

# Franklin Templeton ICAV

## Franklin ClearBridge US Smaller Companies UCITS ETF

**10 October 2025**

**(A sub-fund of Franklin Templeton ICAV, an Irish collective asset-management vehicle constituted as an umbrella fund with segregated liability between sub-funds with registered number C167746 authorised by the Central Bank of Ireland pursuant to the UCITS Regulations).**

**This Supplement (the “Supplement”) forms part of the Prospectus dated 30 September 2025 (the “Prospectus”) in relation to Franklin Templeton ICAV (the “Fund”) for the purposes of the UCITS Regulations. This Supplement should be read in the context of, and together with, the Prospectus and contains information relating to the Franklin ClearBridge US Smaller Companies UCITS ETF (the “Sub-Fund”) which is a separate sub-fund of the Fund.**

**The Sub-Fund is an Actively Managed Sub-Fund.**

**Prospective investors should review this Supplement and the Prospectus carefully and in their entirety and consider the risk factors set out in the Prospectus and in this Supplement before investing in this Sub-Fund. If you are in any doubt about the contents of this Supplement, you should consult your stockbroker, bank manager, solicitor, accountant and/or financial adviser.**

The Directors, as listed in the “*Management*” section of the Prospectus accept responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

Unless otherwise defined herein or unless the context otherwise requires, all defined terms used in this Supplement shall bear the same meaning as in the Prospectus.

<b>Base Currency</b>	USD.
<b>Business Day</b>	As stated in the Prospectus, a day on which markets in the United Kingdom are open and/or such other day or days as the Directors may determine and notify in advance to Shareholders.
<b>Dealing Day</b>	<p>As stated in the Prospectus, every Business Day, excluding:</p> <p>(i) any day on which a market on which securities included in the relevant Index or held by the Sub-Fund are listed or traded is closed, with an aggregate result that 25% or more of the Sub-Fund's investments may not be traded, and/or the day preceding any such day. This is to ensure that dealing in the Sub-Fund's shares will only take place when the markets on which substantially all of the Sub-Fund's investments are traded are open; and/or</p> <p>(ii) such other day or days as the Directors may determine and notify to the Administrator and to Shareholders in advance.</p> <p>There shall be at least one Dealing Day per fortnight.</p> <p>A list of closed market days in respect of the Sub-Fund will be available to Shareholders upon request from the Administrator.</p>
<b>Dealing Deadline</b>	4 pm (Irish time) on each Dealing Day.
<b>Dealing NAV</b>	The Net Asset Value per Share calculated as at the Valuation Point on the relevant Dealing Day.
<b>Distributions</b>	It is not the current intention of the Directors to declare a dividend in respect of the Accumulating Shares.
<b>Index</b>	Russell 2500 Growth Index-NR
<b>Investment Manager</b>	ClearBridge Investments, LLC
<b>ISIN</b>	IE000XJA2OU4
<b>Settlement Deadline</b>	For cash and in-kind subscriptions, appropriate cleared subscription monies/securities must be received by the first Business Day after the Dealing Day, or such earlier date as may be determined by the Sub-Fund and notified to Shareholders from time to time.
<b>Shares Available</b>	Currently one class of ETF Shares is available for subscription.
<b>TER</b>	Up to 0.49% per annum of the Net Asset Value. Further information is set out in the "Fees and Expenses" section of the Prospectus.
<b>Valuation</b>	The Net Asset Value per Share is calculated in accordance with the " <i>Determination of Net Asset Value</i> " section of the Prospectus, using the official closing price published by the exchange. Equities which are not denominated in the Base Currency will be converted into the Base Currency based on the 4 pm London FX rate.
<b>Valuation Point</b>	The Sub-Fund calculates its Net Asset Value at 4 pm New York time on each Business Day.
<b>Website</b>	<a href="http://www.franklintempleton.com">www.franklintempleton.com</a>

## INVESTMENT OBJECTIVE AND STRATEGY

**Investment Objective.** The objective of the Sub-Fund is to provide long term growth and maximise returns through investment in small and mid-capitalisation companies in the US.

**Investment Policy.** The Sub-Fund aims to achieve its investment objective by investing primarily in small and mid-capitalisation companies in the US.

For the avoidance of doubt, investors should note that the Sub-Fund will not track the performance of the Index, rather the Sub-Fund will hold a portfolio of actively selected and managed investments. The Investment Manager has discretion in selecting investments within the Sub-Fund's objective and investment policies. The Index is used for performance comparison purposes. While many of the Sub-Fund's securities will be components of the Index, the weightings of the holdings may differ materially from the weightings in the Index. The Sub-Fund may also invest in securities that are not included in the Index. The Sub-Fund's percentage exposures to sectors and industries may differ materially from those of the Index.

The Sub-Fund will invest in US small and mid-capitalisation stocks. The Investment Manager defines small and mid-capitalisation stocks ("**SMID Stocks**") as those US stocks which fall within a market cap range of \$500 million to the largest constituent of the Index at the time of purchase (the "**Investment Universe**").

Using the Investment Universe, the Investment Manager will apply the process described below to construct a portfolio consisting of between 60-90 high conviction growth stocks which will be diversified by end market, business model and growth profile. Companies whose capitalisations no longer meet the above definition following their purchase will continue to be considered as SMID Stocks for the purposes of the Sub-Fund's investment policy.

The Investment Manager will select SMID Stocks from the Investment Universe issued by companies that, in the view of the Investment Manager, demonstrate a robust business model and are experiencing, or have potential to experience, growth of earnings and/or strong cash flows. The Investment Manager focuses on multi-year opportunities, to allow for compounding effect of earnings and will take a deliberate approach to understanding company fundamentals, key competitors and the structure of relevant industries.

The Investment Manager will generally use a bottom-up approach when selecting investments and focuses its stock selection for the Sub-Fund on cash flow and valuation returns (to minimise any risk of chasing momentum driven stocks). The Investment Manager's "bottom-up" research focuses on an in depth analysis of individual company fundamentals, including valuation metrics and various financial metrics, leverage levels, cash flow levels, earnings dynamics and margins. The Investment Manager will seek to manage the risks associated with the stocks it selects through its understanding a broad range of outcomes, including but not limited to, earnings growth, valuation, industry developments and macroeconomic shifts and through rigorous review of existing holdings to ensure that the original fundamental and valuation cases for investment remain intact over time. This review will involve ongoing assessment of business models, financial performance and relevant industry developments. The Investment Manager benefits from firm-wide fundamental research incorporating Environmental, Social and Governance ("**ESG**") perspectives across industry sectors. This ESG data will be taken into consideration within the stock selection process and with a specific commitment to exclude those companies who have business involvement in the production and distribution of controversial weapons in line with the Franklin Templeton Controversial Weapons Policy, which is available on the Management Company's website (the "**Controversial Weapons Policy**").

Although the assets of the Sub-Fund ordinarily will be invested primarily in common stocks of US companies, the Sub-Fund may also invest a maximum of 20% of the Sub-Fund's Net Asset Value in securities of non-US issuers, including American Depository Receipts and other US listed equity securities. A maximum of 10% of the Sub-Fund's Net Asset Value may be invested in units or shares of other regulated, open-ended collective investment schemes as described under "*Investment in Collective Investment Schemes*" in the

“*Investment Techniques*” section of the Prospectus where the objectives of such funds are consistent with the objective of the Sub-Fund.

The Sub-Fund may hold ancillary liquid assets (deposits and commercial paper) in accordance with the UCITS Regulations.

The Sub-Fund may for investment, hedging and efficient portfolio management purposes, and in accordance with the conditions and limits imposed by the Central Bank, use FDI. The Sub-Fund may use FDI to hedge various investments, for risk management purposes and / or to seek to increase income or gain to the Sub-Fund. The Sub-Fund may also use FDI for investment purposes. These FDI may be either dealt on regulated markets or over-the-counter and will comprise equity and index futures. Any use of FDI for these purposes, are described under “*Use of Financial Derivative Instruments*” in the “*Investment Techniques*” section of the Prospectus. The global exposure relating to FDIs will not exceed 100% of the Sub-Fund’s Net Asset Value.

## **SUSTAINABLE FINANCE**

The investments underlying this Sub-Fund do not take into account the EU criteria for environmentally sustainable economic activities as the Sub-Fund does not seek to promote environmental and social characteristics, within the meaning of Article 8 and does not have a sustainable objective, within the meaning of Article 9.

The Investment Manager benefits from its firm-wide fundamental research incorporating ESG perspectives across industry sectors. The Investment Manager integrates Sustainability Risk into its investment decisions by incorporating this ESG data into its stock selection process and by employing a negative screen to exclude those companies who have business involvement in the production and distribution of controversial weapons, during the stock selection process and on an ongoing basis, in line with the Controversial Weapons Policy. In addition, the Investment Manager may engage with issuers whose securities are held by the Sub-Fund on sustainability matters as a shareholder, on behalf of the Sub-Fund.

However, given the investment strategy of the Fund and its risk profile, the likely impact of sustainability risks on the Fund’s returns is expected to be low.

For further details with respect to Sustainability Risks and ESG Integration for the Sub-Fund through which the Manager may engage with issuers of securities held by the Sub-Fund on sustainability issues, investors should refer to the “*Sustainable Finance*” section of the Prospectus.

## **SECURITIES LENDING**

The expected proportion of the Net Asset Value of the Sub-Fund that could be subject to securities lending transactions is 25%. The expected proportion is an estimate only and the actual percentage may vary over time depending on various factors such as, but not limited to, any deviation from normal market conditions. The maximum proportion of the Sub-Fund’s Net Asset Value that could be subject to such transactions is 45%.

## **INVESTMENT RISKS**

Investment in the Sub-Fund carries with it a degree of risk including the risks described in the “*Risk Considerations*” section of the Prospectus. The “*General Risks*” section describes the risks that relate generally to the Sub-Fund, whereas the “*Specific Risks*” section describes the risks associated with the investment strategy and techniques that may be employed by a given Sub-Fund. For this Sub-Fund, the Specific Risks that are relevant to the investment objective and strategy of this Sub-Fund include the following:

Active Investment Risk.

Counterparty Risk.

Currency Risk.

Equity Risk.

Futures Contracts and Other Exchange-Traded Derivatives Risk.

Market Risk.

Over-the-Counter Derivatives Risk.

Single Country Risk.

These risks are not intended to be exhaustive, and potential investors should review the Prospectus and this Supplement carefully and consult with their professional advisers before purchasing Shares.

The Sub-Fund is not expected to have an above average risk profile or high volatility as a result of its use of FDIs. For information in relation to risks associated with the use of financial derivative instruments, please refer to “*Derivatives Risk*” in the “*Risk Considerations*” section of the Prospectus.

## **INVESTMENT MANAGER**

ClearBridge Investments, LLC is organised under the laws of the State of Delaware, and is registered as an investment adviser in the United States with the SEC. ClearBridge Investments, LLC is a part of Franklin Templeton Investments. As of 31 March 2025, ClearBridge Investments, LLC had approximately US\$180.4 billion of assets under management.

## **INVESTOR PROFILE**

Typical investors in the Sub-Fund are expected to be institutional and retail investors who want to gain exposure to the US equity market by way of an exchanged traded fund.

## **SUBSCRIPTIONS – PRIMARY MARKET**

Accumulating Shares, denominated in USD, are available in the Sub-Fund (the “**Shares**”).

Shares will be available from 9am (Irish time) on 13 October 2025 to 5pm (Irish time) on 13 April 2026 or such earlier or later date as the Directors may determine and notify the Central Bank (the “**Initial Offer Period**”). During the Initial Offer Period, Shares will be available at approximately USD 10 per Share.

Following the Initial Offer Period, Shares will be issued on each Dealing Day at the Dealing NAV with an appropriate provision for Duties and Charges in accordance with the provisions set out below and in the Prospectus. Authorised Participants may subscribe for Shares for cash or in kind on each Dealing Day by making an application by the Dealing Deadline in accordance with the requirements set out below and in the “*Purchase and Sale Information*” section of the Prospectus. Consideration, in the form of cleared subscription monies/securities, must be received by the applicable Settlement Deadline.

## **REDEMPTIONS**

Shareholders may effect a redemption of Shares on any Dealing Day at the appropriate Dealing NAV, subject to an appropriate provision for Duties and Charges, provided that a written redemption request is signed by the Shareholder and received by the Administrator by the Dealing Deadline on the relevant Dealing Day, in accordance with the provisions set out in this section and at the “*Purchase and Sale Information*” section of

the Prospectus. Settlement will normally take place within two Business Days of the Dealing Day but may take longer depending on the settlement schedule of the underlying markets. In any event, settlement will not take place later than 10 Business Days from the Dealing Deadline.

## **CONVERSIONS**

Shares in the Sub-Fund may not be converted for shares in another Sub-Fund.

## **LISTING**

The Shares have been admitted to each of the London Stock Exchange, and the Deutsche Börse, Xetra Exchange.