

If you are in any doubt about the contents of this Supplementary Prospectus you should consult a person authorised for the purposes of the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and units in collective investment schemes.

This Supplementary Prospectus has been issued by Macquarie Collective Funds plc (the "Company") which is responsible for its contents. To the best of the Company's knowledge the information contained in this Supplementary Prospectus is in accordance with the facts and this Supplementary Prospectus contains no omission likely to affect the validity of such information.

**SUPPLEMENTARY PROSPECTUS FOR
POTENTIAL INVESTORS IN THE UNITED KINGDOM**

DATED 4 November 2019

This Supplementary Prospectus forms part of, and should be read in conjunction with, the Company's prospectus dated 13 June 2018 and the supplemental prospectus for each Fund (the "Prospectus") and, unless otherwise stated, capitalised terms in this Supplementary Prospectus have the same meaning as in the Prospectus.

Nothing in this Supplementary Prospectus or the Prospectus should be construed as advice on the merits of an investment in the Funds.

FACILITIES AND INFORMATION IN THE UNITED KINGDOM

The Company is established under the laws of Ireland as an open-ended umbrella fund with a number of sub-funds (the "Funds"). The Company and Funds are authorised and regulated by the Central Bank of Ireland ("Central Bank").

The Funds are aimed at retail and institutional investors. With the prior approval of the Central Bank, the Company may from time to time create an additional sub-fund or sub-funds. The attention of potential investors in the United Kingdom ("U.K.") is drawn to the description of risk factors connected with an investment in the Funds on pages 26 to 43 of the Prospectus.

The Company is a recognised scheme in the U.K. for the purposes of the Financial Services and Markets Act 2000 (the "Act") by virtue of section 264 of that Act. It is registered with the Financial Conduct Authority ("FCA") under the number 489574. This Prospectus constitutes a financial promotion under Section 21 of the Act.

U.K. investors are advised that the rules made by the FCA under the Act do not in general apply to the Company in relation to its investment business. In particular the rules made under the Act for the protection of private customers (for example, those conferring rights to cancel or withdraw from certain investment agreements) do not apply, and the Financial Services Compensation Scheme will not be available, in connection with an investment in the Company. In addition, the protections available under the Financial Ombudsman Service will not be available in connection with an investment in the Company.

This Supplementary Prospectus and the Prospectus mentioned above may be distributed in the U.K. without restriction. Copies of this Supplementary Prospectus and the Prospectus have been delivered to the FCA as required under the Act. (The term "Prospectus" used in this document includes any supplements to that Prospectus.)

The Company is required by the FCA to maintain certain facilities at a U.K. address in the interests of investors in the Funds in the U.K. The Company has appointed Duff & Phelps Ltd to maintain the relevant facilities at its offices in the U.K. Its contact details are as follows:

Duff & Phelps Ltd
14th Floor
The Shard
32 London Bridge Street
London
SE1 9SG
United Kingdom

U.K. persons may inspect and obtain English language copies of the memorandum and articles of association of the Company, the latest Prospectus, Key Investor Information Documents, and the latest annual and interim reports relating to the Company at this address during normal business hours. No charge is made for inspecting and obtaining copies of the documents.

Information can be obtained at this address either orally or in writing about the latest sale and purchase prices of shares (these are also available on the internet at: delawareinvestments.com/ucits) and shareholders may apply there to redeem their shares and be paid the redemption price. Any person who has a complaint about the operation of the Company may submit it there for transmission to the Company.

Particulars of the procedure to be followed in connection with the subscription and purchase and with the redemption and sale of shares are set out in the Prospectus.

TAXATION IN THE UNITED KINGDOM

The information given below does not constitute legal or tax advice, and prospective investors should consult their own professional advisers as to the implications of their subscribing for, purchasing, holding or disposing of shares under the laws of any jurisdiction in which they may be subject to tax. The tax consequences for each Shareholder of acquiring, holding, redeeming or disposing of shares depends upon the relevant laws of any jurisdiction in which the Shareholder is subject to tax. Shareholders in the Company should seek their own professional advice as to this, as well as to any relevant exchange control or other relevant laws and regulations.

The statements on taxation below are intended to be a general guide to the anticipated tax treatment in the U.K. of the Company and its Shareholders. The statements relate only to Shareholders holding shares as an investment (as opposed to as a dealer) who are U.K. resident for tax purposes. They are based on U.K. law and HM Revenue & Customs practice as known at the date of this Supplementary Prospectus. As is the case with any investment, there can be no guarantee that the tax position prevailing at the time an investment in the Company is made will continue indefinitely. The levels and bases of, and reliefs from, taxation may change in the future.

The Company

The Company is a UCITS scheme established in Ireland and so it is not resident in the U.K. for tax purposes.

The Share Classes

Each Share Class constitutes an offshore fund for the purposes of the U.K.'s special tax regime for offshore funds in the Offshore Funds (Tax) Regulations 2009. Accordingly, the provisions of those regulations are relevant to the taxation of Shareholders in respect of income and gains.

A number of Share Classes have been recognised by the U.K. tax authority (HM Revenue & Customs or "HMRC") as being a "reporting fund" for U.K. tax purposes. The up-to-date list may be viewed on the HMRC website at <http://www.hmrc.gov.uk/collective/rep-funds.xls>.

The Shareholders

Income

Subject to their personal circumstances, Shareholders resident in the U.K. for tax purposes will generally be liable to U.K. income tax or corporation tax in respect of any dividends or other distributions of an income nature made by the relevant Fund and any amounts reported to investors as "reportable income" in respect of shares held. This income will generally be treated for U.K. tax purposes as either dividend income or interest for the purposes of income tax and corporation tax, as described below.

Delaware Investments Emerging Markets Fund and Delaware Investments U.S. Large Cap Value Fund: For corporate Shareholders subject to U.K. corporation tax, dividends will generally be exempt from corporation tax.

From 6 April 2018, an annual "Dividend Allowance" applies whereby the first £2,000 of dividends received (or deemed to be received) by U.K. resident individuals are exempt from income tax. Above this level, the tax rates applying to dividends will be 7.5% for basic rate taxpayers, 32.5% for higher rate taxpayers and 38.1% for additional rate taxpayers. There is no longer a tax credit attached to dividends.

Delaware Investments Corporate Bond Fund: Where a dividend is paid or treated as paid to a U.K. resident individual by such Funds, the amount will be treated as interest for UK tax purposes. The taxpayer will be liable to income tax at 0% in the case of starting rate for savings income taxpayers, 20% in the case of basic rate taxpayers, 40% in the case of higher rate taxpayers or 45% in the case of additional rate taxpayers. No tax credits are available to reduce these effective tax rates. Corporate Shareholders subject to U.K. corporation tax will be liable to tax on these amounts in accordance with the loan relationships rules (see also the note below about these Funds on gains for corporate shareholders).

From 6 April 2016, a personal savings allowance exempts from tax the first £1,000 of savings income (including distributions taxable as interest) received or deemed to be received by U.K. resident individuals, in the hands of basic rate taxpayers (there will no longer be a separate starting rate). The exempt amount is £500 for higher rate taxpayers. Additional rate taxpayers do not receive the personal savings allowance.

Gains

Where a Share Class has had reporting fund status (and, where relevant, previously distributing fund status) throughout the duration of the Shareholder's investment in that Share Class, any gain on disposal of the investment (allowing for a deduction of any amounts reported as income but not actually distributed) will be subject to U.K. taxation as a capital gain.

Where a Share Class has not had reporting fund status (or, where relevant, previously distributing fund status) throughout the duration of the Shareholder's investment in that Share Class, any gain on disposal of the investment (allowing for a deduction of amounts reported as income but not actually distributed) will be subject to U.K. taxation as income.

Where over 60% of a Fund's investments by market value are invested at any time in a relevant accounting period in interest-paying (and economically similar) investments (making it a "bond fund"), such as in the case of Delaware Investments Corporate Bond Fund, then investors within the charge to U.K. corporation tax must treat the holding as a creditor loan relationship for that accounting period. Investors liable to U.K. corporation tax will be taxable on any increase in the fair value of their holdings in those Funds (including any distributions received) over that accounting period (or obtain relief against U.K. corporation tax for any loss). Investors within the charge to U.K. corporation tax which fall within these provisions are not subject to the tax rules described in the two preceding paragraphs in this section headed "*Gains*".

Anti-Avoidance Provisions

The U.K. tax rules contain a number of anti-avoidance provisions that can apply to U.K. resident investors in offshore funds in particular circumstances. It is not anticipated that they will normally apply to investors. Investors should consult their professional adviser if they are in any doubt as to their own tax position.

FATCA and other reporting regimes

The Company is required to report information about investors' holdings in the Funds to the Irish tax authority in order for it to pass certain information to Shareholders' tax authorities under various automatic exchange of information regimes. Irish law currently requires reporting in respect of FATCA (the US Foreign Account and Tax Compliance Act) and the OECD Common Reporting Standard. Please see the "TAXATION" section of the prospectus for further details.

UNITED KINGDOM TAXATION

The following information is a summary of the anticipated tax treatment in the United Kingdom. This information is based on the law as enacted in the United Kingdom on the date of this Supplementary Prospectus, is subject to changes therein (possibly with retrospective effect) and is not exhaustive. The summary applies only to persons who hold their Shares beneficially as an investment and not for trading or other purposes and (save where expressly referred to) who are resident in the United Kingdom for United Kingdom tax purposes.

The following information does not constitute legal or tax advice. Prospective investors should consult their own professional advisors on the implications of making an investment in, and holding or disposing of Shares and the receipt of distributions with respect to such Shares under the law of the countries in which they are liable to taxation. Prospective investors should consult their own professional advisors if they are in any doubt about their position.

The Company

As a UCITS, the Company will not be treated as United Kingdom resident for United Kingdom tax purposes. Accordingly, and provided that the Company does not carry on a trade in the United Kingdom through a permanent establishment situated in the United Kingdom for corporation tax purposes, or through a branch or agency situated in the United Kingdom within the charge to income tax, the Company will not be subject to United Kingdom corporation tax or income tax on income and capital gains arising to it, save as noted below in relation to possible withholding tax on certain United Kingdom source income. The Directors intend that the affairs of the Company are conducted so that no such permanent establishment, branch or agency will arise insofar as this is within their control, but it cannot be guaranteed that the conditions necessary to prevent any such permanent establishment, branch or agency coming into being will at all times be satisfied.

Interest and other income received by the Company which has a United Kingdom source may be subject to withholding taxes in the United Kingdom.

Shareholders

Subject to their personal circumstances, individual Shareholders resident in the United Kingdom for taxation purposes will be liable to United Kingdom income tax in respect of any dividends or other distributions of income (including reportable income) by the Company, whether or not such distributions are reinvested.

Companies within the charge to United Kingdom corporation tax should generally be exempt from United Kingdom corporation tax on distributions made by the Company although it should be noted that this exemption is subject to certain exclusions and specific anti-avoidance rules (particularly in the case of "small companies", as defined in section 931S of the Corporation Tax Act 2009 ("**CTA 2009**").

Each class of Shares of a Fund will be deemed to constitute an "offshore fund" for the purposes of the offshore fund legislation in Part 8 of the Taxation (International and Other Provisions) Act 2010 ("**TIOPA 2010**"). Under this legislation, any gain arising on the sale, redemption or other disposal of shares in an offshore fund (which may include an in specie redemption by the Company) held by persons who are resident in the United

Kingdom for tax purposes will be taxed at the time of such sale, disposal or redemption as income and not as a capital gain. This does not apply, however, where the relevant class is accepted by HM Revenue & Customs as a "reporting fund" throughout the period during which Shares in the Company have been held.

Certain classes of Shares of the Company have been approved as reporting funds and will meet the income reporting requirements set out below. Potential investors are referred to HM Revenue & Customs' published list of reporting funds for confirmation of those classes approved as reporting funds (at www.gov.uk/government/publications/offshore-funds-list-of-reporting-funds). Although the Directors will endeavour to ensure that approval of such classes as reporting funds is maintained, this cannot be guaranteed. The Directors reserve the right to apply for reporting fund status in respect of any class of Shares.

In order for a class to qualify as a reporting fund the Company must apply to HM Revenue & Customs for entry of the relevant class into the reporting fund regime, and for each accounting period it must then report to investors 100 per cent of the net income attributable to the relevant class, that report being made within six months of the end of the relevant accounting period. United Kingdom resident individual investors will be taxable on such reported income, whether or not the income is actually distributed. Income for these purposes is computed by reference to income for accounting purposes as adjusted for capital and other items.

Provided a class is approved as a reporting fund throughout the period during which Shares in such class have been held, apart from any sums representing accrued income for the period of disposal, gains realised on the disposal of Shares by United Kingdom taxpayers will be subject to taxation as capital and not as income unless the investor is a dealer in securities. Any such gains may accordingly be reduced by any general or specific United Kingdom exemption available to a Shareholder and this may result in certain investors incurring a proportionately lower United Kingdom tax charge.

Subject to the regulations mentioned below, under the reporting fund regime reportable income is attributed only to those investors who remain as Shareholders at the end of the relevant accounting period. This means that, particularly where actual dividends are not declared in relation to all the income of a class of Shares, Shareholders could receive a greater or lesser share of dividend income than anticipated in certain circumstances such as when, respectively, class size is shrinking or expanding. Regulations enable a reporting fund to elect to operate dividend equalisation or to make income adjustments, which should minimise this effect. The Directors reserve the right to make such an election in respect of any class which has reporting fund status.

Chapter 6 of Part 3 of the Offshore Funds (Tax) Regulations 2009 (the "**Regulations**") provides that specified transactions carried out by a UCITS fund, such as the Company, will not generally be treated as trading transactions for the purposes of calculating the reportable income of reporting funds that meet a genuine diversity of ownership condition. The Directors confirm that all classes of Shares with reporting fund status are primarily intended for and marketed to retail and institutional investors. For the purposes of the Regulations, the Directors undertake that all classes of Shares in the Company with reporting fund status will be widely available and will be marketed and made available sufficiently widely to reach the intended category of investors and in a manner appropriate to attract those kinds of investors.

A Shareholder who is resident in the United Kingdom and who, subsequent to subscription, wishes to convert Shares of one class into Shares of a different class (in accordance with the procedure outlined in "Conversion of Shares" in the Prospectus) should note that such a conversion may give rise to a disposal triggering a potential liability to income tax or corporation tax as appropriate (in the case of a class of Shares which is not approved as a reporting fund) or capital gains tax or corporation tax (in the

case of a class of Shares which is approved as a reporting fund), in each case depending upon the value of the shareholding on the date of conversion.

Chapter 3 of Part 6 of the CTA 2009 provides that, if at any time in an accounting period a corporate investor within the charge to United Kingdom corporation tax holds an interest in an offshore fund and there is a time in that period when that fund fails to satisfy the "non-qualifying investments test", the interest held by such a corporate investor will be treated for the accounting period as if it were rights under a creditor relationship for the purposes of the rules relating to the taxation of most corporate debt contained in the CTA 2009 (the "**Corporate Debt Regime**"). The Shares will (as explained above) constitute interests in an offshore fund. In circumstances where the test is not so satisfied (for example where a class invests in cash, securities or debt instruments or open-ended companies that themselves do not satisfy the "non-qualifying investments test" and the market value of such investments exceeds 60 per cent. of the market value of all its investments at any time), the Shares in the relevant class will be treated for corporation tax purposes as within the Corporate Debt Regime. As a consequence, all returns on the Shares in respect of each corporate investor's accounting period during which the test is not met (including gains, profits and deficits and exchange gains and losses) will be taxed or relieved as an income receipt or expense on a fair value accounting basis. Accordingly, a corporate investor in the Company may, depending on its own circumstances, incur a charge to corporation tax on an unrealised increase in the value of its holding of Shares (and, likewise, obtain relief against corporation tax for an unrealised reduction in the value of its holding of Shares). The provisions relating to non-reporting funds (outlined above) would not then apply to such corporate Shareholders and the effect of the provisions relating to holdings in controlled foreign companies (outlined below) would then be substantially mitigated.

The attention of individual Shareholders resident in the United Kingdom is drawn to the provisions of Chapter 2 of Part 13 of the Income Tax Act 2007 under which the income accruing to the Company may be attributed to such a Shareholder and may render them liable to taxation in respect of the undistributed income and profits of the Company. This legislation will, however, not apply if such a Shareholder can satisfy HM Revenue & Customs that either:

- (i) it would not be reasonable to draw the conclusion from all the circumstances of the case, that the purpose of avoiding liability to taxation was the purpose, or one of the purposes, for which the relevant transactions or any of them were effected;
- (ii) all the relevant transactions are genuine commercial transactions and it would not be reasonable to draw the conclusion, from all the circumstances of the case, that any one or more of the transactions was more than incidentally designed for the purpose of avoiding liability to taxation; or
- (iii) all the relevant transactions were genuine, arm's length transactions and if the Shareholder were liable to tax under Chapter 2 of Part 13 in respect of such transactions such liability would constitute an unjustified and disproportionate restriction on a freedom protected by Title II or IV of Part Three of the Treaty on the Functioning of the European Union or Part II or III of the EEA Agreement.

Part 9A of TIOPA 2010 subjects United Kingdom resident companies to tax on the profits of companies not so resident (such as the Company) in which they have an interest. The provisions, broadly, affect United Kingdom resident companies which hold, alone or together with certain other associated persons, shares which confer a right to at least 25 per cent of the profits of a non-resident company (a "**25% Interest**") (or, in the case of an umbrella fund, a Fund thereof) where that non-resident company (or Fund) is controlled by persons who are resident in the United Kingdom and is subject to a lower level of taxation in its territory of residence. The legislation is not directed towards the taxation of capital gains. In addition, these provisions will not apply if the Shareholder

reasonably believes that it does not hold a 25% Interest in the Company (or relevant Fund) throughout the relevant accounting period.

The attention of persons resident in the United Kingdom for taxation purposes is drawn to the provisions of section 13 of the Taxation of Chargeable Gains Act 1992 ("**section 13**"). Section 13 applies to a "participator" for United Kingdom taxation purposes (which term includes a shareholder) if at any time when any gain accrues to a company which constitutes a chargeable gain for those purposes, at the same time, the company is itself controlled by a sufficiently small number of persons so as to render the company a body corporate that would, were it to have been resident in the United Kingdom for taxation purposes, be a "close" company for those purposes. The provisions of section 13 could, if applied, result in any such person who is a "participator" in the Company being treated for the purposes of United Kingdom taxation of chargeable gains as if a part of any chargeable gain accruing to the Company had accrued to that person directly, that part being equal to the proportion of the gain that corresponds on a just and reasonable basis to that person's proportionate interest in the Company as a "participator". No liability under section 13 could be incurred by such a person however, where such proportion does not exceed one quarter of the gain. In addition, exemptions may also apply where none of the acquisition, holding or disposal of the assets had a tax avoidance main purpose or where the relevant gains arise on the disposal of assets used only for the purposes of genuine, economically significant business activities carried on outside the United Kingdom

In the case of United Kingdom resident individuals domiciled outside the United Kingdom, section 13 applies only to gains relating to United Kingdom situate assets of the Company and gains relating to non-United Kingdom situate assets if such gains are remitted to the United Kingdom

Common Reporting Standard

Drawing extensively on the intergovernmental approach to implementing FATCA, the OECD developed the Common Reporting Standard to address the issue of offshore tax evasion on a global basis. Aimed at maximising efficiency and reducing cost for financial institutions, the CRS provides a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS, tax authorities in participating CRS jurisdictions will obtain from reporting financial institutions, and automatically exchange with tax authorities in other participating CRS jurisdictions in which the investors of the reporting financial institutions are tax resident on an annual basis, personal and account information with respect to all reportable accounts identified by financial institutions on the basis of common due diligence and reporting procedures. Ireland has implemented the CRS. As a result, the Company is required to comply with the CRS due diligence and reporting requirements, as adopted in Ireland. Shareholders will be required to provide additional information to the Company to enable the Company to satisfy its obligations under the CRS. Failure to provide requested information may subject a Shareholder to liability for any resulting penalties or other charges and/or mandatory termination of its interest in the Company. Please see the "TAXATION" section of the prospectus for further details.