

UK SUPPLEMENT NO.: _____
NAME OF OFFEREE: _____

UNITED KINGDOM SUPPLEMENT TO THE PROSPECTUS

MGI FUNDS PLC

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

JANUARY 2022

For shareholders and prospective shareholders resident/domiciled in the United Kingdom only (the "Shareholders"), this information supplement dated January 2022 (the "UK Supplement") forms part of and should be read in conjunction with the prospectus for MGI Funds plc (the "Company") dated 31 December 2021 and the latest version of the supplement (the "Supplement") for Mercer Passive Global High Yield Bond Fund (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 the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended.

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.	Prospectus Investment Objectives and Policies – Page 8 Supplement 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.	N/A
3.2.2 R (1) (d)	A description of the types of assets in which the AIF may invest.	Prospectus Investment Objectives and Policies – Page 8 Supplement 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.	Prospectus Appendix II – Efficient Portfolio Management – Page 119 Supplement Investment Objective and Policies – Page 2
3.2.2 R (1) (f)	Any applicable investment restrictions.	Prospectus Appendix IV – Investment Restrictions – Page 130
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.	Prospectus Special Considerations and Risk Factors – Page 15 Appendix II – Efficient Portfolio Management – Page 119 Appendix III – Additional Information about Financial Derivative Instruments – Page 124 Supplement Investment Objective and Policies – Risk Management – Page 5
3.2.2 R (2)	A description of the procedures by which the AIF may change its investment strategy or investment policy, or both.	Prospectus Investment Objectives and Policies – Changes in Investment Objective and Policies – Page 8

<u>Section</u>	<u>Disclosure Item</u>	<u>Response</u>
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.	<p>Prospectus Important Information – Page 4</p> <p>UK Supplement Shareholder Rights – Page 7 Governing Law and Recognition and Enforcement of Judgments in Ireland – Page 7</p>
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.	<p><u>AIFM</u> Prospectus Directory – Page 3 The Manager – Page 61</p> <p><u>Investment Manager</u> Prospectus Directory – Page 3 The Investment Manager – Page 65 Supplement Investment Manager and Sub-Investment Managers – Page 6 & 13</p> <p><u>Sub-Investment Managers</u> Prospectus The Sub-Investment Managers – Page 66 Supplement Investment Manager and Sub-Investment Managers – Page 7 & 13</p> <p><u>Depositary</u> Prospectus Directory – Page 3 Depositary – Page 66</p> <p><u>Administrator</u> Prospectus Directory – Page 3 The Administrator – Pages 68</p> <p><u>Distributor</u> Prospectus Directory – Page 3 The Distributor – Page 69</p> <p><u>Auditors</u> Prospectus Directory – Page 3</p> <p><u>Paying Agents</u> Prospectus</p>

<u>Section</u>	<u>Disclosure Item</u>	<u>Response</u>
		Paying Agents – Page 70
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> Prospectus <u>The Company – The Investment Manager – Page 65</u></p> <p>Supplement Investment Manager and Sub-Investment Managers – Page 7 & 13</p> <p><u>Sub-Investment Managers</u> Prospectus <u>The Company – The Sub-Investment Managers – Page 66</u></p> <p>Supplement Investment Manager and Sub-Investment Managers – Page 7 & 13</p> <p><u>Depositary</u> Prospectus <u>The Company – Depositary – Conflicts of Interest – Page 68</u></p>
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).	<p>Prospectus Determination of Net Asset Value – Page 82</p> <p>As a non-UK AIFM, the AIFM is not subject to the requirements under FUND 3.9 (Valuation).</p>
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	<p>Prospectus Special Considerations and Risk Factors – Liquidity Risk & Limited Liquidity – Page 16</p> <p>Investing in Shares – Redeeming Shares – Page 77</p>

<u>Section</u>	<u>Disclosure Item</u>	<u>Response</u>
	redemption arrangements with investors.	Supplement How to Redeem Shares – Page 8
3.2.2 R (9)	A description of all fees, charges and expenses, and the maximum amounts directly or indirectly borne by investors.	Prospectus Fees and Expenses – Page 81 Supplement Fees and Expenses – Page 9
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.	UK Supplement Fair Treatment of Shareholders – Page 8
3.2.2 R (12)	The procedure and conditions for the issue and sale of units or shares.	Prospectus Investing in Shares – Subscriptions for Shares – Page 73 Supplement How to Buy Shares – Page 7
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).	Prospectus Determination of Net Asset Value – Page 82 As a non-UK AIFM, the AIFM is not subject to the requirements under FUND 3.9 (Valuation).
3.2.2 R (14)	The latest annual report, in line with FUND 3.3 (Annual report of an AIF).	Prospectus General – Page 99 UK Supplement Reports and Accounts – Page 8
3.2.2 R (15)	Where available, the historical performance of the AIF.	UK Supplement Historical Performance – Page 8
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	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.

<u>Section</u>	<u>Disclosure Item</u>	<u>Response</u>
	information about any transfer of liability to the prime brokerage firm that may exist.	
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.	UK Supplement Reports and Accounts – Page 8

2. SHAREHOLDER RIGHTS

In order to subscribe for Shares, Shareholders must complete an Application Form in accordance with the section of the Prospectus titled “Investing in Shares - Subscriptions for Shares” and the section of the Supplement titled “How to Buy Shares”. By doing so, Shareholders agree to subscribe for Shares and to be bound by the terms of this Prospectus and the Articles (the Application Form, Prospectus and Articles, together, the “**Subscription Documents**”). The Subscription Documents are governed by Irish law and the courts of Ireland shall have such jurisdiction in relation to them as is determined in accordance with Council Regulation (EC) No 44/2001 as set out below in the section titled “Governing Law and Recognition and Enforcement of Judgments in Ireland” below.

3. RIGHTS AGAINST SERVICE PROVIDERS

Shareholders have generally no direct rights against the Company’s service providers. The Company is reliant on the performance of third party service providers, including the Investment Manager, the Depositary, the Administrator and the Auditors. No Shareholder will have any direct contractual claim against any service provider with respect to such service provider’s default. Any Shareholder who believes they may have a claim against any service provider in connection with their investment in the Fund, should consult their legal adviser.

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.

4. GOVERNING LAW AND RECOGNITION AND ENFORCEMENT OF JUDGMENTS IN IRELAND

The 1980 Rome Convention on the Law Applicable to Contractual Obligations (other than Article 7(1)), Regulation (EC) 593/2008 (Rome I) and Regulation (EC) 864/2007 (Rome II), all have force of law in Ireland (together the “**Rome Regulations**”). Accordingly, the choice of a governing law in any given agreement is subject to the provisions of the Rome Regulations. Under the Rome Regulations, the courts of Ireland may apply any rule of Irish law which is mandatory irrespective of the governing law and may refuse to apply a rule of governing law if it is manifestly incompatible with the public policy of Ireland. The courts of Ireland determine what the public policy of Ireland is on a case by case basis. The fact that contractual parties choose a foreign law, whether or not accompanied by the choice of a foreign tribunal, shall not, where all the other elements relevant to the situation at the time of the choice are connected with one country only, prejudice the application of rules of the law of that country, which cannot be derogated from by agreement.

Council Regulation (EC) No 44/2001 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters has force of law in Ireland. In accordance with its provisions, a judgment obtained in the courts of a foreign jurisdiction will in general be recognised and enforced in Ireland without review as to its substance, save in certain exceptional circumstances.

5. REPORTS AND ACCOUNTS

The following information will be disclosed to Shareholders at the same time as the annual financial statements and may be provided at other times to Shareholders in accordance with the UK AIFM Regulations:

- (a) the percentage of the assets of the Fund that are subject to special arrangements arising from their illiquid nature;
- (b) any new arrangements for managing the liquidity of the Fund;
- (c) the current risk profile of the Fund and the risk management systems employed by the AIFM to manage those risks; and
- (d) the total amount of leverage employed by the Fund.

Shareholders will also be provided with information regarding changes to:

- (a) the maximum level of leverage which the AIFM may employ on behalf of the Fund; and
- (b) the right of re-use of collateral or any changes to any guarantee granted under any leveraging arrangement; and
- (c) activation of liquidity management tools.

This information will be made available to Shareholders, without undue delay following the occurrence of that change, by way of update to the Prospectus or the Supplement. Where required, such change will be preceded by notification to Shareholders.

It is intended that Shareholders will be notified if the Fund activates gates or similar arrangements or if the AIFM decides to suspend redemptions. Shareholders will also be notified whenever the AIFM makes material changes to liquidity risk management systems and procedures employed in respect of the Fund.

6. HISTORICAL PERFORMANCE

The historical performance of the Fund shall be available on request from the Manager.

7. FAIR TREATMENT OF SHAREHOLDERS

The Company will at all times seek the fair treatment of Shareholders. The Prospectus shall describe any instance where a Shareholder may receive preferential treatment, a description of that preferential treatment, the type of Shareholders who may obtain such preferential treatment and where relevant their legal and economic links with the Company.

Such preferential treatment may include rebate arrangements between the AIFM and a particular investor or investors and arrangements for the provision of additional information or reporting to a particular investor or to investors, including, by way of example where such information or reporting is required by the investor or investors for the purpose of complying with a specific regulatory or legal obligation. Further details of any such arrangement for the provision of preferential treatment will be disclosed in the Prospectus.

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Please retain this UK Supplement for future reference

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