

AMENDMENT NO. 2

dated May 14, 2018

**to the Annual Information Form of Fidelity Capital Structure Corp.
dated April 1, 2018, as amended by Amendment No. 1 dated April 13, 2018**

(the “AIF”)

in respect of:

Series A, B, E1, E2, E3, E4, F, P1, P2, P3, P4, P5 shares of Fidelity Europe Class

(the “Fund”)

The AIF is being amended to provide notice to investors that, effective on or about June 18, 2018, Matthew Siddle will replace Peter Hadden as the portfolio manager of Fidelity Europe Fund, which is the underlying fund of the Fund.

AMENDMENTS TO THE AIF

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

1. Management of the Funds

- (a) The disclosure in the table under the heading “Portfolio Advisers” starting on page 31 is amended as follows:
 - (i) the portion of the table listing the portfolio managers of the Fund on page 35 is deleted in its entirety and replaced with the following:

| Fund | Underlying Fund | Individual and Company | Details of Experience |
|-----------------------|------------------------|------------------------------------|---|
| Fidelity Europe Class | Fidelity Europe Fund | Matthew Siddle CFA, MA (FIL) | Mr. Siddle joined the Fidelity Investments organization in 1999 as a research analyst and is currently a portfolio manager. |



CERTIFICATE OF THE FUNDS

DATED: May 14, 2018

This Amendment No. 2 dated May 14, 2018, together with the Annual Information Form dated April 1, 2018, as amended by Amendment No. 1 dated April 13, 2018 and the Simplified Prospectus dated April 1, 2018, and the documents incorporated by reference into the Simplified Prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, 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: May 14, 2018

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“Robert Lloyd Strickland”

ROBERT LLOYD STRICKLAND
Chief Executive Officer
Fidelity Investments Canada ULC

“Philip McDowell”

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”

BARRY MYERS
Director

“Cameron Murray”

CAMERON MURRAY
Director