

SUPPLEMENT 3 DATED 13 JULY 2017
to the Prospectus issued for OneShare Plc dated 13 July 2017 (the “Prospectus”)

FAB Conservative Allocation Fund

This Supplement contains information relating specifically to the FAB Conservative Allocation Fund (the “Fund”), a sub-fund of OneShare Plc (the “Company”), an open-ended umbrella type investment company with segregated liability between sub-funds and authorised by the Central Bank on 10 March, 2010 as a UCITS pursuant to the Regulations.

This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus which precedes this Supplement and is incorporated herein.

An investment in the sub-fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.

Investors should note that this Supplement relates to investment by investors dealing directly with the Administrator. Investors who wish to subscribe for Shares via a Local Distributor should contact the relevant Local Distributor. Contact details for the relevant Local Distributor can be found on the website of the Investment Manager, being www.nbad.ae.

As at the date of this Supplement, the Company has seven other sub-funds, namely NBAD OneShare MSCI UAE UCITS ETF, FAB Balanced Allocation Fund, FAB Growth Allocation Fund, FAB MENA Bond Fund, FAB MENA Dividend Leader Fund, FAB Shariah MENA Dividend Leader Fund and NBAD WEC Africa Asia Frontier Markets Fund.

NBAD OneShare MSCI UAE ETF is the only exchange traded fund of the Company whereby its Shares are actively traded on the Abu Dhabi Securities Exchange.

The Directors of the Company whose names appear in the Prospectus under the heading “Management and Administration” accept responsibility for the information contained in this Supplement and the Prospectus. 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 and in the Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

Investors should read and consider the section entitled “Risk Factors” in both the Prospectus and this Supplement before investing in the Fund.

This document does not constitute or form part of any offer or invitation to sell or issue, or the solicitation of any offer to purchase or subscribe for Shares in any jurisdiction in which such offer or solicitation is unlawful.

1. Interpretation

Capitalised expressions used and not defined below shall bear the meanings as set out in the Prospectus.

The expressions below shall have the following meanings:

“Local Distributor”	means a person or entity appointed by the Global Distributor or its delegate to act as a local distributor responsible for marketing the Shares of the Fund.
“Business Day”	means a day on which the banks in the UAE and Ireland are generally open for business on such days or such other day or days as may be determined by the Directors and with the agreement of the Administrator and notified to Shareholders.
“Dealing Day”	means each Business Day or such other day or days as may be determined by the Directors and with the agreement of the Administrator and notified in advance to Shareholders provided that there shall be at least one Dealing Day per fortnight. In circumstances where the last day of the week is not a Business Day, the preceding Business Day shall be the dealing day. Any additional Dealing Days will be notified to Shareholders in advance and will also be announced on www.nbad.ae .
“Dealing Deadline”	means 3.00 p.m. Irish time on the Business Day immediately preceding the relevant Dealing Day or such other time as the Directors may determine and notify to Shareholders provided always that the Dealing Deadline is no later than the Valuation Point. This Dealing Deadline shall apply only to the application for Shares forwarded directly to the Administrator.
“Investment Manager”	The Investment Management business of First Abu Dhabi Bank PJSC.
“Valuation Point”	means close of business in the relevant markets on the Business Day immediately preceding the relevant Dealing Day or such time as determined by the Directors with the agreement of the Administrator from time to time.

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

2. Base Currency

The Base Currency of the Fund shall be US Dollars. The Net Asset Value per Share will be published and settlement and dealing will be effected in the designated currency of each Class.

3. Share Classes

The Company has created one Class of Shares in the Fund, the USD Share Class.

The Directors have the power to issue further Classes of Shares upon prior notification to and clearance in advance with the Central Bank.

4. Investment Objective

The investment objective of the Fund is to provide long-term total returns consistent with a low level of risk.

5. Investment Policy

The Fund aims to achieve this investment objective primarily through investment in collective investment schemes which provide exposure principally to equities, debt securities, Money Market Instruments, currencies and/or alternative investments (i.e. commodities, real estate properties and hedge funds). Although the Investment Manager proposes to primarily obtain these exposures through investment in collective investment schemes, it may occasionally invest directly in equities, debt securities and Money Market Instruments in order to achieve the ranges set out below (i.e. where it is not possible to gain exposure through investment in collective investment schemes). Total exposure to each of the above referenced assets whether achieved through investment in collective investment schemes and/or directly in equities, debt securities and Money Market Instruments will be within the below ranges:-

Asset Class	Normal Range (%)	Neutral (%) *
Equity	0 – 40	15
Debt Securities	30 – 90	70
Alternative Investments (Property, Commodities, etc)	0 – 25	10
Cash / Money Markets	0 – 45	5

* In the long term, it is expected that the asset allocation of the Fund will be approximately in the above referenced neutral position.

Investment in equities will consist of shares of companies listed on or dealt in Recognised Exchanges worldwide. There is no geographic or sectoral bias intended. Any investment in debt securities will include government and/or corporate bonds which may have fixed or floating

rates of interest and which need not be of investment grade. Such debt securities may be listed on or dealt in Recognised Exchanges worldwide.

The Fund is managed both through a rigorous top-down asset allocation and bottom-up financial instrument selection strategy, where the investment process optimises the constant balance between reward and risk by aiming to deliver robust and steady portfolio returns while minimising downside risks. Asset allocation policy is formulated in the Investment Manager's Investment and Tactical Asset Allocation Committees ('IC' and 'TAA'), which are composed of investment experts from the Investment Manager both of which meet regularly. All asset classes provided for in the Fund's investment policy are covered and tactical views are arrived at, as well as those of a more strategic (long-term) nature, the latter of which are used to build and update the portfolio as per the asset class limits as set out in the investment policy. Tactical asset allocation decisions are expressed through over, under, or neutral exposures to the major asset classes, including but not limited to: (a) Money Market; (b) Fixed Income: duration target, credit exposure, emerging market, absolute return, inflation-linked and high yield bonds; (c) Equities: regional and global sector weights. (d) Alternative investments: hedge funds, real estate and commodities. (e) Foreign Exchange. A selection process combining both quantitative and qualitative criteria is used to select best-in-class highly liquid financial instruments including but not limited to collective investment schemes and exchange traded funds in each asset class. An opportunistic and flexible mindset is applied, often based on fundamental themes resulting from detailed discussion within the IC and TAA.

The collective investment schemes invested in by the Fund may be UCITS and/or other collective investment schemes eligible for investment by a UCITS. However given no more than 30% in aggregate of the Net Asset Value of the Fund may be invested in non-UCITS collective investment schemes, the primary focus will be investment in UCITS schemes or sub-funds. In addition the Fund may invest in other sub-funds of the Company. Although the Fund in accordance with regulatory requirements may only invest in a UCITS or non-UCITS scheme which itself can invest no more than 10% of its net asset value in other UCITS or other collective investment undertakings, any investment by the Fund in other sub-funds of the Company is limited further in that the Fund may only invest in other sub-funds of the Company that do not hold units in other sub-funds of the Company.

Any investment in a non-UCITS collective investment scheme will be required to meet the following regulatory requirements:-

- it must have a sole object of collective investment in transferable securities and/or other liquid financial assets of capital raised from the public and operate on the principle of risk spreading;
- it must be open-ended;
- it must be authorised under laws which provide that it is subject to supervision considered by the Central Bank to be equivalent to that specified in EU laws and that co-operation between authorities is sufficiently ensured;
- the level of protection for unitholders in that scheme must be equivalent to that

provided for unitholders in a UCITS and in particular the rules on segregation of assets, borrowing, lending and uncovered sales of transferable securities and money market instruments must be equivalent to the requirements of the UCITS Directive; and

- the business of the scheme must be reported in half yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period.

Pursuant to the Guidance Note issued by the Central Bank in relation to acceptable investments by a UCITS in other collective investment schemes, investment by a UCITS in the following categories of non-UCITS collective investment schemes are permitted:-

- (i) schemes established in Guernsey and authorised as Class A Schemes;
- (ii) schemes established in Jersey as Recognised Funds;
- (iii) schemes established in the Isle of Man as Authorised Schemes;
- (iv) non-UCITS retail collective investment schemes authorised by the Central Bank and non-UCITS collective investment undertakings authorised in a Member State of the European Economic Area (European Union Member States, Norway, Iceland, Liechtenstein), the US, Jersey, Guernsey or the Isle of Man provided all such non-UCITS schemes comply, in all material respects, with the provisions of the CBI UCITS Regulations issued by the Central Bank.

Consequently any investment by the Fund in non-UCITS collective investment schemes will be restricted to the above referenced schemes domiciled in the jurisdictions listed above.

Although it will be normal policy of the Fund to deploy its assets as detailed above, it may also retain cash and cash equivalents such as Money Market Instruments in appropriate circumstances. Such circumstances may include but are not limited to, where market conditions may require a defensive investment strategy, the holding of cash on deposit or Money Market Instruments pending reinvestment, the holding of cash or Money Market Instruments in order to meet redemptions and payment of expenses or in order to support derivative exposure.

6. Investment and Borrowing Restrictions

In accordance with the provisions of Appendix I of the Prospectus, the Company may, on behalf of the Fund, 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. Investment restrictions applying to the Fund are set out in Appendix I to the Prospectus.

7. Investment Manager

The Investment Management business of First Abu Dhabi Bank PJSC has been appointed by the Company to act as discretionary investment manager of the assets of the Fund. This entity will also act as promoter and Global Distributor to the Company.

Further biographical information relating to the Investment Manager is provided in the Prospectus at the section entitled “Promoter”.

In accordance with the investment management agreement entered into between the Company and the Investment Manager (the “Investment Management Agreement”) and subject to the policies and control of the Board of Directors, the Investment Manager will be responsible for the investment and management of the Fund’s assets, including analysing and selecting the investments in which the Fund may invest.

The Investment Manager will be responsible for monitoring the ongoing performance and suitability of the investments for the Fund in accordance with the Fund’s investment objective and policies and to ensure that the Fund adheres to the investment restrictions and guidelines set out in Appendix I.

The Investment Manager may, in accordance with the requirements of the Central Bank delegate in whole or in part any of its duties or obligations (including discretionary investment management) to sub-investment managers or advisers upon such terms as to authority, liability and indemnity as shall be determined by the Investment Manager. Such sub-investment managers or advisers will not be paid directly by the Company. Disclosure of the appointment of any sub-investment managers or advisers will be provided to Shareholders on request and will be disclosed in the periodic reports of the Company. The Investment Manager shall exercise due care and diligence in such appointment and shall supervise the conduct of any delegation it makes. The Investment Manager currently does not plan to delegate any part of its duties and responsibilities.

The Investment Management Agreement provides that either party thereto may terminate the Investment Management Agreement by giving to the other parties thereto not less than thirty (30) days written notice (or such shorter notice as agreed in writing by the parties thereto) or forthwith by notice in writing in certain circumstances such as the insolvency of any party or unremedied breach after notice. The Investment Manager has the power to delegate its duties under the Investment Management Agreement in accordance with the requirements of the Central Bank. The Investment Management Agreement further provides that the Company shall indemnify and hold the Investment Manager harmless out of the Fund’s assets against any damages, losses, liabilities, actions, proceedings, claims, costs and expenses (including reasonable legal fees and expenses) which may be brought against, suffered or incurred by the Investment Manager by reason of the performance of its duties (other than by reason of the Investment Manager’s negligence, bad faith, wilful default, recklessness, breach of the Regulations or fraud).

8. Minimum Subscription and Minimum Redemption in the Primary Market

The Minimum Initial Subscription, Minimum Subsequent Subscription and Minimum Redemption amount are as follows:

Minimum Initial Subscription

Class	Minimum Initial Subscription
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USD Share Class	USD100

Minimum Subsequent Subscription

Class	Minimum Subsequent Subscription
USD Share Class	USD100

Minimum Redemption amount

Class	Minimum Redemption amount
USD Share Class	USD100 (or if less, the value a Shareholder's total holding of Shares in the Class)

The Directors reserve the right to waive or reduce the Minimum Subscription and Minimum Redemption amount.

9. Application for Shares

Please refer to the section of the Prospectus entitled "Application for Shares in the Primary Market" for further details regarding the application process for Shares.

Settlement of Shares

Investors may apply for a specific value of Shares on any Dealing Day (i.e. investors may not apply for a specific amount of shares in the Fund). There are no unit subscriptions permitted in the Fund. Applications and Subscription money received by the Administrator on or before the Dealing Deadline will be executed at the Net Asset Value per share next determined. Subscription monies net of all bank charges should be paid by SWIFT or telegraphic or electronic transfer to the bank account specified in the Application Form by the relevant Dealing Deadline.

With the agreement of the Administrator and the Company, settlement proceeds may be accepted at a later date. In the event that settlement monies are subsequently not paid, all costs and expenses will be borne by the applicant and the Shares will be cancelled.

Investors may subscribe in specie in the Fund (i.e. by the transfer of investments or predominantly investments to the Fund). The Directors may, in their absolute discretion, refuse in specie subscriptions. If a subscription in specie is accepted by the Directors, this does not, in the event of redemption of Shares, confer on the Shareholder a right to have the redemption in specie. Further details in relation to in specie subscriptions are set out in the section entitled 'Application for Shares in the Primary Market' of the Prospectus.

Issue of Shares

Shares may be issued in fractions of Shares (rounded down to three (3) decimal places). The fractional shares may be issued where the amount subscribed does not entitle an Investor to whole shares.

Confirmation of Ownership

Confirmation in writing of entry on the register of Shareholders will be sent to Shareholders within 2 Business Days of the final Net Asset Value for that Dealing Day being calculated by the Administrator.

Subscription Fees

Subscription fees of up to 5% of the total subscription amount may be charged by the Global Distributor or any Local Distributor.

10. Redemption of Shares

Investors may redeem Shares subject to the provisions of the Prospectus entitled "Redemption of Shares in the Primary Market".

Investors may redeem either a specific number of Shares or Shares of a specified value on any Dealing Day. Any redemption requests received by the Administrator will be redeemed at the Net Asset Value per share next determined, subject to any applicable charges. Any redemption requests received at or after Dealing Deadline will be treated as having been received on the next following Dealing Day for that Fund.

The Directors may, with the consent of the individual Shareholders, satisfy any request for redemption of Shares by the transfer in specie to those Shareholders of assets of the relevant Fund having a value equal to the redemption price for the Shares redeemed as if the redemption proceeds were paid in cash less any redemption charge and other expenses of the transfer. The nature and type of assets to be transferred in specie to each Shareholder shall be determined by the Directors (subject to the approval of the Depositary as to the allocation of assets) on such basis as the Directors in their discretion shall deem equitable and not prejudicial to the interests of the remaining Shareholders in the relevant Fund or Class.

Timing of Payment

Redemption proceeds in respect of Shares will be paid to investors within four Business Days from the relevant Dealing Day provided that all required documentation has been furnished to and received by the Administrator. The redemption proceeds will be paid to the bank account details provided in the original application form. The proceeds will be paid in the currency of denomination of the relevant Share Class of the Fund concerned at the expense and risk of the Shareholder. No third party payments can be made. During the settlement of redemptions, such Shares are not available for switching to other sub-funds of the Company.

11. Conversion of Shares

Subject to the approval of the Directors and the Minimum Subscription and Minimum Redemption Amount and, if applicable, Minimum Holding requirements of the relevant Fund or Classes, Shareholders in the Primary Market may convert some or all of their Shares in one Fund or Class to Shares in another Fund or Class or another Class in the same Fund in accordance with the procedures specified in the Prospectus under the heading "Conversion of Shares in the Primary Market". The Directors do not currently intend to impose a conversion fee.

12. Suspension of Dealing

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the Fund is suspended in the manner described in the Prospectus under the heading "Suspension of Valuation of Assets". Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares will be considered and requests for redemption and/or conversion will be processed as at the next Dealing Day following the ending of such suspension.

13. Fees and Expenses

The following fees and expenses are payable out of the Fund. In addition, the Fund shall bear its attributable portion of the fees and operating expenses of the Company. The operating fees and expenses of the Company are set out below in addition to the information set out in detail under the heading "Fees and Expenses" in the Prospectus.

Where there is more than one Fund in existence, operating expenses and the fees and expenses of service providers which are payable by or attributable to the Company as a whole as opposed to individual Funds (including, inter alia, meetings of the Company, Directors fees, updates of the Prospectus, etc) shall be divided between all applicable Funds in proportion to the Net Asset Value of the relevant Funds.

Investment Manager

First Abu Dhabi Bank PJSC shall be entitled to receive out of the net assets of the Fund an annual fee not exceeding 1.25% of the Net Asset Value of the Fund in respect of its services as investment manager. This annual fee shall be calculated and accrued at each Valuation Point and payable monthly in arrears. First Abu Dhabi Bank PJSC in its capacity as investment manager may at its discretion waive the whole or any part of its annual fee. Reasonable out-of-pocket expenses incurred by First Abu Dhabi Bank PJSC in the performance of its duties as investment manager will be reimbursed by the Fund as may be approved from time to time by the Directors.

Global Distributor Fees

Subscription fees of up to 5% of the total subscription amount may be charged by the Global Distributor or any Local Distributor. The Global Distributor may appoint multiple Local Distributors to provide services in different jurisdictions. Reasonable out-of-pocket expenses incurred by First Abu Dhabi Bank PJSC in the performance of its duties as global distributor will be reimbursed by the Fund as may be approved from time to time by the Directors.

Administrator Fees

The Administrator shall be entitled to receive out of the net assets of the Fund an annual fee as set out below which will not exceed 0.05% of the Net Asset Value of the Fund (plus VAT, if any), accrued and calculated on each Valuation Point and payable monthly in arrears, subject to a minimum annual fee which at umbrella level is USD 36,000 per month until 31 December, 2016 and thereafter USD 43,000 per month. This minimum fee is apportioned across all Funds of the Company based on the Net Asset Value of each Fund..

The Administrator shall also be compensated for other services, including inter alia account maintenance, registration and transaction fees which shall be at normal commercial rates together with VAT, if any, thereon.

Depository Fees

The Depository shall be entitled to receive out of the net assets of the Fund an annual trustee fee not exceeding 0.0125% of the Net Asset Value of the Fund (plus VAT, if any), accrued and calculated on each Valuation Point and payable monthly in arrears.

In addition to such remuneration, the Depository shall be entitled to be repaid all of its reasonable disbursements incurred on behalf of the Fund, including the safe-keeping fees and expenses of any sub-custodian (which shall be at normal commercial rates) and transaction charges (which shall also be at normal commercial rates) levied by the Depository or any sub-custodian.

Fees payable in respect of Investments in Underlying Funds

The Fund may be liable to pay, without limitation, subscription, redemption, management, performance, distribution, administration and/or custody fees or charges in respect of each collective investment scheme in which it invests. Such typical fee ranges of underlying collective investment schemes include up to 2.0% of the collective investment scheme's net asset value in respect of management fees, a range of 0.05% to 0.25% of the collective investment scheme's net asset value in respect of administration and trustee fees (excluding any annual minimum fees) and between 0% and 20% of the portion of the increase of performance of the net asset value of the respective underlying fund over a predetermined period of time in respect of performance fees payable to the investment manager of the underlying collective investment scheme (except in some cases where such performance fees are payable only in excess of an applicable hurdle rate).

However, where the Fund invests in another sub-fund of the Company, there will be no double dipping of management fees (or investment management fees where such fee is paid directly out of the assets of the Fund) in respect of that portion of the assets invested by the Fund in the other sub-fund of the Company. If the Fund invests in the shares of other collective investment schemes that are managed, directly or by delegation, by the Investment Manager or by any other company with which the Investment Manager is linked by common management or control, or by a substantial direct or indirect holding, the Investment Manager or other company may not charge subscription, conversion or redemption fees on account of investment by the Fund in the shares of such other collective investment schemes.

14. Distributions

The Fund is an accumulating Fund and therefore it is not intended to distribute dividends to the Shareholders. The income, earnings and gains of the Fund will be accumulated and reinvested on behalf of Shareholders.

The Directors may at any time determine to change the policy of the Fund with respect to distribution. If the Directors so determine, full details of any such change will be provided in an updated prospectus or supplement and will be notified to Shareholders in advance of such change becoming effective.

15. Risk Factors

The attention of investors is drawn to the “Risk Factors” section in the Section of the Prospectus entitled “The Company” and should also consider the following risk factors prior to investing in the Fund:

Absence of Secondary Market

Currently there is no public market for the Shares of the Fund and it is unlikely that any active secondary market for the Fund will develop. Shareholders may only be able to dispose of their Shares by means of redemptions on the relevant Dealing Day at a relevant redemption price, in the absence of an active secondary market. The risk of any decline in the Net Asset Value during the period from the date of notice of redemption until the Dealing Day will be borne by the Shareholders requesting redemption.

Emerging Market Risk

The Fund may have exposures in excess of 30% of the Net Asset Value of the Fund in emerging markets. Differences in business practices, high levels of debt, inflation and regular currency fluctuations may significantly impair economies of emerging nations when compared to developed countries. Further details in relation to emerging market risk are outlined in the “Risk Factors” section of the Prospectus in the section entitled “The Company”.

16. Publication of Net Asset Value per Share

In addition to the publication of the Net Asset Value per Share in the manner described in the Prospectus at the section entitled "Publication of Net Asset Value per Share", the Net Asset Value per Share of the Fund shall also be available from Bloomberg or any other third party data provider as agreed, which shall be updated following each calculation of Net Asset Value per Share.

17. Profile of a Typical Investor

The Fund may be suitable for investors looking for potentially long-term total returns. Investors in this Fund should have at least a two-to-three year investment horizon.