

**OFFERING SUPPLEMENT TO THE OFFERING MEMORANDUM
OF THE
WOOD & Company Funds SICAV p.l.c.**

in respect of the offer of non-voting Investor Shares

in the

WOOD & Company Waste Management Fund

a sub-fund of

WOOD & Company Funds SICAV p.l.c.

A collective investment scheme organised as a multi-fund limited liability investment company with variable share capital under the laws of the Republic of Malta and licensed by the Malta Financial Services Authority with Licence Number SV51 under the Investment Services Act, Cap 370 of the Laws of Malta as an Alternative Investment Fund targeting Professional Investors.

This Offering Supplement may not be distributed unless accompanied by, and must be read in conjunction with, the Offering Memorandum of the Company.

20 May 2025

(Replaces previous version dated 7 November 2024)



**APPROVED IN ACCORDANCE WITH ARTICLE 11 OF THE
INVESTMENT SERVICES ACT CAP. 370**

TABLE OF CONTENTS

KEY FEATURES	3
INVESTMENT OBJECTIVES AND INVESTMENT POLICIES	4
INVESTMENT OBJECTIVE.....	4
INVESTMENT POLICIES	4
INVESTMENT AND LEVERAGE RESTRICTIONS	4
AMENDMENTS TO THE INVESTMENT OBJECTIVES, INVESTMENT POLICIES AND INVESTMENT RESTRICTIONS.....	4
SUSTAINABILITY FACTORS	4
FUNCTIONARIES AND OFFICIALS	7
THE DIRECTORS.....	7
THE COMPANY SECRETARY	7
THE INVESTMENT MANAGER	7
THE ADMINISTRATOR	7
SAFEKEEPING ARRANGEMENTS.....	7
THE AUDITOR	7
FEES, CHARGES AND EXPENSES	8
INVESTMENT MANAGEMENT FEE.....	8
PERFORMANCE FEE.....	8
REMUNERATION OF THE ADMINISTRATOR	9
RISK FACTORS	10
LIQUIDITY AND DIVERSIFICATION RISKS	10
RISKS OF LEVERAGE.....	10
UNLISTED SECURITIES	10
EMERGING MARKETS/EMERGING COUNTRIES.....	10
RISKS RELATING TO THE WASTE MANAGEMENT INDUSTRY.....	10
DIVERSIFICATION RISK	11
COMPLIANCE WITH REGULATIONS.....	11
OPERATING RISKS	11
CHANGES IN TECHNOLOGY.....	11
GOVERNMENT POLICY CHANGES	11
LEVERAGE RISKS.....	12
VALUATION RISKS.....	12
HEDGING TRANSACTIONS.....	12
MANDATORY REDEMPTION	12
EQUALISATION	12
LOCK-IN PERIOD.....	12
REDEMPTION NOTICE PERIOD	12
BUYING AND SELLING	13
INITIAL OFFER PERIOD	13
APPLICATION PROCEDURE	13
LOCK-IN PERIOD.....	13
REDEMPTION NOTICE PERIOD	13
REDEMPTION OF SHARES	13
FUND INCOME	13
DIVIDEND POLICY (DISTRIBUTOR INVESTOR SHARES ONLY)	13
APPENDIX I – SUBSCRIPTION FORM	16
APPENDIX II – DECLARATION FORM	25
APPENDIX III – INDIVIDUAL SELF-CERTIFICATION FORM	29
APPENDIX IV – ENTITY SELF-CERTIFICATION FORM	31
APPENDIX V - REDEMPTION FORM	37

Key Features

Fund	WOOD & Company Waste Management Fund
Investment Objective	The investment objective of the Fund is to preserve the capital of the shareholders of the Fund and to achieve medium to long-term capital appreciation.
Fund Currency	EUR
Minimum Holding	As defined in the Offering Memorandum.
Eligible Investors	As defined in the Offering Memorandum
Classes of Shares	There are two classes of shares, Accumulator and Distributor.
Offer Price	EUR 100 per share.
Lock-in Period	Seven (7) years from the subscription date of Investor Shares during which the holder of Investor Shares is prohibited from redeeming part or all their holding. Investors may however transfer their shares by following the procedures in the section "Transfer of Shares" of the Offering Memorandum
Initial Offer Period	The offer of Investor Shares of the Fund opened on 1 July 2022 and closed on 15 June 2023.
Dealing Day and Valuation Day	Unless otherwise determined by the Directors, the valuation day is the 31st day of December of each year and the Dealing Day is the first business day following Valuation Day.
Redemption Day	Subject to the Lock-in Period and Redemption Notice Period, on each Dealing Day.
Redemption Notice Period	Timeframe that investors must adhere to when requesting to redeem their investment from the Fund specified in "Buying and Selling" section below.
Directors	Jan Sykora, Vladimir Jaros, Frank Chetcuti Dimech and David Grech.
Investment Manager	WOOD & Company investiční společnost, a.s.
Depository	Reyl & Cie (Malta) Ltd
Administrator	BOV Fund Services Limited.
Auditors	Deloitte Audit Services Limited.
Accounting Period	1 st January to the 31 st December of each year.
Initial Charge	An initial charge of up to 5%.
Performance Fee	15 % of the Appreciation per Investor Share up to 10 % p.a. and thereafter 20 % of the Appreciation per Investor Share exceeding 10 % p.a.
Investment Management Fee	Up to 1,5% of the Net Asset Value of the Fund per annum.

Investment Objectives and Investment Policies

Investment Objective

The investment objective of the Fund is to preserve the capital of the shareholders of the Fund and to achieve medium to long-term capital.

Investment Policies

The Fund will strive to attain its investment objective by investing in unlisted equities issued by companies that conduct the majority of their business activities in waste management. The Fund has no geographical bias and may from time to time be fully invested in one asset.

The Fund has conferred on the Investment Manager the necessary flexibility to exploit a very wide range of investment opportunities as they arise. The Investment Manager will identify suitable investment opportunities, evaluate their risk and profit potential, and invest when it deems appropriate. Investment decisions will be based on analysis and research, taking into account, among other factors, cash flow and the multiple of earnings. Each prospective security will be examined separately. The potential targets for acquisition by the Fund may also include companies which are currently managed by Investment Manager.

Investment and Leverage Restrictions

The Fund is subject to the following investment restrictions:

- The limit for the leverage calculated using the AIFMD commitment method is 800% of Net Asset Value and for the leverage calculated using the AIFMD gross method is 900% of Net Asset Value.

The Fund may employ leverage for investment purposes. The Fund may borrow to satisfy short term liquidity requirements. The Investment Manager will from time to time establish the types and sources of leverage permitted, including any restrictions on the use of leverage and any collateral and asset reuse arrangements. As of the date of this Offering Supplement, the Investment Manager has determined that leverage will be achieved mainly by employing short positions, futures, options and other derivatives and through borrowing of cash or securities.

In the case of an inadvertent breach of the above investment restrictions, the Fund shall remedy the breach within six (6) months, while in the case of an advertent breach the Fund shall remedy the breach forthwith.

Amendments to the Investment Objectives, Investment Policies and Investment Restrictions

Subject to the prior approval of the MFSA, at any time, the Investment Objective of the Fund may only be changed after investors have been notified at least one (1) month in advance allowing them to redeem their shares and the change in the Investment Objective will only become effective after all redemption requests have been satisfied, and in such case any applicable Redemption Fee will be waived.

Subject to the prior approval of the MFSA, the Directors may, at their sole discretion, alter the Investment Policies and Investment Restrictions as set out above provided that any material changes thereto shall be notified to the Shareholders of the Fund at least fifteen (15) Business Days in advance of the change.

Sustainability Factors

Due to the small size of the Fund's assets and the nature and scale of its activities, the Fund is not bound to consider principal adverse impacts of its investment decisions on sustainability factors as defined by the Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019. Nevertheless,

the Fund will utilise its best efforts to ensure investments into companies whose impact reduces overall carbon footprint and loss of natural capital.

Although the reduction of the carbon emissions is not a direct goal of the Fund, the Fund supports clean technology companies. The sustainable investment objective of the Fund is to have an impact on the use of energy, renewable energy, raw materials, water and land, on the production of waste, and greenhouse gas emissions. Additionally, the whole investment scope of the Fund has, as an ultimate benefit, the reduction of carbon emissions, as it is supporting the upgrading of real estate assets into the use of clean energy assets for generation, consumption and energy efficiency. Therefore, by investing in the Fund the investor will be contributing to a reduction of carbon emissions, as the Fund's investments will actively help to increase the use of renewables.

The investment universe for the Fund is carefully screened, seeking to ensure that it does not contribute to human or labour rights violations, corruption, serious environmental harm and other actions which may be perceived to be unethical. The Fund's investments are considered in relation to social, environmental and ethical criteria based on the following internationally recognised guidelines and principles:

- the UN Global Compact;
- the OECD Guidelines for Multinational Enterprises;
- the United Nations Guiding Principles on Business and Human Rights
- the Ottawa Convention (international agreement on the prohibition of anti-personnel mines); and
- the Convention on Cluster Munitions.

The AIFM will ensure that the Fund does not invest in companies which contribute to serious violation of human and labour rights, grave harm to the environment, unacceptable greenhouse gas emissions and serious corruption. The Fund will not invest in companies involved in the production of tobacco, production of pornography, or weapons which through normal use violate basic humanitarian principles. In addition, emphasis shall be placed on forward-looking assessments of the underlying companies, including any plans which will change the level of power generating capacity.

The sustainable investments of the Fund will be aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights.

The Fund follows the principles and rights set out in the eight fundamental conventions identified in the Declaration of the International Labour Organisation on Fundamental Principles and Rights at Work and the International Bill of Human Rights.

The Fund through its SPVs ensures investee companies follow good governance practices by engaging with companies and by exercising voting rights across the investees. The Fund may monitor investment exposure in its investee companies through meetings of the Board of Directors.

The AIFM has integrated sustainability risks into the investment decision process of the Fund by incorporating ESG data within portfolio management process. Investments are screened prior to inclusion into the Fund's investment universe, on an annual basis for changes to ESG ratings/factors or alerts on potential and/or realised breaches in international norms and standards. ESG events or conditions that, if occur, could cause an actual or a potential material negative impact on the value of the underlying investments are considered and monitored.

ESG data is subject to a range of risks including inter alia data availability on issuers (particularly in regard to small, mid cap and emerging market companies), lack of standardised taxonomy for the classification of ESG activities, excessive reliance on external ESG data providers, unaligned ESG conclusions provided by different providers on a single company.

The AIFM carries out a complete initial due diligence on each of the investments where the Fund intends to invest in as well as in the hardware they use. The following sustainability indicators are used to measure the attainment of the sustainable investment objectives of the Fund:

- Avoided emissions are “emissions that would have been released if a particular action or intervention had not taken place”. Avoided emissions can appear throughout third parties’ value chains depending on the type of product or service offered and how this product or service affects operations.
- To quantify an amount of potential avoided emissions (“PAE”), a baseline must be established. The baseline describes what would have occurred if the product or service had not been made available. The PAE are obtained from the difference in greenhouse gas emissions (“GHG”) emissions between the baseline level and the scenario where the product or service is made available.
- The Fund considers principal adverse impacts on sustainability factors as referred to in Article 7(1)(a) of SFDR.

Albeit the initial analysis is carried out with reference to ESG ratings and scores provided by external providers, the responsible investing team does not take ESG ratings, and more generally speaking ESG data from third party providers mechanistically into consideration, but further analyses assumptions and criteria adopted in this perspective, supplementing ratings provided by external providers with the conclusions of its thorough analysis. In this perspective, this assessment is also corroborated with the analysis of industry reports, sell-side research, media and non-governmental organisations (NGO) reports as well as questionnaires as the case may be. This ESG integration process would allow to uncover potential product violations, breaches of international norms and standards and/or material ESG risks and opportunities. Based on the screening, and in-house research through additional sources of information, the responsible investing team can highlight potential ESG risks and opportunities to the portfolio manager, as well as provide input/recommendations about divesting as the case may be.

Regarding the general sustainability risks, the AIFM's adopts the hereunder approach:

- Credit Risk/Counterparty Risk - Assessment of the counterparts that the Fund will engage with in its activity, in order to monitor those which may be negatively impacted by political decisions on ESG issues.
- Market Risk: Investments are only focused on acquisition and operations of sustainable assets (clean energy systems), therefore mitigating the potential impact of potential change in market conditions or sentiment (example: increase of the CO2 price (carbon price) or new taxation related to non-sustainable assets).

Functionaries and Officials

The Directors

Information on the Company's Board of Directors is found under the heading "Functionaries and Officials" of the Offering Memorandum.

The Company Secretary

Information on the Company Secretary is found under the heading "Functionaries and Officials" of the Offering Memorandum.

The Investment Manager

Information on the Investment Manager is found under the heading "Functionaries and Officials" of the Offering Memorandum.

The Depositary

Information on the Depositary is found under the heading "Functionaries and Officials" of the Offering Memorandum.

The Administrator

Information on the Administrator is found under the heading "Functionaries and Officials" of the Offering Memorandum.

Safekeeping Arrangements

Documentation confirming the Fund's ownership of its unlisted assets shall be held at the registered office of the Company.

The Auditor

Information on the Auditor is found under the heading "Functionaries and Officials" of the Offering Memorandum.

Fees, Charges and Expenses

In addition to the fees, charges and expenses specified under the section entitled “Fees, Charges and Expenses” of the Offering Memorandum, the following fees, charges and expenses will be incurred by the Company on behalf the Fund and will affect the Net Asset Value of the Fund.

Investment Management Fee

The Fund will be subject to an Investment Management Fee in the amount of 1.5% per annum of the NAV calculated in arrears on the basis of the NAV per Share at the last Dealing Day of the previous quarter adjusted to take into account any net creations of Investor Shares during that quarter.

The Investment Management Fee shall be paid to the Investment Manager.

The Investment Management Fee can be returned fully or partially to the investor in case that the investor is an employee of the Investment Manager, undertakes long term commitments, invests a substantial sum, the investment is part of a portfolio managed by the Investment Manager based on a discretionary asset management agreement or in cases approved by the Board of Directors.

Performance Fee

In addition to the Investment Management Fee, the Fund will be subject to a Performance Fee based on the performance of the Fund.

Each holder of Investor Shares will be subject to a Performance Fee which is equal to:

- 15% of the Appreciation per Investor Share up to 10% p.a. since the issue of Investor Shares multiplied by the number of Investors Shares in issue, and thereafter
- 20% of the Appreciation per Investor Share exceeding 10% p.a. since the issue of Investor Shares multiplied by the number of Investors Shares in issue,

where:

Appreciation shall mean the sum of cumulative increase of GAV and value of all distributed dividends since the issue of Investor shares,

GAV shall mean an amount equal to the sum of the investments, receivable balances and cash of the Fund net of recurring costs and Investment Management Fee but not Performance Fee,

Calculation Period shall mean a period starting on the first Business Day of a calendar year and lasting until the last Business Day of a calendar year.

To the extent that the Performance Fee in any Calculation Period is negative, no Performance Fee is payable until the GAV per Investor Share exceeds the previous highest GAV per Investor Share. The Performance Fee is calculated independently by the Administrator and accrued on the last Business Day of a calendar year. The Performance fee is payable on the the last Business Day of a calendar year to the extent of the available cash in the Fund or at the time of any redemption based on the GAV of the redeemed Investor Shares.

The Performance Fee shall be paid to the Investment Manager.

The Performance Fee can be returned fully or partially to the investor in case that the investor is an employee of the Investment Manager, undertakes long term commitments, invests a substantial sum, the investment is part of a portfolio managed by the Investment Manager based on a discretionary asset management agreement or in cases approved by the Board of Directors.

The Company does not operate an equalisation account or any other method to ensure an equal treatment for the payment of the performance fee irrespective of the timing of the application or redemption of Shares. Accordingly, Shareholders may, when purchasing/redeeming Shares, indirectly underpay/overpay an underperformance accrual/an overperformance accrual.

Remuneration of the Administrator

The Administrator shall receive, for the performance of its services under the Administration Agreement, an administration fee as follows:

Net Asset Value	%
up to EUR 20 million	0.05% per annum of the NAV
from EUR 20 million to EUR 40 million	0.04% per annum of the NAV
any amounts in excess of EUR 40 million	0.03% per annum of the NAV

A minimum fee of € 9,000 per annum will apply to the Fund. In addition, with respect to the distributor share class, an additional administration fee of €275 per annum and €25 for every 100 investors or part thereof shall apply.

In the event that the Directors determine, at any time, to have any other Dealing Day or Valuation Day at each calendar month other than the stipulated Dealing Day or Valuation Day specified in the Offering Memorandum of the Fund, the Administrator shall be entitled to receive a one-time fee from the Company of one thousand Euro (€ 1,000) for each other Dealing Day or Valuation Day.

Depositary Fees

The Fund will pay the following fees to the Depositary:

Total AUM Range	bps p.a.*
AUM EUR 0-20Mio	5
AUM EUR 20Mio -50Mio	4
AUM > EUR 50Mio	3

*Minimum annual fee EUR 10,000.

The Fund will also pay the Depositary additional fees for settlements, trade captures and taxation services as are specified in the custody agreement.

Risk Factors

The risks which apply to the Fund are disclosed in the section entitled “Risk Factors” of the Offering Memorandum. In addition, the following risks shall apply to the Fund:

Liquidity and diversification risks

The Fund’s investments may be speculative in nature and there is no guarantee that Investors will earn a specified rate of return or any return in the short or the long term. Investors should consider investing in the Fund only if they are prepared to keep their investment for a long period of time and can accept a loss of some or all of their investment. Investors’ attention is also specifically drawn to the fact that the Fund is not subject to the more stringent liquidity and diversification rules which apply to retail funds. The Fund may make an investment in a company that is a larger percentage of the company’s equity than a retail fund would be permitted to make, and this may increase the risk per investment. Furthermore, the Fund may participate in a limited number of investment and, as a consequence, the aggregate potential return may be substantially adversely affected by the unfavourable performance of even a single investment.

Although a part of the portfolio is typically invested in sufficiently liquid assets, the liquidity risk exists especially in case of investors redemption requests for substantial amounts of Fund’s assets. This is mitigated by limitations of maximum redemption as specified in the Offering Memorandum in section Application procedure – Deferral of Redemption of Investor Shares.

Risks of Leverage

Borrowing money to purchase securities may provide the Investment Manager with the opportunity for greater capital appreciation but, at the same time, will increase the Fund’s exposure to capital risk and higher current expenses. Moreover, if the assets under management are not sufficient to pay the principal of, and interest on, the debt when due, the Fund could sustain a total loss of its investment.

Unlisted securities

Your investment will have significant exposure to risks associated with unlisted securities. You should be aware that investments in unlisted securities are considered speculative and are accompanied by significant risks including but not limited to difficulties in accurate valuation. We recommend that you obtain independent advice to fully understand your investment to make a prudent allocation to the Fund.

Emerging Markets/Emerging Countries

There may be less publicly available information about issuers in emerging markets which may sometimes not be subject to uniform accounting, auditing and financial reporting standards and other disclosure requirements which are normally found in more established markets. Emerging markets may have substantially less volume of trading, and securities of some companies in emerging market countries may be less liquid and more volatile than securities of more established markets. Additionally, market practices in relation to the settlement of securities transactions and the custody of assets in emerging markets can provide increased risk of loss to the Fund.

Emerging countries’ economies may be based, predominantly, on only a few industries and may be vulnerable to changes in trade conditions and may have high levels of debt or inflation. Investors should be aware that any downturn in the economies of emerging countries might adversely affect the servicing and ultimate repayment of the investments of the Fund.

Risks relating to the Waste Management Industry

The Fund will invest in small and micro caps in the waste management sector which are likely to be subject to a higher-than-average volatility due to a high degree of concentration, greater uncertainty because less information is available, there is less liquidity, or due to greater sensitivity to changes in market conditions.

Smaller companies may lack depth of management, be unable to generate funds necessary for growth or development, have limited product lines or be developing or marketing new products or services for which markets are not yet established and may never become established. Smaller companies may be particularly affected by interest rate increases, as they may find it more difficult to borrow money to continue or expand operations or may have difficulty in repaying any loans which are floating rate.

Diversification Risk

The Fund is not subject to any specific limits in assets or securities of issuers in any one country, region or industry. Therefore the Fund may be less diversified and more volatile. A significant percentage of the Fund will be limited to a particular market sector, region, industry or company and accordingly may be subject to more rapid change in value than would be the case if there were a requirement to maintain a wide diversification among companies, industries, regions, types of securities and other asset classes.

Compliance with Regulations

Breaches or non-compliance with environmental and safety laws and regulations can result in penalties and other liabilities and may have a material adverse impact on the financial position, financial performance, cash flows and growth prospects and share price of an undertaking in which the Fund is invested. These laws and regulations may be amended from time to time, which may also have a material adverse impact on the financial position, financial performance, cash flows and growth prospects of the undertakings. While the Fund will undertake reasonable due diligence in assessing and managing the risks associated with investing in such undertakings in the respective jurisdictions, the legal and political conditions of the countries and any changes thereto are outside the control of the Fund.

Operating Risks

Unlisted equity investments in the waste management sectors encompass operations which are subject to environmental and safety standards imposed by relevant national regulatory bodies. Failure to operate facilities in strict compliance with applicable regulations and standards may expose owners or operators of facilities to claims and clean-up costs and possible enforcement actions, which are not always insurable. Any new law or regulation could require significant expenditure to maintain compliance. Changes to the current governmental regulations may have a material adverse effect on the returns to the Fund. Failure by investee undertakings to maintain or comply with necessary licences, consents or exemptions or laws, regulations and standards could result in a breach of regulatory requirements that may lead to such undertakings being precluded from operating or at least constrained in undertaking such operations and could adversely affect the returns to the Fund from investments in such undertakings.

Changes in technology

The technologies applied in the waste management sectors evolve rapidly and constantly. Also, the product development techniques in this sector constantly improve and become more complex. For this purpose, the key factors are research and development. If undertakings invested in by the Fund do not react appropriately to changes in the sector, it could have a material adverse effect on their business, financial status, results of operations or capacity to achieve goals and a potential knock-on effect on the success of the Fund's investment.

Government policy changes

Government actions or policy changes in relation to access to lands and infrastructure, compliance with environmental regulations, taxation, patents, royalties and subsidies may adversely affect the Fund's operations and financial performance. Breaches or non-compliance with such laws and regulations can result in penalties and other liabilities and may have a material adverse impact on the financial position, financial performance, cash flows and growth prospects and share price of the relevant undertaking. These laws and regulations may be amended from time to time, which may also have a material adverse impact on the financial position, financial performance, cash flows and growth prospects of the undertakings. While the Fund will undertake reasonable due diligence in assessing and managing the risks associated with investing in such undertakings in the respective jurisdictions, the legal and political conditions of the countries and any changes thereto are outside the control of the Fund.

Leverage Risks

The Fund is likely to utilise leverage to enhance the performance of its investments. The use of leverage magnifies the risks being taken and as a result there is substantially more risk. In addition, the Fund may be forced to sell investments at a lower price than it would normally anticipate if it is required to repay borrowings at any time.

Valuation Risks

The determination of the Net Asset Value of the Fund may be subjective when the underlying investments are not publicly traded. Investors' attention is specifically drawn to the fact that although a fresh valuation will be made on the Valuation Day, the latest valuation which will be available to Investors may be up to twelve months old.

Hedging Transactions

Whilst the Fund may enter such transactions to seek to reduce currency, exchange rate and interest rate risks, unanticipated changes in currency, interest rates and equity markets may result in a poorer overall performance of the Fund. For a variety of reasons, the Investment Manager may not seek to establish (or may not otherwise obtain) a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the Fund from achieving the intended hedge or expose the Fund to risk of loss.

Mandatory Redemption

Shares may not be issued and may be subject to mandatory redemption or transfer by the Company, inter alia: (i) in circumstances where the Company, the Fund or any Shareholder may suffer a tax, pecuniary, administrative or other disadvantage; or (ii) where Shares are held by any person who is, or has acquired such Shares on behalf of or for the benefit of a person who is not an Eligible Investor or (iii) where the Net Asset Value of the Fund falls below Euro 1.500.000. In certain cases, the Company may decide, at its absolute discretion, to redeem all outstanding shares in the Fund. This may be the case where the redemption requests are a significant part of the outstanding Investor Shares of the Fund, where the risk/return profile of the Fund, post disposal of certain investments would, in the opinion of the Company be against the interests of the remaining shareholders or where the Fund has disposed of its existing investments, even within the Lock-in Period and Redemption Notice Period.

Equalisation

The Company does not operate an equalisation account or any other method to ensure an equal treatment for the payment of the performance fee irrespective of the timing of the application or redemption of Shares. Accordingly, Shareholders may, when purchasing/redeeming Shares, indirectly underpay/overpay an underperformance accrual/an overperformance accrual.

Lock-in Period

Investment in the Fund is subject to a seven (7) year lock-in period from date of subscription during which the investors will not be allowed to redeem part or all of their investment. Investor's capital is therefore committed for the medium term. Unlike the shares of publicly listed companies, there is no ready secondary market in which to sell the Investor Shares in the Fund.

Redemption Notice Period

Investor's Redemption is subject to the timeframe specified in the "Buying and Selling" section below. Investors must adhere to this period when requesting to redeem their investments from the Fund. The notice varies based on the redemption amount and must be communicated in advance of the designated Dealing Day, during which the Fund processes redemption requests.

Buying and Selling

The Investor Shares are ordinary shares, freely transferable and, unless otherwise stated enjoy equal rights participating equally in the profits of the Fund. The Company may distribute dividends to the distributor share class while for the accumulator share class any profits will accumulate within the price of the Fund.

Initial Offer Period

The Initial Offer Period of Investor Shares of the Fund opened on 1 July 2022 and closed on 15 June 2023. The Investor Shares were offered at a price of Euro 100 per Share during the Initial Offer Period and thereafter, on every Dealing Day, at the Net Asset Value per Share.

Application Procedure

Applications for Investor Shares from Eligible Investors must be made on the Application Form provided for this purpose by the Company and attached as Appendix I of this Supplement. Investors must follow the application procedure specified in the part entitled “Application Procedure” of the section entitled “Buying and Selling” of the Offering Memorandum. In particular, no application will be accepted unless a Declaration Form as set out in Appendix II of this Offering Supplement accompanies it.

Lock-in Period

As defined in the “Key Features” section of this Offering Supplement, investment in the Fund is subject to a seven (7) year Lock-in Period from date of subscription during which investors will not be allowed to redeem part of or all their investment. Redemption requests notices submitted during the Lock-in Period will not be accepted.

Redemption Notice Period

Investment in the Fund is subject to a Redemption Notice Period. Investors are required to provide notice for redemptions based on the following thresholds:

- For redemptions up to EUR 500.000: a notice period of 6 months prior to the Dealing Day;
- For redemptions between EUR 500.001 and EUR 3.000.000: a notice period of 6 months prior to the Dealing Day;
- For redemptions exceeding EUR 3.000.000: a notice period of 12 months prior to the Dealing Day.

As a result, investors’ capital remains committed for the specific term. Unlike shares of publicly listed companies, there is no readily available secondary market for the Investor Shares in the Fund.

Redemption of Shares

After the expiry of the Lock-In Period and Redemption Notice Period Investors, redemption of shares is allowed on each redemption of must also follow the application procedure specified in the part entitled “Redemption Procedure” of the section entitled “Buying and Selling” of the Offering Memorandum and “Redemption Notice Period” section above.

Fund Income

The income of the Fund will be accumulated for Accumulator Investor Shares. With respect to the Distributor Investor Shares the Directors reserve the right to pay dividends subject to the dividend policy below.

Dividend Policy (Distributor Investor Shares only)

The Fund may, unless prohibited by law, distribute dividends. However, the Directors may in any given period retain income for the purpose of increasing the value of the Fund's assets. The Directors will not distribute

dividends unless such distribution is feasible and is deemed in the best interests of the Fund by the Directors. For this purpose, the Directors may consult the Investment Manager. Where dividends are declared, the following procedure shall be followed:

(a) Distributor Investor Shares entitle the holders thereof to receive a maximum annual dividend distribution of an amount not exceeding the distributable profits of the Company attributable to the Distributor Investor Shares of the Fund calculated in accordance with the Offering Memorandum.

(b) The Directors shall establish an ex div date and calculate, at each ex div date, the net income available for distribution, adjusted to reflect the re-allocation, if any, of part of the expenses against capital and the recommendations of the Investment Manager with respect to such profits that require to be retained by the Fund in furtherance of the investment objective. In the absence of unforeseen circumstances, subject to the availability of distributable profits and in the absence of exceptional market conditions, the Directors expect to distribute on an annual basis, part or all of the net income available for distribution by the Distributor Investor Shares, after deducting any Performance Fee. However, the Directors are entitled, at their sole and absolute discretion, in the event of insufficient liquidity, not to distribute the net income. Any undistributed income will be reflected in the NAV per Share of the Fund. When declared, dividends shall be payable to the holders of the Distributor Investor Shares in proportion to their respective shareholding.

(c) Dividend payments shall be made by the Administrator by means of a direct credit into a bank account held in the name of the registered holder as duly instructed by the said holder in the payment instructions. In the case of an Investor Share held jointly by two or more persons, the Administrator shall cause the dividend payment to be made into a bank account held in the name of any one or more of the joint holders, as duly instructed by the said holder/s, and dispatch of the dividend to the account of such holder/s shall be deemed as sufficient delivery to all and shall discharge the Company of its obligation towards the other joint holder/s. The Company shall not be responsible for any delay in transmission. Any changes to the bank account details are to be notified to the Administrator by not later than the ex div date. If such changes are not notified to the Administrator by these dates or if it transpires to the Administrator that the bank account is not held in the name of the registered holder/s, the Administrator will reinvest such proceeds. Reinvestment will be made in accordance with the provisions specified in (f) below. Only Shareholders listed on the Register of Shareholders on the ex div date shall be entitled to receive dividend payments in respect of the Fund. All payments are subject to any applicable fiscal or other laws and regulations. In particular, but without limitation, all payments shall be made net of any amount which the Company is compelled by law to deduct or withhold for or on account of any present or future taxes, duties, assessments or other government charges of whatsoever nature imposed or levied by or on behalf of the Government of Malta or authority thereof or therein having power to tax.

(d) A dividend warrant will be issued which will bear a date falling after the end of the respective financial year to which the warrant relates.

(e) In lieu of a dividend, holders of Distributor Investor Shares shall have the right to request to subscribe for additional Distributor Investor Shares up to an amount equivalent to the proposed dividend after deduction of any Performance Fee, subject that written notification of reinvestment instructions is, (unless prior advised), received at the Administrator's Office by not later than the ex div date.

(f) Such reinvestment will normally be made on the Dealing Day following the date of the dividend payment at the price prevailing on that Dealing Day.

(g) The amount available for allocation in respect of the Distributor Investor Shares of the Fund shall be a sum equal to the aggregate of the income received or receivable by the Company in respect of the Distributor Investor Shares of the Fund (whether in the form of dividends, interest or otherwise) during the quarter, calculated in accordance with the following:

- addition or deduction of a sum by way of adjustment to allow for the effect of sales or purchases of investments, cum or ex-dividend;
- addition of a sum representing any interest or dividend or other income accrued but not received by the Company at the end of the quarter and deduction of a sum representing (to the extent that an adjustment by way of addition has been made in respect of any previous quarter) interest or dividends or other income accrued at the end of the previous quarter;
- addition of the amount (if any) available for allocation in respect of the last preceding quarter but not allocated in respect thereof;
- addition of a sum representing the estimated or actual repayment of tax resulting from any claims in respect of income tax relief or double taxation relief or other relief available or otherwise;
- deduction of the amount of any tax or other estimated or actual liability properly payable out of the income of the Company;
- deduction of sums representing participation in income paid upon the repurchase of shares during the year;
- deduction of such sum as the Directors may think appropriate in respect of any of the expenses provided in the Articles, provided that the Company shall not be responsible for any error in any estimates of income tax repayments or double taxation or other relief expected by way of taxation or of income receivable, and if the same shall not prove in all respects correct, the Directors shall ensure that any consequent deficiency or surplus shall be adjusted in the quarter in which a further or final statement is made of such estimated income receivable is determined, and no adjustment shall be made to any dividend previously declared; and
- deduction of any amounts declared as a distribution but not yet distributed.

Appendix I – SUBSCRIPTION FORM

Prospective applicants for Shares should inform themselves as to the legal requirements for acquiring, holding or disposing of Shares in the Wood & Company Waste Management Fund ("the Fund") within their countries of their nationality, residence, ordinary or permanent residence or domicile, and any applicable exchange control requirements and taxes in the countries of their nationality, residence, ordinary or permanent residence or domicile.

To:

The Directors, Wood & Company Funds SICAV p.l.c. ("**the Company**")
475, Triq il-Kbira San Guzepp
Santa Venera, SVR 1011
Malta

A. REGISTRATION DETAILS OF THE APPLICANT/S

In case where the Investor Shares in respect of which this Application is being submitted are to be held jointly by more than one person who are to be registered as joint holders in the Shareholder Register, the details requested below should be given in respect of each joint applicant. This will be undertaken on the understanding that the Fund will not be obliged to register more than two (2) persons as joint holders of any Investor Shares and subject to the provisions of the Prospectus and the Articles. For the avoidance of doubt, the joint holders of the Investor Shares subscribed to in this Application shall be entered in the Share Register in the same order in which their names are given and the first person listed shall be the primary contact person, unless otherwise instructed in writing by all joint applicants.

FIRST NAMED HOLDER	
RESIDENTIAL / REGISTERED ADDRESS	
CORRESPONDENCE ADDRESS (if any)	
PASSPORT / COMPANY NUMBER	
DATE OF BIRTH / REGISTRATION	
PLACE OF BIRTH / REGISTRATION	
NATIONALITY	
OCCUPATION / DESCRIPTION OF EMPLOYMENT (in the case of individuals) / MAIN LINE OF BUSINESS ACTIVITY (in the case of legal persons)	
TELEPHONE NUMBER	
FASCIMILE NUMBER	
E-MAIL ADDRESS	

NAME AND ADDRESS OF AUTHORIZED AGENT (where this Application is being made and signed on behalf of the applicant by a duly authorized agent)	
--	--

SECOND NAMED JOINT HOLDER	
PERMANENT RESIDENTIAL / REGISTERED ADDRESS	
CORRESPONDENCE ADDRESS (if any)	
PASSPORT / COMPANY NUMBER	
DATE OF BIRTH / REGISTRATION	
PLACE OF BIRTH / REGISTRATION	
NATIONALITY	
OCCUPATION / DESCRIPTION OF EMPLOYMENT (in the case of individuals) / MAIN LINE OF BUSINESS ACTIVITY (in the case of legal persons)	
TELEPHONE NUMBER	
FASCIMILE NUMBER	
E-MAIL ADDRESS	
NAME AND ADDRESS OF AUTHORIZED AGENT (where this Application is being made and signed on behalf of the applicant by a duly authorized agent)	

THIRD NAMED JOINT HOLDER	
RESIDENTIAL / REGISTERED ADDRESS	
CORRESPONDENCE ADDRESS (if any)	
PASSPORT / COMPANY NUMBER	

DATE OF BIRTH / REGISTRATION	
PLACE OF BIRTH / REGISTRATION	
NATIONALITY	
OCCUPATION / DESCRIPTION OF EMPLOYMENT (in the case of individuals) / MAIN LINE OF BUSINESS ACTIVITY (in the case of legal persons)	
TELEPHONE NUMBER	
FASCIMILE NUMBER	
E-MAIL ADDRESS	
NAME AND ADDRESS OF AUTHORIZED AGENT (where this Application is being made and signed on behalf of the applicant by a duly authorized agent)	

B. Investment Details

Please complete amount to be Subscribed for and specify the Share Class (delete as applicable)	
FUND	WOOD & Company Waste Management Fund
AMOUNT TO BE SUBSCRIBED FOR:	_____ € Class: Accumulator / Distributor
FOR VALUE DATE	
PLEASE INCLUDE FURTHER DETAILS IN THE CASE OF SUBSCRIPTIONS IN KIND ONLY	

C. PAYMENT DETAILS

In settlement of the amount noted above, I/We confirm that my/our bankers indicated in section D, have been instructed to transfer the said amount to the Fund's bank account as follows:

Account name	Wood & Company Funds SICAV plc – WOOD & Company Waste Management Fund
Bank name	
Bank address	
Account number	
IBAN	
SWIFT	
Reference	Please insert the name of the applicant/s

I/We confirm our understanding that the purchase of Investor Shares shall be carried out once the completed subscription form, together with all the supporting/due diligence documents and the subscription amount has been received by the fund.

D. DETAILS OF REMITTING BANK

Account name	
Account number	
IBAN	
SWIFT	
Bank name	
Bank address	
Name and address of correspondent bank wiring the subscription monies	
Kindly attached a copy of the swift transfer/s	

I/We consent and agree that the Company, the Administrator, and any other authorised service provider of the Fund shall be authorised to contact the bank to obtain information regarding the origin of the subscription monies or to request a reference.

E. SOURCE OF FUNDS

I/We declare that the origin of the funds used for this Application are coming from:

(Please provide a detailed description on the source of funds used for the investment for example earning from employment, investment income, inheritance etc together with supporting documentary evidence for the declared source of funds)

F. SOURCE OF WEALTH

Please provide a brief description of your source of wealth (i.e. the source of the total accumulated net worth together with supporting documentary evidence for the declared source of wealth).

G. INVESTMENT PROFILE

The principal aim of my/our investment is:

- ☐ Short term Investment (to hold the investment less than 1 year)
- ☐ Short term Investment (to hold the investment less than 1 year) with the possibility of further subscriptions
- ☐ Long term Investment (to hold the investment more than 1 year)
- ☐ Long term Investment (to hold the investment more than 1 year) with the possibility of further subscriptions
- ☐ Other: (please specify)

POLITICALLY EXPOSED PERSON DECLARATION

I/We confirm, being the Customer and/or the beneficial owner that I/we:

- ☐ Do not fall within the definition of 'politically exposed persons', being natural persons who are or have been entrusted with prominent public functions*, including their immediate family members** or persons known to be close associates*** of such persons, but shall not include middle ranking or more junior officials.
- ☐ Fall within the definition of 'politically exposed persons', being natural persons who are or have been entrusted with prominent public functions*, including their immediate family members** or persons known to be close associates*** of such persons, but shall not include middle ranking or more junior officials.

N.B. If you fall under the definition of a 'politically exposed persons', kindly provide the following details:

- a. Full Name: _____
- b. Position held: _____
- c. Date of appointment: _____
- d. Date of Resignation (if applicable): _____
- e. Through my appointment, I hold relationships with the following jurisdictions: _____
(To be completed only if the individual completing this form is the one who has been entrusted with the prominent public function).

PEP SUPPORTING DOCUMENTATION

- ☐ Asset Disclosure document (statement of assets, liabilities and interests) filed with the national agency/government

If the Asset Disclosure document is not being provided, kindly specify the reasons why:

OR:

- ☐ I, myself do not hold the prominent public function but solely fall under the definition of a Politically Exposed Person as I am an immediate family member of the person who holds the prominent public function.

DECLARATION AND SIGNATURE

I declare that the above information is true and correct, and should any changes occur in the future to my status, I confirm that I will duly inform the Company of such changes within 15 days of said change. Furthermore, I confirm that additional information/documentation will be provided from my end if the Company deems it necessary at a later stage.

Signature: _____

Mr/Mrs. _____

Passport/ID Card number: _____

Date: _____

** For full details about the definition of prominent public functions kindly refer to:*

<https://fiaumalta.org/wp-content/uploads/2023/11/EU-List-of-Prominent-Public-Functions-EUR-Lex-52023XC00724.pdf>

***Immediate family members shall include:*

- a. *the spouse, or any partner recognised by national law as equivalent to the spouse;*
- b. *the children and their spouses or partners; and*
- c. *the parents.*

****Persons known to be close associates shall include:*

- a. *A natural person known to have*
 - i. *joint beneficial ownership of a body corporate or any other form of legal arrangement,*
 - ii. *or any other close business relations with that politically exposed person;*
- b. *A natural person who has sole beneficial ownership of a body corporate or any other form of legal arrangement that is known to have been established for the benefit of that politically exposed person.*

Declaration by the Investor & Signing Instructions

I/We confirm that I/we have read and understood the contents of the Offering Memorandum to which this Subscription Form was attached and I/we offer to subscribe and agree to accept the number of Shares in the Fund/s which may be allotted to me/us in accordance with the terms of the Offering Memorandum to which this Subscription Form was attached and subject to the provisions of the Memorandum and Articles of Association of the Company.

I/We acknowledge that due to anti-money laundering requirements the Company may require further identification of the undersigned before an application can be processed and Company shall hereby be held harmless and indemnified by the undersigned against any loss arising as a result of a failure to process the application if such information has been required by the parties referred to has not been provided by the undersigned.

I/We hereby undertake to observe and be bound by the provisions of the Memorandum and Articles of Association of the Company and apply to be entered in the register of members as the holder/holders of the Shares in the Fund/s issued in relation to this application.

I/We hereby confirm that this application is based solely on the Offering Memorandum to which this Subscription Form was attached together with (where applicable) the most recent annual reports of the Company.

I/We agree to dispose of any of the Shares in the Fund/s, if as a result of an offer, sale or delivery of Shares in the Fund either the transferor or the transferee holds less than the Minimum Holding.

I/We will not offer, sell or deliver any of such Shares in the Fund directly or indirectly to a U.S. Person without the prior permission in writing of the Company.

I/We acknowledge that the Company may compulsorily redeem my/our Shares in certain circumstances as laid down in the Offering Memorandum.

I/We warrant that I/we am/are an Authorised Investor and that I/we have the knowledge, expertise and experience in financial matters to evaluate the risks of investing in the Fund, and I/we am/are aware of the risks inherent in investing in the Fund.

I/We, warrant that I/we have the right and authority to make the investment pursuant to this Subscription Form whether the investment is my/our own or is made on behalf of another person or corporate or an unincorporated entity and that I/we are/will not be in breach of any laws or regulations of any competent jurisdiction and I/we hereby indemnify the Company for any loss suffered by them as a result of this warranty/representation not being true in every respect.

I/We, agree to provide the representations in this Subscription Form to the Company at such times as the Company may request and to provide on request such certificates, documents or other evidence as the Company may reasonably require to substantiate such representations.

I/We, agree to notify the Company immediately if I/we become aware that any of the representations is/are no longer accurate and complete in all respects and agree immediately to sell or to tender to the Company for redemption a sufficient number of Shares to allow the representation to be made.

I/We, hereby confirm that the Company is authorised and instructed to accept and execute any instructions in respect of the Shares in the Fund to which this Subscription relates given by me/us by facsimile.

If instructions are given by me/us by facsimile, I/we undertake to confirm them separately by means of a letter. I/We hereby indemnify the Company and agree to keep it indemnified, against any loss of any nature whatsoever arising as a result of acting on facsimile instructions. The Company may rely conclusively upon and shall incur no liability in respect of any action taken upon any notice, consent, request, instructions or other instrument believed, in good faith, to be genuine or to be signed by properly authorised persons.

I/We, agree to indemnify and hold harmless the Company against any loss, liability, cost or expense (including without limitation attorneys' fees, taxes and penalties) which may result directly or indirectly, from any misrepresentation or breach of any warranty, condition, covenant or agreement set forth herein or in the Authorised Investor Declaration Form attached herewith or in any other document delivered by the undersigned to the Company.

As part of the application process all subscribers are required to submit various documents to the Administrator. These are required to enable completion of the application process and to comply with all relevant legislation. Except as may be required to enable the Administrator to comply with any and all of its obligations in terms of the law, including but not limited to anti-money laundering

legislation in force, any information received will be kept by the Administrator in accordance with the relevant Data Protection legislation and, in the normal course of business, will not be made available to anyone other than the Administrator and their respective employees, agents and subcontractors.

However, it may become necessary to transfer data at any time to comply with legislation in force either now or at any time in the future. Further, should the administrative functions, in whole or in part, be transferred to another entity, data will be transferred to the extent necessary for such new entity to carry out its functions effectively.

By subscribing to the Company all subscribers should note the above, and also note that, by completion of the application form, they are agreeing to any transfer of data carried out for any of the reasons given above, or for any reason that the Administrator deems necessary to comply with legislation in force at the time.

Further, the Company and its service providers consent that any and all data required by the Administrator in exercise of its duties on behalf of the Company may be transferred to and/or from the Administrator (in processing of the subscriptions and redemptions on behalf of the Company) in accordance with relevant data protection legislation.

First Named Holder's Signature	First Named Holder's Name in full and capacity (if applicable)
Second Joint Holder's Signature	Second Joint Holder's Name in full and capacity (if applicable)
Third Joint Holder's Signature	Third Joint Holder's Name in full and capacity (if applicable)
Fourth Joint Holder's Signature	Fourth Joint Holder's Name in full and capacity (if applicable)
Date	
Signing Instructions	<input type="checkbox"/> All to sign <input type="checkbox"/> Any _____ to sign <input type="checkbox"/> Authorised Signatory List attached

Appendix II – DECLARATION FORM

Professional Investor Declaration Form

Investment in the Fund is permissible only upon completion of the following declaration by the prospective investor.

Categories of investors who are considered to be professionals:

One or more of the following criteria should be satisfied:

(1) Entities which are required to be authorised or regulated to operate in the financial markets. The list below should be understood as including all authorised entities carrying out the characteristic activities of the entities mentioned: entities authorised by a Member State under a Directive, entities authorised or regulated by a Member State without reference to a Directive, and entities authorised or regulated by a non-Member State: (a) Credit institutions (b) Investment firms (c) Other authorised or regulated financial institutions (d) Insurance companies (e) Collective investment schemes and management companies of such schemes (f) Pension funds and management companies of such funds (g) Commodity and commodity derivatives dealers (h) Locals (i) Other institutional investors	Yes	No
(2) Large undertakings meeting two of the following size requirements on a company basis: — balance sheet total: EUR 20 000 000, — net turnover: EUR 40 000 000, — own funds: EUR 2 000 000.	Yes	No
(3) National and regional governments, public bodies that manage public debt, Central Banks, international and supranational institutions such as the World Bank, the IMF, the ECB, the EIB and other similar international organisations.	Yes	No
(4) Other institutional investors whose main activity is to invest in financial instruments, including entities dedicated to the securitisation of assets or other financing transactions.	Yes	No

Investors who may be treated as professionals on request:

As a minimum, two of the following criteria should be satisfied:

(1) the investor has carried out transactions, in significant size, on the relevant market at an average frequency of 10 per quarter over the previous four quarters,	Yes	No
(2) the size of the investor's financial instrument portfolio, defined as including cash deposits and financial instruments exceeds EUR 500 000,	Yes	No
(3) the investor works or has worked in the financial sector for at least one year in a professional position, which requires knowledge of the transactions or services envisaged;	Yes	No

- ☐ To be signed by investor – where the investment is being made direct (not through a duly authorised agent) with the Fund.

I hereby confirm that I am eligible to be treated as a “Professional Investor” in light of the positive response(s) that I have given to the question(s) above. I hereby confirm that I have read and understood the Supplement to the Offering Memorandum and that I am either (a) a person whose ordinary business involves the acquisition and disposal of instruments of the same kind as the instrument or instruments in which the Fund invests; or (b) a person whose ordinary business involves the acquisition and disposal of property of the same kind as the property, or a substantial part of the property, in which the Fund invests.

- ☐ To be signed by the duly authorised agent – where the investment is not being made direct by the investor with the Fund.

I hereby confirm that I have been properly appointed as a duly authorised agent of a prospective investor in the Fund described above.

I certify that my principal is eligible to be treated as an “Professional Investor” in light of the positive response(s) that I have given to the question(s) above in respect of my principal.

I hereby confirm that I have read and understood the Supplement to the Offering Memorandum.

Name	
Signature	
Title/Capacity in which signed	
Date	

Qualifying Investor Declaration Form

Investment in the Fund is permissible only upon completion of the following declaration by the prospective investor certifying that he meets one or more of the following criteria that make him eligible as a 'Qualifying Investor'. Answers that do not apply should be deleted and the confirmation signed where indicated:

(1) A body corporate which has net assets in excess of EUR750,000 or which is part of a group which has net assets in excess of EUR750,000 (or equivalent)	Yes	No
(2) An unincorporated body of persons or association which has net assets in excess of EUR750,000 (or equivalent)	Yes	No
(3) A trust where the net value of the trust's assets is in excess of EUR750,000 (or equivalent)	Yes	No
(4) An individual whose net worth or joint net worth with that person's spouse, exceeds EUR750,000 (or equivalent)	Yes	No
(5) A senior employee or director of service providers to the Company	Yes	No

I/We also declare that:

1. I am/We are investing a minimum of EUR 100,000 or its currency equivalent, which investment may not be reduced below this minimum amount at any time by way of a partial redemption; and
2. I am/We are aware of and accepts the risks associated with the proposed investment.

- ☐ To be signed by investor – where the investment is being made direct (not through a duly authorised agent) with the Fund.

I hereby confirm that I am eligible to be treated as a "Qualifying Investor" in light of the positive response(s) that I have given to the question(s) above. I hereby confirm that I have read and understood the Supplement to the Offering Memorandum and that I am either (a) a person whose ordinary business involves the acquisition and disposal of instruments of the same kind as the instrument or instruments in which the Fund invests; or (b) a person whose ordinary business involves the acquisition and disposal of property of the same kind as the property, or a substantial part of the property, in which the Fund invests.

- ☐ To be signed by the duly authorised agent – where the investment is not being made direct by the investor with the Fund.

I hereby confirm that I have been properly appointed as a duly authorised agent of a prospective investor in the Fund described above.

I certify that my principal is eligible to be treated as an “Qualifying Investor” in light of the positive response(s) that I have given to the question(s) above in respect of my principal.

I hereby confirm that I have read and understood the Supplement to the Offering Memorandum.

Name

Signature

*Title/Capacity in which
signed*

Date

Appendix III – INDIVIDUAL SELF-CERTIFICATION FORM

This self-certification form (the '**Form**') must be completed by individual shareholders and other parties as noted on the entity self-certification form.

The information on this Form is collected for any existing or future legislation enacted by any jurisdiction that provides for the automatic exchange of information including, without limitation, to the US Foreign Account Tax Compliance Act (FATCA) and the OECD common reporting standard for the automatic exchange of financial account information.

Please note that in certain circumstances the Company and the Administrator may be obliged to share this information with relevant tax authorities. Terms referenced in this Form shall have the same meaning as applicable under the relevant IGA's, applicable regulations and guidance notes.

If any of the information below regarding your tax residency changes in the future you are obliged to notify the Company at the offices of the Administrator of these changes promptly. If you have any questions about how to complete this form, please contact your tax advisor.

In situations where there are 'joint shareholders' each shareholder is required to complete a separate Form, along with any power of attorney (if appointed), on behalf of the shareholder(s).

Section 1: Account Holder Identification

Account Holder Name	
Identity Card Number and Country of Issue	
Passport Number and Country of Issue	
Date of Birth (dd/mm/yyyy)	
Country of Birth	
Country of Citizenship	
Permanent Residential Address (street, apt or suite no, or rural route no). <i>Do not use a P.O. box or care-of address.</i>	
City or town, state or province (include postal code where appropriate)	
Country	

Section 2: Declaration of U.S. Citizenship or U.S. Residence for Tax purposes

Please tick either (a) **or** (b) **or** (c) and complete as appropriate.

- (a) I confirm that **I am** a U.S. citizen and / or resident in the U.S. for tax purposes (green card holder or resident under the substantial presence test) and my U.S. federal taxpayer identification number (U.S. TIN) is as follows:

--

- (b) I confirm that I was born in the U.S. (or a U.S. territory) but am no longer a U.S. citizen as I have voluntarily surrendered my citizenship as evidenced by the attached documents.

- (c) I confirm that **I am not** a U.S. citizen or resident in the U.S. for tax purposes.

Complete section 3 if you have non-U.S. tax residences.

Section 3: Declaration of Tax Residency (other than U.S.)

I hereby confirm that I am, for tax purposes, resident in the following country/ies (indicate the tax identification number applicable in each country).

Country / Countries of tax residence	Tax Identification number

Section 4: Declaration and Undertaking

I declare the information provided in this form is, to the best of my knowledge, accurate and complete. I undertake to notify the Administrator immediately and provide an updated self-certification form within 30 days should there be a change of circumstance which causes any of the information contained in this form to be inaccurate or incomplete. Where legally obliged to do so, I hereby consent to the recipient sharing this information with the relevant tax information authorities.

Signature

Date (MM/DD/YYYY)

Name:

Appendix IV – ENTITY SELF-CERTIFICATION FORM

This self-certification form (the 'Form') is to be completed by all legal entities including, for this purpose, companies, partnerships, trusts and foundations.

The information on the Form is collected for any existing or future legislation enacted by any jurisdiction that provides for the automatic exchange of information including, without limitation, the Foreign Account Tax Compliance Act (FATCA) and the OECD common reporting standard for the automatic exchange of financial account information.

Please note that in certain circumstances the Company and the Administrator may be obliged to share this information with relevant tax authorities. Terms referenced in this Form shall have the same meaning as applicable under the relevant IGA's, applicable regulations and guidance notes.

If any of the information below regarding your tax residency changes in the future you are obliged to notify the Company at the offices of the Administrator of these changes promptly. If you have any questions about how to complete this form, please contact your tax advisor.

Section 1: Entity Identification

Entity Name	
Country of Organisation or Incorporation	
Registration Number	
Registered Address (street, apt or suite no, or rural route no). <i>Do not use a P.O. box or care-of address.</i>	
City or town, state or province (include postal code where appropriate)	
Country	
Mailing Address (if different) (street, apt or suite no, or rural route no). <i>Do not use a P.O. box or care-of address.</i>	
City or town, state or province (include postal code where appropriate)	
Country	

Section 2: US Entities

Please tick and complete as appropriate.

- (a) The entity is a **Specified US Person** and the US federal taxpayer identifying number (US TIN) is as follows:

--

- (b) The entity is a **US Person** that is not a Specified US Person. Please indicate exemption¹:

--

Complete Section 3 if the entity is tax resident outside the US.

Section 3: Declaration of Tax Residence (other than US)

Country / Countries of Tax Residence	Tax Reference number

Section 4: Entity FATCA Classification

Please tick and complete as appropriate.

A) If you are a **Registered Financial Institution**, please tick **one** of the below categories, and provide your FATCA GIIN number:

- ☐ Reporting Model 1 Foreign Financial Institution.
- ☐ Reporting Model 2 Foreign Financial Institution.
- ☐ Participating Foreign Financial Institution (including a US Financial Institution that has registered and obtained a GIIN)

¹ Under the US IGA and in the U.S. Internal Revenue Code, Specified US Person does not include: An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37); The United States or any of its agencies or instrumentalities; A state, the District of Columbia, a possession of the United States, or any of their political subdivisions, or instrumentalities; A corporation the stock of which is regularly traded on one or more established securities markets, as described in Reg. section 1.1472-1(c)(1)(i); A corporation that is a member of the same expanded affiliated group as a corporation described in Reg. section 1.1472-1(c)(1)(i); A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state; A real estate investment trust; A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940; A common trust fund as defined in section 584(a); A bank as defined in section 581; A broker; A trust exempt from tax under section 664 or described in section 4947; or A tax-exempt trust under a section 403(b) plan or section 457(g) plan.

- ☐ Registered Deemed-Compliant Foreign Financial Institution (other than a Sponsored Foreign Financial Institution that has not obtained a GIIN).

Please provide your Global Intermediary Identification Number (GIIN):

B) If you are a Financial Institution but unable to provide a GIIN, please tick **one of the reasons below:**

- ☐ The entity is a Model 1 Financial Institution and has not yet obtained a GIIN but intends to do so, if required.
- ☐ The entity is a Sponsored Financial Institution that has not obtained a GIIN. Please provide the Sponsoring Entity's name and GIIN:

Sponsoring Entity's Name:

Sponsoring Entity's GIIN:

- ☐ The entity is a Certified Deemed-Compliant Non-Registering Local Bank.
- ☐ The entity is a Certified Deemed-Compliant Foreign Financial Institution with only low value accounts.
- ☐ The entity is a Certified Deemed-Compliant Sponsored, Closely Held Investment Vehicle.
- ☐ The entity is a Certified Deemed-Compliant Limited Life Debt Investment Entity.
- ☐ The entity is a Certified Deemed-Compliant Investment Advisor or Investment Manager.
- ☐ The entity is a Non-Participating Foreign Financial Institution.
- ☐ The entity is an Owner-Documented Foreign Financial Institution.
- ☐ The entity is a Non-Reporting IGA Foreign Financial Institution.
- ☐ The entity is an Exempted Inter-Affiliate Foreign Financial Entity.
- ☐ The entity is a Territory Financial Institution.
- ☐ The entity is a US Financial Institution.

C) If you are not a Financial Institution, please confirm the Entity's FATCA status below.

- ☐ The entity is a Trustee Documented Trust. Please provide your Trustee's name and GIIN.

Trustee's Name:

--

Trustee's GIIN:

--

- ☐ The entity is a Restricted Distributor.
- ☐ The entity is a Foreign Government, Government of a US possession, or Foreign Central Bank of issue.
- ☐ The entity is an International Organisation.
- ☐ The entity is a Non-Financial Group Entity.
- ☐ The entity is wholly owned by Exempt Beneficial Owners.
- ☐ The entity is a 501(c) Organisation.
- ☐ The entity is a Non-Profit Organisation.
- ☐ The entity is an Exempt Retirement Plan.
- ☐ The entity is an Exempted Non-Financial Start-Up Company.
- ☐ The entity is an Exempted Non-Financial Entity in Liquidation or Bankruptcy.
- ☐ The entity is an Excepted Territory Non-Financial Foreign Entity.
- ☐ The entity is a Publicly Traded Non-Financial Foreign Entity or Non-Financial
- ☐ Foreign Entity Affiliate of a Publically Traded Corporation.
- ☐ The entity is a Direct Reporting Non-Financial Foreign Entity.
- ☐ The entity is a Sponsored Direct Reporting Non-Financial Foreign Entity.
- ☐ The entity is an Active Non-Financial Foreign Entity.
- ☐ The entity is a Passive Non-Financial Foreign Entity (please complete table below providing details of any **Controlling Persons & Beneficial Owners**).

Complete Section 6 & 7 if you are a Passive Non-Financial Foreign Entity.

Section 5: Entity CRS Classification

Please tick and complete as appropriate

We hereby certify the CRS² Status of the registered holder to be that of:

- ☐ Financial Institution other than those listed in the next tick box
- ☐ Financial Institution that qualified as a professionally managed Investment Entity outside of a CRS Participating Jurisdiction
- ☐ Active Non-Financial Entity – a corporation the stock of which is regularly traded on an established securities market or a corporation which is a Related Entity of such a corporation, a Governmental Entity, a Central Bank or an International Organisation
- ☐ Active Non-Financial Entity: either than those listed in the tick box above
- ☐ Passive Non-Financial Entity (please complete section 6 & 7 below by providing details of any Controlling Person & Beneficial Owners)

Section 6: Details of the Controlling Persons³ of the Entity

Controlling Person*

Full Name: _____

Controlling Person*

Full Name: _____

Controlling Person*

Full Name: _____

Section 7: Details of the Beneficial Owners or Beneficiaries of 25% (or more) of the Entity

Beneficial Owner*

Full Name: _____

Details of beneficial owners percentage: _____

Beneficial Owner*

Full Name: _____

Details of beneficial owners percentage: _____

Beneficial Owner*

Full Name: _____

Details of beneficial owners percentage: _____

² If you are resident for tax purposes in more than one country and your status under CRS differs depending on the country where you have your residency for tax purposes, please complete one self-certification form per country

*Each natural person that is a Controlling Persons or Beneficial Owner must also complete the Individual Self-Certification Form.

³ Means the natural persons who exercise control over the entity. In the case of a trust, such term means the settlor, the trustees, the protector (if any) and any other natural person that exercising ultimate effective control over the trust and in the case of a legal arrangement other than a trust, such term means the persons in equivalent positions such as directors (corporation) or general partner (limited partnership). If the controlling person is another legal vehicle, the natural persons that exercise control over that entity are deemed to be the controlling persons and must specify their details in Section 6 of the Form.

Section 8: Declaration and Undertaking

I declare the information provided in this form is, to the best of my knowledge, accurate and complete. I undertake to notify the Company at the offices of the Administrator immediately and provide an updated self-certification form within 30 days should there be a change of circumstance which causes any of the information contained in this form to be inaccurate or incomplete. Where legally obliged to do so, I hereby consent to the recipient sharing this information with the relevant tax information authorities.

Authorised Signature

Date (MM/DD/YYYY)

Name:

Authorised Signature

Date (MM/DD/YYYY)

Name:

Appendix V - REDEMPTION FORM

Please send this redemption form to: Wood & Company Funds SICAV p.l.c.

475, Triq il-Kbira San Guzepp
Santa Venera, SVR 1011
Malta
Fax No.: (+356) 21 234565

Account number: _____

Investor details:

Last Name/ Company _____

First Registered Holder Name _____

ID _____

Address: _____

Street _____

City _____

ZIP code _____

State: _____

Redemption details:

Fund Name: WOOD & Company Waste Management Fund

Amount to redeem: € _____

In case you redeem only part of your shares please note that the value of your remaining Shares cannot be less than the Minimum Investment. The redemption cannot be less than the Minimum Redemption Amount. A Redemption Fee may be applicable in accordance with the Offering Supplement.

Please include further details in the case of redemptions in kind only:

Payment details:

Beneficiary account name: _____

Bank of Beneficiary: _____

Account number: _____

Date: _____

Investor's signature*: _____ Name: _____

Verified by: _____ Name: _____

*As per signatory list