

**AMENDMENT NO. 1**

**dated July 5, 2022**

**to the Annual Information Form of Fidelity® Capital Structure Corp.  
dated April 25, 2022**

**(the “AIF”)**

**in respect of:**

**Series A, B, F, F5, F8, S5, S8, T5 and T8 shares of Fidelity Canadian  
Opportunities Class**

**Series A, B, F, F5, F8, S5, S8, T5 and T8 shares of Fidelity U.S. All Cap Class**

**Series A, B, F, F5, F8, S5, S8, T5 and T8 shares of Fidelity U.S. All Cap  
Currency Neutral Class**

**(the “Funds”)**

The AIF is being amended to: (i) provide notice to investors that Fidelity Canadian Opportunities Class will be closed for new investors after the close of business (4:00 p.m. ET) on July 26, 2022; (ii) update the language relating to distribution policy; (iii) replace John Roth with Matt Friedman as portfolio manager of the underlying fund to Fidelity U.S. All Cap Class and Fidelity U.S. All Cap Currency Neutral Class; (iv) update the investment strategies of Fidelity U.S. All Cap Class and Fidelity U.S. All Cap Currency Neutral Class; and (v) revise the risk classification of Fidelity U.S. All Cap Currency Neutral Class.

The amendments to Fidelity U.S. All Cap Class and Fidelity U.S. All Cap Currency Neutral Class are effective on September 30, 2022.

### **AMENDMENTS TO THE AIF**

The AIF is amended to confirm the amendments to the simplified prospectus of the Funds dated July 5, 2022. The technical amendments to the AIF required to effect these amendments are set out below:

1. **Purchases and Switches of Shares**

The following paragraph is added immediately prior to the subheading “Purchase Options” on page 23:

“Fidelity Canadian Opportunities Class

Fidelity Canadian Opportunities Class will be closed to new investors after the close of business on July 26, 2022.”

2. **Management of the Funds**

The disclosure in the table under the heading “Portfolio Advisors” starting on page 33 is amended as follows:

- i. The portion of the table listing the portfolio manager of Fidelity U.S. All Cap Class and Fidelity U.S. All Cap Currency Neutral Class on page 36 is deleted in its entirety and replaced with the following:

<b>Fund</b>	<b>Underlying Fund</b>	<b>Individual and Company</b>	<b>Details of Experience</b>
Fidelity U.S. All Cap Class	Fidelity U.S. All Cap Fund	Matt Friedman CFA, CPA (lead manager) (FMR)	Mr. Friedman joined the Fidelity Investments organization in 1999 as a research analyst and is currently a portfolio manager. He manages and co-manages funds available to U.S. investors.
Fidelity U.S. All Cap Currency Neutral Class			

**CERTIFICATE OF THE FUNDS**

DATED: July 5, 2022

This Amendment No. 1 dated July 5, 2022, together with the Annual Information Form dated April 25, 2022, and the Simplified Prospectus dated April 25, 2022 as amended by Amendment No. 1 dated July 5, 2022, and the documents incorporated by reference into the Simplified Prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as amended, as required by the securities legislation of all of the provinces and territories of Canada, and do not contain any misrepresentations.

*“Gordon Thomson”*

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GORDON THOMSON  
Chief Executive Officer  
Fidelity® Capital Structure Corp.

*“Kathryn Black”*

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KATHRYN BLACK  
Chief Financial Officer  
Fidelity® Capital Structure Corp.

ON BEHALF OF THE BOARD OF DIRECTORS OF  
FIDELITY® CAPITAL STRUCTURE CORP.

*“Roderick J. McKay”*

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RODERICK J. MCKAY  
Director

*“Karl Ewoniak”*

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KARL EWONIAK  
Director

**CERTIFICATE OF THE MANAGER AND PROMOTER OF THE FUNDS**

DATED: July 5, 2022

This Amendment No. 1 dated July 5, 2022, together with the Annual Information Form dated April 25, 2022, and the Simplified Prospectus dated April 25, 2022, as amended by Amendment No. 1 dated July 5, 2022, and the documents incorporated by reference into the Simplified Prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as amended, as required by the securities legislation of all of the provinces and territories of Canada, and do not contain any misrepresentations.

*“Robert Lloyd Strickland”*

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ROBERT LLOYD STRICKLAND  
Chief Executive Officer  
Fidelity Investments Canada ULC

*“Philip McDowell”*

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PHILIP McDOWELL  
Chief Financial Officer  
Fidelity Investments Canada ULC

ON BEHALF OF THE BOARD OF DIRECTORS OF  
FIDELITY INVESTMENTS CANADA ULC  
AS MANAGER AND PROMOTER OF THE FUNDS

*“Barry Myers”*

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BARRY MYERS  
Director

*“Cameron Murray”*

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CAMERON MURRAY  
Director