

SANLAM GLOBAL INVESTMENT FUND XI

Supplement to the Prospectus dated 11 May 2016 for Sanlam Qualifying Investors Funds p.l.c.

A QUALIFYING INVESTOR ALTERNATIVE INVESTMENT FUND

An open-ended umbrella type investment company with segregated liability between Funds with registration number 475202 authorised by the Central Bank of Ireland (the "**Central Bank**") to which the Companies Act 2014 and chapter 2 of the AIF Rulebook apply.

This Supplement contains specific information in relation to Sanlam Global Investment Fund XI (the "**Fund**"), a sub-fund of Sanlam Qualifying Investors Funds p.l.c. (the "**Company**"). There are eighteen other sub-funds of the Company in existence namely Sanlam Institutional Bond Fund, Sanlam Institutional Balanced Fund, Sanlam Institutional Equity Flexible Fund, Sanlam European Growth Basket Fund, Sanlam Global Fund of Hedge Funds, Sanlam Africa Equity Fund, Sanlam Global Investment Fund, Sanlam Global Investment Fund II, Sanlam Investment Fund III, Sanlam Global Investment Fund IV, Sanlam Global Investment Fund V, Sanlam Global Multi-Asset Fund, Sanlam Global Investment Fund VI, Sanlam Global Investment Fund VII, Sanlam Digital Plus Global Growth Basket Fund, Sanlam Global Investment Fund VIII, Sanlam Investment Fund IX and Sanlam Investment Fund X.

This Supplement forms part of and should be read in conjunction with the Prospectus for the Company dated 11 May 2016 (the "Prospectus") and the latest audited financial statements of the Company.

The Directors of the Company, whose names appear in the "Directors of the Company" section of the Prospectus, accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

Words and expressions defined in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

Date: 6 June 2019

DIRECTORY

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Investment Objective and Policies

Investment Objective:

The investment objective of the Fund is to provide long-term capital growth.

There is no guarantee that the Fund will meet its investment objective.

Investment Policies:

The Investment Manager intends to achieve the Fund's investment objective by investing in listed notes, warrants or certificates ("**Securities**") that have been issued or guaranteed by financial institutions (such financial institutions having a Fitch long term credit rating of at least A+) and which provide the Fund with exposure to global equities, bonds, commodities and/or indices (the "**Asset Classes**"). The Fund may also gain exposure to any of the foregoing Asset Classes by investing directly or via derivatives (including, but not limited to, forwards, call and put options, swaps and futures (or a combination of these)). Such derivative instruments will be deployed where it is considered that their utilisation allows the Fund to obtain the required or desired economic exposure in a more efficient manner or at a lower transaction cost. The derivative instruments may be concluded on either an over the counter basis or be exchange traded, where applicable.

There are no prescribed geographical or sectoral restrictions applicable to the Securities and Asset Classes that the Fund may obtain direct or indirect exposure to.

The Fund may invest up to 100% of its net assets in a single issue of Securities.

The Fund may also maintain a cash balance and invest in money market instruments, deposits and notes issued by banks, or bonds (both fixed rate and floating) across developed markets without restriction should the Investment Manager determine that market conditions so warrant but at all times in accordance with the aim of spreading investment risk.

The Fund will make investment decisions after performing a detailed market analysis of each instrument. Returns will be assessed after taking due consideration of the risk profile, which will be measured using market standard credit risk measures. The investment horizon of the Fund will be medium to long-term.

Investment Restrictions

The general investment restrictions contained in the "Investment Restrictions" section of the Prospectus shall apply. In addition, the Fund

1. will not invest in real property, venture capital or take or seek to take legal or management control of the issuer of any of its underlying investments; and
2. will not acquire shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

Efficient Portfolio Management

The Fund may engage in transactions in derivative instruments for the purposes of efficient portfolio management. Efficient portfolio management is considered to be an investment management technique used (1) for the reduction of risk; (2) for the reduction of cost; (3) use of instruments for the generation of additional capital or income; and (4) to provide protection against exchange and/or interest rate risks or credit risks in the context of the management of its assets and liabilities.

Currency hedging may be undertaken to reduce the Fund's exposure to fluctuations in the currencies in which the Fund's assets may be denominated against the Base Currency of the Fund. The Fund may employ techniques and instruments for protection against exchange risks (including foreign exchange transactions which alter the currency characteristics of investments held by the Fund) and to alter the currency exposure characteristics of the Fund's investments. Techniques and instruments used by the Fund for efficient portfolio management purposes shall include but are not limited to futures, options, forward contracts, swaps and forward foreign exchange contracts.

The Fund will not engage in Securities Financing Transactions ("SFTs") and total return swaps as defined in Regulation (EU) 2015/2365.

This section should be read in conjunction with the section entitled "Utilisation of Financial Derivative Instruments and Efficient Portfolio Management" in the Prospectus.

Investment Manager

The AIFM has appointed Sanlam Investment Management (Pty) Limited to act as Investment Manager of the Fund. Sanlam Investment Management (Pty) Limited is a company incorporated in South Africa and having its registered office and place of business at 55 Willie van Schoor Avenue, Bellville 7530, South Africa. It provides, inter alia, discretionary portfolio management services and investment advisory services for private as well as for institutional clients in all areas of international securities business. Sanlam Investment Management (Pty) Limited is regulated by the Financial Services Board in South Africa and is a wholly owned subsidiary of Sanlam Limited.

Leverage

The Fund will calculate global exposure using the commitment method in accordance with Articles 8, 9, 10 and 11 of Commission Delegated Regulation (EU) No. 231/2013. Under the commitment method, the Fund will not be geared or leveraged.

The Fund is also required to calculate global exposure utilising the gross method, i.e. "the sum of the absolute value of all positions" with no allowance for netting or hedging arrangements to be applied to the calculation, in accordance with Article 7 of the Commission Delegated Regulation (EU) No. 231/2013.

It is intended that the maximum potential leverage of the Fund, shall not exceed:

- (i) 100% of the Net Asset Value of the Fund, as calculated pursuant to the commitment method; and
- (ii) 200% of the Net Asset Value of the Fund, as calculated pursuant to the gross method (i.e. the sum of the absolute values of all positions as set out in Article 7 of the Commission Delegated Regulation (EU) No 231/2013).

Borrowing

In accordance with the general provisions contained in the Prospectus, the Fund may borrow up to 20% of its Net Asset Value on a temporary basis.

Risk Factors

The general risk factors set out under the "Risk Factors" section in the Prospectus apply to the Fund. In addition, the following risk factors apply to the Fund.

Structured Products Risk

The Fund may invest in listed notes, warrants or certificates which are types of structured products. Shareholders of structured products bear risks of the underlying investments, index or reference obligations and are subject to counterparty risk. The Fund may have the right to receive payments to which it is entitled only from the issuer of the structured product, and generally does not have direct rights against the issuer of, or the entity that sold, assets underlying the structured product. Certain structured products may be thinly traded or have a limited trading market, however it is not the intention of the Fund to invest in thinly traded structured products or structured products with a limited trading market. Structured products also involve a high degree of risk, including the risk of losing some or a significant part of the initial investment.

Issuer Risk

The Fund is exposed to the default risk of the issuer of the notes, warrants or certificates in which the Fund will invest. The value of the notes, warrants or certificates are not only subject to the performance of the underlying equities, commodities, bonds or indices (as applicable), but, among others, also to the credit rating and solvency of the issuer, which may be negatively affected during the terms of the notes, warrants or certificates acquired.

Liquidity Risk

Certain securities the Fund may invest into may be difficult or impossible to sell at the time and the price that the seller would like. The seller may have to lower the price to effect a secondary market sale, sell other securities instead or forego an investment opportunity, any of which could have a negative effect on the Fund's management or performance. Consequently, securities may not be liquidated at all times and may have to be held until their stated redemption dates.

Risks associated with Financial Derivative Instruments

Financial derivative instruments are highly specialised instruments that require investment and risk analyses different from those associated with equities and debt securities. The use of a derivative requires an understanding not only of the underlying instrument but also of the derivative itself. In particular, the use and complexity of derivatives requires the maintenance of adequate controls to monitor the transactions entered into and the ability to assess the risk that a derivative transaction adds to a portfolio.

Credit Risk

Monies subscribed in advance of a Dealing Day, which are held or invested in advance of the relevant Dealing Day may be viewed by the courts as being assets of the Fund. In the event of the Fund becoming insolvent prior to the relevant Dealing Day, such monies would be at risk with all other assets of the Fund.

Concentration Risk

The Fund may have a relatively high percentage of assets in a single or small number of issuers and may have fewer holdings than other funds. As a result, a decline in the value of an investment in a single issuer could cause the Fund's overall value to decline to a greater degree than if the Fund held a more diverse portfolio.

Reliance on the Investment Manager and its Key Personnel

The success of the Fund will depend widely on the experience, relationships and expertise of its key persons, who have considerable experience in the investments contemplated by the Fund. The performance of the Fund may be negatively affected if one of these individuals ceases to be involved in the management or the investment process of the Fund. There can be no assurance that these individuals

will remain in their current employment or otherwise continue to be able to carry on their current duties throughout the term of the Fund. The loss of the services of any such individuals could have a material adverse effect on the operations of the Fund. In addition, such individuals might get involved in other business, including in similar projects or investment structures, and as a result thereof, would not be able to devote their entire working time to the Fund. Finally, it must be noted that the involvement in such similar projects or investment structures may create potential conflicts of interests.

Hedging

Although the Fund is expected to use hedging which is intended to protect its assets from losses due to general declines in international financial markets, there can be no assurances that the hedging strategies that will be used will be successful. The market values of related securities or other instruments may not move in correlation with each other in ways anticipated by the Investment Manager and intervening events may cause hedged positions not to perform as anticipated. A hedged position also may perform less favourably in generally rising markets than an unhedged position.

Market Risks

The profitability of the investment programmes of the Fund depends to a great extent upon correctly assessing the future price movements of global capital markets, currencies and other investments. There can be no assurance that the Investment Manager will be able to predict accurately these price movements. The securities markets have in recent years been characterised by great volatility and unpredictability. With respect to the investment strategy utilised by the Investment Manager, there is always some, and occasionally a significant, degree of market risk.

Currency Risks

The investments of the Fund which are denominated in a currency other than the Base Currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. As a result, the Fund could realise a net loss on an investment, even if there were a gain on that investment because currency losses were taken into account. Among the factors that may affect currency values are inter alia trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. The Investment Manager may try to hedge these risks by investing in currencies, currency futures contracts and options thereon, forward currency exchange contracts, or any combination thereof, but there can be no assurance that such strategies will be implemented, or if implemented, will be effective.

Trading Risks

Trading in financial futures, options, forwards and swaps are highly specialised activities, which, while they may increase the total return on the investments of the Fund, may entail greater than ordinary investment risks.

Counterparty and Settlement Risk

To the extent the Fund invests in swaps, options, forwards or other synthetic instruments, or other over-the-counter transactions or, in certain circumstances, some securities, the Fund may take a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions which are generally backed by clearing organisation guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered into directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

Custody Risk

A substantial portion of the Fund's assets may be invested in forward contracts, options, swaps or similar financial instruments which are not capable of being deposited with the Depositary in the traditional sense. Accordingly, at any given time, the Fund's accounts may only contain a small amount of cash and/or direct investments, with the majority of the Fund's assets posted as collateral or otherwise held at the various banks, brokerage firms and other financial institutions with whom it has effected investment transactions. It is expected that all securities and other assets deposited with custodians or brokers will be clearly identified as being assets of the Fund and hence the Fund should not be exposed to any custody risk with respect to such parties. However, it may not always be possible to achieve this segregation and there may be practical or timing problems associated with enforcing the Fund's rights to its assets in the case of an insolvency of any such party.

Taxation

Changes in tax legislation in any of the countries in which the Fund will have investments, or changes in tax treaties negotiated by those countries, could adversely affect the returns of the Fund. No assurance can be given on the actual level of taxation suffered by the Fund.

Before determining to invest in the Fund, prospective investors should evaluate whether they accept the aforesaid risks which they will assume by buying Shares of the Fund. The foregoing list of risk factors does not purport to be a complete explanation of the risks involved in this offering.

Prospective investors should read the entire Prospectus and this Supplement and fully evaluate all other information that they deem to be necessary before determining to invest in the Fund.

Dividend Policy

It is the Directors' current intention not to distribute the profits of the Fund derived from its investments. All such profits shall be reinvested in the Fund.

Key Information for Buying and Selling

It is intended that Class A ZAR Shares in the Fund will be made available for subscription to investors in certain of the Member States and South Africa.

Initial Issue Price

Class A ZAR Shares ZAR100

Initial Offer Period

The Initial Offer Period for the Class A ZAR Shares begins at 9.00 a.m. on 7 June 2019 to 5.00 p.m. on 6 December 2019 (as may be shortened or extended by the Directors in accordance with the Central Bank's requirements).

Base Currency

South African Rand.

Business Day

Any day (except Saturday or Sunday) on which the banks in Dublin are open for business and such other days as the Directors may, with the consent of the Depositary, determine and notify in advance to Shareholders.

Dealing Day

Any Business Day.

Dealing Deadline

In respect of a Dealing Day, 4.00 p.m. Irish time on the Business Day immediately preceding that Dealing Day.

Valuation Point

Midnight (South African time) on each Business Day.

Minimum Shareholding

Class A ZAR Shares ZAR equivalent of €100,000

Minimum Initial Investment Amount

Class A ZAR Shares ZAR equivalent of €100,000

Minimum Additional Investment Amount

None.

Preliminary Charge

5% of the Net Asset Value per Share (plus VAT, if any). The Company may waive in whole or in part the Preliminary Charge.

Repurchase Charge

Up to 3% of the Net Asset Value per Share (plus VAT, if any). The Company may waive in whole or in part the Repurchase Charge.

Settlement Date

In the case of applications, close of business on the Business Day preceding the relevant Dealing Day (or up to two Business Days after the relevant Dealing Day as may be permitted by the AIFM at its absolute discretion). In the case of repurchases, five Business Days after the relevant Dealing Day or, if later, two Business Days after the receipt of the relevant duly signed repurchase documentation.

Fees and Expenses**Fees of the AIFM, the Depositary, any sub-custodian, the Administrator, the Registrar and Transfer Agent, the Investment Manager and the Distributor**

The AIFM will be entitled to receive from the Company an annual fee of 0.15% of the Net Assets of the Class A ZAR Shares. These fees will accrue and be calculated on each Dealing Day and be payable monthly in arrears. The AIFM will be responsible for all its own out of pocket costs and expenses.

The AIFM will pay out of its fees, the fees of the Investment Manager and the fees and expenses of the Distributors.

In respect of the administration services provided to the Fund, the Administrator will be entitled to receive out of the assets of the Fund an annual fee which will not exceed 0.03% of the Net Assets of the Fund in

the performance of its duties as Administrator of the Fund. These fees shall accrue and be calculated on each Dealing Day and shall be payable monthly in arrears.

In respect of the registrar and transfer agency services provided to the Fund, the Administrator will be entitled to receive from the Company out of the assets of the Fund an annual fee which will not exceed US\$3,000 plus US\$1,250 for each additional share class greater than two, together with reasonable costs and expenses incurred in the performance of their duties as Administrator of the Fund. These fees shall accrue and be calculated on each Dealing Day and shall be payable monthly in arrears. The Administrator shall also be entitled to be reimbursed out of the assets of the Fund all agreed transaction charges (which will be charged at normal commercial rates).

The Depositary will be entitled to receive from the Company out of the assets of the Fund an annual fee which will not exceed 0.012% of the Net Assets of the Fund (plus VAT, if any), together with reasonable costs and expenses incurred by the Depositary in the performance of its duties as Depositary of the Fund. These fees shall accrue and be calculated on each Dealing Day and shall be payable monthly in arrears. The Depositary shall also be entitled to be reimbursed out of the assets of the Fund all agreed sub-custodian fees, expenses and transaction charges (which will be charged at normal commercial rates).

The cost of establishing the Fund, obtaining authorisation from any authority, regulatory or other body, filing fees and the preparation and printing of this Supplement, marketing costs and the fees of all professionals relating to it, which are estimated not to exceed €15,000 will be borne by the Fund and amortised over the five years following the first issue of shares in the Fund.

The Company may be required to meet additional fees relating to AIFMD support services including (i) risk and liquidity management reporting; (ii) regulatory reporting; and (iii) cross-border registration services which, in all cases, will be at normal commercial rates.

This section shall read in conjunction with the section entitled "Fees and Expenses" in the Prospectus.

Material Contracts

The Investment Management and Allocation Agreement dated 18 November 2010 as amended between the AIFM and the Investment Manager (the "Agreement") provides that the appointment of the Investment Manager will continue unless and until terminated by the AIFM on giving not less than 30 day's written notice to the Investment Manager or by the Investment Manager giving to the AIFM not less than 90 days' notice in writing although in certain circumstances the Agreement may be terminated forthwith by notice in writing by either party to the other; this Agreement limits the liability of the Investment Manager to the AIFM to losses arising by reason of the fraud, bad faith, negligence or wilful default of the Investment Manager in the performance or non-performance of its duties. The Agreement also provides that the Investment Manager shall indemnify the AIFM to the extent that any claims, direct damages, direct losses or expenses are attributable to the fraud, bad faith, negligence or wilful default by the Investment Manager in the performance or non-performance of its duties.