

**GMO INVESTMENTS ICAV**  
**an umbrella fund with segregated liability between sub-funds**  
**(the “ICAV”)**

**Prospectus for GMO Investments ICAV**  
**dated 23 February 2021 (as may be amended or supplemented from time to time)**  
**(the “Prospectus”)**

**Additional Information for Investors in Singapore**

*Singapore*

The offer or invitation of the shares (the “**Shares**”) of the funds (listed in the Appendix) (the “**Funds**”) of GMO Investments ICAV which is the subject of this Prospectus, does not relate to a collective investment scheme which is authorised under Section 286 of the Securities and Futures Act, Chapter 289 of Singapore, as amended or modified (the “**SFA**”) or recognised under Section 287 of the SFA. The Funds are not authorised or recognised by the Monetary Authority of Singapore (the “**MAS**”) and the Shares are not allowed to be offered to the retail public. This Prospectus and any other document or material issued in connection with the offer or sale is not a prospectus as defined in the SFA and, accordingly, statutory liability under the SFA in relation to the content of prospectuses does not apply, and you should consider carefully whether the investment is suitable for you.

The Prospectus has not been registered as a prospectus with the MAS. Accordingly, the Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Shares may not be circulated or distributed, nor may Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than:

- (i) to an institutional investor (as defined in the SFA) under Section 304 of the SFA;
- (ii) to an accredited investor (as defined in the SFA) under Section 305 of the SFA and in accordance with the conditions, specified in Section 305 of the SFA and the conditions specified in Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018; or
- (iii) to an institutional investor or accredited investor, otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Shares are subscribed or purchased under Section 305 of the SFA by a relevant person (as defined in Section 305(5) of the SFA) which is:

- (a) a corporation (which is not an accredited investor (as defined in the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within 6 months after that corporation or that trust has acquired the Shares pursuant to an offer made under Section 305 of the SFA other than:

- (1) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 305A(3)(i)(B) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law;
- (4) as specified in Section 305A(5) of the SFA; or
- (5) as specified in Regulation 36A of the Securities and Futures (Offers of Investments) (Collective Investment Schemes) Regulations 2005 of Singapore.

**Unless otherwise provided for herein, all capitalised terms shall have the same meaning herein as in the Prospectus.**

### **The Offer of Shares**

The ICAV is an Irish collective asset-management vehicle established under the laws of Ireland pursuant to the ICAV Act and the UCITS Regulations. The ICAV was established on 28 June 2016 under registration number C155870 and was authorised by the Central Bank of Ireland (the “**Central Bank**”) on 28 October 2016. The contact details of the Central Bank are as follows:

Address:	Central Bank of Ireland, PO Box 559, Dame Street, Dublin 2
Phone:	+353 1 224 6000
Fax:	+353 1 671 6561

### **The Manager**

GMO Investment Management Company (Ireland) Limited (the “**Manager**”) is authorised as a UCITS Management Company under the UCITS Regulations, and is regulated by the Central Bank. The contact details of the Central Bank are set out above.

### **The Depository**

State Street Custodial Services (Ireland) Limited is regulated by the Central Bank. The contact details of the Central Bank are set out above.

### **Side Letters**

Subject to the terms of the Prospectus and applicable law, Grantham, Mayo, Van Otterloo & Co. LLC (the “**Investment Adviser**”) may, without the explicit approval or vote of any shareholder, enter into

arrangements (“**Side Letters**”) with any shareholder. Side Letters may grant the shareholder certain assurances not afforded to other shareholders in the Funds, provided that these are not inconsistent with the Prospectus and applicable law. Such assurances may include one or more of the following: fee arrangements, “most favoured nations” rights, prior consultation in the event of certain changes (such as personnel changes), or such other matter as may be agreed between the Investment Adviser and the shareholder. Any such assurances provided for in a Side Letter with a shareholder shall apply only with respect to that shareholder.

**INVESTORS SHOULD NOTE THAT SUB-FUND(S) REFERRED TO IN THE PROSPECTUS OTHER THAN THE SUB-FUND(S) LISTED IN THE APPENDIX ARE NOT AVAILABLE TO SINGAPORE INVESTORS AND ANY REFERENCE TO SUCH OTHER SUB-FUND(S) IS NOT AND SHOULD NOT BE CONSTRUED AS AN OFFER OF SHARES OF SUCH OTHER SUB-FUND(S) IN SINGAPORE.**

**July 2021**

## **APPENDIX**

- **GMO SGM MAJOR MARKETS INVESTMENT FUND**
- **GMO EMERGING COUNTRY DEBT UCITS FUND**
- **GMO RESOURCES UCITS FUND**