

BROOKS MACDONALD INTERNATIONAL INVESTMENT FUNDS LIMITED

(the “Scheme”)

SUPPLEMENT IN RELATION TO THE SCHEME’S AUTHORISATION IN MALTA AND IT’S SECONDARY LISTING ON THE MALTA STOCK EXCHANGE AND/OR FOR INVESTORS IN MALTA

This document must be read in conjunction with and forms an integral part of the Prospectus of the Scheme (together the “Prospectus”).

REGULATORY NOTICE: The Malta Financial Services Authority, as the Listing Authority, accepts no responsibility for the accuracy or completeness of the Prospectus and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

The Scheme

The Scheme is an open-ended investment company incorporated in Jersey and regulated by the Jersey Financial Services Commission. The Scheme and its respective sub-funds (the “Funds”) each qualify as an alternative investment fund in terms of the Alternative Investment Fund Managers Directive (the “AIFMD”).

The Manager is Brooks Macdonald International Fund Managers Limited. The Manager has appointed JTC Fund Solutions (Jersey) Limited, of 28 Esplanade, St Helier, Jersey, JE2 3QA as administrator, registrar and transfer agent in respect of the Scheme. JTC Fund Solutions (Jersey) Limited is referred to below as the “Administrator”.

Representative in Malta

The Manager has appointed **M.Z. Investment Services Limited** of, 61 St Rita Street, Rabat, Malta RBT 1523 (telephone (356) 2145 3739 / (356) 2145 9058) as representative for the Scheme and the Funds in Malta. M.Z. Investment Services Limited is referred to below as the “Representative”.

The Prospectus and the semi-annual and annual Report and Accounts of the Scheme can be obtained free of charge from the Representative’s office.

Complaints concerning the Scheme may be lodged with the Representative for forwarding to the Manager.

Authorisation

The Scheme and the Funds, have been authorised for marketing to Retail Investors in Malta by the Malta Financial Services Authority (“MFSA”) under the provisions of the Investment Services Act (Cap. 370, laws of Malta) and in terms of the Investment Services Act (Alternative Investment Fund Manager) (Third Country) Regulations (S.L. 370.24, laws of Malta) issued under it.

The authorisation of the Scheme and the Funds for marketing to Retail Investors does not constitute a warranty by the MFSA as to the performance of the Scheme and the Funds and the MFSA is not in any way liable for the performance or default of the Scheme or any Funds.

Listing

The Scheme and the Funds have a primary listing on The International Stock Exchange and, have been granted a secondary listing on the Malta Stock Exchange (the "MSE").

The admission of the Shares of the Funds for the secondary listing on the MSE, or the approval of the Prospectus and this document pursuant to the listing requirements of the MSE, do not constitute a warranty and/or representation by the MSE and/or the MFSA as to (i) the competence of the service providers to, or any other party connected with, the Scheme or any of the Funds; (ii) the adequacy and accuracy of the information contained in this Prospectus and this document; or (iii) the suitability of the Scheme or the Funds for investment or for any other purpose.

Documentation

This document must be read in conjunction with the most recent Prospectus, the most recent Annual Report and Accounts (if any) and, if published thereafter, the most recent semi-annual Report and Accounts of the Scheme. The Prospectus of the Scheme has been registered with the Registrar of Companies in accordance with the Companies Act (Cap. 386, laws of Malta).

The Shares

The Shares are freely transferable in accordance with the Prospectus and applicable law. Investors should note the Dealing Procedures set out below and in the Prospectus.

Dealing Procedures

Investors may give instructions to the Representative or to the Administrator.

Investors must ensure that subscriptions for Shares or dealing instructions are provided to the Representative, or to the Administrator in writing, in the form prescribed by the Representative or the Administrator. Application forms are available from the Representative on request.

Investors may also apply to redeem Shares through the Representative.

Publication of Prices

Details of the most recent dealing prices of Shares in the underlying Funds may be obtained from the Representative.

Taxation

The description below does not purport to be a comprehensive description of all Maltese tax considerations that could be relevant for the investors of the Scheme. This summary is intended to provide general information only. Each prospective investor should consult a professional tax adviser with respect to the tax consequences on the income or gains derived from the Scheme. This summary is based on Maltese tax legislation and published case law in force as at the date of this supplement. It does not take into account any developments or amendments thereof after that date, whether or not such developments or amendments have retroactive effect.

General principles on jurisdiction to tax

Subject to the provisions of applicable double taxation agreements, Malta imposes tax on all income and chargeable capital gains arising in Malta irrespective of the residence or domicile of the recipient of such income or gains, and on all income and capital gains not arising in Malta derived by persons who are both ordinarily

resident and domiciled in Malta irrespective of where such income or gains are received. Persons who are resident but not domiciled in Malta or vice versa, are only taxable in Malta on income arising outside Malta to the extent that such income is received in or remitted to Malta. Persons resident but not domiciled in Malta are not taxable on any capital gains arising outside Malta even if such gains are remitted to Malta.

Dividends derived from the Scheme

Investors who are ordinarily resident and domiciled in Malta (or if resident but not domiciled in Malta, to the extent that such dividends are received in Malta) receiving a dividend from the Scheme are subject to tax in Malta on the dividend received at their applicable rate of tax. However, the investors may benefit from a 15% withholding tax rate on any distribution of profits made to them by the Scheme if the payment is received by the investors through the services of a Maltese authorised financial intermediary as paying agent and the investors opt to have the income taxed at such reduced withholding tax rate.

Where the payment of the dividend is made through a Maltese authorised financial intermediary and withholding tax has been deducted from the dividends paid to the investor, the tax is final and the recipient need not declare the investment income in their Maltese income tax return. The tax withheld will not be available for credit against that person's tax liability or for a refund, as the case may be.

Where an investor benefits from the 15 per cent rate and the recipient suffers foreign tax (whether directly or by way of withholding) no relief for double taxation would be available. Furthermore, the 15% final withholding tax will be determined on the gross income (i.e. prior to deducting the foreign tax).

Where income is received other than through the services of a Maltese authorised financial intermediary or if a recipient opts to receive the dividend income without deduction of withholding tax such investor will be obliged to declare the dividend income in their income tax return and will be subject to tax on such dividends at the standard rates of tax applicable to that person at the time the dividend income is received by the holder of the units.

Increase in value of units in the Scheme

Any increase in the value of the units held by investors in a sub-fund of the Scheme should be considered to be an unrealised gain made by the investor and is not subject to any tax in Malta until such time as the investors transfer (including through a redemption, liquidation or cancellation) their units in the Scheme. Upon the transfer of the units, any increase in the value of the units will be realised and any capital gains made by the investor would be subject to tax as outlined below.

Capital gains on the transfer of units in the Scheme

Capital gains derived from the transfer of units (including redemption, liquidation, or cancellation) in the Scheme by a person who is ordinarily resident and domiciled in Malta is subject to tax in Malta at the individual's applicable rates of tax. However, the investor may opt to have the gains taxed at a favourable withholding tax rate of 15% if the disposal of the units is made through the services of a Maltese authorised financial intermediary. In such case the investor will not be obliged to declare the capital gains in their income tax return. The tax withheld is final and will not be available for credit against that person's tax liability or for a refund, as the case may be. Where an investor benefits from the 15% rate and the recipient suffers foreign tax (whether directly or by way of withholding) no relief for double taxation would be available. Furthermore, the 15% final withholding tax will be determined on the gross income (i.e. prior to deducting the foreign tax).

Capital gains derived from the alienation of the units held in the Scheme by persons who though resident are not domiciled in Malta (or vice versa) should not be subject to tax in Malta even if such gains are remitted to Malta.

The above does not apply where the investor is investing during the course of a trading activity in which case specific rules may apply.

Stamp Duty

No Maltese stamp duty should be payable on the transfer of units held in the Scheme if the transfer is made through the services of a person holding an investment services license in terms of the Investment Services Act if the Scheme does not own any immovable property in Malta (directly or indirectly) nor does it have more than fifty per cent of its business interest in Malta. It is the intention of the Scheme not to own any immovable property in Malta.

Exchange Control

There are currently no restrictions on external capital transactions however shareholders must be fully aware and responsible to comply with any controls and restrictions and/or submission of any documentation which may be imposed in future.

Investors are advised to seek professional advice regarding their personal tax status and any other possible tax consequences.

Sustainability Impacts Disclosure - *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 ("SFDR")*

Brooks Macdonald International Fund Managers Limited ("**BMIFML**") has appointed Brooks Macdonald Asset Management (International) Limited ("**BMI**") as Investment Manager to the Funds.

BMI does not consider the adverse impacts of its investment decisions on Sustainability Factors, in accordance with the regime outlined in Article 7.2 of the SFDR as accompanied by regulatory technical standards (the "**PAI Regime**"). (Sustainability Factors mean environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.)

BMI and BMIFML have carefully evaluated the requirements of SFDR regarding the consideration of adverse impacts and have taken the decision not to voluntarily "comply" with the PAI Regime at this stage at a firm level or in respect of the Funds. While BMI and BMIFML are supportive of the policy aims of the PAI Regime, taking account of the size and the nature and scale of their activities, BMI and BMIFML consider that it would be disproportionate to comply with the PAI Regime. BMI and BMIFML will keep their decision not to comply with the PAI Regime under regular review and reserve the right to voluntarily comply in the future with the PAI Regime.

Notwithstanding the decision not to comply with the PAI Regime, BMI and BMIFML do have in place a framework for considering Sustainability Factors and risks, primarily through its approach to integrating environment, social and governance factors.

THE VALUE OF SHARES AND INVESTMENTS, INCLUDING THE CURRENCY IN WHICH THEY ARE DENOMINATED, MAY GO DOWN AS WELL AS UP AND PAST PERFORMANCE IS NO GUIDE TO THE FUTURE AND THE VALUE OF SHARES AND THE INCOME FROM THEM CAN GO UP AS WELL AS DOWN AND CANNOT BE GUARANTEED. CONSEQUENTLY, INVESTORS MAY, ON SELLING THEIR SHARES RECEIVE AN AMOUNT GREATER OR LESS THAN THEIR ORIGINAL INVESTMENT.

January 2023

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