
**CIRCULAR AND NOTICE OF
EXTRAORDINARY GENERAL MEETING TO THE SHAREHOLDERS OF
FINEX TRADABLE RUSSIAN CORPORATE BONDS UCITS ETF (the Fund)
a sub-fund of
FINEX FUNDS ICAV (the ICAV)**

**THIS CIRCULAR AND NOTICE (THE CIRCULAR) IS SENT TO YOU AS A SHAREHOLDER OF
FINEX TRADABLE RUSSIAN CORPORATE BONDS UCITS ETF, A SUB-FUND OF FINEX FUNDS
ICAV. IT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY
DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD IMMEDIATELY CONSULT YOUR
STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT
PROFESSIONAL ADVISOR.**

If you have transferred your holding in the Fund, please pass this document and the accompanying proxy form to the stockbroker, bank manager, or other agent through whom the transfer was effected for transmission to the transferee.

Unless otherwise indicated, all defined terms in this Circular shall have the same meaning as described in the in the prospectus for the FinEx Funds ICAV dated 4 July 2022 (the **Prospectus**).

Dated 8 January 2024

8 January 2024

Dear Shareholder

We are writing to you as a Shareholder of FinEx Tradable Russian Corporate Bonds UCITS ETF (the **Fund**), a sub-fund of FinEx Funds ICAV (the **ICAV**) to inform you that the Directors of the ICAV have resolved to convene an Extraordinary General Meeting (the **EGM**) of the Shareholders in the Fund to be held on the 31 day of January 2024, at 9.30 am (Irish Time) at the ICAV's registered office 35 Shelbourne Road, Ballsbridge, Dublin, D04 A4EO, Ireland.

The purpose of this Circular is to notify you of the proposed changes in respect of the Fund in which you hold shares. Any terms used in this letter, which are not defined in this letter, shall have the same meaning as they are given in the existing prospectus of the ICAV (the **Prospectus**) and/or Supplement of the Fund (the **Supplement**).

1. **PROPOSED CHANGES TO THE INVESTMENT OBJECTIVE AND THE INVESTMENT POLICY OF THE FUND**

The current investment objective of the Fund is to deliver the performance of the Reference Index (being the Bloomberg EM Tradable Russian Corporate Bond (EMRUS) Index) less fees and expenses. It is proposed to change the investment objective of the Fund so that the Fund is actively managed without tracking the performance of the Reference Index and instead will seek to deliver capital growth (the **New Investment Objective**).

In order to achieve the New Investment Objective, it is proposed that the Fund will invest in a portfolio of fixed income securities of emerging market non-sovereign issuers (the **New Investment Policy**).

A redline document showing the proposed changes to the investment objective of the Fund and the investment policy of the Fund is attached at Appendix 1 to the circular.

If the ordinary resolution is approved by the Shareholders of the Fund, the name of the Fund will be changed to "FinEx Emerging Markets Corporate Bond Strategy UCITS ETF".

The board of directors of the ICAV (the **Board**) has determined that the proposed New Investment Objective and the New Investment Policy of the Fund would be considered to be in the best interests of Shareholders in the Fund.

2. **OTHER CHANGES**

If the ordinary resolution at 1 above is approved by the Shareholders of the Fund, it is proposed to change the dealing deadline of the Fund from *12.00pm (Dublin time) on the relevant Dealing Day* to *4:00 p.m. (Dublin time) on the Business Day preceding the relevant Dealing Day*.

3. **SHAREHOLDER APPROVAL – ACTION TO BE TAKEN**

Changes to the investment objective and the investment policy of the Fund as described above may not be made without the prior approval of the Shareholders of the Fund by way of ordinary resolution. For this purpose, an EGM of the Shareholders of the Fund is being convened and will take place at 35 Shelbourne Road, Ballsbridge, Dublin, D04 A4EO, Ireland on the 31 day of January 2024, at 9.30 am (Irish time) (the **EGM**). Formal notice of the EGM is attached to this circular (the **Notice**) at Appendix II.

The Notice sets out the text of the resolution to be proposed at the EGM. The resolution is being proposed as an ordinary resolution, which means that it cannot be passed unless it receives 50% majority of the total number of votes cast for and against it. If the resolution is passed by the requisite majority, it will be binding on all shareholders irrespective of how (or whether) they voted.

The quorum for the EGM is one person entitled to vote upon the business to be transacted, being a Holder or a proxy for a Holder or a duly authorised representative of a corporate Holder.

If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine. If at such adjourned meeting such a quorum is not present within half an hour from the time appointed for holding the meeting, then the meeting, if convened otherwise than by resolution of the Directors, shall be dissolved, but if the meeting shall have been convened by resolution of the Directors, any Shareholder or Shareholders present at the meeting shall be a quorum.

4. **ATTENDANCE AT THE EGM / PROXY FORMS**

Please note that you are only entitled to attend and vote at the Meeting (or any adjournment thereof) if you are a registered shareholder. As the Fund uses the International Central Securities Depository (ICSD) model of settlement and the common depository is the sole registered shareholder of shares in the Fund under the ICSD settlement model (the **Registered Shareholder**), **investors in the Fund should submit their voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee)**. If any investor has invested in the Fund through a broker/dealer/other intermediary, the investor should contact this entity to provide voting instructions.

To be considered valid, all proxies must be submitted electronically in accordance with the instructions set out in the Form of Proxy at Appendix II of this Circular.

5. **APPOINTMENT OF PROXIES**

If you are holding shares of the ICAV through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee), the proxy form, including an indication as to how the proxy should vote, must be returned to the relevant ICSD or the relevant participant in an ICSD in good time in advance of the time for holding the Meeting so it may complete and transmit the proxy form to the Registered Shareholder.

The Registered Shareholder should complete the proxy form and return it (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) so it is received 48 hours before the time appointed for the Meeting or any adjournment thereof, by e-mail to companysecretary@kbassociates.ie.

6. **CHANGES TO TAKE EFFECT**

If passed by an ordinary resolution, and subject to any comments the Central Bank may have thereon, the changes proposed in section 1 and Appendix I will become effective on or about two weeks after the EGM takes place or on such later date as set by the Directors.

7. **CONCLUSION**

The directors of the ICAV are of the opinion that the proposed changes to the investment objective and the investment policy, as described above, are in the best interests of Shareholders as a whole and accordingly recommend that you vote in favour of the resolution set out in the attached notice of the EGM.

We would be grateful of your support for the resolution by referring to the steps set out at section 4 and section 5 above.

Copies of the existing Supplement are available for inspection during normal business hours from the date of this circular up to and including the time of, and during, the EGM (and any adjourned EGM) at the office of the ICAV secretary at 35 Shelbourne Road, Ballsbridge, Dublin, D04 A4EO, Ireland.

Should you have any questions in relation to the above, please do not hesitate to contact Mr Martin

Bednall (Martin.Bednall@finxcapital.com) at Sanarus Investment Management LLP or consult with your professional adviser.

The Directors of the ICAV accept responsibility for the information contained in this circular.

Yours faithfully

A handwritten signature in black ink, appearing to be 'SAB', is written above a horizontal line.

Director
For and on behalf of
FINEX FUNDS ICAV

| Key Dates for the EGM | |
|---|---|
| Last date for receipt of proxies in relation to the EGM | 29 January 2024 |
| Date of EGM | 31 January 2024 |
| Last date for receipt of proxies in relation to an adjourned EGM | 6 February 2024 |
| Date of Adjourned EGM | 8 February 2024 |
| Results of EGM | The results of the EGM or any adjourned EGM will be published on the business day following the EGM or any adjourned EGM. |
| Publication of Results of EGM | 1 February 2024 |
| Publication of Results of Adjourned EGM | 9 February 2024 |

APPENDIX I
NOTICE OF EXTRAORDINARY GENERAL MEETING
OF
FINEX TRADABLE RUSSIAN CORPORATE BONDS UCITS ETF
(the Fund)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the Fund, will be held at the offices of KB Associates, on the 31 day of January 2024, at 9.30 am at the ICAV's registered office, 35 Shelbourne Road, Ballsbridge, Dublin, D04 A4EO, Ireland and at any adjournment thereof, to consider and, if thought fit, to pass the following resolutions of the Fund:

BY ORDINARY RESOLUTION:

- (a) *"**THAT** the New Investment Objective of the Fund and the New Investment Policy of the Fund hereby be approved subject to such amendments necessary to deal with any comments raised by the Central Bank of Ireland as any director of the ICAV may approve".*

And to transact any other business which may properly be brought before the meeting.

BY ORDER OF THE BOARD



Director
For and on behalf of
FINEX FUNDS ICAV

APPENDIX II
FORM OF PROXY
(for use by the Registered Shareholder only)

OF
FINEX TRADABLE RUSSIAN CORPORATE BONDS UCITS ETF
(the Fund)

I/We _____ of

being a shareholder / shareholders of the above named Fund hereby appoint the Chairperson of the EGM (or any individual nominated by the Chairperson), or failing any of these any representatives, Angelica Streckyte of 35 Shelbourne Road, Ballsbridge, Dublin, D04 A4EO, Ireland or failing her, Elaine Cudlipp at 35 Shelbourne Road, Ballsbridge, Dublin, D04 A4EO, Ireland, as my / our proxy to vote for me / us on my / our behalf at an extraordinary general meeting of the Fund to be held on the 31 day of January 2024, at 9.30 am (Irish time) at the ICAV's registered office, 35 Shelbourne Road, Ballsbridge, Dublin, D04 A4EO, Ireland and at any adjournment thereof.

Signed this ____ day of _____ 2024

Signature: _____

PLEASE INDICATE WITH AN 'X' IN THE SPACES BELOW HOW YOU WISH YOUR VOTE TO BE CAST

| Voting Instructions to Proxy (choice to be marked with an "x") | | | |
|--|---|---|---|
| Number or description of resolution: | In Favour | Abstain | Against |
| 1. <i>THAT the New Investment Objective of the Fund and the New Investment Policy of the Fund hereby be approved subject to such amendments necessary to deal with any comments raised by the Central Bank of Ireland as any director of the ICAV may approve</i> | <input style="width: 100%; height: 100%;" type="checkbox"/> | <input style="width: 100%; height: 100%;" type="checkbox"/> | <input style="width: 100%; height: 100%;" type="checkbox"/> |
| Unless otherwise instructed the proxy will vote as he or she thinks fit. | | | |
| Signature of the Shareholder:..... | | | |
| Dated:..... | | | |

Notes:

- 1 This form of proxy is enclosed with this notice for use by the Registered Shareholder only. As mentioned above, investors in the Fund who are not the Registered Shareholder

should submit their voting instructions through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee), instead of using the form of proxy attached hereto.

- 2 To be valid, this proxy form (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) must be received or deposited, before the time appointed for the Meeting or any adjournment thereof, by e-mail to companysecretary@kbassociates.ie not less than 48 hours before the time appointed for the holding of the EGM.
- 3 Please insert your name(s) and address in **BOLD TYPE** and sign and date the form.
- 4 If any amendments are made they should be initialled.
- 5 If you wish to appoint as your proxy some person other than the Chairman of the Extraordinary General Meeting insert in block capitals the full name of the person of your choice. A proxy need not be a Shareholder of the ICAV.
- 6 The proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution if no instruction is given in respect of each resolution, and on any business or resolution considered at the Extraordinary General Meeting other than the resolutions referred to in the Notice of the Extraordinary General Meeting.
- 7 If the appointer is a corporation, this proxy form must be executed under the seal or under the hand of an officer of same, or an attorney duly authorised on its behalf. In the case of joint Shareholders, any one Shareholder may sign, but the names of all the joint holders should be stated. In the event of more than one joint holder tendering votes, the vote of the shareholder whose name first appears in the register of members will be accepted to the exclusion of all others.
- 8 The completion and return of the proxy form will not preclude Shareholders from attending and voting at the said Extraordinary General Meeting should they decide to do so.
- 9 If you are holding shares of the ICAV through the relevant ICSD or the relevant participant in an ICSD (such as a local central securities depository, broker or nominee), the proxy form including an indication as to how the proxy should vote, must be returned to the relevant ICSD or the relevant participant in an ICSD in good time in advance of the time for holding the Extraordinary General Meeting so it may complete and deposit the proxy form at the registered office of the ICAV in accordance with the above procedure.

Appendix 1

| Legend | |
|---------------|-----------------------------------|
| Insertion | <u>Insertion</u> |
| Deletion | Deletion |
| Move | <u>Moves/</u> Moves |

Investment Objective

The investment objective of the Fund is to ~~deliver the performance of the Reference Index (being Bloomberg EM Tradable Russian Corporate Bond (EMRUS) Index) less fees and expenses. Further information on the Reference Index is set out below under the heading "General Description of the Reference Index").~~seek to deliver capital growth.

(i) Investment Policy

In order to achieve the investment objective, the Fund will invest in a portfolio of fixed income securities of emerging market non-sovereign issuers. There is no assurance that the Investment Objective of the Fund will be achieved.

~~In order to achieve the investment objective, the ICAV on behalf of the Fund intends to (a) track the performance of the Reference Index as set out at (i) below; or (b) replicate the Reference Index as set out at (iii) below; or (c) invest in securities similar in nature to the components of the Reference Index set out at (iv) below. The Investment Manager having due regard to the best interests of the Fund and to prevailing market conditions will determine which Investment Policy to follow at any given time and shall invest all or substantially all of the net proceeds of any issue of Shares in the manner further detailed below:~~

The Fund intends to invest in a portfolio of fixed income securities including but not limited to corporate bonds (both rated and unrated and fixed and floating rate) and convertible securities, as well as depository receipts for such securities. Such corporate bonds that the Fund may invest in include:

- a) fixed-rate, puttable and callable bonds;
- b) corporates and government-related agency debt;
- c) loan participation notes; and
- d) eurobonds - please note that SEC Rule 144A/Regulation S securities are only eligible if seasoned (i.e. 41 Business Days after issue).

~~@The Investment Manager may enter into swaps (each swap being an agreement between the ICAV on behalf of the Fund and an Approved Counterparty pursuant to a master agreement in accordance with the requirements of the International Swaps and Derivatives Association, and such swaps may include funded, unfunded or total return (as further described below under "Use of Derivative Contracts – Swaps") (the "Swaps"). The purpose of the Swaps shall be to gain indirect exposure to the performance of the Reference Index~~certain fixed income securities (as described in further detail under the heading "Use of Derivative Contracts – Swaps" below);

~~@a portfolio of transferable securities. These may include equity and equity related securities; fixed income securities such as government and corporate bonds, such bonds may be rated or unrated by a recognised Rating Agency, money market instruments, floating rate instruments, convertible securities and commercial paper; and/or units of other open ended collective investment schemes including other Funds of the ICAV. Where the Fund invests in such securities, the Fund will enter into an unfunded or Total Return Swap to exchange, the price performance and income received in relation to such securities for the performance of the Reference Index. In this instance, the Fund will have neither market nor credit exposure to the particular securities referred to above, except in the event of a default on the part of the Approved Counterparty to the Swaps;~~

The Fund may invest up to 10% of its Net Asset Value in such fixed income securities issued by the same body.

- ~~(i) fixed income securities which are components of the Reference Index, including but not limited to corporate bonds (both rated and unrated and fixed and floating rate) and convertible securities, as well as depository receipts for such securities, in order to replicate as closely as possible the performance of the Reference Index. The Fund may invest up to 20% of its Net Asset Value in such fixed income securities issued by the same body in order to replicate the Reference Index. The limit may be raised to 35% for a single issuer where exceptional market conditions apply or due to an increased allocation of an issuer within the Reference Index. This increased limit may only be utilised where the Fund is investing directly in components of the Reference Index and is following the policy detailed in this paragraph (iii); and~~
- ~~(iv) Where the securities detailed at (iii) above are unavailable, the Fund may invest in fixed income securities which shall relate to or are similar in nature to the components of the Reference Index, including but not limited to corporate bonds (both rated and unrated and fixed and floating rate) and convertible securities, as well as depository receipts for such~~

FINEX FUNDS ICAV
35 Shelbourne Road
Ballsbridge
Dublin
Ireland

~~securities, in order to deliver as closely as possible the performance of the Reference Index. Consequently, the prime criterion for selecting the individual fixed income securities is not their perceived attractiveness or potential growth or value but rather their suitability in terms of attaining the investment objective of delivering the performance of the Reference Index.~~

The Fund may hold small amount of cash and ancillary assets (which will normally have dividend entitlements of income receivables) subject to the limits set out in the Prospectus.

The assets listed ~~at (ii), (iii) and (iv)~~ above, any ancillary cash and any instruments held by the Fund (either for investment or efficient portfolio management purposes) shall constitute the "**Fund Assets**" for the purposes of the Prospectus. All instruments shall be listed and/or traded on the exchanges and markets set out in Appendix II of the Prospectus. Due to the nature of the Fund's investments as detailed above the Fund is likely to be subject to high volatility levels.

~~The Fund may, with due regard to the best interest of its Shareholders, decide from time to time to switch partially or totally from one of the above described policies to the other. The decision to switch between policies will be determined by the Investment Manager depending upon prevailing market conditions.~~

The Fund will invest ~~in~~on a long-only basis.

Further information relevant to the Fund's investment policy is contained in the main part of the Prospectus under "**Investment Objectives and Policies**" and under "**Investment Restrictions**".

~~Index Tracking~~Investment Strategy

~~In normal market conditions the Fund can be expected to match the performance of the Reference Index (less the Management Fee and associated costs which include securities lending arrangements and/or Repurchase Transactions (as detailed below)) and any tracking error to the Reference Index is not expected to exceed 0.2% for USD Shares and 0.6% for GBP, RUB, CHF and EUR Shares in normal market conditions.~~

From the universe of eligible fixed income securities, the Fund will utilise a top down approach whereby the largest (being measured by the amount outstanding) bonds are selected while ensuring diversification across a number of selected countries. No more than 5 issuers will be included for each country. Where a country has more than 5 issuers, the fixed income securities with the smallest amount outstanding will be removed until only 5 issuers for this country remain.

Only bonds with an outstanding value of \$400m or greater shall be considered for the Fund. Bonds meeting the outstanding value threshold shall be further evaluated for tradability on a case-by-case basis by the Investment Manager. The evaluation can consider but is not limited to current market conditions, liquidity scores from bond trading platforms and the number of counterparties quoting.