

GEMCAP INVESTMENT FUNDS (IRELAND) PLC

(An umbrella type open-ended investment company with segregated liability between Funds)

SECOND ADDENDUM TO PROSPECTUS

This Second Addendum dated 06 July 2023 should be read in conjunction with, and forms part of, the Prospectus for GemCap Investment Funds (Ireland) PLC (the "**Company**") dated 4 November 2021 and the First Addendum to the Prospectus dated 23 November 2022 (the "**Prospectus**"). All capitalised terms herein contained shall have the same meaning in this Second Addendum as in the Prospectus unless otherwise indicated.

The Directors of the Company whose names appear under the heading "**Directors**" in the Prospectus 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 in all material respects and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

AMENDMENTS TO THE PROSPECTUS OF THE ICAV

The Prospectus currently in issue shall be amended as follows:

- (i) The section of the Prospectus entitled "**DIRECTORY**" shall be deleted and replaced entirely with the "**DIRECTORY**" section set out in Appendix 1 to this Second Addendum.
- (ii) The section of the Prospectus entitled "**DEFINITIONS**", definition of "**Secretary**" shall be deleted and replaced with the following section:

"Secretary means Gravitas TCSP (Ireland) Limited."

- (iii) Section 2 of the Prospectus entitled "**MANAGEMENT AND ADMINISTRATION**", sub-section 2.2 "**The Manager and Global Distributor**", shall be amended by the deletion of the first and second paragraphs of that section which shall be replaced by the following paragraphs:

"The Manager is a private company limited by shares, incorporated in Ireland on 29 March 2016 with registration number 579677 and has its registered office at 7th Floor, Block A, One Park Place, Upper Hatch Street, Dublin 2, Ireland and its head office at Ground Floor, 118 Rock Road, Booterstown, A94 VOY, Country Dublin, Ireland.

The Manager is part of the Gemini Group. The company secretary of the Manager is Gravitas TCSP (Ireland) Limited and has its registered office at 7th Floor, Block A, One Park Place, Upper Hatch Street, Dublin 2, Ireland. The Manager was approved by the Central Bank with effect from 24 November 2016 to act as a management company for UCITS Irish authorised collective investment schemes pursuant to the CBI UCITS Regulations. Its principal business is acting as manager of investment funds and it currently manages regulated investment funds authorised by the Central Bank."

- (iv) Section 2 of the Prospectus entitled "**MANAGEMENT AND ADMINISTRATION**", sub-section 2.9 "**Secretary**" shall be deleted and replaced entirely with the following section:

"The Company has appointed Gravitas TCSP (Ireland) Limited as its secretary."

APPENDIX 1

DIRECTORY

GEMCAP INVESTMENT FUNDS (IRELAND) PLC

Directors

Stuart Alexander
Conor Hoey
Siobhan Moloney (Chair)
Kevin O'Neill
Orla Quigley
Sinead Sheehan

Registered Office of the Company

7th Floor, Block A
One Park Place
Upper Hatch Street
Dublin 2
Ireland

Manager/Global Distributor

Gemini Capital Management (Ireland) Limited
7th Floor, Block A
One Park Place
Upper Hatch Street
Dublin 2
Ireland

Investment Manager

The Investment Manager to each Fund is described in the relevant Supplement

Administrator, Registrar and Transfer Agent

RBC Investor Services Ireland Limited
4th Floor, One George's Quay Plaza
George's Quay
Dublin 2
Ireland

Depository

RBC Investor Services Bank S.A., Dublin Branch
4th Floor, One George's Quay Plaza
George's Quay
Dublin 2
Ireland

Auditors

Deloitte and Touche
Earlsfort Terrace
Dublin 2
Ireland

Legal Advisers

Dillon Eustace
3 Sir John Rogerson's Quay
Dublin 2
Ireland

Secretary

Gravitas TCSP (Ireland) Limited
7th Floor, Block A
One Park Place
Upper Hatch Street
Dublin 2
Ireland

Irish Listing Advisor

Dillon Eustace
33 Sir John Rogerson's Quay
Dublin 2
Ireland

UK Facilities Agent

GemCap UK Limited
33 Turner Street
C/O Brierley Coleman & Co
Manchester
England
M4 1DW