

Insight Global Funds II p.l.c.

**(an umbrella type open-ended investment
company with variable capital with segregated liability between sub funds)**

**A company incorporated with limited liability under the laws of Ireland with
registered number 424146 and authorised by the Central Bank as a UCITS pursuant to the
Regulations**

FIRST ADDENDUM TO THE PROSPECTUS

This Addendum is dated 26 March 2019

**This Addendum is supplemental to, forms part of and should be read in conjunction with the
Prospectus dated 11 July 2017.**

Distribution of this Addendum is not authorised in any jurisdiction unless accompanied by the Prospectus, relevant KIID, a copy of the then latest annual report and audited accounts of the Company and, if published after such report, a copy of the then latest semi-annual report and unaudited accounts. Such reports, this Addendum, the Prospectus together form the prospectus for the issue of Shares in the Company.

The Directors of Insight Global Funds II p.l.c. whose names appear in the Prospectus accept responsibility for the information contained in this Addendum. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure 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.

Words and expressions defined in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Addendum. For the purposes of interpretation, in the event of any conflict between this Addendum and the Prospectus, any such conflict shall be resolved in favour of this Addendum.

1. All references to "Insight Investment Management (Ireland) Limited" shall be deleted and replaced with "Insight Investment Management (Europe) Limited".
2. The section headed "Investment Restrictions" in **PART 1 INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS** shall be replaced in its entirety with the following:

Investment Restrictions

The particular investment restrictions for each Fund will be formulated by the Directors at the time of the creation of each Fund and will appear in the relevant Supplement for that Fund.

It is intended that the Company shall have the power to avail itself of any future change in the investment and borrowing restrictions specified in the Regulations or otherwise reflected in relevant legislation or regulatory guidance which would permit investment by a Fund in securities, derivative instruments or in any other forms of investment in which investment is at the date of this Prospectus restricted or prohibited under the Regulations. Any such changes to the investment or borrowing restrictions will be disclosed in an updated Prospectus and/or Supplement (in advance or, where not possible and subject to Central Bank requirements, as soon as practicable thereafter) and will be subject to Shareholder approval if appropriate pursuant to the section entitled "Investment Objective and Policies" above.

The general investment restrictions applicable to each Fund are set out in Appendix 1 to the Prospectus.

3. The following section shall be added after the section "Securities Financing Transactions" in **PART 1 INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS**:

References to Benchmarks

Certain Funds may refer to indices within the Supplement of the relevant Funds. These indices may be referenced for various purposes including, but not limited to (i) operating as a reference benchmark which the Fund seeks to outperform; and (ii) relative VaR measurement. The particular purpose of the relevant index shall be clearly disclosed in the relevant Supplement. Where an index is used for the purposes of (i) above this will not constitute use of an index within the meaning of Article 3(1)(7)(e) of the Benchmark Regulation unless the relevant Supplement (in particular as part of its investment policy or strategy) defines constraints on the asset allocation of the portfolio in relation to the index (e.g. an investment restriction that the Fund must invest only in components of the index or must be partially invested in line with index composition). Other references to indices, including for example for the purposes of relative VaR measurement as outlined at (ii) above, may not constitute use of an index within the meaning of Article 3(1)(7)(e) of the Benchmark Regulation. Shareholders should note that the Company and/or its distributors may from time to time refer to other indices in marketing literature or other communications purely for financial or risk comparison purposes. However, unless such indices are referred to as such in the Supplement of the Fund they are not formal benchmarks against which the Fund is managed.

Where relevant the Manager shall put in place written plans, in accordance with Article 28(2) of the Benchmark Regulation, detailing the actions it will take in the event that any index it uses for any Fund in accordance with Article 3(1)(7)(e) of the Benchmark Regulation materially changes or ceases to be provided. These written plans shall detail the steps the Manager will take to nominate a suitable alternative index.

Any index used by a Fund in accordance with Article 3(1)(7)(e) of the Benchmark Regulation shall be provided by an administrator either included in the register referred to in Article 36 of the Benchmark Regulation or availing of the transitional arrangements pursuant to Article 51 of the Benchmark Regulation.

4. The following section shall be added after the section "Shareholders – *Capital Acquisitions*" in **PART 8 TAXATION**:

Automatic Exchange of Information

The Company is obliged, pursuant to the IGA, Council Directive 2011/16/EU, section 891E, section 891F and section 891G of the TCA and regulations made pursuant to those sections, to collect certain information about its investors.

The Company will be required to provide certain information to the Revenue Commissioners in relation to the investors (including information in respect of the investor's tax residence status) and also in relation to accounts held by investors. For further information on FATCA or CRS please refer to the website of the Revenue Commissioners at www.revenue.ie/en/business/aeoi/index.html.

5. The following definition shall be added to **PART 11 DEFINITIONS**:

"Benchmark Regulation" means Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds.

6. The definition of "Relevant Institutions" in **PART 11 DEFINITIONS** shall be deleted and replaced with the following:

"Relevant Institutions" means credit institutions authorised in an EEA Member State or credit institutions authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988 (which includes the United Kingdom), or credit institutions authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand.

7. **APPENDIX 2 MARKETS** shall be replaced in its entirety with the following:

APPENDIX 2

MARKETS

The exchanges and markets below are listed in accordance with the Central Bank Rules which does not issue a list of approved exchanges and markets.

With the exception of permitted investment in unlisted securities, OTC derivatives or in units of open-ended collective investment schemes, investment will be limited to the following stock exchanges and regulated markets in accordance with the regulatory criteria as defined in the Central Bank's Regulations:

- 1 (a) any stock exchange which is:
- located in a Member State; or
 - located in Australia, Canada, Hong Kong, Japan, New Zealand, Switzerland, the United Kingdom, the United States of America; or
- (b) any stock exchange included in the following list:-
- | | | |
|--------------|---|---|
| China | - | Shanghai Stock Exchange; |
| India | - | Mumbai Stock Exchange and the National Stock Exchange of India; |
| Indonesia | - | Jakarta Stock Exchange; |
| Malaysia | - | Kuala Lumpur Stock Exchange (currently known as Bursa Malaysia); |
| Mexico | - | Bolsa Mexicana de Valores; |
| Philippines | - | Philippines Stock Exchange; |
| Singapore | - | The Stock Exchange of Singapore (currently known as the Singapore Exchange); |
| South Africa | - | Johannesburg Stock Exchange; |
| South Korea | - | Seoul Stock Exchange (currently known as the Korean Exchange); |
| Taiwan | - | Taipei Stock Exchange Corporation (currently known as the Taiwan Stock Exchange); |
| Thailand | - | The Stock Exchange of Thailand; and |
| Turkey | - | Istanbul Stock Exchange. |

- (c) any of the following:

The market organised by the International Capital Markets Association (formerly known as the International Securities Market Association);

The (i) market conducted by banks and other institutions regulated by the FCA and subject to the Inter-Professional Conduct provisions of the FCA's Market Conduct Sourcebook and (ii) market in non-investment products which is subject to the guidance contained in the Non-Investment Products Code drawn up by the participants in the London market, including the FCA and the Bank of England;

The market in US government securities conducted by primary dealers regulated by the Federal Reserve Bank of New York and the US Securities and Exchange Commission;

The over-the-counter market in the United States conducted by primary and second dealers regulated by the Securities and Exchanges Commission and by the Financial Industry Regulatory Authority Inc. (and by banking institutions regulated by the US Comptroller of the Currency, the Federal Reserve System or Federal Deposit Insurance Corporation);

KOSDAQ;

NASDAQ;

SESDAQ;

TAISDAQ/Gretai Market;

The Chicago Board of Trade;

The Chicago Mercantile Exchange;

The Johannesburg Stock Exchange;

The Singapore Exchange;

The over-the-counter market in Japan regulated by the Securities Dealers Association of Japan;

The Over-the-Counter market in Canadian Government Bonds as regulated by the Investment Dealers Association of Canada;

The French market for **Titres de Creance Negotiable** (over-the-counter market in negotiable debt instruments); and

The Chinese Inter-Bank Bond Market regulated by the Chinese Central Bank – People's Bank of China.

2. In relation to any exchange traded financial derivative contract, any stock exchange or market on which such contract may be acquired or sold and which is regulated, operates regularly, is recognised and open to the public and which is (i) located in a Member State, (ii) the United Kingdom, (iii) the Channel Islands Stock Exchange, or (iv) listed at (b) or (c) above, or (v) located in Australia, Canada, Hong Kong, Japan, New Zealand, Switzerland or the United States – which may include the following stock exchanges –

Hong Kong - Hong Kong Exchanges and Clearing, Hong Kong Futures Exchange

Japan - Tokyo Stock Exchange

Switzerland - Eurex Zurich

United States - American Stock Exchange (AMEX), New York Stock Exchange (NYSE), NASDAQ, Chicago Board Options Exchange, Chicago Board of Trade, Chicago Mercantile Exchange, NYSE ARCA (formerly Pacific Stock Exchange), Philadelphia Stock Exchange