

ANIMA FUNDS PLC
THIRD ADDENDUM TO PROSPECTUS

This Addendum forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 11 July 2023, as amended (the "Prospectus") and is incorporated herein. All capitalised terms herein contained shall have the same meaning in this Addendum as in the Prospectus unless otherwise indicated.

The attention of investors is drawn to the "Risk Factors" section in the Section of the Prospectus entitled "The Company".

The Directors of the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that 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. The Directors accept responsibility accordingly.

The Directors wish to advise Shareholders of the following amendments to the Prospectus.

1. The section of the Prospectus headed "**4. THE SHARES**" shall be amended as follows:
 - (i) A new sub-section headed "**Compulsory Conversion of Shares**" shall be inserted immediately following the sub-section headed "**Conversion of Shares**", as follows:

*"The Company may compulsorily convert all or any Shares of one Class in a Fund (the "**Original Class**") for Shares of any Class of the same Fund (the "**New Class**") on advance written notice to holders of Shares in the Original Class (the "**Compulsory Conversion Notice**") on the following terms:-*

The conversion of the Participating Shares specified in the Compulsory Conversion Notice pursuant to this Section shall occur on the Dealing Day specified in the Compulsory Conversion Notice.

Conversion of the Shares of the Original Class as specified in the Compulsory Conversion Notice shall be effected in the following manner, that is to say:-

- (a) such Shares of the Original Class shall be redeemed by the issue of Shares of the New Class;*
- (b) the Shares of the New Class shall be issued in respect of and in proportion to (or as nearly as may be in proportion to) the holding of the Shares of the Original Class which is being converted; and*
- (c) the proportion in which Shares of the New Class are to be issued in respect of Shares of the Original Class shall be determined in accordance with the following provisions of the Prospectus.*

*The Directors shall determine the number of Shares of the New Class to be issued on conversion in accordance with the formula as outlined above under “**Conversion of Shares**”.*

The conversion of the Shares of the Original Class for Shares of the New Class shall take place on the Dealing Day as specified in the Compulsory Conversion Notice and the holder’s entitlement to Shares as recorded in the Company’s share register shall be altered accordingly with effect from that Dealing Day.

A compulsory conversion of Shares as an initial investment in a Class or Fund will be made if the value of the Shares to be converted is equal to or exceeds the Minimum Subscription for the relevant Class.

In the event of a compulsory conversion as set out herein, the holder of Shares of the Original Class must satisfy the criteria laid down by the Directors for investment in the New Class of Shares in the Fund, and the compulsory conversion shall not result in the Shareholders holding Shares of the New Class which are subject to less favourable terms than those terms applicable to the Original Class. In the event that the compulsory conversion of a Class is proposed which could result in affected Shareholders holding Shares of the New Class which are subject to less favourable terms than those applicable to the Original Class, the approval of affected Shareholders will be sought in accordance with the Articles of Association.

Notwithstanding the compulsory conversion of all or any Shares of the Original Class for Shares in the New Class, the Original Class may continue to exist, subject to the view of the Manager and/or the Company, as to the commercial viability of the Original Class to remain open for subscription.

To the extent the compulsory conversion applies in respect of performance fee paying Classes, performance fees of the Original Class, if any, will crystallise in due proportions on the date of the compulsory conversion and performance fees will become payable as of the date of the compulsory conversion.

For the avoidance of doubt, a conversion fee will not be applied by the Company in respect of a compulsory conversion.”

Dated: 24 June 2024