

UK SUPPLEMENT NO.: \_\_\_\_\_  
NAME OF OFFEREE: \_\_\_\_\_

## UNITED KINGDOM SUPPLEMENT TO THE PROSPECTUS

### MERCER QIF FUND PLC

AN UMBRELLA FUND CONSTITUTED AS AN INVESTMENT COMPANY WITH VARIABLE CAPITAL WITH  
SEGREGATED LIABILITY BETWEEN SUB-FUNDS

MAY 2021

**For shareholders and prospective shareholders resident/domiciled in the United Kingdom only (the "Shareholders"), this information supplement dated May 2021 (the "UK Supplement") forms part of and should be read in conjunction with the prospectus for Mercer QIF Fund plc (the "Company") dated 5 March 2021 and the latest version of the supplement (the "Supplement") for Mercer Investment Fund 20 (the "Fund") (together the "Prospectus") as may be amended from time to time.**

**The Company is an umbrella fund constituted as an investment company with variable capital under the laws of Ireland with segregated liability between Sub-Funds and authorised by the Central Bank of Ireland pursuant to Part XXIV of the Companies Act 2014.**

**This UK Supplement does not constitute an offer to sell or a solicitation of an offer to buy shares (the "Shares") in the Fund and prospective Shareholders resident/domiciled in the United Kingdom are urged to read in their entirety this UK Supplement together with the Prospectus, the Memorandum and Articles of Association of the Company (the "Articles") (together the "Fund Materials") before making any decision to invest in the Fund. Any offering of Shares may only be made pursuant to the Fund Materials and prospective Shareholders must not rely solely on this UK Supplement. The Fund Materials contain significant information regarding an investment in the Fund, including risk factors, that is not required to be included in this UK Supplement.**

**Unless otherwise defined herein, capitalized terms in this UK Supplement have the same meanings as given to them in the Prospectus.**

**The contents of this UK Supplement should not be considered legal, tax or financial advice and prospective Shareholders resident/domiciled in the United Kingdom should consult with their own counsel and advisers as to all matters concerning an investment in the Fund.**

## **RESTRICTIONS ON SALES FOR PROSPECTIVE SHAREHOLDERS IN THE UNITED KINGDOM**

THE FUND IS CONSIDERED TO BE AN ALTERNATIVE INVESTMENT FUND (“AIF”) AND MERCER GLOBAL INVESTMENTS MANAGEMENT LIMITED HAS BEEN IDENTIFIED AS THE ALTERNATIVE INVESTMENT FUND MANAGER (THE “AIFM”) OF THE FUND FOR THE PURPOSES OF THE ALTERNATIVE INVESTMENT FUND MANAGERS REGULATIONS 2013, AS AMENDED BY THE ALTERNATIVE INVESTMENT FUND MANAGERS (AMENDMENT ETC.) (EU EXIT) REGULATIONS 2019 (“UK AIFM REGULATIONS”). THE AIFM HAS QUALIFIED THE FUND FOR MARKETING UNDER THE UK AIFM REGULATIONS AND THE FUND MAY BE MARKETED IN THE UNITED KINGDOM TO PROSPECTIVE INVESTORS WHICH ARE DOMICILED OR HAVE A REGISTERED OFFICE IN THE UNITED KINGDOM (“UK PERSONS”) AND WHO QUALIFY AS PROFESSIONAL INVESTORS. THIS PROSPECTUS IS NOT INTENDED FOR, SHOULD NOT BE RELIED ON BY AND SHOULD NOT BE CONSTRUED AS AN OFFER (OR ANY OTHER FORM OF MARKETING) TO ANY OTHER UK PERSONS. A PROFESSIONAL INVESTOR IS AN INVESTOR WHO IS CONSIDERED TO BE A PROFESSIONAL CLIENT WITHIN THE MEANING OF ARTICLE 2(1)(8) OF REGULATION (EU) 600/2014 ON MARKETS IN FINANCIAL INSTRUMENTS. FURTHER INFORMATION ON THE FUND’S UK MARKETING REGISTRATION IS AVAILABLE FROM THE AIFM ON REQUEST.

**1. LOCATION OF DISCLOSURES REQUIRED BY CHAPTER 3.2 OF INVESTMENT FUNDS SOURCEBOOK ISSUED BY THE FINANCIAL CONDUCT AUTHORITY UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000**

<u>Section</u>	<u>Disclosure Item</u>	<u>Response</u>
3.2.2 R (1) (a)	A description of the investment strategy and objectives of the AIF.	<b>Prospectus</b> Investment Objectives and Policies – Page 8  <b>Supplement</b> Investment Objective and Policies – Page 2
3.2.2 R (1) (b)	If the AIF is a feeder AIF, information on where the master AIF is established.	N/A
3.2.2 R (1) (c)	If the AIF is a fund of funds, information on where the underlying funds are established.	<b>Supplement</b> Investment Objectives and Policies – Permissible Investments and Limits – Page 4
3.2.2 R (1) (d)	A description of the types of assets in which the AIF may invest.	<b>Prospectus</b> Investment Objectives and Policies – Page 8  <b>Supplement</b> Investment Objective and Policies – Page 2
3.2.2 R (1) (e)	The investment techniques that the AIF, or the AIFM on behalf of the AIF, may employ and all associated risks.	<b>Prospectus</b> Investment Objectives and Policies – Page 8 Special Considerations and Risk Factors – Page 14  <b>Supplement</b> Investment Objective and Policies – Page 2
3.2.2 R (1) (f)	Any applicable investment restrictions.	<b>Prospectus</b> Appendix I – Investment Restrictions – Page 101
3.2.2 R (1) (g) (h) (i) (j)	The circumstances in which the AIF may use leverage; the types and sources of leverage permitted and the associated risks; any restrictions on the use of leverage and any collateral and asset reuse arrangements; and the maximum level of leverage which the AIFM is entitled to employ on behalf of the AIF.	<b>Prospectus</b> Special Considerations and Risk Factors – Page 14 Borrowing Policy – Page 48  <b>Supplement</b> Risk Management – Page 5

<u>Section</u>	<u>Disclosure Item</u>	<u>Response</u>
3.2.2 R (2)	A description of the procedures by which the AIF may change its investment strategy or investment policy, or both.	<b>Prospectus</b> Investment Objectives and Policies – Changes in Investment Objective and Policies – Page 8
3.2.2 R (3)	A description of the main legal implications of the contractual relationship entered into for the purpose of investment, including information on jurisdiction, the applicable law and the existence or absence of any legal instruments providing for the recognition and enforcement of judgments in the territory where the AIF is established.	<b>Prospectus</b> Important Information – Page 3 General – Shareholder Rights – Page 86 General – Governing Law and Recognition and Enforcement of Judgements in Ireland – Page 86
3.2.2 R (4)	The identity of the AIFM, the AIF's depositary, the auditor and any other service providers and a description of their duties and the investors' rights.	<u>AIFM</u> <b>Prospectus</b> Directory – Page 2 The Company – The Manager – Page 50 Definitions – Page 95  <u>Investment Manager</u> <b>Prospectus</b> Directory – Page 2 The Company – The Investment Manager – Page 51 Definitions – Page 94 <b>Supplement</b> Investment Manager and Sub-Investment Managers – Page 5  <u>Sub-Investment Managers</u> <b>Prospectus</b> The Company – The Sub-Investment Managers – Page 52 Definitions – Page 97 <b>Supplement</b> Investment Manager and Sub-Investment Managers – Page 5 Appendix – List of Sub-Investment Managers – Page 13  <u>Depositary</u> <b>Prospectus</b> Directory – Page 2 The Company – Depositary – Page 52 Definitions – Page 91  <u>Administrator</u> <b>Prospectus</b> Directory – Page 2 The Company – The Administrator – Pages 54

<u>Section</u>	<u>Disclosure Item</u>	<u>Response</u>
		<p>Definitions – Page 90</p> <p><u>Distributor</u> <b>Prospectus</b> Directory – Page 2 The Company – The Distributor – Page 55 Definitions – Page 92</p> <p><u>Auditors</u> <b>Prospectus</b> Directory – Page 2 Definitions – Page 90</p> <p><u>Paying Agents</u> <b>Prospectus</b> The Company – Paying Agents – Page 56</p> <p><u>The Investors' Rights</u> General – Rights Against Service Providers – Page 86</p>
3.2.2 R (5)	A description of how the AIFM complies with the requirements referred to in IPRU-INV 11.3.11G (Professional negligence) relating to professional liability risk.	The AIFM is a non-UK AIFM and therefore is not subject to these requirements.
3.2.2 R (6) (a) (b) (c) (d)	A description of: any AIFM management function delegated by the AIFM; any safe-keeping function delegated by the depositary; the identity of each delegate appointed in accordance with FUND 3.10 (Delegation); and any conflicts of interest that may arise from such delegations.	<p>The AIFM is a non-UK AIFM and therefore is not subject to the requirements relation to the delegation of management functions</p> <p>The AIFM is a non-UK AIFM and the Fund is a non-UK AIF therefore the requirements in relation to the appointment of depositaries do not apply.</p> <p><u>Investment Manager</u> <b>Prospectus</b> The Company – The Investment Manager – Page 51 <b>Supplement</b> Investment Manager and Sub-Investment Managers – Page 5</p> <p><u>Sub-Investment Managers</u> <b>Prospectus</b> The Company – The Sub-Investment Managers – Page 52 <b>Supplement</b> Investment Manager and Sub-Investment Managers – Page 5</p>

<u>Section</u>	<u>Disclosure Item</u>	<u>Response</u>
		<u>Depository Prospectus</u> The Company – The Depository – Page 52
3.2.2 R (7)	A description of the AIF's valuation procedure and of the pricing methodology for valuing assets, including the methods used in valuing any hard-to-value assets, in line with FUND 3.9 (Valuation).	<b>Prospectus</b> Determination of Net Asset Value – Page 70  As a non-UK AIFM, the AIFM is not subject to the requirements under FUND 3.9 (Valuation).
3.2.2 R (8)	A description of the AIF's liquidity risk management, including the redemption rights of investors in normal and exceptional circumstances, and the existing redemption arrangements with investors.	<b>Prospectus</b> Investing in Shares – Redeeming Shares – Page 63 Reports and Accounts – Page 87  <b>Supplement</b> How to Redeem Shares – Page 7
3.2.2 R (9)	A description of all fees, charges and expenses, and the maximum amounts directly or indirectly borne by investors.	<b>Prospectus</b> Fees and Expenses – Page 68  <b>Supplement</b> Fees and Expenses – Page 8
3.2.2 R (10) (11)	A description of how the AIFM ensures a fair treatment of investors; whenever an investor obtains preferential treatment or the right to obtain preferential treatment, a description of: that preferential treatment; the type of investors who obtain such preferential treatment; and where relevant, their legal or economic links with the AIF or AIFM.	<b>Prospectus</b> Fair Treatment of Investors – Page 86
3.2.2 R (12)	The procedure and conditions for the issue and sale of units or shares.	<b>Prospectus</b> Investing in Shares – Page 59  <b>Supplement</b> How to Buy Shares – Page 5
3.2.2 R (13)	The latest net asset value of the AIF or the latest market price of the unit or share of the AIF, in line with FUND 3.9 (Valuation).	<b>Prospectus</b> Determination of Net Asset Value – Page 70  As a non-UK AIFM, the AIFM is not subject to the requirements under FUND 3.9 (Valuation).

<b><u>Section</u></b>	<b><u>Disclosure Item</u></b>	<b><u>Response</u></b>
3.2.2 R (14)	The latest annual report, in line with FUND 3.3 (Annual report of an AIF).	<b>Prospectus</b> Reports and Accounts – Page 87
3.2.2 R (15)	Where available, the historical performance of the AIF.	<b>Prospectus</b> Investing in Shares – Page 59
3.2.2 R (16) (a) (b) (c) (d)	The identity of the prime brokerage firm; a description of any material arrangements of the AIF with its prime brokerage firm and the way any conflicts of interest are managed; the provision in the contract with the depositary on the possibility of transfer and reuse of AIF assets; and information about any transfer of liability to the prime brokerage firm that may exist.	As the AIFM is a non-UK AIFM and the Fund is a non-UK AIF, the requirements in relation to the appointment of depositaries do not apply.
3.2.2 R (17)	A description of how and when the information required under FUND 3.2.5 R and FUND 3.2.6 R will be disclosed.	<b>Prospectus</b> Reports and Accounts – Page 87

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**Please retain this UK Supplement for future reference**

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