

The Directors of the ICAV whose names appear under the section entitled "**Directory**" in the Prospectus for the ICAV dated 16 September 2020, accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

## **TWENTYFOUR ICAV**

### **A QUALIFYING INVESTOR ALTERNATIVE INVESTMENT FUND**

An umbrella Irish collective asset-management vehicle with segregated liability between sub-funds formed in Ireland pursuant to the Irish Collective Asset-management Vehicles Act 2015 (the "**Act**") and authorised by the Central Bank as a qualifying investor alternative investment fund

## **SUPPLEMENT**

### **TWENTYFOUR SUSTAINABLE ENHANCED INCOME ABS FUND**

#### **KBA CONSULTING MANAGEMENT LIMITED – AIFM**

Dated 2 March 2022

This Supplement contains information relating specifically to TwentyFour Sustainable Enhanced Income ABS Fund (the "**Sub-Fund**"), an open-ended sub-fund of TwentyFour ICAV (the "**ICAV**"), an umbrella fund with segregated liability between sub-funds authorised by the Central Bank as a Qualifying Investor AIF pursuant to the ICAV Act and chapter 2 of the AIF Rulebook. Additional sub-funds of the ICAV may be added in the future with the prior approval of the Central Bank. In the event additional sub-funds are added, a full list of Sub-Funds will be maintained by the ICAV and available to investors on request.

**This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the ICAV dated 16 September 2020 (the "Prospectus").**

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

## 1. Interpretation

In this Supplement, the following terms shall have the following meanings:

"**Base Currency**" means GBP or pounds Sterling;

"**Business Day**" means a day (other than a Saturday or Sunday) on which commercial banks are open for general business in Dublin, Ireland, London, the United Kingdom or such other day as the Directors, may from time to time determine;

"**Dealing Day**" means the first Business Day of each month and at any other time in the discretion of the Directors provided that there shall be at least one Dealing Day per quarter;

"**ESG**" environmental, social and governance;

"**SFDR**" the Sustainable Finance Disclosure Regulation (Regulation EU/2019/2088) as amended and as may be further amended from time to time;

"**Sustainability Factors**" means environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters;

"**Sustainable Investment**" means an investment in an economic activity that contributes to an environmental objective, as measured by key resource efficiency indicators on (i) the use of energy, (ii) renewable energy, (iii) raw materials, (iv) water and land, (v) the production of waste, (vi) greenhouse gas emissions, or (vii) its impact on biodiversity and the circular economy, or an investment in an economic activity that contributes to a social objective (in particular an investment that contributes to tackling inequality or that fosters social cohesion, social integration and labour relations), or an investment in human capital or economically or socially disadvantaged communities, provided that such investments do not significantly harm any of those objectives and that the investee companies follow good governance practices;

"**Sustainability Risk**" an environmental, social or governance event or condition that, if it occurs, could cause a negative material impact on the value of the investment;

"**Taxonomy Regulation**" means the Regulation on the Establishment of a Framework to Facilitate Sustainable Investment (Regulation EU/2020/852) as may be supplemented, consolidated, substituted in any form or otherwise modified from time to time.

All other defined terms that are used but not defined in this Supplement shall have the same meaning as in the Prospectus.

All references in the investment policy detailed below to investment or exposure shall include both direct and indirect investment, unless otherwise stated.

## 2. The Sub-Fund

The Sub-Fund is a sub-fund of the ICAV. The ICAV is an umbrella Irish collective asset-management vehicle with segregated liability between sub-funds authorised by the Central Bank pursuant to the ICAV Act.

The assets of the Sub-Fund will be held in a separate portfolio maintained by the ICAV in accordance with the Instrument of Incorporation and shall belong exclusively to the Sub-Fund and shall not be used to discharge liabilities or claims against any other sub-fund of the ICAV in accordance with the Instrument of Incorporation.

## 3. Investment Objective

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

## 4. Investment Policies and Strategy

In pursuit of its investment objective, the Sub-Fund will seek to achieve a return for Shareholders through investment in a portfolio of debt and debt related securities. The portfolio will predominantly consist of UK and European asset backed securities ("**ABS**"), including but not limited to, mortgage backed securities

("MBS") and collateralised loan obligations ("CLOs"). Up to 20% of the portfolio may be allocated to ABS securities outside of the UK and EU.

ABS are debt securities where the payment of interest and principal depends on the cash flow generated by a collection of assets. These assets are generally secured debt obligations and include residential mortgages, commercial real estate mortgages, secured small business loans and other types. Unsecured debt obligations like credit card receivables and consumer loans can also form the collateral pool for ABS deals. ABS are normally issued in a number of different classes with different characteristics such as credit quality and term. The ABS will be unleveraged and will not embed a derivative element.

A portion of the Sub-Fund may be held in cash or cash equivalents, such as treasury bills and government bonds, in order to further enhance the Sub-Fund's liquidity. From time to time, it is possible that a significant portion of the portfolio may be invested in securities from a particular geographical region.

Debt and debt related securities may be fixed, floating or variable rate and may be issued or guaranteed by any sovereign government or their agencies, local authority, supranational or public international bodies, banks, corporates or other commercial issuers.

The Sub-Fund's assets will be primarily held as a combination of cash or cash equivalents together with investment grade quality debt or debt related securities. The Investment Manager considers investment grade quality securities to be those that have a credit rating of at least BBB- at the date of purchase as rated by a recognised rating agency such as Standard and Poor's or, if unrated, deemed to be of equivalent quality in the opinion of the Investment Manager. The Sub-Fund may also allocate up to 30% of the Net Asset Value of the Sub-Fund to non-investment grade assets.

The Sub-Fund may also invest in private placement funding trades which entail the acquisition of unrated debt securities issued by financial institutions and/or special purpose vehicles, which are not publicly traded and are less liquid. The securities will always be collateralised by a portfolio of assets, including but not limited to mortgage loans. While not rated by rating agencies, the securities will be deemed to be of equivalent quality as the debt securities detailed above in the opinion of the Investment Manager.

These types of securities and obligations may be denominated in any currency (although they will predominantly be denominated in Sterling, Euros or US Dollars) and may, or may not, be listed on recognised exchanges and markets.

### **Promotion of Environmental and Social Characteristics**

Although not having Sustainable Investment as its objective (per Article 9 of the SFDR), the Sub-Fund promotes environmental or social characteristics as part of its overall strategy and may limit investments to issuers that follow good governance practices, in accordance with Article 8 of the SFDR, as detailed below (an "**Article 8 Fund**").

The Sub-Fund will be screened in accordance with the Investment Manager's view of appropriate ethical and sustainability principles. The screening process is designed to avoid investments in ABS transactions with exposure to or undertaking material production in tobacco, alcohol, gambling, adult entertainment, controversial weapons and carbon intensive industries, and companies involved in animal testing for cosmetic purposes. This list is not exhaustive and may change from time to time to reflect new developments and research in the field of ESG investments, for example where technology or social trends evolve. In addition, the Investment Manager will positively screen transactions through a comprehensive analysis process, which may include the use of specialised rating agencies and systems.

The Sub-Fund promotes environmental and social characteristics by following integration and exclusions approaches by investing in transactions with excellent ESG ratings. Transactions must have an ESG rating above a minimum threshold based on the Investment Manager's proprietary scoring model (positive screening), as well as absolute prohibitions (negative screening) in the sectors listed on the Investment Manager's website. In addition to the scoring of securities, the portfolio management system enables the Investment Manager to understand positive or negative changes and to assess individual issues on a relative value basis, given ESG factors – in this sense, the ESG assessment does not solely dictate "buy or sell" recommendations, but it is part of an overall assessment of the validity of an investment decision.

Further information on the model and the ESG approach can be found at <https://www.twentyfouram.com/responsible-investment>.

The implementation of the sustainability selection criteria as described above, and further explained on the webpage listed above, leads to the exclusion of a meaningful proportion and at least 20% of potential investments. 100% of the securities in the Sub-Fund have the sustainability selection criteria applied where applicable (e.g., Foreign Exchange instruments are excluded).

The ABS are rated for governance aspects using governance factors described in the Investment Manager's ESG model, including but not limited to membership of the UN PRI and UN Global Compact.

The Sub-Fund does not have a benchmark index.

### **Other Investments**

The Sub-Fund will also use derivatives (including but not limited to credit derivatives (such as credit default swaps/collateralised debt obligations/total return swaps/credit default swap options), interest rate swaps, options and warrants), to either optimize exposures or reduce them in line with the Investment Manager's market viewpoint, thereby giving the Sub-Fund the potential opportunity to perform through different market environments. The Sub-Fund may also employ synthetic short positions both for hedging purposes and to take account of deterioration either in the market generally or with respect to specific issuers. The Sub-Fund may also hedge some or all of its exposure in the foreign exchange markets.

The Sub-Fund may invest up to 10% of its Net Asset Value in collective investment schemes (CIS) where such CIS are consistent with the investment objective above. Such CIS may be regulated or unregulated and may be leveraged.

The Sub-Fund may invest in a broad range of liquid and near cash assets which may be held 1) to provide liquidity, 2) to cover for exposures generated through the use of derivatives and/or 3) for investment purposes. Such liquid and near cash assets include (but are not limited to) securities, instruments and obligations issued or guaranteed by the UK government or other sovereign governments or their agencies and securities, instruments and obligations issued by supranational or public international bodies, banks, corporates or other commercial issuers. These types of securities, instruments and obligations include government bonds, T-Bills, sovereign bonds, supranational bonds, certificates of deposit, short and medium term obligation and commercial paper. They may be issued by both UK and non-UK issuers and may be fixed rate, floating rate and/or index-linked. Investments may be made on recognised exchanges and markets.

### **Hedging**

Whilst the Sub-Fund's Base Currency is Sterling, the Sub-Fund may invest in non-Sterling denominated assets that it will seek to hedge back into Sterling. The Investment Manager will manage the currency hedging strategy within pre-determined tolerance thresholds that shall be determined at the discretion of the Investment Manager and may be amended from time to time. No assurance can be given that such currency hedging will be successful.

For such purposes, the Sub-Fund may enter into forward foreign exchange contracts. A forward contract locks-in the price at which an index or asset may be purchased or sold on a future date. In currency forward contracts, the contract holders are obligated to buy or sell the currency at a specified price, at a specified quantity and on a specified future date. Forward foreign exchange contracts may be used to hedge, at the discretion of the Investment Manager, currency exposure of the assets held by the Sub-Fund back to the Base Currency. They may also be used to change the currency compositions of all or part of the Sub-Fund without necessarily hedging back to the Base Currency.

Currency hedging may also be utilised to hedge the currency exposure of Share classes denominated in currencies other than the Base Currency of the Sub-Fund against exchange rate fluctuation risk between the dominated currency and the Base Currency. The Sub-Fund will incur transaction costs in respect of entering into any such currency hedging. Any costs and gains/losses of the hedging transactions will accrue solely to the relevant Share class.

## 5. Investment Restrictions

The general investment restrictions as set out under the heading "Investment Restrictions" in the Prospectus will apply to the Sub-Fund.

## 6. Sustainable Finance Disclosures

The European Union has introduced a series of legal measures (the primary one being SFDR) requiring firms that manage investment funds to provide transparency on how they integrate sustainability considerations into the investment process with respect to the investment funds they manage. This section of the Supplement has been prepared for the purpose of meeting the specific financial product level disclosure requirements contained in SFDR.

As noted above, the Sub-Fund has been categorised as an Article 8 Fund.

The Investment Manager considers that the Sub-Fund is managed responsibly and seeks to evaluate and integrate Sustainability Risks in the investment process. The Investment Manager's integration of Sustainability Risks in the investment decision-making process for the Sub-Fund is reflected in its responsible investment policy. The Sub-Fund has recourse to both internal and external ESG research and integrates financially material Sustainability Risks into its investment decision-making processes. More information on the responsible investment policy, and how the Sub-Fund implements Sustainability Risks may be obtained from <https://www.twentyfouram.com/responsible-investment>.

In applying the investment management processes detailed under "Promotion of Environmental and Social Characteristics" above, the Investment Manager may deliberately forego opportunities for the Sub-Fund to gain exposure to certain companies, industries, sectors or countries and it may choose to sell a security when it might otherwise be disadvantageous to do so. Accordingly, as the universe of investments for the Sub-Funds is smaller than that of other funds, the Investment Manager has determined that the Sub-Fund may underperform the market as a whole if such investments underperform the market, which may negatively impact on returns.

### *Consideration of Principal Adverse Impacts of Investment Decisions on Sustainability Factors*

SFDR requires the AIFM to determine whether it considers the principal adverse impacts of its investment decisions on sustainability factors. The AIFM has delegated this assessment to the Investment Manager. The Investment Manager is supportive of the aim of this requirement, which is to improve transparency to investors and the market generally as to how to integrate the consideration of the adverse impacts of investment decisions on Sustainability Factors. However, on this basis, and due to the size, nature and scale of the Sub-Fund, and in the absence of the finalised regulatory technical standards relating to this disclosure, the Investment Manager does not consider the principal adverse impacts of investment decisions on Sustainability Factors at this time. The AIFM's and Investment Manager's position on this matter will be reviewed periodically by reference to market developments.

### *Taxonomy Regulation*

The Taxonomy Regulation is a piece of directly effective EU legislation that is applicable to the ICAV. Its purpose is to establish a framework to facilitate sustainable investment. It sets out harmonised criteria for determining whether an economic activity qualifies as environmentally sustainable and outlines a range of disclosure obligations to enhance transparency and to provide for objective comparison of financial products regarding the proportion of their investments that contribute to environmentally sustainable economic activities.

It is notable that the scope of environmentally sustainable economic activities, as prescribed in the Taxonomy Regulation, is narrower than the scope of sustainable investments under SFDR. Therefore although there are disclosure requirements for both, these two concepts should be considered and assessed separately. This section addresses only the specific disclosure requirements of the Taxonomy Regulation.

In accordance with the Taxonomy Regulation, an underlying investment of the Sub-Fund shall be considered as environmentally sustainable where its economic activity:

- (a) contributes substantially to one or more of the environmental objectives, as prescribed in the Taxonomy Regulation (the "**Environmental Objectives**");
- (b) does not significantly harm any of the Environmental Objectives, in accordance with the Taxonomy Regulation;
- (c) is carried out in compliance with minimum safeguards, prescribed in the Taxonomy Regulation; and
- (d) complies with technical screening criteria established by the European Commission in accordance with the Taxonomy Regulation.

The "do no significant harm" principle applies only to those investments underlying the Sub-Fund that take into account the EU criteria for environmentally sustainable economic activities.

The Sub-Fund does not presently set a minimum proportion of its assets that must be invested in investments that contribute to environmentally sustainable economic activities in accordance with the Taxonomy Regulation, primarily due to the lack of available data and the delay to the publication of the regulatory technical standards supplementing the Taxonomy Regulation. Therefore, for the purposes of the Taxonomy Regulation, it should be noted that at any given time, the Sub-Fund may not be invested in investments that take into account the EU criteria for environmentally sustainable economic activities

## **7. Risk Factors**

Investors should read the "**Risk Factors**" section of the Prospectus before investing in the Sub-Fund. The risks described in the Prospectus and this Supplement should not be considered to be an exhaustive list of the risks which potential investors should consider before investing in the Sub-Fund. Potential investors should be aware that an investment in the Sub-Fund may be exposed to other risks from time to time.

### **Debt Securities**

Debt securities are subject to the risk of the issuer's inability to meet principal and interest payments on the obligation and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity. When interest rates rise, the value of corporate debt securities can be expected to decline. Debt securities with longer maturities tend to be more sensitive to interest rate movements than those with shorter maturities.

### **ABS Risk**

Each ABS is typically backed by a pool of assets representing the obligations of a number of different borrowers or debtors (such as mortgage or credit card borrowers for example). In some cases however, the security may be backed by a single asset, for example a mortgage relating to a specific commercial property. The value of an ABS can be affected by a number of factors, including: (i) changes in the market's perception of the underlying assets backing the security; (ii) economic and political factors such as interest rates and levels of unemployment and taxation which can have an impact on the arrears, foreclosures and losses incurred with respect to the pool of assets backing the security; (iii) changes in the market's perception of the adequacy of credit support built into the security's structure to protect against losses caused by arrears and foreclosures; (iv) changes in the perceived creditworthiness of the originator of the security or any other third parties to the transaction; and/or (v) the speed at which mortgages or loans within the pool are repaid by the underlying borrowers (whether voluntary or due to arrears or foreclosures).

At times of rapid changes in market conditions it may be difficult to value certain ABS and values may fluctuate considerably, with market prices quickly becoming out of date and not reflecting the value which would be realised on a sale of the relevant ABS in such market conditions. The value of the Sub-Fund's ABS will be determined on a marked to market basis and, accordingly, falls in the market price of ABS will result in a corresponding fall in the Net Asset Value of the Sub-Fund and the Shares.

ABS that are not backed by mortgages present certain risks that are not presented by mortgage-backed securities such as securities backed by assets such as residential mortgages and commercial mortgages.

Primarily, these securities may not have the benefit of the same security interest in the related collateral. Credit card receivables, for example, are generally unsecured. Therefore, there is a possibility that recoveries on defaulted collateral may not, in some cases, be available to support payments on these securities. The risk of investing in these types of ABS is ultimately dependent upon payment of the underlying debt by the debtor.

The investment characteristics of ABS differ from traditional debt securities. Among the major differences are that interest and principal payments are made more frequently, very often monthly or quarterly, and that principal may be prepaid at any time because the underlying loans are often capable of being prepaid at any time.

Investments in subordinated ABS involve greater credit risk of default than the more senior class(es) of the issue or series.

### **Liquidity Risk**

Not all securities or instruments invested in by the Sub-Fund will be listed or rated and consequently liquidity may be low.

Liquidity risk is the risk that an investment in the portfolio cannot be sold, liquidated or closed at limited cost over an adequately short time frame and thus the ability of the Sub-Fund to repurchase or redeem its Shares at the request of any Shareholder is thereby compromised. Under normal market conditions the Investment Manager will aim to manage the liquidity of the invested pool of assets in line with overall investor flows taking account of normal trading volumes and historical investor activity. However, there will be times (either as a result of changes in market activity or outsized redemption requests) that a misalignment may arise resulting in: increased investment liquidation costs or longer liquidation timeframes. Meeting such redemption requests could require the Sub-Fund to sell securities at reduced prices or under unfavourable conditions. As a result, the Sub-Fund may suffer losses and the Net Asset Value of the Sub-Fund may be adversely affected. It may also be the case that other market participants may be attempting to liquidate fixed income holdings at the same time as the Sub-Fund, causing increased supply in the market and contributing to liquidity risk and downward pricing pressure

### **FX Transactions, Currency Risk and Currency Exposure**

The Sub-Fund's investments may be denominated in various currencies. However, the Sub-Fund will value its investments in its Base Currency. Prospective investors whose assets and liabilities are predominantly in currencies, other than the Base Currency, should take into account the potential risk of loss arising from fluctuations in value between the currency of investment and such other currencies. A change in the value of such foreign currencies against the Base Currency will result in a corresponding change in the Base Currency value of the Sub-Fund's assets denominated in those currencies. Foreign currency exchange rates are determined by forces of supply and demand in foreign exchange markets. These forces are, in turn, affected by international balance of payments and other economic and financial conditions, government intervention, speculation and other factors. Foreign currency exchange rates may also be affected by government policies or intervention in the foreign exchange markets, and certain currencies may be affirmatively supported relative to Sterling by their or other governments. Changes in government policy, including a cessation of currency support intervention, may result in abrupt changes in the valuation of such currencies.

### **Sustainable Finance Disclosures Risks**

#### *SFDR - Legal risk*

The series of legal measures (including SFDR) requiring firms that manage investment funds to provide transparency on how they integrate sustainability considerations into the investment process with respect to the investment funds they manage (the EU sustainable finance action plan) is being introduced in the European Union on a phased basis and some elements (for example supporting regulatory technical standards) are subject to implementation delays.

The ICAV seeks to comply with all legal obligations applicable to it but notes there may be challenges in meeting all the requirements of these legal measures as they are introduced. The ICAV may be required to

incur costs in order to comply with these new requirements as part of the initial implementation phase and to incur further costs as the requirements change and further elements are introduced. This could be the case in particular if there are adverse political developments or changes in government policies as the implementation phase progresses. These elements could impact on the viability of the Sub-Fund and its returns.

*ESG Data reliance*

The scope of SFDR is extremely broad, covering a very wide range of financial products and financial market participants. It seeks to achieve more transparency regarding how financial market participants integrate Sustainability Risks into their investment decisions and consideration of adverse sustainability impacts in the investment process. Data constraint is one of the biggest challenges when it comes to sustainability related information to end-investors, especially in the case of principal adverse impacts of investment decisions, and there are limitations on sustainability and ESG-related data provided by market participants in relation to comparability. Disclosures in this Supplement may develop and be subject to change due to ongoing improvements in the data provided to, and obtained from, financial market participants and financial advisers to achieve the objectives of SFDR in order to make sustainability-related information available.

*Relative performance*

The Sub-Fund, as an Article 8 Fund, may underperform or perform differently relative to other comparable funds that do not promote environmental and/or social characteristics.

**8. Borrowing and Leverage**

The Sub-Fund may be leveraged through its investment in instruments, securities and obligations that embed derivatives or are inherently leveraged. The level of leverage may vary throughout the life of the Sub-Fund.

Pursuant to the AIFMD Legislation, the leverage of the Sub-Fund is calculated using the commitment method and the gross notional method. The commitment method requires each derivative position to be converted into the market value of an equivalent position in the underlying asset and takes into account netting and hedging and other arrangements which affect the exposure of the Sub-Fund. The gross notional method converts derivative positions into an equivalent position in the underlying assets. In the view of the AIFM and the Investment Manager, the leverage of the Sub-Fund calculated using the commitment method is a more appropriate reflection of the economic risk of the Sub-Fund than the gross notional method which does not provide for the closing out or netting of positions.

The maximum intended level of leverage, calculated using the commitment method as required pursuant to the AIFMD Legislation, will be 200% of the Net Asset Value of the Sub-Fund and using the gross notional method will be 500% of the Net Asset Value of the Sub-Fund.

The Sub-Fund may also on a temporary basis engage in borrowing and enter into credit facilities or overdraft arrangements. Any such borrowing or credit facility shall be limited to 10% of its Net Asset Value and shall be for short-term use only.

**9. Subscriptions and Redemptions**

<p><b>Dealing Deadline</b></p>	<p>16:00 GMT 10 Business Days prior to the relevant Subscription/Redemption Day or such other time for the relevant Dealing Day as may be determined by the Directors in consultation with the AIFM and notified in advance to Shareholders provided always that the Dealing Deadline is no later than the Valuation Point.</p> <p>Applications received after the Dealing Deadline shall be deemed to have been received by the next Dealing Deadline, save in circumstances where the Directors (or their duly appointed delegate) may in their discretion determine, and provided the applications are received before the Valuation Point for the relevant Dealing Day.</p>
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<b>Initial Issue Price (per Share with respect to the applicable Class denominated in the specified currency)</b>	100
<b>Initial Offer Period / Offer Period</b>	<p>The Initial Offer Period for Class A Accumulation CHF Shares will run from 9:00 GMT on 3 March 2022 to 17:00 GMT on 2 September 2022 (or such shorter or longer period as the Directors may determine in accordance with the requirements of the Central Bank).</p> <p>After the Initial Offer Period, Class A Accumulation CHF Shares will be available at the Net Asset Value per Share of the Sub-Fund and continuously open for subscriptions.</p> <p>Class A Income GBP Shares and Class A Accumulation GBP Shares available at the Net Asset Value per Share of the Sub-Fund and are continuously open for subscriptions.</p>
<b>Redemption Day</b>	Each Dealing Day.
<b>Settlement Date</b>	<p>In the case of subscriptions, cleared funds must be received and accepted by the Administrator by 5.00pm (Irish time) within three Business Days immediately following the relevant Dealing Day.</p> <p>In the case of redemptions, proceeds will usually be paid by electronic transfer to a specified account (<i>in the absence of any other specific instruction</i>) at the Shareholder's risk and expense within 10 Business Days following the Dealing Day and otherwise in certain circumstances (for example where there is a delay in settlement of the underlying investment) on such later date as the Directors may determine, provided payment will be no later than 90 calendar days following the Dealing Day after the receipt of the relevant duly signed repurchase documentation.</p>
<b>Subscription Day</b>	Each Dealing Day.
<b>Valuation Point</b>	The relevant market close upon which the Sub-Fund's assets are traded or valued on the last business day of the month and/or such other time as may be determined by the Directors (or their duly appointed delegate) from time to time and notified in advance to all Shareholders provided it is after, or the same time as, the Dealing Deadline for the relevant Dealing Day.

No Subscription Charge or Redemption Charge will be payable in respect of any Class of Shares in the Sub-Fund.

Shares in the classes listed in the table below are available for issue in the Sub-Fund. Shares may be issued as Income and Accumulation Shares, as indicated below.

<b>Share Class</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class A Accumulation GBP	£50,000,000	£100,000	£100,000

Class A Income GBP	£50,000,000	£100,000	£100,000
Class A Accumulation CHF*	CHF50,000,000	CHF100,000	CHF100,000

*\*Share classes not denominated in the Base Currency will have currency hedging exposure. The performance of such Share class may differ from that of the Base Currency Share classes due to currency hedging and currency hedging costs.*

The Directors may for each relevant class of Shares waive such minimum initial subscription, minimum additional subscription and minimum holding amounts in their absolute discretion provided that the minimum subscription amount for Qualifying Investors must be at least €100,000 (or its equivalent) in accordance with the requirements of the Central Bank.

The Directors may close some or all of the Share classes in the Sub-Fund to subscriptions from existing and/or new Shareholders if the assets attributable to the Sub-Fund are at a level, above which, as determined by the Directors, it is not in the best interests of shareholders to accept further subscriptions – for instance where the size of the Sub-Fund may constrain the ability of the Investment Manager to meet the investment objective.

The Directors may subsequently re-open some or all of the Share classes in the Sub-Fund to further subscriptions from existing and/or new Shareholders at their discretion and the process of closing and potentially, re-opening the Share classes may be repeated thereafter as the Directors may determine from time to time.

Shareholders may ascertain the closed or open status of the Share classes and if those Share classes are open to existing and/or new Shareholders by contacting the Administrator. Closing the Share classes to new subscriptions from existing and/or new Shareholders will not affect the redemption rights of Shareholders.

## 10. Dividend Policy

Shares will be offered as accumulation Shares ("**Accumulation Shares**") and income Shares ("**Income Shares**").

The Director intends to distribute an amount approximately equal to the value of the Sub-Fund's net income arising each quarter in respect of Income Shares to the holders of Income Shares.

Holders of Accumulation Shares do not receive payment of income. Any income arising in respect of an Accumulation Share is automatically accumulated and added to the assets of the Sub-Fund and is reflected in the price of each Accumulation Share.

In the absence of unforeseen circumstances, distributions to Shareholders of Income Shares will be payable quarterly by electronic transfer to the account in the name of the Shareholder. It is anticipated that any such dividends will ordinarily be calculated for the period ending on the last Business Day in May, August, November and February for the preceding financial period and, in such circumstances, are expected to be paid by telegraphic transfer on the last Business Day of the month following the month in which such dividends were calculated at the risk and expense of the holders of the Income Shares.

The Directors, at such times as they think fit, may declare dividends on any class of Shares out of the capital of the Sub-Fund attributable to such Shares. Where dividends are paid out of the capital of the Sub-Fund, investors may not receive back the full amount invested.

## 11. Fees and Expenses

The following fees and expenses (denoted as percentages of Net Asset Value) will be incurred by the ICAV on behalf of the Sub-Fund and will affect the Net Asset Value of the relevant Share Class of the Sub-Fund.

This section should be read in conjunction with the section entitled "**Fees and Expenses**" in the Prospectus.

<b>Class A Accumulation GBP</b>	
Annual AIFM Fee	up to 0.03%
Administrator Fee	up to 0.03%
Depository Fee	up to 0.02%
Investment Management Fee	0.45%

<b>Class A Income GBP</b>	
Annual AIFM Fee	up to 0.03%
Administrator Fee	up to 0.03%
Depository Fee	up to 0.02%
Investment Management Fee	0.45%

<b>Class A Accumulation CHF</b>	
Annual AIFM Fee	up to 0.03%
Administrator Fee	up to 0.03%
Depository Fee	up to 0.02%
Investment Management Fee	0.45%

#### *Administrator Fees*

Subject to a minimum annual fee of GBP40,000 (which shall only be applicable after the initial 12 month period following the Sub-Fund's launch), the Administrator shall be entitled to receive out of the assets of the Sub-Fund, an annual fee equal to a percentage of the Net Asset Value of the relevant Class (at a rate specified in the table above). Such fees shall be calculated and accrued at each Valuation Point and payable monthly in arrears.

The Administrator shall also be entitled to receive transaction fees, shareholder servicing fees and tax reporting fees out of the assets of the Sub-Fund and may charge a separate fee at normal commercial rates for the preparation of financial statements.

#### *Annual AIFM Fee*

Subject to the Minimum AIFM Fee (as defined in the Prospectus), the AIFM shall be entitled to receive out of the assets of the Sub-Fund, an annual fee equal to a percentage of the Net Asset Value of the relevant Class (at a rate specified in the table above). Such fee shall be calculated and accrued at each Valuation Point and payable monthly in arrears.

#### *Investment Management Fee*

The annual investment management charge attributable to a class of Shares is payable to the Investment Manager and will accrue and be calculated on each Dealing Day (and on any other day on which a Valuation Point occurs) and be payable monthly in arrears.

#### *Depositary Fees*

The Depositary shall be entitled to receive out of the assets of the Sub-Fund, an annual fee, accrued and at each Valuation Point payable monthly in arrears, based on the Net Asset Value, of up to 0.02% together with value added tax (if any) subject to a minimum annual fee of €40,000.

The Depositary is also entitled to be reimbursed by the ICAV for all reasonable disbursements and out-of-pocket expenses. In addition, the Depositary will be reimbursed any sub-custodial fees and expenses which will be charged at normal commercial rates.

#### **Other Fees and Expenses**

This section should be read in conjunction with the section entitled "**Fees and Expenses**" in the Prospectus.

#### *Anti-Dilution Levy*

The Directors reserve the right to impose an Anti-Dilution Levy in the case of net subscriptions and/or net repurchases on a transaction basis as a percentage adjustment (to be communicated to the Administrator) on the value of the relevant subscription/repurchase calculated for the purposes of determining a subscription price or repurchase price to cover dealing costs and to preserve value of the underlying assets of the Sub-Fund where they consider such a provision to be in the best interests of a Sub-Fund. Such amount will be added to the price at which Shares will be issued in the case of net subscription requests and deducted from the price at which Shares will be repurchased in the case of net repurchase requests. Any such sum will be paid into the account of the Sub-Fund.

#### *Establishment Expenses*

All fees and expenses relating to the establishment and organisation of the Sub-Fund as detailed in the section of the Prospectus entitled "**Establishment Expenses**" shall be borne by the ICAV and amortised in accordance with the provisions of the Prospectus.

## **12. Miscellaneous**

There is currently one other Sub-Fund of the ICAV in existence, namely TwentyFour Sustainable Multi Sector Credit Fund. New Sub-Funds may be created from time to time by the Directors with the prior approval of the Central Bank in which case further Supplements incorporating provisions relating to those Sub-Funds will be issued by the ICAV.