

SUPPLEMENT IV_v2 DATED 7 SEPTEMBER 2026 TO THE PROSPECTUS OF

PRINCIPIA FUND N.V.

DATED 1 JANUARY 2022

This document constitutes a supplement (“**Supplement IV_v2**”) to the prospectus of Principia Fund N.V. dated January 2022 (the “**Prospectus**”).

This Supplement IV_v2 contains updated information relating to the Prospectus and shall be implemented in the updated version of the Prospectus. Until this information is implemented, this Supplement IV_v2 should be read in conjunction with the Prospectus and Supplement I, Supplement II, and Supplement III. This Supplement IV_v2 replaces Supplement IV in its entirety as of the date of this Supplement IV_v2. Defined terms have the same meaning as ascribed to them in the Prospectus. Any Prospectus information not supplemented herein should be regarded as unchanged.

This Supplement IV_v2 concerns the implementation of the liquidity management tools as included in Directive (EU) 2024/927 (AIFMD II). Due to changes in laws and regulations, the AIFM is required to introduce additional liquidity management tools.

Additionally, the portfolio diversification bandwidth has been increased.

This Supplement IV_v2 (including the amendments to the Prospectus reflected herein) has been published on the website of the Fund Manager, as prescribed by section 16 of the Prospectus.

A notice of amendments made together with an explanation to these amendments will be published on the website of the Fund Manager, as prescribed by section 16 of the Prospectus.

Amendment regarding the portfolio diversification bandwidth

1. In the section entitled “2: Investment Policy”

In the paragraph “Investment Approach” the subparagraph “Diversification” will be deleted and replaced with the following:

“Diversification

Although the Fund aims to be concentrated enough so that stock selection matters substantially to performance; the Fund Manager strongly believes in the benefits of diversification to investment results. The Fund is expected to hold a portfolio of 30 to 75 individually selected securities, with multiple return drivers and avoids excessive concentration in individual securities.”

Amendments regarding the implementation of liquidity management tools

2. In the section entitled “4 THE FUND MANAGER” of the Prospectus

A new paragraph will be included at the end and includes the following:

“Pursuant to applicable laws and regulations under the AIFMD, the Fund Manager is entitled, by operations of law, to apply the following liquidity management tools in exceptional circumstances, where it considers such measures to be in the best interests of the Fund and its Investors:

1. Suspension of subscriptions and redemptions

The Fund Manager may temporarily suspend the subscription and redemption of Shares of the Fund, due to exceptional market conditions or other extraordinary circumstances, and are deemed necessary to protect the interests of the Fund and its Investors. The Fund Manager may also be requested by the AFM to suspend subscriptions and redemptions.

A non-exhaustive list of exceptional circumstances under which the Fund Manager may consider activating suspensions includes: severe liquidity events, critical cyber incident that impacts the Fund, unforeseen market closures, trading restrictions, closure of trading venues, severe financial and/or political crisis.

2. Side pockets

The Fund Manager may segregate certain assets of the Fund into a separate Class or fund. This may include assets whose liquidity profile, valuation characteristics or legal status have materially changed, become uncertain, or otherwise have been adversely affected as a result of exceptional circumstances. It is up to the Fund Manager to determine the applicable conditions for such side pocket(s). Considering the investment strategy of the Fund and the type of assets in which the Fund is expected to invest, the establishment of side pockets is not expected.

The decision to apply any liquidity management tool, as well as the manner and duration of its application, shall be at the discretion of the Fund Manager, acting in good faith, in the interests of the Fund and the Investors and in compliance with its regulatory obligations. These liquidity management tools shall be temporary in nature. The Fund Manager shall notify Investors and the AFM, when such a liquidity management tool is activated and/or de-activated. In respect of side-pockets, the Fund Manager shall inform the AFM prior to activating or de-activating such side-pockets.”

3. In the section entitled “10 REDEMPTION, TRANSFERABILITY” of the Prospectus

A new paragraph will be included as third paragraph and includes:

“During periods of market stress or unusual market circumstances the Fund Manager reserves the right to extend the notice period for redemptions temporarily. This may be activated during market disruptions or liquidity crises to protect remaining Investors and allows the Fund Manager to take the necessary time to divest assets at a reasonable price. The Fund Manager can extend the redemption notice period on a case-by-case basis and with a maximum of two weeks. The Fund Manager will calibrate the length of the extension, considering the time necessary for the orderly liquidation of the underlying assets in the best interests of the Investors, at its own discretion. Investors and the AFM will be informed in case this mechanism is activated.”

Amsterdam, 7 September 2026

Privium Fund Management B.V.
Fund Manager

Stichting Administratiekantoor Principia
Legal Owner