

MORAVIA CAPITAL FUND

SUPPLEMENT DATED 14 MARCH 2023

This Supplement contains specific information in relation to **Moravia Capital Fund** (the “Fund”), a sub-fund of **Estela Capital ICAV** (the “ICAV”), an open-ended umbrella type Irish Collective Asset-management Vehicle with variable capital and segregated liability between sub-funds, authorised by the Central Bank on 21 June 2022 pursuant to the UCITS Regulations.

This Supplement forms part of and should be read in the context of and in conjunction with the prospectus of the ICAV dated 21 June 2022 (the "Prospectus").

The Fund may pursue a fund of funds approach and may invest principally in Underlying Funds in such proportions as the Investment Manager deems appropriate from time to time. An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.

Investment Objective

The Investment objective of the Fund is to generate long-term capital growth. There is no assurance that the Fund will achieve its investment objective.

Investment Policies

The Fund will invest in UCITS or alternative investment funds (including exchange traded funds (“ETFs”) classified as collective investment schemes, other than ETFs established or domiciled in the US) which satisfy the requirements of Regulation 68(1)(e) of the UCITS Regulations, meaning funds that are designated as UCITS or collective investment schemes that are in accordance with the Central Bank Guidance “UCITS Acceptable Investment in other Investment Funds” eligible for investment by a UCITS (referred to as “Underlying Funds”).

The Fund may invest up to 100% of its Net Asset Value in such schemes, where such investments are consistent with the investment objective and risk profile of the Fund. No more than 30% of the Fund’s Net Asset Value may be invested in non-UCITS (so-called “alternative investment funds”), therefore the primary focus will be investment in UCITS domiciled in the EU, in particular Ireland and Luxembourg.

The aggregate maximum management fees that may be charged by the Underlying Funds in which the Fund may invest will not exceed 2% of such Underlying Fund’s net asset value. Such management fees will be reduced by any rebates received by the Fund from such schemes.

The Underlying Funds in which the Fund may invest will be regulated, open-ended and may be leveraged or unleveraged. The Underlying Funds in which the Fund may invest will be domiciled in Ireland, in a Member State of the EEA, the United Kingdom, the United States of America, Jersey, Guernsey or the Isle of Man and subject to the prior approval of the Central Bank, in certain other jurisdictions. Further information on the Underlying Funds is available in the section titled “Underlying Funds” in the Prospectus.

The Fund may invest in equities and equity-related securities such as common stock, preferred shares and securities convertible into common stock, such as convertible bonds or convertible preferred stocks, issued by companies located anywhere in the world and across a range of industries. The Fund will invest primarily in companies domiciled and listed or traded in developed markets such as OECD member states. The Fund may invest up to 30% of the Fund’s Net Asset Value in equities and equity-related securities as described above.

The Fund may invest up to 25% of its Net Asset Value in fixed income securities. The types of fixed income securities that the Fund may acquire may be fixed or floating rate corporate or

government issued fixed income securities. The fixed income securities may be rated Investment Grade or below Investment Grade, provided that no more than 15% of the Fund's Net Asset Value will be invested in below Investment Grade fixed income securities. Examples of the fixed income securities that the Fund may acquire include corporate fixed income securities such as debentures, commercial paper and sovereign and government issued fixed income securities such as treasury bills and municipal bonds. The Fund's investment in fixed income securities will not include investment in contingent convertible bonds (CoCos).

In addition, the Fund invests in cash and money market instruments including such as certificates of deposit, bankers' acceptances and corporate or government debt securities such as commercial paper and treasury bills.

Under exceptional market circumstances such as periods when financial markets experience excessive volatility, or a prolonged general decline or other adverse conditions the Fund may be invested up to 100% in cash or money market instruments as described above.

Other than permitted investment in unlisted securities and financial derivative instruments ("FDIs"), the Fund's investments will be limited to securities and exchange traded FDIs that are traded on the markets listed in Schedule I of the Prospectus.

Investment Approach

The Fund invests in and/or takes exposure (indirectly by investing in Underlying Funds or acquiring futures and forwards) to the asset classes or instruments described above by employing a multi-manager approach whereby the Fund's assets will be allocated across one or more third-party asset managers. The Manager believes that the use of different third-party asset managers, rather than a single investment manager, should provide investors with exposure to asset managers that may excel in their chosen investment strategy, style or region which may enhance investment performance and reduce volatility of the Fund's portfolio.

In adopting a multi-manager approach, the Manager has appointed MDEF Gestefin S.A.U. SGIIC as the discretionary investment manager ("Investment Manager") with the responsibility to: (i) allocate the Fund's portfolio between different portfolio managers (each a "Portfolio Manager" identified in the section headed "Portfolio Managers" below) and (ii) to manage on a discretionary basis that portion of the Fund's portfolio that is retained and managed by the Investment Manager on a discretionary basis.

Under the terms of their appointment, each Portfolio Manager will manage the relevant portion of the Fund's portfolio that is allocated to the relevant Portfolio Manager by the Investment Manager (each such designation of assets being a Sub-Portfolio of the Fund).

Investment Manager

MDEF Gestefin S.A.U. SGIIC is a Spanish fund manager that was incorporated on 22 October 1986. The Investment Manager is regulated and is authorised by the Comisión Nacional del Mercado de Valores ("CNMV").

The Investment Manager has selected two Portfolio Managers that it considers to be of the highest calibre based on an assessment of their investment process and philosophy, performance, organisational robustness and the strength of the management team. The Investment Manager may in the future allocate the Fund's portfolio to other portfolio managers who may employ different strategies not described herein.

Portfolio Managers

Credit Suisse Gestion of S.A. SGIIC, Calle Ayala, 42- 5th Floor 28001, Madrid, Spain. Credit Suisse Gestion's principal business and occupation is to provide investment management services to clients. Credit Suisse Gestion S.A. SGIIC has over €1.568 trillion of assets under management,

it has extensive experience in managing equity, fixed income and fund of fund collective investment schemes and will provide discretionary investment management services in respect to the Sub-Portfolio of the Fund allocated to it by the Investment Manager and is subject to the overall supervision of the Manager.

Banque Pictet & Cie SA Route des Acacias 60, 1211 Geneva 73, Switzerland is registered with FINMA as a Bank, and, as such can manage assets discretionarily (see article 1a of the Banking Act in conjunction with article 4 of the Banking Ordinance). Banque Pictet & Cie SA has over €677 billion of assets under management, it has extensive experience in managing equity, fixed income and fund of fund collective investment schemes and will provide discretionary investment management services in respect to the Sub-Portfolio of the Fund allocated to it by the Investment Manager and is subject to the overall supervision of the Manager.

Selection of Investments

The Investment Manager and the Portfolio Managers will use their own proprietary quantitative investment process and a qualitative analysis for the purpose of determining which investments to acquire or gain exposure to. The quantitative investment process will involve the Investment Manager and the Portfolio Managers using their own quantitative analysis which is a model-based approach to estimate future expected returns of markets, sectors or securities in making investment decisions. The quantitative method used selects investments based on certain characteristics or factors determined by the Investment Manager and the Portfolio Managers, such as quality, value, momentum and minimum volatility as further described below.

Selection of Underlying Funds

The Investment Manager and the Portfolio Managers will select and monitor Underlying Funds by examining factors such as the investment policy and objectives, performance track record, investment strategy and process of the Underlying Funds, as well as the team structure and risk management processes employed by the Underlying Funds' investment managers. As part of this analysis the Investment Manager and the Portfolio Managers will, amongst other things, check for any liquidity issues, investment risk issues and the impact of the proposed investments on the Fund.

For the selection of equities and fixed income securities, the Investment Manager and the Portfolio Managers will consider the following criteria as part of their quantitative and qualitative analysis:

Quantitative analysis

- a) Quality: Quality companies are characterized as companies with durable business models (meaning companies with stable production/manufacturing capabilities and recurring revenues) and sustainable competitive advantages. Quality companies tend to have high return of equity, stable earnings that are less correlated with the broad business cycle, and strong balance sheets with low financial leverage.
- b) Value: Value companies are characterized as companies with attractive fundamental ratios such as forward price to earnings ratio, free cash flow yield and price to book value.
- c) Momentum: Momentum companies are characterised as companies which show a continuing positive stock price trend over certain time horizons.
- d) Minimum Volatility: Minimum Volatility companies are characterised by low historical volatility of the stock price.

Qualitative analysis

The Investment Manager and the Portfolio Managers will look to the current macroeconomic situation, as it relates to the sectors and countries in the investable region. Macroeconomic analysis involves research of the ratios of individual countries' economies with particular attention regarding growth, country risk profile, price and consumer indices. Macroeconomic analysis will typically consider the following factors: inflation and interest rates, unemployment rates, global and country-specific gross domestic product and monetary and fiscal policies implemented by Central Banks (for example the European Central Bank, the Bank of England etc.).

Qualitative research is the use of information for which it is not possible to run historical portfolio simulations on, it is non-numerical information and is information which does not lead to a quantifiable and definitive answer but which will allow the Investment Manager or Portfolio Managers to form an opinion on whether or not to invest in the particular investments mentioned above; i.e. research that is itself based on empirical, explorative and direct research. It serves to understand the reasons and tendencies behind most of the numerical data of quantitative research. Examples of the types of qualitative information and research are public economic reports released by international organizations such as Central Banks and economic research institutes.

Selection of Futures and Forwards

Investment in futures and forwards will be selected based on a diligence process carried out by the Investment Manager or the Portfolio Managers that takes into account: (i) for futures - matters such as the liquidity of the futures market, trading volumes, and the Investment Manager/Portfolio Managers experience in trading in the relevant market and (ii) for forwards - matters such as the results of the Investment Manager/Portfolio Managers diligence assessment of the counterparty, the credit rating of the counterparty, the financial standing and capital position of the counterparty, and the collateral policy of the counterparty.

Allocation of Investments

The Fund will normally seek to maintain its exposure primarily to Underlying Funds, equities, equity related securities and fixed income securities. However, the Investment Manager and the Portfolio Managers have flexibility as regards the strategic allocation of the Fund's investments. The allocation of the Fund's investments in Underlying Funds, equities, equity related securities and fixed income securities will be made following the selection of investments in the manner described above under the section headed "Selection of Investments" herein.

When investment opportunities are identified, they are evaluated based on their expected contribution to investment return, risk reduction and their correlation with other investments in order to construct, for each Sub-Portfolio, a diversified portfolio of investments that meets the Fund's investment objective and which is comprised of investments that are not closely correlated to each other. The Fund's portfolio is actively managed, and the Investment Manager and the Portfolio Managers will switch investment between Underlying Funds, equities, equity related securities and fixed income securities following an appraisal of investment opportunities (in accordance with the quantitative and qualitative analysis applied by the Investment Manager and the Portfolio Manager as described above) when it is considered that a particular asset class provides an opportunity to generate superior risk adjusted investment returns.

Use of Financial Derivative Instruments ("FDIs")

The Fund may engage in transactions in FDI for the purposes of efficient portfolio management and hedging. The types of FDIs that the Fund may use are future and forwards. The expected effect of the use of these instruments will be to enhance returns and/or reduce inherent risks affecting the Fund's investments. For information in relation to the risks associated with the use of FDIs, please refer to the "Risk Factors" section of the Prospectus.

Currency Forward Contracts

In forward foreign exchange contracts, the contract holders are obligated to buy or sell from another a specified amount of one currency at a specified price with another currency on a specified future date. Forward contracts cannot be transferred but they can be 'closed out' by entering into a reverse contract. Specifically, the Fund may enter into forward currency contracts to purchase or sell a specific currency at a future date at a price set at the time of the contract. Foreign currency forwards will be used for the purpose of hedging foreign exchange risk arising from the redenomination of an asset designated in a foreign currency into the Fund's Base Currency and are accordingly expected to lower the risk profile of the Fund. While it is the intention to hedge against currency fluctuations in respect of the Fund's investments, over or under hedged positions may arise due to factors outside the control of the Fund. Where a forward does not exactly hedge the Fund's exposure to a currency this may result in a gain or loss for the Fund.

Futures and forwards

Futures are contracts to buy or sell a standard quantity of a specific asset (or, in some cases, receive or pay cash based on the performance of an underlying asset) at a pre-determined future date and at a price agreed through a transaction undertaken on an exchange. Futures and forwards may be used to hedge against downward movements in the value of the Fund's portfolio, either by reference to the equity securities in which it may invest or the markets to which it may be exposed, in accordance with its Investment Objective and Policy (see above).

Risk Measurement - Global Exposure and Leverage

Global exposure is calculated using the commitment approach. Global exposure and leverage as a result of FDIs, as measured using the commitment approach, shall not exceed 100% of the Fund's Net Asset Value.

Investor Profile

The Fund is suitable for investors seeking capital growth, and who are willing to accept a moderate to a high level of volatility. The Fund should be viewed as a long term investment.

SFDR Classification: Article 6 Fund.

If the ICAV determines at any future point that the Fund should not be classified as an Article 6 Fund, this disclosure shall be updated or withdrawn as appropriate, in accordance with the revised classification of the Fund.

ESG Disclosure

This Fund does not follow a dedicated ESG investment strategy and sustainability is neither the objective, nor a mandatory part of the investment process of the Fund. Given the Fund's investment objective and investment policy, the Manager does not, in accordance with Article 4 of SFDR, consider the adverse impact of investment decisions on sustainability factors. The investments underlying this Fund do not take into account the EU criteria for environmentally sustainable economic activities.

Sustainability Risks

The Fund could be exposed to Sustainability Risks, which may differ depending on the investment instruments. In particular, some companies, markets and sectors may have greater exposure to Sustainability Risks than others. The Fund may be exposed to regions which might have relatively low governmental or regulatory oversight or low transparency or disclosure of sustainability factors. Further detail in relation to the Sustainability Risk the Fund may be exposed to is set out on page 34 the Prospectus under the heading "Sustainable Finance Risks".

The Investment Manager and the Portfolio Managers take account of Sustainability Risks as part of their investment decision making processes as described above. If an investment is subject to a material Sustainability Risks the Investment Manager or the Portfolio Managers as the case may be, will assess the likelihood of that sustainability risk occurring and its potential impact. Depending on this analysis, the Investment Manager or Portfolio Managers may proceed with certain investments that are subject to Sustainability Risks. The Investment Manager and Portfolio Managers retain the flexibility to determine the materiality of sustainability factors on a case-by-case basis. The likely impact of sustainability risks on the return of the Fund as a whole is considered by the Investment Manager to be low due to the diverse portfolio of investments held by the Fund.

Base Currency: Euro

Offer of Shares

Classes of Shares are available for subscription:

Share Class	Currency Denomination	Minimum Subscription	Minimum Holding	Initial Offer Price and Initial Offer Period	Investment Management Fees	Accumulation /Distribution	Hedged
Class A	Euro	€1,000 (or foreign currency equivalent)	N/A	Class A Shares have launched and are available for subscription at their prevailing Net Asset Value per Share.	1% of the Net Asset Value of the Share Class	Accumulating	No
Class B	Euro	€10,000,000 (or foreign currency equivalent)	N/A	Class B Shares have launched and are available for subscription at their prevailing Net Asset Value per Share.	1% of the Net Asset Value of the Share Class	Accumulating	No

Class A Shares and Class B Shares are subject to an investment management fee of up to 1% of the net asset value of the relevant Share Class.

During the initial offer period Shares are available for subscription at the initial offer price as indicated in the table above. Where the initial offer period has closed, Shares will be available at the prevailing Net Asset Value of each Class of Shares. These fees shall be calculated and accrued on each Valuation Day and shall be payable monthly in arrears together with reasonable out of pocket expenses incurred by the Investment Managers in the performance of their duties. Such fees and expenses are not subject to a maximum limit.

Application for Shares

Full details on how to purchase Shares are described in the Prospectus under the section titled "Application for Shares". Investors should note the following Dealing Deadline and Valuation Point that shall apply in respect of applications for Shares of the Fund:

Applications for Shares may be made to the Paying Agent or the Administrator (whose details are set out in the Application Form). Applications received by the Paying Agent or the Administrator prior to the Dealing Deadline for any Dealing Day will be processed on that Dealing Day. Any applications received after the Dealing Deadline for a particular Dealing Day will be processed on the following Dealing Day, unless the Directors in their absolute discretion, in exceptional circumstances, otherwise determine to accept one or more applications received after the Dealing Deadline for processing on that Dealing Day, provided that such application(s) have been received prior to the Valuation Point for the particular Dealing Day.

Fees and Expenses

Fees and expenses are payable out of the Fund and details of how Fees are accrued and paid, and details of other general management and fund charges, are set out in the Prospectus under the heading "Fees and Expenses".

Manager's Fee

The Manager will be paid a fee, out of the assets of the Fund, of up to 0.04% per annum of the Net Asset Value of the Fund, plus any applicable VAT, subject to a minimum annual fee of EUR 50,000. These fees shall be calculated and accrued on each Valuation Day and shall be payable monthly in arrears together with reasonable out of pocket expenses incurred by the Manager in the performance of its duties. Such fees and expenses are not subject to a maximum limit.

Administrator's Fee

The Administrator is entitled to receive for its administration services, out of the assets of the Fund, a fee of up to 0.04%, based on the Net Asset Value of the Fund calculated accrued on each Valuation Day and payable monthly in arrears, subject to a minimum fee in the amount of EUR 40,000 per annum (each plus any applicable taxes).

In addition to the monthly administration fee, the Administrator is entitled to an annual registrar and transfer agency fee to be paid out of the assets of the Fund for its services as registrar and transfer agent of a fixed fee of EUR 3,000 per share class, plus a variable amount for transactions and account maintenance depending on the actual number of transactions and accounts (each plus any applicable taxes, if any).

Depository's Fee

The Depository is entitled to receive, out of the assets of the Fund, fees for its services, as follows (i) a safekeeping fee of up to 0.04% per annum calculated and accrued on each Valuation Day and payable monthly in arrears, and subject to a minimum fee of EUR 35,000 for the Fund per annum, and (ii) transaction costs which depend on the actual number of transactions (each plus any applicable taxes).

The Depositary shall also be entitled to be repaid out of the assets of the Fund for safe-keeping fees and expenses of any sub-custodian appointed (which shall be at normal commercial rates).

Investment Manager and Portfolio Managers Fees

The Investment Manager and the Portfolio Managers shall be entitled to receive out of the assets of the Fund an aggregate fee up to 1% per annum (plus VAT, if any) of the Net Asset Value of each Class of Shares, accrued daily and payable monthly in arrears.

Distribution Fee

An additional fee of up to 1% of the Net Asset Value of the Class A and Class B Shares shall be payable out of the assets of the Fund to cover expenses of the Distributor of those Shares. The distribution fee accrues daily and is payable to the Distributor monthly in arrears.

Sales charge

Up to 5% of the value of the gross subscription, except in respect of an Underlying Fund which is managed, directly or by delegation, by the Manager, the Investment Manager or a Portfolio Manager, or by any other entity which these firms are linked by common management or control, or by a substantial direct or indirect holding; in which case, in order to avoid double-charging, either (i) the Underlying Fund will waive any sales charge, or (ii) any sales charge will be waived in respect of the Fund. In respect of scenario (ii) above, the principle of equal and fair treatment of the investors will at all times be met by the Fund in accordance with the Central Bank UCITS Regulations.

If a sales charge is incurred, Shareholders should view their investment as medium to long-term.

General

The Fund shall bear (i) its proportion of the fees and expenses attributable to the establishment and organisation of the ICAV as detailed in the section of the Prospectus headed "Establishment Expenses" for the remainder of the period over which such fees and expenses will continue to be amortised; (ii) the fees and expenses relating to the establishment of the Fund which may be amortised over the first five Accounting Periods of the Fund or such other period as the Directors may determine and in such manner as the Directors in their absolute discretion deem fair; and (iii) its attributable portion of the fees and operating expenses of the ICAV.

Any other general fees and operating expenses of the ICAV are set out in detail under the heading "Fees and Expenses" in the Prospectus

Risk Factors

The attention of investors is drawn to the section headed "Risk Factors" in the Prospectus.