of Stone Harbor Investment Funds plc;

"US" the United States of America (including the States and the District of Columbia), its territories, possessions and all other areas subject to its jurisdiction;

"US$" or "U.S. Dollar" or "USD" or "$"	U.S. Dollars, the lawful currency of the U.S.;
"U.S. Person" "U.S. Person"	as defined in and Regulation S under the 1933 Act.

INTRODUCTION

The Company is an open-ended investment company with variable capital organised under the laws of Ireland as a public limited company pursuant to the Companies Acts. It was incorporated on 20 March 2008 under registration number 454962. Its object, as set out in Clause 2 of the Company's Memorandum of Association, is the collective investment of its funds with the aim of spreading investment risk and affording the Shareholders the benefit of the results of the management of its funds.

The Company has been authorised by the Central Bank as a Qualifying Investor AIF pursuant to Chapter 2 of the AIF Rulebook and is managed by the AIFM which acts as the external AIFM of the Company. The AIFM may market the Shares to professional investors within the meaning of AIFMD in Member States pursuant to Article 31 and 32 of AIFMD. The AIFM is responsible for ensuring compliance with AIFMD, including, without limitation, meeting various organisational requirements and conduct of business rules, adopting and implementing certain policies and procedures (which address areas such as risk management, liquidity management and remuneration) and complying with ongoing reporting and transparency obligations and certain minimum capital requirements.

The Company is organised in the form of an umbrella fund with segregated liability between Funds. The Articles of Association provide that the Company may offer separate classes of Shares, each representing interests in a Fund, with each Fund comprising a separate and distinct portfolio of investments. The Company has obtained the approval of the Central Bank for the establishment of the Stone Harbor Global High Yield Portfolio, Stone Harbor Convertible Securities Portfolio, Stone Harbor Developed Markets Government Opportunistic Portfolio, Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio, Stone Harbor Emerging Markets Corporate Debt Portfolio, Stone Harbor Emerging Markets Debt Blend Portfolio, Stone Harbor Emerging Markets Debt Blend (No. 2) Portfolio, Stone Harbor Emerging Markets Debt Opportunistic Portfolio, Stone Harbor Emerging Markets Debt Portfolio, Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio, Stone Harbor Emerging Markets Local Currency Debt Portfolio, Stone Harbor Emerging Markets Local Currency Inflation Linked Debt Portfolio, Stone Harbor Global Emerging Markets Debt Blend Portfolio, Stone Harbor European High Yield Bond Opportunistic Portfolio, Stone Harbor Global Aggregate Total Return Portfolio, Stone Harbor Global Diversified Credit (No. 1) Portfolio, Stone Harbor High Yield Bond Opportunistic Portfolio, Stone Harbor Global Investment Grade Corporate Bond Opportunistic Portfolio, Stone Harbor Leveraged Loan Opportunistic Portfolio, Stone Harbor Leveraged Loan Portfolio, Stone Harbor LIBOR Multi-Strategy Portfolio, Stone Harbor LIBOR Multi-Strategy (No. 2) Portfolio, Stone Harbor Multi Asset Credit Opportunistic Portfolio, Stone Harbor Multi Asset Credit Portfolio, Stone Harbor Multi Asset Credit (No. 2) Portfolio, Stone Harbor Securitised Bond Opportunistic Portfolio and Stone Harbor Sterling Core Plus Total Return Portfolio. Additional Funds may be established by the Company with the prior approval of the Central Bank. A Fund may consist of one or more classes of Shares. A separate pool of assets will not be maintained for each class within a Fund.

Details of the Share Classes offered by each Fund are set out below under "Share Classes". Further classes of Shares may be issued on advance notification to, and in accordance with the requirements of, the Central Bank.

INVESTMENT OBJECTIVES AND POLICIES OF THE FUND

Sustainable Finance Disclosures

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors ("ESG") to evaluate the creditworthiness of issuers in which each Fund may invest. As set forth in their respective investment policies, certain Funds may apply additional screens to further ensure that the Fund promotes sound ESG characteristics and practices through the mix of issuers in which it invests.

The Investment Manager believes that sustainability factors are critical elements of thorough fundamental credit analysis. The Investment Manager considers engagement with issuers and policymakers to be an important component of such analysis, and an important aspect of its fiduciary responsibility to the Funds. Through its investment decision making and active engagement as a market participant, the Investment Manager aims to create incentives for corporate and sovereign issuers to improve their ESG performance and thereby ultimately support their economic development and financial results. Although ESG factors cover a broad range of topics, the Investment Manager has identified certain key sustainability risks that it believes are important to consider when conducting credit analysis.

In the Investment Manager's assessment of the sustainability risk of a particular credit, its ESG research draws on a variety of inputs, both quantitative and qualitative. The Investment Manager has developed a proprietary ESG scoring model that combines a large set of climate other ESG indicators using quantitative data from independent institutions to derive ESG scores, including for specific ESG factors that impact sovereign issuers (e.g. greenhouse gas emissions, corruption, civil rights, etc.). This quantitative data is supplemented by commercial data sources (e.g. Sustainalytics), providing both quantitative scores and qualitative insights.

The Investment Manager has also developed an internal scoring system to evaluate corporate issuers. Investment analysts grade portfolio credits in each major ESG vertical in terms of both intrinsic company risk and management performance against their industry benchmarks. Research is based on critical drivers in each particular sector (e.g. pollution control, supply chain management, labour and community relations, product safety, data protection, Board independence, and transparency of management's goals, policies and performance), relying on qualitative and quantitative information to develop an internal ranking of credits. This scoring system aims to assign proprietary quantitative ESG ratings to reflect a credit's ESG risk and performance, and facilitate discussion and comparison across industries and rating services.

Although the Investment Manager is not prohibited from purchasing or holding a security due to an ESG factor or rating unless otherwise specified in the investment policies of a Fund, consideration of these issues is generally a part of every investment decision nonetheless. There may be instances where a credit currently scores poorly on ESG factors, which do not preclude an investment or require an existing position to be sold. In instances where a Fund holding has been assigned a weaker ESG score, the Investment Manager generally would seek to confirm that the issuer has taken steps to address and improve the factors that led to a weaker ESG score.

The Investment Manager applies its ESG philosophy consistently across all asset classes, though the specific implementation varies depending on the materiality of various ESG factors for different countries or companies, developed or emerging markets, industries, and even specific issuers. The Investment Manager considers ESG factors to be financially material if they have significant potential to impact a corporate or sovereign issuer's financial results. For example, this could mean influencing potential cash flows through company-specific events or shifts in broader business conditions including legal and regulatory developments. It could involve tail risks or more likely events, and may include the risk of changing market perceptions and risk premiums for specific issuers.

The Investment Manager's monitoring process for sustainability risks is more fully described in the Investment Manager's ESG Policy Statement disclosed on its website at https://www.shipemd.com/esg and at https://globalfundsvirtus.com.

SFDR defines "sustainability risks" as environmental, social or governance events or conditions that, if they occur, could cause an actual or a potential material negative impact on the value of the investment. As of the date of the prospectus, the portfolios of the Funds are comprised of different investments that may change over time as a result of specific investment decisions made and accordingly the identification and assessments of risks, including sustainability risks, will take place on an investment-by-investment basis in accordance with the foregoing policy.

A Fund may be exposed to certain potential sustainability risks as, amongst others, reflected in the "Risk Factors" section in the Prospectus. The Investment Manager's assessment is that integration of sustainability risks should help mitigate the potential material negative impact of such risks on the returns of the Funds, although there can be no assurance that all such risks will be mitigated.

The investments underlying the Funds do not take into account the EU criteria for environmentally sustainable economic activities.

No consideration of adverse sustainability impacts

The Investment Manager is required to disclose whether it considers the adverse impacts of its investment decisions on sustainability factors within the meaning of SFDR. The Investment Manager supports the objectives of recent legislation and regulation which encourages financial market participants to systematically integrate and consider sustainability factors within investment decision making. Nonetheless, for the time being the Investment Manager has determined it is not practical to consider the adverse impacts of its investment decisions on sustainability factors within the meaning of Article 4(1)(a) of SFDR as it does not believe it could currently do so in a systematic and consistent manner at a reasonable cost to shareholders. This is in part because underlying companies or issuers (which are domiciled globally and include emerging markets) are not widely obligated to, and overwhelmingly do not currently, report by reference to the same data. This is also due to the size, nature and scale of the Funds and in the absence of the finalised regulatory technical standards relating to this disclosure. The Investment Manager will review its position on this matter at least annually by reference to market developments. Nevertheless, the Investment Manager is focused on creating long-term value and is actively investing in relationships, systems and procedures which will enable the Investment Manager over time to gather more and more granular data on the adverse impacts of its investment decisions.

Categorisation of Funds under SFDR

The Investment Manager has determined that all Funds are Article 6 financial products pursuant to SFDR.

Multi-Sector Portfolios

Stone Harbor Global Aggregate Total Return Portfolio

Investment Objective

The primary investment objective of the Stone Harbor Global Aggregate Total Return Portfolio is to aim to generate total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund invests its net assets primarily among various types of fixed income securities and/or collective investment schemes which invest in fixed income securities located anywhere in the world. The types of fixed income securities among which the Fund's assets will primarily be allocated are: government securities, Mortgage-Backed Securities or Asset-Backed Securities, issued by various governmental and non-governmental entities; U.S. taxable municipal securities; High Yield Securities, debentures, notes (including structured notes and freely transferable promissory notes), floating rate loans, emerging markets debt securities, and derivative related to these types of securities. The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However, a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

In particular, the Fund may invest up to 100% of its net assets in the Class M Shares of the Stone Harbor Leveraged Loan Portfolio, and the Stone Harbor Global High Yield Bond Portfolio, each a sub-fund of the Company, and up to 100% of its assets in the Class M Shares of the Stone Harbor Emerging Markets Local Currency Debt Fund, Stone Harbor Emerging Markets Debt Fund, Stone Harbor Emerging Markets Corporate Debt Fund, Stone Harbor Global High Yield Fund and Stone Harbor Securitised Bond Fund, each sub-funds of Stone Harbor Investment Funds plc, an open-ended investment company with variable capital incorporated with limited liability in Ireland, established as a UCITS and authorised by the Central Bank.

The Fund will invest in various types of fixed income securities and/or collective investment schemes which invest in fixed income securities located anywhere in the world to seek to achieve a total return in excess of the Barclays Global Aggregate Index. The allocation and reallocation of the Fund's assets will be undertaken by the Investment Manager, on the basis of its analysis of economics and market conditions and the relative risks and opportunities of particular types of fixed income securities. The Investment Manager will undertake sector positioning and tactical asset allocations based upon market fundamentals, security selection, country and currency selection and other strategies. The average portfolio duration will vary based on the Investment Manager's forecast for interest rates. At any given time, the Fund may be entirely or partially invested in a particular type of fixed income security.

The "total return" sought by the Fund will consist of interest and dividends from underlying securities, capital appreciation reflected in unrealised increases in the value of portfolio securities (realised by its Shareholders only upon selling Shares) or realised from the purchase and sale of securities. The change in market value of fixed income securities (and therefore their capital appreciation) is largely a function of changes in the current level of interest rates. The Fund's ability to achieve maximum total return is limited in certain markets because the Fund can only invest in fixed income securities.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times, but may invest cash balances in Non-Publicly Traded Securities, securities issued by Supranational Organisations, Depositary Receipts, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Rule 144A Securities, Zero Coupon Bonds, and Money Market Securities.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Global Diversified Credit (No. 1) Portfolio

Investment Objective

The primary investment objective of the Stone Harbor Global Diversified Credit (No. 1) Portfolio is to aim to generate total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund invests its net assets primarily among various types of fixed income securities and/or collective investment schemes which invest in fixed income securities. The types of fixed income securities among which the Fund's assets will primarily be allocated are: government securities, Mortgage-Backed Securities or Asset-Backed Securities, issued by various governmental and non-governmental entities; U.S. taxable municipal securities; High Yield Securities, debentures, notes (including structured notes and freely transferable promissory notes), floating rate loans, emerging markets debt securities, and derivative related to these types of securities. The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However, a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

In particular, the Fund may invest up to 100% of its net assets in the Class M Shares of the Stone Harbor Leveraged Loan Portfolio, a sub-fund of the Company, and up to 100% of its assets in the Class M Shares of the Stone Harbor Emerging Markets Local Currency Debt Fund, Stone Harbor Emerging Markets Debt Fund, Stone Harbor Emerging Markets Corporate Debt Fund, Stone Harbor Global High Yield Bond Fund and Stone Harbor Securitised Bond Fund, each sub-funds of Stone Harbor Investment Funds plc, an open-ended investment company with variable capital incorporated with limited liability in Ireland, established as a UCITS and authorised by the Central Bank.

The allocation and reallocation of the Fund's assets will be undertaken by the Investment Manager, on the basis of its analysis of economics and market conditions and the relative risks and opportunities of particular types of fixed income securities. The average portfolio duration will vary based on the Investment Manager's forecast for interest rates. At any given time, the Fund may be entirely or partially invested in a particular type of fixed income security.

The "total return" sought by the Fund will consist of interest and dividends from underlying securities, capital appreciation reflected in unrealised increases in the value of portfolio securities (realised by its Shareholders only upon selling Shares) or realised from the purchase and sale of securities. The change in market value of fixed income securities (and therefore their capital appreciation) is largely a function of changes in the current level of interest rates. The Fund's ability to achieve maximum total return is limited in certain markets because the Fund can only invest in fixed income securities.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Non-Publicly Traded Securities, securities issued by Supranational Organisations, Depositary Receipts, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Rule 144A Securities, Zero Coupon Bonds, and Money Market Securities.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor LIBOR Multi-Strategy Portfolio

The Stone Harbor LIBOR Multi-Strategy Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The investment objective of the Stone Harbor LIBOR Multi-Strategy Portfolio is to aim to generate total return (i.e. capital appreciation).

Investment Policies

The Fund invests at least 50% of its net assets among various types of fixed income securities and/or collective investment schemes which invest in fixed income securities.

The types of fixed income securities among which the Fund's assets will be primarily allocated are: government securities; Mortgage-Backed or Asset-Backed Securities issued by various governmental and non-governmental entities; Corporate Debt Securities; U.S. taxable municipal securities; High Yield Securities, debentures, notes (including structured notes and freely transferable promissory notes), loan participations, emerging markets debt securities, and derivative related to these types of securities. The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The allocation and reallocation of the Fund's assets will be undertaken by the Investment Manager, on the basis of its analysis of economics and market conditions and the relative risks and opportunities of particular types of fixed income securities. The average portfolio duration will vary based on the Investment Manager's forecast for interest rates. At any given time, the Fund may be entirely or partially invested in a particular type of fixed income security.

The "total return" sought by the Fund will consist of interest and dividends from underlying securities, capital appreciation reflected in unrealised increases in the value of portfolio securities (realised by its Shareholders only upon selling Shares) or realised from the purchase and sale of securities. The change in market value of fixed income securities (and therefore their capital appreciation) is largely a function of changes in the current level of interest rates. The Fund's ability to achieve maximum total return is limited in certain markets because the Fund can only invest in fixed income securities.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Non-Publicly Traded Securities, securities issued by Supranational Organisations, Depositary Receipts, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Rule 144A Securities, Zero Coupon Bonds, and Money Market Securities.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor LIBOR Multi-Strategy (No. 2) Portfolio

The Stone Harbor LIBOR Multi-Strategy (No. 2) Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The investment objective of the Stone Harbor LIBOR Multi-Strategy (No. 2) Portfolio is to aim to generate total return (i.e. capital appreciation).

Investment Policies

The Fund invests at least 50% of its net assets among various types of fixed income securities and/or collective investment schemes which invest in fixed income securities.

The types of fixed income securities among which the Fund's assets will be primarily allocated are: government securities; Mortgage-Backed or Asset-Backed Securities issued by various governmental and non-governmental entities; Corporate Debt Securities; U.S. taxable municipal securities; High Yield Securities, debentures, notes (including structured notes and freely transferable promissory notes), loan participations, emerging markets debt securities, and derivative related to these types of securities. The Fund may also be fully invested t in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The allocation and reallocation of the Fund's assets will be undertaken by the Investment Manager, on the basis of its analysis of economics and market conditions and the relative risks and opportunities of particular types of fixed income securities. The average portfolio duration will vary based on the Investment Manager's forecast for interest rates. At any given time, the Fund may be entirely or partially invested in a particular type of fixed income security.

The "total return" sought by the Fund will consist of interest and dividends from underlying securities, capital appreciation reflected in unrealised increases in the value of portfolio securities (realised by its Shareholders only upon selling Shares) or realised from the purchase and sale of securities. The change in market value of fixed income securities (and therefore their capital appreciation) is largely a function of changes in the current level of interest rates. The Fund's ability to achieve maximum total return is limited in certain markets because the Fund can only invest in fixed income securities.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Non-Publicly Traded Securities, securities issued by Supranational Organisations, Depositary Receipts, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Rule 144A Securities, Zero Coupon Bonds, and Money Market Securities.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Multi Asset Credit Portfolio

Investment Objective

The primary investment objective of the Stone Harbor Multi-Asset Credit Portfolio is to aim to generate total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund invests its net assets primarily among various types of fixed income securities and/or collective investment schemes which invest in fixed income securities. The types of fixed income securities among which the Fund's assets will primarily be allocated are: government securities, Mortgage-Backed Securities or Asset-Backed Securities, issued by various governmental and non-governmental entities; U.S. taxable municipal securities; High Yield Securities, debentures, notes (including structured notes and freely transferable promissory notes), floating rate loans, emerging markets debt securities, and derivative related to these types of securities. The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However, a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

In particular, the Fund may invest up to 100% of its net assets in the Class M Shares of the Stone Harbor Leveraged Loan Portfolio, a sub-fund of the Company, and up to 100% of its assets in the Class M Shares of the Stone Harbor Emerging Markets Local Currency Debt Fund, Stone Harbor Emerging Markets Debt Fund, Stone Harbor Emerging Markets Corporate Debt Fund, Stone Harbor Global High Yield Bond Fund, Stone Harbor Global Investment Grade Corporate Bond Fund, Stone Harbor High Yield Bond Fund and Stone Harbor Securitised Bond Fund, each sub-funds of Stone Harbor Investment Funds plc, an open-ended investment company with variable capital incorporated with limited liability in Ireland, established as a UCITS and authorised by the Central Bank.

Details of the investment objective and policy of the Stone Harbor Emerging Markets Local Currency Debt Fund ("UCITS Local Currency Debt Fund"), Stone Harbor Emerging Markets Debt Fund ("UCITS Emerging Markets Debt Fund") and Stone Harbor Emerging Markets Corporate Debt Fund ("UCITS Emerging Markets Corporate Debt Fund") are set out below.

Stone Harbor High Yield Bond Fund: The primary investment objective of the Stone Harbor High Yield Bond Fund ("UCITS High Yield Bond Fund") is to aim to generate a total return (i.e., capital appreciation). The generation of high current income is a secondary objective. The UCITS High Yield Bond Fund invests at least 70% of its net assets in high-yield corporate bonds, debentures, notes (including structured notes and freely transferable promissory notes), securitised loan participations, equipment trust certificates and rule 144A securities which are issued by U.S. and non-U.S. corporations, which are listed or traded on regulated markets worldwide.

The UCITS High Yield Bond Fund may also invest in securities whose return is based on the return of high yield market securities, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of high yield issuers. In addition the UCITS High Yield Bond Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of the UCITS High Yield Bond Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the UCITS High Yield Bond Fund, the UCITS High Yield Bond Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the UCITS High Yield Bond Fund's investment in any such collective investment schemes shall be less than 10% of the net asset value of the UCITS High Yield Bond Fund.

The UCITS High Yield Bond Fund may invest in higher-rated securities when the investment manager believes that a more defensive investment strategy is appropriate in light of market or economic conditions.

The UCITS High Yield Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The UCITS High Yield Bond Fund will seek to be fully invested at all times but may invest cash balances in asset-backed securities, securities of emerging markets nations, debt securities issued by central banks, and other corporate entities, depository receipts, money market securities, mortgage-related securities (including transferable private issuer mortgage-backed securities), non-publicly traded securities, payment-in-kind bonds, securities issued by supranational organisations, inflation protected and other index-linked securities, interest-only securities, stripped securities, step-up securities, U.S. government securities and zero coupon bonds and in fixed income obligations of non-U.S. issuers (including equipment trust certificates) and (subject to a limit of 10% of its net assets) in common stock or other equity or equity-related securities, including convertible securities, preferred stock and up to 5% of its net assets in warrants. The preceding limit on equity and equity-related securities shall not apply when such securities are acquired as part of a unit consisting of a combination of fixed income and equity securities.

The allocation and reallocation of the Fund's assets will be undertaken by the Investment Manager, on the basis of its analysis of economics and market conditions and the relative risks and opportunities of particular types of fixed income securities. The average portfolio duration will vary based on the Investment Manager's forecast for interest rates. At any given time, the Fund may be entirely or partially invested in a particular type of fixed income security.

The "total return" sought by the Fund will consist of interest and dividends from underlying securities, capital appreciation reflected in unrealised increases in the value of portfolio securities (realised by its Shareholders only upon selling Shares) or realised from the purchase and sale of securities. The change in market value of fixed income securities (and therefore their capital appreciation) is largely a function of changes in the current level of interest rates. The Fund's ability to achieve maximum total return is limited in certain markets because the Fund can only invest in fixed income securities.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Non-Publicly Traded Securities, securities issued by Supranational Organisations, Depositary Receipts, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Rule 144A Securities, Zero Coupon Bonds, and Money Market Securities.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Multi Asset Credit (No. 2) Portfolio

Investment Objective

The primary investment objective of the Stone Harbor Multi-Asset Credit (No. 2) Portfolio is to aim to generate meaningful absolute returns principally based on the income available from a diverse credit portfolio.

Investment Policies

The Fund invests its net assets primarily among various types of fixed income securities. The types of fixed income securities among which the Fund's assets will primarily be allocated are: High Yield Securities, debentures, notes (including structured notes and freely transferable promissory notes), floating rate loans, emerging markets debt securities, government securities, Mortgage-Backed Securities or Asset-Backed Securities, issued by various governmental and non-governmental entities, U.S. taxable municipal securities, and derivative related to these types of securities.

The allocation and reallocation of the Fund's assets will be undertaken by the Investment Manager, on the basis of its analysis of economics and market conditions and the relative risks and opportunities of particular types of fixed income securities. The average portfolio duration will vary based on the Investment Manager's forecast for interest rates. The Fund may hold securities of any Duration. At any given time, the Fund may be entirely or partially invested in a particular type of fixed income security.

The Fund may not invest in securities that are rated below C- by Standard & Poor's Rating Services and C3 by Moody's Investors Services.

The "total return" sought by the Fund will consist of interest and dividends from underlying securities, capital appreciation reflected in unrealised increases in the value of portfolio securities (realised by its Shareholders only upon selling Shares) or realised from the purchase and sale of securities.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times, but may invest cash balances in Non-Publicly Traded Securities, securities issued by Supranational Organisations, Depositary Receipts, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Rule 144A Securities, Zero Coupon Bonds, and Money Market Securities.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is Pound Sterling.

Stone Harbor Sterling Core Plus Total Return Portfolio

The Stone Harbor Sterling Core Plus Total Return Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The investment objective of the Stone Harbor Sterling Core Plus Total Return Portfolio is to aim to achieve a return in excess of the FTSE-Actuaries Government Securities UK Gilts All Stocks Index.

Investment Policies

The FTSE-Actuaries Government Securities UK Gilts All Stocks Index a total-return index reflecting the return from investing in conventional UK Government securities. It is an unmanaged index of UK fixed income government obligations and includes all sterling UK government securities quotes on the London Stock Exchange, other than index-linked stocks. It is not possible to invest directly in this index. The return will consist of the accumulation of capital appreciation and income accruing from the underlying investments.

The Fund invests its net assets primarily among various types of fixed income securities, which are listed or traded on regulated markets worldwide or collective investment schemes which invest primarily in fixed income securities.

The types of fixed income securities among which the Fund's assets will be primarily allocated are: government securities; Mortgage-Backed or Asset-Backed Securities issued by various governmental and non-governmental entities; Corporate Debt Securities; U.S. taxable municipal securities; High Yield Securities, debentures, notes (including Structured Notes and freely transferable promissory notes), securitised loan participations, emerging markets debt securities, and derivative related to these types of securities. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate.

The allocation and reallocation of the Fund's assets will be undertaken by the Investment Manager, on the basis of its analysis of economics and market conditions and the relative risks and opportunities of particular types of fixed income securities. The average portfolio duration will vary based on the Investment Manager's forecast for interest rates. At any given time, the Fund may be entirely or partially invested in a particular type of fixed income security.

The return sought by the Fund will consist of interest and dividends from underlying securities, capital appreciation reflected in unrealised increases in the value of portfolio securities (realised by its Shareholders only upon selling Shares) or realised from the purchase and sale of securities. The change in market value of fixed income securities (and therefore their capital appreciation) is largely a function of changes in the current level of interest rates. The Fund's ability to achieve maximum total return is limited in certain markets because the Fund can only invest in fixed income securities.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States. In particular, the Fund may invest up to 100% of its net assets in the Class M Shares of the Stone Harbor Sterling Core Plus Bond Fund a sub-fund of Stone Harbor Investment Funds plc, an investment company with variable capital incorporated with limited liability in Ireland, established as a UCITS and authorised by the Central Bank.

Stone Harbor Sterling Core Plus Bond Fund: The investment objective of the Stone Harbor Sterling Core Plus Bond Fund ("UCITS Sterling Core Plus Fund") is to aim to achieve a return in excess of the FTSE-Actuaries Government Securities UK Gilts All Stocks Index.

The UCITS Sterling Core Plus Bond Fund invests at least 70% of its net assets among various types of fixed income securities, which are listed or traded on regulated markets in the worldwide.

The types of fixed income securities among which the UCITS Sterling Core Plus Fund's assets will be primarily allocated are: government securities; Mortgage-Backed or Asset-Backed Securities issued by various governmental and non-governmental entities; Corporate Debt Securities; U.S. taxable municipal securities; High Yield Securities, debentures, notes (including Structured Notes and freely transferable promissory notes), securitised loan participations, emerging markets debt securities, and derivative related to these types of securities. In addition the UCITS Sterling Core Plus Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of the UCITS Sterling Core Plus Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of the UCITS Sterling Core Plus Fund, the UCITS Sterling Core Plus Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided the UCITS Sterling Core Plus Fund's investment in any such collective investment schemes shall be less than 20% of the net asset value of the UCITS Sterling Core Plus Fund.

The allocation and reallocation of the UCITS Sterling Core Plus Fund's assets will be undertaken by the Investment Manager, on the basis of its analysis of economics and market conditions and the relative risks and opportunities of particular types of fixed income securities. The average portfolio duration will vary based on the Investment Manager's forecast for interest rates. At any given time, the Fund may be entirely or partially invested in a particular type of fixed income security.

The return sought by the UCITS Sterling Core Plus Fund will consist of interest and dividends from underlying securities, capital appreciation reflected in unrealised increases in the value of portfolio securities (realised by its shareholders only upon selling shares) or realised from the purchase and sale of securities. The change in market value of fixed income securities (and therefore their capital appreciation) is largely a function of changes in the current level of interest rates. The UCITS Sterling Core Plus Fund's ability to achieve maximum total return is limited in certain markets because the UCITS Sterling Core Plus Fund can only invest in fixed income securities.

The UCITS Sterling Core Plus Fund will seek to be fully invested at all times but may invest cash balances in non-publicly traded securities, securities issued by supranational organisations, depositary receipts, inflation protected and other index-linked securities, interest-only securities, stripped securities, step-up securities, rule 144A securities, zero coupon bonds and money market securities.

The UCITS Sterling Core Plus Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Non-Publicly Traded Securities, securities issued by Supranational Organisations, Depositary Receipts, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Rule 144A Securities, Zero Coupon Bonds and Money Market Securities.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is Pound Sterling.

High Yield Portfolios

Stone Harbor Global High Yield Portfolio

The Stone Harbor Global High Yield Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Global High Yield Portfolio is to aim to generate a total return (i.e., capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund primarily invests its net assets among various types of fixed income securities and/or collective investment schemes which invest in fixed income securities. The types of fixed income securities among which the Fund's assets will primarily be allocated are: high-yield corporate bonds, debentures, notes (including Structured Notes and freely transferable promissory notes), loan participations, Equipment Trust Certificates and Rule 144A Securities which are issued by U.S. and non-U.S. corporations. The Fund may invest in securities of issuers located anywhere in the world. The Fund may also invest in securities whose return is based on the return of high yield market securities, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of high yield issuers. The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However, a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

In particular, the Fund may invest up to 100% of its net assets in the Class M Shares of the Stone Harbor High Yield Bond Fund ("UCITS High Yield Bond Fund"), Stone Harbor European High Yield Bond Fund ("UCITS European High Yield Bond Fund"), Stone Harbor High Yield Emerging Markets Corporate Debt Fund ("UCITS HY Emerging Markets Corporate Debt Fund"), Stone Harbor Emerging Markets Local Currency Debt Fund ("UCITS Local Currency Debt Fund"), Stone Harbor Emerging Markets Debt Fund ("UCITS Emerging Markets Debt Fund"), Stone Harbor Emerging Markets Corporate Debt Fund ("UCITS

Emerging Markets Corporate Debt Fund"), each sub-funds of Stone Harbor Investment Funds plc, an open-ended investment company with variable capital incorporated with limited liability in Ireland, established as a UCITS and authorised by the Central Bank. Details of the investment objective and policy of the UCITS High Yield Bond Fund, UCITS Local Currency Debt Fund, UCITS Emerging Markets Debt Fund and UCITS Emerging Markets Corporate Debt Fund are set out herein.

The primary investment objective of the UCITS European High Yield Bond Fund is to aim to generate a total return (i.e., capital appreciation). The generation of high current income is a secondary objective. The UCITS European High Yield Bond Fund invests at least 70% of its net assets in high-yield corporate bonds, debentures, notes (including structured notes and freely transferable promissory notes), securitised loan participations, equipment trust certificates and rule 144A securities which are denominated in European currencies such as EUR, GBP or CHF.

The UCITS European High Yield Bond Fund may also invest in securities whose return is based on the return of high yield market securities, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of high yield issuers. In addition the UCITS European High Yield Bond Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of the UCITS European High Yield Bond Fund in the aggregate.

The primary investment objective of the UCITS High Yield Emerging Markets Corporate Debt Fund is to aim to generate a total return (i.e., capital appreciation). The generation of high current income is a secondary objective. The UCITS High Yield Emerging Markets Corporate Debt Fund invests at least 70% of its net assets in high-yield securities which are by corporations or other business organizations that are economically tied to an emerging markets country. A corporation or other business organisation is economically tied to an Emerging Market Country if it issues securities that are principally traded on the country's securities markets or if it is organised or principally operates in the country, derives a majority of its income from its operations within the country or has a majority of its assets within the country. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar. The fund's investments may include Corporate Debt Securities, Structured Notes, securitised loan participations, equipment trust certificates and Rule 144A Securities, and derivatives related to these types of securities. The fund will primarily invest in securities that are rated below investment grade by any of Moody's Investors Service, Inc. (Baa3), Standard & Poor's Rating Services (BBB-) or Fitch Ratings Limited (BBB-).

The fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. To the extent that the fund uses financial derivative instruments, and subject to the limit set out here, it will do so to gain exposure to any or all of the types of investments described herein. As the fund is permitted to invest in derivatives instruments, the fund will have a leveraged portfolio. Such leverage will not exceed 100% of its Net Asset Value.

The Fund may invest in higher-rated securities when the Investment Manager, believes that a more defensive investment strategy is appropriate in light of market or economic conditions.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, securities of Emerging Markets Nations, debt securities issued by central banks, and other corporate entities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Payment-in-Kind Bonds, securities issued by Supranational Organisations, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, U.S. government securities and Zero Coupon Bonds and in fixed income obligations of non-U.S. issuers (including equipment trust certificates) and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The preceding limit on equity and Equity-Related Securities shall not apply when such securities are acquired as part of a unit consisting of a combination of fixed income and equity securities.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Convertible Securities Portfolio

The Stone Harbor Convertible Securities Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Convertible Securities Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund will invest its net assets primarily in Convertible Securities. A convertible security is generally a debt security or Preferred Stock that may be converted within a specified period of time into common stock of the same or a different issuer. A convertible security shares features of both equity and debt securities. The Fund may invest directly in convertible bonds, which are fixed income securities that are convertible into other debt or equity securities like an equity security, the value of a convertible security tends to increase as the price of the underlying stock goes up and decrease as it goes down. Like a debt security, a convertible security provides a fixed income stream and also tends to increase in value when interest rates fall and decrease in value as interest rates rise. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar. The Fund may also invest in other securities such as preferred stocks and non-convertible debt securities such as high yield and investment grade debt securities, government securities, warrants and common stock. The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and in common stock or other equity or Equity-Related Securities and up to 20% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated securities including, but not limited to, Below Investment Grade Securities.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Leveraged Loan Portfolio

Investment Objective

The primary investment objective of the Stone Harbor Leveraged Loan Portfolio is to aim to generate a total return (i.e., capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund primarily will invest its assets in floating rate loans and other floating rate below investment grade debt securities. The Investment Manager seeks investments it believes exhibit stable or improving credit fundamentals and are typically secured by specific collateral or assets of the borrower. Floating rate loans are debt instruments issued by companies or other entities with interest rates that reset periodically (typically daily, monthly, quarterly, or semi-annually, based on a base lending rate such as the London Interbank Bank Offered Rate (LIBOR), plus a premium). Floating rate loans are typically structured and administered by a third party that acts as agent for the lenders participating in the floating rate loan. Floating rate loans can be acquired directly through the agent, by assignment from a third party holder of the loan, or as a participation interest in a third party holder's portion of the loan. While some loans are collateralised and senior to an issuer's other debt securities, other loans may be unsecured and/or subordinated to other securities. If a Fund purchases a participation, it may only be able to enforce its rights through the lender, and may assume the credit risk of the lender in addition to the borrower. Some bank loans can be subject to restrictions on resale and can be less liquid than other types of securities. The Fund may also invest in fixed rate loans, which, except for the constant interest rate, are generally structured similarly to floating rate loans.

The Fund may also be fully invested of its net asset in collective investment schemes which invest primarily in floating rate loans and other floating rate below investment grade debt securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may use derivative instruments such as options, swap agreements and index related derivatives (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Emerging Markets Debt Portfolios

Stone Harbor Emerging Markets Corporate Debt Portfolio

The Stone Harbor Emerging Markets Corporate Debt Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Corporate Debt Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund will invest its net assets primarily in fixed income securities issued by corporations or other business organisations that are economically tied to an Emerging Market Country. A corporation or other business organisation is economically tied to an Emerging Market Country if it issues securities that are principally traded on the country's securities markets or if it is organised or principally operates in the country, derives a majority of its income from its operations within the country or has a majority of its assets within the country. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar. The Fund's investments may include Corporate Debt Securities, sovereign Debt Securities, Structured Notes, securities issued by Supranational Organisations, loan participations, Rule 144A Securities, and derivatives related to these types of securities.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as Emerging Market Countries. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe. The Fund may invest in securities whose return is based on the return of a market located in an Emerging Market Country, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of corporate issuers from Emerging Market Countries.

The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities of corporate issuers located in Emerging Market Countries. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including, but not limited to, those rated Below Investment Grade Securities.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Emerging Markets Debt Portfolio

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Debt Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund will invest its net assets primarily in fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets or economies. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar. A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. The Fund's investments may include sovereign Debt Securities, Corporate Debt Securities, Structured Notes, securities issued by Supranational Organisations, loan participations, Rule 144A Securities, and derivatives related to these types of securities.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as emerging securities markets. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe. The Fund may invest in securities whose return is based on the return of an emerging securities market, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of issuers from emerging markets.

The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including, but not limited to, those rated Below Investment Grade Securities.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Emerging Markets Debt Blend Portfolio

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Debt Blend Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund will invest its net assets primarily in collective investment schemes which invest primarily in fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity.

In particular, the Fund may be fully invested in the Class M Shares of the Stone Harbor Emerging Markets Debt Fund and Stone Harbor Emerging Markets Local Currency Debt Fund, each sub-funds of Stone Harbor Investment Funds plc, an investment company with variable capital incorporated with limited liability in Ireland, established as a UCITS and authorised by the Central Bank. In addition, the Fund may also invest up to 25% of its net assets in the Class M Shares of the Stone Harbor Emerging Markets Corporate Debt Fund, also a sub-fund of Stone Harbor Investment Funds plc.

Stone Harbor Emerging Markets Debt Fund, Stone Harbor Emerging Markets Local Currency Debt Fund and Stone Harbor Emerging Markets Corporate Debt Fund: The primary investment objective of the Stone Harbor Emerging Markets Debt Fund ("UCITS Emerging Markets Debt Fund") is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective. The UCITS Emerging Markets Debt Fund will invest at least 70% of its net assets in fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar.

The primary investment objective of the Stone Harbor Emerging Markets Local Currency Debt Fund ("UCITS Local Currency Debt Fund") is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective. The UCITS Local Currency Debt Fund will invest at least 70% of its net assets in local currency denominated fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities shall be primarily denominated in non-U.S. currencies.

The primary investment objective of the Stone Harbor Emerging Markets Corporate Debt Fund ("UCITS Emerging Markets Corporate Debt Fund") is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective. The UCITS Emerging Markets Corporate Debt Fund will invest at least 70% of its net assets in fixed income securities issued by corporations or other business organisations that are economically tied to an Emerging Market Country. Such fixed income securities may be denominated in non-U.S. currencies and the U.S. Dollar.

A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. A corporation or other business organisation is economically tied to an Emerging Market Country if it issues securities that are principally traded on the country's securities markets or if it is organised or principally operates in the country, derives a majority of its income from its operations within the country or has a majority of its assets within the country. Each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund's investments may include sovereign debt securities, corporate debt securities, structured notes, securities issued by supranational organisations, securitised loan participations, Rule 144A securities, and derivatives related to these types of securities. In addition, each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of the relevant UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Funds, each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Funds may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided that each of the relevant UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Funds' investment in any such collective investment schemes shall be less than 10% of the net asset value of the relevant UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund.

The investment manager of each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Funds has broad discretion to identify and invest in countries that it considers to qualify as emerging securities markets. It is anticipated that the UCITS Emerging Markets Debt Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe. The UCITS Emerging Markets Debt Fund may invest in securities whose return is based on the return of an emerging securities market, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of issuers from emerging markets.

It is anticipated that each of the UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 15 % of each of the UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Funds' net asset value will be invested in Russia. Each of the UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Funds may invest in securities whose return is based on the return of a market located in an emerging market country, including derivative instruments and instruments created to hedge or gain exposure to these markets for investment purposes, rather than investing directly in securities of corporate issuers from emerging market countries.

Each of the UCITS Emerging Markets Debt Fund and UCITS Local Currency Debt Funds may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the- counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The UCITS Emerging Markets Corporate Debt Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes. As the UCITS Emerging Markets Corporate Debt Fund is permitted to invest in derivatives instruments, the UCITS Emerging Markets Corporate Debt Fund may have a leveraged portfolio, which leverage will not exceed 100% of its net asset value.

The UCITS Emerging Markets Debt Fund and UCITS Emerging Markets Corporate Debt Fund will seek to be fully invested at all times but may invest cash balances in asset-backed securities, depository receipts, money market securities, mortgage-related securities (including transferable private issuer mortgage-backed securities), non-publicly traded securities, inflation protected and other index-linked securities, interest-only securities, stripped securities, step-up securities, payment-in-kind bonds, U.S. government securities and zero coupon bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or equity-related securities, including convertible securities, preferred stock and up to 5% of its net assets in warrants.

The UCITS Local Currency Debt Fund will seek to be fully invested at all times but may invest cash balances in securities denominated in currencies other than emerging market currencies, asset- backed securities, depository receipts, money market securities, mortgage-related securities (including transferable private issuer mortgage-backed securities), non-publicly traded securities, inflation protected and other index-linked securities, interest-only securities, stripped securities, step- up securities, payment-in-kind bonds, U.S. government securities and zero coupon bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or equity-related securities, including convertible securities, preferred stock and up to 5% of its net assets in warrants.

Each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Funds may hold securities of any duration and of any quality, rated or unrated, including, but not limited to, those rated below investment grade securities.

Each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Funds may purchase government obligations of OECD member states and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of emerging market countries.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may invest in other Funds. However, a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes in which the Fund may invest may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Emerging Markets Debt Blend (No. 2) Portfolio

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Debt Blend (No. 2) Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund will invest its net assets primarily in collective investment schemes which invest primarily in fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity.

In particular, the Fund may be fully invested in the Class M Shares of the Stone Harbor Emerging Markets Debt Fund and Stone Harbor Emerging Markets Local Currency Debt Fund, each sub-funds of Stone Harbor Investment Funds plc, an investment company with variable capital incorporated with limited liability in Ireland, established as a UCITS and authorised by the Central Bank and up to 100% of its net assets in the Class M Shares of the Stone Harbor Emerging Markets Debt Portfolio and Stone Harbor Emerging Markets Local Currency Debt Portfolio, each sub-funds of the Company.

Stone Harbor Emerging Markets Debt Fund and Stone Harbor Emerging Markets Local Currency Debt Fund: The primary investment objective of the Stone Harbor Emerging Markets Debt Fund ("UCITS Emerging Markets Debt Fund") is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective. The UCITS Emerging Markets Debt Fund will invest at least 70% of its net assets in fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar.

The primary investment objective of the Stone Harbor Emerging Markets Local Currency Debt Fund ("UCITS Local Currency Debt Fund") is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective. The UCITS Local Currency Debt Fund will invest at least 70% of its net assets in local currency denominated fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities shall be primarily denominated in non-U.S. currencies.

A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. Each of the UCITS Emerging Markets Debt Fund and UCITS Local Currency Debt Fund's investments may include sovereign debt securities, corporate debt securities, structured notes, securities issued by supranational organisations, securitised loan participations, Rule 144A securities, and derivatives related to these types of securities. In addition, each of the UCITS Emerging Markets Debt Fund and UCITS Local Currency Debt Funds may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of each of the UCITS Emerging Markets Debt Fund and UCITS Local Currency Debt Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of each of the UCITS Emerging Markets Debt Fund and UCITS Local Currency Debt Funds, each of the UCITS Emerging Markets Debt Fund and UCITS Local Currency Debt Funds may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided that each of the relevant UCITS Emerging Markets Debt Fund and UCITS Local Currency Debt Funds' investment in any such collective investment schemes shall be less than 10% of the net asset value of the relevant UCITS Emerging Markets Debt Fund and UCITS Local Currency Debt Fund.

The investment manager of each of the UCITS Emerging Markets Debt Fund and UCITS Local Currency Debt Fund has broad discretion to identify and invest in countries that it considers to qualify as emerging securities markets. It is anticipated that the UCITS Emerging Markets Debt Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe. The Emerging Markets Debt Fund may invest in securities whose return is based on the return of an emerging securities market, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of issuers from emerging markets.

It is anticipated that the UCITS Local Currency Debt Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 15% of the UCITS Local Currency Debt Fund's net asset value will be invested in Russia. The UCITS Local Currency Debt Fund may invest in securities whose return is based on the return of a market located in an emerging market country, including derivative instruments and instruments created to hedge or gain exposure to these markets for investment purposes, rather than investing directly in securities of corporate issuers from emerging market countries.

Each of the UCITS Emerging Markets Debt Fund and UCITS Local Currency Debt Funds may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the- counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The UCITS Emerging Markets Debt Fund will seek to be fully invested at all times but may invest cash balances in asset-backed securities, depository receipts, money market securities, mortgage-related securities (including transferable private issuer mortgage-backed securities), non-publicly traded securities, inflation protected and other index-linked securities, interest-only securities, stripped securities, step-up securities, payment-in-kind bonds, U.S. government securities and zero coupon bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or equity- related securities, including convertible securities, preferred stock and up to 5% of its net assets in warrants.

The UCITS Local Currency Debt Fund will seek to be fully invested at all times but may invest cash balances in securities denominated in currencies other than emerging market currencies, asset- backed securities, depository receipts, money market securities, mortgage-related securities (including transferable private issuer mortgage-backed securities), non-publicly traded securities, inflation protected and other index-linked securities, interest-only securities, stripped securities, step- up securities, payment-in-kind bonds, U.S. government securities and zero coupon bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or equity-related securities, including convertible securities, preferred stock and up to 5% of its net assets in warrants.

Each of the UCITS Emerging Markets Debt Fund and UCITS Local Currency Debt Funds may hold securities of any duration and of any quality, rated or unrated, including, but not limited to, those rated below investment grade securities.

Each of the UCITS Emerging Markets Debt Fund and UCITS Local Currency Debt Funds may purchase government obligations of OECD member states and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of emerging market countries.

Details in relation to the investment objective and policies of the Stone Harbor Emerging Markets Debt Portfolio and Stone Harbor Emerging Markets Local Currency Debt Portfolio are set out above.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may invest in other Funds. However, a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes in which the Fund may invest may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Emerging Markets Local Currency Debt Portfolio

The Stone Harbor Emerging Markets Local Currency Debt Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Local Currency Debt Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund will primarily invest its net assets in local currency denominated fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities shall be primarily denominated in non-U.S. currencies. A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. The Fund's investments may include sovereign Debt Securities, securities issued by Supranational Organisations, Corporate Debt Securities, Structured Notes, loan participations, Rule 144A Securities, and derivatives related to these types of securities.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as emerging securities markets. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe. The Fund may invest in securities whose return is based on the return of an emerging securities market, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of issuers from emerging markets.

The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all timed but may invest cash balances in securities denominated in currencies other than emerging market currencies, Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including, but not limited to, those rated Below Investment Grade Securities.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Emerging Markets Local Currency Inflation Linked Debt Portfolio

The Stone Harbor Emerging Markets Local Currency Inflation Linked Debt Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Local Currency Inflation Linked Debt Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund will primarily invest its net assets in inflation-linked securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities shall be primarily denominated in non-U.S. currencies. A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. The Fund's investments may include sovereign Debt Securities, securities issued by Supranational Organisations, Corporate Debt Securities, Structured Notes, loan participations, Rule 144A Securities, and derivatives related to these types of securities.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as emerging securities markets. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe. The Fund may invest in securities whose return is based on the return of an emerging securities market, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of issuers from emerging markets.

The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in non-inflation-linked securities which may be denominated in currencies other than emerging market currencies, Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including, but not limited to, those rated Below Investment Grade Securities.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Global Emerging Markets Debt Blend Portfolio

The Stone Harbor Global Emerging Markets Debt Blend Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Global Emerging Markets Debt Blend Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund will invest its net assets primarily in fixed income securities, and/or collective investment schemes, which invest primarily in fixed income securities, of issuers that are economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. The types of fixed income securities among which the Fund's assets will primarily be allocated are: emerging markets debt securities, government securities, securities issued by various governmental and non-governmental entities; High Yield Securities, debentures, notes (including structured notes and freely transferable promissory notes), floating rate loans, and derivatives related to these types of securities. The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity.

In particular, the Fund may be fully invested in the Class M Shares of the Stone Harbor Emerging Markets Debt Fund, Stone Harbor Emerging Markets Local Currency Debt Fund and Stone Harbor Emerging Markets Corporate Debt Fund, each sub-funds of Stone Harbor Investment Funds plc, an investment company with variable capital incorporated with limited liability in Ireland, established as a UCITS and authorised by the Central Bank and up to 100% of its net assets in the Class M Shares of the Stone Harbor Emerging Markets Debt Portfolio and Stone Harbor Emerging Markets Local Currency Debt Portfolio, each sub-funds of the Company.

Stone Harbor Emerging Markets Debt Fund, Stone Harbor Emerging Markets Local Currency Debt Fund and Stone Harbor Emerging Markets Corporate Debt Fund:

The primary investment objective of the Stone Harbor Emerging Markets Debt Fund ("UCITS Emerging Markets Debt Fund") is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective. The UCITS Emerging Markets Debt Fund will invest at least 70% of its net assets in fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar.

The primary investment objective of the Stone Harbor Emerging Markets Local Currency Debt Fund ("UCITS Local Currency Debt Fund") is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective. The UCITS Local Currency Debt Fund will invest at least 70% of its net assets in local currency denominated fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities shall be primarily denominated in non-U.S. currencies.

The primary investment objective of the Stone Harbor Emerging Markets Corporate Debt Fund ("UCITS Emerging Markets Corporate Debt Fund") is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective. The UCITS Emerging Markets Corporate Debt Fund will invest at least 70% of its net assets in fixed income securities issued by corporations or other business organisations that are economically tied to an emerging market country. Such fixed income securities may be denominated in non-U.S. currencies and the U.S. Dollar.

A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. A corporation or other business organisation is economically tied to an emerging market country if it issues securities that are principally traded on the country's securities markets or if it is organised or principally operates in the country, derives a majority of its income from its operations within the country or has a majority of its assets within the country. Each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and the UCITS Emerging Markets Corporate Debt Fund's investments may include sovereign debt securities, corporate debt securities, structured notes, securities issued by supranational organisations, securitised loan participations, Rule 144A securities, and derivatives related to these types of securities. In addition, each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. Such participations will not exceed 10% of the net assets of each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund in the aggregate. In gaining exposure to the types of instruments described herein or otherwise to pursue the investment objective and policies of each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund, each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund may invest in units or shares of other collective investment schemes within the meaning of Regulation 68(1)(e) of the Regulations provided that each of the relevant UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Funds' investment in any such collective investment schemes shall be less than 10% of the net asset value of the relevant UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund.

The investment manager of each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund has broad discretion to identify and invest in countries that it considers to qualify as emerging securities markets.

It is anticipated that each of the UCITS Emerging Markets Debt Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe. The UCITS Emerging Markets Debt Fund may invest in securities whose return is based on the return of an emerging securities market, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of issuers from emerging markets.

It is anticipated that each of the UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe including Russia. While there is no limit on the permitted investment in Russia, it is not expected that more than 15% of each of the UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Funds' net asset value will be invested in Russia. Each of the UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund may invest in securities whose return is based on the return of a market located in an emerging market country, including derivative instruments and instruments created to hedge or gain exposure to these markets for investment purposes, rather than investing directly in securities of corporate issuers from emerging market countries.

Each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the- counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The UCITS Emerging Markets Debt Fund and UCITS Emerging Markets Corporate Debt Fund will seek to be fully invested at all times but may invest cash balances in asset-backed securities, depository receipts, money market securities, mortgage-related securities (including transferable private issuer mortgage-backed securities), non-publicly traded securities, inflation protected and other index-linked securities, interest-only securities, stripped securities, step-up securities, payment-in-kind bonds, U.S. government securities and zero coupon bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or equity- related securities, including convertible securities, preferred stock and up to 5% of its net assets in warrants.

The UCITS Local Currency Debt Fund will seek to be fully invested at all times but may invest cash balances in securities denominated in currencies other than emerging market currencies, asset- backed securities, depository receipts, money market securities, mortgage-related securities (including transferable private issuer mortgage-backed securities), non-publicly traded securities, inflation protected and other index-linked securities, interest-only securities, stripped securities, step- up securities, payment-in-kind bonds, U.S. government securities and zero coupon bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or equity-related securities, including convertible securities, preferred stock and up to 5% of its net assets in warrants.

Each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund may hold securities of any duration and of any quality, rated or unrated, including, but not limited to, those rated below investment grade securities. Each of the UCITS Emerging Markets Debt Fund, UCITS Local Currency Debt Fund and UCITS Emerging Markets Corporate Debt Fund may purchase government obligations of OECD member states and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of emerging market countries.

Details in relation to the investment objective and policies of the Stone Harbor Emerging Markets Debt

Portfolio, Stone Harbor Emerging Markets Local Currency Debt Portfolio and UCITS Emerging Markets Corporate Debt Fund Portfolio are set out above.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including

Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may invest in other Funds. However, a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes in which the Fund may invest may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Opportunistic Portfolios

Stone Harbor Developed Markets Government Opportunistic Portfolio

The Stone Harbor Developed Markets Government Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Developed Markets Government Opportunistic Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund will invest its net assets primarily in the fixed income securities issued by the governments of Developed Market Countries and their related agencies and instrumentalities. These securities may be denominated in either U.S. Dollar or non-U.S. currencies.

The Fund invests primarily in securities that are rated investment grade by any of Moody's Investors Service, Inc. (Aaa to Baa), Standard & Poor's Rating Services (AAA to BBB), Fitch Ratings Limited (AAA to BBB), Dominion Bond Rating Service (AAA-BBB) or other nationally recognised statistical rating organisation or, if unrated, are deemed by the Investment Manager, to be of comparable quality, but may invest in securities of any rating, or in unrated securities. The Fund invests in a concentrated portfolio of generally between 10 and 50 securities which the Investment Manager believes provide the best opportunity for the Fund to achieve its invest objectives.

Subject to the foregoing, the Fund's investments may also include Structured Notes, securities issued by Supranational Organisations, securitised loan participations and participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets, Rule 144A Securities and derivatives related to these types of securities.

The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter) and foreign exchange transactions. Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in debentures, notes (including freely transferable promissory notes), Asset-Backed Securities, securities of Emerging Markets Countries, debt securities issued by central banks and other corporate entities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Payment-in-Kind Bonds, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, and Zero Coupon Bonds and in fixed income obligations of non-U.S. issuers (including equipment trust certificates) and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio

The Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund will invest its net assets primarily in fixed income securities issued by corporations or other business organisations that are economically tied to an Emerging Market Country. A corporation or other business organisation is economically tied to an Emerging Market Country if it issues securities that are principally traded on the country's securities markets or if it is organised or principally operates in the country, derives a majority of its income from its operations within the country or has a majority of its assets within the country. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar. The Fund's investments may include Corporate Debt Securities, sovereign Debt Securities, Structured Notes, securities issued by Supranational Organisations, loan participations, Rule 144A Securities, and derivatives related to these types of securities. The Fund invests in a concentrated portfolio of generally between 10 and 50 securities which the Investment Manager believes provide the best opportunity for the Fund to achieve its invest objectives.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as Emerging Market Countries. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe. The Fund may invest in securities whose return is based on the return of a market located in an Emerging Market Country, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of corporate issuers from Emerging Market Countries.

The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities of corporate issuers located in Emerging Market Countries. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including, but not limited to, those rated Below Investment Grade Securities.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Emerging Markets Debt Opportunistic Portfolio

The Stone Harbor Emerging Markets Debt Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Debt Opportunistic Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund will invest its net assets primarily in fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets or economies. Such securities may be denominated in non-U.S. currencies and the U.S. Dollar. A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. The Fund's investments may include sovereign Debt Securities, Corporate Debt Securities, Structured Notes, securities issued by Supranational Organisations, loan participations, Rule 144A Securities, and derivatives related to these types of securities. The Fund invests in a concentrated portfolio of generally between 10 and 50 securities which the Investment Manager believes provide the best opportunity for the Fund to achieve its invest objectives.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as emerging securities markets. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe. The Fund may invest in securities whose return is based on the return of an emerging securities market, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of issuers from emerging markets.

The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including, but not limited to, those rated Below Investment Grade Securities.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio

The Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio is to aim to generate a total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund will primarily invest its net assets in local currency denominated fixed income securities of issuers that economically are tied to countries with emerging securities markets or whose performance is linked to those markets, economies, or payment capacity. Such securities shall be primarily denominated in non-U.S. currencies. A security is economically tied to an emerging market country if it is principally traded on the country's securities markets, or the issuer is organised or principally operates in the country, derives a majority of its income from its operations within the country, or has a majority of its assets within a country. The Fund's investments may include sovereign Debt Securities, securities issued by Supranational Organisations, Corporate Debt Securities, Structured Notes, loan participations, Rule 144A Securities, and derivatives related to these types of securities. The Fund invests in a concentrated portfolio of generally between 10 and 50 securities which the Investment Manager believes provide the best opportunity for the Fund to achieve its invest objectives.

The Investment Manager has broad discretion to identify and invest in countries that it considers to qualify as emerging securities markets. It is anticipated that the Fund will concentrate its investments in Asia, Africa, the Middle East, Latin America and the developing countries of Europe. The Fund may invest in securities whose return is based on the return of an emerging securities market, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of issuers from emerging markets.

The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all timed but may invest cash balances in securities denominated in currencies other than emerging market currencies, Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Fund may hold securities of any Duration and of any quality, rated or unrated, including, but not limited to, those rated Below Investment Grade Securities.

The Fund may purchase government obligations of OECD Member States and investment grade debt securities of companies organised, incorporated or headquartered therein when it is deemed such holdings are warranted by turbulent or declining conditions in the debt or currency markets of Emerging Market Countries.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor European High Yield Bond Opportunistic Portfolio

The Stone Harbor European High Yield Bond Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor European High Yield Bond Opportunistic Portfolio is to aim to generate a total return (i.e., capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund invests its net assets primarily in high-yield corporate bonds, debentures, notes (including Structured Notes and freely transferable promissory notes), securitised loan participations, Equipment Trust Certificates, Rule 144A Securities and Reg S securities that are denominated in European currencies such as EUR, GBP and CHF. The Fund may also invest in securities whose return is based on the return of high yield market securities, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of high yield issuers. In addition the Fund may purchase participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets. These participations may be interests in, or assignments of, the loan and may be acquired from banks or brokers that have made the loan or members of the lending syndicate. The Fund may invest in higher-rated securities when the Investment Manager, believes that a more defensive investment strategy is appropriate in light of market or economic conditions. The Fund invests in a concentrated portfolio of generally between 10 and 50 securities which the Investment Manager believes provide the best opportunity for the Fund to achieve its invest objectives.

The Fund may also be fully invested of its net asset in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances (of up to 30% of the Funds' net assets) in: Asset-Backed Securities, debt securities of non-European Emerging Countries, debt securities issued by central banks, and other corporate entities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Payment-in-Kind Bonds, securities issued by Supranational Organisations, Inflation Protected Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, U.S. government securities and Zero Coupon Bonds and in fixed income obligations of non-U.S. issuers (including equipment trust certificates) and in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is Euro.

Stone Harbor High Yield Bond Opportunistic Portfolio

The Stone Harbor High Yield Bond Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor High Yield Bond Opportunistic Portfolio is to aim to generate a total return (i.e., capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund primarily invests its net assets in high-yield corporate bonds, debentures, notes (including Structured Notes and freely transferable promissory notes), loan participations, Equipment Trust Certificates and Rule 144A Securities which are issued by U.S. and non-U.S. corporations. The Fund may also invest in securities whose return is based on the return of high yield market securities, including derivative instruments and instruments created to hedge or gain exposure to these markets, rather than investing directly in securities of high yield issuers. The Fund may also be fully invested in collective investment schemes which invest in any of the securities listed above. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States. The Fund invests in a concentrated portfolio of generally between 10 and 50 securities which the Investment Manager believes provide the best opportunity for the Fund to achieve its invest objectives.

The Fund may invest in higher-rated securities when the Investment Manager, believes that a more defensive investment strategy is appropriate in light of market or economic conditions.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, securities of Emerging Markets Nations, debt securities issued by central banks, and other corporate entities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Payment-in-Kind Bonds, securities issued by Supranational Organisations, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, U.S. government securities and Zero Coupon Bonds and in fixed income obligations of non-U.S. issuers (including equipment trust certificates) and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The preceding limit on equity and Equity-Related Securities shall not apply when such securities are acquired as part of a unit consisting of a combination of fixed income and equity securities.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Global Investment Grade Corporate Bond Opportunistic Portfolio

The Stone Harbor Global Investment Grade Corporate Bond Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Global Investment Grade Corporate Bond Opportunistic Portfolio is to aim to generate total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund invests its net assets among various types of fixed income securities of issuers located anywhere in the world. The Fund invests primarily in securities issued by corporations that are rated investment grade by any of Moody's Investors Service, Inc. (Aaa to Baa), Standard & Poor's Rating Services (AAA to BBB) Fitch Ratings Limited (AAA to BBB), Dominion Bond Rating Service (AAA-BBB) or other nationally recognised statistical rating organisation or, if unrated, are deemed by the Investment Manager, to be of comparable quality, but may invest in securities of any rating, or in unrated securities. Subject to the foregoing, the Fund's investments may also include sovereign Debt Securities, Structured Notes, securities issued by Supranational Organisations, securitised loan participations and participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets, Rule 144A Securities and derivatives related to these types of securities. The Fund invests in a concentrated portfolio of generally between 10 and 50 securities which the Investment Manager believes provide the best opportunity for the Fund to achieve its invest objectives.

The Fund may also be fully invested in collective investment schemes which invest in fixed income securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The allocation and reallocation of the Fund's assets will be undertaken by the Investment Manager, on the basis of its analysis of economics and market conditions and the relative risks and opportunities of particular types of fixed income securities. The average portfolio duration will vary based on the Investment Manager's forecast for interest rates. At any given time, the Fund may be entirely or partially invested in a particular type of fixed income security.

The "total return" sought by the Fund will consist of interest and dividends from underlying securities, capital appreciation reflected in unrealised increases in the value of portfolio securities (realised by its Shareholders only upon selling Shares) or realised from the purchase and sale of securities. The change in market value of fixed income securities (and therefore their capital appreciation) is largely a function of changes in the current level of interest rates. The Fund's ability to achieve maximum total return is limited in certain markets because the Fund can only invest in fixed income securities.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Non-Publicly Traded Securities, securities issued by Supranational Organisations, Depositary Receipts, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Zero Coupon Bonds, and Money Market Securities.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Leveraged Loan Opportunistic Portfolio

The Stone Harbor Leveraged Loan Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Leveraged Loan Opportunistic Portfolio is to aim to generate a total return (i.e., capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund primarily will invest its assets in floating rate loans and other floating rate below investment grade debt securities. The Investment Manager seeks investments it believes exhibit stable or improving credit fundamentals and are typically secured by specific collateral or assets of the borrower. Floating rate loans are debt instruments issued by companies or other entities with interest rates that reset periodically (typically daily, monthly, quarterly, or semi-annually, based on a base lending rate such as the London Interbank Bank Offered Rate (LIBOR), plus a premium). Floating rate loans are typically structured and administered by a third party that acts as agent for the lenders participating in the floating rate loan. Floating rate loans can be acquired directly through the agent, by assignment from a third party holder of the loan, or as a participation interest in a third party holder's portion of the loan. While some loans are collateralised and senior to an issuer's other debt securities, other loans may be unsecured and/or subordinated to other securities. If a Fund purchases a participation, it may only be able to enforce its rights through the lender, and may assume the credit risk of the lender in addition to the borrower. Some bank loans can be subject to restrictions on resale and can be less liquid than other types of securities. The Fund may also invest in fixed rate loans, which, except for the constant interest rate, are generally structured similarly to floating rate loans. The Fund invests in a concentrated portfolio of generally between 10 and 50 securities which the Investment Manager, believes provide the best opportunity for the Fund to achieve its invest objectives.

The Fund may also be fully invested in collective investment schemes which invest primarily in floating rate loans and other floating rate below investment grade debt securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The Fund may use derivative instruments such as options, swap agreements and index related derivatives (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Asset-Backed Securities, Depository Receipts, Money Market Securities, mortgage-related securities (including transferable Private Issuer Mortgage-Backed Securities), Non-Publicly Traded Securities, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Payment-in-Kind Bonds, U.S. government securities and Zero Coupon Bonds and (subject to a limit of 10% of its net assets) in common stock or other equity or Equity-Related Securities, including Convertible Securities, Preferred Stock and up to 5% of its net assets in Warrants.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Multi Asset Credit Opportunistic Portfolio

The Stone Harbor Multi Asset Credit Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Multi-Asset Credit Opportunistic Portfolio is to aim to generate total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The Fund invests its net assets primarily among various types of fixed income securities and/or collective investment schemes which invest in fixed income securities. The types of fixed income securities among which the Fund's assets will primarily be allocated are: government securities, Mortgage-Backed Securities or Asset-Backed Securities, issued by various governmental and non-governmental entities; U.S. taxable municipal securities; High Yield Securities, debentures, notes (including structured notes and freely transferable promissory notes), floating rate loans, emerging markets debt securities, and derivative related to these types of securities. The Fund may also be fully invested in collective investment schemes which invest primarily in fixed income securities. Such investment includes investing in other Funds. However, a

Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

In particular, the Fund may invest up to 100% of its net assets in the Class M Shares of the Stone Harbor Developed Markets Government Opportunistic Portfolio, Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio, Stone Harbor Global Investment Grade Corporate Bond Opportunistic Portfolio, Stone Harbor European High Yield Bond Opportunistic Portfolio, Stone Harbor High Yield Bond Opportunistic Portfolio, Stone Harbor Leveraged Loan Opportunistic Portfolio, Stone Harbor Securitised Bond Opportunistic Portfolio, Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio and Stone Harbor Emerging Markets Debt Opportunistic Portfolio each sub-funds of the Company. Each of these Funds are concentrated portfolios of generally between 10 and 50 securities which the Investment Manager believes provide the best opportunity for the Fund to achieve its invest objectives.

The allocation and reallocation of the Fund's assets will be undertaken by the Investment Manager, on the basis of its analysis of economics and market conditions and the relative risks and opportunities of particular types of fixed income securities. The average portfolio duration will vary based on the Investment Manager's forecast for interest rates. At any given time, the Fund may be entirely or partially invested in a particular type of fixed income security.

The "total return" sought by the Fund will consist of interest and dividends from underlying securities, capital appreciation reflected in unrealised increases in the value of portfolio securities (realised by its Shareholders only upon selling Shares) or realised from the purchase and sale of securities. The change in market value of fixed income securities (and therefore their capital appreciation) is largely a function of changes in the current level of interest rates. The Fund's ability to achieve maximum total return is limited in certain markets because the Fund can only invest in fixed income securities.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Non-Publicly Traded Securities, securities issued by Supranational Organisations, Depositary Receipts, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Rule 144A Securities, Zero Coupon Bonds, and Money Market Securities.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Stone Harbor Securitised Bond Opportunistic Portfolio

The Stone Harbor Securitised Bond Opportunistic Portfolio Fund is closed to subscriptions, and an application with respect to the revocation of authorisation of this Fund will be submitted to the Central Bank in due course.

Investment Objective

The primary investment objective of the Stone Harbor Securitised Bond Opportunistic Portfolio is to aim to generate total return (i.e. capital appreciation). The generation of high current income is a secondary objective.

Investment Policies

The types of fixed income securities among which the Fund's assets will be primarily allocated are: Asset-Backed Securities, Collateralised Debt Obligations, Collateralised Mortgage-Backed Securities and Mortgage-Backed Securities issued by various governmental and non-governmental entities; and derivative related to these types of securities. The Fund's investments may include sovereign Debt Securities, Corporate Debt Securities, Structured Notes, securities issued by Supranational Organisations, securitised loan participations and participations in or assignments of floating rate mortgages or other commercial loans that are liquid and will provide for interest rate adjustments at least every 397 days and which may be secured by real estate or other assets, Rule 144A Securities and derivatives related to these types of securities. The Fund invests in a concentrated portfolio of generally between 10 and 50 securities which the Investment Manager, believes provide the best opportunity for the Fund to achieve its invest objectives.

The Fund may also be fully invested in collective investment schemes which invest in fixed income securities. Such investment includes investing in other Funds. However a Fund may not invest in another Fund which itself holds Shares in other Funds. The underlying collective investment schemes may be regulated or unregulated and domiciled in Ireland or the United States.

The allocation and reallocation of the Fund's assets will be undertaken by the Investment Manager, on the basis of its analysis of economics and market conditions and the relative risks and opportunities of particular types of fixed income securities. The average portfolio duration will vary based on the Investment Manager's forecast for interest rates. At any given time, the Fund may be entirely or partially invested in a particular type of fixed income security.

The "total return" sought by the Fund will consist of interest and dividends from underlying securities, capital appreciation reflected in unrealised increases in the value of portfolio securities (realised by its Shareholders only upon selling Shares) or realised from the purchase and sale of securities. The change in market value of fixed income securities (and therefore their capital appreciation) is largely a function of changes in the current level of interest rates. The Fund's ability to achieve maximum total return is limited in certain markets because the Fund can only invest in fixed income securities.

The Fund may use derivative instruments such as futures, options, swap agreements (which may be listed or over-the-counter). Such derivative instruments may be used for efficient portfolio management and/or investment purposes.

The Fund will seek to be fully invested at all times but may invest cash balances in Non-Publicly Traded Securities, securities issued by Supranational Organisations, Depositary Receipts, Inflation Protected and other Index-Linked Securities, Interest-Only Securities, Stripped Securities, Step-Up Securities, Securities, Zero Coupon Bonds, and Money Market Securities.

The Investment Manager engages in fundamental analysis that integrates a review of environmental, social and governance factors (also referred to as ESG) to evaluate the creditworthiness of issuers in which the Fund may invest.

The Base Currency of the Fund is U.S. Dollar.

Share Classes

The following classes of Shares are available in each of the Funds:

Accumulating and distributing Class A shares denominated in AUD, CAD, CHF, EUR, GBP, JPY and USD with a minimum subscription amount of $1,000,000 (or equivalent in other authorised currency).

Accumulating and distributing Class D1, D2, I and M shares denominated in AUD, CAD, CHF, EUR, GBP, JPY, SGD and USD with a minimum subscription amount of $5,000,000 (or equivalent in other authorised currency).

In addition to the above, the following classes of Shares are also available in the Stone Harbor Emerging Markets Debt Blend Portfolio and Stone Harbor Emerging Markets Debt Blend (No. 2) Portfolio:

Accumulating and distributing Class D1 (H) and D2 (H) shares denominated in JPY, accumulating and distributing Class I (H) shares denominated in AUD, CHF and EUR with a minimum subscription amount of $5,000,000 (or equivalent in other authorised currency).

In addition to the above, the following classes of Shares are also available in the Stone Harbor LIBOR Multi-Strategy Portfolio and in Stone Harbor LIBOR Multi-Strategy (No. 2) Portfolio:

Accumulating and distributing Class I (H) and M (H) shares denominated in GBP with a minimum subscription amount of $5,000,000 (or equivalent in other authorised currency).

For each such Share Class with "(H)" in the name of the Share Class, the Investment Manager or Sub-Investment Manager will employ techniques to hedge the Share Class's exposure to changes in exchange rates between the Base Currency of the Fund and the currency of the Share Class. For all other Share Classes denominated in a currency other than the relevant Fund's Base Currency and that do not included "(H)" in their name, the Investment Manager or Sub-Investment Manager may or may not employ techniques to hedge the Share Class's exposure to changes in exchange rates between the Base Currency of the Fund and the currency of the Share Class. Please see the "Currency Transactions" section herein for more information.

Further Information on the Securities in which the Funds may Invest

For each Fund, the information below regarding the securities in which the Fund may invest is subject to the limitations set forth for the Fund in the above description of the Fund's investment objective and policies.

Asset-Backed Securities

Each Fund may invest in asset-backed securities, which are securities that directly or indirectly represent a participation in, or are secured by and payable from, assets such as motor vehicle instalment loan contracts, leases on various types of real and personal property and receivables from revolving credit (credit card) agreements. Such assets are securitised through the use of trusts or special purpose corporations. A pool of assets representing the obligations often of a number of different parties collateralises asset-backed securities.

Collateralised Debt Obligations ("CDOs")

Collateralised debt obligations includes collateralised bond obligations ("CBOs"), collateralised loan obligations ("CLOs") and other similarly structured securities. CBOs and CLOs are types of asset-backed securities. A CBO is a trust which is backed by a diversified pool of high risk, below investment grade fixed income securities. A CLO is a trust typically collateralised by a pool of loans, which may include, among others, senior secured loans, senior unsecured loans and subordinate corporate loans, including loans that may be rated below investment grade or equivalent unrated loans. CDOs may charge management fees and administrative expenses.

For both CBOs and CLOs, the cash flows from the trust are split into two or more portions, called tranches, varying in risk and yield. The riskiest portion is the "equity" tranche which bears the bulk of defaults from the bonds or loans in the trust and serves to protect the other, more senior tranches from default in all but the most severe circumstances. Since it is partially protected from defaults, a senior tranche from a CBO trust or CLO trust typically has higher ratings and lower yields than its underlying securities, and may be rated investment grade. Despite the protection from the equity tranche, CBO or CLO tranches can experience substantial losses due to actual defaults, increased sensitivity to defaults due to collateral default and disappearance of protecting tranches, market anticipation of defaults, as well as aversion to CBO or CLO securities as a class.

Collateralised Mortgage Securities ("CMS")

A CMS is a debt obligation of a legal entity that is collateralised by mortgages and divided into classes. Similar to a bond, interest and prepaid principal is paid, in most cases, on a monthly basis. CMSs may be collateralised by whole mortgage loans or private mortgage bonds, but are more typically collateralised by portfolios of mortgage pass-through securities guaranteed by GNMA, FHLMC or FNMA, and their income streams.

CMSs are structured into multiple classes, often referred to as "tranches," with each class bearing a different stated maturity and entitled to a different schedule for payments of principal and interest, including pre-payments. Actual maturity and average life will depend upon the pre-payment experience of the collateral. In the case of certain CMSs (known as "sequential pay" CMSs), payments of principal received from the pool of underlying mortgages, including pre-payments, are applied to the classes of CMSs in the order of their respective final distribution dates. Thus, no payment of principal will be made on any class of sequential pay CMSs until all other classes having an earlier final distribution date have been paid in full.

In a typical CMS transaction, a corporation ("issuer") issues multiple series (e.g., A, B, C, Z) of CMS bonds ("Bonds"). Proceeds of the Bond offering are used to purchase mortgages or mortgage pass-through certificates ("Collateral"). The Collateral is pledged to a third party trustee as security for the Bonds. Principal and interest payments from the Collateral are used to pay principal on the Bonds in the order A, B, C, Z. The Series A, B and C Bonds all bear current interest. Interest on the Series Z Bond is accrued and added to principal and a like amount is paid as principal on the Series A, B, or C Bond currently being paid off. When the Series A, B, and C Bonds are paid in full, interest and principal on the Series Z Bond begins to be paid currently. CMSs may be less liquid and may exhibit greater price volatility than other types of mortgage- or asset-backed securities.

Convertible Securities

Each Fund may invest in convertible securities, which are bonds, debentures, notes, preferred stock or other securities, which may be converted into or exchanged for a prescribed amount of common stock of the same or different issuer within a particular period of time at a specified price or formula. A convertible security entitles the holder to receive interest paid or accrued on debt or the dividend paid on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Before conversion, convertible securities ordinarily provide a stream of income, which generate higher yields than those of common stocks of the same or similar issuers but lower than the yield on non-convertible debt. Convertible securities are usually subordinate or are comparable to non-convertible securities but rank senior to common stock or shares in a company's capital structure. The value of a convertible security is a function of (1) its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege and (2) its worth, at market value, if converted into the underlying common stock. Convertible securities are typically issued by smaller capitalised companies whose stock prices may be volatile. The price of a convertible security often reflects such variations in the price of the underlying common stock in a way that non-convertible debt does not. A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument.

Corporate Debt Securities

Each Fund may invest in corporate debt securities, which are bonds, notes or debentures issued by corporations and other business organisations, including business trusts, in order to finance their credit needs. Corporate debt securities include commercial paper, which consists of freely transferable, short-term (usually from 1 to 270 days) unsecured promissory notes issued by corporations in order to finance their current operations.

Corporate debt securities may pay fixed or variable rates of interest, or interest at a rate contingent upon some other factor, such as the price of some commodity. These securities may be convertible into preferred or common equity, or may be bought as part of a unit containing common stock. In selecting corporate debt securities for a fund, the Investment Manager reviews and monitors the creditworthiness of each issuer and issue. The Investment Manager also analyses interest rate trends and specific developments, which they believe may affect individual issuers. See Schedule III of this Prospectus for more information on the ratings of the various NRSROs.

Collective Investment Schemes

Certain of the Funds may invest in collective investment scheme's ("underlying scheme") managed by the same AIFM, management company or by an associated or related company, provided that the AIFM, management company or such other company in which the investment is being made must waive the preliminary/initial/redemption charge which it would normally charge.

Where a commission is received by the management company by virtue of an investment in the shares of another collective investment scheme, this commission must be paid into the property of the Fund.

Such Funds may invest in another Fund of the Company provided that the Fund may not invest in another Fund of the Company which itself holds shares in other Funds of the Company. Where the Fund invests in another Fund of the Company, an annual management fee may not be charged in respect of that portion of assets invested in the other Fund of the Company.

Certain of the Funds may invest more than 50% of their net asset value in any one underlying scheme. In these circumstances, the manager of the underlying scheme must waive the preliminary/initial charge which it is entitles to charge for its own account in relation to the acquisition of shares by the Fund.

Debt Securities

Debt securities include, but are not limited to, fixed or floating rate debt securities, bonds issued or guaranteed by corporations or governments or governmental agencies or instrumentalities thereof, central banks or commercial banks, notes (including structured notes and freely transferable promissory notes), debentures, commercial paper, Brady bonds, Eurobonds, and convertible securities. Fixed rate debt securities are securities, which carry a fixed rate of interest, which does not fluctuate with general market conditions. Floating rate debt securities are securities that carry a variable interest rate, which is initially tied to an external index such as U.S. Treasury Bill rates.

Depositary Receipts

Depository receipts include sponsored and unsponsored depository receipts that are or become available, including American Depository Receipts ("ADRs"), and Global Depository Receipts ("GDRs") and other depository receipts. Depository receipts are typically issued by a financial institution ("depository") and evidence ownership interests in a security or a pool of securities ("underlying securities") that have been deposited with the depository. The depository for ADRs is typically a U.S. financial institution and the underlying securities are issued by a non-U.S. issuer. ADRs are publicly traded on exchanges or over-the-counter in the United States and are issued through "sponsored" or "unsponsored" arrangements. In a sponsored ADR arrangement, the non-U.S. issuer assumes the obligation to pay some or all of the depository's transaction fees, whereas under an unsponsored arrangement, the non-U.S. issuer assumes no obligation and the depository's transaction fees are paid by the ADR holders. In addition, less information is available in the United States about an unsponsored ADR than about a sponsored ADR, and the financial information about a company may not be as reliable for an unsponsored ADR as it is for a sponsored ADR. In the case of GDRs, the depository can be a non-U.S. or a U.S. financial institution and the underlying securities are issued by a non-U.S. issuer. GDRs allow companies in Europe, Asia, the United States and Latin America to offer shares in many markets around the world, thus allowing them to raise capital in these markets, as opposed to just in their home market. The advantage of GDRs is that shares do not have to be bought through the issuing company's home exchange, which may be difficult and expensive, but can be bought on all major stock exchanges. In addition, the share price and all dividends are converted to the shareholder's home currency. As for other depository receipts, the depository may be a non- U.S. or a U.S. entity, and the underlying securities may have a non-U.S. or a U.S. issuer. For purposes of a Fund's investment policies, investments in depository receipts will be deemed to be investments in the underlying securities. Thus, a depository receipt representing ownership of common stock will be treated as common stock. Depository receipts purchased by a Fund may not necessarily be denominated in the same currency as the underlying securities into which they may be converted, in which case the Fund may be exposed to relative currency fluctuations.

Distressed Debt Securities

Distressed debt securities are debt securities that are subject to bankruptcy proceedings or are in default, or at risk of being in default. They are speculative and involve substantial risk.

Duration

Duration was developed as a more precise alternative to the concept of "maturity". Traditionally, a debt obligation's maturity has been used as a proxy for the sensitivity of the security's price to changes in interest rates (which is the "interest rate risk" or "price volatility" of the security). However, maturity measures only the time until a debt obligation provides its final payment, taking no account of the pattern of the security's payments prior to maturity. In contrast, duration incorporates a bond's yield, coupon interest payments, final maturity, call and put features and prepayment exposure into one measure. Duration is the magnitude of the change in the price of a bond relative to a given change in market interest rates. Duration management is one of the fundamental tools used by the Investment Manager.

Duration is a measure of the expected life of a debt obligation on a present value basis. Duration takes the length of the time intervals between the present time and the time that the interest and principal payments are scheduled or, in the case of a callable bond, the time the principal payments are expected to be received, and weights them by the present values of the cash to be received at each future point in time. For debt obligations with interest payments occurring prior to the payment of principal, duration will usually be less than maturity. In general, all else being equal, the lower the stated or coupon rate of the interest of a fixed income security, the longer the duration of the security; conversely, the higher the stated or coupon rate of a fixed income security, the shorter the duration of the security.

Holding long futures or call option positions will lengthen the duration of a Fund's portfolio. Holding short futures or put options will shorten the duration of a Fund's portfolio.

A swap agreement on an asset or group of assets may affect the duration of the portfolio depending on the attributes of the swap. For example, if the swap agreement provides a Fund with a floating rate of return in exchange for a fixed rate of return, the duration of the Fund would be modified to reflect the duration attributes of a similar security that the fund is permitted to buy.

There are some situations where even the standard duration calculation does not properly reflect the interest rate exposure of a security. For example, floating- and variable-rate securities often have final maturities of ten or more years; however, their interest rate exposure corresponds to the frequency of the coupon reset. Another example where the interest rate exposure is not properly captured by maturity is mortgage pass-through securities. The stated final maturity of such securities is generally 30 years, but current prepayment rates are more critical in determining the securities' interest rate exposure. Finally, the duration of the debt obligation may vary over time in response to changes in interest rates and other market factors.

Equipment Trust Certificates

Equipment trust certificates are debt certificates issued by a company in order to buy mechanical equipment, with the equipment serving as the debt's collateral.

Equity-Related Securities

Equity-related securities may include warrants for the acquisition of stock of the same or of a different issuer, corporate fixed income securities that have conversion or exchange rights permitting the holder to convert or exchange the securities at a stated price within a specified period of time to a specified number of shares of common stock, participations that are based on revenues, sales or profits of an issuer (i.e., fixed income securities, the interest on which increases upon the occurrence of a certain event (such as an increase in the price of oil)) and common stock offered as a unit with corporate fixed income securities.

Eurobonds

Eurobonds are fixed income securities issued by corporations and sovereign entities for sale in the Euromarket.

High Yield Securities

High yield securities are not rated in one of the top four rating categories (i.e. below "investment grade") by major rating agencies, including Standard & Poor's, Moody Investor Services and Fitch Ratings Limited, sometimes referred to as "junk bonds". Bonds may be fixed and or floating. Generally, medium or lower rated securities and unrated securities of comparable quality offer a higher current yield than is offered by higher rated securities but also (i) will likely have some quality and protective characteristics that, in the judgment of the rating organisations, are outweighed by large uncertainties or major risk exposures to adverse conditions and (ii) are predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligation. The market values of certain of these securities also tend to be more sensitive to individual corporate developments and changes in economic conditions than higher quality bonds. In addition, medium and lower rated securities and comparable unrated securities generally present a higher degree of credit risk. The risk of loss due to default by these issuers is significantly greater because medium and lower rated securities and unrated securities of comparable quality generally are unsecured and frequently are subordinated to the prior payment of senior indebtedness. In light of these risks, the Investment Manager in evaluating the creditworthiness of an issue, whether rated or unrated, will take various factors into consideration, which may include, as applicable, the issuer's financial resources, its sensitivity to economic conditions and trends, the operating history of and the community support for the facility financed by the issue, the ability of the issuer's management and regulatory matters. In addition, the market value of securities in lower rated categories is more volatile than that of higher quality securities, and the markets in which medium and lower rated or unrated securities are traded are more limited than those in which higher rated securities are traded. The existence of limited markets may make it more difficult for a Fund to obtain accurate market quotations for purposes of valuing its portfolio and calculating its Net Asset Value. Moreover, the lack of a liquid trading market may restrict the availability of securities for a Fund to purchase and may also have the effect of limiting the ability of a Fund to sell securities at their fair value either to meet redemption requests or to respond to changes in the economy or the financial markets.

Lower rated debt obligations also present risks based on payment expectations. If an issuer calls the obligation for redemption, a Fund may have to replace the security with a lower yielding security, resulting in a decreased return for investors. Also, as the principal value of bonds moves inversely with movements in interest rates, in the event of rising interest rates the value of the securities held by a Fund may decline proportionately more than a portfolio consisting of higher rated securities. If a Fund experiences unexpected net redemption, it may be forced to sell its higher rated bonds, resulting in a decline in the overall credit quality of the securities held by the Fund and increasing the exposure of the Fund to the risks of lower rated securities.

Inflation-Protected Securities

Each Fund may invest in inflation-protected securities, which are freely transferable securities that are structured to provide protection against inflation. The principal or interest components of inflation-protected securities are adjusted periodically according to the general movements of inflation in the country of issue. U.S. Treasury Inflation Protected Securities ("U.S. TIPS") are freely transferable inflation-indexed debt securities issued by the U.S. Department of Treasury that are structured to provide protection against inflation. The U.S. Treasury Department currently uses the Consumer Price Index for Urban Consumers, non-seasonally adjusted, as its inflation measure. Inflation-indexed bonds issued by a non-U.S. government are generally adjusted to reflect a comparable inflation index calculated by that government. "Real return" equals total return less the estimated cost of inflation, which is typically measured by the change in an official inflation measure.

Interest Only Securities (Ios)

Interest only securities ("Ios") are a form of stripped mortgage security. Stripped mortgage securities may be issued by agencies or instrumentalities of the U.S. government, or by private originators of, or investors in, mortgage loans, including savings and loan associations, mortgage banks and special purpose subsidiaries of the foregoing.

Stripped mortgage securities are structured with two or more classes of securities that receive different proportions of the interest and principal distributions on a pool of mortgage assets. Ios are one class of a stripped mortgage security that receives all of the interest (while another class will receive all of the principal ("Pos" or "principal only class")).

Investment Funds/Collective Investment Schemes

Some Emerging Market Countries have laws and regulations that preclude direct foreign investment in the securities of companies located there. However, indirect foreign investment in the securities of companies listed and traded on the regulated markets in these countries is permitted by certain Emerging Market Countries through specifically authorised investment funds. A Fund may invest in these investment funds, as well as other closed end and open ended investment companies, subject to the Regulations.

Investment Grade Securities/Below Investment Grade Securities

Investment grade securities are securities that are rated in one of the four highest rating categories by a Recognised Rating Agency or which unrated are considered of equivalent quality by the Investment Manager. The low investment grade securities are securities which are rated below the fourth highest rating category by a Recognised Rating Agency of which if unrated are considered of equivalent quality by the Investment Manager. Below investment grade securities are commonly referred to as "junk bonds".

Loan Participations

The Funds may invest in floating rate commercial loans arranged through private negotiations between a corporation or other type of entity and one or more financial institutions ("Lender"). Such investment is expected to be in the form of participations in, or assignment of, the loans, which may or may not be securitised ("Participations").

Money Market Instruments/Securities

Each Fund may hold money market instruments, including commercial paper, bankers acceptances, certificates of deposit and other short term debt securities as ancillary liquid assets.

Mortgage-Backed Securities

Each Fund may purchase mortgaged-backed securities. Mortgage-backed securities provide capital for mortgage loans to residential homeowners, including securities that represent interests in pools of mortgage loans made by lenders such as savings and loan institutions, mortgage banks, commercial banks and others. Pools of mortgage loans are assembled for sale to investors (such as the funds) by various governmental, government-related and private organisations, such as dealers. The market value of mortgage-backed securities will fluctuate as a result of changes in interest rates and mortgage loans.

Interests in pools of mortgage loans generally provide a monthly payment that consists of both interest and principal payments. In effect, these payments are a "pass through" of the monthly payments made by the individual borrowers on their residential mortgage loans, net of any fees paid to the issuer or guarantor of such securities. Additional payments are caused by repayments of principal resulting from the sale of the underlying residential property, refinancing or foreclosure, net of fees or costs that may be incurred. Some mortgage-backed securities (such as securities issued by GNMA) are described as "modified pass through" because they entitle the holder to receive all interest and principal payments owed on the mortgage pool, net of certain fees, regardless of whether the mortgagor actually makes the payment.

Non-Publicly Traded Securities

Non-publicly traded securities are transferable securities that are neither listed nor traded on a regulated market, including privately placed securities. A Fund's investments in such illiquid securities are subject to the risk that should the Fund desire to sell any of these securities when a ready buyer is not available at a price that the Fund deems representative of its value, the value of the Fund's net assets could be adversely affected.

Non-U.S. Government Securities

Non-U.S. government securities include fixed income securities issued by a non-U.S. government or any of their political subdivisions, authorities, agencies or instrumentalities that are considered stable by the Investment Manager.

Payment-in-Kind Bonds

Payment-in-kind bonds are bonds that pay interest in the form of additional bonds of the same type. Payment-in-kind bonds may be rated investment grade or below investment grade.

Preferred Shares/Stocks

Each Fund may purchase preferred shares listed or traded on regulated markets. Preferred shares may pay dividends at a specific rate and generally have preference over common stock in the payment of dividends in a liquidation of assets but rank after debt securities. Unlike interest payments on debt securities, dividends on preferred shares are generally payable at the discretion of the board of directors of the issuer. The market prices of preferred shares are subject to changes in interest rates and are more sensitive to changes in the issuer's creditworthiness than are the prices of debt securities.

Private-Issuer Mortgage Backed Securities

Mortgage-backed securities issued by private issuers do not offer the credit backing of U.S. government securities. Primarily these include multi-class debt or pass – through certificates secured by mortgage loans. They will be issued by banks, savings and loans institutions, mortgage bankers and other non-governmental issuers. Private issuer mortgage backed securities are subject to the credit risks of the issuers (as well as interest rate risks and pre-payment risks), although in some cases they may be supported by insurance or guarantees.

Rule 144A Securities

Rule 144A securities are securities that are not registered under the 1933 Act, but that can be sold to certain institutional buyers in accordance with Rule 144A under the 1933 Act.

Securities of Emerging Market Countries

An Emerging Market Country generally is considered to be a country that is in the initial stages of its industrialisation cycle. Investing in the equity and fixed income markets of Emerging Market Countries involves exposure to economic structures that are generally less diverse and mature, and to political systems that can be expected to have less stability, than those of developed countries. Historical experience indicates that the markets of Emerging Market Countries have been more volatile than the markets of the more mature economies of developed countries; however, such markets often have provided higher rates of return to investors. A Fund may also invest in Brady bonds. Brady bonds are debt securities, generally denominated in U.S. Dollars, issued under the framework of the "Brady Plan", an initiative announced by former U.S. Treasury Secretary Nicholas F. Brady in 1989 as a mechanism for debtor nations to restructure their outstanding external commercial bank indebtedness.

Securities of Non-U.S. Issuers

Securities of non-U.S. issuers, whether fixed income, equity, equity related securities or otherwise may be denominated in any currency, regardless of domicile. The Investment Manager may hedge against currency fluctuations as described under "Currency Transactions" below.

Step-Up Securities

Step-up securities are securities, which pay no interest initially but eventually begin to pay a coupon rate prior to maturity, which may increase at stated intervals during the life of the security. Step-up securities allow an issuer to avoid or delay the need to generate cash to meet current interest payments and, as a result, may involve greater credit risk than bonds that pay interest currently or in cash.

Structured Notes

A Fund may invest in structured notes, which are over-the-counter debt instruments where the interest rate and/or principal are indexed to the performance of a financial instrument (e.g., short- term rates in Japan). Sometimes the two are inversely related (i.e., as the index goes up, the coupon rate goes down). Inverse floaters are an example of this inverse relationship. In cases where the principal is indexed, a Fund will be exposed to the risk of a loss of all or a portion of the principal. The Funds will only invest in structured notes that are freely transferable securities dealt in or on a regulated market. A Fund will not invest in any structured note that will result in a) leveraging the Fund's portfolio, or b) the Fund gaining exposure to a financial instrument that it would not be permitted to purchase through a direct investment.

Supra-National Organisations

Each Fund may invest in debt securities issued by supranational organisations such as freely transferable promissory notes, bonds and debentures. Supranational organisations are entities designated or supported by a government or governmental entity to promote economic development, and include, among others, the Asian Development Bank, the European Communities, the European Investment Bank, the Inter-American Development Bank, the International Monetary Fund, the United Nations, the International Bank for Reconstruction and Development ("World Bank") and the European Bank for Reconstruction and Development. These organisations have no taxing authority and are dependent upon their members for payments of interest and principal. Moreover, the lending activities of such supranational entities are limited to a percentage of their total capital (including "callable capital" contributed by members at an entity's call), reserves and net income.

Trade Claims

Certain Funds may invest in trade claims. Trade claims are interests in amounts owed to suppliers of goods or services or other claims against debtors. Trade claims may offer the Fund the potential for profits because they are often purchased at a significant discount from face value. However, trade claims typically are purchased from creditors of companies in financial difficulty and are often involved in bankruptcy proceedings, and they therefore carry a significant risk of loss.

Variable Rate and Floating Rate Securities

Variable and floating rate securities are obligations that possess a floating or variable interest rate adjustment formula. The terms of the variable or floating rate securities that a Fund may purchase provide that interest rates are adjustable at intervals ranging from daily up to six months, and the adjustments are based upon current market levels, the prime rate of a bank or other appropriate interest rate adjustment index as provided in the respective securities. Some of these securities are payable on a daily basis or on not more than seven days' notice. Others such as securities with quarterly or semi-annual interest rate adjustments may be redeemed on designated days on not more than thirty days' notice.

Warrants

Warrants give a Fund the right to subscribe to or purchase securities in which a Fund may invest.

Zero Coupon Bonds

Zero coupon bonds pay no interest in cash to their holder during their life, although interest is accrued during that period. Its value to an investor consists of the difference between its face value at the time of maturity and the price for which it was acquired, which is generally an amount significantly less than its face value (sometimes referred to as a "deep discount" price). Because zero coupon bonds usually trade at a deep discount, they will be subject to greater fluctuations in market value in response to changing interest rates than debt obligations of comparable maturities which make periodic distributions of interest. On the other hand, because there are no periodic interest payments to be reinvested prior to maturity, zero coupon securities eliminate reinvestment risk and lock in a rate of return to maturity.

Adherence to Investment Objectives and Policies

Any change in investment objectives and any material change in investment policies during or after this period will be subject to approval by the majority of votes of Shareholders passed at a general meeting or by all Shareholders by way of a written resolution. In accordance with the Company's Articles of Association, Shareholders will be given twenty-one days' notice (excluding the day of posting and the day of the meeting) of such general meeting. The notice shall specify the place, day, hour, and nature of business of such meeting, as well as the proposed effective date of any changes to the investment objectives and policies. In the event that a change in investment objectives and/or policies is approved by Shareholders, a reasonable notification period will be provided to Shareholders to enable them to redeem their Shares prior to the implementation of such a change.

DISTRIBUTION POLICY

Distributing Share Classes

The following table provides information regarding the frequency of distribution declarations and payments and the source of distribution payments that may be made by the Funds with respect to the Distributing Share Classes.

Fund Name	**Frequency of Dividend Declaratio**	**Frequency of Dividend Payments**	**Required Distributions (if available)**	**Additional Permitted Distributions (if available)**
Stone Harbor Global Aggregate Total Return Portfolio	Quarterly	Quarterly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Global Diversified Credit (No. 1) Portfolio	Quarterly	Quarterly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses

Stone Harbor LIBOR Multi-Strategy Portfolio	Quarterly	Quarterly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor LIBOR Multi- Strategy (No. 2) Portfolio	Quarterly	Quarterly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Multi Asset Credit Portfolio	Quarterly	Quarterly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital losses
Stone Harbor Multi Asset Credit (No. 2) Portfolio	Quarterly	Quarterly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital
Stone Harbor Sterling Core PlusTotal Return Portfolio	Quarterly	Quarterly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised
Stone Harbor Global High Yield Portfolio	Quarterly	Quarterly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital
Stone Harbor Convertible Securities Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised
Stone Harbor Leveraged Loan Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital
Stone Harbor Emerging Markets Corporate Debt Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised
Stone Harbor Emerging Markets Debt Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised

Stone Harbor Emerging Markets Debt Blend Portfolio	Quarterly	Quarterly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital
Stone Harbor Emerging Markets Debt Blend (No. 2) Portfolio	Quarterly	Quarterly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital
Stone Harbor Emerging Markets Local Currency Debt Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital
Stone Harbor Emerging Markets Local Currency Inflation Linked Debt Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital
Stone Harbor Global Emerging Markets Debt Blend Portfolio	Quarterly	Quarterly	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital
Stone Harbor Developed Markets Government Opportunistic Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital
Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised
Stone Harbor Emerging Markets Debt Opportunistic Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital
Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised
Stone Harbor European High Yield Bond Opportunistic Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital
Stone Harbor High Yield Bond Opportunistic Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital

Stone Harbor Global Investment Grade Corporate Bond Opportunistic Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital
Stone Harbor Leveraged Loan Opportunistic Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital
Stone Harbor Multi Asset Credit Opportunistic Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital
Stone Harbor Securitised Bond Opportunistic Portfolio	Annually	Annually	Net Investment Income	Realised and unrealised capital gains net of realised and unrealised capital

Distributions will be made in the respective base currency of the relevant Class of each Fund. Payments will be made by wire transfer to a Shareholder's account. Investors will be assumed to have elected to invest such distributions in additional shares of the Funds unless a Shareholder designates otherwise on the application form. Shareholders of Distributing Class M Shares of the Stone Harbor Leveraged Loan Portfolio, however, are required to reinvest all distributions in additional shares. Annual distributions made by Funds will be paid on the last Business Day in March of each year. Quarterly distributions made by the Funds will be paid on or about the last Business Day of March, June, September and December. Any dividend which is unclaimed six years from the date it became payable shall be forfeited and become the property of the relevant Fund.

The Company may be required to withhold tax on dividends paid to Shareholders at the applicable rate, unless it has received from the Shareholder a declaration in the prescribed form confirming that the Shareholder is not an Irish Resident in respect of whom it is required to deduct tax. The Company reserves the right to redeem such number of Shares held by such Shareholder as may be necessary to discharge any such tax liability that may arise.

<u>Accumulating Share Classes</u>

With respect to Accumulating Share Classes, it is intended that, in the normal course of business, distributions will not be declared and that any net investment income attributable to each Accumulating Share Class will be accumulated daily in the respective Net Asset Value per Share of each respective Share Class. For each Fund, if distributions are declared and paid with respect to Accumulating Share Classes, such distributions may be made from the sources listed under the columns "Required Distributions" and "Permitted Distributions" set forth for that Fund in the table above under "Distributing Share Classes". Shareholders will be notified in advance of any change in distribution policy for the Accumulating Share Classes and full details will be provided in an updated prospectus or supplemental prospectus.

INVESTMENT RESTRICTIONS

The Investment Manager has sole and complete discretion over the investment and reinvestment of the assets of the Fund, subject to the following restrictions. These restrictions and limitations will apply at the time of purchase of the investments. If these limits are exceeded for reasons beyond the control of the Fund, the Fund shall adopt as a priority objective for its sales transactions, for the remedying of that situation taking account of the interests of the Fund and its Shareholders. The Fund shall operate on the principle of risk spreading.

The Fund is subject to the following restrictions:

1. the Company may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

2. the Fund may not invest more than 40% of its Net Asset Value in any one unregulated collective investment scheme.

3. up to 40% of the Net Asset Value of the Fund may be kept on deposit with any one credit institution of an OECD member country or with the Depositary provided that the particular entity has a minimum credit rating of A1/P1 or, if unrated, must be deemed to be of a comparable quality by the Investment Manager.

4. with the exception of the Stone Harbor Sterling Core Plus Total Return Portfolio, the Fund shall limit its leverage, using the gross method for calculating exposure under the Level 2 Regulation, through the use of financial derivative instruments to not more than 300% of the Net Asset Value of the Fund. The Stone Harbor Sterling Core Plus Total Return Portfolio shall limit its leverage, using the gross method for calculating exposure under the Level 2 Regulation, through the use of financial derivative instruments to not more than 450% of the Net Asset Value of the Fund. These limits do not include borrowing as provided for in 5 below.

5. without prejudice to the limit set out in 4 above, with the exception of the Stone Harbor Emerging Markets Debt Blend Portfolio, each Fund may borrow up to 50% of its Net

   Asset Value. The Stone Harbor Emerging Markets Debt Blend Portfolio may borrow, on a short-term basis, up to 30% of its Net Asset Value.

6. with the exception of Stone Harbor Emerging Markets Debt Blend Portfolio, Stone Harbor Emerging Markets Debt Blend (No. 2) Portfolio, Stone Harbor Global Diversified Credit (No. 1) Portfolio, Stone Harbor Multi Asset Credit Portfolio, Stone Harbor Multi Asset Credit (No. 2) Portfolio, Stone Harbor Global High Yield Portfolio and Stone Harbor Global Aggregate Total Return Portfolio and any investment in other Funds, the Fund will not be permitted to invest more than 50% of its Net Asset Value in the securities of one issuer.

7. the Fund will not be permitted to invest more than 25% of its Net Asset Value in investments which are illiquid (measured at the time the investment is made).

8. where permitted under its investments policies and a Fund invests more than 50% of its net assets in another investment fund such investment will not be in another investment fund which itself invests more than 50% of net assets in another investment fund.

In addition, the Stone Harbor Emerging Markets Debt Blend Portfolio (the "Sub-Fund") shall also comply with the following:

1. the Sub-Fund must be diversified according to the principle of risk diversification, i.e. subject at all times to complying with its investment objectives and policies, (i) the Sub-Fund must be directly invested into at least four different assets, (a) each reflecting a different market risk type (investments for the purpose of liquidity management are not considered as assets with regard to the risk diversification of the Fund) (b) the value of no asset must exceed 35% of the Sub-Fund's Net Asset Value, (c) none of the required four asset positions must be of only insubstantial proportional value in comparison to the other three assets and the value of none of the asset positions of a particular market risk type must exceed 50% of the Sub-Fund's Net Asset Value and (ii) if the Sub-Fund is invested in collective investment schemes (whether they be UCITS or AIFs), each such collective investment scheme must apply the principle of risk diversification as set out above. In case of cascade funds (i.e. a fund of fund of funds), each individual underlying collective investment scheme must apply the principle of risk diversification as set out above.

2. subject at all times to complying with its investment objectives and policies, the Sub-Fund must, subject to the risk diversification requirements stipulated above, invest more than 90% of its Net Asset Value directly in one or several of the following assets which are eligible assets pursuant to section 1 para. 1b sent. 2 no. 5 of the German Investment Tax Act, as amended, supplemented or replaced from time to time (*Investmentsteuergesetz*; "**Investment Tax Act**"): (i) equity and debt securities listed on a stock exchange or traded on a regulated/organised market, (ii) money market instruments, (iii) derivative instruments, (iv) bank balances, (v) units or shares in qualifying German or foreign investment funds (*Investmentfonds*) within the meaning of section 1 para. 1b Investment Tax Act, (vi) units or shares in German or foreign AIFs or UCITS which do not qualify as foreign investment funds (*Investmentfonds*) within the meaning of section 1 para. 1b Investment Tax Act provided that such units or shares qualify as securities, and (vii) unsecuritised loan receivables.

3. the Sub-Fund's investments in a particular corporation must amount to less than 10% of the capital of such corporation. This restriction also applies to investments in corporations qualifying as AIFs or UCITS unless they are qualifying investment funds (*Investmentfonds*) within the meaning of section 1 para. 1b Investment Tax Act.

4. the Sub-Fund's investments in corporations whose shares are not listed on a stock exchange or are not traded on (or included in) a regulated market must not exceed 20% of its Net Asset Value. This restriction also applies to investments in corporations qualifying as AIFs or UCITS unless they are qualifying investment funds (*Investmentfonds*) within the meaning of section 1 para. 1b Investment Tax Act.

BORROWING/SHORT TERM CASH MANAGEMENT

A Fund may borrow money (a) from a bank or another commingled fund for which the AIFM or an affiliate serves as the investment adviser or (b) by engaging in reverse repurchase agreements with any party.

The Funds may borrow for investment purposes or for temporary purposes such as clearance of portfolio transactions. Any borrowing by the Stone Harbor Emerging Markets Debt Blend Portfolio shall be on a short-term basis. The Funds will only borrow money when the AIFM believes that such borrowings will benefit the Funds after taking into account considerations such as interest income and possible gains or losses upon liquidation.

In general, the Fund may borrow from banks, provided that immediately following any such borrowing there is an asset coverage of at least 100%, and provided that the Fund earmarks or segregates liquid assets.

INVESTMENT TECHNIQUES AND INSTRUMENTS

A Fund may employ certain active investment management techniques related to the currency and other market-related risks associated with the Fund's efforts to achieve its investment objective. Such techniques may be used for efficient portfolio management purposes (e.g. for the purposes of hedging against market movements, currency exchange, interest rate or other risks and/or to enhance the performance of the Fund's portfolio of investments) and/or investment purposes. Techniques and instruments used may include spot and forward foreign exchange contracts and other instruments. Investors should note that although the Fund may utilise the techniques and instruments referred to above, the Fund shall not be obliged to use such techniques and instruments. The Funds will seek to be fully invested at all times but may invest cash balances in short term securities. The short term securities in which the Fund may invest will include securities such as commercial paper, certificates of deposit, bankers acceptances and fixed deposits.

Securities Financing Transactions Regulation Disclosure

A Fund may enter into the following transactions:

(i) total return swaps;

(ii) repurchase agreements;

(iii) reverse repurchase agreements;

(iv) margin loans; and

(v) securities lending arrangements.

A Fund may enter into total return swaps and/or Securities Financing Transactions for investment purposes and for efficient portfolio management purposes.

If a Fund invests in total return swaps or Securities Financing Transactions, the relevant asset may be comprised of Investment Instruments or other assets which are consistent with the investment objective and policies of the Fund. A Fund can invest up to 100% of its assets under management in total return swaps and Securities Financing Transactions. It is anticipated that a Fund (other than the Stone Harbor Sterling Core Plus Total Return Portfolio) will generally invest in the range of 0-30% of its assets under management in total return swaps and Securities Financing Transactions. It is anticipated that the Stone Harbor Sterling Core Plus Total Return Portfolio will generally invest in the range of 50-100% of its assets under management in total return swaps and Securities Financing Transactions.

A Fund shall only enter into total return swaps and Securities Financing Transactions with counterparties that have been through a rigorous analysis of capital and creditworthiness adopted by the Investment Manager/Sub-Investment Manager. The nature of the transaction, margin terms and legal constraints in posting and holding of collateral is overlaid in the analysis. Though not exhaustive, consideration is given to the capital base, legal status, country of origin, expertise, longevity in the industry and reputational strength of such counterparties.

Cash may be received by the Fund as collateral. The management of collateral diversification and assessment of correlation between collateral are detailed in the appropriate policies of the Investment Manager/Sub-Investment Manager. Collateral received by the Fund will be valued in accordance with the valuation methodology set out under the section entitled "Administration of the Fund – Determination of Net Asset Value". Collateral received by a Fund will typically be marked-to-market daily and daily variation margins will typically be used.

Assets subject to total return swaps and Securities Financing Transactions and collateral received by a Fund in respect of such transactions will be held by the Depositary or its sub-custodian while assets posted as margin or otherwise transferred to a counterparty will be held by the relevant counterparty.

There can also be no assurance that the liquidation of any collateral provided to a Fund to secure a counterparty's obligations under a total return swap or Securities Financing Transaction would satisfy the counterparty's obligations in the event of a default by the counterparty. Where a Fund provides collateral as a result of entering into total return swaps or Securities Financing Transactions, it is exposed to the risk that the counterparty will be unable or unwilling to honour its obligations to return the collateral provided.

A Fund may provide certain of its assets as collateral to counterparties in connection with total return swaps and Securities Financing Transactions. If a Fund has over-collateralised (i.e., provided excess collateral to the counterparty) in respect of such transactions, it may be an unsecured creditor in respect of such excess collateral in the event of the counterparty's insolvency. If the Depositary or its sub-custodian or a third party holds collateral on behalf of the Fund, the Fund may be an unsecured creditor in the event of the insolvency of such entity.

There are legal risks involved in entering into total return swaps or Securities Financing Transactions which may result in loss due to the unexpected application of a law or regulation or because contracts are not legally enforceable or documented correctly.

Details with respect to the reuse of collateral are detailed below under "Collateral and Re-Use Arrangements"

Direct and indirect operational costs and fees arising from total return swaps or Securities Financing Transactions may be deducted from the revenue delivered to a Fund (e.g., as a result of revenue sharing arrangements). The entities to which direct and indirect costs and fees may be paid include banks, investment firms, broker-dealers, securities lending agents or other financial institutions or intermediaries and may be related parties to the Investment Manager, Investment Adviser or the Depositary.

Currency Transactions

Each Fund may employ techniques and instruments that are intended to provide protection against exchange risks in the context of the management of its assets and liabilities (i.e., currency hedging) by gaining an exposure to one or more foreign currencies or otherwise altering the currency exposure characteristics of securities held by a Fund (i.e., active currency positions). For each Share Class with "(H)" in the name of the Share Class, the Investment Manager or Sub-Investment Manager will employ techniques to hedge the Share Class's exposure to changes in exchange rates between the Base Currency of the Fund and the currency of the Share Class. For all other Share Classes denominated in a currency other than the relevant Fund's Base Currency and that do not included "(H)" in their name, the relevant Investment Manager or Sub-Investment Manager may or may not employ techniques to hedge the Share Class's exposure to changes in exchange rates between the Base Currency of the Fund and the currency of the Share Class. Nothing herein shall limit a Fund's ability to hold ancillary liquid assets or to use any of the techniques or instruments for investment purposes and/or efficient portfolio management. The Funds may implement currency hedging strategies by using spot and forward foreign exchange contracts and currency futures, options and swap contracts.

Collateral and Re-Use Arrangements

The terms of Securities Financing Transactions, hedging arrangements and other derivative transactions entered into by a Fund may provide that collateral given to, or received by, the Fund may be pledged, rehypothecated or otherwise re-used by the collateral taker for its own purposes. If collateral received by a Fund is re-invested or otherwise re-used, the Fund is exposed to the risk of loss on that investment. Should such a loss occur, the value of the collateral will be reduced and the Fund will have less protection if the counterparty defaults. Similarly, if the counterparty re-invests or otherwise re-uses collateral received from the Fund and suffers a loss as a result, it may not be in a position to return that collateral to the Fund should the relevant transaction complete, be unwound or otherwise terminate and the Fund is exposed to the risk of loss of the amount of collateral provided to the counterparty.

RISK FACTORS

Investors' attention is drawn to the following risk factors. This does not purport to be an exhaustive list of the risk factors relating to investment in the Funds and investors' attention is drawn to the description of the instruments set out in the section entitled "Investment Objectives and Policies".

Investment Risk: There can be no assurance that the Funds will achieve their investment objective. The value of Shares may rise or fall, as the capital value of the securities in which a fund invests may fluctuate. The investment income of the Funds is based on the income earned on the securities it holds, less expenses incurred. Therefore, the Funds' investment income may be expected to fluctuate in response to changes in such expenses or income.

Management Risk: Where Funds are actively managed, an investment in the Fund is subject to the risk that the investment process, techniques and risk analyses applied will not produce the desired results, and that the Fund's investments may underperform the market or applicable benchmarks. The Net Asset Value of the Shares changes daily based on the performance of the securities and other instruments in which it invests. Different types of securities and other instruments tend to shift into and out of favour with investors depending on market and economic conditions. There is no guarantee that the Investment Manager's judgments about the attractiveness or value of, or potential income from, particular investments will be correct or produce the desired results. If the Investment Manager fails to accurately judge potential investments, the Share price may be adversely affected.

Business Risk: The investment results of each Fund will be reliant on the success of the Investment Manager.

Counterparty Risk: A Fund will be subject to the risk of the inability of any counterparty to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes. A Fund may pass cash or other assets to its counterparties as collateral in accordance with the requirements of the Central Bank. At any one time, a Fund may be exposed to the creditworthiness of its counterparties in respect of all or part of such collateral. Also, transactions may not always be delivery versus payment and this may expose a Fund to greater counterparty risk. Generally, the Fund's Investment Manager will assess the counterparty's creditworthiness before entering into a transaction with the counterparty. In the event of the insolvency of a counterparty, a Fund might not be able to recover cash or assets of equivalent value in full.

ESG Risk: Although the Investment Manager's or Sub-Investment Manager's consideration of ESG factors is intended to aid the evaluation of the financial risks and rewards of a given investment and is not expected to by itself determine an investment decision for the Fund, the consideration of ESG factors could nevertheless cause the Fund to perform differently compared to funds that do not have such considerations or could result in the Fund forgoing opportunities to buy or sell investments when it might otherwise be advantageous to do so. There is no guarantee that ESG integration and engagement will enhance the quality of asset allocation or portfolio construction. ESG considerations, at times, may be based on company disclosures or third-party information sources that are forward-looking statements of intent and not necessarily fact-based or objectively measurable which may result in significant differences in interpretations of what it means for a company to have positive ESG factors. This lack of uniformity and objective metrics can lead to missed opportunities or miscalculations as to the realised future impact of perceived positive and negative ESG factors on company fundamentals, leading to poor investment outcomes. While the Investment Manager or Sub-Investment Manager believes their interpretations of ESG factors and those provided by its third-party data providers are reasonable, the ESG-related portfolio decisions they make may differ from other investors' or investment managers' views on ESG.

Due to ESG considerations or parameters set for a Fund, the Investment Manager may be less inclined or unable to invest in certain issuers that provide positive financial returns.

The integration of these ESG characteristics and risks could have a materially positive or negative impact on the performance of a Fund.

Temporary Defensive Positions: In certain adverse market, economic, political or other conditions, a Fund may temporarily depart from its normal investment policies and strategies. At such times, the Fund may invest in cash or cash equivalents, such as Money Market Instruments, and to the extent permitted by applicable law and the Fund's investment restrictions, Shares of other CIS, including money market funds. Under such circumstances, the Fund may invest up to 100% of its assets in these investments and may do so for extended periods of time. To the extent that the Fund invests in Money Market Instruments or other CIS, Shareholders of the Fund would indirectly pay both the Fund's expenses and the expenses relating to the other CIS with respect to the Fund's assets invested in such investment companies. When the Fund takes a temporary defensive position, the Fund may not be able to achieve its investment objective.

Liquidity Risk: From time to time, certain investments held by the Fund may have limited marketability or have restrictions on sale and may be difficult to sell at favourable times or prices. The Fund could lose money if it is unable to dispose of an investment at a time that is most beneficial to the Fund.

Country/Geographic Region Risk: To the extent that a Fund invests a significant portion of its assets in a specific geographic region or a particular country, the Fund will generally have more exposure to that region or country's economic risks. In the event of economic or political turmoil or a deterioration of diplomatic relations in a region or country where a significant portion of the Fund's assets are invested, the Fund may experience substantial illiquidity or reduction in the value of the Fund's investments. Adverse conditions in a certain region or country can also adversely affect securities of issuers in other countries whose economies appear to be unrelated.

Depositary Receipts Risk: Certain Funds may invest in ADRs sponsored by U.S. banks, EDRs, GDRs, ADRs not sponsored by U.S. banks, other types of depositary receipts (including non-voting depositary receipts) and other similar instruments representing securities of foreign companies. Although certain depositary receipts may reduce or eliminate some of the risks associated with foreign investing, these types of securities generally are subject to many of the same risks as direct investments in securities of foreign issuers.

Preferred Stocks: If interest rates rise, the dividend on preferred stocks may be less attractive, causing the price of preferred stocks to decline. Preferred stocks may have mandatory sinking fund provisions, as well as provisions for their call or redemption prior to maturity which can have a negative effect on their prices when interest rates decline. Issuers may threaten preferred stockholders with the cancellation of all dividends and liquidation preference rights in an attempt to force their conversion to less secure common stock. Certain preferred stocks are equity securities because they do not constitute a liability of the issuer and therefore do not offer the same degree of protection of capital or continuation of income as debt securities. The rights of preferred stock on distribution of a corporation's assets in the event of its liquidation are generally subordinated to the rights associated with a corporation's debt securities. Therefore, in the event of an issuer's bankruptcy, there is substantial risk that there will be nothing left to pay preferred stockholders after payments, if any, to bondholders have been made. Preferred stocks may also be subject to credit risk.

Investment in Other CIS Risk: Through its investments in other UCITS or other eligible collective investment schemes, a Fund is exposed to not only to the risks of the underlying collective investment scheme investments but also to certain additional risks. Assets invested in other collective investment schemes incur a layering of expenses, including operating costs, advisory fees and administrative fees that Shareholders in the relevant Fund indirectly bear. Such fees and expenses may exceed the fees and expenses the Fund would have incurred if it invested in the underlying fund's assets directly. To the extent that the expense ratio of an underlying collective investment schemes changes, the weighted average operating expenses borne by the relevant Fund may increase or decrease. An underlying collective investment schemes may change its investment objective or policies without the approval of the relevant Fund, and the relevant Fund might be forced to withdraw its investment from the underlying fund at a time that is unfavourable to the relevant Fund. Notwithstanding the above, where a Fund invests in another Fund the investing Fund may not charge an annual investment management fee in respect of that portion of its assets invested in the underlying Fund, as described above in the section entitled "AIFM Fee".

Issuer Concentration Risk: A Fund may concentrate its investments, which means that it may invest in the securities of fewer issuers than more diversified funds. As a result, such Funds may be more susceptible to a single adverse economic or regulatory occurrence affecting one or more of these issuers and may experience increased risk of loss and increased volatility.

Withholding Tax Risk: Each Fund may invest in securities that produce income or capital gains that is subject to withholding and other taxes. Shareholders and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of subscribing, holding, selling, converting or otherwise disposing of Shares in the Funds under the laws of jurisdictions in which they may be subject to tax. In addition, developing or emerging countries typically have less well defined tax laws and procedures and such laws may permit retroactive taxation so that a Fund could in the future become subject to local tax liabilities it could not have reasonably anticipated in conducting its investment activities or valuing its interests. A summary of some of the Irish tax consequences applicable to the Company is set out in the section entitled "Taxation" below. However, Shareholders and potential investors should note that the information contained in that section does not purport to deal with all of the tax consequences applicable to the Company or all categories of investors, some of whom may be subject to special rules.

Risks of Debt Securities: The prices of debt securities fluctuate in response to perceptions of the issuer's creditworthiness and also tend to vary inversely with market interest rates. The value of such securities is likely to decline in times of rising interest rates. Conversely, when rates fall, the value of these investments is likely to rise. The longer the time to maturity the greater are such variations. The Funds are subject to credit risk (i.e., the risk that an issuer of securities will be unable to pay principal and interest when due, or that the value of a security will suffer because investors believe the issuer is less able to pay). This is broadly gauged by the credit ratings of the securities in which a Fund invests. However, ratings are only the opinions of the agencies issuing them and are not absolute guarantees as to quality.

Not all government securities are backed by the full faith and credit of the United States or other national government in the case of foreign government securities. Some are backed only by the credit of the issuing agency or instrumentality. Accordingly, there is at least a chance of default on these U.S. government securities, as well as on non-U.S. government securities in which the Funds may invest, which may subject a Fund to credit risk.

To the extent a Fund invests in medium or low-rated securities and unrated securities of comparable quality, the Fund may realise a higher current yield than the yield offered by higher-rated securities, but investment in such securities involves greater volatility of price and risk of loss of income and principal, including the probability of default by or bankruptcy of the issuers of such securities. Low- rated and comparable unrated securities (collectively referred to as “low-rated” securities) likely have quality and protective characteristics that, in the judgment of a rating organisation, are outweighed by large uncertainties or major risk exposures to adverse conditions, and are predominantly speculative with respect to an issuer’s capacity to pay interest and repay principal in accordance with the terms of the obligation. Although the prices of low-rated securities are generally less sensitive to interest rate changes than are higher-rated securities, the 1prices of low-rated securities may be more sensitive to adverse economic changes and developments regarding the individual issuer.

When economic conditions appear to be deteriorating, medium or low-rated securities may decline in value due to heightened concern over credit quality, regardless of the prevailing interest rates. Investors should carefully consider the relative risks of investing in high yield securities and understand that such securities are not generally meant for short-term investing.

Adverse economic developments can disrupt the market for low-rated securities, and severely affect the ability of issuers, especially highly leveraged issuers, to service their debt obligations or to repay their obligations upon maturity, which may lead to a higher incidence of default on such securities. Low-rated securities are especially affected by adverse changes in the industries in which the issuers are engaged and by changes in the financial condition of the issuers.

Highly leveraged issuers may also experience financial stress during periods of rising interest rates. In addition, the secondary market for low-rated securities, which is concentrated in relatively few market makers, may not be as liquid as the secondary market for more highly rated securities. As a result, a Fund could find it more difficult to sell these securities or may be able to sell the securities only at prices lower than if such securities were widely traded. Therefore, prices realised upon the sale of such low-rated securities, under these circumstances, may be less than the prices used in calculating the Fund’s net asset value.

Low-rated securities also present risks based on payment expectations. If an issuer calls an obligation for redemption, the Fund may have to replace the security with a lower yielding security, resulting in a decreased return for investors. If the Fund experiences unexpected net redemptions, it may be forced to sell its higher-rated securities, resulting in a decline in the overall credit quality of the Fund’s investment portfolio and increasing the exposure of the Fund to the risks of low-rated securities.

Changes in economic conditions or developments regarding individual issuers of medium or low-rated securities are more likely to cause price volatility and weaken the capacity of such securities to make principal and interest payments than is the case for higher grade debt securities. Investment in such lower rated debt securities may limit a Fund’s ability to sell such securities at fair value. Judgment plays a greater role in pricing such securities than in the case of securities having more active markets. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may also decrease the values and liquidity of lower rated debt securities, especially in a thinly traded market.

The ratings of NRSROs represent the opinions of those agencies. Such ratings are relative and subjective, and are not absolute standards of quality. Unrated debt securities are not necessarily of lower quality than rated securities, but they may not be attractive to as many buyers. The NRSROs may change, without prior notice, their ratings on particular debt securities held by a Fund, and downgrades in ratings are likely to adversely affect the price of the relevant debt securities.

Collateralised Debt Obligations: The risks of an investment in a CDO depend largely on the type of the collateral securities and the class of the CDO in which a Fund invests. Normally, CBOs, CLOs and other CDOs are privately offered and sold, and thus, are not registered under the securities laws. As a result, investments in CDOs may be characterised by the Funds as illiquid securities, however an active dealer market may exist for CDOs allowing a CDO to qualify for Rule 144A transactions. In addition to the normal risks associated with fixed income securities discussed elsewhere in the Prospectus (e.g., interest rate risk and default risk), CDOs carry additional risks including, but not limited to: (i) the possibility that distributions from collateral securities will not be adequate to make interest or other payments; (ii) the quality of the collateral may decline in value or default; (iii) the Funds may invest in CDOs that are subordinate to other classes; and (iv) the complex structure of the security may not be fully understood at the time of investment and may produce disputes with the issuer or unexpected investment results.

Investments in the Securities of Emerging Markets Issuers: The Funds may invest in securities of companies domiciled in or conducting their principal business activities in emerging markets. Investing in emerging markets poses certain risks, some of which are set out below.

Economic & Political Factors: Investments in securities of issuers located in Emerging Market Countries involve special considerations and risks, including the risks associated with high rates of inflation and interest with respect to the various economies, the limited liquidity and relatively small market capitalization of the securities markets in Emerging Market Countries, relatively higher price volatility, large amounts of external debt and political, economic and social uncertainties, including the possible imposition of exchange controls or other foreign governmental laws or restrictions which may affect investment opportunities. In addition, with respect to certain Emerging Market Countries, there is the possibility of expropriation of assets, confiscatory taxation, political or social instability or diplomatic developments that could affect investments in those countries. Moreover, individual Emerging Market economies may differ favourably or unfavourably from the economies of developed nations in such respects as growth of gross national product, rates of inflation, capital investment, resources, self-sufficiency and the balance of payments position. Certain emerging market investments may also be subject to foreign withholding taxes. These and other factors may affect the value of a Fund's shares.

The economies of some Emerging Market Countries have experienced considerable difficulties in the past. Although in certain cases there have been significant improvements in recent years, many such economies continue to experience significant problems, including high inflation and interest rates. Inflation and rapid fluctuations in interest rates have had and may continue to have very negative effects on the economies and securities markets of certain Emerging Market Countries. The development of certain emerging market economies and securities markets will require continued economic and fiscal discipline, which has been lacking at times in the past, as well as stable political and social conditions. Recovery may also be influenced by international economic conditions, particularly those in the U.S. and by world prices for oil and other commodities. There is no assurance that economic initiatives will be successful. Certain of the risks associated with international investments and investing in smaller capital markets are heightened for investments in Emerging Market Countries. For example, some of the currencies of Emerging Market Countries have experienced steady devaluations relative to the U.S. Dollar, and major adjustments have been made in certain of such currencies periodically. In addition, governments of certain Emerging Market Countries have exercised and continue to exercise substantial influence over many aspects of the private sector. In certain cases, the government owns or controls many companies, including the largest in the country. Accordingly, government actions in the future could have a significant effect on economic conditions in such countries, which could affect private sector companies and the value of securities in a Fund's portfolio.

Market Liquidity & Volatility: The securities markets in Emerging Market Countries are substantially smaller, less liquid and more volatile than the major securities markets in the United States and Europe. A limited number of issuers in most, if not all, securities markets in Emerging Market Countries may represent a disproportionately large percentage of market capitalisation and trading volume. Such markets may, in certain cases, be characterised by relatively few market makers, participants in the market being mostly institutional investors including insurance companies, banks, other financial institutions and investment companies. The combination of price volatility and the less liquid nature of securities markets in Emerging Market Countries may, in certain cases, affect a Fund's ability to acquire or dispose of securities at the price and time it wishes to do so, and consequently may have an adverse impact on the investment performance of the Fund.

Information Standards: In addition to their smaller size, lesser liquidity and greater volatility, securities markets in Emerging Market Countries are less developed than the securities markets in the U.S. and Europe with respect to disclosure, reporting and regulatory standards. There is less publicly available information about the issuers of securities in these markets than is regularly published by issuers in the United States and in Europe. Further, corporate laws regarding fiduciary responsibility and protection of stockholders may be considerably less developed than those in the United States and Europe. Emerging market issuers may not be subject to the same accounting, auditing and financial reporting standards as U.S. and European companies. Inflation accounting rules in some Emerging Market Countries require, for companies that keep accounting records in the local currency for both tax and accounting purposes, that certain assets and liabilities be restated on the company's balance sheet in order to reflect the high rates of inflation to which those companies are subject. Inflation accounting may indirectly generate losses or profits for certain companies in Emerging Market Countries. Thus, statements and reported earnings may differ from those of companies in other countries, including the United States.

Custodial Risks: As the Company may invest in markets where custodial and/or settlement systems are not fully developed, the assets of the Company which are traded in such markets and which have been entrusted to sub-custodians may be exposed to risk in circumstances whereby the Depositary would have no liability. The Depositary has a sub-custodial network in certain Emerging Market Countries. The Company has agreed that it will not invest in securities issued or corporations located in Emerging Market Countries until the Depositary is satisfied that it has sub-custodial arrangements in place in respect of such countries. However, there is no guarantee that any arrangements made, or agreements entered into, between the Depositary and any sub-custodian will be upheld by a court of any Emerging Market Country or that any judgment obtained by the Depositary or the Company against any such sub-custodian in a court of any competent jurisdiction will be enforced by a court of any Emerging Market Country.

Equity Market Risks: Investments in equity securities offer the potential for substantial capital appreciation. However, such investments also involve risks, including issuer, industry, market and general economic related risks. Although the Investment Manager will attempt to reduce these risks by utilising various techniques described herein, adverse developments or perceived adverse developments in one or more of these areas could cause a substantial decline in the value of equity securities owned by a Fund.

Custody and Settlement Risk: As a Fund may invest in markets where custodial and/or settlement systems are not fully developed, the assets of the Funds which are traded in such markets and which have been entrusted to sub-custodians, in circumstances where the use of such sub- custodians is necessary, may be exposed to risks in circumstances where by the Depositary will have no liability. Such markets include, among others, Indonesia, Korea and India, and such risks include: (i) a non-true delivery versus payment settlement; (ii) a physical market, and as a consequence the circulation of forged securities; (iii) poor information in regards to corporate actions; (iv) registration process that impacts the availability of the securities; (v) lack of appropriate legal/fiscal infrastructure advices; and (vi) lack of compensation/risk fund with the relevant Central Depository. Furthermore, even when a Fund settles trades with counterparties on a delivery-versus-payment basis, it may still be exposed to credit risk to parties with whom it trades.

Certain markets in Central and Eastern Europe present specific risks in relation to the settlement and safekeeping of securities. These risks result from the fact that physical securities may not exist in certain countries (such as Russia); as a consequence, the ownership of securities is evidenced only on the issuer's register of shareholders. Each issuer is responsible for the appointment of its own registrar. In the case of

Russia, this results in a broad geographic distribution of several thousand registrars across Russia. Russia's Federal Commission for Securities and Capital Markets (the "Commission") has defined the responsibilities for registrar activities, including what constitutes evidence of ownership and transfer procedures. However, difficulties in enforcing the Commission's regulations mean that the potential for loss or error still remains and there is no guarantee that the registrars will act according to the applicable laws and regulations. Widely accepted industry practices are still in the process of being established. When registration occurs, the registrar produces an extract of the register of shareholders as at that particular point in time. Ownership of shares is evidenced by the records of the registrar, but not by the possession of an extract of the register of shareholders. The extract is only evidence that registration has taken place. It is not negotiable and has no intrinsic value. In addition, a registrar will typically not accept an extract as evidence of ownership of shares and is not obligated to notify the Depositary, or its local agents in Russia, if or when it amends the register of shareholders. As a consequence of this Russian securities are not on physical deposit with the Depositary or its local agents in Russia. Therefore, neither the Depositary nor its local agents in Russia can be considered as performing a physical safekeeping or custody function in the traditional sense. The registrars are neither agents of, nor responsible to, the Depositary or its local agents in Russia. Investments in securities listed or traded in Russia will only be made in equity and/or fixed income securities that are listed or traded on level 1 or level 2 of the RTS stock exchange or MICEX. A change occurred in the custody arrangements applicable to certain Russian securities on 1 April 2013. From that date, the holding of many Russian securities by investors such as a Fund will no longer be evidenced by a direct entry on the issuer's register of shareholders. Instead, the ownership of, and settlement of transactions in, those Russian securities will be moved to a central securities depositary, the National Settlement Depositary ("NSD"). The Depositary or its local agent in Russia will be a participant on the NSD. The NSD in turn will be reflected as the nominee holder of the securities on the register of the relevant issuer. Therefore, while this is intended to introduce a centralised and regulated system for recording of the ownership of, and settlement of transactions in, Russian securities, it does not eliminate all of the risks associated with the registrar system outlined above. The Depositary's liability extends to its negligence, fraud, bad faith, wilful default or recklessness and does not extend to losses due to the liquidation, bankruptcy, negligence or wilful default of any registrar. In the event of such losses the relevant Fund will have to pursue its rights directly against the issuer and/or its appointed registrar. The aforesaid risks in relation to safekeeping of securities in Russia may exist, in a similar manner, in other Central and Eastern European countries in which a Fund may invest.

Market Volatility Risk: The value of the securities in a Fund may go up or down in response to the prospects of individual companies and/or general economic conditions. Price changes may be short- or long-term. Local, regional or global events such as war (e.g. Russia's invasion of Ukraine), acts of terrorism, the spread of infectious illness or other public health issue, recessions, or other events could have a significant impact on the fund and its investments, including hampering the ability of the fund's portfolio manager(s) to invest the fund's assets as intended.

Fair Value Pricing: Details of the method of calculation of the net asset value per Share of a Fund are set out in the section of the Prospectus entitled "Determination of Net Asset Value". Normally assets listed or traded on a regulated market or certain over-the-counter markets for which market quotations are readily available shall be valued at the latest available traded price as at 4.00 pm (New York Time) on the Dealing Day. However, the Administrator may use a systematic fair valuation model provided by an independent third party to value equity securities and/or fixed income securities traded on such markets in order to adjust for stale pricing which may occur between the close of foreign exchanges and 4.00 pm (New York Time) on the relevant Dealing Day. If a security is valued using fair value pricing, a Fund's value for that security is likely to be different than the latest available traded price for that security.

Difficult to Value: Assets in which a Fund invests may be valued on a less frequent basis than the Fund. Accordingly there is a risk that (i) the valuations of a Fund may not reflect the true value of assets held by a Fund at a specific time which could result in losses or inaccurate pricing for a Fund and/or (ii) the valuations may not be available at the relevant valuation point so that some of the assets of the Fund may be valued at their probable realisation value as set out in this Prospectus.

Index-Linked Securities (hereafter "Indexed Securities"): Indexed securities are securities whose prices are indexed to the prices of securities indices, currencies, or other financial statistics. Indexed securities typically are debt securities or deposits whose value at maturity and/or coupon rate is determined by reference to a specific instrument or statistic. The performance of indexed securities fluctuates (either directly or inversely, depending upon the instrument) with the performance of the index, security or currency. At the same time, indexed securities are subject to the credit risks associated with the issuer of the security, and their value may substantially decline if the issuer's creditworthiness deteriorates. Recent issuers of indexed securities have included banks, corporations and certain U.S. government agencies. The U.S. Treasury recently began issuing securities whose principal value is indexed to the Consumer Price Index (also known as "Treasury Inflation-Indexed Securities"). A Fund will only purchase indexed securities of issuers, which are freely transferable securities and are rated at least investment grade at the time of purchase by a NRSRO. A Fund will not purchase leveraged Indexed Securities.

Inflation-Protected Securities Risks: Inflation-protected securities are special types of indexed securities that are tied to indices that are calculated based on the rates of inflation for prior periods. The value of inflation-protected securities, including U.S. TIPS, generally fluctuates in response to changes in real interest rates. Real interest rates are tied to the relationship between nominal interest rates and the rate of inflation. If nominal interest rates increase at a faster rate than inflation, real interest rates might rise, leading to a decrease in value of inflation-protected securities. Conversely, if inflation rises at a faster rate than nominal interest rates, real interest rates might decline, leading to an increase in value of inflation-protected securities.

If the Fund purchases inflation-protected securities in the secondary market whose principal values have been adjusted upward due to inflation since issuance, the Fund may experience a loss if there is a subsequent period of deflation. Additionally, if the Fund purchases inflation-protected securities in the secondary market whose price has been adjusted upward due to real interest rates increasing, the Fund may experience a loss if real interest rates subsequently increase. If inflation is lower than expected during the period the Fund holds an inflation-protected securities, the Fund may earn less on the security than on a conventional bond. If the Fund sells U.S. TIPS in the secondary market prior to maturity however, the Fund may experience a loss.

If real interest rates rise (i.e., if interest rates rise for reasons other than inflation (for example, due to changes in currency exchange rates)), the value of the inflation-protected securities in the Fund's portfolio will decline. Moreover, because the principal amount of inflation-protected securities would be adjusted downward during a period of deflation, the Fund will be subject to deflation risk with respect to its investments in these securities. There can be no assurance that such indices will accurately measure the real rate of inflation.

Additionally, the market for inflation-protected securities may be less developed or liquid, and more volatile, than certain other securities markets. Although the U.S. Treasury is contemplating issuing additional inflation-protected securities, there is no guarantee that it will do so. There are a limited number of inflation-protected securities that are currently available for the Fund to purchase, thus making the market less liquid and more volatile than the U.S. Treasury and agency markets.

The U.S. Treasury currently issues U.S. TIPS in only ten-year maturities, although it is possible that U.S. TIPS with other maturities will be issued in the future. Previously, U.S. TIPS have been issued with maturities of five, ten or thirty years. Repayment of the original bond principal upon maturity (as adjusted for inflation) is guaranteed even during a period of deflation. However as with inflation- protected securities generally, because the principal amount of U.S. TIPS would be adjusted downward during a period of deflation, the Fund will be subject to deflation risk with respect to its investments in these securities. In addition, the current market value of the bonds is not guaranteed, and will fluctuate. If the Fund purchases U.S. TIPS in the secondary market whose principal values have been adjusted upward due to inflation since issuance, the Fund may experience a loss if there is a subsequent period of deflation. If inflation is lower than expected during the period the Fund holds a U.S. TIPS, the Fund may earn less on the security than on a conventional bond.

Supra-national organisations: Supra-national organisations are entities designated or supported by governments or governmental entities to promote economic development, and include, among others, the Asian Development Bank, the European Community, the European Investment Bank, the Inter-American Development Bank, the International Monetary Fund, the United Nations, the International Bank for Reconstruction and Development ("World Bank") and the European Bank for Reconstruction and Development. These organisations have no taxing authority and are dependent upon their members for payments of interest and principal. Moreover, the lending activities of such supra-national entities are limited to a percentage of their total capital (including "callable capital") contributed by members at an entity's call, reserves and net income.

Currency Transactions: The Funds that invest in debt securities and hold active currency positions that are denominated in currencies other than its Base Currency may be exposed to currency exchange risk. For example, changes in exchange rates between currencies or the conversion from one currency to another may cause the value of a Fund's investments to diminish or increase. Currency exchange rates may fluctuate over short periods of time. They generally are determined by supply and demand in the currency exchange markets and the relative merits of investments in different countries, actual or perceived changes in interest rates and other complex factors. Currency exchange rates can be affected unpredictably by intervention (or the failure to intervene) by governments or central banks, or by currency controls or political developments. A Fund may engage in foreign currency transactions in order to hedge against currency fluctuations between its underlying investments and its Base Currency. If the currency in which a security is denominated appreciates against the Fund's Base Currency, the Base Currency value of the security will increase. Conversely, a decline in the exchange rate of the currency would adversely affect the value of the security expressed in the Base Currency of the Fund. A Fund's hedging transactions, while potentially reducing the currency risks to which the Fund would otherwise be exposed, involve certain other risks, including the risk of a default by a counterparty.

Collective Investment Schemes: Certain of the Funds may invest in collective investment schemes. As a Shareholder of another collective investment scheme, the Funds will bear, along with other Shareholders, its portion of the costs and expenses of the other collective investment schemes, including management and/or other fees. These fees will be in addition to the management fees and other expenses which a Fund bears directly in connection with its own operations.

Forward Roll Transactions: A Fund may enter into forward roll transactions with respect to mortgage-backed securities issued by GNMA, FNMA and FHLMC. In a forward roll transaction, a Fund sells a mortgage security to a financial institution, such as a bank or broker-dealer, and simultaneously agrees to repurchase a similar security from the institution at a later date at an agreed upon price. The mortgage securities repurchased will bear the same interest rate as those sold, but generally will be collateralised by different pools of mortgages with different prepayment histories than those sold. During the period between the sale and repurchase, the relevant Fund will not be entitled to receive interest and principal payments on the securities sold. Proceeds of the sale will be invested in short-term instruments, particularly repurchase agreements, and the income from these instruments, together with any additional fee income received on the sale, will generate income for the relevant Fund exceeding the yield on the securities sold. Forward roll transactions involve the risk that the market value of the securities sold by a Fund may decline below the repurchase price of those securities. A Fund may not enter into forward roll transactions with respect to securities, which it does not own. A Fund may enter into a forward roll transaction only in accordance with normal market practice and provided that consideration obtained under the transaction is in the form of cash. A Fund may only enter into a forward roll transaction with counterparties, which are rated A-2 or P-2 or better by S&P or Moody's or given an equivalent rating by any other NRSRO. Until settlement of a forward roll transaction, the repurchase price for the underlying security must at all times be in the custody of the Depositary.

Loan Participations: The Funds may invest in floating rate commercial loans arranged through private negotiations between a corporation or other type of entity and one or more financial institutions ("Lender"). Such investment is expected to be in the form of participations in, or assignment of, the loans, which may or may not be securitised ("Participations"). They are subject to the risk of default by the underlying borrower and in certain circumstances to the credit risk of the Lender if the Participation only provides for the Fund having a contractual relationship with the Lender, not the borrower. In connection with purchasing Participations, the Funds may have no right to enforce compliance by the borrower with the terms of the loan agreement relating to the loan nor any rights of set-off against the borrower. Thus, the Funds may not directly benefit from any collateral supporting the loan in which they have purchased Participations. The Funds will only purchase such Participations only through recognised, regulated dealers.

Floating Rate Loan Collateral Risk: The value of collateral securing a floating rate loan can decline, be insufficient to meet the obligations of the borrower, or be difficult to liquidate. As a result, the floating rate loan may not be fully collateralised and can decline significantly in value. If the borrower of a floating rate loan defaults on the loan, access to the collateral securing the loan can be delayed or limited. In addition, a court could take action with respect to the floating rate loan adverse to the holders of the loan, such as invalidating the loan or ordering the refund of interest previously paid to the borrower.

Bank Focus Risk: Events that affect the banking or related industries, such as adverse regulation, can affect the agent banks administering floating rate loans and any intermediate participants positioned between the fund and the borrower with respect to a loan participation, and may have a significant adverse affect on the Fund.

Prepayment Risk: Many types of debt instruments, including floating rate loans, are subject to the risk of prepayment. Prepayment occurs when unscheduled payments of principal are made prior to an instrument's maturity. Instruments subject to prepayment can offer less potential for gains when the credit quality of an issuer improves.

Non-Diversification Risk: Because the Investment Manager of the Stone Harbor Leveraged Loan Portfolio and the Opportunistic Portfolios may invest a relatively large percentage of the Fund's assets in a single issuer or small number of issuers, the Fund's performance could be closely tied to the value of that one issuer or issuers, and could be more volatile than the performance of more diversified funds.

Mortgage-Backed Securities: Mortgage-backed securities provide a monthly payment consisting of interest and principal payments. Additional payments may be made out of unscheduled repayments of principal resulting from the sale of the underlying property, refinancing or foreclosure, net of fees or costs that may be incurred. Prepayments of principal on mortgage-backed securities may tend to increase due to refinancing of mortgages as interest rates decline. Prepayments may be passed through to the registered holder with the regular monthly payments of principal and interest, and have the effect of reducing future payments. In the event of prepayments, the Funds may experience a loss (if the price at which the respective security was acquired by the fund was at a premium over par, which represents the price at which the security will be redeemed upon repayment) or a gain (if the price at which the respective security was acquired by the Fund was at a discount from par). To the extent that a Fund purchases mortgage-backed securities at a premium, mortgage foreclosures and prepayments of principal by mortgagors (which may be made at any time without penalty) may result in some loss of the Fund's principal investment to the extent of the premium paid. Prepayments may occur with greater frequency in periods of declining mortgage rates because, among other reasons, it may be possible for mortgagors to refinance their outstanding mortgages at lower interest rates. When market interest rates increase, the market values of mortgage-backed securities decline. At the same time, however, mortgage refinancing slows, which lengthens the effective maturities of these securities. As a result, the negative effect of the rate increase on the market value of mortgage-backed securities is usually more pronounced than it is for other types of fixed-income securities.

Mortgage pools created by private organisations generally offer a higher rate of interest than governmental and government-related pools because there are no direct or indirect guarantees of payments in the former pools. Timely payment of interest and principal in private organisation pools, however, may be supported by various forms of private insurance or guarantees, including individual loan, title, pool and hazard insurance. There can be no assurance that the private insurers can meet their securities under the policies. The Funds' yields may be affected by reinvestment of prepayments at higher or lower rates than the original investment. In addition, like those of other debt securities, the values of mortgage-related securities, including government and government- related mortgage pools, generally will fluctuate in response to market interest rates.

Commercial mortgage-backed securities include securities that reflect an interest in, and are secured by, mortgage loans on commercial real property. The market for commercial mortgage-backed securities developed more recently and in terms of total outstanding principal amount of issues is smaller than the market for residential single-family mortgage-backed securities. Many of the risks of investing in commercial mortgage-backed securities reflect the risks of investing in the real estate securing the underlying mortgage loans. These risks reflect the effects of local and other economic conditions on real estate markets, the ability of tenants to make loan payments, and the ability of a property to attract and retain tenants. Commercial mortgage-backed securities may be less liquid and exhibit greater price volatility than other types of mortgage- or asset-backed securities.

Stripped Securities: The yield to maturity on an Interest Only or Principal Only class of stripped mortgage-backed securities is extremely sensitive not only to changes in prevailing interest rates but also to the rate of principal payments (including prepayments) on the underlying assets. A rapid rate of principal prepayments may have a measurably adverse effect on the Funds' yields to maturity to the extent it invests in Interest Only Bonds. If the assets underlying the Interest Only Bond experience greater than anticipated prepayments of principal, the Funds may fail to recoup fully their initial investments in these securities. Conversely, Principal Only Bonds tend to increase in value if prepayments are greater than anticipated and decline if prepayments are slower than anticipated. The secondary market for stripped mortgage-backed securities may be more volatile and less liquid than that for other mortgage-backed securities, potentially limiting the Funds' ability to buy or sell those securities at any particular time.

Asset-Backed Securities: The principal of asset-backed securities may be prepaid at any time. As a result, if such securities were purchased at a premium, a prepayment rate that is faster than expected will reduce yield to maturity, while a prepayment rate that is slower than expected will have the opposite effect. Conversely, if the securities are purchased at a discount, prepayments faster than expected will increase yield to maturity and prepayments slower than expected will decrease it. Accelerated prepayments also reduce the certainty of the yield because the Funds must reinvest the assets at the then-current rates. Accelerated prepayments on securities purchased at a premium also impose a risk of loss of principal because the premium may not have been fully amortised at the time the principal is repaid in full.

Non-Publicly Traded and Rule 144A Securities: Non-publicly traded and Rule 144A Securities may involve a high degree of business and financial risk and may result in substantial losses. These securities may be less liquid than publicly traded securities, and a Fund may take longer to liquidate these positions than would be the case for publicly traded securities. Although these securities may be resold in privately negotiated transactions, the prices realised from these sales could be less than those originally paid by a Fund. Further, companies whose securities are not publicly traded may not be subject to the disclosure and other investor protection requirements that would be applicable if their securities were publicly traded. A Fund's investment in illiquid securities is subject to the risk that should the Fund desire to sell any of these securities when a ready buyer is not available at a price that is deemed to be representative of their value, the Net Asset Value of the Fund could be adversely affected.

Derivatives: Derivatives, in general, involve special risks and costs and may result in losses to the Funds. The successful use of derivatives requires sophisticated management, and a Fund will depend on the ability of the Fund's Investment Manager, to analyse and manage derivatives transactions. The prices of derivatives may move in unexpected ways, especially in abnormal market conditions. In addition, correlation between the particular derivative and an asset or liability of a Fund may prove not to be what the Fund's Investment Manager expected. Some derivatives are "leveraged" and therefore may magnify or otherwise increase investment losses to the Fund although a Fund may not be leveraged in any way through the use of derivative instruments.

Other risks arise from the potential inability to terminate or sell derivatives positions. A liquid secondary market may not always exist for the Funds' derivatives positions at any time. In fact, many over-the-counter instruments will not be liquid and may not be able to be "closed out" when desired. Over-the-counter instruments such as swap transactions also involve the risk that the other party will not meet its securities to the Funds. The participants in "over-the-counter" markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange based" markets, and there is no clearing corporation which guarantees the payment of required amounts. This exposes the Funds to risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the relevant Fund to suffer a loss. Derivatives also involve legal risk, the risk of loss due to the unexpected application of a law or regulation, or because contracts are not legally enforceable or documented corrected.

Risk of Utilising Options: Because option premiums paid or received by a Fund will be small in relation to the market value of the investment underlying the options, trading in options could cause the Fund's Net Asset Value to be subject to more frequent and wider fluctuations than would be the case if the Fund did not utilise options.

Upon the exercise of a put option written by a Fund, the Fund may suffer a loss equal to the difference between the price at which the Fund is required to purchase the underlying asset and its market value at the time of the option exercise, less the premium received for writing the option. Upon the exercise of a call option written by a Fund, the Fund may suffer a loss equal to the excess of the market value of the asset at the time of the option's exercise over the price at which the Fund is obliged to sell the asset, less the premium received for writing the option.

No assurance can be given that the Funds will be able to effect closing transactions at a time when they wish to do so. If a Fund cannot enter into a closing transaction, the Fund may be required to hold assets that it might otherwise have sold, in which case it would continue to be at market risk on such assets and could have higher transaction costs, including brokerage commissions. In addition, options that are not exchange traded will subject a Fund to risks relating to its counterparty, such as the counterparty's bankruptcy, insolvency, or refusal to honour its contractual obligations.

The Funds are prohibited from writing uncovered options.

Risk of Utilising Swaps: Payments under a swap contract may be made at the conclusion of the contract or periodically during its term. If there is a default by the counterparty to a swap contract, a Fund will be limited to contractual remedies pursuant to the agreements related to the transaction. There is no assurance that swap contract counterparties will be able to meet their obligations pursuant to swap contracts or that, in the event of default, the Fund will succeed in pursuing contractual remedies. The Fund thus assumes the risk that it may be delayed in or prevented from obtaining payments owed to it pursuant to swap contracts.

In addition, because swap contracts are individually negotiated and ordinarily non-transferable, there also may be circumstances in which it would be impossible for a Fund to close out its obligations under the swap contract. Under such circumstances, a Fund might be able to negotiate another swap contract with a different counterparty to offset the risk associated with the first swap contract. Unless a Fund is able to negotiate such an offsetting swap contract, however, it could be subject to continued adverse developments, even after the Investment Manager has determined that it would be prudent to close out or offset the first swap contract.

The use of swaps involves investment techniques and risks different from and potentially greater than those associated with ordinary portfolio securities transactions. If the Investment Manager is incorrect in its expectations of market values or interest rates the investment performance of a Fund would be less favourable than it would have been if this efficient portfolio management technique were not used.

Taxation Risk: Statements in this Prospectus concerning the taxation of Shareholders, the Company or a Fund are based on law and our understanding of the practice of the Revenue Commissioners as at the date of this Prospectus. Any change in the tax status of the Company or a Fund, or in accounting standards, or in tax legislation or the tax regime, or in the practice relating to, the interpretation or application of tax legislation applicable to the Company, a Fund or the assets of a Fund, could affect the value of the investments held by a Fund, the Fund's ability to achieve its stated objective, the Fund's ability to provide Distributions to Shareholders and/or alter the post-tax returns to Shareholders. It is possible that any legislative changes may have retrospective effect. The information contained in this Prospectus is intended as a guide only and is not a substitute for professional advice. Investors are advised to consult their own tax advisors in relation to their personal circumstances and suitability of this investment. Please see the section entitled "Taxation" for additional information.

Trade Claims Risk: An investment in trade claims may be speculative and may carry a high degree of risk. Trade claims are typically illiquid instruments and generally do not pay interest. The debtor may not be able to satisfy the obligation on the trade claim. The markets in trade claims generally are not regulated. Because trade claims are generally unsecured, holders of trade claims may have a lower priority in terms of payment than certain other creditors in a bankruptcy proceeding.

Subscription Default Risk: Each Fund will bear the risk of subscription default. For the purposes of efficient portfolio management, the Investment Manager may purchase securities or utilise efficient portfolio management techniques and instruments on the basis that settlement will be received on the relevant settlement date. In the event that such settlement monies are not received by the Fund on or by the relevant settlement date, the Fund may have to sell such purchased securities or close out its position under such efficient portfolio management techniques which could result in a loss to the Fund notwithstanding that a subscriber who defaults in settling a subscription payment may be liable to the Fund for any such loss.

Share Currency Designation Risk: A Share Class of the Company may be designated in a currency other than the Base Currency. Changes in the exchange rate between the Base Currency and such designated currency may lead to a depreciation of the value of such Shares as expressed in the designated currency. The Investment Manager may or may not try to mitigate this risk by using efficient portfolio management techniques and instruments, including currency options and forward currency exchange contracts.

Investors should be aware that this strategy may substantially limit Shareholders of the relevant Share Class from benefiting if the designated currency falls against the Base Currency. In such circumstances, Shareholders of the Share Class of the Company may be exposed to fluctuations in the Net Asset Value per Share reflecting the gains/losses on and the costs of the relevant financial instruments. In the case of an unhedged Share Class, a currency conversion will take place on subscriptions, redemptions, exchanges and distributions at prevailing exchange rates.

Although hedging strategies may not necessarily be used in relation to each Share Class within the Company, the financial instruments used to implement such strategies shall be assets/liabilities of the Company as a whole. However, the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Share Class of the Company. Any currency exposure of this Share Class may not be combined with or offset with that of any other Share Class of the Company. The currency exposures of the assets of the Company will not be allocated to separate Share Classes.

Expenses associated with investment in the Funds: Details of the fees and expenses payable out of the assets of the Funds and in respect of investments in the Funds are set out in the section entitled "Fees and Expenses". In addition investors should note certain costs such as transaction costs associated with the acquisition of investments by a Fund following receipt and acceptance of subscription orders or with the disposal of investments by a Fund required to be made in order to satisfy redemption requests are borne by the Fund as whole and not by the particular investors subscribing for Shares or redeeming Shares in the relevant Fund.

Expenses Associated with Investment in the Underlying Funds: Details of the fees and expenses payable out of the assets of the Underlying Funds (other than the Stone Harbor Emerging Markets Debt Portfolio, Stone Harbor Emerging Markets Local Currency Debt Portfolio, Stone Harbor Leveraged Loan Portfolio and Stone Harbor Multi Asset Credit Opportunistic Portfolio) and in respect of investments in the Underlying Funds (other than the Stone Harbor Emerging Markets Debt Portfolio, Stone Harbor Emerging Markets Local Currency Debt Portfolio, Stone Harbor Leveraged Loan Portfolio and Stone Harbor Multi Asset Credit Opportunistic Portfolio) are set out in the section of the prospectus of Stone Harbor Investment Funds plc entitled "Fees and Expenses". Details of the fees and expenses payable out of the assets of the Stone Harbor Emerging Markets Debt Portfolio, Stone Harbor Emerging Markets Local Currency Debt Portfolio, Stone Harbor Leveraged Loan Portfolio and Stone Harbor Multi Asset Credit Opportunistic Portfolio and in respect of investments in the Stone Harbor Emerging Markets Debt Portfolio, Stone Harbor Emerging Markets Local Currency Debt Portfolio, Stone Harbor Leveraged Loan Portfolio and Stone Harbor Multi Asset Credit Opportunistic Portfolio are set out in the "Fees and Expenses" section below. In other cases certain costs such as transaction costs associated with the acquisition of investments by an Underlying Fund following receipt and acceptance of subscription orders or with the disposal of investments by an Underlying Fund required to be made in order to satisfy redemption requests are borne by the Underlying Fund as whole and not by the particular investors subscribing for shares or redeeming shares in the relevant Underlying Fund.

Umbrella Structure of the Company and Cross-Liability Risk: Each Fund will be responsible for paying its fees and expenses regardless of the level of its profitability. The Company is an umbrella fund with segregated liability between Funds and under Irish law the Company generally will not be liable as a whole to third parties and there generally will not be the potential for cross liability between the Funds. Notwithstanding the foregoing, there can be no assurance that, should an action be brought against the Company in the courts of another jurisdiction, the segregated nature of the Funds would necessarily be upheld. In addition, whether or not there is a cross-liability between Funds, proceedings involving the Fund could involve the Company as a whole which could potentially affect the operations of all Funds.

Risks Associated with Umbrella Cash Accounts: An Umbrella Cash Account will operate in respect of the Company rather than each Fund and the segregation of Investor Monies from the liabilities of Funds other than the Fund to which the Investor Monies relate is dependent upon, among other things, the correct recording of the assets and liabilities attributable to individual Funds by or on behalf of the Company.

In the event of an insolvency of a Fund, there is no guarantee that the Fund will have sufficient monies to pay unsecured creditors (including the investors entitled to Investor Monies) in full.

Monies attributable to any other Funds will also be held in the Umbrella Cash Account. In the event of the insolvency of a Fund (an "Insolvent Fund"), the recovery of any amounts to which another Fund (the "Beneficiary Fund") is entitled, but which may have transferred in error to the Insolvent Fund as a result of the operation of the Umbrella Cash Account, will be subject to applicable law and the operational procedures for the Umbrella Cash Account. There may be delays in effecting, and/or disputes as to the recovery of, such amounts, and the Insolvent Fund may have insufficient funds to repay amounts due to the Beneficiary Fund.

In the event that an investor fails to provide the subscription monies and the subscription agreement within the timeframe stipulated in the Prospectus the investor will be required to indemnify the relevant Fund against the liabilities that may be incurred by it. The Company may cancel any Shares that have been issued to the investor and charge the investor interest and other expenses incurred by the Fund. In the event that the Company is unable to recoup such amounts from the defaulting investor, the Fund may incur losses or expenses in anticipation of receiving such amounts, for which the Fund, and consequently its Shareholders, may be liable.

It is not expected that any interest will be paid on the amounts held in the Umbrella Cash Account. Any interest earned on the monies in the Umbrella Cash Account will be for the benefit of the relevant Fund and will be allocated to that Fund on a periodic basis for the benefit of the Shareholders at the time of the allocation.

The guidance issued on umbrella cash accounts by the Central Bank in December 2015, and subsequently amended, is new and, as a result, may be subject to change and further clarification. Therefore, the structure of any Umbrella Cash Account maintained may differ materially from that outlined in this Prospectus.

Excessive Trading: Prospective investors' attention is drawn to the risks associated with excessive trading. Please see "Excessive Trading" for additional information.

Force Majeure Events: A Fund or its investments may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemics or other serious public health concerns, war, terrorism, labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, governmental policies and social instability). Some force majeure events may adversely affect the ability of a party (including a Fund, the Investment Manager, an issuer, a counterparty or a Fund service provider) to perform its obligations until it is able to remedy the force majeure event. Furthermore, force majeure events that are incapable of or are too costly to cure may have a permanent adverse effect on a Fund, the Investment Manager, an issuer, a counterparty or a Fund service provider. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in a country in which a Fund has invested specifically.

ESG Criteria and Sustainability Risks: The incorporation of ESG criteria may affect a Fund's investment performance relative to similar funds that do not adhere to such criteria or adhere to such criteria to a lesser degree. In addition, ESG based exclusionary criteria used in a Fund's investment policy may result in that Fund foregoing opportunities to buy certain securities when it might otherwise be advantageous to do so, and/or selling securities due to their ESG characteristics when it might be disadvantageous to do so.

Additionally, a Fund's adherence to ESG criteria in connection with identifying and selecting fixed income investments, particularly in emerging market issuers often require subjective analysis, and data availability may be more limited with respect to emerging market issuers than developed country issuers.

The likely impacts of sustainability risks on the returns of each Fund will depend on each Fund's exposure to investments that are vulnerable to sustainability risks and the materiality of the sustainability risks. The negative impacts of sustainability risks on each Fund should be mitigated by the Investment Manager's approach to integrating sustainability risks in its investment decision-making as described in the section titled "Investment Objectives and Policies of The Funds – Sustainable Finance Disclosures Regulation" above. However, there is no guarantee that these measures will mitigate or prevent sustainability risks from materialising in respect of a Fund.

The likely impact on the returns of a Fund from an actual or potential material decline in the value of an investment due to an ESG event or condition will vary and depend on several factors including, but not limited to, the type, extent, complexity and duration of the event or condition, prevailing market conditions and the existence of any mitigating factors.

The ESG information used to determine whether companies are managed and behave responsibly may be provided by third-party sources and typically is based on backward-looking analysis. The subjective nature of non-financial ESG criteria means a wide variety of outcomes are possible. The data may not adequately address material sustainability factors. The analysis is also dependent on companies disclosing relevant data and the availability of this data can be limited. These limitations are mitigated through the use of a variety of data sources and the Investment Manager's own in-house research.

Further information on the AIFM's and the Investment Manager's approach to sustainability is available at https://www.shipemd.com/esg and at https://globalfunds.virtus.com.

Cyber Security Risk: Like other business enterprises, the use of the internet and other electronic media and technology exposes the Company, the Company's service providers, and their respective operations, to potential risks from cyber-security attacks or incidents (collectively, "cyber-events"). Cyber-events may include, for example, unauthorised access to systems, networks or devices (such as, for example, through "hacking" activity), infection from computer viruses or other malicious software code, and attacks which shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality. In addition to intentional cyber-events, unintentional cyber-events can occur, such as, for example, the inadvertent release of confidential information. Any cyber-event could adversely impact the Company and the Shareholders, and cause a Fund to incur financial loss and expense, as well as face exposure to regulatory penalties, reputational damage, and additional compliance costs associated with corrective measures. A cyber-event may cause the Company, a Fund, or the Company's service providers to lose proprietary information, suffer data corruption, lose operational capacity (such as, for example, the loss of the ability to process transactions, calculate the Net Asset Value of a Fund or allow Shareholders to transact business) and/or fail to comply with applicable privacy and other laws. Among other potentially harmful effects, cyber-events also may result in theft, unauthorised monitoring and failures in the physical infrastructure or operating systems that support the Company and the Company's service providers. In addition, cyber-events affecting issuers in which a Fund invests could cause the Fund's investments to lose value.

Data Protection: Under the GDPR, data controllers are subject to additional obligations including, amongst others, accountability and transparency requirements whereby the data controller is responsible for, and must be able to demonstrate compliance with the rules set down in the GDPR relating to data processing and must provide data subjects with more detailed information regarding the processing of their personal data. Other obligations imposed on data controllers include more enhanced data consent requirements and the obligation to report any personal data breach to the relevant supervisory authority without undue delay. Under the GDPR, data subjects are afforded additional rights, including the right to rectify inaccurate personal information, the right to have personal data held by a data controller erased in certain circumstances and the right to restrict or object to processing in a number of circumstances.

The implementation of GDPR may result in increased operational and compliance costs being borne directly or indirectly by the Company. Further, there is a risk that the measures will not be implemented correctly by the Company or its service providers. If there are breaches of these measures by the Company or any of its service providers, the Company or its service providers could face significant administrative fines and/or be required to compensate any data subject who has suffered material or non-material damage as a result as well as the Company suffering reputational damage which may have a material adverse effect on its operations and financial conditions.

Investment via Bond Connect: Bond Connect is a bond trading link between China and Hong Kong which allows foreign institutional investors to invest in onshore Chinese bonds and other debt instruments traded on the CIBM. A Fund may invest directly in the instruments traded on the CIBM via the Bond Connect.

Bond Connect is an initiative launched for mutual bond market access between Hong Kong and mainland China, established by China Foreign Exchange Trade System & National Interbank Funding Centre (“CFETS”), China Central Depositary & Clearing Co. Ltd, Shanghai Clearing House, Hong Kong Exchanges and Clearing Limited and Central Moneymarkets Unit. Under the prevailing regulations in mainland China, eligible foreign investors may invest in the bonds traded on the CIBM through the northbound trading of the Bond Connect (“Northbound Trading Link”). There is no investment quota for the Northbound Trading Link.

Pursuant to the prevailing regulations in mainland China, an offshore custody agent recognised by the Hong Kong Monetary Authority (currently, the Central Moneymarkets Unit) must open omnibus nominee accounts with an onshore custody agent recognised by the People’s Bank of China (“PBoC”) (currently recognised onshore custody agents are the China Securities Depositary & Clearing Co. Ltd and Interbank Clearing Company Limited). All bonds traded by eligible foreign investors will be registered in the name of Central Moneymarkets Unit, which will hold such bonds as a nominee owner.

For investments via Bond Connect, the relevant filings, registration with the PBoC and account opening have to be carried out via an onshore settlement agent, offshore custody agent, registration agent and/or other third parties. As such, the Fund is subject to the risks of default on the part of such third parties.

It is anticipated that certain Funds may have exposure to Chinese bonds via the CIBM. In addition to the general investment and bond-related risks of investments including, in particular, the Emerging Market Country risks, the following are certain of the risks that relate to investments via Bond Connect:

China Interbank Bond Market Risk: Investment in the CIBM by a Fund is subject to regulatory risks. The relevant rules and regulations on investments in the CIBM are subject to changes which may have potential retrospective effect. In the event that the relevant Chinese authorities suspend accounts opening or trading in CIBM, a Fund’s ability to invest in CIBM will be limited and, after exhausting other trading alternatives, a Fund may suffer a loss of the investment in the CIBM. In addition, any suspension to trading in CIBM may result in a Fund being unable to dispose of securities and may introduce difficulties in repatriating sales proceeds. In turn, this may increase liquidity risk. Moreover, although there is no quota restriction under the CIBM investment regulations, relevant information about the Fund’s investments (such as the anticipated investment size and investment term) needs to be filed with PBoC and an updating filing will be required is there is any significant change to the filed information. It cannot be predicted whether PBoC will make any comments on or require any changes with respect to such information for the purpose of the filing. If so required, the Fund will need to follow PBoC instructions and make the relevant changes accordingly, which, may not be in the best interests of the Fund and the Shareholders from a commercial perspective.

Market volatility and potential lack of liquidity due to low trading volume of certain instruments in the CIBM may result in prices of such instruments traded on such market fluctuating significantly. In addition, certain instruments may rely on market makers to provide liquidity. The Fund investing in such instruments is therefore subject to liquidity and volatility risks. The bid and offer spreads of the prices of such securities may be large, and the Fund may therefore incur significant trading and realisation costs in respect of the investment made in the CIBM and may even suffer losses when disposing of such investments.

Issuer Risk: In the event of a default or credit rating downgrade of the issuers of the debt, the bonds' value will be adversely affected and investors may suffer a substantial loss as a result. A Fund may also encounter difficulties or delays in enforcing their rights against the issuer in relation to these bonds as the issuer is outside Hong Kong and subject to mainland Chinese laws. Chinese treasury bonds and policy bank bonds are offered on an unsecured basis without collateral, and will rank equally with other unsecured debts of the relevant issuer. As a result, if the issuer becomes bankrupt, proceeds from the liquidation of the issuer's assets will be paid to holders of treasury bonds and policy bank bonds only after all secured claims have been satisfied in full. A Fund would be fully exposed to the credit/insolvency risk of its treasury bonds and policy bank bonds issuer counterparties as an unsecured creditor.

Allocation Risk: The ability of a Fund to achieve its investment goal depends, in part, on the ability of the Fund's Investment Manager to allocate effectively the Fund's assets among equities, fixed income securities and currencies. There can be no assurance that the actual allocations will be effective in achieving the Fund's investment goal.

Subscription Risk: Subscription monies transferred by a prospective investor or Shareholder into the transfer agency account of a Fund will not form part of the Net Asset Value of the relevant Fund until the Dealing Day to which the subscription relates. Until the subscription monies form part of the Net Asset Value, the monies will be held at the credit risk of the relevant credit institution.

Redemption Risk: Large redemptions of Shares in a Fund might (i) cause the liquidation of investments at a time that could adversely affect the value of the Fund or the risk profile of the remaining investments of the Fund, (ii) result in a determination to terminate the Fund, or (iii) result in redemptions from the Fund being temporarily suspended.

Depositary Risk: The Depositary and its delegates, if any, will have custody of a Fund's securities, cash, distributions and rights accruing to the Funds' securities accounts. If the Depositary or a delegate holds cash on behalf of a Fund, the Fund may be an unsecured creditor in the event of the insolvency of the Depositary or delegates. Although this is generally done to reduce or diversify risk, there can be no assurance that holding securities through the Depositary or its delegates will eliminate custodial risk. The Funds will be subject to credit risk with respect to the Depositary and the delegates, if any.

In addition, certain of a Fund's assets may be held by entities other than Depositary and its delegates. For example, a Fund may provide certain of its assets as collateral to counterparties or brokers in connection with derivatives contracts such as futures, options and swaps agreements. If a Fund has over-collateralised derivative contracts, it is likely to be an unsecured creditor of any such counterparty or broker in the event of its insolvency.

The Funds may invest in markets where custodial and/or settlement systems are not fully developed, including in Emerging Market Countries. Increased risks are associated with such investments. In particular, investors should be aware that there is a heightened depositary risk for Funds which may invest in certain countries outside of the European Union ("third countries") where the law of the third country requires that the financial instruments are held in custody by a local entity and no local entities satisfy the delegation requirements in AIFMD. Accordingly such entities may not be subject to effective prudential regulation and supervision in the third country or subject to external audit to ensure that the financial instruments are in its possession.

In such circumstances, the Depositary may delegate its custody duties under the Depositary Agreement to such a local entity only to the extent required by the law of the third country and only for as long as there are no local entities that satisfy the delegation requirements and the Depositary may discharge itself of liability for the loss of such financial instruments. Such discharge of liability is subject to the conditions of Article 21(14) of AIFMD being met.

EMIR: Each Fund may enter into derivative contracts. Regulation (EU) No 648/2012 of the European Parliament and Council on OTC derivatives, central counterparties and trade repositories dated 4 July 2012, as such may be amended, supplemented or replaced from time to time ("EMIR") establishes certain requirements for OTC derivatives contracts including mandatory clearing obligations, bilateral risk-management requirements and reporting requirements. Although not all the regulatory technical standards specifying the risk-management procedures, including the levels and type of collateral and segregation arrangements, required to give effect to EMIR have been phased in and it is therefore not possible to be definitive as to what the implication(s) will actually be, investors should be aware that certain provisions of EMIR would impose obligations on a Fund in relation to its transaction of OTC derivative contracts.

The potential implications of EMIR for a Fund include, without limitation, the following:

- *clearing obligation*: certain standardised OTC derivative transactions will be subject to mandatory clearing through a central counterparty (a "CCP"). Clearing derivatives through a CCP may result in additional costs and may be on less favourable terms than would be the case if such derivative was not required to be centrally cleared;

- *risk mitigation techniques*: for those of its OTC derivatives which are not subject to central clearing, the Funds will be required to put in place risk mitigation requirements, which include the collateralisation of all OTC derivatives. These risk mitigation requirements may increase the cost to the Funds of pursuing their investment strategies (or hedging risks arising from their investment strategies);

- *reporting obligations:* each Fund's derivative transactions must be reported to a trade repository (or, where such a trade repository is not available, ESMA.) This reporting obligation may increase the costs to the Funds of utilising derivatives; and

- risk of sanction by the Central Bank in the event of non-compliance with the EMIR obligations.

EMIR was amended as part of the European Commission's REFIT programme and the amending regulations Regulation 834/2019 ("EMIR REFIT") entered into force on 28 May 2019 and applied from 17 June 2019. EMIR REFIT introduced certain key obligations relating to clearing, reporting and risk-mitigation (margining). Although EMIR REFIT allows for certain clearing exemptions and provides for thresholds below which no reporting is required, there can be no assurance as to whether the investments described herein made by the Fund will be affected by EMIR or EMIR REFIT or any change thereto or review thereof.

FEES AND EXPENSES

Each Fund shall pay all of its expenses and its allocable share of any expenses incurred by the Company. These expenses may include the costs of: (i) maintaining the Company and the relevant Fund and registering the Company, the relevant Fund and the Shares with any governmental or regulatory authority or with any regulated market or stock exchange; (ii) management, administration, custodial and related services; (iii) preparation, printing and posting of prospectuses, sales literature and reports to Shareholders, the Central Bank and other governmental agencies; (iv) marketing expenses; (v) taxes; (vi) commissions and brokerage fees; (vii) expenses incurred in connection with the acquisition and disposal of the assets of the Company; (viii) auditing, tax and legal fees (including expenses arising in respect of legal or administrative proceedings); (ix) insurance premiums; (x) fees of paying agents, local representatives and similar agents, such fees to be at normal commercial rates; and (xi) other operating expenses.

The Articles of Association provide that the Directors shall be entitled to a fee by way of remuneration for their services at a rate to be determined from time to time by the Directors, provided that the aggregate amount of Directors' remuneration in any one year shall not exceed EUR85,000.

The following fees will be borne by the Company:

AIFM Fee

Under the Alternative Investment Fund Manager Agreement, the Company will pay to the AIFM an alternative investment fund manager fee of up to:

- 1.50% of the Net Asset Value in respect of for Class A Shares of each relevant Fund;
- 1.50 % of the Net Asset Value in respect of for Class D Shares of each relevant Fund; and
- 1.50% of the Net Asset Value in respect of for Class I Shares of each relevant Fund.

The Class M Shares shall not pay any alternative investment fund manager fee.

The alternative investment fund manager fee shall be calculated and accrued on each Dealing Day and paid monthly in arrears. In addition, the AIFM shall be entitled to be reimbursed its reasonable vouched out-of-pocket expenses. Each Fund shall bear pro rata its share of such out-of- pocket expenses.

Where a Fund invests in another Fund the investing Fund may not charge an annual investment management fee in respect of that portion of its assets invested in the underlying Fund.

Depositary's Fee

The Depositary will be entitled to receive, out of the assets of the Fund, the greater of an annual fee in respect of custodial services which will not exceed 0.02% per annum of the Net Asset Value of the relevant Fund or a minimum fee of up to US$28,750 per annum on an aggregate basis (plus VAT, if any) together with reasonable expenses incurred by the Depositary in the performance of its duties as depositary of the Company. This fee shall accrue and be calculated daily and shall be payable monthly in arrears.

The Depositary shall also be entitled to receive out of the assets of the Fund all agreed sub-custodian fees, transaction charges (which will be charged at normal commercial rates) together with reasonable out-of-pocket expenses incurred by the Depositary in the performance of its duties under the Depositary Agreement.

Administrator's Fee

The Administrator will be entitled to receive, out of the assets of the Fund the greater of an annual fee which will not exceed 0.04% of the Net Asset Value of the Fund or a minimum administration fee of up to US $35,000 per annum on an aggregate basis (plus VAT, if any), together with transaction charges at normal commercial rates and reasonable out of-pocket expenses incurred by the Administrator in the performance of its duties. These fees shall accrue and be calculated daily and shall be payable monthly in arrears.

Fees payable out of the assets of the Underlying Funds

Stone Harbor Emerging Markets Debt Fund, Stone Harbor Emerging Markets Local Currency Debt Fund, Stone Harbor Emerging Markets Corporate Debt Fund, Stone Harbor Global High Yield Bond Fund, Stone Harbor Global Investment Grade Corporate Bond Fund, Stone Harbor High Yield Bond Fund, Stone Harbor European High Yield Bond Fund, Stone Harbor Securitised Bond Fund and Stone Harbor Sterling Core Plus Bond Fund (the "Underlying Stone Harbor UCITS Funds"):

Investment Management Fee: The Class M(S) EUR Accumulating (U), Class M(S) EUR Accumulating, Class M(S) EUR Distributing (U), Class M(S) EUR Distributing, Class M(S) USD Accumulating, Class M(S) USD Distributing, Class M(S) GBP Accumulating (U), Class M(S) GBP Accumulating, Class M(S) GBP Distributing (U), Class M(S) GBP Distributing, Class M(S) CAD Accumulating, Class M(S) CAD Distributing, Class M(S) AUD Accumulating (U), Class M(S) AUD Accumulating, Class M(S) AUD Distributing (U), Class M(S) AUD Distributing, Class M(S) JPY Accumulating, Class M(S) JPY Distributing, Class M(S) CHF Accumulating (U), Class M(S) CHF Accumulating, Class M(S) CHF Distributing (U), Class M(S) CHF Distributing, Class M(S) SGD Distributing, Class M(S) SGD Accumulating, Class M EUR Accumulating (U), Class M EUR Accumulating, Class M EUR Distributing (U), Class M EUR Distributing, Class M USD Accumulating, Class M USD Distributing, Class M GBP Accumulating (U), Class M GBP Accumulating, Class M GBP Distributing (U), Class M GBP Distributing, Class M CAD Accumulating, Class M CAD Distributing, Class M AUD Accumulating (U), Class M AUD Accumulating, Class M AUD Distributing (U), Class M AUD Distributing, Class M JPY Accumulating, Class M JPY Distributing, Class M CHF Accumulating (U), Class M CHF Accumulating, Class M CHF Distributing (U), Class M CHF Distributing, Class M SGD Distributing and Class M SGD Accumulating of the Underlying Stone Harbor UCITS Funds shall not pay any investment management fee.

The investment manager of the Underlying Stone Harbor UCITS Funds shall be entitled to be reimbursed its reasonable vouched out-of-pocket expenses. Each of the Underlying Stone Harbor UCITS Funds shall bear pro rata its share of such out-of-pocket expenses.

Custodian and Administrator's Fee of the Stone Harbor Emerging Markets Debt Fund, Stone Harbor Emerging Markets Local Currency Debt Fund, Stone Harbor Emerging Markets Corporate Debt Fund, Stone Harbor Sterling Core Plus Bond Fund and Stone Harbor High Yield Bond Fund: The custodian fee for the Underlying Stone Harbor UCITS Funds shall comprise a fee of up to 0.02% per annum of the net asset value of each of the Underlying Stone Harbor UCITS Funds, subject to a total minimum fee of up to US $28,500 per annum on an aggregate basis for all sub-funds in the Stone Harbor Investment Funds plc umbrella, including but not limited to the Underlying Stone Harbor UCITS Funds, (together with VAT, if any, thereon) exclusive of transaction charges, which shall be at normal commercial rates, (plus VAT, if any). In addition, the custodian of the Underlying Stone Harbor UCITS Funds shall be entitled to be reimbursed its reasonable fees and customary agents charges paid by the custodian to any sub-custodian (which shall be charged at normal commercial rates) together with value added tax, if any, thereon.

The administrator of the Underlying Stone Harbor UCITS Funds shall receive an administration fee of up to 0.04% per annum of the net asset value of each of the Underlying Stone Harbor UCITS Funds during the year, subject to a total minimum fee of up to $35,000 per annum on an aggregate basis for all sub-funds in the Stone Harbor Investment Funds plc umbrella, including but not limited to the Underlying Stone Harbor UCITS Funds. In addition, the administrator of the Underlying Stone Harbor UCITS Funds shall be entitled to be reimbursed its reasonable vouched out-of-pocket expenses, transaction, account and secretarial services fees.

Stone Harbor Emerging Markets Debt Portfolio, Stone Harbor Emerging Markets Local Currency Debt Portfolio, Stone Harbor Leveraged Loan Portfolio and Stone Harbor Multi Asset Credit Opportunistic Portfolio:

Details of the Fees payable out of the assets of the Stone Harbor Emerging Markets Debt Portfolio, Stone Harbor Emerging Markets Local Currency Debt Portfolio, Stone Harbor Leveraged Loan Portfolio and Stone Harbor Multi Asset Credit Opportunistic Portfolio are set out above.

ADMINISTRATION OF THE COMPANY

Determination of Net Asset Value

The Administrator shall determine the Net Asset Value per Share of each Class, on each Dealing Day as of 4pm New York time on the basis set forth below and in accordance with the Articles.

The Net Asset Value per Share of a Fund shall be the value of the gross assets attributable to such Fund less all of the liabilities attributable to such Fund (including such provisions as the Company considers appropriate in respect of the costs and expenses payable in relation to such Fund) divided by the number of Shares of such Fund outstanding as of the Dealing Day. Any liabilities of the Company which are not attributable to any Fund shall be allocated pro rata among all of the Funds.

The Net Asset Value of each Class shall be determined by calculating the amount of the Net Asset Value attributable to each Class. The amount of the Net Asset Value of a Fund attributable to a Class shall be determined by establishing the proportion of the assets of the Class as at the most recent Net Asset Value calculation or the close of the Initial Offer Period in the case of an initial offer of a Class, adjusted to take account of any subscription orders (after deduction of any repurchase orders) and by allocating relevant Class Expenses (as defined below) and fees to the Class and making appropriate adjustments to take account of distributions paid, if applicable, and apportioning the Net Asset Value accordingly. The Net Asset Value per Share of a Class shall be calculated by dividing the Net Asset Value of the Class by the number of Shares in issue in that Class. Class Expenses or fees or charges not attributable to a particular Class may be allocated amongst the Classes based on their respective Net Asset Value or any other reasonable basis approved by the Depositary having taken into account the nature of the fees and charges. Class Expenses and fees relating specifically to a Class will be charged to that Class. In the event that Classes are priced in a currency other than the Base Currency, currency conversion costs will be borne by that Class.

"Class Expenses" means the expenses of registering a class in any jurisdiction or with any stock exchange, regulated market or settlement system and all other expenses arising from such registration and such further expenses howsoever arising as may be disclosed in the Prospectus. The cost of converting currency and the costs and gains/losses of the hedging transactions are borne solely by the relevant Class.

In determining the value of the assets of a Fund, each Dealing Day investment quoted, listed or traded on a regulated market for which market quotations are readily available shall be valued at the latest available closing mid-market price at the time of the determination of Net Asset Value in the relevant regulated market on the relevant Dealing Day, provided that the value of the investment listed on a regulated market but acquired or traded at a premium or at a discount outside or off the relevant stock exchange may be valued, taking into account the level of premium or discount as at the date of valuation of the investment and the Depositary must ensure that the adoption of such procedure is justifiable in the context of establishing the probable realisation value of the security. If the investment is normally quoted, listed or traded on or under the rules of more than one regulated market, the relevant regulated market shall be that which the Directors or their delegate determines provides the fairest criterion of value for the investment. If prices for an investment quoted, listed or traded on the relevant regulated market are not available at the relevant time or are unrepresentative such investment shall be valued at such value as shall be certified with care and good faith as the probable realisation value of the investment by a competent professional person appointed by the Directors and approved for such purpose by the Depositary. The Company has appointed the AIFM as competent person for the purposes of the fair valuation of assets. Neither the AIFM nor the Administrator shall be under any liability if a price reasonably believed by them to be the latest available price or, as the case may be, middle market quotation for the time being, may be found not to be such.

As set out below, certain assets of a Fund may be valued using the amortised cost method of valuation whereby the investments of a Fund are valued at their cost initially and thereafter assuming an amortisation to maturity of any discount or premium provided the valuation is in accordance with the requirements of Central Bank. In the case of money market funds, the amortised cost method of valuation shall be applied only in respect of securities with a residual maturity of fifteen months or less. The Company shall review each week any discrepancies between the market value of the assets and the value as determined by the amortised cost method of valuation. If at any time, however, the market value of any of the assets of any fund deviates by more than 0.5% from its value determined on an amortised cost basis, the pricing of such security will be reviewed and the Directors will consider what action (if any) must be taken. If the deviation is greater than 0.3% the Company will review the discrepancies on each Business Day until the deviation is less than 0.3%. The Directors will monitor the use of the amortised cost method of valuation in order to ensure that this method continues to be in the best interests of the Shareholders and to provide a fair valuation of the investments of the fund. There may be periods during which the stated value of an instrument determined under the amortised cost method of valuation is higher or lower than the price which the Fund would receive if the instrument were sold, and the accuracy of the amortised cost method of valuation can be affected by changes in interest rates and the credit standing of issuers of the Fund's investments. Fixed coupon securities must have a residual maturity of 15 months or less if this method is to be adopted. This method can be applied to floating rate securities which (i) the Directors have determined will have a value that approximates their amortised cost valuation; (ii) have an annual or shorter interval coupon/interest rate refix; and (iii) have a residual maturity of 2 years or less. A residual maturity of up to five years is permitted for high credit quality instruments that meet with the conditions set out at (i) to (iii) and where procedures are adopted to ensure that the valuation produced does not vary significantly from its true market value. Other non-money market funds may apply the amortised cost method to securities with a residual maturity not exceeding six months.

Units or shares in collective investment schemes which are not valued in accordance with the provisions above shall be valued on the basis of the latest available net asset value per unit/share as published by the collective investment scheme.

Cash deposits and similar investments shall be valued at their face value together with accrued interest unless in the opinion of the Directors any adjustment should be made to reflect the fair value thereof.

Exchange-traded derivative instruments shall be valued at the relevant settlement price on the applicable exchange, provided that if the settlement price of an exchange traded derivative instrument is not available, the value of such instrument shall be the probable realisation value estimated with care and in good faith by the Company or other competent person appointed by the Directors and approved for the purpose by the Depositary. The counterparty to derivative instruments not traded on an exchange must be prepared to value the contract and to close out the transaction at the request of the Company at fair value. The Company may choose to value the over- the-counter derivatives using the counterparty valuation or an alternative valuation such as one provided by the Company or by an independent pricing vendor in accordance with the requirements of the Central Bank and must value on a monthly basis. Forward foreign exchange contracts shall be valued at the price at which a new forward contract of the same size and maturity could be undertaken as of the close of business on the Dealing Day.

The Directors, with the approval of the Depositary, may adjust the Net Asset Value per Share when calculating realisation prices for any Fund to reflect the value of such Fund's investments assuming they were valued using the closing mid-market price on the relevant market at the relevant time and provided that such methodology shall be applied on a consistent basis in respect of all asset classes. The Directors' intention is only to exercise this discretion to preserve the value of the holdings of continuing Shareholders in the event of substantial or recurring net repurchases of Shares in the relevant Fund.

In the event of it being impossible or incorrect to carry out a valuation of a specific investment in accordance with the valuation rules set out above or if such valuation is not representative of a security's fair market value, the AIFM being a competent person appointed by the Directors and approved for the purpose by the Depositary in consultation with the Company is entitled to use such other generally recognised valuation method in order to reach a proper valuation of that specific instrument, provided that such method of valuation has been approved by the Depositary.

Swing Pricing Adjustments

In calculating the Net Asset Value per Share for a Fund on any Dealing Day or the initial subscription price for Shares during the Initial Offer Period, the Investment Manager may, at its discretion, adjust by up to 3% the Net Asset Value per Share and/or initial subscription price per Share for each Class by applying a swing pricing adjustment: (1) if the cash-flows into or out of the Fund attributable to net subscriptions or repurchases exceed certain pre-determined percentage thresholds relating to the Fund's Net Asset Value (where such percentage thresholds have been pre-determined for the Fund from time to time by the Investment Manager or by a committee established by the Investment Manager); or (2) in any other cases where there are net subscriptions or repurchases in the Fund and the Investment Manager reasonably believes that imposing a swing pricing adjustment is in the best interests of existing Shareholders. The Investment Manager's intention is only to exercise this discretion to cover dealing costs and to preserve the value of the Fund's assets. In this regard, the Directors, with the approval of the Depositary, may adjust the value of an asset or a basket of assets comprising all or part of an in specie subscription or repurchase where such an adjustment is considered necessary to track the valuation adjustment applied to the Net Asset Value per Share. It is expected that the adjustment factor applied to the in specie subscription or repurchase would match that applied to the Net Asset Value per Share.

The swing pricing adjustment amount for a Fund will be calculated from time to time and applied by reference to the estimated costs of dealing in the underlying investments of the Fund. Where there are net cash-flows into the Fund in excess of the applicable pre-determined threshold (if any), the swing pricing adjustment will increase the Net Asset Value per Share and/or initial subscription price per Share. Where there are net cash-flows out of the Fund in excess of the applicable pre-determined threshold (if any), the swing pricing adjustment will decrease the Net Asset Value per Share and/or initial subscription price per Share. The Net Asset Value per Share and/or initial subscription price per Share, as adjusted by any swing pricing adjustment, will be applicable to all transactions in Shares in the Fund on the relevant Dealing Day. Therefore, for an investor who subscribes to the Fund on a Dealing Day when the swing pricing adjustment increases the Net Asset Value per Share and/or initial subscription price per Share, the cost per Share to the investor will be greater than it would have been absent the swing pricing adjustment. For an investor who repurchases a certain number of Shares from the Fund on a Dealing Day when the swing pricing adjustment decreases the Net Asset Value per Share, the amount received by the investor in repurchase proceeds for the Share redeemed will be less than it would have been absent the swing pricing adjustment. More information about the swing pricing adjustments applied on a particular Dealing Day can be obtained by Shareholders upon request from the Investment Manager.

Application for Shares

Subscriptions for Shares must be made in the currency of the Class. However, by agreement with the Administrator and the Company, subscriptions may be made in U.S. Dollar, Euro, Pound Sterling, Australian Dollar, Japanese Yen, Swiss Franc, Canadian Dollar and Singapore Dollar (where this is not the currency of the Class) but will be converted into the currency of the Class at the rate of exchange available to the Administrator and the costs of conversion shall be deducted from the subscription monies which will then be invested in Shares.

Application forms for Shares may be obtained from the AIFM and the Investment Manager. Shares may be issued on any Dealing Day to eligible investors who have forwarded the completed application form and authorised signatory list, if applicable and provided satisfactory proof of identification to the AIFM/Investment Manager, so that the application form shall be received by the Administrator no later than the Trade Cut-Off Time specified in the table below. Before subscribing for shares an investor will be required to complete a declaration (included in the subscription application form) as to the investor's tax residency or status in the form prescribed by the Revenue Commissioners of Ireland (the "Revenue Commissioners"). The original application form and authorised signatory list, if applicable, must be delivered to the Administrator. Repurchase proceeds cannot be released until the original application and authorised signatory list form has been received by the Administrator and suitable anti-money laundering documentation has been provided to the AIFM/Investment Manager.

Where an application form is received by the Administrator after the Trade Cut-Off Time specified below the issue of Shares shall be held in abeyance and shall be effective on the next succeeding Dealing Day (unless otherwise determined by the Administrator and provided that the application for Shares have been received and accepted by the Administrator prior to the determination of the Net Asset Value on the relevant Dealing Day).

Once an application for Shares is accepted by the Company, a contractual relationship is formed between the investor and the Company by way of the application form. The application form is governed by Irish law and is subject to the exclusive jurisdiction of the Irish courts. In Ireland, Council Regulation (EC) No 44/2001 on Jurisdiction and the Recognition and Enforcement of Judgments in Civil and Commercial matters (the "Brussels I Regulation"), as implemented into Irish law by the European Communities (Civil and Commercial Judgments) Regulations 2002 provides for the recognition and enforcement of judgments within the European Union while the recognition and enforcement of judgments in any countries not provided for in the Brussels I Regulations is governed by treaties between Ireland and the relevant country or Ireland's common law rules of private international law in relation to this matter.

Investors should transmit cleared funds representing the subscription monies by wire instructions to the relevant accounts set out in the subscription application form for Shares, so that cleared funds are received in the Company's account within the Settlement Time specified in the table below or the time agreed with the Administrator, and the jurisdiction of the relevant investor can be considered as a reason to extend the Settlement Time. If payment for subscription orders is not received by this Settlement Time, a subscription may be cancelled or the investor may be charged interest on the outstanding subscription monies at normal commercial rates. In such an event, the individual investor may be held liable for any loss to the Fund. However, Investing Funds may purchase Shares after the Trade Cut-Off Time before the Net Asset value per Share is calculated if (i) the Investing Fund itself received a completed purchase order prior to the Trade Cut-Off Time; and (ii) the purchase(s) by the Investing Fund of Shares are executed pursuant to an allocation pre-determined by the Investment Manager prior to the Trade Cut-Off Time. In addition to the foregoing, the Company, may in exceptional circumstances (as determined by the Directors and which will be fully documented), decide to accept an application received by the Administrator after the Trade Cut-Off Time but before the Net Asse Value per Share is calculated.

Fund	Trade Cut-Off Time	Settlement Time
Stone Harbor Global Aggregate Total Return Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Global Diversified Credit (No. 1) Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor LIBOR Multi-Strategy Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor LIBOR Multi-Strategy (No. 2) Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Multi Asset Credit Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Multi Asset Credit (No. 2) Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Sterling Core Plus Total Return Portfolio All Share Classes	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Global High Yield Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Convertible Securities Portfolio All Share Classes	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Leveraged Loan Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Emerging Markets Corporate Debt Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2

Stone Harbor Emerging Markets Debt Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Emerging Markets Debt Blend Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Emerging Markets Debt Blend (No. 2) Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Emerging Markets Local Currency Debt Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Emerging Markets Local Currency Inflation Linked Debt Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Global Emerging Markets Debt Blend Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Developed Markets Government Opportunistic Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Emerging Markets Corporate Debt Opportunistic Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Emerging Markets Debt Opportunistic Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Emerging Markets Local Currency Debt Opportunistic Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor European High Yield Bond Opportunistic Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor High Yield Bond Opportunistic Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2

Stone Harbor Global Investment Grade Corporate Bond Opportunistic Portfolio	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Leveraged Loan Opportunistic Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Multi Asset Credit Opportunistic Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2
Stone Harbor Securitised Bond Opportunistic Portfolio All Classes of Shares	3.00 pm (Irish time) on the Dealing Day	T + 2

Subject to compliance with applicable laws, applications for Shares by in specie transfer may be made by agreement with the AIFM on a case-by-case basis. In such cases the Company shall issue Shares in exchange for investments which the Company may acquire in accordance with its investment objectives, policies and restrictions and may hold or sell, dispose of or otherwise convert such securities into cash. No Shares shall be issued until the investments are vested in the Depositary or its nominee. The value of the Shares to be issued shall be calculated on the same basis as the valuation of Shares to be issued for cash.

The Administrator reserves the right to reject in whole or in part any application for Shares or to request further details or evidence of identity from an applicant for Shares. The Funds are not intended for excessive trading. Where an application for Shares is rejected, the subscription monies shall be returned to the applicant within seven days of the date of such rejection.

The Company may issue fractional Shares rounded to the third decimal place. Fractional Shares shall not carry any voting rights.

The minimum initial investment per Shareholder in a Fund shall be as set out in the section entitled "Share Classes".

The Company reserves the right to vary the minimum initial investment or the minimum subsequent investment. However, except as set out below, the minimum initial subscription into the Company cannot in any event be less than €100,000 (or equivalent in other authorised currency). An exemption from the minimum initial subscription amount applies to Knowledgeable Employees.

Applicants will be obliged to certify that they are Qualifying Investors and that they are aware of the risks of investing in the Shares.

Class M Shares

Class M Shares are specifically for use by the AIFM or the Investment Manager, or at the discretion of the Board. Class M Shares can be used by the Investment Manager subscribing to the Fund on behalf of its clients, where the assets of these clients are already subject to a discretionary investment management agreement with the Investment Manager.

Anti-Money Laundering Procedures

Measures aimed at the prevention of money laundering will require an applicant to verify his identity to the Administrator, the AIFM or the Investment Manager. The Administrator will not accept funds from an investor until verification of identity is completed to its satisfaction.

Notwithstanding that funds have come from a designated body within a prescribed country recognised by Ireland as having equivalent anti-money laundering regulations, evidence of identity must be established in accordance with the relevant anti-money laundering requirements which are advised to clients prior to application.

The Administrator reserves the right to request such documentation as is necessary to verify the identity of the applicant. This may result in Shares being issued on a Dealing Day subsequent to the Dealing Day on which the applicant initially wished to have Shares issued to him.

It is further acknowledged that the Administrator, in the performance of its delegated duties, shall be held harmless by the subscriber against any loss arising as a result of a failure to process the subscription if such information as has been requested by the Administrator has not been provided by the applicant.

Subsequent Subscriptions

Subsequent subscriptions (i.e., subsequent to an initial subscription for Shares within a Fund) may be made by submitting a subscription order to the Administrator by the relevant Trade Cut-Off Time in writing, by fax, or such other means in accordance with the requirements of the Central Bank.

Subsequent faxed subscription requests may be processed without a requirement to submit original documentation provided that amendments to a Shareholder's registration details and payment instruction will only be effected on receipt of original documentation.

Subscription Price

The initial subscription price per Share shall be EUR100, USD100, GBP100, AUD100, JPY10,000, CHF100, CAD100 or SGD100 as the case may be depending on the Base Currency of the Fund. Any Class not denominated in the Base Currency shall be issued at the equivalent thereof in the currency of denomination of the Class or the equivalent thereof in Sterling, U.S. dollar, euro, Australian Dollar, Japanese Yen, Swiss Franc, Canadian Dollar or Singapore Dollar as appropriate.

Thereafter, the subscription price per Share shall be the Net Asset Value per Share next determined plus duties and charges and any applicable swing pricing adjustment. On any Dealing Day a swing pricing adjustment may be made, which will be reflected in the Net Asset Value per Share. Please see the section entitled "Administration of the Company - Swing Pricing Adjustments".

Written Confirmations of Ownership

The Administrator shall be responsible for maintaining the Company's register of Shareholders in which all issues, repurchases, conversions and transfers of Shares will be recorded. Written confirmations of ownership shall be issued by post or facsimile in relation to each issue of Shares. Shares shall be in registered form. The Administrator shall not issue a Share certificate in respect of Shares. A Share may be registered in a single name or in up to four joint names. The register of Shareholders shall be available for inspection upon reasonable notice at the registered office of the Company during normal business hours where a Shareholder may inspect only his entry on the register.

Repurchase Requests

Shares may be repurchased on a Dealing Day by contacting the Administrator so that a written repurchase request is received by the Administrator no later than the Trade Cut-Off Time.

Repurchase requests received subsequent to the relevant deadline outlined above (but before the determination of the Net Asset Value) shall, unless the Administrator shall otherwise agree, be effective on the next succeeding Dealing Day. However, Investing Funds may submit repurchase requests for one or more of the Funds after the Trade Cut-Off Time and receive the current day's price if the following conditions are met (i) the Investing Fund received a repurchase request order in good order prior to the Trade Cut-Off Time on that day; and (ii) the repurchase(s) by the Investing Fund of Shares of the Fund are executed pursuant to an allocation pre-determined by the Investment Manager prior to that day's Trade Cut-Off Time. In addition to the foregoing, the Company may, in exceptional circumstances (as determined by the Directors and which will be fully documented), decide to accept an application received by the Administrator after the deadline but before the Net Asset Value per Share is calculated.

If repurchase requests on any Dealing Day exceed 10 per cent. of the total number of Shares in a Fund, the Company may defer the excess repurchase requests to subsequent Dealing Days and shall repurchase such Shares rateably. Any deferred repurchase requests shall be treated in priority to any repurchase requests received for subsequent Dealing Days. Subject to the section entitled "Temporary Suspension of Valuation of the Shares and of Sales and Repurchases", such repurchase requests shall in all cases be satisfied within three weeks of the Dealing Day on which they were effective.

Repurchase Price

Shares shall be repurchased at the applicable Net Asset Value per Share obtained on the Dealing Day on which repurchase is effected, subject to any applicable swing pricing adjustment. On any Dealing Day a swing pricing adjustment may be made, which will be reflected in the Net Asset Value per Share. Please see the section entitled "Administration of the Company – Swing Pricing Adjustments".

All payments of repurchase monies shall normally be made within two Business Days however settlement within this time period will be dependent on the jurisdiction of the relevant investor but in any event within ten Business Days of the Dealing Day on which the repurchase request is effected. The repurchase proceeds shall be made by telegraphic transfer at the Shareholder's expense to the Shareholder's bank account, details of which shall be set out by the Shareholder to the Administrator in the application form. Repurchase proceeds cannot be released until the original application form has been received by the Administrator.

With the consent of the Shareholder making such repurchase request, and subject to compliance with applicable laws, assets may be transferred to a Shareholder in satisfaction of the repurchase monies payable on the repurchase of Shares, provided that such distribution is equitable and not prejudicial to the interests of the remaining Shareholders. The allocation of such assets shall be subject to the approval of the Depositary. A transaction charge will not be payable in such instances. At the request of the Shareholder making such repurchase request such assets may be sold by the Company and the proceeds of sale shall be transmitted to the Shareholder.

Mandatory Repurchase of Shares

If a repurchase causes a Shareholder's holding in the Company to fall below the minimum subscription or investment amount set out above or such lesser amount as the Directors may determine, the Company may repurchase the whole of that Shareholder's holding. Before doing so, the Company shall notify the Shareholder in writing and allow the Shareholder thirty days to purchase additional Shares to meet the minimum requirement. The Company reserves the right to vary this mandatory redemption amount.

Shareholders are required to notify the Administrator immediately in the event that they become U.S. Persons. Shareholders who become U.S. Persons may be required to dispose of their Shares to non- U.S. Persons on the next Dealing Day thereafter unless the Shares are held pursuant to an exemption which would allow them to hold the Shares. The Company reserves the right to repurchase or require the transfer of any Shares which are or become owned, directly or indirectly, by a U.S. Person or other person if the holding of the Shares by such other person is unlawful or, in the opinion of the Directors, the holding might result in the Company or the Shareholders incurring any liability to taxation or suffering pecuniary or material administrative or regulatory disadvantage which the Company or the Shareholders might not otherwise suffer or incur.

The Company may redeem Shares where during a period of six years no cheque in respect of any dividend on the Shares has been cashed and no acknowledgement has been received in respect of any confirmation of ownership of the Shares sent to the Shareholder and require the Fund to hold the redemption monies in a separate interest bearing account which shall be a permanent debt of the Fund. The Articles of Association also provide that any unclaimed dividends may be forfeited after six years and on forfeiture will form part of the assets of the Fund.

Liquidity Risk Management

The AIFM employs an appropriate liquidity management policy and has adopted documented procedures which enable it to monitor the liquidity risk of the Company and ensure that the liquidity profile of the Company's investments enable the Company to meet redemption requests in normal circumstances. In addition, there are procedures that allow the AIFM to manage its and the Company's liquidity in exceptional circumstances. The AIFM's liquidity management procedures are reviewed on at least an annual basis.

The AIFM conducts stress testing on an ongoing basis under normal and exceptional liquidity conditions, having regard to a range of issues, including the Funds' investment strategies, the fact that Shares may not be purchased or held by persons who are not Qualifying Investors and the fact that the Funds provide for either daily or weekly dealing.

Transfer of Shares

All transfers of Shares shall be effected by transfer in writing in any usual or common form and every form of transfer shall state the full name and address of the transferor and the transferee. The instrument of transfer of a Share shall be signed by or on behalf of the transferor and must be submitted to the Administrator. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Share register in respect thereof. Where the transferee is not an existing Shareholder in the Fund, the transferee must complete an application form and comply with the relevant anti-money laundering procedures. The Directors may decline to register any transfer of Shares if in consequence of such transfer the transferor or transferee would hold less than the currency equivalent of the amount of the minimum initial investment for the relevant Fund or would otherwise infringe the restrictions on holding Shares outlined above or would cease to be a Qualifying Investor or would otherwise infringe the restrictions on holding Shares outlined above. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year. The Directors may decline to register any transfer of Shares unless the instrument of transfer is deposited at the registered office of the Company or at such other place as the Directors may reasonably require together with such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. Such evidence may include a declaration that the proposed transferee is not a U.S. Person and that upon transfer the Shares will not be held by or for the account of any U.S. Person or a declaration as to whether the proposed transferee is an Irish Resident or a Qualifying Investor.

Withholdings and Deductions

The Company will be required to account for tax on the value of the Shares repurchased or transferred at the applicable rate unless it has received from the transferor a declaration in the prescribed form confirming that the Shareholder is not an Irish Resident in respect of whom it is necessary to deduct tax. The Company reserves the right to redeem such number of Shares held by a transferor as may be necessary to discharge the tax liability arising therefrom. The Company reserves the right to refuse to register a transfer of Shares until it receives a declaration as to the transferee's residency or status in the form prescribed by the Revenue Commissioners of Ireland.

Umbrella Cash Accounts

Cash account arrangements have been put in place in respect of the Company and the Funds as a consequence of the introduction of new requirements relating to the subscription, and/or redemption collection accounts pursuant to the Investor Money Requirements. The following is a description of how such cash account arrangements are expected to operate. These cash accounts are not subject to the protections of the Investor Money Requirements and instead will be subject to the guidance issued by the Central Bank from time to time in relation to umbrella cash accounts.

Investor Monies will be held in a single Umbrella Cash Account in respect of each currency in which a Class is denominated. The assets in the Umbrella Cash Account will be assets of the Company.

Subscription monies received by a Fund in advance of the issue of Shares will be held in an Umbrella Cash Account and will be treated as an asset of the relevant Fund. The subscribing investors will be unsecured creditors of the relevant Fund with respect to their subscription monies until Shares are issued to them on the relevant Dealing Day. The subscribing investors will be exposed to the credit risk of the institution at which the relevant Umbrella Cash Account has been opened. Such investors will not benefit from any appreciation in the Net Asset Value of the Fund or any other Shareholder rights in respect of the subscription monies (including dividend entitlements) until such time as the Shares are issued on the relevant Dealing Day.

Redeeming investors will cease to be Shareholders of the redeemed Shares from the relevant Dealing Day. Redemption and dividend payments will, pending payment to the relevant investors, be held in the Umbrella Cash Account. Redeeming investors and investors entitled to dividend payments held in the Umbrella Cash Account will be unsecured creditors of the relevant Fund with respect to those monies. Where the redemption and dividend payments cannot be transferred to the relevant investors, for example, where the investors have failed to supply such information as is required to allow the Company to comply with its obligations under applicable anti-money laundering and counter-terrorism legislation, the redemption and dividend payments may be retained in the Umbrella Cash Account and investors should address the outstanding issues promptly. Redeeming investors will not benefit from any appreciation in the Net Asset Value of the Fund or any other Shareholder rights (including, without limitation, the entitlement to future dividends) in respect of such amounts.

For information on the risks associated with Umbrella Cash Accounts, see "Risks Associated with Umbrella Cash Accounts" in the section of the Prospectus entitled "Risk Factors".

Conversion of Shares

With the consent of the Directors, a Shareholder may convert Shares of one Fund into Shares of another Fund on giving notice to the Administrator in such form as the Administrator may require provided that the shareholding satisfies the minimum investment criteria and provided that the original application is received within the time limits specified above in the case of subscriptions. Conversion is not intended to facilitate short term or excessive trading. The conversion is effected by arranging for the repurchase of Shares of one Fund, converting the repurchase proceeds into the currency of another Fund and subscribing for the Shares of the other Fund with the proceeds of the currency conversion. A transaction charge of up to 3 per cent. of the Shares to be converted may be retained by the Fund in which the Shares are held prior to conversion to cover the costs of disposing of the assets of the Fund in order to give effect to the conversion. No further transaction costs will be payable.

Conversion will take place in accordance with the following formula:-

$$NS = \frac{(AxB - TCxC)}{D}$$

where:

NS = the number of Shares which will be issued in the new Fund; A

= the number of the Shares to be converted;

B = the repurchase price of the Shares to be converted;

C = the currency conversion factor as determined by the Directors;

D = the issue price of Shares in the new Fund on the relevant Dealing Day; and

TC = the transaction charge incurred in connection with the proposed transaction.

If NS is not an integral number of Shares the Directors reserve the right to issue fractional Shares in the new Fund or to return the surplus arising to the Shareholder seeking to convert the Shares.

The length of time for completion of a conversion will vary depending on the Funds involved and the time when the conversion is initiated. In general, the length of time for completion of a conversion will depend upon each of the time required to obtain payment of repurchase proceeds from the Fund whose Shares are being acquired and the time required to effect any foreign exchange transaction which may be necessary for the Shareholder to obtain the currency of the Fund in which Shares are being subscribed. A Shareholder is not required to submit a new application form for the purchase of Shares in connection with a conversion.

Excessive Trading

Investment in the Funds is intended for long-term purposes only. The Funds will take reasonable steps to seek to prevent short-term trading. Excessive short-term trading into and out of a Fund can disrupt portfolio investment strategies and may increase expenses, and adversely affect investment returns, for all shareholders, including long-term shareholders who do not generate these costs. The Company reserves the right to reject any purchase request (including any conversion request) by any investor or group of investors for any reason without prior notice, including, in particular, if it believes that the trading activity would be disruptive to a Fund. For example, a Fund may refuse a purchase order if the AIFM believes it would be unable to invest the money effectively in accordance with the Fund's investment policies or the Fund would otherwise be adversely affected due to the size of the transaction, frequency of trading or other factors.

The trading history of accounts under common ownership or control may be considered in enforcing these policies. Transactions placed through the same financial intermediary on an omnibus basis may be deemed a part of a group for purposes of this policy and may be rejected in whole or in part by a Fund.

Transactions accepted by a financial intermediary in violation of the Funds' excessive trading policy are not deemed accepted by a Fund and may be cancelled or revoked by the Fund on the next Business Day following receipt.

Investors should be aware that there are practical restraints both in determining the policy which is appropriate in the interests of long term investors, and in applying and enforcing such policy. For example, the ability to identify and prevent covert trading practices or short-term trading where investors act through omnibus accounts is limited. Also, investors such as fund of funds and asset allocation funds will change the proportion of their assets invested in the Company or in Funds in accordance with their own investment mandate or investment strategies. The Company will seek to balance the interests of such investors in a way that is consistent with the interests of long-term investors but no assurance can be given that the Company will succeed in doing so in all circumstances. For example, it is not always possible to identify or reasonably detect excess trading that may be facilitated by financial intermediaries or made difficult to identify by the use of omnibus accounts by those intermediaries.

Disclosure of Portfolio Information

Information on the underlying investments in the Funds such as stock, sector and geographic allocation is available to all Shareholders. Shareholders should contact the AIFM to request this information. There will be an appropriate time-lag between the purchase/sale of the relevant Fund's investments and the time at which the information is made available.

Publication of the Price of the Shares

Except where the determination of the Net Asset Value has been suspended, in the circumstances described below, the Net Asset Value per Share shall be available on each Dealing Day at the registered office of the Administrator. Such information will relate to the Net Asset Value per Share as of the relevant Dealing Day and is available for information only. It is not an invitation to subscribe for or redeem Shares at that Net Asset Value per Share.

Historical Performance of the Funds

Where available, the historical performance of the Funds is available to the Shareholders and prospective investors prior to investing in a Fund from the AIFM upon request.

Temporary Suspension of Valuation of the Shares and of Sales and Repurchases

The Company may temporarily suspend the determination of the Net Asset Value and the sale or repurchase of Shares in any Fund or Class during:-

(i) any period (other than ordinary holiday or customary weekend closings) when any market is closed which is the main market for a significant part of the Fund's investments, or when trading thereon is restricted or suspended;

(ii) any period during which disposal of investments which constitute a substantial portion of the assets of the Fund is not practically feasible;

(iii) any period when for any reason the prices of any investments of the Fund cannot be reasonably, promptly or accurately ascertained by the Administrator;

(iv) any period when remittance of monies which will, or may, be involved in the realisation of, or in the payment for, investments of the Fund cannot, in the opinion of the Directors, be carried out at normal rates of exchange;

(v) any period when proceeds of the sale or repurchase of the Shares cannot be transmitted to or from the Fund's account; or

(vi) upon the service on the Shareholders of a notice to consider a resolution to wind up a Fund or Class.

(vii) any period when the Company is considering the merger in relation to the Company, a fund or share class where in the opinion of the Directors such suspension is justified having regard to the interests of the Shareholders; or

(viii) any other period where in the opinion of the Directors circumstances require such a suspension and it is justified having regard to the interests of the Shareholders

Any such suspension shall be notified immediately to the Central Bank.

Data Protection Notice:

Investors should note that by completing the application form they have provided personal information, which may constitute "personal data" within the meaning of the Irish Data Protection Acts 1988 to 2018, the General Data Protection Regulation (Regulation (EU) 2016/679) ("**GDPR**"), the EU ePrivacy Directive 2002/58/EC (as amended), the European Communities (Electronic Communications Networks and Services) (Privacy and Electronic Communications) Regulations 2011 and any relevant transposition of, or successor or replacement to, those laws (including, when it comes into force, the successor to the ePrivacy Directive) (together, the "**Data Protection Legislation**").

Investors' personal data will be used by the Company for the following purposes:

- to manage and administer an investor's holding in the Company and any related accounts on an ongoing basis in accordance with the contract between the investor and the Company;

- to carry out statistical analysis and market research as the Company's legitimate business interest;

- to comply with legal and regulatory obligations applicable to the investor and the Company from time to time including applicable anti-money laundering and counter terrorist financing legislation. In particular, in order to comply with the information reporting regimes set out in Section 891 and Section 891E to Section 891G (inclusive) of the Taxes Consolidation Act 1997 (as amended) and regulations made pursuant to those sections, Shareholders' personal data (including financial information) may be shared with the Irish Revenue Commissioners. They in turn may exchange information (including personal data and financial information) with foreign tax authorities (including the U.S. Internal Revenue Service and foreign tax authorities located outside the European Economic Area). Please consult the AEOI (Automatic Exchange of Information) webpage on www.revenue.ie for further information in this regard; and

- for any other specific purposes where the investor has given specific consent.

Investors' personal data may be disclosed by the Company to its delegates, professional advisors, service providers, regulatory bodies, auditors, technology providers and any duly authorised agents or related, associated or affiliated companies of the foregoing for the same or related purposes.

Investors' personal data may be transferred to countries which may not have the same or equivalent data protection laws as Ireland. If such transfer occurs, the Company is required to ensure that such processing of investors' personal data is in compliance with Data Protection Legislation and, in particular, that appropriate measures are in place such as entering into model contractual clauses (as published by the European Commission) or ensuring that the recipient is "Privacy Shield" certified, if appropriate. For more information on the means of transfer of investors' data or a copy of the relevant safeguards, please contact legal@shiplp.com.

Pursuant to the Data Protection Legislation, investors have a number of rights which may be exercised in respect of their personal data, *i.e.*:

- right of access to personal data held by the Company;
- the right to amend and rectify any inaccuracies in personal data held by the Company;
- the right to erase personal data held by the Company;
- the right to data portability of personal data held by the Company;
- the right to request restriction of the processing of personal data held by the Company; and
- the right to object to processing of personal data by the Company.

These rights will be exercisable subject to limitations as provided for in the Data Protection Legislation. In certain circumstances it may not be feasible for the Company to discharge these rights, for example because of the structure of the Company or the manner in which the Shareholder holds Shares in a Fund. Investors may make a request to the Company to exercise these rights by contacting legal@shiplp.com.

Please note that personal data may be retained by the Company for the duration of an investor's investment and afterwards in accordance with the Company's legal and regulatory obligations, including but not limited to the Company's record retention policy.

The Company is a data controller within the meaning of the Data Protection Legislation and undertakes to hold any personal information provided by investors in confidence and in accordance with the Data Protection Legislation. For queries, requests or comments in respect of this notice or the way in which the Company uses investors' personal data, please contact legal@shiplp.com. Investors have the right to lodge a complaint with the Office of the Data Protection Commissioner if they are dissatisfied with the manner in which their personal data is used by the Company.

MANAGEMENT AND ADMINISTRATION

The Board of Directors

The Board of Directors is responsible for managing the business affairs of the Company in accordance with the Articles of Association. The Directors may delegate certain functions to the AIFM, the Depositary, the Administrator and other parties, subject to supervision and direction by the Directors and provided that the delegation does not prevent the Company from being managed in the best interests of its investors. The conduct of the Company's business shall be decided by at least two of the Directors.

The Directors and their principal occupations are set forth below.

Michael A. Angerthal is a U.S. citizen and resident. Mr. Angerthal is Executive Vice President, Chief Financial Officer and Treasurer for Virtus Investment Partners, Inc., the parent company of the Investment Manager ("Virtus"), and has held those positions since January 1, 2009 when Virtus became an independent public company. He also serves as its principal accounting officer. Mr. Angerthal also serves as an officer or board member of various Virtus affiliates and registered funds managed by Virtus affiliates. Mr. Angerthal joined Phoenix Investment Partners ("PXP"), the predecessor to Virtus, as Senior Vice President, Chief Financial Officer in 2008. Prior to joining Virtus, Mr. Angerthal had been the Chief Financial Officer of CBRE Realty Finance, a publicly traded commercial real estate specialty finance company, from 2005 to 2008. Previously, he held several positions with GE Corporation, a diversified technology, media and financial services company, including Manager, Financial Planning & Analysis of GE Real Estate from 2002 to 2005; Staff Analyst, Investor Relations of GE Capital Corp. from 1999 to 2002; and Director, Finance of NBC from 1996 to 1999. Prior to GE, he was a Manager of Business Assurance in the audit practice of Coopers & Lybrand in New York. Mr. Angerthal holds an undergraduate degree in accounting from Pace University in New York and earned a Master of Business Administration from Columbia Business School. He is a Certified Public Accountant.

George R. Aylward is a U.S. citizen and resident. Mr. Aylward is President, Chief Executive Officer, and a member of the board of directors of Virtus. Mr. Aylward also serves as an officer or board member of various Virtus affiliates and registered funds managed by Virtus affiliates. Mr. Aylward successfully directed the transition of Virtus to an independent public company with its spin-off from The Phoenix Companies in 2008. Mr. Aylward has more than 25 years of industry experience, joining Virtus' predecessor, PXP, in corporate finance in 1996 and then serving as Chief of Staff to the Chief Executive Officer of PXP's parent from 2002 to 2004, returning to PXP as Chief Operating Officer in 2004 and President in November 2006. Prior to joining Phoenix Investment Partners, Mr. Aylward was employed in the financial services group of PriceWaterhouse LLP. Mr. Aylward holds a Bachelor of Science degree in accounting from the University of Connecticut and a Master of Business Administration from the University of Massachusetts and earned the Certified Public Accountant designation. He serves on the Board of Governors of the Investment Company Institute.

Patrick Bradley is a U.S. citizen and resident. Mr. Bradley is Executive Vice President, Fund Services, for Virtus. He serves as the treasurer and chief financial officer of various registered funds managed by Virtus affiliates and manages all operational and financial matters for those funds. His responsibilities include customer service, transfer agency, accounting, tax, custody, security valuation, registration, treasury, lending, and financial reporting. Mr. Bradley joined Virtus in 2004 as second vice president, Fund Control and Tax. Prior to working for Virtus, Mr. Bradley was with Deloitte for 10 years in both Australia and the U.S., where his last position was assurance manager. During this time, Mr. Bradley served both public and private companies in the financial services industry, advising these clients on public and private securities offerings, complex financial instruments, mergers and acquisitions, due diligence reviews, and annual and quarterly reporting requirements under the Securities and Exchange Commission's rules and regulations. Mr. Bradley earned a bachelor's degree in accounting from the University of Connecticut. He is a Certified

Public Accountant and a member of the Investment Company Institute Accounting & Treasurers' Committee.

Peter Wilby is a US citizen and resident. He is the Co-Chief Investment Officer of the Investment Manager. He has more than 40 years of industry experience. Prior to joining the Investment Manager, Mr. Wilby served as Chief Investment Officer of North American Fixed Income at Citigroup Asset Management, as well as a member of Citigroup Asset Management's Executive Committee. Additionally, he served as Senior Portfolio Manager responsible for directing investment policy and strategy for all Emerging Markets Debt and High Yield portfolios. Peter was the Head of Fixed Income, a Senior Portfolio Manager for Emerging Markets Debt and High Yield, and a member of the Investment Policy Committee at Salomon Brothers Asset Management. He is a Certified Public Accountant and member of the CFA Institute, the CFA Society New York, and the Council on Foreign Relations.

Vincent Dodd is an Irish citizen and resident. Mr. Dodd has over 30 years' experience in fund management, fund administration and private banking. Since 2003 he has acted as an advisor and independent director to a number of Irish and IFSC financial entities, UCITS, and exchange listed mutual funds. Mr. Dodd established and was appointed Head of Private Banking at KBC Bank Ireland from 1997 to 2003. Before joining KBC Bank, he was Head of Business Development at Bank of Ireland Securities Services, the custody and fund administration arm of the Bank of Ireland. From 1993 to 1997 he was a senior manager in the Private Clients Group of the Investment Bank of Ireland prior to joining Bank of Ireland Securities Services. Mr. Dodd received his BA in Economics and Politics from University College Dublin in 1986 and his DBA in Corporate Finance and Business Administration in 1987 from Queens University Belfast. Mr. Dodd is a member of the Institute of Directors. In 2010 Mr. Dodd completed the postgraduate diploma in Corporate Governance awarded by the Smurfit Business School of University College Dublin.

Carl O'Sullivan is an Irish citizen and resident. He was a partner in the firm of Arthur Cox where he specialised in financial services law until he retired on 31 December 2012. He qualified as a solicitor in 1983 and was employed as a solicitor with Irish Distillers Group Plc from 1983 to 1987 and Waterford Wedgwood Plc from 1987 to 1990. He joined Arthur Cox in 1990. He is a director of a number of companies operating in the International Financial Services Centre.

Werner Schwanberg is an Irish and German citizen and is an Irish Resident. Mr. Schwanberg retired as CEO of WGZ BANK Ireland plc in October 2017. He began his career with Westdeutsche Landesbank GZ, Münster, Germany in the early 1970s, working subsequently with Lloyds Bank and Volksbank Greven, before joining the audit division of Dresdner Bank AG, Frankfurt-am-Main in 1986. In 1991 he moved to Ireland with the Dresdner Bank Group as head of client relations for Dresdner Asset Management Ireland Ltd. He was also responsible for bond issues at Dresdner's Irish corporate finance subsidiary and head of credit in the corporate lending subsidiary, Dresdner Bank (Ireland) plc. In 1998 Mr. Schwanberg was appointed managing director of Dresdner Bank (Ireland) plc, a position he held until December 2003. Mr. Schwanberg is a member of the Institute of Directors in Ireland and is a council member and former President of the German Irish Chamber of Industry and Commerce.

The Company Secretary is Dechert Secretarial Limited, Second Floor, 5 Earlsfort Terrace, Dublin D02 CK83, Ireland.

The Articles of Association do not stipulate a retirement age for Directors and do not provide for retirement of Directors by rotation. The Articles of Association provide that a Director may be a party to any transaction or arrangement with the Company or in which the Company is interested provided that he has disclosed to the Directors the nature and extent of any material interest which he may have. A Director may not vote in respect of any contract in which he has a material interest. However, a Director may vote in respect of any proposal concerning any other company in which he is interested, directly or indirectly, whether as an officer or shareholder or otherwise, provided that he is not the holder of 5 per cent. or more of the issued shares of any class of such company or of the voting rights available to members of such company. A Director may also vote in respect of any proposal concerning an offer of shares in which he is interested as a participant in an underwriting or sub-underwriting arrangement, and may also vote in respect of the giving of any security, guarantee or indemnity in respect of money lent by the Director to the Company or in respect of the giving of any security, guarantee or indemnity to a third party in respect of a debt obligation of the Company for which the Director has assumed responsibility in whole or in part.

The AIFM

The AIFM was incorporated as a private company limited by shares in Ireland on 27 June 2018 with company registration number 629341. The AIFM is authorised and regulated by the Central Bank (reference number: C182357) as an alternative investment fund manager in accordance with AIFMD and the AIFMD Regulations and as a UCITS management company in accordance with the Directive.

The Alternative Investment Fund Manager Agreement between the Company and the AIFM provides that the AIFM shall manage the Company in accordance with the Articles of Association, this Prospectus and the terms of the Company's authorisation by the Central Bank. The Alternative Investment Fund Manager Agreement shall continue in force until terminated by either party on 90 days' notice in writing to the other party. Notwithstanding the foregoing, either party may at any time terminate the Alternative Investment Fund Manager Agreement (a) in the event that either party go into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation upon terms previously approved in writing by the first-mentioned party) or are unable to pay its debts or commit any act of bankruptcy under applicable law or if a receiver is appointed over any of the assets of such party or if some event having an equivalent effect occurs; (b) in the event that either party ceases to be permitted to perform its duties under any applicable laws or regulations; (c) in the event that either party commit any material breach of the Alternative Investment Fund Manager Agreement and shall not have remedied such breach (if capable of remedy) within 30 days of notice requiring the same to be remedied; or (d) in the event that an examiner, administrator or similar person is appointed to either party.

The AIFM shall be liable to the Company for any losses, liabilities, actions, proceedings, claims, costs and expenses sustained by reason of its negligence, wilful default, fraud, bad faith or recklessness in respect of its obligations and duties under the Alternative Investment Fund Manager Agreement.

The Company shall indemnify and hold harmless the AIFM and each of its directors, officers and authorised agents against all or any losses (including without limitation reasonable legal fees and expenses) arising from the breach of the Alternative Investment Fund Manager Agreement by the Company in the performance of its duties or which otherwise may be suffered or incurred by the AIFM in the performance of its duties save where such losses arise due to the negligence, fraud, bad faith, willful default or recklessness of the AIFM, its directors, officers or authorised agents.

To cover potential professional liability risks resulting from its activities as an AIFM, the AIFM shall maintain appropriate professional indemnity insurance against liability arising from professional negligence in accordance with the requirements of AIFMD which is appropriate to the risks covered.

The directors of the AIFM are Peter Wilby, David Scott, Paul Timlin, Vincent Dodd, Carol Mahon, George Aylward, Michael Angerthal and Rick Smirl. Peter Wilby, Vincent Dodd, George Aylward and Michael Angerthal are directors of both the AIFM and the Company with their biographies set out in the section titled "The Board of Directors" above.

The biographies of David Scott, Paul Timlin, Carol Mahon and Rick Smirl are as follows:

Carol Mahon is an Irish resident. Ms. Mahon is an experienced director and currently acts as Executive and Non-Executive Director on a variety of boards, including for a Non-profit Organisation. Previously Ms. Mahon was the Head of Office of Hermes Fund Managers Ireland Limited (including its European branches) from November 2018 until April 2021. Prior to joining Federated Hermes, Ms. Mahon was the Chief Executive Officer for FIL Life Insurance (Ireland) Limited from March 2013 and Executive Director for FIL Fund Management (Ireland) Limited from January 2004. Before joining the Fidelity International Group in 2000, Ms. Mahon held a number of positions within MeesPierson Fund Services (Dublin) Limited. Ms. Mahon acted as a director (PCF 1 and 2) for a number of companies within the Federated Hermes and Fidelity Groups, including corporate entities and funds (UCITS and AIFs). Ms. Mahon holds a degree in Economics and German from University College Dublin, a diploma and certificate in Financial Services and a Masters of Business Administration from UCD Michael Smurfit Graduate Business School and has successfully completed the Certified Investment Fund Director programme.

David Scott is a UK resident. He is a Senior Portfolio Manager of the Investment Manager. Prior to joining the Investment Manager he was Managing Director of Citigroup Asset Management Ltd responsible for traditional global bond products and a member of the Investment Policy Committee at Salomon Brothers Asset Management Limited. Mr. Scott was also previously employed at JP Morgan Investment Management and Mercury Asset Management.

Paul Timlin is a UK resident. He is a Chartered Financial Analyst. He is the Head of International Business Development for Virtus and serves as Chief Executive Officer of the Sub-Investment Manager. Previously, he was Managing Director of Citigroup Asset Management Ltd responsible for institutional business in Europe from November 1999 to March 2006. Mr. Timlin was also a Director of business development in Europe for Barclays Global Investors, London from 1996 to 1999 responsible for institutional business in Switzerland. Mr. Timlin was previously an executive of Barclays de Zoette Wedd, Milan and a corporate banking executive with Barclays Bank, Edinburgh.

Rick Smirl is a U.S. resident. Mr. Smirl is executive vice president and chief operating officer of Virtus, and a member of the senior management team. He leads product management, oversight and development activities as well as investment operations and information technology. He also works closely with the company's affiliated managers and unaffiliated subadvisers to support the continued growth of the business by developing and introducing new products and further optimizing business support services. Mr. Smirl joined Virtus in 2021 from Russell Investments, where he was COO and oversaw all facets of the company's global operations. Prior to Russell Investments, he was COO at William Blair Investment Management, where he led the firm's operations, product development, fund services, finance, business analysis, risk management, and technology teams. He joined William Blair Investment Management as chief legal counsel after serving as chief legal officer at Strong Capital Management. He began his career as an attorney specializing in securities law. Mr. Smirl holds a bachelor's degree in economics from the University of California at Irvine and a J.D. from Loyola Law School in Los Angeles.

The Company Secretary of the AIFM is Dechert Secretarial Limited, Second Floor, 5 Earlsfort Terrace, Dublin D02 CK83, Ireland.

Remuneration policies and procedures

The AIFM has established, implemented and maintains a remuneration policy which meets the requirements of, and complies with the principles set out in, Schedule 2 of the AIFMD Regulations and the ESMA Remuneration Guidelines, ESMA/2013/201 (the "Remuneration Guidelines").

The AIFM's remuneration policy applies to staff whose professional activities might have a material impact on the Company's risk profile and so covers senior management, risk takers, control functions and any employees receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers and whose professional activities have a material impact on the risk profile of the Company. The AIFM's remuneration policy is accordingly consistent with, and promotes, sound and effective risk management and does not encourage risk-taking which is inconsistent with the risk profile of the Company.

Consistent with the principal of proportionality referred to in Part VII of the Remuneration Guidelines the payout process requirements in the Remuneration Guidelines have been disapplied in the Company's remuneration policies. This disapplication has been made following assessment by the AIFM of each of the payout process requirements and takes account of specific facts applicable to the AIFM and is appropriate to the AIFM's size, internal organisation and the nature, scope and complexity of its activities.

The Investment Manager and Distributor

The Investment Manager is organised in Delaware, U.S.A. and is authorised and regulated by the Securities and Exchange Commission. The principal activity of the Investment Manager is the provision of investment management services.

Prior to July 1, 2022 Stone Harbor was the Company's appointed investment manager. Stone Harbor was acquired by Virtus as of 1 January 2022 and, on July 1, 2022, Virtus merged its three fixed income advisers, including Stone Harbor, Newfleet and Seix Investment Advisors LLC, (each a "Division" of the Investment Manager) into a single legal entity, namely the Investment Manager. Each Division operates as a separate, independent and autonomous division of the Investment Manager. Each Division maintains distinct investment processes and philosophies, portfolio management teams, investment cultures and brands. Newfleet is responsible for the portfolio management of the Multi-Sector Portfolios, the High Yield Portfolios and the Opportunistic Portfolios other than the Opportunistic Emerging Markets Debt Portfolios on behalf of the Investment Manager. Stone Harbor is responsible for the portfolio management of the Emerging Markets Debt Portfolios and the Opportunistic Emerging Markets Debt Portfolios on behalf of the Investment Manager.

The terms relating to the appointment of the Investment Manager are set out in the Delegated Investment Management Agreement between the AIFM and the Investment Manager. The Delegated Investment Management Agreement provides that the Investment Manager shall provide the AIFM with day-to-day investment management, advisory and certain other services in relation to the assets of the Funds. The Investment Manager is also appointed to act as a non-exclusive distributor of the Shares.

The AIFM shall indemnify and keep indemnified and hold harmless the Investment Manager and each of its directors, officers, servants, employees, agents and appointees from and against any and all actions, proceedings, claims, demands, losses, damages, costs and expenses (including legal and professional fees and expenses) which may be made or brought against or directly or indirectly suffered or incurred by the Investment Manager in the performance or non-performance of its obligations or duties hereunder but excluding tax on the overall income or profits of the Investment Manager save to the extent that such actions, proceedings, claims, demands, losses, damages, costs and expenses are attributable to the fraud, bad faith, negligence, wilful default or recklessness in the performance or non-performance by the Investment Manager or its delegates by it of its obligations or duties pursuant to the Delegated Investment Management Agreement.

The term of the Delegated Investment Management Agreement will automatically renew for successive one year terms unless notice of non-renewal is delivered by the non-renewing party to the other party six calendar months prior to the expiration of the initial term or relevant renewal term. The Investment Manager shall be entitled to resign its appointment under the Delegated Investment Management Agreement at any time by notice in writing if (a) the AIFM or the Company goes into liquidation (except a voluntary liquidation for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the Investment Manager) or is unable to pay its debts or commit an act of bankruptcy under the laws of its incorporation or if a receiver is appointed over any of the assets of the AIFM or the Company, or if an examiner, distributor or similar officer is appointed to the AIFM or the Company or if the AIFM or the Company is dissolved or if any event having an equivalent effect occurs; or (b) if the AIFM commits any material breach of its obligations under the Delegated Investment Management Agreement and (if such breach is capable of remedy) fails within ten days' of receipt of notice served by the Investment Manager requiring it so to do to make good such breach. The AIFM may terminate the appointment of the Investment Manager at any time by notice in writing if (a) the Investment Manager goes into liquidation (except a voluntary liquidation for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the AIFM) or is unable to pay its debts or commits an act of bankruptcy under the laws of its incorporation or if a receiver is appointed over any of the assets of the Investment Manager or if an examiner, administrator or similar officer is appointed to the Investment Manager or if the Investment Manager is dissolved or if any event having an equivalent effect occurs; or (b) the Investment Manager commits any material breach of its obligations under the Delegated Investment Management Agreement and (if such breach shall be capable of remedy) fails within ten days of receipt of notice served by the AIFM requiring it so to do to make good such breach; or (c) the termination of the appointment of the Investment Manager is otherwise determined by the AIFM to be in the best interests of the Shareholders.

The Sub-Investment Manager

The Sub-Investment Manager is organised in the United Kingdom as a Limited Liability Partnership and is authorised to provide investment advisory services by the UK Financial Conduct Authority. The principal activity of the Sub-Investment Manager is the provision of investment management services.

The Sub-Investment Manager is appointed as sub-investment manager of all of the Funds.

The Administrator

The Company has appointed BNY Mellon Fund Services (Ireland) Designated Activity Company to act as administrator, registrar and transfer agent of the Company with responsibility for performing the day to day administration of the Company including the calculation of the Net Asset Value and the Net Asset Value per Share of each Fund. The Administrator was incorporated as a private limited company in Ireland on 31st May 1994 and was subsequently converted to a designated activity company on 27th January 2016 under the Companies Act 2014 (as amended). The Administrator is engaged in the provision of fund administration, accounting, registration, transfer agency and related shareholders services to collective investment schemes and investment funds. The Administrator is authorised by the Central Bank under the Investment Intermediaries Act, 1995.

The Administration Agreement provides that it will continue in force unless and until terminated by the Company or the Administrator giving to the other of them not less than 90 days' written notice although in certain circumstances the agreement may be terminated immediately by either party. Under this agreement the Administrator shall carry out its duties and obligations and exercise its powers and discretions under the agreement using its reasonable endeavours and applying the level of due skill, care and expertise that is expected of a professional administrator.

The Administrator shall not be liable for any loss of any nature whatsoever suffered by the Company, any Fund or the Shareholders in connection with the performance of its obligations under the Administration Agreement, or its improper performance of them, except where that loss results directly from negligence, bad faith, fraud, wilful default or recklessness on the part of the Administrator in the performance or non-performance of its duties or obligations pursuant to the Administration Agreement. Notwithstanding any other provision of the agreement, the Administrator shall not be liable for any indirect, special or consequential loss howsoever arising out of or in connection with this Agreement.

The Company shall indemnify the Administrator against all actions, proceedings and claims (including claims of any person purporting to be the beneficial owner of any part of the investments or shares) and against all costs, demands and expenses (including legal and professional expenses) arising therefrom which may be brought against, suffered or incurred by the Administrator, in the performance or non-performance of its obligations and duties hereunder and from and against all taxes on profits or gains of the Company which may be assessed upon or become payable by the Administrator provided that such indemnity shall not be given where the Administrator, its delegates, servants or agents is or are guilty of negligence, bad faith, fraud, wilful default, or recklessness in the performance or non- performance of its or their duties under the Agreement.

The Depositary

The Company has appointed The Bank of New York Mellon SA/NV, Dublin branch to act as depositary of the Company's assets of the Company's assets pursuant to the Depositary Agreement.

The Depositary is a limited liability company established in Belgium on 30 September 2008. The principal activity of the Depositary is asset servicing, which is provided to both third party and to internal clients within The Bank of New York Mellon group. The Depositary is regulated and supervised as a significant credit institution by the European Central Bank (ECB) and the National Bank of Belgium (NBB) for prudential matters and under the supervision of the Belgian Financial Services and Markets Authority (FSMA) for conduct of business rules. It is regulated by the Central Bank of Ireland for conduct of business rules.

Both the Administrator and the Depositary are wholly-owned indirect subsidiaries of The Bank of New York Mellon Corporation. BNY Mellon is a global financial services company focused on helping clients manage and service their financial assets, operating in 35 countries and serving more than 100 markets. BNY Mellon is a leading provider of financial services for institutions, corporations and high-net-worth individuals, providing superior asset management and wealth management, asset servicing, issuer services, clearing services and treasury services through a worldwide client-focused team. As at 31 March 2023, it had US$46.6 trillion in assets under custody and administration and US$1.9 trillion in assets under management.

The Depositary's principal duties under the Regulations are as follows:

1. ensuring that the Funds' cash flows are properly monitored;

2. safekeeping of the Funds' assets, including, inter alia, verification of ownership;

3. ensuring that the issue, redemption, cancellation and valuation of Shares are carried out in accordance with the Instrument of Incorporation and applicable law, rules and regulations;

4. ensuring that in transactions involving the Funds' assets, any consideration is remitted to the relevant Fund within the usual time limits;

5. ensuring that the Funds' income is applied in accordance with the Instrument of Incorporation, applicable law, rules and regulations; and

6. carrying out instructions of the Company unless they conflict with the Instrument of Incorporation or applicable law, rules and regulations.

The Depositary is also obliged to enquire into the conduct of the Company in each financial year and report thereon to the Shareholders.

Under the terms of the Depositary Agreement, the Depositary may delegate its safekeeping obligations provided that (i) the services are not delegated with the intention of avoiding the requirements of the Regulations, (ii) the Depositary can demonstrate that there is an objective reason for the delegation and (iii) the Depositary has exercised all due skill, care and diligence in the selection and appointment of any third party to whom it wants to delegate parts of the services, and keeps exercising all due skill, care and diligence in the periodic review and ongoing monitoring of any third party to whom it has delegated parts of its safekeeping services and of the arrangements of the third party in respect of the matters delegated to it. The liability of the Depositary will not be affected by virtue of any such delegation.

From time to time, conflicts may arise between the Depositary, and persons to whom it has delegated safekeeping duties, for example where an appointed delegate or sub-delegate is an affiliated group company which receives remuneration for another safekeeping service it provides to the Company.

The Depositary and/or its affiliates may receive fees for settlement and administrative services provided to collective investment schemes (including money market funds) units or shares of which the Depositary and/or its affiliates may subscribe for on behalf of the Company. The Depositary and/or its affiliates shall not be liable to account to the relevant Fund for any profits or benefits made or derived by or in connection with any such subscription.

In the event of any potential conflict of interest which may arise during the normal course of business, the Depositary will have regard to applicable laws.

Up-to-date information on identity of the Depositary, the Depositary's duties, delegations and sub-delegations and related conflicts of interest may be requested from the Depositary by Shareholders.

The Depositary is liable to the Company and the Shareholders for the loss by the Depositary or a third party to whom the safekeeping of financial instruments held in custody has been delegated. In the case of such a loss of a financial instrument held in custody, the Depositary shall return a financial instrument of identical type or the corresponding amount to the Company or the Manager acting on behalf of the Company without undue delay. The Depositary shall not liable if it can prove that the loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

The Depositary Agreement provides that it will continue in force unless and until terminated by either party giving not less than 90 days' prior written notice to the other, although termination may be immediate in certain circumstances provided that the Depositary's appointment may not be terminated nor may the Depositary retire from its appointment unless a replacement has been approved by the Central Bank or the authorisation of the Company has been revoked by the Central Bank.

Shareholders of the Company may, directly or indirectly through the Company, invoke claims relating to the liability of its Depositary regardless of the legal nature between the Depositary, the Company and Shareholders provided that the right of Shareholders to invoke the liability of the Depositary should not lead to a duplication of redress or to unequal treatment of Shareholders.

Sub-custodians

The Depositary has delegated the safekeeping of certain assets of the Funds to its global sub-custodian State Street Bank and Trust Company. Further details in relation to the sub-custodians appointed by the

Depositary are available upon request from the Depositary. Please see the section below entitled "Conflicts of Interest" for a description of the conflicts of interest that may arise from such delegation.

Shareholders' Rights under Service Provider Agreements

Shareholders generally do not have a direct ability to enforce provisions of the agreements negotiated with the Company's service providers.

The Auditor

PricewaterhouseCoopers has been appointed as the auditor of the Company. The role of the auditor is to provide an opinion that the audited financial statements of the Company provide a true and fair view of the assets and liabilities of the Company in accordance with applicable accounting and auditing standards.

TAXATION

The following is a general summary of the main Irish tax considerations applicable to the Company and certain investors in the Company who are the beneficial owners of Shares in the Company. It does not purport to deal with all of the tax consequences applicable to the Company or to all categories of investors, some of whom may be subject to special rules. For instance, it does not address the tax position of Shareholders whose acquisition of Shares in the Company would be regarded as a shareholding in a Personal Portfolio Investment Undertaking (PPIU). Accordingly, its applicability will depend on the particular circumstances of each Shareholder. It does not constitute tax advice and Shareholders and potential investors are advised to consult their professional advisors concerning possible taxation or other consequences of purchasing, holding, selling, converting or otherwise disposing of the Shares under the laws of their country of incorporation, establishment, citizenship, residence or domicile, and in the light of their particular circumstances.

The following statements on taxation are based on advice received by the Directors regarding the law and practice in force in Ireland at the date of this document. Legislative, administrative or judicial changes may modify the tax consequences described below and as is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment is made will endure indefinitely.

Taxation of the Company

The Directors have been advised that, under current Irish law and practice, the Company qualifies as an investment undertaking for the purposes of Section 739B of the TC, so long as the Company is resident in Ireland. Accordingly, it is generally not chargeable to Irish tax on its income and gains.

Chargeable Event

However, Irish tax can arise on the happening of a "**chargeable event**" in the Company. A chargeable event includes any payments of distributions to Shareholders, any encashment, repurchase, redemption, cancellation or transfer of Shares and any deemed disposal of Shares as described below for Irish tax purposes arising as a result of holding Shares in the Company for a period of eight years or more. Where a chargeable event occurs, the Company is required to account for the Irish tax thereon.

No Irish tax will arise in respect of a chargeable event where:

(a) the Shareholder is neither resident nor ordinarily resident in Ireland ("**Non-Irish Resident**") and it (or an intermediary acting on its behalf) has made the necessary declaration to that effect and the

Company is not in possession of any information which would reasonably suggest that the information contained in the declaration is not, or is no longer, materially correct; or

(b) the Shareholder is Non-Irish Resident and has confirmed that to the Company and the Company is in possession of written notice of approval from the Revenue Commissioners to the effect that the requirement to provide the necessary declaration of non-residence has been complied with in respect of the Shareholder and the approval has not been withdrawn; or

(c) the Shareholder is an Exempt Irish Resident as defined below.

A reference to "**intermediary**" means an intermediary within the meaning of Section 739B(1) of the TCA, being a person who (a) carries on a business which consists of, or includes, the receipt of payments from an investment undertaking on behalf of other persons; or (b) holds units in an investment undertaking on behalf of other persons.

In the absence of a signed and completed declaration or written notice of approval from the Revenue Commissioners, as applicable, being in the possession of the Company at the relevant time there is a presumption that the Shareholder is resident or ordinarily resident in Ireland ("**Irish Resident**") or is not an Exempt Irish Resident and a charge to tax arises.

A chargeable event does not include:

- any transactions (which might otherwise be a chargeable event) in relation to, or in respect of, Shares held in a recognised clearing system as designated by order of the Revenue Commissioners of Ireland; or
- a transfer of Shares between spouses/civil partners and any transfer of Shares between spouses/civil partners or former spouses/civil partners on the occasion of judicial separation, decree of dissolution and/or divorce, as appropriate; or
- an exchange by a Shareholder, effected by way of arm's length bargain where no payment is made to the Shareholder, of Shares in the Company for other Shares in the Company; or
- an exchange of Shares arising on a qualifying amalgamation or reconstruction (within the meaning of Section 739H of the TCA) of the Company with another investment undertaking.

If the Company becomes liable to account for tax on a chargeable event, the Company shall be entitled to deduct from the payment arising on that chargeable event an amount equal to the appropriate tax and/or, where applicable, to repurchase and cancel such number of Shares held by the Shareholder as is required to meet the amount of tax. The relevant Shareholder shall indemnify and keep the Company indemnified against loss arising to the Company by reason of the Company becoming liable to account for tax on the happening of a chargeable event.

Deemed Disposals

The Company may elect not to account for Irish tax in respect of deemed disposals in certain circumstances. Where the total value of Shares in a Fund held by Shareholders who are Irish Resident and, who are not Exempt Irish Residents as defined below, is 10% or more of the Net Asset Value of the Fund, the Company will be liable to account for the tax arising on a deemed disposal in respect of Shares in that Fund as set out below. However, where the total value of Shares in the Fund held by such Shareholders is less than 10% of the Net Asset Value of the Fund, the Company may, and it is expected that the Company will, elect not to account for tax on the deemed disposal. In this instance, the Company will notify relevant Shareholders that it has made such an election and those Shareholders will be obliged to account for the tax arising under the self-assessment system themselves. Further details of this are set out below under the heading "Taxation of Irish Resident Shareholders".

Irish Courts Service

Where Shares are held by the Irish Courts Service the Company is not required to account for Irish tax on a chargeable event in respect of those Shares. Rather, where money under the control or subject to the order of any Court is applied to acquire Shares in the Company, the Courts Service assumes, in respect of the Shares acquired, the responsibilities of the Company to, inter alia, account for tax in respect of chargeable events and file returns.

Exempt Irish Resident Shareholders

The Company will not be required to deduct tax in respect of the following categories of Irish Resident Shareholders, provided the Company has in its possession the necessary declarations from those persons (or an intermediary acting on their behalf) and the Company is not in possession of any information which would reasonably suggest that the information contained in the declarations is not, or is no longer, materially correct. A Shareholder who comes within any of the categories listed below and who (directly or through an intermediary) has provided the necessary declaration to the Company is referred to herein as an "**Exempt Irish Resident**":

(a) a pension scheme which is an exempt approved scheme within the meaning of Section 774 of the TCA, or a retirement annuity contract or a trust scheme to which Section 784 or Section 785 of the TCA, applies;

(b) a company carrying on life business within the meaning of Section 706 of the TCA;

(c) an investment undertaking within the meaning of Section 739B(1) of the TCA, or

(d) an investment limited partnership within the meaning of Section 739J of the TCA;

(e) a special investment scheme within the meaning of Section 737 of the TCA;

(f) a charity being a person referred to in Section 739D(6)(f)(i) of the TCA;

(g) a qualifying management company within the meaning of Section 739B(1) of the TCA;

(h) a unit trust to which Section 731(5)(a) of the TCA applies;

(i) a person who is entitled to exemption from income tax and capital gains tax under Section 784A(2) of the TCA where the Shares held are assets of an approved retirement fund or an approved minimum retirement fund;

(j) a person who is entitled to exemption from income tax and capital gains tax by virtue of Section 787I of the TCA, and the Shares are assets of a PRSA;

(k) a credit union within the meaning of Section 2 of the Credit Union Act, 1997;

(l) the National Asset Management Agency;

(m) the National Asset Treasury Management Agency a Fund investment vehicle (within the meaning of section 37 of the National Treasury Management Agency (Amendment) Act 2014) of which the

Minister of Finance of Ireland is the sole beneficial owner or Ireland acting through the National Treasure Management Agency;

(n) the Motor Insurers' Bureau of Ireland in respect of an investment made by it of moneys paid to the Motor Insurers Insolvency Compensation Fund under the Insurance Act 1964 (amended by the Insurance (Amendment) Act 2018), and the Motor Insurers' Bureau of Ireland;

(o) a company within the charge to corporation tax in accordance with Section 110(2) of the TCA (securitisation companies);

(p) in certain circumstances, a company within the charge to corporation tax in respect of payments made to it by the Company; or

(q) any other person who is resident or ordinarily resident in Ireland who may be permitted to own Shares under taxation legislation or by written practice or concession of the Revenue Commissioners without giving rise to a charge to tax in the Company or jeopardising the tax exemptions associated with the Company.

There is no provision for any refund of tax to Shareholders who are Exempt Irish Residents where tax has been deducted in the absence of the necessary declaration. A refund of tax may only be made to corporate Shareholders who are within the charge to Irish corporation tax.

Exempt Irish Resident Shareholders may be subject to Irish taxes on income or gains from their Shares under the self-assessment system of taxation depending on their own specific circumstances.

Taxation of Non-Irish Resident Shareholders

Non-Irish Resident Shareholders who (directly or through an intermediary) have made the necessary declaration of non-residence in Ireland, where required, are not liable to Irish tax on the income or gains arising to them from their investment in the Company and no tax will be deducted on distributions from the Company or payments by the Company in respect of an encashment, repurchase, redemption, cancellation or other disposal of their investment. Such Shareholders are generally not liable to Irish tax in respect of income or gains made from holding or disposing of Shares except where the Shares are attributable to an Irish branch or agency of such Shareholder.

Unless the Company is in possession of written notice of approval from the Revenue Commissioners to the effect that the requirement to provide the necessary declaration of non-residence has been complied with in respect of the Shareholder and the approval has not been withdrawn, in the event that a non-resident Shareholder (or an intermediary acting on its behalf) fails to make the necessary declaration of non-residence, tax will be deducted as described above on the happening of a chargeable event and notwithstanding that the Shareholder is not resident or ordinarily resident in Ireland any such tax deducted will generally not be refundable.

Where a Non-Irish Resident company holds Shares in the Company which are attributable to an Irish branch or agency, it will be liable to Irish corporation tax in respect of income and capital distributions it receives from the Company under the self assessment system.

Taxation of Irish Resident Shareholders

Deduction of Tax

Tax will be deducted and remitted to the Revenue Commissioners by the Company from any distributions made by the Company to an Irish Resident Shareholder who is not an Exempt Irish Resident at the rate of 41%.

Tax will also be deducted by the Company and remitted to the Revenue Commissioners from any gain arising on an encashment, repurchase, redemption, cancellation or other disposal of Shares by such a Shareholder at the rate of 41%. Any gain will be computed as the difference between the value of the Shareholder's investment in the Company at the date of the chargeable event and the original cost of the investment as calculated under special rules.

Where the Shareholder is an Irish resident company and the Company is in possession of a relevant declaration from the Shareholder that it is a company and which includes the company's tax reference number, tax will be deducted by the Company from any distributions made by the Company to the Shareholder and from any gains arising on an encashment, repurchase, redemption, cancellation or other disposal of shares by the Shareholder at the rate of 25%.

Deemed Disposals

Tax will also be deducted by the Company and remitted to the Revenue Commissioners in respect of any deemed disposal where the total value of Shares in a Fund held by Irish Resident Shareholders who are not Exempt Irish Residents is 10% or more of the Net Asset Value of the Fund. A deemed disposal will occur on each and every eighth anniversary of the acquisition of Shares in the Fund by such Shareholders. The deemed gain will generally be calculated as the difference between the value of the Shares held by the Shareholder on the relevant eighth year anniversary or, as described below where the Company so elects, the value of the Shares on the later of the 30 June or 31 December prior to the date of the deemed disposal and the relevant cost of those Shares. The excess arising will be taxable at the rate of 41% (or in the case of Irish resident corporate Shareholders where a relevant declaration has been made, at the rate of 25%). Tax paid on a deemed disposal should be creditable against the tax liability on an actual disposal of those Shares.

Where the Company is obliged to account for tax on deemed disposals it is expected that the Company will elect to calculate any gain arising for Irish Resident Shareholders who are not Exempt Irish Residents by reference to the Net Asset Value of the relevant Fund on the later of the 30 June or 31 December prior to the date of the deemed disposal, in lieu of the value of the Shares on the relevant eight year anniversary.

The Company may elect not to account for tax arising on a deemed disposal where the total value of Shares in the relevant Fund held by Irish Resident Shareholders who are not Exempt Irish Residents is less than 10% of the Net Asset Value of the Fund. In this case, such Shareholders will be obliged to account for the tax arising on the deemed disposal under the self assessment system themselves. The deemed gain will be calculated as the difference between the value of the Shares held by the Shareholder on the relevant eighth year anniversary and the relevant cost of those Shares. The excess arising will be regarded as an amount taxable under Case IV of Schedule D and will be subject to tax where the Shareholder is a company, at the rate of 25%, and where the Shareholder is not a company, at the rate of 41%. Tax paid on a deemed disposal should be creditable against the tax payable on an actual disposal of those Shares.

Residual Irish Tax Liability

Corporate Shareholders resident in Ireland which receive payments from which tax has been deducted will be treated as having received an annual payment chargeable to tax under Case IV of Schedule D from which tax at the rate of 25% (or 41% if no declaration has been made) has been deducted. Subject to the comments below concerning tax on a currency gain, in general, such Shareholders will not be subject to further Irish tax on payments received in respect of their holding from which tax has been deducted. A corporate Shareholder resident in Ireland which holds the Shares in connection with a trade will be taxable on any income or gains received from the Company as part of that trade with a set-off against corporation tax payable for any tax deducted from those payments by the Company. In practice, where tax at a rate higher than 25% has been deducted from payments to a corporate Shareholder resident in Ireland, a credit of the excess tax deducted over the higher corporation tax rate of 25% should be available.

Subject to the comments below concerning tax on a currency gain, in general, non-corporate Irish Resident Shareholders will not be subject to further Irish tax on income arising on the Shares or gains made on disposal of the Shares, where the appropriate tax has been deducted by the Company from distributions paid to them.

Where a currency gain is made by a Shareholder on the disposal of Shares, the Shareholder will be liable to capital gains tax, currently at the rate of 33%, in respect of that gain in the year/s of assessment in which the Shares are disposed of.

Any Irish Resident Shareholder who is not an Exempt Irish Resident and who receives a distribution from which tax has not been deducted or who receives a gain on an encashment, repurchase, redemption, cancellation or other disposal from which tax has not been deducted, (for example, because the Shares are held in a recognised clearing system) will be liable to account for income tax or corporation tax as the case may be on the payment of on the amount of the gain under the self-assessment system and in particular, Part 41A of the TCA.

Pursuant to Section 891C of the TCA and the Return of Values (Investment Undertakings) Regulations 2013, the Company is obliged to report certain details in relation to Shares held by investors to the Revenue Commissioners on an annual basis. The details to be reported include the name, address and date of birth if on record of, and the investment number associated with and the value of the Shares held by, a Shareholder. In respect of Shares acquired on or after 1 January 2014, the details to be reported also include the tax reference number of the Shareholder (being an Irish tax reference number or VAT registration number, or in the case of an individual, the individual's PPS number) or, in the absence of a tax reference number, a marker indicating that this was not provided. These provisions do not require details to be reported in respect of Shareholders who are:

- Exempt Irish Residents (as defined above);
- Shareholders who are neither Irish Resident nor ordinarily resident in Ireland (provided the relevant declaration has been made); or
- Shareholders whose Shares are held in a recognised clearing system.

However, all investors should note the section entitled "The Common Reporting Standard" for information gathering and reporting requirements to which the Company is subject.

Overseas Dividends

Dividends (if any) and interest which the Company receives with respect to investments (other than securities of Irish issuers) may be subject to taxes, including withholding taxes, in the countries in which the issuers of the investments are located. It is not known whether the Company will be able to benefit from reduced rates of withholding tax under the provisions of the double tax treaties which Ireland has entered into with various countries.

However, in the event that the Company receives any repayment of withholding tax suffered, the Net Asset Value of the relevant Fund will not be restated and the benefit of any repayment will be allocated to the then existing Shareholders rateably at the time of such repayment.

Stamp Duty

On the basis that the Company qualifies as an investment undertaking within the meaning of Section

739B of the TCA, generally, no stamp duty will be payable in Ireland on the issue, transfer, repurchase or redemption of Shares in the Company. However, where any subscription for or redemption of Shares is satisfied by an in-kind or in specie transfer of Irish securities or other Irish property, Irish stamp duty might arise on the transfer of such securities or properties.

No Irish stamp duty will be payable by the Company on the conveyance or transfer of stock or marketable securities of a company not registered in Ireland, provided that the conveyance or transfer does not relate to any immovable property situated in Ireland or any right over or interest in such property, or to any stocks or marketable securities of a company (other than a company which is an investment undertaking within the meaning of Section 739B of the TCA or a qualifying company within the meaning of Section 110 of the TCA) which is registered in Ireland.

Capital Acquisitions Tax

The disposal of Shares by a Shareholder is not liable to Capital Acquisitions Tax provided that (a) at the date of the gift or inheritance, the done or successor is neither domiciled nor ordinarily resident in Ireland; (b) at the date of the disposition, either the Shareholder disposing of the Shares is neither domiciled nor ordinarily resident in Ireland or the disposition is not subject to Irish law; and (c) the Shares are comprised in the gift or inheritance at the date of such gift or inheritance and at the valuation date.

Residence

In general, investors in the Company will be either individuals, corporate entities or trusts. Under Irish rules, both individuals and trusts may be resident or ordinarily resident. The concept of ordinary residence does not apply to corporate entities.

Individual Investors

Test of Residence

An individual will be regarded as resident in Ireland for a particular tax year if the individual is present in Ireland: (1) for a period of at least 183 days in any one tax year; or (2) for a period of at least 280 days in any two consecutive tax years, provided that the individual is resident in Ireland for at least 31 days in each tax year. In determining days present in Ireland, an individual is deemed to be present if he / she is present in the country at any time during the day.

If an individual is not resident in Ireland in a particular tax year the individual may, in certain circumstances, elect to be treated as resident.

Test of Ordinary Residence

If an individual has been resident for the three previous tax years then the individual will be deemed "ordinarily resident" from the start of the fourth year. An individual will remain ordinarily resident in Ireland until the individual has been non-resident for three consecutive tax years.

Trust Investors

A trust will generally be regarded as resident in Ireland where all of the trustees are resident in Ireland. Trustees are advised to seek specific tax advice if they are in doubt as to whether the trust is resident in Ireland.

Corporate Investors

A company will be resident in Ireland if its central management and control is in Ireland or (in certain circumstances) if it is incorporated in Ireland. For Ireland to be treated as the location of a company's central management and control this typically means Ireland is the location where all fundamental policy decisions of the company are made.

All companies incorporated in Ireland are resident in Ireland for tax purposes except where:

> the company is regarded as resident in a country other than Ireland and not resident in Ireland under a double taxation agreement between Ireland and that other country.

Automatic Exchange of Information

Irish reporting financial institutions, such as the Company, have reporting obligations in respect of certain investors under FATCA as implemented pursuant to the Ireland – US intergovernmental agreement and/or the OECD's Common Reporting Standard (see below).

Shareholders can obtain more information on the Company's tax reporting obligations on the website of the Irish Revenue Commissioners (which is available at: http://www.revenue.ie/en/business/aeoi/index.html) or the following link in the case of CRS only: http://www.oecd.org/tax/automatic-exchange/.

FATCA

The Company is required to comply with the U.S. reporting and withholding requirements "Foreign Account Tax Compliance Act" provisions ("FATCA"), and the Intergovernmental Agreement ("IGA") entered into by Ireland and the US in this context.

The IGA provides for the automatic reporting and exchange of information in relation to accounts held in Irish "financial institutions" by U.S. persons and the reciprocal exchange of information regarding U.S. financial accounts held by Irish Residents. The Company will be subject to these rules. Complying with such requirements will require the Company to request and obtain certain information and documentation from its Shareholders, other account holders and (where applicable) the beneficial owners of its Shareholders and to provide any information and documentation indicating direct or indirect ownership by U.S. persons to the competent authorities in Ireland. Shareholders and other account holders will be required to comply with these requirements, and non-complying Shareholders may be subject to compulsory redemption and/or U.S withholding tax of 30% on withholdable payments and/or other monetary penalties.

The IGA provides that Irish financial institutions will report to the Revenue Commissioners in respect of U.S. account-holders and, in exchange, U.S. financial institutions will be required to report to the IRS in respect of any Irish resident account-holders. The two tax authorities will then automatically exchange this information on an annual basis.

The Company (and/or any of its duly appointed agents) shall be entitled to require Shareholders to provide information regarding their tax status, identity or residency in order to satisfy any reporting requirements which the Company may have as a result of the IGA or any legislation promulgated in connection with the IGA and Shareholders will be deemed, by their subscription for or holding of Shares to have authorised the automatic disclosure of such information by the Company or any other person to the relevant tax authorities.

Common Reporting Standard

The Common Reporting Standard ("CRS") is a global OECD tax information exchange initiative aimed at encouraging a coordinated approach to disclosure of income earned by individuals and organisations. The main objective of the CRS is to provide for the annual automatic exchange of certain financial account information between relevant tax authorities of participating jurisdictions. Ireland has provided for the implementation of CRS through Sections 891C and 891G of the TCA and the enactment of the CRS Regulations.

Accordingly, the Company is required to collect and provide certain information to the Revenue Commissioners about tax arrangements of Shareholders (and, in particular situations, in relation to relevant Controlling Persons of such Shareholders). 'Controlling Persons' for these purposes generally means the natural persons who exercise control over an entity. The Company, or a person appointed by the Company, will request and obtain the relevant information required under CRS from its Shareholders or beneficial owners of any such account holders. The Company, or a person appointed by the Company, will report the information required to the Revenue Commissioners by 30 June in the year following the year of assessment for which a return is due. The Revenue Commissioners will share the appropriate information with the relevant tax authorities in participating jurisdictions.

Disposal of Shares and Irish Capital Acquisitions Tax

(a) **Persons Domiciled or Ordinarily Resident in Ireland**

The disposal of Shares by means of a gift or inheritance made by a disponer domiciled or ordinarily resident in Ireland or received by a beneficiary domiciled or ordinarily resident in Ireland may give rise to a charge to Irish Capital Acquisitions Tax for the beneficiary of such a gift or inheritance with respect to those Shares.

(b) **Persons Not Domiciled or Ordinarily Resident in Ireland**

On the basis that the Company qualifies as an investment undertaking within the meaning of Section 739B of the TCA, the disposal of Shares will not be within the charge to Irish Capital Acquisitions Tax provided that;

- the Shares are comprised in the gift or inheritance at the date of the gift or inheritance and at the valuation date;
- the donor is not domiciled or ordinarily resident in Ireland at the date of the disposition; and

- the beneficiary is not domiciled or ordinarily resident in Ireland at the date of the gift or inheritance.

U.S. Tax Considerations

The Foreign Account Tax Compliance provisions of the Hiring Incentives to Restore Employment Act ("FATCA") generally impose a U.S. federal reporting and withholding tax regime with respect to certain U.S. source income (including, among other types of income, dividends and interest) and gross proceeds from the sale or other disposal of property. The rules are designed to require certain U.S. persons' direct and indirect ownership of certain non-U.S. accounts and non-U.S. entities to be reported to the U.S. Internal Revenue Service. The 30% withholding tax regime could apply if there is a failure to provide certain required information and these rules apply to such payments made after 1 July 2014. Ireland has entered into an intergovernmental agreement with the U.S. to facilitate FATCA compliance. Under this agreement FATCA compliance will be enforced under new local Irish tax legislation and reporting. The Company may require additional information from the Fund's investors in order to comply with relevant obligations. Each prospective investor should consult its own tax advisers on the requirements under FATCA applicable to it.

GENERAL

Conflicts of Interest

The AIFM, the Investment Manager, the Depositary and the Administrator may from time to time act as alternative investment fund manager, investment manager, investment adviser, depositary, administrator, company secretary, dealer or distributor in relation to, or be otherwise involved in, other funds established by parties other than the Company which have similar investment objectives to those of the Company and any Fund. The AIFM, Investment Manager, and its affiliates shall not be under any obligation to offer investment opportunities of which any of them becomes aware to the Company or to account to the Company in respect of (or share with the Company or inform the Company of) any such transaction or any benefit received by any of them from any such transaction, but will allocate any such opportunities on an equitable basis between the Company and other clients, taking into consideration the investment objectives, investment limitations, capital available for investment and diversification posture of the Company and other clients. The AIFM and/or Investment Manager may hold Shares in any Fund. It is, therefore, possible that any of them may, in the course of business, have potential conflicts of interests with the Company and a Fund. Each will, at all times, have regard in such event to its obligations to the Company and the Fund and will ensure that such conflicts are resolved fairly. In addition, any of the foregoing may deal, as principal or agent, with the Company in respect of the assets of a Fund, provided that such dealings are carried out as if effected on normal commercial terms negotiated on an arm's length basis and that such dealings are consistent with the best interests of Shareholders.

Dealings will be deemed to have been effected on normal commercial terms negotiated at arm's length if: (i) a certified valuation of a transaction by a person approved by the Depositary as independent and competent is obtained; or (ii) the transaction is executed on best terms reasonably obtainable on an organised investment exchange in accordance with the rules of such exchange; or (iii) where (i) and (ii) are not practical, the transaction is executed on terms which the Depositary is, or the Directors in the case of a transaction involving the Depositary are, satisfied are normal commercial terms negotiated at arm's length and are in the best interests of Shareholders.

The Investment Manager and/or its affiliates may invest, directly or indirectly, or manage or advise other investment funds or accounts which invest in assets which may also be purchased or sold by the Company.

The AIFM may be responsible for valuing certain securities held by the Funds. The AIFM is paid a fee which is a percentage of the Net Asset Value of each Class. Consequently a conflict of interest could arise between its interest and those of the Funds. In the event of such a conflict of interests, the AIFM shall have regard to its obligations to the Company and the Fund and will ensure that such a conflict is resolved fairly and in the best interests of the Shareholders.

From time to time conflicts may arise between the Depositary and its delegates, for example, where an appointed delegate is an affiliated group company and is providing a product or service to the Funds and has a financial or business interest in such product or service or where an appointed delegate is an affiliated group company which receives remuneration for other related custodial products or services it provides to the Funds.

At the date of this Prospectus, the Directors have the following conflicts of interest with the Company:

Mr. Aylward, Mr. Angerthal, Mr. Bradley, and Mr. Wilby are directors and/or employees of the parent company to the Investment Manager.

Mr. Bradley is a member of the client advisory board of a group entity of the Administrator and the Depositary.

The Share Capital

The share capital of the Company shall at all times equal the Net Asset Value of the Company. The Directors are empowered to issue up to five hundred billion Shares of no par value in the Company at the Net Asset Value per Share on such terms as they may think fit. There are no rights of pre- emption upon the issue of Shares in the Company. As of the date of this document the Company has issued Subscriber Shares to the value of EUR 2. The Subscriber Shares do not participate in the assets of any Fund.

Each of the Shares entitles the Shareholder to participate equally on a pro rata basis in the dividends and net assets of the Fund attributable to the relevant class in respect of which they are issued, save in the case of dividends declared prior to becoming a Shareholder. The Subscriber Shares' entitlement is limited to the amount subscribed and accrued interest thereon.

The proceeds from the issue of Shares shall be applied in the books of the Company to the relevant Fund and shall be used in the acquisition on behalf of the relevant Fund of assets in which the Fund may invest. The records and accounts of each Fund shall be maintained separately.

The Directors reserve the right to redesignate any class of Shares from time to time, provided that shareholders in that class shall first have been notified by the Company that the Shares will be redesignated and shall have been given the opportunity to have their Shares repurchased by the Company, except that this requirement shall not apply where the Directors redesignate Shares in issue in order to facilitate the creation of an additional class of Shares.

Each of the Shares entitles the holder to attend and vote at meetings of the Company and of the Fund represented by those Shares. No class of Shares confers on the holder thereof any preferential or pre-emptive rights or any rights to participate in the profits and dividends of any other class of Shares or any voting rights in relation to matters relating solely to any other class of Shares.

Any resolution to alter the class rights of the Shares requires the approval of three quarters of the holders of the Shares represented or present and voting at a general meeting duly convened in accordance with the Articles of Association.

The Articles of Association of the Company empower the Directors to issue fractional Shares in the Company. Fractional Shares may be issued and shall not carry any voting rights at general meetings of the

Company or of any Fund or class and the Net Asset Value of any fractional Share shall be the Net Asset Value per Share adjusted in proportion to the fraction.

It is intended that all but two of the Subscriber Shares will be repurchased by the Company at their Net Asset Value on the Dealing Day on which the first issue of Shares is effected after the Initial Offer Period. The Subscriber Shares entitle the Shareholders holding them to attend and vote at all meetings of the Company, but do not entitle the holders to participate in the dividends or net assets of any Fund or of the Company.

The Funds and Segregation Of Liability

The Company is an umbrella fund with segregated liability between Funds and each Fund may comprise one or more Classes of Shares in the Company. The Directors may, from time to time, upon the prior approval of the Central Bank, establish further Funds by the issue of one or more separate Classes of Shares on such terms as the Directors may resolve. The Directors may, from time to time, in accordance with the requirements of the Central Bank, establish one or more separate Classes of Shares within each Fund on such terms as the Directors may resolve.

The assets and liabilities of each Fund will be allocated in the following manner:

(a) the proceeds from the issue of Shares representing a class or Fund shall be applied in the books of the Company to the class or Fund and the assets and liabilities and income and expenditure attributable thereto shall be applied to such class or Fund subject to the provisions of the Memorandum and Articles of Association;

(b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same class or Fund as the assets from which it was derived and in each valuation of an asset, the increase or diminution in value shall be applied to the relevant class or Fund;

(c) where the Company incurs a liability which relates to any asset of a particular class or Fund or to any action taken in connection with an asset of a particular class or Fund, such a liability shall be allocated to the relevant class or Fund; and

(d) where an asset or a liability of the Company cannot be considered as being attributable to a particular Fund, such asset or liability, subject to the approval of the Depositary, shall be allocated to all the Funds pro rata to the net asset value of each Fund.

Any liability incurred on behalf of or attributable to any Fund shall be discharged solely out of the assets of that Fund, and neither the Company nor any Director, receiver, examiner, liquidator, provisional liquidator or other person shall apply, nor be obliged to apply, the assets of any such Fund in satisfaction of any liability incurred on behalf of, or attributable to, any other Fund.

There shall be implied in every contract, agreement, arrangement or transaction entered into by the

Company the following terms, that:

(i) the party or parties contracting with the Company shall not seek, whether in any proceedings or by any other means whatsoever or wheresoever, to have recourse to any assets of any Fund in the discharge of all or any part of a liability which was not incurred on behalf of that Fund;

(ii) if any party contracting with the Company shall succeed by any means whatsoever or wheresoever in having recourse to any assets of any Fund in the discharge of all or any part of a liability which was not incurred on behalf of that Fund, that party shall be liable to the Company to pay a sum equal to the value of the benefit thereby obtained by it; and

(iii) if any party contracting with the Company shall succeed in seizing or attaching by any means, or otherwise levying execution against, the assets of a Fund in respect of a liability which was not incurred on behalf of that Fund, that party shall hold those assets or the direct or indirect proceeds of the sale of such assets on trust for the Company and shall keep those assets or proceeds separate and identifiable as such trust property.

All sums recoverable by the Company shall be credited against any concurrent liability pursuant to the implied terms set out in (i) to (iii) above.

Any asset or sum recovered by the Company shall, after the deduction or payment of any costs of recovery, be applied so as to compensate the relevant Fund.

In the event that assets attributable to a Fund are taken in execution of a liability not attributable to that Fund, and in so far as such assets or compensation in respect thereof cannot otherwise be restored to the Fund affected, the Directors, with the consent of the Depositary, shall certify or cause to be certified, the value of the assets lost to the Fund affected and transfer or pay from the assets of the Fund or Funds to which the liability was attributable, in priority to all other claims against such Fund or Funds, assets or sums sufficient to restore to the Fund affected, the value of the assets or sums lost to it.

A Fund is not a legal person separate from the Company but the Company may sue and be sued in respect of a particular Fund and may exercise the same rights of set-off, if any, as between its Funds as apply at law in respect of companies and the property of a Fund is subject to orders of the court as it would have been if the Fund were a separate legal person.

Separate records shall be maintained in respect of each Fund.

Termination

All of the Shares or all of the Shares in a Fund or class may be repurchased by the Company in the following circumstances:

(i) a majority of votes cast at a general meeting of the Company or the relevant Fund or class, as appropriate, approve the repurchase of the Shares;

(ii) if so determined by the Directors, provided that not less than twenty one days' written notice has been given to the holders of the Shares of the Company or the Fund or the class, as appropriate, that all of the Shares of the Company, the Fund or the class, as the case may be, shall be repurchased by the Company; or

(iii) if no replacement depositary shall have been appointed during the period of ninety days commencing on the date the Depositary or any replacement thereof shall have notified the Company of its desire to retire as depositary or shall have ceased to be approved by the Central Bank.

Where a repurchase of Shares would result in the number of Shareholders falling below two or such other minimum number stipulated by statute or where a repurchase of Shares would result in the issued share capital of the Company falling below such minimum amount as the Company may be obliged to maintain pursuant to applicable law, the Company may defer the repurchase of the minimum number of Shares sufficient to ensure compliance with applicable law. The repurchase of such Shares will be deferred until the Company is wound up or until the Company procures the issue of sufficient Shares to ensure that the repurchase can be effected. The Company shall be entitled to select the Shares for deferred repurchase in such manner as it may deem to be fair and reasonable and as may be approved by the Depositary.

On a winding up or if all of the Shares in any Fund are to be repurchased, the assets available for distribution (after satisfaction of creditors' claims) shall be distributed pro rata to the holders of the Shares in proportion to the number of the Shares held in that Fund. The balance of any assets of the Company then remaining that are not attributable to any particular Fund shall be apportioned among the Funds pro rata to the Net Asset Value of each Fund immediately prior to any distribution to Shareholders and shall be distributed among the Shareholders of each Fund pro rata to the number of Shares in that Fund held by them. To the extent not violating applicable laws, and with the authority of an ordinary resolution of the Shareholders or with the consent of any Shareholder, the Company may make distributions in specie to Shareholders or to any individual Shareholder who so consents. At the request of any Shareholder the Company shall arrange the sale of such assets at the expense of such Shareholder and without any liability on the part of the Company, the Administrator or the AIFM if the proceeds of sale of any asset are less than the value of the assets at the time at which it was distributed in specie. The transaction costs incurred in the disposal of such investments shall be borne by the Shareholder. The Subscriber Shares do not entitle the holders to participate in the dividends or net assets of any Fund.

Meetings

All general meetings of the Company or of a Fund shall be held in Ireland. In each year the Company shall hold a general meeting as its annual general meeting. The quorum for general meetings shall be two persons present in person or by proxy provided that, in the event that there is only one Shareholder in a Fund or class, the quorum shall be one Shareholder present in person or by proxy at the meeting. Twenty-one days' notice (excluding the day of posting and the day of the meeting) shall be given in respect of each general meeting of the Company. The notice shall specify the venue and time of the meeting and the business to be transacted at the meeting. A proxy may attend on behalf of any Shareholder. An ordinary resolution is a resolution passed by a plurality of votes cast and a special resolution is a resolution passed by a majority of 75 per cent. or more of the votes cast. The Articles of Association provide that matters may be determined by a meeting of Shareholders on a show of hands with each Shareholder having one vote unless a poll is requested by five Shareholders or by Shareholders holding 10 per cent. or more of the Shares or unless the Chairman of the meeting requests a poll. Each Share (including the Subscriber Shares) gives the holder one vote in relation to any matters relating to the Company which are submitted to Shareholders for a vote by poll.

Fair Treatment of Shareholders

The AIFM will seek in its decision-making procedures and organisational structures to ensure fair treatment of all Shareholders by adhering to applicable laws, any relevant policies and procedures it has adopted in respect of the Company and the terms of the Articles of Association. The AIFM may, in its sole discretion, enter into rebate or other arrangements with certain Shareholders which have the effect of reducing, waiving or calculating differently the alternative investment manager fee with respect to such Shareholders. Any such rebate or other arrangement will have the effect of reducing the alternative investment manager fee otherwise payable to the AIFM. Any such rebate or other arrangement will be disclosed to investors, and potential investors, in accordance with Article 23(i)(j) AIFMD.

Reports

In each year the Directors shall cause to be prepared an annual report and audited annual accounts for the Company. These will be made available to Shareholders (by electronic mail or other form of electronic communication, including by posting them on a website where the Shareholder has agreed to this and been notified of this fact) within four months of the end of the financial year and at least twenty one days before the annual general meeting. In addition, the Company shall prepare and make available to Shareholders within two months of the end of the relevant period a half-yearly report which shall include unaudited half-yearly accounts for the Company in the same manner.

Annual accounts shall be made up to May 31 in each year. Unaudited half-yearly accounts shall be made up to November, 30 in each year.

Audited annual reports and unaudited half-yearly reports incorporating financial statements will be made available to each Shareholder or will be sent on request to any potential investors and will be made available for inspection at the registered office of the Company.

To the extent required by the Central Bank and in accordance with the requirements of AIFMD, information on the following may be required to be disclosed by way of a report to Shareholders or other means permitted under, and at the frequency required by, AIFMD: (1) the percentage of the Fund's assets which are subject to special arrangements arising from their illiquid nature; (2) the current risk profile of the Funds and the risk management systems employed by the AIFM to manage those risks; (3) the total amount of leverage (if any) employed by those Funds; and (4) any arrangement made by the Depositary to contractually discharge itself of liability. This information will be disclosed at least annually and it is expected that it will be disclosed as part of, or in conjunction with, the annual report of the Fund.

The AIFM shall also: (i) immediately disclose to shareholders details of any new arrangements for managing the liquidity of the Fund(s); and (ii) without undue delay disclose to shareholders details of any changes to the maximum level of leverage (if any) which the AIFM may employ on behalf of the Fund(s) as well as any right of the reuse of collateral or any guarantee granted under any leveraging arrangements.

Miscellaneous

(i) The Directors confirm and report that the Company was incorporated on 20 March 2008.

(ii) The Company is not, and has not been since its incorporation, engaged in any legal or arbitration proceedings and no legal or arbitration proceedings are known to the Directors to be pending or threatened by or against the Company.

(iii) Except as disclosed in paragraph (iv) below, there are no service contracts in existence between the Company and any of its Directors, nor are any such contracts proposed.

(iv) Michael Angerthal, George Aylward, Patrick Bradley and Peter Wilby each are officers, directors and/or employees of the parent company to the AIFM and the Investment Manager and Mr. Angerthal, Mr. Aylward and Mr. Wilby are directors of the AIFM. Save as disclosed above, none of the Directors is interested in any contract or arrangement subsisting at the date hereof which is significant in relation to the business of the Company.

(v) At the date of this document, neither the Directors nor their spouses nor their infant children have any direct or indirect interest in the share capital of the Company or any options in respect of such capital.

(vi) Save as disclosed herein in the section entitled "Fees and Expenses", no commissions, discounts, brokerage or other special terms have been granted by the Company in relation to Shares issued by the Company.

(vii) The Company does not have, nor has it had since its incorporation, any employees or subsidiary companies.

Material Contracts

The following contracts, details of which are set out in the section entitled "Management and Administration", have been entered into and are, or may be, material:-

a) The Alternative Investment Fund Manager Agreement effective 31 October 2019 between the Company and the AIFM, pursuant to which the latter was appointed as alternative investment fund manager to the Company.

b) The Delegate Investment Management Agreement effective 31 October 2019 as between the AIFM and the Investment Manager, pursuant to which the latter was appointed as investment manager in relation to the Company.

c) The Sub-Investment Management Agreement dated 23 September 2015 between the Investment Manager and the Sub-Investment Manager as amended by an amendment agreement effective 31 October 2019, pursuant to which the latter was appointed as sub-investment manager in relation to the Funds.

d) The Depositary Agreement dated 13 October 2023 between the Company, the AIFM and the Depositary pursuant to which the latter acts as depositary of the Company.

e) The Administration Agreement dated 13 October 2023 between the Company, the AIFM and the Administrator pursuant to which the latter acts as administrator of the Company.

Supply and Inspection of Documents

The following documents are available for inspection free of charge during normal business hours on weekdays (Saturdays and public holidays excepted) at the registered office of the Company:

(a) the certificate of incorporation and Memorandum and Articles of Association of the Company;

(b) the material contracts referred to above; and

(c) the Regulations and the AIF Rulebook issued by the Central Bank thereunder.

Copies of the Memorandum and Articles of Association of the Company (each as amended from time to time in accordance with the requirements of the Central Bank) and the latest financial reports of the Company, as appropriate, may be obtained, free of charge, upon request at the registered office of the Company.

SCHEDULE I

Securities Ratings

EXPLANATION OF RATING CATEGORIES

The following is a description of credit ratings issued by four of the major credit rating agencies. Credit ratings evaluate only the safety of principal and interest payments, not the market value risk of lower quality securities. Credit rating agencies may fail to change credit ratings to reflect subsequent events on a timely basis. Although the Investment Manager/Sub-Investment Manager considers security ratings when making investment decisions, it also performs its own investment analysis and does not rely solely on the ratings assigned by credit agencies.

STANDARD & POOR'S RATING SERVICES

Bond Rating Explanation

Investment Grade

AAA Highest rating, extremely strong capacity to pay principal and interest.

AA High quality, very strong capacity to pay principal and interest.

A Strong capacity to pay principal and interest, somewhat more susceptible to the adverse effects of changing circumstances and economic conditions.

BBB Adequate capacity to pay principal and interest, normally exhibit adequate protection parameters, but adverse economic conditions or changing circumstances more likely to lead to a weakened capacity to pay principal and interest than for higher rated bonds.

Non-Investment Grade

BB+, B, CCC, CC, C Predominantly speculative with respect to the issuer's capacity to meet required interest and principal payments.

BB lowest degree of speculation.

C the highest degree of speculation. Quality and protective characteristics outweighed by large uncertainties or major risk exposure to adverse conditions.

D In default. MOODY'S INVESTORS SERVICE, INC.

Bond Rating Explanation

Investment Grade

Aaa Highest quality, smallest degree of investment risk.

Aa High quality, together with Aaa bonds, they compose the high-grade bond group.

A Upper medium grade obligations, many favourable investment attributes.

Baa Medium-grade obligations, neither highly protected nor poorly secured. Interest and principal appear adequate for the present but certain protective elements may be lacking or may be unreliable over any great length of time.

Non-Investment Grade

Ba Speculative uncertain, with speculative elements. Protection of interest and principal payments not well safeguarded during good and bad economic conditions.

B Lack characteristics of desirable investment, potentially low assurance of timely interest and principal payments or maintenance of other contract terms over time.

Caa Poor standing, may be in default, elements of danger with respect to principal or interest payments.

Ca Speculative in a high degree, could be in default or have other marked shortcomings.

C Lowest-rated, extremely poor prospects of ever attaining investment standing.

FITCH

Bond Rating Explanation

Investment Grade

AAA Highest credit quality. Denotes the lowest expectation of credit risk. Exceptionally strong capacity for payment of financial commitments.

AA Very high credit quality. Denotes expectations of very low credit risk. Very strong capacity for payment of financial commitments.

A High credit quality. Denotes expectations of low credit risk. Strong capacity for payment of financial commitments. May be more vulnerable to changes in circumstances or in economic conditions than is the case for higher ratings.

BBB Good credit quality. Currently expectations of low credit risk. Capacity for payment of financial commitments is considered adequate, but adverse changes in circumstances and economic conditions are more likely to impair this capacity than is the case for higher ratings.

Non-Investment Grade

BB Speculative. Indicates possibility of credit risk developing, particularly as the result of adverse economic change over time. Business or financial alternatives may be available to allow financial commitments to be met.

B Highly speculative. May indicate distressed or defaulted obligations with potential for extremely high recoveries.

CCC May indicate distressed or defaulted obligations with potential for superior to average levels of recovery.

CC May indicate distressed or defaulted obligations with potential for average or below-average levels of recovery.

C May indicate distressed or defaulted obligations with potential for below- average to poor recoveries.

D In default.

DOMINION BOND RATING SERVICE

AAA Highest credit quality. The capacity for the payment of financial obligations is exceptionally high and unlikely to be adversely affected by future events.

AA Superior credit quality. The capacity for the payment of financial obligations is considered high. Credit quality differs from AAA only to a small degree. Unlikely to be significantly vulnerable to future events.

A Good credit quality. The capacity for the payment of financial obligations is substantial, but of lesser credit quality than AA. May be vulnerable to future events, but qualifying negative factors are considered manageable.

BBB Adequate credit quality. The capacity for the payment of financial obligations is considered acceptable. May be vulnerable to future events.

BB Speculative, non investment-grade credit quality. The capacity for the payment of financial obligations is uncertain. Vulnerable to future events.

B Highly speculative credit quality. There is a high level of uncertainty as to the capacity to meet financial obligations.

CCC / CC / C Very highly speculative credit quality. In danger of defaulting on financial obligations. There is little difference between these three categories, although CC and C ratings are normally applied to obligations that are seen as highly likely to default, or subordinated to obligations rated in the CCC to B range. Obligations in respect of which default has not technically taken place but is considered inevitable may be rated in the C category.

D A financial obligation has not been met or it is clear that a financial obligation will not be met in the near future or a debt instrument has been subject to a distressed exchange. A downgrade to D may not immediately follow an insolvency or restructuring filing as grace periods or extenuating circumstances may exist.

Unrated securities will be treated as non-investment grade securities unless a portfolio manager determines that such securities are the equivalent of investment grade securities. Split rated securities (securities that receive different ratings from two or more ratings agencies) are considered to be in the lower rated category.