



SPARX Funds plc

***This document is important and requires your immediate attention. If you are in any doubt as to the action you should take you should seek advice from your stockbroker, bank manager, solicitor, tax adviser, accountant or other independent financial adviser. If you have sold or transferred all of your shares (the “Shares”) in SPARX Funds plc (the “Company”), please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee as soon as possible. In accordance with the current policy of the Central Bank of Ireland (the “Central Bank”), this document has not been reviewed by the Central Bank. Capitalised terms used herein shall bear the same meaning as capitalised terms used in the Prospectus of the Company.***

9 October, 2024

**To: All Shareholders in the Company**

**Re: Proposed Change of Administrator and Depositary in respect of the Company**

Dear Shareholder,

We, the Directors of the Company (the **Board**), are writing to you with regard to a proposed change of Administrator and Depositary in respect of the Company.

### **Background**

The Company is established as an umbrella fund with segregated liability between Funds and as an undertaking for collective investment in transferable securities (**UCITS**) in Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011, as amended. The Board would like to inform Shareholders of a proposed change in relation to the Company.

### **Change of Administrator and Depositary**

This proposal follows a strategic review by the Board of the Company, in conjunction with the Manager. The decision was taken following the Board’s review and determination that [significant] commercial benefits could be obtained for the Company and its Shareholders through this transition.

It has been decided to change (i) the administrator of the Company from HSBC Securities Services (Ireland) DAC (the **Outgoing Administrator**) to State Street Fund Services (Ireland) Limited (the **New Administrator**); and (ii) the depositary of the Company from HSBC Continental Europe, Ireland (the **Outgoing Depositary**) to State Street Custodial Services (Ireland) Limited (the **New Depositary**).

Accordingly, with effect from 11:59p.m. on 31 October 2024, or such other date as agreed between the relevant parties in writing and notified to you (the **Effective Time**), the New Administrator and the New Depositary will replace the Outgoing Administrator and the Outgoing Depositary.

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SPARX Funds plc: a variable capital umbrella investment company with segregated liability between sub-funds; incorporated with limited liability in Ireland under the Companies Act 2014 with registration number (375775); and authorised by The Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investments in Transferable Securities) Regulations, 2011 (S.I. No 352 of 2011), as amended

**Registered Office:** 33 Sir John Rogerson’s Quay, Dublin 2, Ireland

**Directors:** Takeshi Suzuki (Japanese), Alan Ng (Chinese),  
Deirdre Gormley, Simon O’ Sullivan



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### **About the New Administrator and Depositary**

The New Administrator is a private limited liability company incorporated in Ireland on 23 March 1992 under registration number 186184, and has its registered office at 78 Sir John Rogerson's Quay, Dublin 2, Ireland. The Administrator is authorised by the Central Bank to provide investment business services to collective investment schemes. Its services include the calculation of the Net Asset Value, calculation of management and performance fees, establishing and maintaining a register of Shareholders, carrying out the issue and redemption of Shares, assisting in the preparation of the Company's financial statements, and acting as registrar and transfer agent.

The New Depositary is a private limited company incorporated in Ireland on 22 May 1991 under registration number 174330. The principal activity of the Depositary is to act as depositary of the assets of collective investment schemes. The Depositary acts, inter alia, as depositary of a number of collective investment schemes. The Depositary's main business activity consists of providing custody and related services to collective investment schemes and other portfolios.

Further information in respect of the New Administrator and the New Depositary will be set out in a revised version of the Prospectus which will be filed with the Central Bank for approval on or around the Effective Time.

### **Shareholder Correspondence**

All correspondence following the Effective Time should be directed to the New Administrator using the updated contact details below, which will be reflected in the revised Prospectus and the subscription application form for the Shares (the **Application Form**).

- Address: State Street Fund Services (Ireland) Limited, 78 Sir John Rogerson's Quay, Dublin 2, Ireland.
- Telephone: +353 1 2425588
- Fax: +353 1 2425408

### **Fees and Expenses**

Shareholders are advised that, on an aggregate basis, the fees payable for the provision of administrative, depositary and related ancillary services to the Company will not increase as a result of the appointment of each of the New Administrator, the New Depositary and the provision of ancillary services by the State Street Group to the Company, with effect from the Effective Time. Further details will be found in the revised Prospectus, once available. The fees relating to the proposed change of service providers will be borne by the Company.

### **Dealing in the SPARX Japan Fund (the "Fund")**

The revised Application Form will include the New Administrator's bank account details for the payment of subscriptions for Shares.

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The New Administrator will use the same investor account numbers currently used by the Outgoing Administrator.

All investor dealing instructions are to be issued to the Outgoing Administrator up to 5.00pm (Irish time) on 25 October 2024 for trade date on 29 October 2024.

Please note that 28 October, 2024 is not a Dealing Day, as defined in the Fund's Supplement (as banks are closed for business in Dublin on this date).

The Directors also wish to notify Shareholders of a proposed change of Dealing Day. Please note that for operational reasons, there will be no dealing in the Fund on 29, 30 and 31 October, 2024.

The calculation of the Net Asset Value of the Fund will continue to be calculated until 31 October, 2024 by the Outgoing Administrator and thereafter by the New Administrator.

Dealing requests for Dealing Days taking place from 1 November, 2024 onwards should be placed and settled with the New Administrator as detailed in the revised Prospectus and Application Form.

The New Administrator will receive swift trades via the below BIC on 1 November, 2024 for trade date on 4 November, 2024:

DN  
ou=xxx,ou=funds,o=sbosie2d,o=swift  
BIC  
SBOSIE2DTAD

For the avoidance of any doubt, Shareholders may otherwise continue to redeem their Shares free of charge on any other Dealing Day in accordance with the Prospectus.

### **Prospectus update**

The Prospectus will be updated to reflect the proposed appointment of the New Administrator and New Depositary. A small number of additional amendments will also be made to the Prospectus as outlined in Appendix 1 to this letter, which remain subject to any further amendments as may be required by the Central Bank or service providers to the Company.

A copy of the revised Prospectus will be available on or around the Effective Date, free of charge upon request during normal business hours from the registered office of the New Administrator.

### **Next Steps**

Please note that no action is required on your part. The proposed change will take place at the Effective Time, or such other date as agreed between the relevant parties in writing and notified to you, and will be reflected in the Prospectus.

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If you have any questions with respect to the contents of this notice, please contact [tateam@bridgefundservices.com](mailto:tateam@bridgefundservices.com)

Yours faithfully,

A handwritten signature in blue ink, appearing to be "D. A.", written over a horizontal line.

**Director for and on behalf of  
SPARX Funds plc**

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### Appendix 1 – Summary of Proposed Prospectus Updates

- Amendments to reflect the details of the New Administrator and New Depositary; including biographical details, directory details, fee details, and update to Appendix IV to include the New Depositary's list of sub-custodians;
- Updates to reflect that the Company has only one sub-fund;
- Updates to reflect Mr Takeshi Suzuki's appointment to the Board of the Company and Ms Satomi Fuji's retirement from the Board of the Company;
- Update to Appendix II – Recognised Exchanges to reflect the current list of regulated stock exchanges and markets in which the assets of the Fund may be invested from time to time.
- Supplement for the SPARX Japan Fund
  - Update to reflect that the EUR Institutional Class C in the SPARX Japan Fund has launched;
  - Removal of stocklending disclosures; and
  - Deletion of the following sentence under the heading "Distribution Policy"; "*If, however, a Shareholder requests their dividends be paid in another freely convertible currency, the necessary foreign exchange transaction may be arranged by the Administrator (at its discretion) on behalf of and for the account, risk and expense of the Shareholder, at the prevailing exchange rate.*"

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