

## **FP ARGONAUT FUNDS**

**(An investment company with limited liability registered in England and Wales under registered number IC000943)**

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### **Supplement to the Prospectus dated 7<sup>th</sup> August 2019**

**This Country Supplement forms part of and should be read in conjunction with the Prospectus for FP Argonaut Funds (the "Company") dated the 7<sup>th</sup> August 2019 (the "Prospectus"). The Prospectus is valid in Luxembourg only if it accompanies this Supplement.**

#### **Public Distribution of the Company in Luxembourg**

Shares ("Shares") of the following sub-fund of the Company (the "Sub-Fund") listed below have been notified for public distribution in Luxembourg, all to be issued as provided for in the Prospectus:

##### **FP Argonaut Absolute Return Fund**

- Class A (GBP) (Currency Hedged) Retail Accumulation
- Class A (EUR) (Currency Hedged) Retail Accumulation
- Class I (GBP) (Currency Hedged) Institutional Accumulation
- Class I (EUR) (Currency Hedged) Institutional Accumulation
- Class I (USD) (Currency Hedged) Institutional Accumulation
- Class R (GBP) (Currency Hedged) Retail Accumulation

#### **Representative & Paying Agent**

CACEIS Bank Luxembourg S.A., 5 Allée Scheffer, L-2520 Luxembourg, has been appointed as representative and paying agent in respect of all the above noted Shares of the Sub-Fund. Investors may present subscription, conversion and redemption requests of Shares to CACEIS Bank Luxembourg S.A., such requests will be forwarded to DST Financial Services Europe Limited (the "Administrator") upon receipt and the monies will be transferred directly between the Administrator and the shareholders (the "Shareholders").

Copies of all documents referred to in the section 11 "General Information" under the heading "Documents of the Company" of the Prospectus, e.g. Prospectus, annual and half yearly reports, are available for inspection free of charge during normal business hours on any business day at CACEIS Bank Luxembourg S.A..

The subscription and redemption prices of the Shares can be obtained on a daily basis from the offices of CACEIS Bank Luxembourg S.A. and are also published on the websites [www.fundlistings.com](http://www.fundlistings.com) under a sub-heading of "Argonaut Capital Partners" and on [www.fundinfo.com](http://www.fundinfo.com).

Notices to Shareholders of the Sub-Fund will be sent to each registered Shareholder by post.

Sales of the Shares in Luxembourg will take place via distributors.

## **Luxembourg taxation**

The following information is of a general nature only and is based on the Company's understanding of certain aspects of the laws and practice in force in Luxembourg as of the date of this supplement to the Company's Prospectus. It does not purport to be a comprehensive description of all of the tax considerations that might be relevant to an investment decision. It is included herein solely for preliminary information purposes. It is not intended to be, nor should it be construed to be, legal or tax advice. It is a description of the essential material Luxembourg tax consequences with respect to the Shares and may not include tax considerations that arise from rules of general application or that are generally assumed to be known to Shareholders. This summary is based on the laws in force in Luxembourg on the date of this supplement to the Company's Prospectus and is subject to any change in law that may take effect after such date. Prospective Shareholders should consult their professional advisors with respect to particular circumstances, the effects of state, local or foreign laws to which they may be subject and as to their tax position.

Please be aware that the residence concept used under the respective headings below applies for Luxembourg income tax assessment purposes only. Any reference in the present section to a tax, duty, levy impost or other charge or withholding of a similar nature refers to Luxembourg tax law and/or concepts only. Also, please note that a reference to Luxembourg income tax encompasses corporate income tax (*impôt sur le revenu des collectivités*), municipal business tax (*impôt commercial communal*), a solidarity surcharge (*contribution au fonds pour l'emploi*) and personal income tax (*impôt sur le revenu*) generally. Corporate taxpayers may further be subject to net worth tax (*impôt sur la fortune*), as well as other duties, levies or taxes. Corporate income tax, municipal business tax, as well as the solidarity surcharge invariably apply to most corporate taxpayers resident of Luxembourg for tax purposes. Individual taxpayers are generally subject to personal income tax and the solidarity surcharge. Under certain circumstances, where an individual taxpayer acts in the course of the management of a professional or business undertaking, municipal business tax may apply as well.

## **Luxembourg taxation of Shareholders**

### **Income tax**

A Luxembourg resident Shareholder is not liable to any Luxembourg income tax on reimbursement of share capital previously contributed to the Company.

#### *Luxembourg resident individuals*

Dividends and other payments derived from the Shares by a resident individual Shareholder, who acts in the course of the management of either his/her private wealth or his/her professional/business activity, are subject to income tax at the ordinary progressive rates.

Capital gains realised upon the disposal of the Shares by a resident individual Shareholder, who acts in the course of the management of his/her private wealth, are not subject to income tax, unless said capital gains qualify either as speculative gains or as gains on a substantial participation. Capital gains are deemed to be speculative and are thus subject to income tax at ordinary rates if the Shares are

disposed of within six (6) months after their acquisition or if their disposal precedes their acquisition. A participation is deemed to be substantial where a resident individual Shareholder holds or has held, either alone or together with his spouse or partner and/or minor children, directly or indirectly at any time within the five (5) years preceding the disposal, more than ten percent (10%) of the share capital of the company whose Shares are being disposed of. A Shareholder is also deemed to alienate a substantial participation if he acquired free of charge, within the five (5) years preceding the transfer, a participation that was constituting a substantial participation in the hands of the alienator (or the alienators in case of successive transfers free of charge within the same five-year period). Capital gains realised on a substantial participation more than six (6) months after the acquisition thereof are taxed according to the half-global rate method (i.e. the average rate applicable to the total income is calculated according to progressive income tax rates and half of the average rate is applied to the capital gains realised on the substantial participation). A disposal may include a sale, an exchange, a contribution or any other kind of alienation of the participation.

Capital gains realised on the disposal of the Shares by a resident individual Shareholder, who acts in the course of the management of his/her professional/business activity, are subject to income tax at ordinary rates. Taxable gains are determined as being the difference between the price for which the Shares have been disposed of and the lower of their cost or book value.

#### *Luxembourg resident companies*

A Luxembourg resident company (*société de capitaux*) must include any profits derived, as well as any gain realised on the sale, disposal or redemption of Shares, in its taxable profits for Luxembourg income tax assessment purposes.

#### *Luxembourg residents benefiting from a special tax regime*

Shareholders which are Luxembourg resident companies benefiting from a special tax regime, such as (i) undertakings for collective investment subject to the amended law of 17 December 2010, (ii) specialised investment funds subject to the amended law of 13 February 2007, (iii) family wealth management companies governed by the amended law of 11 May 2007 and (iv) reserved alternative investment funds treated as specialised investment funds for Luxembourg tax purposes and governed by the amended law of 23 July 2016, are income tax exempt entities in Luxembourg, and are thus not subject to any Luxembourg income tax.

#### *Luxembourg non-resident Shareholders*

A non-resident, who has neither a permanent establishment nor a permanent representative in Luxembourg to which or to whom the Shares are attributable, is generally not liable to any Luxembourg income tax on income received and capital gains realised upon the sale, disposal or redemption of the Shares.

A non-resident company which has a permanent establishment or a permanent representative in Luxembourg to which or to whom the Shares are attributable, must include any income received, as well as any gain realised on the sale, disposal or redemption of Shares, in its taxable income for Luxembourg tax assessment purposes. The same inclusion applies to an individual, acting in the course of the management of a professional or business undertaking, who has a permanent

establishment or a permanent representative in Luxembourg, to which or to whom the Shares are attributable. Taxable gains are determined as being the difference between the sale, repurchase or redemption price and the lower of the cost or book value of the Shares sold or redeemed.

### **Withholding tax**

Any distribution, redemption or payment made to the Shareholders under the Shares by a non-resident company, such as the Company, are not subject to a withholding tax in Luxembourg

### **Net worth tax**

A Luxembourg resident, or a non-resident who has a permanent establishment or a permanent representative in Luxembourg to which or to whom the Shares are attributable, is subject to Luxembourg net worth tax on such Shares, except if the Shareholder is (i) a resident or non-resident individual taxpayer, (ii) an undertaking for collective investment subject to the amended law of 17 December 2010, (iii) a securitisation company governed by the amended law of 22 March 2004 on securitisation, (iv) a company governed by the amended law of 15 June 2004 on venture capital vehicles, (v) a specialised investment fund governed by the amended law of 13 February 2007, (vi) a family wealth management company governed by the amended law of 11 May 2007, (vii) a professional pension institution governed by the amended law of 13 July 2005 or (viii) a reserved alternative investment fund governed by the amended law of 23 July 2016.

However, (i) a securitisation company governed by the amended law of 22 March 2004 on securitisation, (ii) a company governed by the amended law of 15 June 2004 on venture capital vehicles, (iii) a professional pension institution governed by the amended law of 13 July 2005 and (iv) an opaque reserved alternative investment fund treated as a venture capital vehicle for Luxembourg tax purposes and governed by the amended law of 23 July 2016 remain subject to a minimum net worth tax.

### **Other taxes**

There is no Luxembourg registration tax, stamp duty or other similar tax or duty payable by the Shareholders in Luxembourg by reason only of the issuance or transfer of Shares.

Under Luxembourg tax law, where an individual Shareholder is a resident of Luxembourg for tax purposes at the time of his/her death, the Shares are included in his or her taxable base for inheritance tax purposes. On the contrary, no inheritance tax is levied on the transfer of the Shares upon death of a Shareholder in cases where the deceased was not a resident of Luxembourg for inheritance purposes.

Gift tax may be due on a gift or donation of the Shares, if the gift is recorded in a Luxembourg notarial deed or otherwise registered in Luxembourg.

Shareholders and interested persons are recommended to consult their tax advisers regarding their specific tax situation resulting from the purchase and holding of shares as well as the disposition of their holding and disposition of their shares.