

## **IGUANA INVESTMENTS ICAV**

An Irish Collective Asset-Management Vehicle constituted as an umbrella fund with segregated liability between Funds with registration number C425102 and authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, (as amended)

### **ADDITIONAL INFORMATION FOR INVESTORS IN THE UNITED KINGDOM**

**Date: 18 October 2024**

**This document (the "Country Supplement") forms part of and should be read in conjunction with the Prospectus for Iguana Investments ICAV (the "ICAV") dated 22 February 2021, as amended by an Addendum dated 10 March 2021, together with any supplement or addendum thereto (collectively the "Prospectus"). This Country Supplement is for distribution in the United Kingdom ("UK") only.**

Words and expressions defined in the Prospectus shall, unless the context otherwise requires, have the same meaning when used herein. **Investors should also read the relevant key investor information document ("KIID") for the relevant Fund.**

The board of directors of the ICAV has taken reasonable care to determine that the Prospectus, as supplemented by this Country Supplement, does not contain any untrue or misleading statement and that omission of any matter required to be included in it is appropriate. **The information provided is not intended to be, and should not be construed as, investment, legal or tax advice. If you are in any doubt, you should seek your own professional advice before making any investment decision.**

The Prospectus, as supplemented by this Country Supplement, is valid as at the date indicated above.

## Funds available in the UK

The ICAV is an umbrella fund with segregated liability between sub-funds (the "**Funds**"). Each Fund may issue different Classes of Shares. This Country Supplement is issued with respect to the offering of the following Classes of Shares in the following Fund to persons in the UK:

Fund	Classes of Shares
Iguana Investments Long/Short Equity Fund	Class A GBP Shares Class B GBP Shares Class B USD Shares Class C GBP Shares Class A EUR (Hedged) Shares Class A USD (Hedged) Shares Class B EUR (Hedged) Shares Class B USD (Hedged) Shares Class C EUR (Hedged) Shares Class C USD (Hedged) Shares Class D USD Shares

The assets of a Fund belong exclusively to that Fund and shall not be used to discharge directly or indirectly the liabilities of, or claims against, any other person or body, including the ICAV, or any other Fund, and shall not be available for any such purpose.

Potential investors should note that an investment in the Fund is subject to risks inherent in investing in shares and other securities. The risks associated with investing in the Fund are set out in the Prospectus under "Risk Factors".

## Regulatory status of the ICAV

The ICAV is domiciled in Ireland and is authorised as a UCITS scheme under the UCITS Regulations by the Central Bank of Ireland with effect from 22 February 2021. For UK purposes, the ICAV and the Fund are each a scheme and have applied for recognition under section 271A of the Financial Services and Markets Act 2000 (as amended) but are not UK authorised funds. Notwithstanding, Shares in the Fund may be marketed to the general public in the UK.

## Sustainability disclosure

Information regarding sustainability matters is provided or referenced in the Prospectus in the section "SFDR" and in the Supplement for the Fund in the section "SFDR".

The ICAV is based overseas, and the ICAV and the Fund are not subject to UK sustainable investment labelling and disclosure requirements. Information regarding the UK sustainable investment regime is available on the website of the Financial Conduct Authority in the UK at:

<https://www.fca.org.uk/consumers/sustainable-investment-labels-greenwashing>

## Investor complaints and protections

Prospective UK investors should be aware that if they invest in the ICAV they will not be able to refer a complaint against its Manager or its Depositary to the UK's Financial Ombudsman Service. Any claims for losses relating to the Manager or the Depositary will not be covered by the Financial

Services Compensation Scheme, in the event that either person should become unable to meet its liabilities to investors.

A UK investor will be able to make a complaint to the ICAV and its Manager but may not have a right to access any independent redress mechanisms in Ireland. The Facilities Agent (as further described below) will provide details on request of how to make a complaint in relation to the ICAV, the Manager or the Depositary, and what rights if any are available to persons in the UK under an alternative dispute resolution scheme or a compensation scheme. Information on how the Manager will deal with complaints and how Shareholders may exercise their rights arising from their investment in the ICAV is available from the Facilities Agent.

### **Facilities for UK Investors**

The ICAV has appointed Iguana Investments Limited (the "**Facilities Agent**") to provide facilities services to the ICAV. Iguana Investments Limited is authorised and regulated by the Financial Conduct Authority ("**FCA**") (firm reference number: 927463).

The Facilities Agent maintains the facilities required of a recognised scheme pursuant to the rules contained in the Collective Investment Schemes Sourcebook (COLL) published by the FCA as part of its Handbook of Rules and Guidance ("**FCA Handbook**"). Persons in the UK may contact the Facilities Agent:

- to obtain the relevant fund documentation (see "Publication of Information" below);
- to submit subscription, redemption and exchange requests (see "Subscription and Redemption" below);
- to obtain information about how any payment due to the Shareholders will be made;
- to provide information to enable the Manager to maintain a record of each Shareholder; and
- to submit a complaint and obtain information about arrangements for the resolution of the complaint.

The facilities are provided at the following office of the Facilities Agent on each business day in the UK during normal business hours: 8, Hope Street Yard, Hope Street, Cambridge, England, CB1 3NA.

The address of the Facilities Agent may also be used by UK persons for receiving any notice or other documents required or authorised to be served on the ICAV.

### **Communicating with us**

You may contact us by contacting the Facilities Agent at [info@iguanainvestments.com](mailto:info@iguanainvestments.com)

Notices to Shareholders will be provided electronically via email (where possible) to the relevant Shareholder's email address on record. Upon request by a Shareholder, notices will be sent by physical mail to the address of the Shareholder on record.

### **Buying and selling Shares**

#### ***Arrangements for dealing in Shares directly***

Details on how to subscribe, repurchase, redeem or exchange Shares are set out in the Prospectus in the section "Subscription for Shares". Please also refer to the following sections of the Prospectus for additional information in relation to subscriptions and redemptions: "Subscriptions",

"Redemptions", "Redemption Proceeds", "Redemption Limits" and "Compulsory Redemptions of Shares".

Alternatively, a person in the UK may submit subscription or redemption requests to the Facilities Agent who will then send them to the Administrator for processing. Submitting requests to the Facilities Agent (and not directly to the Administrator) may result in delays in the processing of requests. Requests shall only be deemed to be received upon receipt by the Administrator and not upon receipt by the Facilities Agent.

## **Characteristics of Shares**

### ***Interests of Shareholders***

Shareholders are not liable for the debts of the ICAV. A Shareholder is not liable to make any further payment to the ICAV in respect of any Shares held after the purchase price of the Shares has been paid.

### ***Calculation of price of Shares***

For all Funds, Shares are priced on a single pricing basis in accordance with the Instrument. This means a single price is calculated at which Shares are to be bought and sold. For further information on valuation and pricing, see the Prospectus under the section "Calculation of Net Asset Value/Valuation of Assets".

## **Publication of information**

### ***Price of Shares***

The Net Asset Value per Share for each Dealing Day is available online at [www.iguanainvestments.com](http://www.iguanainvestments.com). In addition, the latest Share price for a Share Class of the Fund can be obtained from the Facilities Agent.

### ***Documents***

The following documents of the ICAV may be inspected (free of charge) at the office of the Facilities Agent, and copies may be obtained by Shareholders free of charge by contacting the Facilities Agent:

- the Instrument of Incorporation;
- the Prospectus, including any Supplement and/or Annex/Addendum thereto;
- the Key Investor Information Document(s) for the Fund;
- the latest published annual report and semi-annual report (once available); and
- any notices to Shareholders.

## **United Kingdom taxation**

Shareholders and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of purchasing, holding, selling, exchanging or otherwise disposing of Shares under the laws of the United Kingdom.

The taxation of income and capital gains of an ICAV, its Funds and Shareholders is each subject, inter alia, to the fiscal law and practice of Ireland, any jurisdiction in which any Fund makes investments and of the jurisdictions in which Shareholders are resident or otherwise subject to tax.

**The following general summary of the anticipated tax treatment in the UK does not constitute legal or tax advice and applies only to UK resident and (in the case of individuals) domiciled Shareholders holding Shares as an investment and as the absolute beneficial owners thereof. It may not apply to specific types of investors special tax rules apply in the UK to insurance companies, pension schemes, investment trusts, authorised unit trusts and open-ended investment companies and offshore funds investing in other funds.**

**Prospective investors should consult their own professional advisers on the implications of making an investment in, holding, exchanging or disposing of Shares and the receipt of distributions (whether or not on redemption) with respect to such Shares under the laws of the countries in which they are liable to taxation.**

This summary is based on the taxation law in force and published practice understood to be applicable at the date of this document, but prospective investors should be aware that the relevant fiscal rules and practice or their interpretation may change (possibly with retrospective effect). The following tax summary is not a guarantee to any investor of the tax results of investing in Shares in the Fund.

### ***The ICAV and the Fund***

Provided the ICAV and the Fund do not trade in the UK (whether or not through a permanent establishment, branch or agency situated therein through the activities of the Investment Manager, the Manager or otherwise), taking account of the applicable investment objectives and investment policy for the Fund, the ICAV should not be subject to UK income tax or corporation tax other than UK income tax on UK source income (if applicable).

Dividends and other income as well as capital gains received by the Fund may be subject to withholding or similar taxes imposed by **the country in which such dividends, other income or capital gains originate.**

### ***Shareholders***

#### Application of the UK Offshore Fund Rules

The ICAV is an umbrella fund for the purposes of Part 8 (Offshore Funds) of The Taxation (International and Other Provisions) Act 2010 ("**TIOPA 2010**"), together with related UK tax provisions, referred to as the "UK Offshore Fund Rules" in this UK Country Supplement. This is on the basis that the ICAV provides arrangements for separate pooling of the subscription proceeds from the Shareholders in a Fund within the ICAV and the profits or income out of which payments are made to the Shareholders in a Fund within the ICAV.

Each Fund within the ICAV may consist of different Classes of Shares. The UK Offshore Fund Rules therefore apply in relation to each separate Class of Shares as if each such Class of Shares formed a separate offshore fund for UK tax purposes.

The application of the UK Offshore Fund Rules to a Class of Shares within a Fund will depend on whether that Class of Shares is categorised as a "reporting fund" for the purposes of the UK Offshore Fund Rules ("**UK Reporting Fund**"). The categorisation for the purposes of the UK Offshore Fund Rules of that Class of Shares that are available in the UK, and the effect of that categorisation, is described below.

#### Reporting Funds under UK Offshore Fund Rules

At the date of this UK Supplement, the following Classes of Shares have been accepted by HM Revenue & Customs ("**HMRC**") as a UK Reporting Fund:

Classes of Shares intended to have UK Reporting Fund Status		
Fund	Class of Shares	HMRC Reference Number
Iguana Investments Long/Short Equity Fund	Class A GBP Shares	I0151-0001
	Class B GBP Shares	I0151-0003
	Class B USD Shares	I0151-0002
	Class C GBP Shares	I0151-0004
	Class A EUR (Hedged) Shares	I0151-0007
	Class A USD (Hedged) Shares	I0151-0006
	Class B EUR (Hedged) Shares	I0151-0009
	Class B USD (Hedged) Shares	I0151-0008
	Class C EUR (Hedged) Shares	I0151-0011
	Class C USD (Hedged) Shares	I0151-0010
	Class D USD Shares	I0151-0005

The Classes of Shares listed above will, from that acceptance by HMRC, maintain such status for each accounting period of the Fund provided the Fund continues to comply with the applicable rules and does not elect in relation to this Class of Shares to become a non-UK Reporting Fund.

For each Class of Share that is a UK Reporting Fund:

- The Investment Manager or the Manager on behalf of the Fund provides HMRC with information prescribed by the UK Offshore Fund Rules to comply with those requirements (including the amount of both distributed and undistributed, accumulated or automatically reinvested reportable income per Share ("**UK Reportable Income**").
- The Investment Manager or the Manager on behalf of the Fund will also make UK Reportable Income information available to Shareholders in accordance with the UK Offshore Fund Rules. This will normally be available on [www.iguanainvestments.com](http://www.iguanainvestments.com). If you are unable to access the website to obtain the UK Reportable Income information or any other information, please contact the Facilities Agent.

#### Taxation of Capital Gains - UK individuals

- **For a Class of Share that is a UK Reporting Fund:** For so long as each Class of Share relating to the Fund accepted by HMRC as a UK Reporting Fund maintains such status, any gain from a disposal of those Shares (for example, by way of transfer or redemption) by a Shareholder that is a UK resident individual should be taxed at the applicable rate as a capital gain (subject to any applicable allowance or relief for capital gains); but where that status is not maintained, any gain arising will normally be taxed at applicable income tax rates for UK taxation purposes.
- **For a Class of Share that is not a UK Reporting Fund:** In relation to any Class of Share relating to a Fund in respect of which UK Reporting Fund status has not been obtained (or is not maintained), any gain arising on a disposal of Shares of that Class will normally be taxed at applicable income tax rates for UK taxation purposes (and subject to any applicable income tax allowance or relief and not those applicable to capital gains).

## Taxation of Capital Gains - UK Corporates

- **For a Class of Share that is a UK Reporting Fund:** For so long as each Class of Share relating to a Fund accepted by HMRC as a UK Reporting Fund maintains such status, any gain from a disposal of such Shares (for example, by way of transfer or redemption) by a Shareholder within the charge to corporation tax should be taxed on that profit as a chargeable (or capital) gain.
- **For a Class of Share that is not a UK Reporting Fund:** In relation to Class of Share relating to a Fund in respect of which UK Reporting Fund status has not been obtained or is not maintained, any gain arising on a disposal of Shares of that Class will normally constitute income for Shareholders within the charge to corporation tax.

## Taxation of Income - UK Individuals

- **For a Class of Share that is a UK Reporting Fund:** Individual Shareholders resident in the UK investing in a Class of Shares in the Fund that is a UK Reporting Fund will be taxed on the full amount of UK Reportable Income (including the amount of distributed and undistributed or accumulated income and including the amount of any distribution automatically reinvested by the Fund by or on behalf of that Shareholder in additional Shares in that Fund). UK Reportable Income that is liable to tax in the UK will be taxed at the rate of tax and subject to relief and allowances (depending on personal circumstances) applicable to that individual's receipt of dividends.
- **For a Class of Share that is not a UK Reporting Fund:** Individual Shareholders resident in the UK investing in a Class of Shares in a Fund that is a non-UK Reporting Fund will be taxed on income received (including the amount of any distribution automatically reinvested by the Fund by or on behalf of that Shareholder in additional Shares in that Fund). Income that is liable to tax in the UK will be tax at the rate of tax and subject to relief and allowances (depending on personal circumstances) applicable to that individual's receipt of dividends).

## Taxation of Income - UK Corporates

- **For a Class of Share that is a UK Reporting Fund** Shareholders within the charge to corporation tax must in respect of Class of Shares in the Fund, report the full amount of Reportable Income (including the amount of distributed and undistributed or accumulated income and including the amount of any income distribution automatically reinvested by the Fund by or on behalf of that Shareholder in additional Shares in the Fund) but will generally be exempt from corporation tax on income distributions and Reportable Income relating to that Class of Shares in the Fund subject to certain conditions and anti-avoidance provisions.
- **For a Class of Share that is not a UK Reporting Fund:** Shareholders within the charge to corporation tax must in respect of a Class of Shares report the full amount of income distributions (including the amount of any income distribution automatically reinvested by the Fund by or on behalf of that Shareholder in additional Shares in that Fund) but will generally be exempt from corporation tax on income distributions relating to that Class of Shares in a subject to certain conditions and anti-avoidance provisions.

## UK Anti-Avoidance

The attention of Shareholder resident in the UK is drawn to the following legislation relating to the avoidance of UK tax:

- Shareholders that are individuals, resident in the UK may be subject to Chapter 2 of Part 13 of the Income Tax Act 2007 in appropriate circumstances. These provisions are aimed

at preventing the avoidance of income tax by individuals through transactions resulting in the transfer of assets to persons (including companies) resident or domiciled outside (and not deemed domiciled in) the UK and may render them liable to taxation in respect of undistributed income and profits of the ICAV on an annual basis. These provisions also apply to individuals resident in the UK but domiciled outside (and not deemed domiciled in) the UK, unless they are claiming assessment to UK income tax on the remittance basis of taxation.

- Shareholders that are UK resident companies may be subject to Part 9A (Controlled Foreign Companies) of TIOPA 2010 in appropriate circumstances. Part 9A of TIOPA 2010 contains provisions that subject certain UK resident companies to corporation tax on profits of companies that are not resident in the UK, in which they have an interest. These provisions apply to UK resident companies that are deemed to be interested (whether directly or indirectly) in at least 25 per cent of the profits of a non-resident company that is controlled by residents of the UK (whether alone or together with any UK or non-UK associated enterprises) and is resident in a low tax jurisdiction. Part 9A of TIOPA 2010 is not directed towards the taxation of capital gains, nor offshore collective investment schemes.
- Shareholders resident in the UK (whether individuals or companies) may be subject to Chapter 3 of Part 1 (Attribution of gains of non-UK resident close companies) of the Taxation of Chargeable Gains Act 1992 ("**TCGA 1992**"), which may require capital gains (including those to which the UK Offshore Funds Rules apply) made by certain non-UK companies to be attributable to UK resident shareholders in that company in appropriate circumstances. It is anticipated that the Shareholdings in the Fund will be such as to ensure that the Fund would not be treated as a close company if resident in the UK, and so Shareholders resident in the UK would not be subject to Chapter 3 of Part 1 of TCGA 1992. If, however, the Fund becomes a close company resident in the UK and certain other conditions primarily relating to tax avoidance are met, gains accruing to it may be required to be apportioned to certain UK resident Shareholders under Chapter 3 of Part 1 of TCGA 1992, who may thereby become subject to capital gains or corporation tax on the chargeable gains apportioned to them.

## **Other Information**

### ***Physical property***

The Fund shall not invest in immovable property or tangible movable property.