



## **Invesco Variable Rate Preferred Shares UCITS ETF**

### **Supplement to the Prospectus**

This Supplement contains information in relation to the Invesco Variable Rate Preferred Shares UCITS ETF (the "**Fund**"), a sub-fund of Invesco Markets II plc (the "**Company** ") an umbrella type open ended investment company with variable capital, governed by the laws of Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**") of New Wapping Street, North Wall Quay, Dublin 1, Ireland.

**This Supplement forms part of, may not be distributed unless accompanied by the prospectus for the Company dated 18 February 2020, as may be further amended, supplemented or modified from time to time, (the "Prospectus") (other than to prior recipients of the Prospectus) and must be read in conjunction with the Prospectus.**

**THIS DOCUMENT IS IMPORTANT. YOU SHOULD NOT PURCHASE SHARES IN THE FUND DESCRIBED IN THIS SUPPLEMENT UNLESS YOU HAVE ENSURED THAT YOU FULLY UNDERSTAND THE NATURE OF SUCH AN INVESTMENT AND THE RISKS INVOLVED AND ARE SATISFIED THAT THE INVESTMENT AND THE RISKS INVOLVED ARE SUITED TO YOUR OWN PERSONAL CIRCUMSTANCES AND OBJECTIVES. IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS SUPPLEMENT YOU SHOULD TAKE ADVICE FROM AN APPROPRIATELY QUALIFIED ADVISOR.**

**Capitalised terms used in this Supplement will have the meanings given to them in the Definitions section in the Prospectus.**

**Invesco Markets II plc**

An umbrella fund with segregated liability between the sub-funds

**Dated 18 February 2020**

**This Supplement replaces the Supplement dated 25 February 2019.**

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## **IMPORTANT INFORMATION**

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### **Suitability of Investment**

You should inform yourself as to (a) the possible tax consequences, (b) the legal and regulatory requirements, (c) any foreign exchange restrictions or exchange control requirements and (d) any other requisite governmental or other consents or formalities which you might encounter under the laws of the country of your citizenship, residence or domicile and which might be relevant to your purchase, holding or disposal of the Shares.

The Shares are not principal protected. The value of the Shares may go up or down and you may not get back the amount you have invested. See the section headed "Risk Factors" of the Prospectus and the section headed "Other Information – Risk Factors" of this Supplement for a discussion of certain risks that should be considered by you.

In addition to investing in transferable securities, the Company may invest on behalf of the Fund in financial derivative instruments ("FDIs"), where applicable. Certain risks attached to investments in FDIs are set out in the Prospectus under "Risk Factors".

The Fund's Shares purchased on the Secondary Market cannot usually be sold directly back to the Fund. Investors must buy and sell Shares on a Secondary Market with the assistance of an intermediary (e.g. a stockbroker) and may incur fees for doing so. In addition, investors may pay more than the current net asset value when buying Shares and may receive less than the current net asset value when selling them.

An investment in the Shares is only suitable for you if you (either alone or with the help of an appropriate financial or other advisor) are able to assess the merits and risks of such an investment and have sufficient resources to be able to bear any losses that may result from such an investment. The contents of this document are not intended to contain and should not be regarded as containing advice relating to legal, taxation, investment or any other matters.

### **Profile of a typical investor**

A typical investor would be one who is a private or institutional investor and is seeking capital appreciation over the long term. Such an investor is also one that is able to assess the merits and risks of an investment in the Shares.

### **Responsibility**

The Directors 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) the information contained in this Supplement when read together with the Prospectus (as complemented, modified or supplemented by this Supplement) is in accordance with the facts as at the date of this Supplement and does not omit anything likely to affect the importance or accuracy of such information.

### **General**

This Supplement sets out information in relation to the Shares and the Fund. You must also refer to the Prospectus which is separate to this document and describes the Company and provides general information about offers of Shares in the Company. You should not take any action in respect of the Shares unless you have received a copy of the Prospectus. Should there be any inconsistency between the contents of the Prospectus and this Supplement, the contents of this Supplement will, to the extent of any such inconsistency, prevail. This Supplement and the Prospectus should both be carefully read in their entirety before any investment decision with respect to Shares is made.

As at the date of this document, the Fund has no loan capital (including term loans) outstanding or created but unissued, nor any outstanding mortgages, charges or other borrowings or indebtedness in the nature of borrowings, including bank overdrafts and liabilities under acceptances or acceptance credits, hire purchase or finance lease commitments, or guarantees or other contingent liabilities.

### **Distribution of this Supplement and Selling Restrictions**

Distribution of this Supplement is not authorised unless accompanied by a copy of the Prospectus and the latest annual report and audited accounts of the Company and the Fund (other than to prior recipients of the Prospectus) and if published after such report, a copy of the then latest semi-annual report and unaudited accounts. The distribution of this Supplement and the offering or purchase of the Shares may be restricted in certain jurisdictions. If you receive a copy of this Supplement and/or the Prospectus you may not treat such document(s) as constituting an offer, invitation or solicitation to you to subscribe for any Shares unless, in the relevant jurisdiction, such an offer, invitation or solicitation could lawfully be made to you without compliance with any registration or other legal requirement other than those with which the Company has already complied. If you wish to apply for the opportunity to purchase any Shares, it is your duty to inform yourself of, and to observe, all applicable laws and regulations of any relevant jurisdiction. In particular, you should inform yourself as to the legal requirements of so applying, and any applicable exchange control regulations and taxes in the countries of your respective citizenship, residence or domicile.

### **Definitions**

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

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## ***TERMS OF THE SHARES REPRESENTING INTERESTS IN THE FUND***

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### **Investment Objective of the Fund**

The investment objective of the Fund is to achieve the performance of the Wells Fargo Diversified Hybrid and Preferred Securities Floating and Variable Rate Index (the "**Reference Index**") less fees, expenses and transaction costs.

Further information on the components and selection criteria of the Reference Index is set out below under "**General Description of the Reference Index**".

### **Investment Policy of the Fund**

In order to achieve the investment objective, the Fund will employ a replication method that looks to invest as far as possible and practicable in the constituents of the Reference Index. The Fund intends to replicate the Reference Index by holding all of its constituent securities in a similar proportion to their weightings in the Reference Index. In order to replicate the Reference Index, the Fund may invest up to 20% of its Net Asset Value in securities issued by the same body. This limit may be raised to 35% for a single issuer in exceptional market circumstances, for example, market dominance. Market dominance exists where a particular component of the Reference Index has a dominant position in the particular market sector or geographical region in which it operates and as a result accounts for a large proportion of the Reference Index. This means that the Fund may have a high concentration of investment in a particular issuer. Further information in relation to how the Fund will seek to track the Reference Index is set out in section 4 "**Investment Objective and Policies**" and section 5 "**Investment Restrictions and Permitted Investments**" of the Prospectus.

There are a number of circumstances where gaining access to the components of the Reference Index may be prohibited by regulation, may not otherwise be in the Shareholders' interests or may not otherwise be possible or practicable.

The Fund may hold ancillary liquid assets and use efficient portfolio management techniques in accordance with the requirements of the Central Bank.

The Fund may also engage in transactions in FDIs for hedging and/or efficient portfolio management purposes, and/or for investment purposes to assist in achieving its investment objective. The Fund may use the following FDIs listed on a Market or traded OTC, as applicable: options and futures transactions, forward contracts, non-deliverable forwards, spot foreign exchange transactions and contracts for difference. Further details on FDIs and how they may be used are contained in the main part of the Prospectus under "**Appendix III – Efficient Portfolio Management and Use of Financial Derivative Instruments**".

The Fund shall not invest more than 10% of its net assets in other UCITS or other open or closed ended CIS. With the exception of permitted investment in unlisted securities or in units of open-ended CIS, investment will be limited to the stock exchanges and regulated markets set out in Appendix I of the Prospectus.

Further information relevant to the Fund's investment policy is contained in the main part of the Prospectus under "**Investment Objectives & Policies**" and under "**Investment Restrictions and Permitted Investments**".

### **Index Tracking Strategy**

The Manager aims to keep the "Tracking Error" of the Fund (being the standard deviation of the difference in returns between the Fund and the Reference Index) between 0.10% and 1% under normal market conditions. However, exceptional circumstances may arise which cause the Fund's Tracking Error to exceed 1%.

### **Investment Restrictions of the Fund**

Investors in particular must note that the general investment restrictions set out under "**Investment Restrictions and Permitted Investments**" in the Prospectus apply to the Fund.

### **Efficient Portfolio Management**

Further information on efficient portfolio management techniques that may be used by the Fund is contained in the "**Securities Financing Transactions and Swaps**" section below and in the Prospectus under the heading "**Appendix III - Efficient Portfolio Management and Use of Financial Derivative Instruments**".

### **Securities Financing Transactions and Swaps**

The Fund may use certain '*securities financing transactions*', as defined in Regulation 2015/2365 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012 ("**SFTR**"), ("**Securities Financing Transactions**"), namely securities lending. The Fund's use of Securities Financing Transactions will be subject to the requirements of SFTR and in accordance with normal market practice, the Central Bank Regulations and any other statutory instrument, regulations, rules, conditions, notices, requirements or guidance of the Central Bank issued from time to time applicable to the Company pursuant to the Regulations ("**Central Bank Rules**"). Such Securities Financing Transactions may be entered into for any purpose that is consistent with the investment objective of the Fund, including to generate income or profits in order to increase portfolio returns or to reduce portfolio expenses or risks.

The type of assets that may be held by the Fund in accordance with its investment objective and policies and may be subject to such Securities Financing Transactions are bonds. The maximum proportion of the Fund's assets that may be subject to securities lending is 100%, however the Fund does not currently plan to carry out any securities lending and therefore the expected proportion of the Fund's assets that may be subject to securities lending is 0%.

Securities lending means transactions by which one party transfers securities to the other party subject to a commitment that the other party will return equivalent securities on a future date or when requested to do so by the party transferring the securities, that transaction being considered as securities lending for the party transferring the securities.

All the revenues arising from Securities Financing Transactions and any other efficient portfolio management techniques shall be returned to the Fund following the deduction of any direct and indirect operational costs and fees arising. Such direct and indirect operational costs and fees (which

are all fully transparent), which shall not include hidden revenue, shall include fees and expenses payable to securities lending agents engaged by the Company from time to time. Such fees and expenses of any securities lending agents engaged by the Company, which will be at normal commercial rates together with VAT, if any, thereon, will be borne by the Company or the Fund in respect of which the relevant party has been engaged. Details of Fund revenues arising and attendant direct and indirect operational costs and fees as well as the identity of any specific or securities lending agents engaged by the Company from time to time shall be included in the Company's semi-annual and annual reports.

The types of acceptable counterparty and the diversification requirements are explained in Appendix III of the Prospectus. A Fund may only enter into Securities Financing Transactions with counterparties that have been selected and assessed in accordance with the Central Bank Rules. The acceptable counterparties will be entities with legal personality and located in OECD jurisdictions. They will be subject to ongoing supervision by a public authority, be financially sound and have the necessary organisational structure and resources for the relevant type of transaction.

From time to time, the Fund may engage securities lending agents that are related parties to the Depositary or other service providers of the Company. Such engagement may on occasion cause a conflict of interest with the role of the Depositary or other service provider in respect of the Company. Please refer to Prospectus section "**Potential Conflicts of Interest**" for further details on the conditions applicable to any such related party transactions. The identity of any such related parties will be specifically identified in the Company's semi-annual and annual reports.

Please refer to the "**Risk Factors**" sections in respect of the risks related to Securities Financing Transactions. The risks arising from the use of Securities Financing Transactions shall be adequately captured in the Company's risk management process.

The Fund will not enter into repurchase and/or reverse repurchase agreements or Swaps.

### **Currency Hedging Policy**

The Fund may enter into transactions for the purposes of hedging the foreign exchange exposure in any hedged Share Classes (identified by "Hdg" in their names). The purpose of the hedging in the hedged Share Classes is to limit, at a Share Class level, the profit or loss generated from foreign exchange exposure when holding an asset in a currency other than the Base Currency of the Fund. This is achieved by the hedged Share Classes employing 30 day forward FX contracts, which are rolled monthly.

All costs and losses arising in relation to such currency hedging transactions will be borne by the hedged Share Class and all gains arising in connection with such hedging transactions will be attributable to the relevant Share Class. Although the Fund may utilise currency hedging transactions in respect of Share Classes, it shall not be obliged to do so and to the extent that it does employ strategies aimed at hedging certain Share Classes, there can be no assurance that such strategies will be effective. Under exceptional circumstances, such as, but not limited to, where it is reasonably expected that the cost of performing the hedge will be in excess of the benefit derived and therefore detrimental to Shareholders, the Company may decide not to hedge the currency exposure of such Share Classes.

Where the Investment Manager seeks to hedge against currency fluctuations, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However, over-hedged positions will not exceed 105% of the Net Asset Value of the relevant Share Class and hedged positions will be kept under review to ensure that over-hedged positions do not exceed the permitted level and that under-hedged positions do not fall short of 95% of the portion of the Net Asset Value of the relevant Share Class. This review will also incorporate a procedure to ensure that positions in excess of 100% of Net Asset Value will not be carried forward from month to month.

Further information on currency hedging at Share Class level is contained in the main body of the Prospectus under the heading "**Hedged Classes**".

### **Collateral Policy**

(a) Non-Cash Collateral: In addition to the requirements for valuation of non-cash collateral in the

Prospectus, subject to any agreement on valuation made with the counterparty, collateral posted to a recipient counterparty for the benefit of the Fund will be valued daily at mark-to-market value.

- (b) Issuer Credit Quality: In addition to the requirement for Issuer Credit Quality set out in the Prospectus, assets provided by the Fund on a title transfer basis shall no longer belong to the Fund and shall pass outside the custodial network. The counterparty may use those assets at its absolute discretion. Assets provided to a counterparty other than on a title transfer basis shall be held by the Depository or a duly appointed sub-depositary.

Further information on the criteria which collateral received by the Fund must meet is contained in the main body of the Prospectus under the heading "**Non-Cash Collateral**".

- (c) Collateral - Posted by the Fund: In addition to the requirements in respect of collateral posted to a counterparty in the Prospectus, collateral posted to a counterparty by or on behalf of the Fund will consist of such collateral as is agreed with the counterparty from time to time and may include any types of assets held by the Fund.
- (d) Valuation: Information in respect of the collateral valuation methodology used by the Company can be found in the Prospectus under the heading "**Appendix III - Efficient Portfolio Management and Use of Financial Derivative Instruments**". The rationale for the use of this collateral valuation methodology is primarily to guard against the price volatility of assets being received by the Fund as collateral.

The risk exposure of the Fund to counterparties will remain within the limits prescribed in the Prospectus under "**Appendix II - Investment Restrictions Applicable to the Funds under the Regulations**".

Further information on the collateral policy is contained in Appendix III to the Prospectus under the heading "**Collateral Policy**".

### **Borrowing and Leverage**

The Company on behalf of the Fund may borrow up to 10% of the Net Asset Value of the Fund on a temporary basis. Such borrowings may only be used for short term liquidity purposes to cover the redemption of Shares. Further information on Borrowing and Leverage is contained in the main body of the Prospectus under the heading "**Borrowing and Lending Powers**" and "**Leverage**" respectively.

The Company will use the commitment approach for the purposes of calculating global exposure for the Fund. The Fund's total exposure to the Reference Index will be limited to 100% of Net Asset Value.

While it is not the Investment Manager's intention to leverage the Fund, any leverage resulting from the use of FDIs will be done in accordance with the Regulations.

### Dividend Policy

Dividends will be declared on a quarterly basis for the Dist Shares, the EUR Hdg Dist Shares, the GBP Hdg Dist Shares and the CHF Hdg Dist Shares in accordance with the general provisions set out in the Prospectus under the heading "**Dividend Policy**" and Shareholders will be notified in advance of the date on which dividends will be paid. Distributions will not be made in respect of the Acc Shares, the EUR Hdg Acc Shares, the GBP Hdg Acc Shares and the CHF Hdg Acc Shares and income and other profits will be accumulated and reinvested in respect of those Shares.

### Trading

Application will be made to Euronext Dublin, the London Stock Exchange and/or such other exchanges as the Directors may determine from time to time (the "**Relevant Stock Exchanges**") for listing and/or admission to trading of the Shares issued and available to be issued on the main market of each of the Relevant Stock Exchanges on or about the Launch and/or Listing Date, as appropriate. This Supplement and the Prospectus together comprise listing particulars for the purposes of trading on the main market of each of the Relevant Stock Exchanges.

### Exchange Traded Fund

The Fund is an Exchange Traded Fund ("**ETF**"). The Shares of this Fund are fully transferable among investors and will be listed and/or traded on the Relevant Stock Exchanges. It is envisaged that Shares will be bought and sold by private and institutional investors in the Secondary Market in the same way as the ordinary shares of a listed trading company.

### General Information Relating to the Fund

<b>Type</b>	Open-ended.
<b>Base Currency</b>	USD
<b>Business Day</b>	A day (other than a Saturday or Sunday) on which the United States Federal Reserve System is open or such other day or days that the Directors may determine and notify to Shareholders in advance.
<b>Dealing Day</b>	<p>Any Business Day. However, some Business Days will not be Dealing Days where, for example, markets on which the Fund's assets are listed or traded or markets relevant to the Reference Index are closed provided there is at least one Dealing Day per fortnight, subject always to the Directors' discretion to temporarily suspend the determination of the Net Asset Value and the sale, conversion and/or redemption of Shares in the Company or the Fund in accordance with the provisions of the Prospectus and the Articles.</p> <p>The Investment Manager produces dealing calendars which detail in advance the Dealing Days for the Fund. The dealing calendar may be amended from time to time by the Investment Manager where, for example, the relevant market operator, regulator or exchange (as applicable) declares a relevant market closed for trading and/or settlement (such closure may be made with little or no notice to the Investment Manager).</p> <p>The dealing calendar for the Fund is available from the Manager.</p>
<b>Dealing Deadline</b>	4.00 p.m. (Dublin time) on the relevant Dealing Day or such other time as

	the Investment Manager may, in consultation with the Directors, determine and is notified to Shareholders by the Company provided always that the Dealing Deadline will be before the Valuation Point. No subscription, exchange or redemption applications may be accepted after the Dealing Deadline.
<b>Subscriptions, Exchanges and Repurchases</b>	All subscriptions, exchanges and repurchases can only take place through an Authorised Participant or other representative appointed by the Company in the relevant jurisdiction.
<b>Launch date</b>	The Acc Shares were launched on 7 December 2018. The Dist Shares were launched on 3 October 2018.
<b>Initial Offer Period</b>	The Initial Offer Period in respect of the Dist Share Class and the Acc Shares Class has closed.  The Initial Offer Period in respect of each other Share Class will start at 9.00a.m. (Dublin time) on ● and close at 5.00 p.m. (Dublin time) on ● or such earlier or later date as the Directors may determine.
<b>Minimum Fund Size</b>	USD 30,000,000
<b>Valuation Point</b>	4.00 p.m. (New York time) on the relevant Dealing Day by reference to which the Net Asset Value per Share of the Fund is determined. At all times the Valuation Point will be after the Dealing Deadline.  The value of any investments which are listed or dealt in on a Market shall be the closing bid price on the relevant Market at the Valuation Point.
<b>Settlement Date</b>	2 Business Days after the relevant Dealing Day.
<b>Website</b>	<a href="http://etf.invesco.com">etf.invesco.com</a> Information on portfolio composition and details on the indicative net asset value are set out on the Website.

### Description of the Shares

<b>Share Class</b>	<b>"Dist"</b>
<b>Share Class Currency</b>	USD
<b>Initial Issue Price</b>	Initial Issue Price: 40 USD per Share.
<b>Minimum Initial Subscription, Minimum Subscription and Minimum Redemption Amount</b>	50,000 Shares unless the Directors determine otherwise.
<b>Minimum Holding</b>	N/A

<b>Share Class</b>	<b>"Acc"</b>
<b>Share Class Currency</b>	USD
<b>Initial Issue Price</b>	Initial Issue Price: 40 USD per Share.
<b>Minimum Initial Subscription, Minimum Subscription and Minimum Redemption Amount</b>	50,000 Shares unless the Directors determine otherwise.
<b>Minimum Holding</b>	N/A

<b>Share Class</b>	<b>"EUR Hdg Dist"</b>
<b>Share Class Currency</b>	EUR
<b>Initial Issue Price</b>	Initial Issue Price: 40 EUR per Share.
<b>Minimum Initial Subscription, Minimum Subscription and Minimum Redemption Amount</b>	50,000 Shares unless the Directors determine otherwise.
<b>Minimum Holding</b>	N/A

<b>Share Class</b>	<b>"EUR Hdg Acc"</b>
<b>Share Class Currency</b>	EUR
<b>Initial Issue Price</b>	Initial Issue Price: 40 EUR per Share.
<b>Minimum Initial Subscription, Minimum Subscription and Minimum Redemption Amount</b>	50,000 Shares unless the Directors determine otherwise.
<b>Minimum Holding</b>	N/A

<b>Share Class</b>	<b>"GBP Hdg Dist"</b>
<b>Share Class Currency</b>	GBP
<b>Initial Issue Price</b>	Initial Issue Price: 40 GBP per Share.
<b>Minimum Initial Subscription, Minimum Subscription and Minimum Redemption Amount</b>	50,000 Shares unless the Directors determine otherwise.
<b>Minimum Holding</b>	N/A

<b>Share Class</b>	<b>"GBP Hdg Acc"</b>
<b>Share Class Currency</b>	GBP
<b>Initial Issue Price</b>	Initial Issue Price: 40 GBP per Share.
<b>Minimum Initial Subscription, Minimum Subscription and Minimum Redemption Amount</b>	50,000 Shares unless the Directors determine otherwise.
<b>Minimum Holding</b>	N/A

<b>Share Class</b>	<b>"CHF Hdg Dist"</b>
<b>Share Class Currency</b>	CHF
<b>Initial Issue Price</b>	Initial Issue Price: 40 CHF per Share.
<b>Minimum Initial Subscription, Minimum Subscription and Minimum Redemption Amount</b>	50,000 Shares unless the Directors determine otherwise.
<b>Minimum Holding</b>	N/A

<b>Share Class</b>	<b>"CHF Hdg Acc"</b>
<b>Share Class Currency</b>	CHF
<b>Initial Issue Price</b>	Initial Issue Price: 40 CHF per Share.
<b>Minimum Initial Subscription, Minimum Subscription and Minimum Redemption Amount</b>	50,000 Shares unless the Directors determine otherwise.
<b>Minimum Holding</b>	N/A

Additional share classes including hedged share classes may be added to the Fund, subject to prior notification and the approval of the Central Bank, and will be set out in a revised supplement.

### **Intra-Day Portfolio Value ("iNAV")**

Further information on intra-day portfolio value is contained in the main body of the Prospectus under the heading **"Intra-Day Portfolio Value"**.

### **Fees and Expenses**

The following fees will be incurred on each Share by Shareholders (which accordingly will not be incurred by the Company on behalf the Fund and will not affect the Net Asset Value of the Fund):

<b>Share Class</b>	<b>All Share Classes</b>
<b>Subscription Charge</b>	Up to 5%
<b>Redemption Charge</b>	Up to 3%

The Subscription Charge is deducted from the investment amount received from an investor for subscription for Shares. Such Subscription Charge is payable to the Manager.

The following fees and expenses will be incurred by the Company on behalf of the Fund and will affect the Net Asset Value of the relevant Share Class of the Fund.

<b>Share Class</b>	<b>"Dist"</b>
Management Fee	Up to 0.50% per annum or such lower amount as may be advised to Shareholders from time to time.

<b>Share Class</b>	<b>"Acc"</b>
Management Fee	Up to 0.50% per annum or such lower amount as may be advised to Shareholders from time to time.

<b>Share Class</b>	<b>"EUR Hdg Dist"</b>
Management Fee	Up to 0.55% per annum or such lower amount as may be advised to Shareholders from time to time.

<b>Share Class</b>	<b>"EUR Hdg Acc"</b>
Management Fee	Up to 0.55% per annum or such lower amount as may be advised to Shareholders from time to time.

Share Class	"GBP Hdg Dist"
Management Fee	Up to 0.55% per annum or such lower amount as may be advised to Shareholders from time to time.

Share Class	"GBP Hdg Acc"
Management Fee	Up to 0.55% per annum or such lower amount as may be advised to Shareholders from time to time.

Share Class	"CHF Hdg Dist"
Management Fee	Up to 0.55% per annum or such lower amount as may be advised to Shareholders from time to time.

Share Class	"CHF Hdg Acc"
Management Fee	Up to 0.55% per annum or such lower amount as may be advised to Shareholders from time to time.

The Management Fee, a percentage of the Net Asset Value of the relevant Class of Shares (plus VAT, if any), is payable by the Company out of the Fund Assets to the Manager. The Management Fee will accrue on each day and will be calculated on each Dealing Day and paid monthly in arrears. The Manager will pay out of its fees (and not out of the assets of the Fund) the fees and expenses (where appropriate) of the Investment Manager, the Administrator, the Depositary, the Directors and the ordinary fees, expenses and costs incurred by the Fund that include Setting Up Costs and Other Administrative Expenses as described in the Prospectus.

Where a distribution fee, commission or other monetary benefit is received by the Fund, the Manager or any person acting on behalf of the Fund or the Manager of the Fund, the fee, commission or other monetary benefit shall be paid into the assets of the Fund.

Dilution Levy: The Fund will not apply a dilution levy.

This section headed "**Fees and Expenses**" should be read in conjunction with the section headed "**Fees and Expenses**" in the Prospectus.

### **Exchange of Shares**

Shareholders may apply to exchange on any Dealing Day all or part of their holding of Shares of any Class of the Fund (the "**Original Class**") for Shares of another Class of the Fund which is being offered at that time (the "**New Class**") provided that all the criteria for applying for Shares in the New Class have been met.

The general provisions and procedures relating to redemptions will apply equally to exchanges. All exchanges will be treated as a redemption of the Shares of the Original Class and application to the purchase of Shares of the New Class, save that no Subscription Charge or Redemption Charge will be payable. Exchanges of Shares may be subject to an Exchange Charge of up to 3% of the Repurchase Price for the total number of Shares in the Original Class to be repurchased.

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## GENERAL DESCRIPTION OF THE REFERENCE INDEX

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The Reference Index is designed to track the net total return performance of the U.S. trading market for floating and variable rate preferred and hybrid securities.

The Reference Index is further described below but only represents an extract of information available from public sources and neither the Directors, the Manager, Wells Fargo Securities, LLC ("**Wells Fargo**") or its affiliates or such other successor sponsor to the Reference Index (the "**Index Provider**") nor the Investment Manager take any responsibility for the accuracy or completeness of such information.

The Reference Index includes preferred securities and hybrid securities that Wells Fargo deems to be comparable to preferred securities based on the inclusion of equity features such as deferral of interest payment obligations and the extendibility of maturity dates.

In order to be included in the Reference Index, a preferred security or hybrid security may be issued by a U.S. or foreign issuer, must pay a floating or variable rate dividend or coupon and must satisfy the capitalization and other selection criteria described below. "**Preferred Securities**" include: straight preferred stock, non-cumulative preferred stock, cumulative preferred stock, participating preferred stock, adjustable rate preferred stock, both \$25 par value and \$1,000 par value preferred securities, trust preferred securities, depositary shares, preference shares, convertible preferred shares and callable preferred shares. In general, preferred stock is a class of equity security that is so named because it is "preferred" over common stock within an issuer's capital structure. This preference means that an issuer must pay distributions on its preferred stock before paying dividends on its common stock, and that claims of preferred stockholders to an issuer's assets are placed ahead of claims of common stockholders when an issuer liquidates. However, as an equity security, preferred stock is junior to an issuer's various forms of debt. "**Hybrid Securities**" are debt securities that have equity features such as deferral of interest payment obligations and the extendibility of maturity dates (collectively, with Preferred Securities, the "**Hybrid and Preferred Securities**"). An example of a hybrid security would be a debt security with no fixed maturity date or a maturity date that is extendible.

In order for a class of Hybrid and Preferred Securities to be eligible for inclusion in the Reference Index, it must be USD denominated with at least \$100 million par value or 10 million shares of the class outstanding, and a tranche that is offered in the U.S.. Such class of Hybrid and Preferred Securities must pay floating or variable dividends or coupons. Floating rate dividends or coupons generally float at a pre-defined rate over an interest rate net total return Index level, such as the 3 month LIBOR (plus a spread). Variable rate dividend or coupons are generally fixed by the issuer for a specific period of time (5 or 10 years), after which the fixed dividend or coupon will convert to a floating rate dividend or coupon.

At least 75% of the Hybrid and Preference Securities' classes comprising the Reference Index must have a minimum monthly trading volume of 250,000 trading units or a minimum notional volume traded per month of \$25 million.

The market capitalisation weights of the Reference Index constituents are modified to conform to the following asset diversification rules on monthly rebalancing dates:

- i. The weight of any issuer or constituent Preferred Security may not account for more than 10% of the value of the Reference Index;
- ii. The sum of the issuers of component Hybrid and Preferred Securities with a weight greater than 4.5% cannot exceed 40% of the total weight.

The asset diversification rules above apply to issuers, and not to constituent Hybrid and Preferred Securities. A constituent Hybrid and Preferred Security may represent more than 4.5% of the index.

## **Index Rebalancing**

The Reference Index rebalances monthly.

The Fund may choose, but is not obliged to, to rebalance in line with the Reference Index and will bear the costs of any rebalancing trades (i.e. the costs of buying and selling securities of the Reference Index and associated taxes and transaction costs).

## **Index Provider and Website**

The Reference Index is sponsored by Wells Fargo and more details on the Reference Index can be found at <https://www.wellsfargoresearch.com/Indices>.

## **Publication**

The level of the Reference Index will be published on <https://www.wellsfargoresearch.com/Indices>.

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## **OTHER INFORMATION**

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### **Taxation**

The tax treatment of the Company is set out in the Prospectus of the Company and the tax information provided therein is based on tax law and practice as at the date of the Prospectus.

Shareholders and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of purchasing, holding, selling or otherwise disposing of the Shares under the laws of their country of incorporation, establishment, citizenship, residence or domicile.

### **Consequences of Disruption Events**

Upon the occurrence of a Disruption Event (and without limitation to the Directors personal powers as further described in the Prospectus) an Approved Counterparty may make adjustments to determine the valuation of FDIs. Further information on the consequences of Disruption Events is contained in the main body of the Prospectus under the heading "**Disruption Events**".

### **Limited Recourse**

A Shareholder will solely be entitled to look to the assets of the Fund in respect of all payments in respect of its Shares. If the realised net assets of the Fund are insufficient to pay any amounts payable in respect of the Shares, the Shareholder will have no further right of payment in respect of such Shares nor any claim against or recourse to any of the assets of any other Fund or any other asset of the Company.

### **Risk Factors**

Certain risks relating to the Shares are set out under the heading "**Risk Factors**" in the Prospectus, including 'Concentration Risk'. In addition, Shareholders must also note that:

- (a) The value of investments and the income from them, and therefore the value of and income from the Shares relating to the Fund can go down as well as up and an investor may not get back the amount invested. The Fund's exposure is linked to the performance of the components of the Reference Index which is in turn, exposed to general market movements (negative as well as positive).
- (b) The sub-funds of the Company are segregated as a matter of Irish law and as such, in Ireland, the assets of one sub-fund will not be available to satisfy the liabilities of another sub-

fund. However, it should be noted that the Company is a single legal entity which may operate or have assets held on its behalf or be subject to claims in other jurisdictions which may not necessarily recognise such segregation. There can be no guarantee that the courts of any jurisdiction outside Ireland will respect the limitations on liability as set out above.

- (c) There are Classes of Shares issued in respect of the Fund. Additional Classes of Shares may be created at any time without the consent of the then existing Shareholders in accordance with the Central Bank's requirements. Each Class of Shares issued in respect of the Fund will perform differently as a result of differences in currency and fees (as applicable). There is no legal segregation of assets and liabilities between Classes and there is no separate portfolio of assets held for each Class. Accordingly, if more than one Class of Shares has been issued and there is a shortfall attributable to one Class, this will adversely affect the other Classes of Shares issued in respect of the Fund.
- (d) Whilst the Company has the right to use and reference the Reference Index in connection with the Fund in accordance with the terms of the Reference Index licence, in the event that the licence is terminated the Fund will be terminated or if any other Index Disruption and Adjustment Event occurs, adjustments may be made to account for any such event including adjustment to the Reference Index or the calculation of the Reference Index level which may have a significant impact on the Net Asset Value of the Fund.
- (e) There can be no assurance that the Reference Index will be successful at producing positive returns consistently or at all. The Index Provider makes no representation or warranty, express or implied, that the Reference Index will produce positive returns at any time. Furthermore, it should be noted that the results that may be obtained from investing directly in components of the Reference Index or otherwise participating in any transaction linked to the Reference Index may be different from the results that could theoretically be obtained from investing in a financial product linked to the Reference Index.
- (f) Subject to certain pre-defined parameters, it is possible that the methodology used to calculate the Reference Index or the formulae underlying the Reference Index could change and such change may result in a decrease in the performance of the Reference Index. As such, aspects of the Reference Index could change in the future, including, without limitation, the methodology and third party data sources. Any changes may be made without regard to the interests of a holder of any component of the Reference Index. Additionally, the Reference Index was created by the Index Provider, who has the right to permanently cancel the Reference Index at any time, such cancellation may have a material adverse effect on any linked investments or transactions.
- (g) General Derivatives and Securities Financing Transactions Risk: The use of derivatives and Securities Financing Transactions may result in greater returns but may entail greater risk for your investment. Derivatives may be used as a means of gaining indirect exposure to a specific asset, rate or index and/or as part of a strategy designed to reduce exposure to other risks, such as interest rate or currency risk. Use of derivatives involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other investments. They also involve the risk of mispricing or improper valuation and the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index.

Investing in a derivative instrument could cause the Fund to lose more than the principal amount invested. Also, suitable derivative transactions may not be available in all circumstances and there can be no assurance that such Fund will engage in these transactions to reduce exposure to other risks when that would be beneficial.

The prices of derivative instruments are highly volatile. Price movements of derivative contracts are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, national and international political and economic events, changes in local laws and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly markets in currencies and interest rate related futures and

options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The use of derivatives also involves certain special risks, including (1) dependence on the ability to predict movements in the prices of securities being hedged and movements in interest rates; (2) imperfect correlation between the hedging instruments and the securities or market sectors being hedged; (3) the fact that skills needed to use these instruments are different from those needed to select the Fund's securities; and (4) the possible absence of a liquid market for any particular instrument at any particular time.

Securities Financing Transactions create several risks for the Company and its investors, including counterparty risk if the counterparty to a Securities Financing Transaction defaults on its obligation to return assets equivalent to the ones provided to it by the Fund and liquidity risk if such Fund is unable to liquidate collateral provided to it to cover a counterparty default.

- (h) **Financial Institutions Risk:** Investments in financial institutions may be subject to certain risks, including, but not limited to, the risk of regulatory actions, changes in interest rates and concentration of loan portfolios in an industry or sector. Financial institutions are highly regulated and may suffer setbacks should regulatory rules and interpretations under which they operate change. Likewise, there is a high level of competition among financial institutions, which could adversely affect the viability of an institution.
- (i) **Sector Concentration Risk:** The Fund primarily invest in securities within a specific or small number of sectors and/or industries. Adverse developments within such sectors and/or industries may affect the value of the underlying securities of the Fund investing in such securities. Investors should be prepared to accept a higher degree of risk when investing in a fund (such as the Fund) that primarily invests in securities within a specific or small number of sectors and/or industries than a fund that is more widely diversified across different sectors.
- (j) **Collateral Risk:** Collateral or margin may be passed by the Fund to a counterparty or broker in respect of OTC FDI transactions or Securities Financing Transactions. Assets deposited as collateral or margin with brokers may not be held in segregated accounts by the brokers and may therefore become available to the creditors of such brokers in the event of their insolvency or bankruptcy. Where collateral is posted to a counterparty or broker by way of title transfer, the collateral may be re-used by such counterparty or broker for their own purpose, thus exposing the Fund to additional risk.

Risks related to a counterparty's right of re-use of any collateral include that, upon the exercise of such right of re-use, such assets will no longer belong to the Fund and such Fund will only have a contractual claim for the return of equivalent assets. In the event of the insolvency of a counterparty, the Fund shall rank as an unsecured creditor and may not recover its assets from the counterparty. More broadly, assets subject to a right of re-use by a counterparty may form part of a complex chain of transactions over which the Fund or its delegates will not have any visibility or control.

- (k) **Credit risk:** The Fund will be exposed to a credit risk on parties with whom it trades and may also bear the risk of settlement default. Credit risk is the risk of loss on an investment due to the deterioration of an issuer's financial standing. Such a deterioration may result in a reduction of the credit rating of the issuer's securities and may lead to the issuer's inability to honour its contractual obligations, including making timely payment of interest and principal. Credit ratings are a measure of credit quality. Although a downgrade or upgrade of an Investment's credit ratings may or may not affect its price, a decline in credit quality may make the Investment less attractive, thereby driving its yield up and its price down. Declines in credit quality can result in bankruptcy for the issuer and permanent loss of investment. In the

event of a bankruptcy or other default, the Fund could experience both delays in liquidating the underlying securities and losses including a possible decline in value of the underlying securities during the period when the Fund seeks to enforce its rights thereto. This will have the effect of reducing levels of capital and income in the Fund and result in a lack of access to income during this period together with the expense of enforcing the Fund's rights.

- (l) **Liquidity Risk:** The Fund's investments may be subject to liquidity constraints, which means they may trade less frequently and in small volumes. Securities of certain types, such as bonds, may also be subject to periods of significantly lower liquidity in difficult market conditions. As a result, changes in the value of investments may be more unpredictable. In certain cases, it may not be possible to sell the security at the price at which it has been valued for the purposes of calculating the Net Asset Value of the Fund or at a value considered to be fairest.
- (m) **Preferred Securities Risk:** There are special risks associated with investing in preferred securities. Preferred securities may include provisions that permit the issuer, in its discretion, to defer or omit distributions for a certain period of time. If the Fund owns a security that is deferring or omitting its distributions, the Fund may be required to report the distribution on its tax returns, even though it may not have received this income. Further, preferred securities may lose substantial value due to the omission or deferment of dividend payments.
- (n) **Hybrid Securities Risk.** Although generally considered an equity security within an issuer's capital structure, a hybrid security may exhibit characteristics akin to a debt security or other evidence of indebtedness on which the value of the interest, or principal of which, is determined by reference to changes in the value of a reference instrument or financial strength of a reference entity (e.g., a security or other financial instrument, asset, currency or interest rate). The price of a hybrid security and any applicable reference instrument may not move in the same direction or at the same time. An investment in a hybrid security may entail significant risks not associated with a similar investment in a traditional equity security. The risks of a particular hybrid security will depend upon the terms of the instrument, but may include the possibility of significant changes in the value of any applicable reference instrument. Hybrid securities potentially are more volatile than traditional equity securities. Hybrid instruments may carry credit risk of their issuer, as well as liquidity risk, since they often are "customized" to meet the needs of an issuer or a particular investor, and therefore the number of investors that buy such instruments in the secondary market may be small.
- (o) **Call Risk:** If interest rates fall, it is possible that issuers of callable securities with high interest coupons will "call" (or prepay) their bonds before their maturity date. If an issuer exercised such a call during a period of declining interest rates, the Fund may have to replace such called security with a lower yielding security. If that were to happen, the Fund's net investment income could fall.
- (p) **Non-Investment Grade Securities Risk:** Non-investment grade securities and unrated securities of comparable credit quality are subject to the increased risk of an issuer's inability to meet principal and interest payment obligations. These securities may be subject to greater price volatility due to such factors as specific corporate developments, interest rate sensitivity, negative perceptions of the non-investment grade securities markets generally, real or perceived adverse economic and competitive industry conditions and less secondary market liquidity. If the issuer of non-investment grade securities defaults, the Fund may incur additional expenses to seek recovery.
- (q) **Investment in subordinated debt:** Perpetual subordinated debt is a type of hybrid instrument that has no maturity date for the return of principal and does not need to be redeemed by the issuer. These investments typically have lower credit ratings and lower priority than other obligations of an issuer during bankruptcy, presenting a greater risk for non-payment. This risk increases as the priority of the obligation becomes lower. Payments on these securities may be subordinated to all existing and future liabilities and obligations of subsidiaries and associated companies of an issuer. Additionally, some perpetual subordinated debt does not restrict the ability of an issuer's subsidiaries to incur further unsecured indebtedness.

- (r) For the hedged Share Classes denominated in a different currency to the Base Currency, investors should note that there is no guarantee that the exposure of the currency in which the Shares are denominated can be fully hedged against the Base Currency of the Fund. Investors should also note that the successful implementation of the strategy may substantially reduce the benefit to Shareholders in the relevant Share Class as a result of decreases in the value of the Share Class currency against the Base Currency of the Fund.

**Investors should also refer to the Prospectus for additional disclosure of risks and conflicts of interest.**

## Disclaimers

**THE DIRECTORS OF THE COMPANY, THE MANAGER, THE INVESTMENT MANAGER AND THE INDEX PROVIDER TOGETHER THE "RESPONSIBLE PARTIES" DO NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF ANY DESCRIPTION RELATING TO THE REFERENCE INDEX OR ANY DATA INCLUDED THEREIN AND THE RESPONSIBLE PARTIES SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. THE RESPONSIBLE PARTIES MAKE NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE FUND, TO ANY SHAREHOLDER IN THE FUND, OR TO ANY OTHER PERSON OR ENTITY IN RESPECT OF THE REFERENCE INDEX DESCRIBED HEREIN.**

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Wells Fargo and its affiliates and subsidiaries may provide services to the issuers of the securities included in the Reference Index and may underwrite and/or trade, as principal for its own account, or on behalf of its customers, constituent securities comprising the Index or instruments linked or benchmarked to the Reference Index. Such roles may create certain conflicts of interest that holders of interest electing to invest in securities linked to the Reference Index should evaluate prior to investing.

Wells Fargo and its affiliates and subsidiaries may serve as authorized participants to ETFs linked to the Reference Index or as a service provider, such as a trustee or administrator, for such ETFs. Wells Fargo and its affiliates and subsidiaries may structure products based on the Reference Index, including mutual funds, and may trade and market make in the Hybrid and Preferred Securities, which may impact (including adversely) the market value of the Reference Index as well as the value of the Hybrid and Preferred Securities comprising the Reference Index.

Wells Fargo Group expects to earn on-going licensing fees in respect of the Reference Index that are tied to the assets that are indexed or benchmarked to the Reference Index. Accordingly, Wells Fargo Group may have an incentive to recommend products and services linked to the Reference Index to their respective customers.

## Funds of the Company

As at the date of this Supplement, there are 34 other Funds of the Company which are listed below:

1. Source FTSE RAFI Europe Equity Income Physical UCITS ETF\*;
2. Source FTSE RAFI UK Equity Income Physical UCITS ETF\*;
3. Source FTSE RAFI US Equity Income Physical UCITS ETF\*;
4. Invesco Preferred Shares UCITS ETF;
5. Invesco Emerging Markets USD Bond UCITS ETF;
6. Invesco Euro Corporate Bond UCITS ETF;
7. Invesco USD Corporate Bond UCITS ETF;
8. Invesco Italian PIR Multi-Asset Portfolio UCITS ETF;
9. Invesco Euro Floating Rate Note UCITS ETF;
10. Invesco USD Floating Rate Note UCITS ETF;
11. Invesco AT1 Capital Bond UCITS ETF
12. Invesco US Treasury Bond UCITS ETF;
13. Invesco US Treasury Bond 1-3 Year UCITS ETF;
14. Invesco US Treasury Bond 3-7 Year UCITS ETF;
15. Invesco US Treasury Bond 7-10 Year UCITS ETF;
16. Invesco MDAX® UCITS ETF;
17. Invesco MSCI Europe ESG Catholic Principles UCITS ETF;
18. Invesco Euro Inflation-Linked Government Bond UCITS ETF;
19. Invesco Elwood Global Blockchain UCITS ETF;
20. Invesco Euro Government Bond UCITS ETF;
21. Invesco Euro Government Bond 1 – 3 Year UCITS ETF;
22. Invesco Euro Government Bond 3 - 5 Year UCITS ETF;
23. Invesco Euro Government Bond 5 – 7 Year UCITS ETF;
24. Invesco Euro Government Bond 7 – 10 Year UCITS ETF;
25. Invesco UK Gilt 1 – 5 Year UCITS ETF;
26. Invesco UK Gilts UCITS ETF;
27. Invesco US TIPS UCITS ETF;
28. Invesco MSCI Europe ESG Universal Screened UCITS ETF;
29. Invesco MSCI World ESG Universal Screened UCITS ETF;
30. Invesco MSCI USA ESG Universal Screened UCITS ETF;
31. Invesco Quantitative Strategies ESG Global Equity Multi-Factor UCITS ETF;
32. Invesco US Treasury Bond 0-1 Year UCITS ETF;
33. Invesco Euro Hybrids UCITS ETF; and
34. Invesco Sterling Corporate Bond ESG UCITS ETF.

\* These Funds are closed to new investment and are in the process of being terminated.