

GMO INVESTMENTS ICAV

FCA PRN 1059889

An open-ended Irish collective asset management vehicle constituted as an umbrella fund with segregated liability between sub-funds and with variable capital sub-funds with registration number C155870 and authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities Regulations 2011) (as amended)

UK COUNTRY SUPPLEMENT

ADDITIONAL INFORMATION FOR INVESTORS IN THE UNITED KINGDOM

10 July 2026

This UK Country Supplement (the “**Supplement**”) contains information specific to investors in the United Kingdom regarding the sub-funds listed below (each a “**Sub-Fund**”) of GMO Investments ICAV (the “**ICAV**”):

- GMO Climate Change Transition Investment Fund
- GMO Equity Dislocation Investment Fund
- GMO Emerging Country Debt UCITS Fund
- GMO Usonian Japan Value Creation Investment Fund
- GMO Resources UCITS Fund
- GMO Climate Change Select Transition Investment Fund
- GMO Emerging Markets Ex-China Equity Fund
- GMO Quality Select Investment Fund
- GMO US Quality Investment Fund
- GMO Horizons Investment Fund

This Supplement forms part of and must be read in conjunction with the prospectus of the ICAV dated 18 March 2025 as amended and supplemented from time to time (the “**Prospectus**”), as well as the Key Investor Information Documents (“**KIIDs**”). This document is for distribution in the United Kingdom only. Shareholders in the UK should read the information contained in this Supplement in conjunction with the Prospectus. Capitalised terms which are not otherwise defined in this Supplement are as defined in the Prospectus.

The Directors of the ICAV whose names appear on page iv of the Prospectus accept responsibility for the information contained in this document. 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 document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Financial Conduct Authority (the “**FCA**”) has not approved and takes no responsibility for the contents of the Prospectus or for the financial soundness of the ICAV or any of its Sub-Funds or for the correctness of any statements made or expressed in the Prospectus.

Shareholders’ attention is drawn to the sections of the Prospectus entitled “Fees and Expenses” and “Certain U.K. Tax Considerations.”

Prospective shareholders should consult their own tax advisers regarding the UK tax consequences of an investment in the Funds.

All capitalised terms used herein shall have the same meaning in this Supplement as in the Prospectus, unless otherwise indicated.

This Supplement is valid as at the date of this Supplement.

1. Recognised Scheme

Each Sub-Fund is recognised under the OFR as an Overseas Funds Regime Recognised Scheme (“**OFR Recognised Scheme**”) under Section 271A (Schemes authorised in approved countries) of the Financial Services and Markets Act 2000 (the “**FSMA**”). The date of recognition of each Sub-Fund is 10 July 2026.

2. The Manager

The Manager acts as the management company for a number of other regulated collective investment schemes. A current list of such other regulated collective investment schemes can be found on the Central Bank of Ireland Register, available at: <https://registers.centralbank.ie/FirmSearchPage.aspx>. The issued share capital of the Manager is EUR 4,490,006 and is fully paid up.

Certain sub-funds of these regulated collective investment schemes are recognised schemes under the OFR, further details of which can be found on the FCA Register, available here: <https://register.fca.org.uk/s/fund-search>.

3. UK Facilities

In connection with the ICAV's recognition as an OFR Recognised Scheme, the ICAV has appointed GMO U.K. Limited as its facilities agent (“**Facilities Agent**”) to maintain the facilities required of a recognised scheme pursuant to the rules contained in the FCA Handbook of Rules and Guidance governing recognised schemes.

The facilities are located at the offices of GMO U.K. Limited at No.1 London Bridge, London, SE1 BG, England.

At these facilities, any person may:

- 1) inspect (free of charge) a copy (in English) of:
 - a) the certificate of incorporation of the ICAV;
 - b) the latest version of the Prospectus;
 - c) the latest version of the key investor information documents of the Sub-Funds; and
 - d) the latest annual and half-yearly reports;
- 2) obtain a paper copy of any of the above documents (free of charge);
- 3) obtain information (in English) about the prices of Shares in the Sub-Funds; and
- 4) make a complaint about the operation of the ICAV, which the Facilities Agent will transmit to the ICAV.

Shareholders may also inspect the register of shareholders of the ICAV at the offices of the Facilities Agent.

4. Complaints and Compensation

The ICAV is domiciled in Ireland and is authorised by the Central Bank of Ireland. The ICAV is recognised in the UK under the Overseas Funds Regime but is not a UK-authorised fund.

UK Shareholders should be aware that if they invest in a Sub-Fund, they may not be able to refer a complaint against the Manager or the 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 party should become unable to meet its liabilities to investors.

A UK Shareholder will be able to make a complaint to the ICAV and the Manager but may not have a right to access any independent redress mechanisms in Ireland.

UK investors may contact the Facilities Agent which will provide details on request of how to make a complaint, and what rights if any are available to them under an alternative dispute resolution scheme or a compensation scheme.

5. Assessment of Performance

The Manager has identified the following reference benchmarks as an appropriate form of comparison that Shareholders may use to assess the performance of the Sub-Funds set out in the table below. The Manager believes the reference benchmark provides an appropriate comparison for performance purposes given the

Sub-Fund's investment objective and policy.

Sub-Fund	Reference benchmark
GMO Emerging Country Debt UCITS Fund	J.P. Morgan Emerging Markets Bond Index Global Diversified
GMO Emerging Markets Ex-China Equity Fund	MSCI Emerging Markets ex-China Index
GMO Horizons Investment Fund	MSCI ACWI ex Fossil Fuels Index

The following Sub-Funds do not have reference benchmarks and have the indicated investment objective.

Sub-Fund	Investment objective
GMO Climate Change Transition Investment Fund	High total return
GMO Equity Dislocation Investment Fund	High total return
GMO Usonian Japan Value Creation Investment Fund	Long term capital appreciation
GMO Resources UCITS Fund	Total return
GMO Climate Change Select Transition Investment Fund	High total return
GMO Quality Select Investment Fund	Total return
GMO US Quality Investment Fund	Total return

These Sub-Funds are not managed relative to a benchmark however, performance of the Sub-Funds, along with comparison index performance is available at www.gmo.com. Such indices shown on the webpage are for performance comparison purposes only

Investor capital is at risk. For those Sub-Funds with a reference benchmark there is no guarantee that the returns of the Sub-Fund will meet or exceed its reference benchmark. For those Sub-Funds without a reference benchmark, there is no guarantee that they will achieve their objective over any time period.

6. Historical Performance

The historical performance of each Sub-Fund is detailed in the relevant KIID of the Sub-Fund, available upon request from the Facilities Agent and available at www.gmo.com.

7. Pricing Basis

Further to the Section of the Prospectus entitled "Administration of the ICAV - Determination of Net Asset Value", Shares are single priced, meaning that there must be only a single NAV for any Share as determined from time to time by reference to a particular Valuation Point.

8. Transfer of Shares

Transfers of Shares must be effected by transfer in writing in any usual or common form and every form of transfer shall state the full name and address of the transferor and the transferee. Where the transferee is not an existing Shareholder in the relevant Sub-Fund, the transferee must complete an application form and comply with the relevant anti-money laundering procedures. The Manager may decide to reject any transfer of Shares for any reason at its absolute discretion. Please see the Section of the Prospectus entitled, "Administration of the ICAV – Transfer of Shares".

9. Unclaimed Dividends

Any distribution which has not been claimed within six years from their due date will lapse and revert to the Sub-Fund.

10. Allocation of Fees and Expenses

All fees, expenses, duties and charges will be charged to the relevant Sub-Fund and within such Sub-Fund to the class of Shares in respect of which they were incurred. Where an expense is not considered by the Directors of the ICAV to be attributable to any one Sub-Fund, the expense will normally be allocated to all Sub-Funds in proportion to the NAV of the Sub-Fund or other methods believed to be fair and equitable to investors.

11. Dilution & Anti-Dilution Mechanism

Dilution may occur when a Sub-Fund buys or sells underlying investments as a result of subscriptions or repurchases by investors. These transactions can result in costs such as dealing charges, taxes, and the spread between buying and selling prices, which may adversely affect the value of the Sub-Fund for existing Shareholders.

It is not possible to predict accurately whether dilution is likely to occur on any particular Dealing Day, as this depends on the level of subscriptions and repurchases and the associated transaction costs.

The Investment Adviser has adopted a policy of applying dilution adjustments to the Net Asset Value per Share and/or initial subscription price per Share. This policy is intended to ensure that the costs of buying or selling underlying investments as a result of significant cash-flows into or out of a Sub-Fund are borne by those investors whose transactions give rise to such costs, rather than by existing Shareholders. This helps to preserve the value of the Sub-Fund's assets for all investors and may have a positive effect on the future growth of the Sub-Fund by mitigating the impact of dealing costs on the Sub-Fund's performance.

A dilution adjustment may be applied in the following circumstances:

- Where net cash-flows into or out of a Sub-Fund attributable to subscriptions or repurchases exceed certain pre-determined percentage thresholds of the Fund's Net Asset Value, as set from time to time by the Investment Adviser or a committee established by the Investment Adviser; or
- In any other cases where there are net subscriptions or repurchases and the Investment Adviser reasonably believes that imposing a dilution adjustment is in the best interests of existing Shareholders.

The amount of any dilution adjustment is calculated by reference to the estimated costs of dealing in the underlying investments of the Sub-Fund. The adjustment factor is reviewed from time to time and may vary depending on market conditions and the costs of transacting in the Sub-Fund's underlying assets. Historical data and future projections are used to estimate the likely costs. Shareholders may request further information about the dilution adjustments applied on a particular Dealing Day from the Investment Adviser.

A dilution adjustment is more likely to be applied on Dealing Days when there are significant net subscriptions or repurchases in the Sub-Fund, particularly when these exceed the pre-determined thresholds. The likelihood and amount of any adjustment are based on historical experience and projected transaction costs.

Where a dilution adjustment is applied due to net cash-flows into the Sub-Fund, the Net Asset Value per Share and/or initial subscription price per Share will be increased. Conversely, where there are net cash-flows out of the Sub-Fund, the Net Asset Value per Share and/or initial subscription price per Share will be decreased. As a result, investors subscribing on a Dealing Day when a dilution adjustment is applied may pay more per Share, and investors redeeming on such a day may receive less per Share, than would have been the case had no adjustment been made.

12. UK's Sustainable Disclosure Regime

The ICAV is domiciled in Ireland and is not subject to UK sustainable investment labelling and disclosure requirements.

13. Service of Notice and Documents

Where required by the applicable regulations to serve notice upon Shareholders, the Manager will write to Shareholders at their registered postal or e-mail address. UK investors can also request a copy of such notice from the Facilities Agent.

Other changes to the Sub-Fund may be notified to Shareholders either in the manner stated above or through inclusion in the ICAV's next annual report.

14. United Kingdom Taxation

Certain Classes are expected to obtain certification as "reporting funds" under the U.K. Offshore Funds (Tax) Regulations 2009 for the purposes of taxation in the U.K. A list of these Classes is available to Shareholders free of charge from the Facilities Agent on request. The affairs of these Classes will be conducted so as to maintain this status. In order to obtain certification as a reporting fund, the "reportable income" of the relevant Class for each period of account must be reported to its investors and to HM Revenue & Customs ("HMRC"). Shareholders will be liable to tax on their proportionate share of the "reportable income" of the Fund, whether or not that income is in fact distributed to them. The effect of certification as a reporting fund is that any gains attributable to Shareholders resident or ordinarily resident in the U.K. on a sale, redemption or other disposal of the relevant Shares should be taxed as capital gains and not as income. There can be no guarantee or assurance that the law and regulations governing reporting fund status, or the interpretation of them, will

remain the same. Shareholders are advised to seek their own advice in relation to how (if at all) these rules will affect them.

Shareholders should consult their own tax advisers regarding the tax consequences of an investment in a Sub-Fund, including the implications described herein.

15. Additional UK Pre-Sale Requirements

General disclosure requirements

The issued share capital of the ICAV shall not be less than € 2.00 represented by two shares of no par value and the maximum issued share capital of the ICAV shall not be more than €500 billion shares of no par value.

Shareholders of a Sub-Fund are not liable for its debt.

The Sub-Funds are not feeder UCITS, feeder non-retail UCITS schemes, funds of alternative investment funds or property authorised investment funds.

The net asset value of the Sub-Funds may experience moderate volatility due to the composition of its portfolio and/or the portfolio management techniques employed. Investors should be aware that the value of their investment may fluctuate significantly

Conversion of Shares of one Sub-Fund into Shares of another Sub-Fund is treated as a redemption and sale and will, for persons subject to United Kingdom taxation, be a realisation for the purposes of capital gains taxation.

In no circumstances will a Shareholder who exchanges Shares in one Sub-Fund for Shares in any other Sub-Fund be given a right by law to withdraw from or cancel the transaction. Once an exchange request has been submitted and processed in accordance with the procedures set out in this Prospectus, it is irrevocable and binding on the Shareholder.

The price of any Shares sold or repurchased by the Manager will be calculated by reference to the NAV of the Shares at the Valuation Point next following the Manager's agreement to sell or repurchase the Shares.

Investments in collective investment schemes

The Sub-Funds may invest in one or more collective investment schemes, including those managed by the Investment Adviser or its affiliates. Investments in non-Irish domiciled schemes may not offer the same level of investor protection as schemes authorised by the Central Bank of Ireland. The Sub-Funds may invest in both open- and closed-ended schemes, such as money market funds and ETFs, and will be exposed to the risks associated with those underlying schemes.

ETFs often hold a portfolio of shares designed to track the performance of a specific index. Examples include SPDRs and iShares, which are traded on stock exchanges. The market price of ETF shares may differ from their net asset value.

When investing in another collective investment scheme, each Sub-Fund will bear its share of that scheme's expenses, including management fees, which may be up to 2.5% of the scheme's net asset value (excluding any performance fee). These are in addition to the Sub-Fund's own fees and expenses. Furthermore, investment decisions are made independently by each scheme's adviser, which may result in the Sub-Fund indirectly incurring transaction costs without achieving any net investment benefit.

Exercising voting rights

All general meetings of the ICAV, any Sub-Fund, or any Class must be held in Ireland. Meetings may be convened specifically for a Sub-Fund or Class if the business concerns only that Sub-Fund or Class.

The quorum for general meetings is two Shareholders present in person or by proxy. If there is only one Shareholder in the relevant Sub-Fund or Class, the quorum is one Shareholder present in person or by proxy. For any adjourned meeting, the quorum is one Shareholder present in person or by proxy and entitled to vote.

At least twenty-one days' notice (excluding the day of posting and the day of the meeting) must be given for each general meeting. The notice must specify the venue, time, and business to be transacted. Shareholders may attend by proxy.

An ordinary resolution is passed by a plurality of votes cast, while a special resolution requires a majority of 75 per cent. or more of the votes cast. Matters are generally decided by a show of hands unless a poll is requested by five Shareholders, by Shareholders holding at least 10 per cent. of the Net Asset Value of the relevant Shares, or by the Chairman. Each Share entitles the holder to one vote on a poll.

Directors – Terms of Engagement

The ICAV has entered into a letter of engagement with each Director. The terms of each letter cover the duties of the Directors, their fees and other benefits, their time commitment to their role as Director of the ICAV, management of conflicts of interest, the ability for a Director to obtain professional advice, termination of their appointment, compliance with certain Central Bank of Ireland fitness and probity requirements and the Central Bank of Ireland's conduct standards.

Functions the Manager has delegated

Under the Management Agreement, the Manager is responsible for providing management, distribution, and administration services to the ICAV. The Manager must perform its duties in good faith, with the skill, care, and attention expected of a professional UCITS manager authorised by the Central Bank of Ireland, and always in the best interests of Shareholders.

With the written consent of the ICAV, the Manager may delegate its powers, duties, and discretions under the Management Agreement, subject to Central Bank of Ireland requirements. The Manager has delegated administration, including record-keeping, accounting, Net Asset Value calculation, and transfer agency and registrar services, to the Administrator. Investment management and distribution responsibilities have been delegated to the Investment Adviser.

External research

Subject to the Manager's best execution policy, the Investment Adviser, its delegates and affiliates may use a portion of the commissions generated when executing transactions on behalf of the ICAV to acquire external research and brokerage services in accordance with applicable law. Specifically, the Investment Adviser may utilise commissions (typically only for transactions in listed equities) to purchase eligible brokerage and research services where those services provide lawful and appropriate assistance in the investment decision-making process for the relevant Sub-Fund and other discretionary client accounts that the Investment Adviser manages, and where the Investment Adviser in good faith believes the amount of the commission is reasonable in relation to the value of the product or services provided by the broker/dealer.

In most cases, the Investment Adviser makes payments for eligible research and brokerage services either via a portion of the commission paid to the executing broker/dealer or through client commission sharing arrangements ("CSAs"). Where a commission paid to a broker/dealer with whom the Investment Adviser has established a CSA includes both an execution component and a research component, the broker/dealer may retain the execution portion and either credit or transmit the research portion to a CSA pool or rebate the research portion to the clients generating those commissions. The Investment Adviser evaluates the research and brokerage services it receives from independent research providers and brokers/dealers and the Investment Adviser allocates a portion of the CSA pool to the research provider that reflects the Investment Adviser's assessment of the value of the research and/or brokerage service. In this manner, CSAs enable the Investment Adviser to effect transactions, subject to best execution, and use a portion of the associated commissions to pay for research from providers with which the Investment Adviser does not have a brokerage relationship or from brokers/dealers with which the Investment Adviser trades on an execution-only basis. In circumstances where the Investment Adviser may also receive a benefit from external research that is unrelated to its management of the relevant to a Sub-Fund, the Investment Adviser will typically either (i) make a good faith effort to evaluate the various benefits and uses for which the Investment Adviser intends to use the relevant product or services, and will pay for that portion of the product or service that is unrelated to the Investment Adviser's investment decision-making; or (ii) pay for the total cost of the product or service.

The Investment Adviser establishes research budgets by applicable investment strategy and reviews those budgets at least annually. Any allocations to broker-dealers under the program are intended to reflect the relative value of the research provided by the broker to the Investment Advisers implementation of the applicable investment strategy. The Investment Adviser's research budget for each Sub-Fund's strategy typically represents less than 0.1% of the Sub-Fund's NAV per annum, which equates to the expected portion of the Sub-Fund's brokerage commissions that will be allocated to third-party research.

For further details, please see the Investment Adviser's Form ADV.