

**ANIMA FUNDS PLC**  
**FIRST ADDENDUM TO PROSPECTUS**

This Addendum forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 3 January 2023, as amended (the "Prospectus") and is incorporated herein. All capitalised terms herein contained shall have the same meaning in this Addendum as in the Prospectus unless otherwise indicated.

The attention of investors is drawn to the "Risk Factors" section in the Section of the Prospectus entitled "The Company".

The Directors of the Company 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. The Directors accept responsibility accordingly.

The Directors wish to advise Shareholders of the following amendments to the Prospectus.

1. The section of the Prospectus headed "DIRECTORY" is hereby deleted and replaced in its entirety by the following:

**"DIRECTORY**

**ANIMA Funds Plc**

**Registered Office**

78 Sir John Rogerson's Quay,  
Dublin 2,  
Ireland.

**Directors**

Andrew Bates (Irish) (Chairman)  
Pierluigi Giverso (Italian)  
Rory Mason (Irish)<sup>1</sup>  
Agostino Ricucci (Italian)  
Davide Sosio (Italian)

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<sup>1</sup> Independent

**Manager, Promoter and Distributor**

ANIMA SGR S.p.A.,  
Corso Garibaldi, 99,  
20121 Milan (MI)  
Italy.

**Securities Lending Agent and Order Routing Agent**

Anima Alternative SGR S.p.A.,  
Corso Garibaldi, 99  
20121 Milan (MI)  
Italy.

**Administrator**

State Street Fund Services (Ireland) Limited,  
78 Sir John Rogerson's Quay,  
Dublin 2,  
Ireland.

**Depository**

State Street Custodial Services (Ireland) Limited,  
78 Sir John Rogerson's Quay,  
Dublin 2,  
Ireland.

**Secretary**

Tudor Trust Limited,  
33, Sir John Rogerson's Quay,  
Dublin 2,  
Ireland.

**Legal Adviser as to Irish Law**

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

**Auditors**

Deloitte,  
Deloitte & Touche House,  
29 Earlsfort Place,  
Dublin 2,  
D03 AY28,  
Ireland.”

2. The section of the Prospectus headed “**DEFINITIONS**” shall be amended as follows:

- (i) The definition of “Order Routing Agent” is hereby deleted and replaced in its entirety with the following:

“Order Routing Agent” means Anima Alternative SGR S.p.A., or such other entity as may be appointed by the Manager.

- (ii) The definition of “Securities Lending Agent” is hereby deleted and replaced in its entirety with the following:

“Securities Lending Agent” means Anima Alternative SGR S.p.A., or such other entity as may be appointed by the Manager.

3. The section of the Prospectus headed “2. **MANAGEMENT AND ADMINISTRATION**” shall be amended as follows:

(i) The sub-section headed “**Directors**” is hereby deleted and replaced in its entirety by the following is hereby deleted and replaced in its entirety by the following:

**“Directors**

The Company shall be managed and its affairs supervised by the Directors all of whom are non-executive directors of the Company and whose details are set out below:

**Andrew Bates (Irish & Resident in Ireland).** Mr. Bates was a partner and consultant at Dillon Eustace LLP, one of Ireland’s leading law firms, where he advised on the establishment of investment funds for over 27 years, working primarily on UCITS structures, hedge funds and other alternative products (private equity and real estate structures). He is a former Council Member of the Irish Funds, a member of Committee I of the International Bar Association and is the author of several investment fund and asset management related publications, and has been a regular speaker on fund related topics. Mr. Bates also sits on the boards of several UCITS and AIF fund complexes, UCITS/AIFM super-management companies and has previously been a director of several life insurance companies and MiFID regulated asset managers. Mr. Bates was a Director of ANIMA Asset Management Ltd.

**Pierluigi Giverso (Italian).** Mr. Giverso is currently Joint General Manager at ANIMA Holding S.p.A., Joint General Manager at ANIMA SGR S.p.A. and a Director of Anima Alternative SGR S.p.A.. He was also a Director of ANIMA Asset Management Ltd. Previously, he was Head of Business Development at ANIMA Holding S.p.A. (from 2014 to 2017), Head of the Marketing Division at ANIMA SGR S.p.A. (from 2012 to 2017), Head of Planning and Strategic development at PRIMA SGR S.p.A. (from 2009 to 2011, now merged into ANIMA SGR S.p.A.). From 2003 to 2009 Mr. Giverso was a consultant with McKinsey & Company, Italy. Mr Giverso holds a degree in Engineering from Turin Polytechnic University (2003) and a Master in Business Administration from Instituto de Empresa in Madrid (2006).

**Davide Sosio (Italian).** Mr. Sosio is Finance Director of ANIMA SGR S.p.A, Group CFO and HR Director of ANIMA Holding S.p.A.. He is also Chairman of the Board of Directors of Anima Investment Sicav, a Luxembourg domiciled investment company. Previously, Mr. Sosio was General Manager and Director of ANIMA Asset Management Limited and General Manager and Director of Antonveneta ABN AMRO Investment Funds Ltd. Mr. Sosio holds a Degree in Business Administration from Bocconi University in Milan, and an MBA from London Business School.

**Agostino Ricucci (Italian & Resident in Ireland).** Mr. Ricucci is Chief Operating & Trading Officer of Anima Alternative SGR S.p.A.. He is also a Member of the Board of Director of Anima Investment Sicav. Previously he was General Manager and Director of ANIMA Asset Management Ltd. After a previous experience in Banca Apulia S.p.A. where he worked as a Financial Advisor, he joined ANIMA SGR S.p.A. and later ANIMA Asset Management Ltd, where he became Head of Business & Operational Development and subsequently Head of Products & Sales. Mr. Ricucci holds a Master Degree in Law from Università degli Studi di Foggia and a Master in Banking & Finance from Il Sole 24 Ore Business School.

**Rory Mason (Irish & Resident in Ireland)** has over 30 years of experience in the investment and wealth management industry. Mr. Mason was Chairman and Director of ANIMA Asset Management Limited. Mr. Mason was Managing Director of Gillen Markets, an independent investment advisory firm, from January 2016 to January 2022. Prior to 2015, Mr. Mason was Managing Director at Key Capital Private, an Irish wealth management group that was formed as a joint venture with Deutsche Bank Private Wealth Management in 2006. From 1991 to 2006, he held various senior management roles at ABN AMRO Asset Management in London and Amsterdam. Mr. Mason holds a Bachelor of Commerce degree from University College Dublin.

The company secretary is Tudor Trust Limited whose registered office is at 33 Sir John Rogerson's Quay, Dublin 2, Ireland.”

- (ii) The sub-section headed **“Securities Lending Agent”** is hereby deleted and replaced in its entirety by the following is hereby deleted and replaced in its entirety by the following:

**“Securities Lending Agent**

The Manager has appointed Anima Alternative SGR S.p.A. as securities lending agent to the Company. The Securities Lending Agent is an AIFM with registered office in Milan, Corso Garibaldi 99, authorised and regulated by the Bank of Italy and registered under no. 187 in the AIF managers' section of the asset management companies register kept by the Bank of Italy pursuant to article 35 of the Italian Legislative Decree no. 58 of 24 February 1998 (and any implementing regulation thereof). The Securities Lending Agent is a 100% direct subsidiary of ANIMA Holding S.p.A..“

- (iii) The sub-section headed **“Order Routing Programs”** is hereby deleted and replaced in its entirety by the following is hereby deleted and replaced in its entirety by the following:

**“Order Routing Programs**

The Manager has appointed Anima Alternative SGR S.p.A. as order routing agent in respect of the Company.

The Order Routing Agent may run an order routing programme in connection with the portfolio transactions of one or more Funds at all times ensuring best execution in line with the best execution policy of the Order Routing Agent.

Where the Order Routing Agent, or any of its delegates, successfully negotiates the recapture of a portion of the commissions charged by brokers or dealers in connection with the purchase and/or sale of securities of any the Fund, the rebated commission shall be paid to the relevant Fund.

As disclosed in the section headed “Fees and Expenses” below, the Order Routing Agent may charge a fee to the Funds for providing this service.”

4. The section of the Prospectus headed “**3. FEES AND EXPENSES**” is amended, whereby the sub-section headed “**Securities Lending Agent’s Fees**” is hereby deleted and replaced in its entirety by the following:

**“Securities Lending Agent’s Fees**

The Manager operates a securities lending program in respect of the Company and may avail itself of the services of a securities lending agent who will be responsible for the management of the securities lending activity (if any) of each Fund of the Company. Currently, the Securities Lending Agent for the Company is Anima Alternative SGR S.p.A.. The Securities Lending Agent is also subject to change at the discretion of the Directors of the Company. In respect of the breakdown of any securities lending transaction, the relevant Fund of the Company will retain 70% of the securities lending revenue generated, with any remaining revenue being allocated to the Securities Lending Agent (and/or to any sub-agent of the Securities Lending Agent). All proceeds collected on investment of cash collateral or any fee income arising from this securities lending program shall be allocated between the relevant Fund and the Securities Lending Agent in such proportions (plus VAT, if any) as may be agreed in writing from time to time. The actual securities lending fee received by the Funds and the relevant portion of this fee payable to the Securities Lending Agent will be disclosed in the Company’s periodic reports along with all of the relevant information in respect of direct and indirect operational costs/fees arising from the securities lending program.”

5. The section of the Prospectus headed “**6. GENERAL INFORMATION**” is amended as follows:
  - (i) The sub-section headed “**Incorporation, Registered Office and Share Capital**” is hereby deleted and replaced in its entirety by the following:

**“Incorporation, Registered Office and Share Capital**

- (a) The Company was incorporated in Ireland on 15 June 1999 as an investment company with variable capital with limited liability under registration number 308009. The Company has no subsidiaries. The Company is structured as an umbrella fund with segregated liability between Funds.
- (b) The registered office of the Company is 78 Sir John Rogerson's Quay, Dublin 2, Ireland.
- (c) Clause 3 of the Memorandum of Association of the Company provides that the Company's sole object is the collective investment of capital raised from the public in transferable securities and/or in other liquid financial assets of any kind which operates on the principle of risk spreading in accordance with the UCITS Regulations.
- (d) The authorised share capital of the Company is 5,000,000,000 Shares of no par value and Euro 40,000 divided into 40,000 redeemable non-participating shares of Euro1.00 each. Non-participating Shares do not entitle the holders thereof to any dividend and on a winding up entitle the holders thereof to receive the amount paid up thereon but do not otherwise entitle them to participate in the assets of the Company. The Directors have the power to allot shares up to the authorised share

capital of the Company. There are 40,000 one quarter paid non-participating shares currently in issue which were taken by the subscribers to the Company and are held by the Manager.

(e) No share capital of the Company has been put under option nor has any share capital been agreed (conditionally or unconditionally) to be put under option.”

(ii) The sub-section headed “**Directors’ Interests**” is hereby deleted and replaced in its entirety by the following:

**“Directors’ Interests**

(a) None of the Directors has or has had any direct interest in the promotion of the Company or in any transaction effected by the Company which is unusual in its nature or conditions or is significant to the business of the Company up to the date of this Prospectus or in any contracts or arrangements of the Company subsisting at the date hereof other than:

Mr Sosio is CFO and HR Director of ANIMA Holding S.p.A, which is the parent company of the Manager and Finance Director of the Manager.

Mr. Ricucci is Chief Operating & Trading Officer of Anima Alternative SGR S.p.A..

Mr. Giverso is also: Joint General Manager of the Manager and ANIMA Holding S.p.A. which is the parent company of the Manager and a Director of Anima Alternative SGR S.p.A..

(b) No present Director or any connected person has any interests beneficial or non-beneficial in the share capital of the Company.

(c) None of the Directors has a service contract with the Company nor are any such service contracts proposed.”

6. The section of the Prospectus headed “**3. FEES AND EXPENSES**” is amended, whereby the sub-section headed “**Directors’ Fees**” is hereby deleted and replaced in its entirety by the following:

**“Directors’ Fees**

Pursuant to the Articles of Association each Director shall be entitled to receive an annual fee for their services. All Directors will be entitled to reimbursement by the Company of expenses properly incurred in connection with the business of the Company or the discharge of their duties. Each Director is entitled to charge a fee of up to €30,000 per annum for their services. Directors may be entitled to special remuneration if called upon to perform any special or extra services to the Company. The Chairperson of the Company is entitled to charge an additional fee of up to €5,000 per annum.”

**Dated: 14<sup>th</sup> March, 2023**