

OCEAN DIAL INVESTMENT FUNDS PLC

Dated 10 January, 2018

Second Addendum to the Prospectus

This Second Addendum forms part of and should be read in conjunction with the Prospectus of Ocean Dial Investment Funds Plc (the “Company”) dated 23 January 2017 as amended by the First Addendum to the Prospectus dated 15 June 2017 (hereinafter collectively the “Prospectus”). The Company is an umbrella type open-ended investment company with variable capital with segregated liability between its sub-funds authorised in Ireland as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (as amended) (the “Regulations”).

The Directors of the Company, whose names appear on page 6 of the Prospectus, are responsible 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 this is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

This Addendum sets out details of amendments to the Prospectus. This document forms part of and should be read in conjunction with the Prospectus. Distribution of this Addendum is not authorised unless accompanied by a copy of the Prospectus.

A. Addition of a new Share Class to the Ocean Dial Systematic India Return Fund

Supplement No. 2 for the Ocean Dial Systematic India Return Fund (the “Fund”) is hereby amended to reflect the addition of Class C US\$ Shares, as a new Share Class of the Fund.

Accordingly, the following amendments will be made to the Prospectus and the Supplement for the Fund:-

1. The share class table within Section 1. of the Prospectus entitled - “The Company – General” shall be deleted in its entirety and replaced as follows;

Name of Fund	Class	Currency
Ocean Dial Gateway to India Fund	A US\$	US\$
	B Euro	EUR
	C GBP	GBP
	D US\$	US\$
	E US\$	US\$
	F Euro	EUR
	G GBP	GBP
	H US\$	US\$
	I Euro	EUR
	J GBP	GBP
Ocean Dial Systematic India Return Fund	A US\$	US\$
	B US\$	US\$
	C US\$	US\$

2. The definition of “Initial Offer Period” within Section 1. of Supplement 2 shall be deleted in its entirety and replaced as follows;

““Initial Offer Period” means the period determined by the Directors during which Shares in each unlaunched Class (being, Class C US\$) are offered for subscription at the Initial Offer Price which in respect of Class C US\$ will commence on the first Business Day subsequent to the date of this Addendum and end at 5.00 p.m. (Dublin time) on 31 January, 2018 in respect of such Class.”

3. The definition of “Initial Offer Price” within Section 1. of Supplement 2 shall be deleted in its entirety and replaced as follows;

““Initial Offer Price” means US\$2,000.”

4. The definition of “Minimum Holding” within Section 1. of Supplement 2 shall be deleted in its entirety and replaced as follows;

““Minimum Holding” means US\$5,000 for all Classes with the exception of Class C US\$ which shall be subject to a Minimum Holding of US\$50,000.”

5. The definition of “Minimum Initial Subscription” within Section 1. of Supplement 2 shall be deleted in its entirety and replaced as follows;

““Minimum Initial Subscription” means US\$5,000 for all Classes with the exception of Class C US\$ which shall be subject to a Minimum Initial Subscription of US\$50,000.”

6. The definition of “Minimum Transaction Size” within Section 1. of Supplement 2 shall be deleted in its entirety and replaced as follows;

“Minimum Transaction Size” means US\$1,000 for all Classes with the exception of Class C US\$ which shall be subject to a Minimum Transaction Size of US\$50,000.

7. Section 4. of Supplement 2 entitled “Offer” shall be deleted in its entirety and replaced as follows;

“4. Offer

Shares in the Fund will be offered in the following Classes:

- Class A US\$
- Class B US\$
- Class C US\$*

* Class C US\$ Shares are only available at the discretion of the Investment Manager to investors who have entered into a discretionary investment management agreement with the Investment Manager or with any company within the Investment Manager’s Group, including collective investment schemes or any sub-funds

thereof managed on a discretionary basis by such companies (and which for the avoidance doubt includes any sub-funds of the Company).

Although each of the Classes are denominated in US Dollars, the Company does not intend on behalf of the Fund to undertake currency hedging at Class level to reduce the exposure of each Class to the fluctuations of the currencies in which the Fund's assets may be denominated (which will be principally Indian Rupee).

Shares in Class A US\$ and Class B US\$ are available at the current Net Asset Value per Share. Shares in Class C US\$ will initially be offered for subscription during the Initial Offer Period at the Initial Offer Price and, subject to acceptance of applications for Shares by the Company, will be issued for the first time on the first Business Day after expiry of the Initial Offer Period. Thereafter Shares in such Class will be issued at the Net Asset Value per Share.

The Initial Offer Period in respect of the unlaunched Classes 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.

The Directors of the Company reserve the right to terminate Class A US\$, Class B US\$ or Class C US\$ on giving not less than four weeks' notice and not more than twelve weeks' notice expiring on a Dealing Day to Shareholders in accordance with the section of the Prospectus entitled "Total Redemption of Shares".

8. The first three paragraphs of Section 7. of Supplement 2 entitled "Fees and Expenses" shall be deleted in their entirety and replaced with the following paragraphs;

"With the exception of the performance fee applicable as detailed below, the fees and operating expenses which may be charged to Class A US\$ and Class B US\$ shall in aggregate be capped at 2.0% per annum of the Net Asset Value (before deduction of any accrued Performance Fee) of the relevant Class (the "Capped Fee").

Such fees and operating expenses which are included in the Capped Fee applicable to Class A US\$ and Class B US\$ shall include; (i) the Administrator's fees and expenses; (ii) the Depository's fees and expenses; and (iii) the Investment Manager's investment management fee and expenses (but excluding any Performance Fee payable to the Investment Manager), together with all other operating expenses as disclosed in the section of the Prospectus entitled 'Operating Fees and Expenses'.

The fees and operating expenses which may be charged to Class C US\$ (which do not include an annual investment management and distribution fee and performance fees, payable to the Investment Manager) shall in aggregate be capped at 2.0% per annum of the Net Asset Value of Class C US\$ (the "Class C Capped Fee").

Fees payable to the Depository, Administrator and where applicable the Investment Manager shall be accrued at each Valuation Point and shall be payable monthly in arrears. Any fees and operating expenses payable by the Fund in excess of the Capped Fee or the Class C Capped Fee as applicable, detailed above shall be reimbursed by the Investment Manager. Such reimbursement, if any, will be accrued daily and paid annually by the Investment Manager to the Fund within 30 days of each financial year end."

9. The paragraph within Section 7. of Supplement 2 entitled "*Investment Management and Distribution Fees*" shall be deleted in its entirety and replaced with the following paragraph;

“Investment Management and Distribution Fees

The Investment Manager shall be entitled to a maximum annual investment management and distribution fee equal to a percentage of the Net Asset Value (before deduction of any accrued Performance Fee) of Class A US\$ and Class B US\$ as appropriate as at each Valuation Point as outlined in the table below. Such fee shall be calculated and accrued daily and be payable monthly in arrears and will be included in the Capped Fee applicable to Class A US\$ and Class B US\$ outlined above. No such fee shall be charged against the Class C US\$ Shares.

Class of Shares	Investment Management and Distributor Fee
Class A US\$	1.50%
Class B US\$	1.50%
Class C US\$	0.00%

10. The first paragraph within Section 7. of Supplement 2 entitled *“Investment Management Performance Fee”* shall be deleted in its entirety and replaced with the following paragraph;

“Investment Management Performance Fee

In addition to the above fees, the Company will pay the Investment Manager a performance fee (the “Performance Fee”) in relation to both Class A US\$ and Class B US\$ at the rates specified below. No such Performance Fee shall be charged in relation to Class C US\$ Shares.”

11. The 3rd paragraph of Section 8. of Supplement 2 shall be deleted in its entirety and replaced with the following paragraph;

“It is intended that the Company will apply annually to HM Revenue and Customs for approval of Class A US\$, Class B US\$ and Class C US\$ of the Fund as “reporting funds”. The Directors intend to take all practicable steps, consistent with applicable laws, regulatory requirements and investment objectives and policies of the Fund to facilitate such approval.”

Dated: 10 January, 2018