

Goodbody Global Smaller Companies Fund

Supplement Dated 12th March, 2020 to the Prospectus for Goodbody Fund ICAV dated 24th June, 2019

This Supplement contains information relating specifically to the Goodbody Global Smaller Companies Fund (the “**Fund**”), a Fund of Goodbody Fund ICAV (the “**ICAV**”), an open-ended umbrella type Irish collective asset-management vehicle with limited liability and segregated liability between sub-funds authorised by the Central Bank on 11th December, 2015 as a UCITS pursuant to the UCITS Regulations. The ICAV currently has seven other Funds, Goodbody Dividend Income Balanced Fund, Goodbody Dividend Income Growth Fund, Goodbody Global Leaders Fund, Goodbody Dividend Income Cautious Fund, Goodbody Vantage 50, Goodbody Vantage 70 and Goodbody Vantage 90, details of which are set out in the relevant Supplement.

This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the ICAV dated 24th June, 2019 (the “Prospectus”). To the extent that there is any inconsistency between the Prospectus and this Supplement, the Supplement shall prevail.

The Directors of the ICAV whose names appear in the Prospectus under the heading “**Management and Administration**” accept responsibility for the information contained in this Supplement and the Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) 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.

Investors should read and consider the section entitled “**Risk Factors**” before investing in the Fund.

Although the Fund may hold/invest substantially in cash, cash deposits, cash equivalents, and/or Money Market Instruments in certain circumstances, Shares in the Fund are not deposits and are different in nature to a deposit in that the investment is not guaranteed and the value of the investment is capable of fluctuation. Investment in the Fund involves certain investment risks, including the possible loss of principal.

1. Interpretation

The expressions below shall have the following meanings:

“**Business Day**” means each day on which banks in Dublin are open.

“**Dealing Day**” means each Valuation Day and/or such other day or days as may be determined by the Directors and notified to Shareholders in advance provided that there shall be at least one Dealing Day in each fortnight. See also the section entitled “**Suspension of Valuation of Assets**” in the Prospectus.

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| “Dealing Deadline” | <p>means for each Dealing Day</p> <p>12 noon (Irish Time) on the relevant Dealing Day;</p> <p>or</p> <p>such other time as the Directors may determine and notify to Shareholders in advance provided always that the Dealing Deadline is no later than the Valuation Point on that Dealing Day.</p> |
| “Initial Offer Price” | <p>means the initial fixed price applicable to each relevant Share Class on the first Dealing Day of that Share Class and is shown for each share class in the section entitled “7. Information on Share Classes”.</p> |
| “Subscription Settlement Cut-off” | <p>means three Business Days after the relevant Dealing Day.</p> |
| “Valuation Day” | <p>means each Business Day and/or such other day or days as may be determined by the Directors and notified in advance to Shareholders.</p> |
| “Valuation Point” | <p>means 23:59 (Irish time) on each Valuation Day using close of business prices in the relevant markets or such time as the Directors may determine from time to time and notify in advance to Shareholders provided that the Valuation Point shall be after the Dealing Deadline.</p> |

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

2. Base Currency

The Base Currency shall be the Euro, the currency of the European Union

3. Investment Objective

The investment objective of the Fund is to provide long term capital growth primarily through investment in global equity securities of small and medium sized companies with geographical and industry sector diversification.

There can be no assurance or guarantee that the Fund will achieve its investment objective.

4. Investment Policy

The Fund invests in a diversified portfolio of small (typically companies with a market

capitalisation of under \$1 billion at the time of investment) and medium sized (typically companies with a market capitalisation of under \$25 billion at the time of investment) company that offer positive earnings growth over the medium to long term. The Fund will identify small and medium sized companies by ranking stocks in the overall market by their market capitalisation. The goal of the Fund is to identify smaller companies that are already profitable and to hold those companies over the longer term while they deliver future growth. It is the growth of cash flow and earnings which is ultimately expected to drive share price returns over the medium to long term.

The Fund may invest up to a maximum of 20% of its Net Asset Value in emerging markets (to include China, South Korea, Taiwan, India, South Africa, Brazil, Chile, Colombia, Mexico, Peru, Indonesia, Malaysia, Philippines, Thailand, Turkey, the UAE, Qatar, Poland, Hungary and Egypt).

The Fund will not have any industry/sector focus.

Whilst it is the intention that the Fund be principally invested in equity securities which are listed or traded globally on a Recognised Exchange, the Investment Manager retains the flexibility to invest substantially in cash and/or money market instruments such as treasury bills where market conditions so warrant and/or the Investment Manager considers it to be in the best interest of the Fund to do so.

Investment Strategy

The Investment Manager utilises a disciplined stock picking approach, as detailed below, driven by both quantitative analysis and fundamental research of individual companies. It is a multi-stage process designed to be transparent and consistent over time.

The initial stage of the process involves use of a quantitative screen to identify small and medium sized companies which are profitable and which are also expected to experience earnings growth over the medium to long term. The quantitative screen utilises historic published information on company profits, coupled with profit forecasts compiled by the Investment Manager, to identify companies which may be likely to increase their profits and hence experience earnings growth. The screen then ranks the subset of companies by financial metrics that can be grouped into three broad categories (1) returns on investment (2) earnings growth and (3) valuations compared to other companies, each of which is also assessed based on historic financial information on individual companies and forecasts compiled by the Investment Manager. The focus of the screening process is to generate investment ideas that can be prioritised for further research.

The second stage of the process involves the fundamental analysis of those potential investment candidates. This involves analysing the company and its business strategy, the company's financial statements (assets, liabilities and earnings) together with reviewing its competitive position within its end market place. Fundamental analysis is performed on historical and present data, but with the goal of making financial forecasts. Fundamental analysis places an emphasis upon turnover expectations, cost expectations and other items such as borrowing costs and taxation, which can impact a company's profitability.

The next stage of the process involves investment selection based on the Investment

Manager's assessment of the company's value versus the current share price of the company.

The final stage of the process is portfolio construction. The Fund is constructed from the stock level, bottom up. However, the Investment Manager will regularly review industry sector and geographic exposures to ensure the Fund is sufficiently diversified.

Performance Measure

The Fund is considered to be actively managed in reference to the MSCI World SMID Index (Bloomberg ticker: MXWOSM (converted to Euro)¹) (the "Index") solely by virtue of the fact that it uses the Index for performance comparison purposes. The Index captures mid and small cap representation across 23 developed markets ("DM") countries (DM countries include: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, the UK and the US). As at the date of this Supplement, the Index comprises 1,646 constituents. The Index is not used to define the portfolio composition of the Fund, or as a performance target, and the Fund may be wholly invested in securities which are not constituents of the Index.

5. Profile of a Typical Investor

The Fund is suitable for investors willing to accept a high level of volatility and who are seeking capital growth through an investment in global equities.

6. Offer

Initial Offer

Shares in the Fund will be offered from 9 a.m. (Irish time) on the 13th March, 2020 to 5 p.m. (Irish time) on the 11th September, 2020 (the "**Initial Offer Period**") at the Initial Offer Price and subject to acceptance of applications for Shares by the ICAV and will be issued for the first time as at the Dealing Day on or after expiry of the Initial Offer Period. The Initial Offer Period may be shortened or extended by the Directors. The Central Bank will be notified in advance of any such shortening or extension if subscriptions for Shares have been received and otherwise on an annual basis.

Subsequent Offer

After closing of the Initial Offer Period Shares in the Fund will be issued at the Subscription

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Price. Please see the section entitled “**Application for Shares**” for more information regarding the cost of shares.

7. Information on Share Classes

Shares shall be issued to Shareholders as Shares of a Class in this Fund. The Directors may, whether on the establishment of this Fund or from time to time, create more than one Class of Shares in this Fund. The Directors may in their absolute discretion differentiate between Classes of Shares, without limitation, as to currency of denomination of a particular Class, distribution policy, hedging strategies if any applied to the designated currency of a particular Class, fees and expenses, voting rights subscription or redemption procedures or the Initial Subscription or Subsequent Subscription applicable. A separate pool of assets will not be maintained for each Share Class.

| Share Class | Currency | Distributions | Currency Management | Investment Management Fee - Up to | Minimum Initial Subscription | Minimum Subsequent Subscription | Initial Offer Period |
|--------------------------------|----------|---------------|---------------------|-----------------------------------|------------------------------|---------------------------------|--------------------------|
| Class B EUR Accumulation | EUR | No | Unhedged | 0.5% | 1,500,000 | 25,000 | Closed |
| Class C EUR Accumulation | EUR | No | Unhedged | 0.750% | 25,000 | 5,000 | See 6. Offer above |
| Class D EUR Accumulation | EUR | No | Unhedged | 1.000% | 10,000 | 5,000 | See 6. Offer above |
| Class E EUR Accumulation | EUR | No | Unhedged | 1.250% | 5,000 | 5,000 | See 6. Offer above |
| Class I GBP Accumulation | GBP | No | Unhedged | 0.750% | 25,000 | 5,000 | See 6. Offer above |
| Class F GBP Accumulation | GBP | No | Unhedged | 0.550% | 1,500,000 | 25,000 | See 6. Offer above |
| Class G GBP Accumulation | GBP | No | Unhedged | 1.000% | 10,000 | 5,000 | See 6. Offer above |
| Class H GBP Accumulation | GBP | No | Unhedged | 1.250% | 5,000 | 5,000 | See 6. Offer above |
| Class J USD Accumulation | US\$ | No | Unhedged | 0.550% | 1,500,000 | 25,000 | See 6. Offer above |
| Class K USD Accumulation | US\$ | No | Unhedged | 0.750% | 25,000 | 5,000 | See 6. Offer above |
| Class L CHF Accumulation | CHF | No | Unhedged | 0.550% | 1,500,000 | 25,000 | See 6. Offer above |
| Class M CHF Accumulation | CHF | No | Unhedged | 0.750% | 25,000 | 5,000 | See 6. Offer above |

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|-----------------|------|----|----------|-------|------------|-----------|--------------------------|
| Class N CNH | CNH | No | Unhedged | 0.40% | 1,000,000 | 25,000 | See 6. Offer above |
| Class O CNH | CNH | No | Unhedged | 0.75% | 1,000,000 | 25,000 | See 6. Offer above |
| Class P HK\$ | HK\$ | No | Unhedged | 0.40% | 10,000,000 | 1,000,000 | See 6. Offer above |
| Class Q HK\$ | HK\$ | No | Unhedged | 0.75% | 10,000,000 | 1,000,000 | See 6. Offer above |
| Class R CNY | CNY | No | Unhedged | 0.40% | 1,000,000 | 25,000 | See 6. Offer above |
| Class S CNY | CNY | No | Unhedged | 0.75% | 1,000,000 | 25,000 | See 6. Offer above |

The Initial Offer Price per share will be 10.00 in the currency of denomination of the relevant Share Class.

Classes may differ amongst other things on the basis of the Investment Manager's Fee applicable to these Classes. Further information in relation to fees is set out below at Section 13 entitled “**Fees and Expenses**”.

8. Initial Subscription and Subsequent Subscription

Each investor must satisfy the Initial Subscription and Subsequent Subscription requirements applicable to the relevant Class as outlined above.

The Directors reserve the right to differentiate between Shareholders and to waive or reduce the Initial Subscription and Subsequent Subscription for certain investors.

9. Application for Shares

Applications for Shares may be made through the Administrator or via a Clearing System through the process described in the Prospectus.

10. Redemption of Shares

Requests for redemption of Shares may be made through the Administrator or via a Clearing System through the process described in the Prospectus.

11. Conversion of Shares

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

12. Suspension of Dealing

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the Fund is suspended in the manner described in the Prospectus under the heading “**Suspension of Valuation of Assets**”. Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares will be considered and requests for redemption and/or conversion will be processed as at the next Dealing Day following the ending of such suspension.

13. Fees and Expenses

Establishment Expenses

The Fund shall bear the fees and expenses attributable to the establishment and organisation of the ICAV as detailed in the section of the Prospectus entitled “**Establishment Expenses**”. Such establishment expenses may be amortised over the first five Accounting Periods of the ICAV or such other period as the Directors may determine and in such manner as the Directors in their absolute discretion deem fair.

Subscription Fee

Subscription Fees will be charged at the discretion of the Investment Manager as outlined in the Prospectus in the section entitled “**Definitions**”.

Investment Manager’s Fee

Pursuant to the Investment Management Agreement, the Investment Manager is entitled to charge an investment management fee equal to a per annum percentage of the Net Asset Value of each Class. The Investment Management fee per annum for each Class is shown above in the section entitled “**Information on Share Classes**”. Any Investment Management fees levied will also be subject to the imposition of Value Added Tax (“**VAT**”) if required.

The fee will be calculated and accrued at each Valuation Point and payable monthly in arrears.

The Investment Manager may from time to time and at its sole discretion decide to rebate to intermediaries and/or Shareholders part or all of its Investment Management fee. Any such rebates may be applied in paying up additional Shares to be issued to the Shareholder, or may be paid in cash.

The Investment Manager shall be entitled to be reimbursed by the ICAV for reasonable out of pocket expenses incurred by it and any VAT on all fees and expenses payable to or by it.

Administrator’s Fees

The Administrator shall be entitled to receive an annual fee out of the net assets of the Fund charged at commercial rates as may be agreed from time to time up to a maximum fee of 0.15% of the Net Asset Value of the Fund accrued and calculated on each Dealing Day and payable monthly in arrears. The Administrator is entitled to be repaid all of its reasonable

agreed upon expenses, transaction and other charges (which will be at normal commercial rates) and other out-of-pocket expenses out of the assets of the Fund (plus VAT thereon, if any).

Depository Fees

The Depository shall be entitled to receive an annual fee out of the net assets of the Fund charged at commercial rates as may be agreed from time to time up to a maximum fee of 0.08% of the Net Asset Value of the Fund accrued and calculated on each Dealing Day and payable monthly in arrears (plus VAT thereon, if any).

Anti-Dilution Levy

An Anti-Dilution Levy may be charged at the discretion of the Directors as outlined in the Prospectus in the section entitled “**Anti-Dilution Levy**”.

Operating Expenses Cap

The administration, depository, legal, audit, directors remuneration and all other general expenses, excluding brokerage and banking commissions and charges, and taxes and governmental expenses (“Operating Expenses”) of the Fund, as set out under “FEES, CHARGES AND EXPENSES” in the Prospectus, are subject to a voluntary expense cap of a maximum of 0.25% per annum of the average daily NAV of the Fund (“Operating Expenses Cap”). Should the cumulative Operating Expenses accrued over the first reporting period from inception of the Fund to 31 December 2016 and then at each annual reporting period thereafter exceed 0.25% of the average daily NAV of the Fund over the same reporting period, then the amount of cumulative Operating Expenses in excess of the Operating Expenses Cap will be paid as a rebate by the Investment Manager to the Fund within 1 month of the end of each reporting period. Should the cumulative Operating Expenses exceed the 0.25% per annum of the average daily NAV of the Fund limit on any Valuation Day of the Fund, then the amount of cumulative Operating Expenses in excess of the Operating Expenses Cap will be accrued within the NAV as a rebate payable by the Investment Manager to the Fund.

14. Distributions

Accumulating Share Classes

In the case of accumulating Classes, all net income and net realised and unrealised gains (i.e. realised and unrealised capital gains net of all realised and unrealised losses) less accrued expenses of the Fund attributable to the relevant Class will be accumulated and reflected in the Net Asset Value per Share.

15. Risk Factors

The attention of investors is drawn to the “**Risk Factors**” section in the Section of the Prospectus entitled “**The ICAV**”.