

**FINDLAY PARK FUNDS p.l.c.**  
**INFORMATION MEMORANDUM**

**October 2021**

**Findlay Park American Fund**

**FINDLAY PARK FUNDS p.l.c.**  
(the "Company")

**Offering Memorandum for Investors in Singapore dated October 2021**

**This offering memorandum ("Offering Memorandum") forms part of and should be read in conjunction with the attached prospectus of the Company dated 1 October 2021 (the "Prospectus").**

**Disclaimer**

The offer or invitation of the shares (the "**Shares**") of the sub-fund(s) (the "**Funds**") of Findlay Park Funds p.l.c. (the "**Company**") as listed in the Appendix to this Offering Memorandum, which is the subject of the Prospectus, does not relate to a collective investment scheme which is authorised under Section 286 of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**") or recognised under Section 287 of the SFA. The Company is not authorised or recognised by the Monetary Authority of Singapore (the "**MAS**") and the Shares are not allowed to be offered to the retail public. The Prospectus and any other document or material issued in connection with the offer or sale is not a prospectus as defined in the SFA and, accordingly, statutory liability under the SFA in relation to the content of prospectuses does not apply, and you should consider carefully whether the investment is suitable for you.

The Prospectus has not been registered as a prospectus with the MAS. Accordingly, the Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Shares may not be circulated or distributed, nor may Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than: (i) to an institutional investor under Section 304 of the SFA; (ii) to a relevant person pursuant to Section 305(1), or any person pursuant to Section 305(2), and in accordance with the conditions, specified in Section 305 of the SFA; or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Shares are subscribed or purchased under Section 305 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

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

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

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

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

## IMPORTANT INFORMATION

<p><b>Investment Objectives and Focus of the Funds and Investment Approach of the Investment Manager</b></p>	<p>Please refer to the sections "Investment Objective and Policy" in the Prospectus, and the section "Investment Objective" in the relevant Supplement.</p>
<p><b>Risk Factors</b></p>	<p>Please refer to the section "Risk Factors" in the Prospectus, and the section "Risk Factors" in the relevant Supplement.</p>
<p><b>Title and Jurisdiction of the Legislation regulating the Company</b></p>	<p>The Company is an open-ended investment company with variable capital which was incorporated in Ireland on 26 November 1997 under registration number 276115 and authorised by the Central Bank of Ireland as a UCITS in accordance with the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (as amended) and all applicable Central Bank regulations or guidance made or conditions imposed or derogations granted thereunder (the "<b>UCITS Regulations</b>") on 25 February 1998.</p> <p>The Company is also a recognised scheme in the United Kingdom for the purposes of Section 264 of the Financial Services and Markets Act 2000, as amended or re-enacted from time to time.</p>
<p><b>Name and place of incorporation of the Manager</b></p>	<p>The Manager of the Company is Bridge Fund Management Limited. The Manager is a limited company incorporated on 16 December 2015 in the Republic of Ireland. The Manager has been authorised by the Central Bank of Ireland to act as a UCITS management company and to carry on the business of providing management and related administration services to UCITS collective investment schemes.</p> <p>The registered office of the Manager is set out below:</p> <p>Bridge Fund Management Limited  Ferry House  48-53 Mount Street Lower  Dublin 2, D02 PT98  Ireland</p>
<p><b>Name and place of incorporation of the Investment Manager</b></p>	<p>Findlay Park Partners LLP (the "<b>Investment Manager</b>") is a limited liability partnership formed in England and Wales under the laws of England on 30 December 2002. The Investment Manager is authorised and regulated by the Financial Conduct Authority.</p>
<p><b>Name and place of incorporation of the Custodian (termed as the "Depositary" in the Prospectus)</b></p>	<p>Brown Brothers Harriman Trustee Services (Ireland) Limited (the "<b>Depositary</b>") was incorporated in Ireland on 29 March 1995 and is regulated by the Central Bank of Ireland.</p>

<b>Name and Contact Details of the financial supervisory authority of the Company, the Manager, the Investment Manager and the Depositary</b>	<p><u>Financial Supervisory Authority of the Company, Manager, and the Depositary</u></p> <p>Central Bank of Ireland  PO Box 559,  New Wapping Street  North Wall Quay  Dublin 1  D01 F7X3  Ireland  Phone: +353 1 224 6000  Fax: +353 1 224 5550</p> <p><u>Financial Supervisory Authority of the Investment Manager</u></p> <p>Financial Conduct Authority  12 Endeavour Square  London, E20 1JN  United Kingdom  Phone: +44 207 066 1000</p>
<b>Conditions and Limits for Redemption of the Shares</b>	Please refer to the section "Issue and Redemption of Shares" of the Prospectus, in particular, the sub-sections "Redemption of Shares", "Restrictions on Purchases and Transfers and Compulsory Redemptions", and the section "Minimum Holding" in the relevant Supplement.
<b>Side Letter Policy</b>	The Company and the Investment Manager do not have side letter arrangements. Any commission rebate received by the Investment Manager and any Connected Person from any broker or dealer in respect of any business placed with such broker or dealer by the
	Investment manager or any Connected Person for and on behalf of the Company will be paid to the Company without delay by the Investment Manager and any Connected Person and the Investment Manager and any Connected Person will not retain the benefit of any such commission rebate.
<b>Past Performance of the Sub-Funds</b>	Information on the past performance of the Funds may be obtained from <a href="https://www.findlaypark.com/american-fund/">https://www.findlaypark.com/american-fund/</a> and from the website of the Irish Stock Exchange at <a href="https://www.ise.ie/Market-Data-Announcements/">https://www.ise.ie/Market-Data-Announcements/</a> .
<b>Accounts</b>	Please refer to the sections "Umbrella Fund Cash Accounts", "Meetings and Reports to Shareholders" and "Documents for Inspection" of the Prospectus.
<b>Fees and Charges</b>	Please refer to the section "Charges and Expenses" of the Prospectus and the sections "Investment Management Fee", "Depositary Fee", "Initial Charge" and "Ongoing Charges Cap" of the relevant Supplement.

## **APPENDIX**

### **Funds Registered as Restricted Schemes in Singapore**

1. Findlay Park American Fund