

FIDELITY INSTITUTIONAL LIQUIDITY FUND PLC

(THE “COMPANY”)

Registered Office
Georges Quay House
43 Townsend Street
Dublin 2
Ireland

INFORMATION FOR INVESTORS IN THE UNITED KINGDOM (“UK”)

THIS IS A COUNTRY SUPPLEMENT FOR INVESTORS IN THE UK (“**COUNTRY SUPPLEMENT**”) TO THE PROSPECTUS OF THE COMPANY DATED 19 JANUARY 2018 AS MAY BE AMENDED FROM TIME TO TIME (THE “**PROSPECTUS**”).

This Country Supplement forms part of, and should be read in conjunction with, the Prospectus. It is authorised for distribution only when accompanied by the Prospectus. Unless otherwise stated, defined terms herein shall have the same meaning as set out in the Prospectus.

The directors of the Company (the “**Directors**”) whose names appear in the “Management and Administration of the Company” section of the Prospectus accept responsibility for the information contained in this document. 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 document is in accordance with the facts and does not omit anything likely to affect the accuracy of such information. The Directors accept responsibility accordingly.

The Company is recognised in the UK by the Financial Conduct Authority under Section 264 of the Financial Services and Markets Act 2000 as a collective investment scheme pursuant to the UCITS Directive. The Company is not covered by the provisions of the Financial Services Compensation Scheme operated in the UK. This country supplement forms part of and should be read in conjunction with the Prospectus of the Company dated 29 December 2017.

UK Representative

The Company has appointed FIL Pensions Management as the UK representative of the Company (the “UK Representative”). The registered address of the UK Representative is as follows:

FIL Pensions Management
Oakhill House
130 Tonbridge Road
Hildenborough
Tonbridge, Kent TN11 9DZ
(Authorised and regulated in the UK by the Financial Conduct Authority)
(Registered in England and Wales number 2015142)
Telephone: + 44 (0) 173 277 7377
Fax: + 44 (0) 173 277 7262

Inspection of Documents

The Articles of Association of the Company together with other documents listed in the Prospectus can be inspected free of charge at the UK Representative’s office and copies obtained at a reasonable charge. Further copies of the Prospectus or copies of the annual and half yearly reports of the Company may also be obtained, free of charge, from the UK Representative. Complaints concerning the Company may be lodged with the UK Representative for forwarding to the Company. The UK Representative is regulated by the Financial Conduct Authority in the conduct of its investment business.

UK Taxation

The following is a summary of various aspects of the United Kingdom (“UK”) taxation regime which may apply to UK resident or ordinarily resident persons acquiring Shares in the Classes of a Fund, and where such persons are individuals, only to those domiciled in the UK. It is intended as a general summary only, based on current law and practice in force as of the date of this Prospectus. Such law and practice may be subject to change, and the below summary is not exhaustive. Further, it will apply only to those UK Shareholders holding Shares as an investment rather than those which hold Shares as part of a financial trade; and does not cover UK Shareholders which are tax exempt or subject to special taxation regimes.

The Company

Provided that the central management and control of the Company is not undertaken in the UK, the Company should not be considered resident for tax purposes in the UK and the Company should not therefore be subject to UK taxation on its profits. The Directors intend to manage the Company to ensure it will not be considered resident in the UK for tax purposes or deemed to carry on a trade in the UK through a permanent establishment located there.

The Company is regarded as an “offshore fund” for UK tax purposes and Shareholders which are resident or ordinarily resident in the UK will be taxed according to the regulations in force for the accounting period in question. See below for further information regarding the UK tax treatment of offshore funds.

Shareholders

Subject to their specific tax position, distributions received by UK resident Shareholders from offshore funds will be subject to UK income tax or corporation tax annually, whether or not reinvested. In addition UK Shareholders holding Shares at the end of each ‘reporting period’ (as defined for UK tax purposes) may potentially be subject to UK income tax or corporation tax on their share of a Class’s ‘reported income’, to the extent that this amount exceeds actual cash distributed. The terms ‘reported income’, ‘reporting period’ and their implications are discussed in more detail below (see ‘Offshore Funds – UK Reporting Fund Status’).

The attention of UK resident corporate Shareholders is drawn to Chapter 3 of Part 6 of the Corporation Tax Act 2009, whereby interests of UK companies in offshore bond funds may be deemed to constitute loan relationships, with the consequence that all profits and losses on such relevant interests are chargeable to UK corporation tax in accordance with a fair value basis of accounting. These provisions apply where the market value of relevant underlying interest-bearing securities and other qualifying investments of the offshore fund (broadly investments which yield a return directly or indirectly in the form of interest) are at any time more than 60 per cent of the value of all the investments of the offshore fund.

Offshore Funds – UK Reporting Fund Status

Under the Finance Act 2009 and Offshore Funds (Tax) Regulations 2009 UK resident Shareholders that hold their interests at the end of the reporting period to which the reported income relates will be subject to income tax or corporation tax on the higher of any cash distribution paid and the full reported amount for the relevant Classes held. The reported income will be deemed to arise to UK Shareholders on the date the report is issued by the Directors provided that the relevant Fund reports within 6 months of the accounting period end.

Where an investor resident or ordinarily resident in the UK holds an interest in an offshore fund that has been designated a ‘reporting fund’ for all of the accounting periods in which they held their interest, any gain accruing upon the sale or other disposal of that interest will be subject to tax as a capital gain rather than income, with relief for any accumulated or reinvested profits which have already been reported by the Fund and subject to UK income tax or corporation tax in the hands of Shareholders. It should be noted that a ‘disposal’ for UK tax purposes would generally include a switching of interest between Funds within the Company and might in some circumstances also include a switching of interests between Classes in the same Fund.

Class A Flex Distributing Shares and Class B Flex Distributing Shares within the Sterling Fund, the Canadian Dollar Fund, the Euro fund and the United States Dollar Fund have obtained UK reporting fund status for all accounting periods commencing after 1 September 2010 until further notice.

Other points to note

The attention of individual Shareholders ordinarily resident in the UK is drawn to the provisions of Chapter 2 of Part 13 of the Income Taxes Act 2007. These provisions are aimed at preventing the avoidance of UK income tax by individuals through transactions resulting in the transfer of assets or income to persons (including companies) resident or domiciled outside the UK, and may render them liable to income tax in respect of undistributed income of the Company on an annual basis. The legislation is not directed towards the taxation of capital gains.

Corporate Shareholders resident in the UK should note the provisions of Chapter 4 of Part 17 of the Income and Corporation Taxes Act 1988 (as amended by Schedule 16 of Finance Act 2009). These provisions may subject UK resident companies to corporation tax on profits of non-resident companies, controlled by persons resident in the UK, in which they have an interest. These provisions affect UK resident companies who have an interest of at least 25 per cent in the profits of a non-UK resident company, where that non-UK resident company is controlled by residents of the UK and is resident in a low tax jurisdiction. This legislation is not presently directed towards the taxation of capital gains.

The attention of Shareholders resident or ordinarily resident in the UK (and who, if individuals, are also domiciled in the UK for those purposes) is drawn to the provisions of Section 13 of Taxation of Chargeable Gains Act 1992. Under these provisions, where a chargeable gain accrues to a company that is not resident in the UK but which would be a close company if it were resident in the UK (such that the gain would not otherwise be taxed in the UK), a person may be treated as though a proportion of that chargeable gain, calculated by reference to their interest in the non-resident company, has accrued to them. However, no liability under Section 13 arises where the gain to be apportioned to him under that section does not exceed one-tenth of the gain.

Any individual Shareholder domiciled or deemed to be domiciled in the UK for UK tax purposes may be liable to UK inheritance tax on their Shares in the event of death or on making certain categories of lifetime transfer.

Since the Company is not incorporated in the UK and the register of Shareholders is kept outside the UK, no liability to UK stamp duty reserve tax should arise by reason of the transfer, subscription for, or redemption of Shares. Liability to UK stamp duty will not arise provided that any instrument in writing, transferring Shares in the Company, or shares acquired by the Company, is executed and retained at all times outside the UK. However, the Company may be liable to transfer taxes in the UK on acquisitions and disposals of investments. In the UK, stamp duty or Stamp Duty Reserve Tax at a rate of 0.5 per cent will be payable by the Company on the acquisition of shares in companies that are either incorporated in the UK or that maintain a share register there.

The above comments are of a general nature only and are not intended to be exhaustive. They relate to complex areas of taxation law and are based on current UK legislation and HM Revenue & Customs practice, which may be subject to change.

19 JANUARY 2018