

**Lafayette UCITS ICAV  
(THE “ICAV”)**

**ADDENDUM DATED 1 NOVEMBER 2022  
TO PROSPECTUS DATED 19 FEBRUARY 2021 (the “Addendum”) AND TO THE  
SUPPLEMENT IN RESPECT OF THE DALTON ASIA PACIFIC UCITS FUND DATED 2  
AUGUST 2022 (the “Supplement”)**

**This Addendum forms part of, and is to be read in conjunction with, the Prospectus and Supplement and all capitalised terms used herein shall have the meanings set out in the Prospectus and Supplement.**

**All information contained in the Prospectus is deemed to be incorporated herein.**

The directors of the ICAV (the “**Directors**”) accept responsibility for the information contained in this Addendum. 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.

Words and expressions not specifically defined herein shall bear the same meaning as that attributed to them in the Prospectus.

**AMENDMENTS TO THE PROSPECTUS**

**1 Amendments to the Prospectus**

1.1 All references to “Waystone Fund Management (IE) Limited” as manager to the ICAV shall be read as references to “Waystone Management Company (IE) Limited”.

1.2 The sub-section of the Prospectus headed “**Personal Data Requests**” under the heading “**Data Protection**” is to be deleted in its entirety and replaced with the following:

*“The ICAV will control and protect personal data in accordance with the requirements of Regulation (EU) 2016/679 as described in greater detail in the ICAV’s privacy statement, a copy of which is available at [www.waystone.com](http://www.waystone.com).”*

1.3 The first paragraph in sub-section of the Prospectus headed “**The Manager**” under the heading “**The ICAV**” is to be deleted in its entirety and replaced with the following:

*“The ICAV has appointed Waystone Management Company (IE) Limited as the Manager.*

*The Manager is a limited liability company incorporated on 7 August 2012 and its registered office is in Dublin, Ireland. The Manager has an authorised share capital of EUR100 million and an issued and fully paid-up share capital of EUR4,490,000. The Manager is part of the Waystone Group which is the leading provider of institutional governance, risk and compliance services to the asset management industry. Its ultimate parent is Sigma Irish TopCo Limited.”*

- 1.4 In sub-section of the Prospectus headed “**The Manager**” under the heading “**The ICAV**” all details of the directors of the Manager are to be deleted in their entirety and replaced as follows: :

*“The directors of the Manager are set forth below:*

*Caoimhghin O'Donnell (Irish Resident)*

*Mr. O'Donnell is Managing Director / Chief Executive Officer of the Manager. Mr. O'Donnell joined Waystone in 2017, bringing with him over 18 years of extensive fund administration and fund accounting experience. As MD Europe, Mr. O'Donnell is responsible for growth in Europe along with rigorous focus on risk and compliance with MiFID, AIFM and EMIR regulations. He began his career at CICM FM (Commerzbank AG) where he began working in Investment Management before moving on to manage a number of high-profile, strategic projects. He subsequently became Head of Fund Administration at CICM, with responsibility for the day to day activity of the company's core business and fund administration, working with over fifty funds totalling EUR 6 billion. He later joined Daiwa Securities Trust and Banking Europe as Senior Operations Manager – Fund Services, where he took responsibility for the company's core business of Fund Administration, servicing both group business and third party client business. He led both the Fund Accounting and Operations teams during this time. Prior to joining Waystone, Mr. O'Donnell spent over 12 years working with the Bank of New York Mellon as Managing Director, AIS Fund Accounting EMEA with responsibility for Fund Accounting and Financial Reporting services for EMEA. He led a team of over 300 accounting professionals in 6 locations across Europe. Mr. O'Donnell has a BSc in Actuarial Mathematics and Statistics from the Heriot-Watt University, Edinburgh.*

*Denise Coughlan (Irish Resident)*

*As Chief Risk Officer, Denise brings to Waystone over 15 years' experience working within the global financial services industry in both commercial risk and compliance-based roles. Denise is responsible for the design, oversight and execution of the Waystone Group Risk Management Framework (RMF). Denise joined Waystone initially as European Head of Compliance, where she oversaw compliance within the Waystone European regulated firms. Prior to joining Waystone, Denise held the position of Compliance Manager at GE Capital where she gained a detailed knowledge of markets infrastructure with a focus on global derivatives compliance. Denise started her career at Harvest Financial Services Ltd where she held the role of Chairperson of their Compliance Committee. Denise holds a Bachelor of Arts Degree (Hons) in Politics and Sociology from University College Dublin and the Qualified Financial Adviser designation from the Institute of Bankers.*

*Conor MacGuinness (Irish Resident)*

*Mr. MacGuinness joined Waystone in December 2013 and is currently a Managing Director based in Dublin. Previous roles have given Mr MacGuinness a well-rounded experience in fund administration, with emphasis on alternative investment structures, which he gained in Ireland, Switzerland and Luxembourg. Prior to joining Waystone, Mr. MacGuinness was Vice President and Manager of the client services team with BNY Mellon Fund Services (Ireland) Limited, a position he had held from November 2005 to December 2013. In this role he managed a team of client service professionals covering a range of alternative asset manager clients with approximately US\$100bn AUA, covering the Ireland, Luxembourg, Hong Kong and Tokyo offices. Prior to this, from August 1999 to August 2004, Mr. MacGuinness worked as a Team Leader with Man Investments, a leading provider of alternative investment solutions to private and institutional clients worldwide. He has extensive experience in UCITS, non-UCITS,*

*alternative investment vehicles and private equity structures. Mr. MacGuinness holds an MBA from the UCD Michael Smurfit School of Business, a Certificate in Investment Management from the Society of Investment Analysts in Ireland and a Bachelor of Arts Degree in Accounting and Finance from Dublin City University.*

*Tim Madigan (Irish resident)*

*Mr Madigan is the independent non-executive chairperson of the Manager as well as for Waystone's UK domiciled Authorised Fund Manager (including ACD). He serves as an independent non-executive director for a number of investment funds, both Irish-domiciled (UCITS and AIFs) and Luxembourg-domiciled (AIFs), as well as for an Irish cross-border life insurance company (where he also acts as chair of the Audit Committee). He was previously an independent non-executive director of a UK life insurance company (where he also acted as chair of the Risk & Compliance Committee). From 2010 to 2011 Mr Madigan was finance director of Aviva Investment Management Europe, where he led the set-up of the finance function for Aviva Europe's Dublin based centre of excellence, established to manage treasury assets and investment management mandates. Prior to this, Mr Madigan was managing director of cross-border life insurance company Aviva Life International from 2006 to 2010 (previously he was finance director for that company). In this role he chaired the Investment Committee as well as leading a strategic review of business in 2009 following the onset of the global financial crisis. He holds a bachelor's degree in Business Studies (Finance) from the University of Limerick, is a Fellow of the Association of Chartered Certified Accountants and is a Certified Investment Fund Director. He served as an elected Council member of the Irish Fund Directors Association from 2016 to 2020.*

*David McGeough (Irish Resident)*

*Mr. McGeough is a lawyer by professional qualification and has over 30 years' experience in the international asset management industry. Mr. McGeough serves as a non-executive director of a number of MIFID firms, investment funds and hedge funds. Mr. McGeough spent five years as a partner, chief operating officer, general counsel and member of the international management committee of Vega Asset Management from 2002 to 2007. Mr. McGeough was instrumental in the development of the Vega business into a \$14 billion multi strategy asset management business. He was directly responsible for the establishment and build out of investment trading operations in London, New York and Dublin trading a variety of strategies including global macro, fixed income, credit, structured credit, long short equity, commodities and other strategies. Prior to that, he held the role of chief operating officer, and subsequently, chief executive officer of Mobileaware, an international technology company in which the principal shareholders were Intel, Island Capital (the investment vehicle for the Telecom billionaire, Denis O'Brien) and various U.S. and European private equity firms. Prior to joining Mobileaware in January 2001, Mr. McGeough was a partner and Head of the Investment Funds and Asset Management Advisory Group and of the Capital Markets Group at Matheson, a large international law firm headquartered in Dublin. At Matheson, Mr. Mc Geough advised many of the world's largest asset managers, global custodians, prime brokers, fund administrators and institutional investors. Mr. McGeough is a qualified solicitor and holds a Bachelor of Civil Law Degree (magna cum laude) from University College Dublin law school. He has also served as a member of the Advisory Group to the Office of the Prime Minister of Ireland on matters concerning the financial services and asset management industry.*

*Waystone Centralised Services (IE) Limited acts as company secretary to the Manager."*

- 1.5 The sub-section of the Prospectus entitled "**Remuneration Policy**" under the section headed "**General Information**" is to be deleted in its entirety and replaced with the following:

*"The Manager has remuneration policies and practices in place consistent with the requirements of the UCITS Regulations and the ESMA Remuneration Guidelines. The Manager will procure that any delegate, including the Investment Manager, to whom such requirements also apply pursuant to the ESMA Remuneration Guidelines will have equivalent remuneration policies and practices in place.*

*(b) The remuneration policy includes measures to avoid conflicts of interest. The remuneration policy is reviewed on an annual basis (or more frequently, if required) by the board of directors of the Manager, to ensure that the overall remuneration system operates as intended and that the remuneration pay-outs are appropriate. This review will also ensure that the remuneration policy reflects best practice guidelines and regulatory requirements, as may be amended from time to time.*

*(c) Details of the up-to-date remuneration policy of the Manager (including, but not limited to:*

*(i) a description of how remuneration and benefits are calculated;*

*(ii) the identities of persons responsible for awarding the remuneration and benefits; and*

*(iii) the composition of the remuneration committee, where such a committee exists)*

*are available by means of a website <https://www.waystone.com/our-funds/waystone-fund-management-ie-limited> and a paper copy will be made available to Shareholders free of charge upon request."*

- 1.6 The section of the Prospectus headed "**General Information**" is to be amended by deleting the reference to "[www.montlakefunds.com](http://www.montlakefunds.com)" under the sub-heading "Notification of Prices" and replacing this with "[www.waystone.com/services/european-fund-management-solutions](http://www.waystone.com/services/european-fund-management-solutions)".

- 1.7 The definition of "Administration Agreement" under the section of the Prospectus headed "**Definitions**" is to be deleted in its entirety and replaced with the following:

*"means the agreement made between the Manager, the ICAV and the Administrator dated 21 December 2018 as may be amended or supplemented from time to time in accordance with the Central Bank Rules and as novated by a separate agreement dated 28 October 2022 and effective from 00.00.01 31 October 2022 pursuant to which the latter is appointed as administrator of the ICAV;"*

- 1.8 The definition of "Depositary Agreement" under the section of the Prospectus headed "**Definitions**" is to be deleted in its entirety and replaced with the following:

*"means the agreement made between the ICAV, the Manager and the Depositary dated 15 January 2019 as may be amended or supplemented from time to time in accordance with the Central Bank Rules and as novated by a separate agreement dated 28 October 2022 and effective from 00.00.01 31 October 2022 pursuant to which the latter is appointed manager of the ICAV;"*

- 1.9 The definition of "Distribution Agreement" under the section of the Prospectus headed "**Definitions**" is to be deleted in its entirety and replaced with the following:

*“means the agreement made between the Manager and the Distributor dated 21 December 2018 as may be amended or supplemented from time to time in accordance with the Central Bank Rules and as novated by a separate agreement dated 28 October 2022 and effective from 00.00.01 31 October 2022 pursuant to which the latter is appointed distributor of the ICAV;”*

- 1.10 The section of the Prospectus headed "**Definitions**" shall be amended by the insertion of the following definition immediately after the definition of "ESG":

*"ESMA Guidelines on Marketing Communications means the guidelines published by the European Securities and Markets Authority on marketing communications under Article 4 of Regulation 2019/1156 as amended or replaced from time to time."*

- 1.11 The definition of "Management Agreement" under the section of the Prospectus headed "**Definitions**" is to be deleted in its entirety and replaced with the following:

*“means the agreement made between the ICAV and the Manager dated 15 January 2019 as may be amended or supplemented from time to time in accordance with the Central Bank Rules and as novated by a separate agreement dated 28 October 2022 and effective from 00.00.01 31 October 2022 pursuant to which the latter is appointed depositary of the ICAV;”*

- 1.12 The paragraph entitled "Manager" of the section of the Prospectus entitled "**DIRECTORY**" are is to be amended by the inclusion of the following address in place of the existing address mentioned in each section:

*“3rd Floor  
76 Lower Baggot Street  
Dublin 2  
Ireland”*

- 1.13 The paragraph entitled "**Secretary**" of the section of the Prospectus entitled "**DIRECTORY**" is to be deleted in its entirety and replaced with the following:

**"Secretary:**

*Simmons & Simmons Corporate Services Limited  
Waterways House,  
Grand Canal Quay,  
Dublin, D02 NF40"*

## **2 Amendment to the Supplement**

- 2.1 All references to "Waystone Fund Management (IE) Limited" shall be read as references to "Waystone Management Company (IE) Limited".

- 2.2 Paragraph 3 to the section of the Prospectus headed "**THE INVESTMENT MANAGER**" is to be amended by deleted and replaced with the following paragraph:

*“Under the Investment Management Agreement between the Manager and the Investment Manager dated 31 December 2020 (the "**Investment Management Agreement**"), as may be amended or supplemented from time to time in accordance with the Central Bank Rules and as novated by a separate agreement dated 28 October 2022 and effective from 00.00.01 31 October 2022 the Investment Manager will provide or procure the provision of discretionary investment management services to the ICAV in respect of the Sub-Fund.”*