

AMENDMENT NO. 2

dated June 9, 2020

to the Annual Information Form of Fidelity Capital Structure Corp. dated April 28, 2020, as amended by the Amendment No. 1 dated June 1, 2020

(the “AIF”)

in respect of:

Series A, B, E1, E1T5, E2, E2T5, E3, E3T5, E4, E5, F, F5, F8, P1, P1T5, P2, P2T5, P3, P4, P5, S5, S8, T5 and T8 shares of Fidelity American Disciplined Equity[®] Class

Series A, B, E1, E1T5, E2, E2T5, E3, F, F5, F8, P1, P1T5, P2, P3, P4, S5, S8, T5 and T8 shares Fidelity American Disciplined Equity[®] Currency Neutral Class

Series A, B, E1, E1T5, E2, E3, E4, F, F5, F8, P1, P1T5, P2, P3, P4, S5, S8, T5 and T8 shares of Fidelity Global Disciplined Equity[®] Class

Series A, B, E1, E2, F, P1, P2, S5, S8, T5 and T8 shared of Fidelity Global Disciplined Equity[®] Currency Neutral Class

Series A, B, E1, E1T5, E2, E2T5, E3, E4, E5, F, F5, F8, P1, P1T5, P2, P2T5, P3, P3T5, P4, S5, S8, T5 and T8 series of Fidelity Global Large Cap Class

Series A, B, E1, E2, E3, E4, F, P1, P2, P3, P4, P5, S5, S8, T5 and T8 series of Fidelity Global Large Cap Currency Neutral Class

Series A, B, E1, E1T5, E2, F, P1, P2, P3, P4, S5, S8, T5 and T8 shares of Fidelity International Disciplined Equity[®] Class

Series A, B, E1, E1T5, E2, E2T5, F, P1, P2, S5, S8, T5 and T8 shares of Fidelity International Disciplined Equity[®] Currency Neutral Class

Series B, F, F5, F8, I, I5, I8, S5 and S8 shares of Fidelity U.S. Equity Private Pool

Series B, F, F5, F8, I, I5, I8, S5 and S8 shares of Fidelity U.S. Equity Currency Neutral Private Pool

(collectively, the “Funds”)

The AIF is being amended to (i) provide notice to investors that, effective June 3, 2020, Robert Stansky has replaced Chandler Willett as the portfolio manager to the Funds, and (ii) update the chart entitled “Executive Officers and Directors of Fidelity”.

AMENDMENTS TO THE AIF

The technical amendment to the AIF required to effect these amendments is set out below:

1. Management of the Funds

(a) The disclosure in the table under the heading “Executive Officers and Directors of Fidelity” starting on page 31 is amended as follows:

i. The portion of the table listing the principal occupations or business activities of Sean Weir on page 32 is deleted in its entirety and replaced with the following:

Name and Municipality of Residence	Office	Principal Occupation for Last Five Years
Sean Weir Oakville, Ontario	Director	Executive Chair, Tribunals Ontario. Prior thereto, Vice Chair and Partner, Borden Ladner Gervais LLP (law firm).

(b) The disclosure in the table under the heading “Portfolio Advisers” starting on page 34 is amended as follows:

i. The portion of the table listing the portfolio manager of Fidelity American Disciplined Equity[®] Class and Fidelity American Disciplined Equity[®] Currency Neutral Class on page 36 is deleted in its entirety and replaced with the following:

Fund	Underlying Fund	Individual and Company	Details of Experience
Fidelity American Disciplined Equity [®] Class Fidelity American Disciplined Equity [®] Currency Neutral Class	Fidelity American Disciplined Equity [®] Fund	Robert Stansky, BSc, MBA (lead manager) (FMR)	Mr. Stansky joined the Fidelity Investments organization in 1983. He currently is the group leader for the equity division of the stock selector large cap team and is a lead

Fund	Underlying Fund	Individual and Company	Details of Experience
			portfolio manager of several funds available to U.S. investors.

- ii. The portion of the table listing the portfolio manager of Fidelity Global Disciplined Equity[®] Class and Fidelity Global Disciplined Equity[®] Currency Neutral Class on page 38 is deleted in its entirety and replaced with the following:

Fund	Underlying Fund	Individual and Company	Details of Experience
Fidelity Global Disciplined Equity [®] Class	Fidelity Global Disciplined Equity [®] Fund	Robert Stansky, BSc, MBA (lead manager)	See above.
Fidelity Global Disciplined Equity [®] Currency Neutral Class		(FMR)	

- iii. The portion of the table listing the portfolio manager of Fidelity Global Large Cap Class and Fidelity Global Large Cap Currency Neutral Class on page 39 is deleted in its entirety and replaced with the following:

Fund	Underlying Fund	Individual and Company	Details of Experience
Fidelity Global Large Cap Class	Fidelity Global Large Cap Fund	Robert Stansky, BSc, MBA (lead manager)	See above.
Fidelity Global Large Cap Currency Neutral Class		(FMR)	

- iv. The portion of the table listing the portfolio manager of Fidelity International Disciplined Equity[®] Class and Fidelity International Disciplined Equity[®] Currency Neutral Class on page 40 is deleted in its entirety and replaced with the following:

Fund	Underlying Fund	Individual and Company	Details of Experience
Fidelity International Disciplined Equity [®] Class	Fidelity International Disciplined Equity [®] Fund	Robert Stansky, BSc, MBA (lead manager)	See above.
Fidelity International Disciplined Equity [®] Currency Neutral Class		(FMR)	

- v. The portion of the table listing the portfolio manager of Fidelity U.S. Equity Private Pool and Fidelity U.S. Equity Currency Neutral Private Pool on page 48 is deleted in its entirety and replaced with the following:

Fund	Underlying Fund	Individual and Company	Details of Experience
Fidelity U.S. Equity Private Pool	Fidelity U.S. Equity Investment Trust	Robert Stansky, BSc, MBA (lead manager)	See above.
Fidelity U.S. Equity Currency Neutral Private Pool		(FMR)	

CERTIFICATE OF THE FUNDS

DATED: June 9, 2020

This Amendment No. 2 dated June 9, 2020, together with the Annual Information Form dated April 28, 2020, as amended by Amendment No. 1 dated June 1, 2020, and the Simplified Prospectus dated April 28, 2020, as amended by Amendment No. 1 dated June 1, 2020, 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”

GORDON THOMSON
Chief Executive Officer
Fidelity Capital Structure Corp.

“Philippe Potvin”

PHILIPPE POTVIN
Chief Financial Officer
Fidelity Capital Structure Corp.

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

“Roderick J. McKay”

RODERICK J. MCKAY
Director

“Karl Ewoniak”

KARL EWONIAK
Director

CERTIFICATE OF THE MANAGER AND PROMOTER OF THE FUNDS

DATED: June 9, 2020

This Amendment No. 2 dated June 9, 2020, together with the Annual Information Form dated April 28, 2020, as amended by Amendment No. 1 dated June 1, 2020, and the Simplified Prospectus dated April 28, 2020, as amended by Amendment No. 1 dated June 1, 2020, 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”

“Philip McDowell”

ROBERT LLOYD STRICKLAND

Chief Executive Officer

Fidelity Investments Canada ULC

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 FUND

“Barry Myers”

“Cameron Murray”

BARRY MYERS

Director

CAMERON MURRAY

Director