

The Directors of E2A Capital SICAV plc whose names appear on the last page of the Offering Memorandum accept responsibility for the information contained herein. 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 Addendum is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

E2A Capital SICAV p.l.c. (the “Company”)

23 February, 2021

**Notice of Addendum No. 1
to the Offering Memorandum of the Company**

**MALTA
FINANCIAL
SERVICES
AUTHORITY**
**APPROVED IN ACCORDANCE WITH ARTICLE 11 OF THE
INVESTMENT SERVICES ACT CAP. 370**

***Important Notice:** This Addendum is to be read in conjunction with the latest Offering Memorandum of the Company. This Addendum amends and supersedes what is contained in the Offering Memorandum.*

The Company is licensed by the Malta Financial Services Authority (“MFSA”) as a self-managed Professional Investor Fund (“PIF”) which is available to investors qualifying as Qualifying Investors. PIFs are non-retail collective investment schemes, therefore, the protection normally arising as a result of the imposition of the MFSA’s investment and borrowing restrictions and other requirements for retail collective investment schemes do not apply. Investors in PIFs are not protected by any statutory compensation arrangements in the event of the fund’s failure. The MFSA has made no assessment or value judgement on the soundness of the Company and its Sub-Funds or for the accuracy or completeness of the statements made or opinions expressed with regard to them.

This Addendum No. 1, to the Offering Memorandum, dated 20 August 2018 (the “**Offering Memorandum**”), is supplemental to, and forms part of, the Offering Memorandum. Capitalised terms used but not defined in this Addendum No. 1 shall have the same meanings as defined in the Offering Memorandum.

- (i) The following wording shall be added to the **Section 3 | Risk Factors** of the Offering Memorandum:

“Environmental, Social and Governance and Sustainability Criteria

Applying Environmental, Social and Governance (“**ESG**”) and sustainability criteria in the investment process may result in the exclusion of securities in which the Company might otherwise invest. Such securities could be part of the benchmark against which the Company is managed or be within the universe of potential investments. This may have a positive or negative impact on performance and may mean that the Company’s performance profile differs to that of funds which are managed against the same benchmark or invest in a similar universe of potential investments but without applying ESG or sustainability criteria.

Furthermore, the lack of common or harmonised definitions and labels regarding ESG and sustainability criteria may result in different approaches by managers when integrating ESG and sustainability criteria into investment decisions. This means that it may be difficult to compare funds with ostensibly similar objectives and that these funds will employ different security selection and exclusion criteria. Consequently, the performance profile of otherwise similar funds may deviate more substantially than might otherwise be expected. Additionally, in the absence of common or harmonised definitions and labels, a degree of subjectivity is required, and this will mean that a fund may invest in a security that another manager or an investor would not.

The Investment Committee and the Investment Manager do not currently apply any ESG criteria for the Company or any of its Sub-Funds. As a result, the Investment Committee and the Investment Manager do not apply negative screening to exclude specific sectors or companies based on ESG criteria.

The Company and its Sub-Funds do not aim to achieve long-term capital growth by integrating an ESG approach. This situation may, however, change depending on the regulatory and legal framework. In this case, this Offering Memorandum and/or the relevant Offering Supplement will be updated accordingly.”

- (ii) The following section shall be added to ‘**Section 4 | The Investment Committee and the Investment Manager**’ under the heading ‘**The Investment Manager**’:

“The Investment Manager maintains a policy (the “**ESG Policy**”) which integrates sustainability risks and opportunities into its research, analysis and investment decision-making processes in respect of ESG, where applicable. The ESG Policy forms an integral part of its investment process and seeks to mitigate ESG and sustainability risks by ensuring that the Investment Manager only invests in companies or assets that are operated in an environmentally responsible manner, with respect for human rights and labour rights and providing good, healthy and safe working conditions and promote good governance conduct, always to the extent applicable and appropriate. Where applicable, consideration of potential ESG and sustainability risks related to a company or asset is integrated in the Investment Manager’s investment process, from transaction sourcing and selection to approvals and execution.

The consideration of sustainability risks and opportunities, when applied, may have a material impact on long-term returns for Shareholders. Please refer to the section entitled ‘**Section 3 | Risk Factors**’ in this respect.

Potential risks are further identified in the due diligence process, by means of screening for ESG controversies or further ESG analysis as warranted in context of the specific investments and addressed for each investment on a case-by-case basis pursuant to the Investment Manager's risk management framework and ESG Policy.

The Investment Manager does not deem sustainability risks to be relevant to the Company and its Sub-Funds. Consequently, the Investment Manager does not make investments decisions in respect of the Company and its Sub-Funds based on sustainability risks and does not consider the adverse impacts of sustainability factors on the returns it offers to its Shareholders as this does not fit in with any of the current investment strategies of the Sub-Funds.”

PLEASE NOTE THAT this Addendum No. 1 forms an integral part of the Offering Memorandum, and that all other terms and conditions mentioned in the Offering Memorandum shall remain unchanged.