

The Board of Directors (the “**Directors**”) of Vanguard Funds plc (the “**Company**”) listed in the prospectus of the Company (the “**Prospectus**”) under the heading “**The Directors**” jointly accept responsibility for the information in the Prospectus and in this supplemental prospectus (“**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 in the Prospectus and this Supplement accords with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

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Capitalised terms used and not defined in this Supplement shall have the meaning given to them in the Prospectus.

## **VANGUARD USD CORPORATE 1-3 YEAR BOND UCITS ETF**

**(a Fund of Vanguard Funds plc, an open-ended investment company with variable capital structured as an umbrella fund with segregated liability between Funds)**

**SUPPLEMENT DATED 31 JANUARY 2023**

**TO THE PROSPECTUS FOR VANGUARD FUNDS PLC DATED 31 JANUARY 2023**

**This Supplement forms part of, and should be read in the context of, and together with, the Company’s Prospectus dated 31 January 2023 and any other applicable addenda. Investors should also refer to the Company’s latest published annual reports and audited financial statements (if any) and, if published after such report, a copy of the latest semi-annual report and unaudited financial statements.**

**An investment in the Fund should be viewed as medium to long term.**

**If you are in any doubt about the action to be taken or the contents of this supplement, please consult your stockbroker, bank manager, lawyer, accountant or other independent professional adviser.**

## Benchmark Index

Bloomberg Global Aggregate Corporate – United States Dollar Index 1-3 Year (the “**Index**”).

## Investment Objective

This Fund seeks to track the performance of the Index.

## Primary Investment Strategies

In seeking to achieve its investment objective, the Fund aims to provide a return (comprising both income and capital appreciation) which, before application of fees and expenses, is similar to the return of the Index. The Fund employs a “passive management” – or indexing – investment approach, through physical acquisition of securities, designed to track the performance of the Index. The Index is a widely recognised benchmark designed to reflect the total universe of USD denominated fixed-rate corporate bonds which are generally investment grade with maturities of between one and three years. The Index rebalances on a monthly basis. For potential cost impacts of rebalancing, please see the section of the Prospectus headed “**Index rebalancing and costs**”. Further information in relation to the Index, including details as to its exact composition, can be obtained at <https://www.bloomberg.com/professional/product/indices/bloomberg-fixed-income-indices/#/ucits>

In tracking the performance of the Index, the Fund will invest in a portfolio of fixed-rate US Dollar-denominated corporate bonds (including subordinated and callable bonds) that so far as possible and practicable consists of a representative sample of the component securities of the Index. See the “**The Funds**” section of the Prospectus for further information, in particular in relation to optimisation and sampling techniques used in tracking the performance of the Index.

Where consistent with its investment objective, the Fund may also hold fixed-rate government and corporate bonds (including subordinated and callable bonds, as described further below) that are not component securities of the Index, but whose risk and return characteristics closely resemble the risk and return characteristics of constituents of the Index or of the Index as a whole. For example, the Investment Manager may acquire newly issued bonds which meet all of the requirements for inclusion in the Index in anticipation of such bonds being represented in the Index when it next rebalances or government bonds may be acquired as a proxy or substitute for the duration component of the Index (being a measure of the sensitivity of the price of bonds represented in the Index to a change in interest rates) where the duration of the government bonds is likely to resemble that of constituents of the Index or of the Index as a whole.

The bonds in which the Fund will invest will meet the credit rating requirements of the Index (generally, investment grade). In circumstances where constituent securities of the Index that are held by the Fund are downgraded or have their rating withdrawn, such securities may continue to be held by the Fund until such time as they cease to form part of the Index and the positions can be liquidated by the Investment Manager bearing in mind the best interests of Shareholders.

In tracking the performance of the Index, the Fund may on occasion invest directly in Russian securities in accordance with the weighting attributed to such securities if present in the Index. As at the date of this Prospectus, 0.00% of the Index, as it is currently constituted, comprised such securities. The securities in which the Fund will invest shall, to the extent required by the UCITS Regulations, be listed or traded on the Regulated Markets set out in **Appendix 5** of the Prospectus.

## Other Investment Strategies

The Fund may also invest on an ancillary basis in exchange-traded and over-the counter (“OTC”) financial derivative instruments (“FDI”), provided that any such investment will be undertaken for efficient portfolio management purposes only and in accordance with **Appendix 4** of the Prospectus and the requirements of the Central Bank. Investments in OTC FDI shall be with UCITS-eligible counterparties that have been selected taking into account considerations including best execution and the extent of any counterparty risk exposure applying to the Fund at the time of investment.

Specifically, the Fund may invest in the following FDI:

- Single name credit default swaps (“CDS”) and credit-default swap indices (for example, CDX) which may be used to hedge credit exposure to a particular issuer, maturity or seniority of debt issuance represented in the Index or, in the case of CDS indices, to a particular sector of the fixed income market or to gain efficient exposure to the foregoing from a costs and/or risk perspective, for example during periods of illiquidity in the bond markets;
- total return swaps (excluding funded swap agreements) which may be used to gain efficient exposure to the constituents of the Index (for example, in circumstances where an Index constituent is illiquid or is otherwise unavailable to the Fund for direct investment due to market or regulatory reasons), to the performance of the Index itself, to reduce transaction costs or taxes or minimise tracking error;
- interest rate futures and swaps to hedge against interest rate risk arising at the level of the Fund’s portfolio; and
- exchange-traded futures and options on single-name bonds or bond indices in order to hedge against risk exposures arising in the portfolio, to manage cash flows on a short term basis and/or to achieve cost efficiencies, which may include short exposure to US treasury futures for duration hedging purposes.

The Fund will not invest in FDI for speculative purposes and only a limited percentage of its assets may be committed to FDI investments at any time. The Fund will not be leveraged as a result of its investments in FDI as it will at all times and, to the extent necessary, hold sufficient cash to cover the exposure arising from any such investment. See **Appendix 4** of the Prospectus for further information on leverage and the calculation of global exposure.

In addition, in tracking the performance of the Index, the Fund may, in accordance with the requirements of the Central Bank, invest in other Funds of the Company and other collective investment undertakings including exchange traded funds and undertakings linked by common management or control to each other or to the Company. See **Appendix 3** of the Prospectus for information on investment in collective investment schemes, including other Funds of the Company.

While the Fund attempts to be fully invested each day, the Fund may also invest in short-term, high quality money market instruments (including government securities, bank certificates of deposits or engage in overnight repurchase agreements) and/or money market funds for cash management purposes.

The value of the Fund’s long positions will not exceed 100% of its Net Asset Value and the absolute value of its short positions will not exceed 40% of its Net Asset Value.

## Temporary Investment Measures

The Fund may temporarily depart from the investment strategies set out above in response to the Investment Manager’s perception of extraordinary market, political or similar conditions. During these periods, and for as long as and to the extent deemed necessary by the Investment Manager in the best

interests of Shareholders, the Fund may increase its holdings of cash and ancillary liquid assets. In doing so, the Fund may succeed in avoiding losses, but may otherwise fail to achieve its investment objective.

### **Acceptable Counterparties**

The Fund may only enter into swap transactions with counterparties in accordance with the requirements of the Central Bank's UCITS Regulations where a credit assessment has been undertaken. Where the counterparty is subject to a credit rating by any agency registered and supervised by ESMA, that rating shall be taken into account in the credit assessment. Where a counterparty is downgraded to A-2 or below (or comparable rating) by such a credit rating agency, a new credit assessment in respect of the counterparty will be undertaken without delay.

### **Tracking Error**

It is anticipated that, under normal market circumstances, the annualised ex-post Tracking Error of the Fund, will be up to 0.30%. While it is anticipated that the ex-post Tracking Error of the Fund under normal circumstances will not vary significantly from this level, there is no guarantee that this level of Tracking Error of the Fund will be realised and none of the Company, the Manager or the Investment Manager or any of their affiliates will be liable for any discrepancies between the anticipated Tracking Error and the level of Tracking Error subsequently observed. The annual report of the Company will provide an explanation of any divergence between anticipated and realised Tracking Error for the relevant period. As the Fund matures (i.e. grows in size and subscriptions and redemptions generally offset each other) it is possible that Tracking Error may be reduced. Please refer to the section of the Prospectus headed "**Plain Talk about Excess Return and Tracking Error**" for further information on Tracking Error.

### **Portfolio Information**

Information on the Fund's portfolio can be found at  
<https://global.vanguard.com/portal/site/portal/ucits-documentation##reports-policies>.

### **Primary Risks**

In addition to the risks set out below, please refer to the section of the Prospectus entitled "**Risk Factors**" for information in relation to the risks applicable to an investment in the Company, including any investment in the Fund:

#### *Risks of investment in subordinate and callable bonds:*

The Fund may invest in callable bonds. A callable bond is a bond that may be redeemed or 'called' by its issuer (i.e. by returning the principal to the investor and ceasing coupon payments) before it matures, usually subject to certain conditions or limits. Callable bonds are typically used as a hedge against interest rate risk since issuers can reduce their liabilities by paying off existing debt (i.e. by calling the bond) when interest rates fall and offering new bonds at lower interest rates. Such investments expose the Fund to the risk that, in falling interest rate markets, it may be forced to reinvest recouped principal (i.e. from bonds that have been called) at lower interest rates, with the result that the Fund's income is reduced.

The Fund may also invest in subordinate bonds, which are a class of bond that rank lower than other types of bond in terms of the priority accorded to their repayment where the issuer of the bond is liquidated. A subordinate bond therefore carries a higher risk of default on repayment, but also pays higher returns than other classes of bond.

## Currency Hedging Policy

FDI will be used for currency hedging purposes for classes denominated in currencies other than the Base Currency of the Fund. Please see the section of the Prospectus headed “**Currency Hedging at Share Class Level**” for further details.

## Fund Details

*Investment Manager:* Vanguard Global Advisers, LLC.

*Base Currency:* USD.

## Shares on Offer

The ETF Shares which are available for subscription are set out in the table under the heading “**Classes of Shares**” in **Appendix 1** to the Prospectus and subscription shall be in accordance with the details below.

## Subscription /Redemption

ETF Shares may be subscribed or redeemed in-kind or in cash in accordance with the terms of the Prospectus (see the “**Buying Shares**” and “**Redeeming Shares**” sections of the Prospectus for further information).

## Dealing Details

<b>Initial Offer Price</b>  <b>ETF Shares – Creation Units:</b>	Un-launched Share classes will be offered at USD 50 per Share, EUR 50 per Share, GBP 50 per Share, CHF 50 per Share or MXN 2000 per Share as relevant, depending on the relevant Share class currency, or such other amount determined by the Investment Manager at the relevant time and communicated to investors prior to investment. These prices are excluding custody and transaction fees (as detailed in the table below entitled “ <b>ETF Shares</b> ” below).
<b>Initial Offer Period</b>  <b>ETF Shares – Creation Units:</b>	The un-launched Share classes are offered from 9 a.m. (Irish time) on 1 February 2023 and will close at 5 p.m. (Irish time) on 31 July 2023, unless such period is shortened or extended by the Directors and notified to the Central Bank.
<b>Dealing Days</b>	Each Business Day will be a Dealing Day except for any day on which, in the sole determination of the Investment Manager:  (a) markets on which the securities included in the Index are listed or traded, or markets relevant to that Index, are closed and as a result of which 25% or more of the securities included in the Index may not be traded; or

	<p>(b) the fair and accurate valuation of the Fund's portfolio of securities, or a significant portion thereof, in accordance with the UCITS Regulations, this Prospectus and the Constitution of the Company, is impeded; or</p> <p>(c) there is a public holiday in the jurisdiction in which a delegate of the Investment Manager which has been appointed in respect of the Fund is based;</p> <p>(each such Business Day, being a “<b>Fund Holiday</b>”), and in each case provided there is at least one Dealing Day per fortnight.</p> <p>A calendar of the Fund Holidays for the Fund is available on <a href="https://global.vanguard.com/portal/site/loadPDF?country=global&amp;docId=11628">https://global.vanguard.com/portal/site/loadPDF?country=global&amp;docId=11628</a>.</p>
<p><b>Cut Off Time – Subscriptions</b></p> <p><b>In-kind:</b></p> <p><b>Cash:</b></p>	<p>For unhedged Share classes in-kind subscriptions 4.30 p.m. (Irish time) on the relevant Dealing Day.*</p> <p>For hedged Share classes in-kind subscriptions 2.00 p.m. (Irish time) on the relevant Dealing Day.*</p> <p>For unhedged Share classes cash subscriptions 3.00 p.m. (Irish time) on the relevant Dealing Day.*</p> <p>For hedged Share classes cash subscriptions 2.00 p.m. (Irish time) on the relevant Dealing Day.*</p> <p>* The Cut-Off Time for receipt of subscription requests in respect of the last Dealing Day immediately prior to either 25 December or 1 January in each year shall be 11.30 a.m. (Irish time).</p>
<p><b>Settlement of Subscriptions</b></p> <p><b>In-kind:</b></p> <p><b>Cash:</b></p>	<p>3.00 p.m. (Irish time) on the second Business Day after the relevant Dealing Day.</p> <p>2.00 p.m. (Irish time) on the second Business Day after the relevant Dealing Day.</p>
<p><b>Cut-Off Times - Redemption requests</b></p> <p><b>In-kind:</b></p>	<p>For unhedged Share classes in-kind redemptions 4.30 p.m. (Irish time) on the relevant Dealing Day.*</p>

<b>Cash:</b>	<p>For hedged Share classes in-kind redemptions 2.00 p.m. (Irish time) on the relevant Dealing Day.*</p> <p>For unhedged Share classes cash redemptions 3.00 p.m. (Irish time) on the relevant Dealing Day.*</p> <p>For hedged Share classes cash redemptions 2.00 p.m. (Irish time) on the relevant Dealing Day.*</p> <p>* The Cut-Off Time for receipt of redemption requests in respect of the last Dealing Day immediately prior to either 25 December or 1 January in each year shall be 11.30 a.m. (Irish time).</p>
<b>Settlement of Redemptions</b>	
<b>In-kind:</b>	3.00 p.m. (Irish time) on the second Business Day after the relevant Dealing Day.
<b>Cash:</b>	2.00 p.m. (Irish time) on the second Business Day after the relevant Dealing Day.
<b>Publication of Share Prices</b>	<p><a href="https://www.institutional.vanguard.co.uk/portal/instl/uk/en/product.html#/productType=etf">https://www.institutional.vanguard.co.uk/portal/instl/uk/en/product.html#/productType=etf</a></p> <p>Euronext Dublin (<a href="http://www.ise.ie">www.ise.ie</a>)</p> <p>The London Stock Exchange (<a href="http://www.londonstockexchange.com">www.londonstockexchange.com</a>)</p>
<b>Minimum Subscription (cash dealings)</b>	<p>In respect of MXN denominated Share classes, the cash equivalent of 1 Creation Unit = 100,000 Shares.</p> <p>In respect of all other Share classes, the cash equivalent of 1 Creation Unit = 200,000 Shares.</p>
<b>Minimum Holdings (cash dealings)</b>	<p>In respect of MXN denominated Share classes, the cash equivalent of 1 Creation Unit = 100,000 Shares.</p> <p>In respect of all other Share classes, the cash equivalent of 1 Creation Unit = 200,000 Shares.</p>

### **Mandatory Redemption Thresholds**

**Shareholding Threshold:** The Company may redeem a Shareholder's entire holding if its redemption order results in the Net Asset Value of the Shares held falling beneath the minimum holding set out above or its equivalent in another currency.

**Fund Threshold:** The Company may redeem all the Shares of the Fund if its Net Asset Value falls below US\$100 million or its equivalent in another currency. The Cash Redemption Fee will apply to all such redemptions, unless the Manager determines otherwise.

## Fees and Expenses

The following table describes the fees and expenses you may pay if you buy and hold Shares. Please also refer to the section of the Prospectus entitled “**Fees and Expenses**”.

<b>ETF SHARES*</b>	
<b>Shareholder Fees</b> <i>(fees paid directly from your investment)</i>	<b>Fees/Percentage</b>
<b>ETF Class OCF (Unhedged)</b>	0.09% of NAV
<b>ETF Class OCF (Hedged)</b>	0.14% of NAV
Cash Creation Fee	Maximum of 2.00% of gross subscription amount
Cash Redemption Fee	Maximum of 2.00% of gross redemption proceeds (i.e. the NAV per Share multiplied by the number of Shares being redeemed)
Custody Transaction Fee and Basket Customisation Fee**	The aggregate of these charges will not exceed 2.00% of gross subscription amount/gross redemption proceeds (i.e. the NAV per Share multiplied by the number of Shares being redeemed) ***

\* The Authorised Participant will also be responsible for paying applicable trading charges related to stamp duty and other duties.

\*\* The Company reserves the right to permit or require the substitution of an amount of cash – referred to as “cash-in-lieu” – to be added to the Cash Component to replace any Deposit Securities that may not be available in sufficient quantity for delivery, may not be eligible for transfer, may not be eligible for trading by an Authorised Participant or in the event that in-kind trading is not permissible in particular countries or markets or to replace any Redemption Security which may not be eligible for transfer, may not be eligible for trading by an Authorised Participant or in the event that in-kind trading is not permissible in particular countries or markets. Trading costs incurred by the Fund in connection with the purchase of Deposit Securities with cash-in-lieu amounts will be borne by the relevant Shareholder, through the application of a Basket Customisation Fee (representing the estimated cost of acquisition of the relevant Deposit Securities to the Fund by the cash-in-lieu amount, otherwise than in respect of “Settlement – Cash (Directed)”), to protect existing Shareholders from this expense. See the “Risk Factor” section of this Prospectus for further information on the basket customisation fee.

\*\*\* Details of the current charges are available from the Investment Manager.

## Dividend Distribution Policy

Dividends on the Fund’s Distributing Shares will be paid on a monthly basis. Please see the section of the Prospectus headed “Dividend Distribution Policy” for further details.

The Directors do not intend to declare a dividend on the Fund’s Accumulating Shares. Any income attributable to such Accumulating Shares is reflected in the Fund’s Net Asset Value per Accumulating Share.



## **Index Disclaimer**

"Bloomberg®" and Bloomberg Global Aggregate Corporate – United States Dollar Index 1-3 Year are service marks of Bloomberg Finance L.P. and its affiliates, including Bloomberg Index Services Limited ("BISL"), the administrator of the index (collectively, "Bloomberg"), and have been licensed for use for certain purposes by the Company on behalf of the Vanguard USD Corporate 1-3 Year Bond UCITS ETF (the "Fund").

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## **Appendix 1**

### **Funds of the Company**

As at the date of this Supplement the following Funds have been established and are available for investment:

- Vanguard S&P 500 UCITS ETF;
- Vanguard FTSE 100 UCITS ETF;
- Vanguard U.K. Gilt UCITS ETF;
- Vanguard FTSE All-World UCITS ETF;
- Vanguard FTSE Emerging Markets UCITS ETF;
- Vanguard FTSE Developed Europe UCITS ETF;
- Vanguard FTSE Developed Asia Pacific ex Japan UCITS ETF;
- Vanguard FTSE Japan UCITS ETF;
- Vanguard FTSE All-World High Dividend Yield UCITS ETF;
- Vanguard FTSE 250 UCITS ETF;
- Vanguard FTSE Developed Europe ex UK UCITS ETF;
- Vanguard FTSE North America UCITS ETF;
- Vanguard FTSE Developed World UCITS ETF;
- Vanguard Global Minimum Volatility UCITS ETF;\*
- Vanguard Global Value Factor UCITS ETF;\*
- Vanguard Global Liquidity Factor UCITS ETF;\*
- Vanguard Global Momentum Factor UCITS ETF;\*
- Vanguard EUR Corporate Bond UCITS ETF;
- Vanguard EUR Eurozone Government Bond UCITS ETF;
- Vanguard USD Corporate Bond UCITS ETF;
- Vanguard USD Treasury Bond UCITS ETF;
- Vanguard GBP Corporate Bond UCITS ETF;
- Vanguard USD Emerging Markets Government Bond UCITS ETF;
- Vanguard Euro STOXX 50 UCITS ETF;\*
- Vanguard EUR Corporate 1-3 Year Bond UCITS ETF;
- Vanguard USD Corporate 1-3 Year Bond UCITS ETF;
- Vanguard Germany All Cap UCITS ETF;
- Vanguard Global Aggregate Bond UCITS ETF;
- Vanguard LifeStrategy® 20% Equity UCITS ETF;
- Vanguard LifeStrategy® 40% Equity UCITS ETF;
- Vanguard LifeStrategy® 60% Equity UCITS ETF;
- Vanguard LifeStrategy® 80% Equity UCITS ETF;
- Vanguard U.S. Treasury 0-1 Year Bond UCITS ETF;
- Vanguard ESG Global All Cap UCITS ETF;
- Vanguard ESG Global Corporate Bond UCITS ETF
- Vanguard ESG Developed World All Cap UCITS ETF;
- Vanguard ESG Emerging Markets All Cap UCITS ETF;
- Vanguard ESG North America All Cap UCITS ETF;
- Vanguard ESG Developed Europe All Cap UCITS ETF;
- Vanguard ESG Developed Asia Pacific All Cap UCITS ETF;
- Vanguard ESG EUR Corporate Bond UCITS ETF; and
- Vanguard ESG USD Corporate Bond UCITS ETF.

\*Closed to subscriptions.