

Rize UCITS ICAV

an open-ended Irish collective asset management vehicle which is constituted as an umbrella fund with variable capital and segregated liability between its sub-funds and registered in Ireland with registration number C193010 and authorised by the Central Bank of Ireland as a UCITS.

UK COUNTRY SUPPLEMENT - ADDITIONAL INFORMATION FOR INVESTORS IN THE UNITED KINGDOM

DATED 23rd January 2020

This UK Country Supplement (the "UK Supplement") forms part of and should be read in conjunction with the prospectus for Rize UCITS ICAV (the "ICAV") dated 22nd January 2020 as amended or supplemented from time to time (the "Prospectus").

The UK Supplement is issued with respect to the offering of the ETF Shares in the sub-funds (each, a "**Fund**") of the ICAV (the "**Shares**"). This UK Supplement contains information for UK resident Investors only and is authorised for distribution only when accompanied by the Prospectus and the key investor information document (the "**KIID**") for the relevant Funds in respect of which information is being provided. References to the Prospectus are to be taken as references to that document as supplemented or amended hereby. In addition, words and expressions defined in the Prospectus, unless otherwise defined in this UK Supplement, shall bear the same meaning when used herein.

The registered office of the ICAV is Ten Earlsfort Terrace, Dublin 2, Ireland.

The Manager is Davy Global Fund Management Limited, Davy House, 49 Dawson Street, Dublin 2, Ireland.

Nothing in this document should be construed as legal, investment or tax advice. UK resident Investors should seek their own professional advice before making any investment decisions.

The FCA has not approved and takes no responsibility for the contents of the Prospectus or for the financial soundness of the ICAV or any of its Funds or for the correctness of any statements made or expressed in the Prospectus.

The ICAV is a recognised collective investment scheme within the meaning of Section 264 of the UK Financial Services and Markets Act 2000 (the "**FSMA**") and the Shares may be promoted to the UK public by persons authorised to carry on investment business in the UK and will not be subject to restrictions contained in Section 238 of the FSMA.

The ICAV does not carry on regulated activities in the UK and so does not require the conduct of its business to be regulated under the FSMA. Investors will therefore not benefit from the protections provided by the UK regulatory system such as the Financial Services Compensation Scheme or the Financial Ombudsman Service.

UK Facilities Agent

The ICAV has appointed Davy Global Fund Management Limited (the "**Facilities Agent**") to act as its facilities agent in the UK. The Facilities Agent has agreed to maintain certain facilities at its principal place of business in the UK, which is at Dashwood House, 69 Old Broad Street, London EC2M 1QS.

At this address, any UK resident Investor of the ICAV may inspect (free of charge) copies in English of:

- a) the Instrument of Incorporation of the ICAV (including any subsequent amendments and any instrument amending such instrument of incorporation);

- b) the current Prospectus;
- c) the KIIDs for the Funds;
- d) the latest annual report and semi-annual report of the ICAV; and
- e) any other documents required from time to time by the rules of the FCA.

Any person may obtain a paper copy (in English) of any of the above documents (free of charge in the case of the documents at (b) to (d) and at not more than a reasonable charge in respect of any other documents) at the Facilities Agent address stated above during normal business hours on a Business Day. UK resident Investors may also request information in English about the ICAV's Share prices. The Facilities Agent may charge for the delivery of copies of the above listed documents. These documents are also available at www.fundinfo.com

Information regarding the ICAV's complaint procedures is available to UK resident Investors free of charge upon request. UK resident Investors may file complaints about the ICAV free of charge at the registered office of the ICAV, as provided in the Prospectus.

Risk Factors

There are certain risk factors associated with the operation and investments of the ICAV that are described below and more fully in the Prospectus and the KIIDs.

Investment in the ICAV may not be suitable for all categories of investors. Prospective Investors should seek advice from their investment advisor for information concerning the ICAV and the suitability of making an investment in the ICAV in the context of their individual circumstances. Particular attention should be drawn to the sections headed "**Risk Factors**" in the Prospectus.

Subscription and Redemption Process

Only Authorised Participants may subscribe for ETF Shares directly with the ICAV and apply to redeem ETF Shares directly with the ICAV. Investors other than Authorised Participants must buy and sell ETF Shares on a Secondary Market with the assistance of an intermediary (e.g. a broker) and may incur fees for doing so.

However, there are limited circumstances where Investors other than Authorised Participants will be permitted to redeem their ETF Shares directly with the ICAV, this includes where the stock exchange value of the ETF Shares significantly varies from the Net Asset Value per Share. Details of the process involved in such circumstances will be available from the Facilities Agent (or its delegate). In such circumstances, ETF Shares may be redeemed at the Net Asset Value per Share less Duties and Charges.

UK resident Investors of the ICAV may submit any complaints in respect of the ICAV or its operations to the Facilities Agent for transmission to the Manager.

Taxation

The following information is solely intended to offer general guidance to persons holding Shares as an investment and on the United Kingdom taxation of the ICAV and its UK resident Investors.

This summary is not intended to be a comprehensive description of the tax treatment of the ICAV or of any investment in it and should not be taken to constitute legal or tax advice. Prospective Investors should consult their own professional advisers on the implications (including, without limitation, the tax implications) of making an investment in, and holding or disposing of, Shares and the receipt of distributions (whether or not on redemption) with respect to such Shares.

The ICAV

The affairs of the ICAV are intended to be conducted in such a manner that it will not become resident in the UK for UK taxation purposes. Therefore, provided the ICAV does not carry on a trade in the UK through a permanent establishment located there, the ICAV will not be subject to UK corporation tax on income or chargeable gains arising to it. However, it cannot be guaranteed that the conditions necessary to prevent any such permanent establishment coming into being will at all times be satisfied.

The ICAV may be subject to UK income tax on income (and in certain limited circumstances, capital gains) derived from the UK. Income and gains received by the ICAV that has a United Kingdom source may be required to be paid subject to withholding of tax required to be deducted from a relevant payment under UK law (subject to relief from such withholding tax under a relevant double tax treaty between the UK and the jurisdiction in which the ICAV is resident for tax purposes).

Investors

Certain UK resident Investors in a reporting fund are subject to tax on the share of the reporting fund's income attributable to their holding in the fund, whether distributed or not.

Subject to their personal tax positions, UK resident Investors holding Shares at the end of each 'reporting period' (as defined for UK tax purposes) will potentially be subject to UK income tax or corporation tax on their share of a Fund's 'reported income' (and any dividends paid to them to the extent that the reported amount exceeds dividends received by them). The terms 'reported income', 'reporting period' and their implications are discussed in more detail below. Both reported income and dividends will be treated as dividends received from a foreign corporation, subject to any re-characterisation as interest, as described below.

Individual Investors resident for tax purposes in the UK under certain circumstances may benefit from a non-refundable tax credit in respect of reported income or dividends received from corporate offshore funds invested largely in equities (i.e. where the offshore fund is not considered a bond fund for UK tax purposes).

Dividends reported or paid by offshore corporate funds to companies' resident in the UK are likely to fall within one of a number of exemptions from UK corporation tax (each corporate Investor will need to consider its own position). In addition, dividends reported or paid to non-UK companies carrying on a trade in the UK through a permanent establishment in the UK are also likely to be exempt from UK corporation tax on dividends to the extent that the Shares held by that company are used by, or held for, that permanent establishment.

The Investment Manager intends to operate each relevant Fund so that it does not invest more than 60% of its assets in interest-bearing (and economically similar) assets at any time. If any Fund at any time has more than 60% by market value of its investments in debt securities, money placed at interest (other than cash awaiting investment), building society shares or in holdings in unit trusts or other offshore funds with, broadly, more than 60% of their investments similarly invested, each Investor within the charge to UK corporation tax as respects its interest in a relevant Fund will be taxed on any increase (or relieved for any loss) in the value of its interest at the end of each accounting period and at the date of disposal of their interest as income as calculated on a fair value accounting basis.

The following Funds (and Classes of Shares thereof) have received certification by the HM Revenue & Customs ("HMRC") as reporting funds with effect from their respective "Effective Dates" as stipulated in the table below, and the directors of the ICAV intend to manage their affairs so that they continue to be certified as reporting funds.

Those Classes of Shares which state “TBC” will apply to be certified as reporting funds. For the latest information and to check their effective date please

see: <https://www.gov.uk/government/publications/offshore-funds-list-of-reporting-funds>.

Fund	Class	Effective Date
Rize Cybersecurity and Data Privacy UCITS ETF	USD Accumulating ETF	22 October 2019
Rize Medical Cannabis and Life Sciences UCITS ETF	USD Accumulating ETF	22 October 2019

Once reporting fund status is obtained from HMRC for the Funds, it will remain in place permanently provided that the annual reporting requirements are satisfied.

The above Funds (and Classes of Shares thereof) are subject to certain annual reporting requirements.

Such annual duties will include calculating and reporting 100% of the income returns of the offshore fund for each reporting period (as defined for UK tax purposes) on a per-Share basis to all relevant UK resident Investors. The reported income will be deemed to arise to UK resident Investors on the date the report is issued by the Directors provided that the ICAV reports within 6 months of the year end.

Anti-Avoidance Provisions

The UK tax rules contain a number of anti-avoidance codes that can apply to UK Investors in offshore funds in particular circumstances. It is not anticipated that they will normally apply to Investors. Any UK taxpaying Investor who (together with connected persons) holds over 10% of the ICAV should take specific advice.

Other Provisions

Any individual Investor domiciled or deemed to be domiciled in the UK for UK tax purposes may be liable to UK inheritance tax on their Shares in the event of death or on making certain categories of lifetime transfer.

Since the ICAV is not incorporated in the UK and the register of Shareholders will be kept outside the UK, no liability to UK stamp duty reserve tax should arise by reason of the transfer, subscription for, or redemption of Shares. Liability to UK stamp duty will not arise provided that any instrument in writing, transferring Shares in the ICAV, or shares acquired by the ICAV, is executed and retained at all times outside the UK. However, the ICAV may be liable to transfer taxes in the UK on acquisitions and disposals of investments. In the UK, stamp duty reserve tax or stamp duty at a rate of 0.5% will be payable by the ICAV on the acquisition of shares in companies that are either incorporated in the UK or that maintain a share register there.

For more information regarding tax please see the section heading “**Taxation**” in the Prospectus.