

**MERCER QIF CCF
(THE "FUND")**

**FIRST ADDENDUM DATED 31 JANUARY 2020
TO PROSPECTUS DATED 1 OCTOBER 2018**

This First Addendum forms part of, and is to be read in conjunction with the prospectus dated 1 October 2018 in relation to the Fund (the "Prospectus") together with each of the latest supplements in respect of the Sub-Funds of the Fund (the "Supplements") and all capitalised terms used herein shall have the meanings set out in the Prospectus. Distribution of this Addendum is not authorised unless accompanied by a copy of the Prospectus.

The Prospectus and Supplements (where applicable) are amended as follows:

1. The list of directors of the Manager included in the section of the Prospectus entitled "DIRECTORY" shall be deleted in its entirety and replaced with the following list:

"Directors:

*Tom Finlay
Michael Dempsey
Gráinne Alexander
Hooman Kaveh
Helen O'Beirne"*

2. The section of the Prospectus entitled "THE FUND" shall be amended by replacing the section in respect of **Paul Sullivan** within "THE MANAGER" subsection in its entirety with the following:

"Gráinne Alexander (Irish) is an independent non-executive director. A Fellow of the Society of Actuaries in Ireland, she has worked in the investment industry for over twenty five years with experience as a senior executive in fund management, investment strategy, investment consultancy and company management. She was a European partner at Mercer Investment Consulting and following that, CEO at F&C Management's Irish asset management firm, F&C Ireland. She was also a director of the Irish Association of Investment Managers and a director of Cayman listed funds. Gráinne is currently a non-executive director of a broad range of investment fund complexes with investment managers Goldman Sachs, Neuberger Berman and Mercer Europe. She received a Diploma in Company Direction from the Institute of Directors in 2013."

3. The section of the Prospectus entitled "THE FUND" shall be amended by replacing the section in respect of **Michael Dempsey** within "THE MANAGER" subsection in its entirety with the following:

"Michael Dempsey (Irish) is a Senior Partner and Head of Mercer's Delegated Solutions business across the newly constructed International region. Under Michael's leadership, Mercer's DS business in Europe has grown from \$5bn to \$107bn in assets under management (AUM) and to a market leading position across Europe, working with 380 clients across 12 countries. In his role, Michael operates as CEO of Mercer Global Investments Europe (MGIE), Mercer's investment management business across Europe, and sits on the Board of Mercer's regulated investment and fund entities, based in Ireland. Since joining Mercer in 1999, Michael has held a number of senior positions across Mercer, including EMEA Head of Investment Management and has led a number of key Mercer relationships as a senior consultant. In addition to his senior business and commercial leadership roles, Michael has extensive market and client experience in consulting and

developing solutions across the full breadth of wealth and investment related issues. Michael is a CFA charterholder, holds a Business & Finance degree from Dublin City University and a Masters degree in Business from the Michael Smurfit, UCD Business School.”

4. The section of the Prospectus entitled “**THE FUND**” shall be amended by replacing the section in respect of **Tom Geraghty** within “**THE MANAGER**” subsection in its entirety with the following:

*“**Hooman Kaveh** (Irish) is the Global Chief Investment Officer for Mercer’s Delegated Investment Solutions business. Hooman leads a team of investment professionals who are responsible for developing and implementing all aspects of the OCIO/fiduciary investment process, including investment strategy, asset allocation and de-risking, fund manager selection, monitoring and blending as well as portfolio implementation. Hooman has been in his current role since 2017 having previously been the European CIO for Mercer’s Delegated Investment Solutions business since 2006 when he joined Mercer to help set up and grow this business in Europe. Prior to that, Hooman was Chief Investment Officer at one of Ireland’s largest financial services companies whose investment division he joined in 1990. He has held various investment roles, including Portfolio Manager and Head of Quantitative Investments, prior to becoming CIO. Hooman graduated from Trinity College Dublin in 1986 with an honours degree in microelectronics engineering. He then worked in the research and development laboratories of Philips in Eindhoven, the Netherlands. He left Philips in 1989 to complete an honours MBA degree in 1990 at Trinity College Dublin. Hooman also holds an MSc master’s degree with honours from Dublin City University in investments and treasury management, which he gained in 1993. He has also lectured on investment management subjects on that programme.”*

5. The section of the Prospectus entitled “**THE FUND**” shall be amended by including the following after the section in respect of Michael Dempsey within “**THE MANAGER**” subsection:

*“**Helen O’Beirne** (Irish) is Head of Business Regulation and Conduct Risk at the Investment Manager and has over 25 years’ experience in the financial services industry having previously worked in Asset Management, Investment Banking and Wealth Management. Prior to joining Mercer, Helen was a director at BlackRock and worked closely with a number BlackRock’s fund management companies across Europe and headed up BlackRock’s Fund Registration and Listing team which supported the global distribution activity of BlackRock’s EU domiciled funds and appointed designated person with responsibility for Distribution for BlackRock Asset Management Ireland Limited. Helen holds a B. Comm and Masters in Business Studies (First Class) from University College Dublin. Helen is also a member of the Chartered Institute for Securities & Investment (MSI) and the Institute of Chartered Secretaries and Administrators (ICSA).”*

6. The section of the Prospectus entitled “**THE FUND**” shall be amended by replacing the last sentence of the first paragraph of the sub-section entitled “**THE MANAGER**” in its entirety with the following:

“The directors of the Manager are Tom Finlay, Michael Dempsey, Gráinne Alexander, Hooman Kaveh and Helen O’Beirne, details of whom are set out above.”

7. The section of the Prospectus entitled “**THE FUND**” is amended by replacing the sub-section entitled “**PAYING AGENTS**” in its entirety with the following:

“PAYING AGENTS

Local regulations in certain countries may require the appointment of paying agents or representatives and the maintenance of accounts by such agents through which subscriptions and redemption monies may be paid. Unitholders who choose or are obliged under local regulations to pay/receive subscription/redemption monies via an intermediary entity rather than directly to or from the Depositary bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the Depositary and (b) redemption monies payable by such intermediate entity to the relevant investor. Fees of sub-distributors and paying agents will be borne by the Fund and will be at normal commercial rates.”

8. The section of the Prospectus entitled “**DEFINITIONS**” is amended by the deletion of the current definition for “*Approved Credit Institution*” and its replacement with the following:

“means (i) a credit institution authorised in the European Economic Area (EEA) (i.e. European Union Member States, Norway, Iceland or Liechtenstein); (ii) a credit institution authorised within a signatory state, other than a EU Member State or a Member of EEA, to the Basle Capital Convergence Agreement of July 1988; or (iii) a credit institution authorised in Australia, Guernsey, Isle of Man Jersey or New Zealand;”.

9. The section of the Prospectus entitled “**DEFINITIONS**” is amended by the deletion of the current definition for “*OECD Member State*” and its replacement with the following:

“means a member state of the Organisation for Economic Co-operation and Development from time to time;”.

10. Any references in the Prospectus and in the Supplements to “*Recognised Rating Agency*” shall be deleted and replaced with “*recognised rating agency*” throughout.

11. The section of the Prospectus entitled “**APPENDIX II – EFFICIENT PORTFOLIO MANAGEMENT**” is amended by replacing the second paragraph of the sub-section entitled “**Use of Repurchase/Reverse Repurchase Agreement**” in its entirety and replacing it with the following:

“A Sub-Fund may enter into repurchase agreements and reverse repurchase agreements (“repo contracts”) only in accordance with normal market practice and provided that collateral obtained under the repo contract is in the form of cash, government or other public securities, certificates of deposit issued by an Approved Credit Institution, bonds/commercial paper issued by Approved Credit Institutions or by non-bank issuers where the issue and issuer are rated A1 or equivalent; equity securities traded on a stock exchange in the EEA, Switzerland, Canada, Japan, the United States, Jersey, Guernsey, the Isle of Man, Australia, New Zealand or the United Kingdom or letters of credit with a residual maturity of three months or less, which are unconditional and irrevocable and which are issued by Approved Credit Institutions. A Sub-Fund may only enter into repo contracts with counterparties which have a minimum credit rating of A/2 or equivalent or which, if unrated, have in the opinion of the Investment Manager an implied rating of A2 or better. Alternatively, an unrated counterparty is acceptable where the relevant Sub-Fund is indemnified against losses suffered as a result of a failure by the counterparty, by an entity which maintains a rating of A2 or equivalent.”

12. The section of the Supplement for Mercer Investment Fund 2 entitled “**SECURITIES LENDING**” is amended by replacing the second paragraph of the sub-section entitled “**Use of**

Repurchase/Reverse Repurchase Agreement” in its entirety and replacing it with the following:

“The Sub-Fund may enter into repurchase agreements and reverse repurchase agreements (“repo contracts”) only in accordance with normal market practice and provided that collateral obtained under the repo contract is in the form of cash, government or other public securities, certificates of deposit issued by an Approved Credit Institution, bonds/commercial paper issued by Approved Credit Institutions or by non-bank issuers where the issue and issuer are rated A1 or equivalent; equity securities traded on a stock exchange in the EEA, Switzerland, Canada, Japan, the United States, the United Kingdom, Jersey, Guernsey, the Isle of Man, Australia or New Zealand or letters of credit with a residual maturity of three months or less, which are unconditional and irrevocable and which are issued by Approved Credit Institutions. The Sub-Fund may only enter into repo contracts with counterparties which have a minimum credit rating of A/2 or equivalent or which, if unrated, have in the opinion of the Investment Manager (or its delegate) an implied rating of A2 or better. Alternatively, an unrated counterparty is acceptable where the Sub-Fund is indemnified against losses suffered as a result of a failure by the counterparty, by an entity which maintains a rating of A2 or equivalent.”