

## SUPPLEMENT 4

### Tideway European Equity Income Fund

**Supplement dated 12 March, 2018 to the Prospectus for Tideway UCITS Funds ICAV dated 31 January, 2018**

This Supplement contains information relating specifically to Tideway European Equity Income Fund (the “Fund”), a Fund of Tideway UCITS Funds ICAV (the “ICAV”), an open-ended umbrella type Irish collective asset-management vehicle with limited liability and segregated liability between sub-funds authorised by the Central Bank on 16 October, 2015 as a UCITS pursuant to the UCITS Regulations.

**This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the ICAV dated 31 January, 2018 (the “Prospectus”) which immediately precedes this Supplement and is incorporated in this Prospectus. To the extent that there is any inconsistency between the Prospectus and this Supplement, the Supplement shall prevail.**

The Directors of the ICAV whose names appear in the Prospectus under the heading “**Management and Administration**” accept responsibility for the information contained in this Supplement and the Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

Investors should read and consider the section entitled “**Risk Factors**” before investing in the Fund.

Application has been made to the Irish Stock Exchange for the Class A GBP Accumulation Shares and Class B GBP Income Shares of the Fund to be admitted to the Official List and to trading on the Main Securities Market of The Irish Stock Exchange. The Directors do not expect that an active secondary market will develop in such Shares. No application has been made for such Shares to be listed on any other stock exchange. This Supplement, as well as the Prospectus, including all information required to be disclosed by the Irish Stock Exchange’s listing requirements shall constitute listing particulars for the purpose of listing the Shares on the Irish Stock Exchange.

Neither the admission of the Shares to the Official List and to trading on the Main Securities Market of the Irish Stock Exchange nor the approval of these listing particulars pursuant to the listing requirements of the Irish Stock Exchange shall constitute a warranty or representation by the Irish Stock Exchange as to the competence of the service providers or any other party connected with the ICAV, the adequacy of information contained in the Prospectus or the suitability of the ICAV for investment purposes.

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

Although the Fund may invest substantially in cash deposits, cash equivalents, certificates of deposits and/or Money Market Instruments in certain circumstances, Shares in the Fund are not deposits and are different in nature to a deposit in that the investment is not guaranteed and the value of the investment may fluctuate. Investment in the Fund involves certain investment risks, including the possible loss of principal. It is not expected that the Fund will invest substantially in these investments except in times of extreme market conditions subject to compliance with the relevant UCITS restrictions.

The Fund may charge all or part of the fees (including management fees) and expenses to capital which will have the effect of lowering the capital value of an investment. Thus, on redemption of holdings of such Shares, Shareholders may not receive back the full amount invested. The policy of charging fees and expenses to capital seeks to maximise distributions but it will also have the effect of lowering the capital value of your investment, constraining the potential for future capital growth and capital may be eroded.

## 1. Interpretation

The expressions below shall have the following meanings:

**“Business Day”** means each day (except Saturday or Sunday) on which banks in Dublin and London are generally open for business. Additional Business Days may be created by the Directors and notified to Shareholders in advance.

**“Dealing Day”** means each Valuation Day and/or such other day or days as may be determined by the Directors and notified to Shareholders in advance provided that there shall be at least one Dealing Day in each fortnight. See also the section entitled **“Suspension of Valuation of Assets”** in the Prospectus.

**“Dealing Deadline”** means for each Dealing Day

- (i) in relation to subscription requests 12pm (Irish time) on the relevant Dealing Day; and
- (ii) in relation to redemption requests 12pm (Irish time) on the relevant Dealing Day; or
- (iii) such other time as the Directors may determine and notify to Shareholders in advance provided

always that the Dealing Deadline is no later than the Valuation Point on that Dealing Day.

**“Initial Offer Price”**

means the initial fixed price applicable to each relevant Share Class on the first Dealing Day of that Share Class and is shown for each share class in the section entitled **“Information on Share Classes”**.

**“Redemption Settlement Cut-off”**

means 3 Business Days after the relevant Dealing Day.

**“Subscription Settlement Cut-off”**

means 3 Business Days after the relevant Dealing Day.

**“Valuation Day”**

means each Business Day and/or such other day or days as may be determined by the Directors.

**“Valuation Point”**

means 11pm Irish time on each Valuation Day or such time as the Directors may determine and notify Shareholders in advance provided that the Valuation Point shall be after the Dealing Deadline.

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

**2. Base Currency**

The Base Currency shall be GBP Sterling

**3. Investment Objective**

The Fund aims to deliver long term investment returns ahead of inflation, from a combination of income and capital growth.

**4. Investment Policy**

***General***

The Fund will seek to achieve its objective through investment in a diversified portfolio of equity securities of issuers that are either listed in European countries or if listed outside Europe exercise a significant part of their economic activities in European countries. The Fund will be invested primarily in large and mid-cap companies and to a lesser extent (up to 10% of the Net Asset Value of the Fund) in small cap companies (defined as less than £1 billion market

capitalisation). With the exception of permitted investment in unlisted securities, investments by the Fund will be restricted to securities listed or traded on Recognised Exchanges as set on in Appendix II to the Prospectus.

The securities in which the Fund may invest are ordinary shares, common stock, preferred stock, rights issues, American depositary receipts, global depositary receipts and in warrants (which do not embed derivatives and or leverage).

The Fund may invest up to 50% in Money Market Instruments, including but not limited to certificates of deposit, floating rate notes and fixed or variable rate commercial paper listed or traded on Recognised Exchanges and in cash deposits denominated in such currency or currencies as the ICAV may determine having consulted with the Investment Manager.

The Fund may also, on an ancillary basis, hold up to 50% in cash or cash equivalents which shall include, but shall not be limited to short-term fixed income securities (i.e. UK Government treasury bills) and time deposits (i.e. a savings account or certificate of deposit (CD) held for a fixed-term, with the understanding that the depositor can make a withdrawal only by giving notice).

The amount of cash and/or cash equivalents that the Fund will hold will vary depending on prevailing circumstances. For example, in times of high market volatility and limited opportunity to deploy capital effectively, cash balances in the Fund will be higher than periods where good investments are available at attractive prices.

There is no industry or sectoral focus in the Fund.

The Fund will target a trailing 12-month yield\* of 10% higher than the FTSE Developed Europe Index – Net Tax TR GBP, however, this cannot be guaranteed.

*\*Trailing 12-month yield defined as the sum of dividend distributions paid to Shareholders over the preceding 12-month period, divided by the Gross Asset Value of the Fund,*

The total gross long positions will not exceed 100% of the Net Asset Value of the Fund. There will be no short positions in the Fund.

It is not currently proposed that the Fund will use derivatives for investment, efficient portfolio management, currency or Share class hedging purposes. In the event that the Fund proposes using derivatives for investment, efficient portfolio management, currency or Share class hedging purposes in the future, the Supplement will be updated to include the relevant derivative instrument and Shareholders will be notified. A Risk Management Process will be submitted to the Central Bank in accordance with the Central Bank UCITS Regulations 2015 prior to the Fund engaging in financial derivative instruments transactions.

**There can be no assurance that the investment objective and policy of the Fund will be achieved.**

### ***Investment Strategy***

The Investment Manager will pursue a long-only discretionary investment strategy, i.e. a policy of only holding "long" positions in equity securities, as described under the heading Investment Policy above. This means that the Fund's Net Asset Value will rise (or fall) in value based on the market value of the equities held.

The use of financial derivative instruments (both Exchange Traded and OTC) is not permitted. Long positions may be held only through direct securities investment.

There will be no leverage in the Fund.

The Investment Manager for the Fund selects stocks based on a bottom-up approach and does not invest on the basis of macro-economic forecasts. The Investment Manager believes that stock markets exhibit short-term pricing inefficiencies, with stocks often becoming mispriced (over or under valued) due to excessive optimism or pessimism regarding a stock's financial outlook. The Investment Manager believes that over the long-term it is possible to generate positive returns as such mispricing effects dissipate. The Fund's bottom-up, research-driven, value investment style attempts to identify equity securities that are undervalued by the market in comparison to the Investment Manager's own determination of the company's value, taking into account criteria such as asset book value, cash flow and earnings estimates. The Investment Manager seeks to identify individual stocks with the capacity to generate consistent, growing income. The research process therefore focusses on identifying investments in large, well-capitalised household name companies which have sufficiently strong cash flow profiles, dividend coverage and prospects of earnings growth.

### ***Efficient Portfolio Management***

Subject to the conditions and limits set out in the Central Bank UCITS Regulations, the Fund may use stock-lending agreements to generate additional income for the Fund. Stocklending arrangements will only be utilised for efficient portfolio management purposes only.

Investors should be aware that when the Fund enters into stocklending arrangements, operational costs and/or fees shall be deducted from the revenue delivered to the Fund. Such fees and costs may include brokerage, exchange and clearing house fees. One of the considerations taken into account by the Investment Manager when selecting brokers and counterparties on behalf of the Fund is that any such costs and/or fees which are deducted from the revenue delivered to the Fund shall be at normal commercial rates and shall not include any

hidden revenue.

Such direct or indirect costs and fees will be paid to the relevant broker or counterparty to the transaction. The identity of the entities (which may include entities related to the Depositary) to which such direct and indirect costs and fees are paid shall be disclosed in the annual financial statements of the ICAV. The Manager shall ensure that revenues arising from the use stocklending arrangements, net of direct and indirect operational costs and fees, are returned to the Fund.

#### *Collateral Policy*

Any collateral received by the Fund shall comprise of cash collateral and/or securities of varying maturity which satisfy the requirements of the Central Bank relating to non-cash collateral which may be received by a UCITS.

The level of collateral required to be posted may vary by counterparty with which the Fund trades. The haircut policy applied to posted collateral will be negotiated on a counterparty basis and will vary depending on the class of asset received by the Fund, taking into account the price volatility of the relevant asset and credit standing of the relevant counterparty.

#### ***Securities Financing Transactions***

The Fund may engage in stocklending arrangements which constitute securities financing transactions ("SFTs"), as described under the following headings in the Prospectus.

The maximum exposure of the Fund in respect of SFTs shall be 50% of the Net Asset Value of the Fund. However, it is expected that the Fund's exposure in respect of SFTs will not exceed a maximum exposure of 30% of the Net Asset Value of the Fund. The types of assets that will be subject to stocklending arrangements will be assets which are of a type which is consistent with the investment policy of the Fund.

Additional detail on SFTs, including acceptable collateral and counterparty procedure is given under the headings "Repurchase / Reverse Repurchase and Stock-Lending Arrangements for the Purposes of Efficient Portfolio Management", "Securities Financing Transactions and Total Return Swaps – Counterparty Procedure", "Securities Financing Transactions and Total Return Swaps – Collateral" and "Risk Factors" in the Prospectus.

#### ***Borrowing Powers***

The ICAV may only borrow on a temporary basis and the aggregate amount of such borrowings may not exceed 10% of the Net Asset Value of the Fund. Subject to this limit, the Directors may exercise all borrowing powers on behalf of the Fund. In accordance with the provisions of the

UCITS Regulations, the Directors may instruct that the Depositary may charge the assets of the Fund as security for such borrowings.

## 5. Profile of a Typical Investor

The Fund is suitable for investors with a long term holding period and who have a moderate to high risk appetite.

## 6. Offer

### Initial Offer

Shares in the Fund will be offered from 9 a.m. (Irish time) on the 13 March, 2018 to 5 p.m. (Irish time) on 13 September, 2018 (the “**Initial Offer Period**”) at the Initial Offer Price set out in the table below and subject to acceptance of applications for Shares by the ICAV and will be issued for the first time as at the Dealing Day on or after expiry of the Initial Offer Period. The Initial Offer Period may be shortened or extended by the Directors. The Central Bank will be notified in advance of any such shortening or extension if subscriptions for Shares have been received and otherwise on an annual basis.

### Subsequent Offer

After closing of the Initial Offer Period Shares in the Fund will be issued at the Net Asset Value per Share. Please see the section entitled “**Application for Shares**” for more information regarding the cost of shares.

## 7. Information on Share Classes

Class	Currency	Initial Offer Price	Initial Subscription	Minimum Holding	Minimum Transaction Size	Investment Management Fee
Class A GBP Accumulation Shares	GBP	GBP 100	£1000	GBP £1000	GBP £1000	0.50%
Class B GBP Income Shares	GBP	GBP 100	£ 1000	GBP £1000	GBP £1000	0.50%

## 8. Initial Subscription and Minimum Holding Size

Each investor must satisfy the Initial Subscription requirements applicable to the relevant Class as outlined above and must retain Shares having a Net Asset Value of the Minimum Holding applicable to the relevant Class as outlined above.

The Directors reserve the right to differentiate between Shareholders and to waive or reduce the Initial Subscription and Minimum Holding for certain investors.

## **9. Application for Shares**

Applications for Shares may be made through the Administrator through the process described in the Prospectus.

## **10. Redemption of Shares**

Requests for redemption of Shares may be made through the Administrator through the process described in the Prospectus.

### *Timing of payment*

Redemption proceeds in respect of Shares will normally be paid within 3 Business Days (but no later than 10 Business Days) from the relevant Dealing Deadline provided that all the required documentation has been furnished to and received by the Administrator.

## **11. Conversion of Shares**

Subject to the Initial Subscription and Minimum Holding requirements of the relevant Classes, Shareholders may request conversion of some or all of their Shares in one Fund of the ICAV or Class to Shares in another Fund of the ICAV or Class or another Class in the Fund in accordance with the procedures specified in the Prospectus under the heading “**Conversion of Shares**”.

### **Conversion Charge**

It is not currently intended to impose a conversion charge on the conversion of Shares in any Class to Shares in another Class of a Fund.

## **12. Suspension of Dealing**

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the Fund is suspended in the manner described in the Prospectus under the heading “**Suspension of Valuation of Assets**”. Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares will be considered and requests for redemption and/or

conversion will be processed as at the next Dealing Day following the ending of such suspension.

### 13. Fees and Expenses

The fees and operating expenses of the ICAV are set out in detail under the heading "Fees and Expenses" in the Prospectus. The fees payable out of the Fund's assets are as follows:

#### *Establishment Expenses*

The fees and expenses relating to the establishment and organisation of the Fund (including the fees of the Fund's professional advisers) will be borne by the Fund. Such fees and expenses (which are estimated not to exceed EUR 25,000) will be amortised over a period of up to 5 years from the date of the launch of the Fund.

#### *Subscription Fee*

It is not currently intended to charge a Subscription Fee.

#### *Redemption Fee*

It is not currently intended to charge a Redemption Fee

#### *Manager's Fee*

The Manager for its own benefit and use, shall be entitled to receive a management fee (the "Management Fee") from the Fund calculated and based on an annual rate of the percentages in the following table of the Net Asset Value of the Fund as described below subject to a minimum fee of €1,500 per month:

<b>Management Fee</b>	<b>Net Asset Value</b>
0.03%	Up to €200,000,000
0.02%	In excess of €200,000,000

The Management Fee accrues as of each Valuation Point and is payable monthly in arrears (plus VAT, if any). The Manager shall also be entitled to reimbursement of all reasonable and vouched out-of-pocket expenses (plus any applicable taxes) it incurs out of the assets of the Fund.

#### *Investment Manager's Fee*

Pursuant to the Investment Management Agreement, the Investment Manager is entitled to charge an investment management fee equal to a per annum percentage of the Net Asset Value of each Class. The percentage fee per annum for each Class is shown above in the section

entitled “**Information on Share Classes**”.

The Investment Management Fee is charged separately against each Class, and may be waived or reduced with the Directors' approval.

The Investment Manager shall be entitled to be reimbursed by the ICAV for reasonable out of pocket expenses incurred by it and any VAT on all fees and expenses payable to or by it.

#### *Administrator's Fees*

The Administrator for its own benefit and use, shall be entitled to receive a fee (the “Administration Fee”) from the Fund calculated and based on an annual rate of the percentages in the following table of the Net Asset Value of the Fund as described below subject to a minimum fee of €5,500 per month:

<b>Administration Fee</b>	<b>Net Asset Value</b>
0.09%	Up to €200,000,000
0.08%	Between €200,000,000 and €400,000,000
0.07%	In excess of €400,000,000

The Administration Fee accrues as of each Valuation Point and is payable monthly in arrears (plus VAT, if any).

The Administrator shall also be compensated out of the assets of the Fund for other services, including inter alia account maintenance, secretarial services, preparation of financial statements of the ICAV, registration and transaction fees, each of which shall be at normal commercial rates together with VAT, if any, thereon.

The Administrator shall also be entitled to reimbursement of all reasonable and vouched out-of-pocket expenses (plus any applicable taxes) it incurs out of the assets of the Fund.

#### *Depositary Fees*

The Depositary shall be entitled to receive out of the assets of the Fund an annual fee not exceeding 0.03% of the Net Asset Value of the Fund (plus VAT, if any), accrued and calculated on each Valuation Point and payable monthly in arrears, subject to a minimum annual fee of €35,000.

The Depositary shall, also be entitled to be repaid out of the assets of the Fund for all of its reasonable disbursements incurred on behalf of the Fund, including the safe-keeping fees and expenses of any sub-custodian (which shall be at normal commercial rates) and transaction charges (which shall also be at normal commercial rates) levied by the Depositary or any sub-

custodian and any applicable taxes it incurs on behalf of the Fund. Such custody fees shall accrue and be payable monthly in arrears.

#### *Anti-Dilution Levy*

An Anti-Dilution Levy may be charged at the discretion of the Directors as outlined in the Prospectus in the section entitled “**Anti-Dilution Levy**”.

## **14. Dividends and Distributions**

#### *Class A GBP Accumulation Shares*

The Class A GBP Accumulation Shares are accumulating Shares and therefore it is not intended to distribute dividends to the Class A GBP Accumulation Shareholders.

In the case of accumulating Classes, all net income and net realised and unrealised gains (i.e. realised and unrealised capital gains net of all realised and unrealised losses) less accrued expenses of the Fund attributable to the relevant Class will be accumulated and reflected in the Net Asset Value per Share.

#### *Class B GBP Income Shares*

It is the current intention of the Directors to distribute income on a quarterly basis in respect the Class B GBP Income Shares (the “Distribution Shares”). Dividends will be declared on the last Business Day of December, March, June and September each year, to the Class B GBP Income Shareholders. Dividends will be paid within one month of the declaration date. Dividends will usually be paid to the Shareholder’s bank account as detailed on the subscription application form.

The Fund operates equalisation in relation to the Distribution Shares. A Shareholder who has purchased Distribution Shares during a distribution period will receive a distribution made up of two amounts:

- income which has accrued from the date of purchase, and
- the equalisation element which represents the return of the income accrued but not distributed on the date of purchase.

This method does not use capital to pay income distributions. The method is used to simplify the payment process so that all payment values are the same, with the adjustment for the proportion of income actually accrued to the Shareholder being made through the “equalisation amount” which is calculated for each settlement date of the Fund.

The effects are that:

- All payments to Shareholders are the same, irrespective of the duration of their holding period but income is distributed to Shareholders in proportion to the duration of their ownership of the Distribution Shares in the relevant distribution period.
- All Distribution Shares purchased during a distribution period will contain in their purchase price an amount called equalisation amount which represents a proportion of the income (if any) of the Fund, attributable to the Distribution Share Class, that has accrued (but has not been distributed) up to the date of issue.

The amount of equalisation is averaged across all the Shareholders of the relevant Distribution Share Class and is refunded to them as part of the first distribution after their purchase of Distribution Shares. Such returned equalisation may be treated as a return of capital for tax purposes depending on the tax rules in the country where a Shareholder pays tax. Shareholders of Distribution Shares who redeem their Shares will receive an amount which will include the income accrued to the date of redemption and which may be treated as income for tax purposes, subject to the tax rules in the country where a Shareholder pays tax.

The Directors may at any time determine to change the policy of the Fund with respect to dividends distribution. If the Directors so determine full details of any such change will be disclosed in an updated prospectus or supplement and Shareholders will be notified in advance.

## 15. Risk Factors

The attention of investors is drawn to the “**Risk Factors**” section in the Section of the Prospectus and in particular to the risk factor outlined below.

### *Equity Risk*

Investing in equity securities may offer a higher rate of return than those investing in debt securities. However, the risks associated with investments in equity securities may also be higher, because the investment performance of equity securities depends upon factors which are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. The fundamental risk associated with any equity portfolio is the risk that the value of the investments it holds might suddenly and substantially decrease in value as a result in changes in a company’s financial position and overall market and economic conditions.