

FP NUMIS ICVC

Prospectus

Prepared in accordance with the Collective Investment Schemes Sourcebook
Dated and valid as at: 28th July 2016

Authorised Corporate Director

Fund Partners Limited
Cedar House
3 Cedar Park
Cobham Road
Wimborne
Dorset
BH21 7SB
(authorised and regulated by the Financial
Conduct Authority)

Investment Manager

Numis Asset Management Limited
The London Stock Exchange Building
10 Paternoster Square
London
EC4M 7LT
(authorised and regulated by the Financial
Conduct Authority)

Registered and Head Office of the Company

c/o Fund Partners Limited
Cedar House
3 Cedar Park
Cobham Road
Wimborne
Dorset
BH21 7SB

Depository

State Street Trustees Limited
Registered Address:
20 Churchill Place
London E14 5HJ

UK Head Office and Correspondence
Address:
525 Ferry Road
Edinburgh
Midlothian EH5 2AW
(authorised and regulated by the Prudential
Regulation Authority and the Financial
Conduct Authority)

Auditor

Deloitte LLP
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2DB

Administrator (Fund Accountant)

State Street Bank and Trust Company
525 Ferry Road,
Edinburgh
EH5 2AW

Registrar

International Financial Data Services Limited
IFDS House
St Nicholas Lane
Basildon
Essex
SS15 5FS

Transfer Agent

International Financial Data Services (UK) Limited
IFDS House
St Nicholas Lane
Basildon
Essex
SS15 5FS

THIS PROSPECTUS IS IMPORTANT. IF YOU ARE IN ANY DOUBT AS TO THE MEANING OF ANY INFORMATION CONTAINED IN THIS PROSPECTUS, YOU SHOULD CONSULT THE ACD OR YOUR FINANCIAL ADVISER.

THIS PROSPECTUS IS BASED ON INFORMATION, UK LAWS AND PRACTICE AS AT THE "VALID AS AT DATE" WHICH APPEARS ON THE FRONT COVER AND BELOW. THE COMPANY AND THE ACD CANNOT BE BOUND BY AN OUT OF DATE PROSPECTUS WHEN IT HAS ISSUED A NEW PROSPECTUS. INVESTORS SHOULD CHECK WITH THE ACD THAT THIS IS THE LATEST VERSION OF THE PROSPECTUS AND THAT THERE HAVE BEEN NO REVISIONS OR UPDATES BEFORE DECIDING TO PURCHASE SHARES IN THE COMPANY.

No person has been authorised by the Company or the ACD to give any information or to make any representations in connection with the offering of Shares other than those contained in the Prospectus and, if given or made, such information or representations must not be relied on as having been made by the Company or the ACD. The delivery of this Prospectus (whether or not accompanied by any reports) or the issue of Shares shall not, under any circumstances, create any implication that the affairs of the Company have not changed since the date hereof.

This Prospectus is intended for distribution in the United Kingdom. The distribution of this Prospectus and the offering of Shares in certain jurisdictions may be restricted. Persons into whose possession this Prospectus comes are required by the Company to inform themselves about and to observe any such restrictions. This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

Potential investors should not treat the contents of this Prospectus as advice relating to legal, taxation, investment or any other matters and are recommended to consult their own professional advisers concerning the acquisition, holding or disposal of Shares.

Shareholders are deemed to have taken notice of the provisions of the Instrument of Incorporation which is binding on each of the shareholders. A copy of the Instrument of Incorporation is available on request from Fund Partners Limited.

This Prospectus has been issued for the purpose of section 21 of the Financial Services and Markets Act 2000 by Fund Partners Limited.

International Tax Reporting

In order to fulfil our legal obligations in accordance with the requirements of FATCA and other intergovernmental arrangements such as the OECD Common Reporting Standard for Automatic Exchange of Financial Account Information through the International Tax Compliance Regulations 2015, the Company is required to obtain confirmation of the tax residency of Shareholders to comply with certain reporting requirements. We may ask for evidence of the tax identification number, and country and date of birth of individual Shareholders, or for the Global Intermediary Identification number (GIIN) of corporate Shareholders. If certain conditions apply, information about your shareholding may be passed to HM Revenue & Customs ("HMRC") in order to be passed on to other tax authorities, where the UK has an agreement with that country. Any shareholder that fails to provide the required information may be subject to a compulsory redemption of their Shares and/or monetary penalties.

Shares have not been and will not be registered under the United States Securities Act of 1933, as amended. They may not be offered or sold in the United States of America, its territories and possessions, any State of the United States of America and the District of Columbia or offered or sold to US Persons (as defined below). The Funds have not been and will not be registered

under the United States Investment Company Act of 1940, as amended. The ACD has not been and will not be registered under the United States Investment Advisers Act of 1940.

The following statements are required to be made under applicable regulations of the U.S. Commodity Futures Trading Commission (the “**CFTC**”). As the Funds are collective investment vehicles that may make transactions in commodity interests, they are considered to be “**commodity pools**”. The ACD is the commodity pool operator (“**CPO**”) with respect to the Funds.

Pursuant to CFTC Rule 4.13(a)(3), the ACD is exempt from registration with the CFTC as a CPO. Therefore, unlike a registered CPO, the ACD is not required to deliver a disclosure document and a certified annual report to Shareholders in the Funds. The ACD qualifies for such exemption based on the following criteria: (i) the interests in the Funds are exempt from registration under the 1933 Act and are offered and sold without marketing to the public in the United States; (ii) the Funds meet the trading limitations of either CFTC Rule 4.13(a)(3)(ii)(A) or (B); (iii) the CPO reasonably believes, at the time the Shareholders made their investment in the Funds (or at the time the CPO began to rely on Rule 4.13(a)(3)), that each investor in the Funds is a) an “accredited investor,” as defined in Rule 501(a) of Regulation D under the 1933 Act, (b) a trust that is not an accredited investor but was formed by an accredited investor for the benefit of a family member, (c) a “knowledgeable employee,” as defined in Rule 3c-5 under the U.S. Investment Company Act of 1940, as amended, or (d) a “qualified eligible person,” as defined in CFTC Rule 4.7(a)(2)(viii)(A); and (iv) Shares in the Funds are not marketed as or in a vehicle for trading in the commodity futures or commodity options markets.

A “U.S. Person” means any citizen or resident of the United States of America, its territories and possessions including the State and District of Columbia and all areas subject to its jurisdiction (including the Commonwealth of Puerto Rico), any corporation, trust, partnership or other entity created or organized in or under the laws of the United States of America, any state thereof or any estate or trust the income of which is subject to United States federal income tax, regardless of source. The expression also includes any person falling within the definition of the term “U.S. Person” under Regulation S promulgated under the United States Securities Act of 1933.

This Prospectus is dated and valid as at 28th July 2016.

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1 INTERPRETATION

In this Prospectus the words and expressions set out in the first column below shall have the meanings set opposite them unless the context requires otherwise. Words and expressions contained in this Prospectus but not defined herein shall have the same meanings as in the Act or Regulations (as defined below) unless the contrary is stated. The definitions are as follows:

"ACD"	the Authorised Corporate Director holding office from time to time pursuant to FCA Regulations being Fund Partners Limited at the date of this Prospectus;
"Act"	the Financial Services and Markets Act 2000 as amended, restated, re-enacted or replaced from time to time;
"Administrator"	means State Street Bank and Trust Company or such other person appointed from time to time to be the administrator to the Company;
"Business Day"	Monday to Friday excluding public and bank holidays in the United Kingdom or any day on which the London Stock Exchange is not open for the normal duration of its trading hours, and excluding any other day on which the ACD has notified the Depositary that it is not open for normal business or as otherwise agreed between the ACD and the Depositary;
"Collective Investment Schemes Sourcebook" or "COLL"	the Collective Investment Schemes Sourcebook issued by the FCA pursuant to the Act as amended or replaced from time to time;
"Company"	FP NUMIS ICVC;
"Conversion"	the conversion of Shares in one class in a Fund to Shares of another class in the same Fund and " Convert " shall be construed accordingly;
"Depositary"	the person appointed from time to time by the Company or otherwise as depositary pursuant to the Regulations being State Street Trustees Limited at the date of this Prospectus;
"FCA"	the Financial Conduct Authority, 25 The North Colonnade, Canary Wharf, London, E14 5HS or any successor regulator from time to time;
"Fund" or "Funds"	a sub-fund of the Company (being part of the property of the Company which is pooled separately) to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with the investment objective and policy applicable to such sub-fund;
"Instrument"	means the instrument of incorporation constituting the Company, as amended from time to time;
"Investment Manager"	means Numis Asset Management Limited;
"KIID"	means the key investor information document prepared in accordance with COLL;

"ISA "	an individual savings account under The Individual Savings Account Regulations 1998 (as amended);
"OEIC Regulations"	Open-Ended Investment Companies Regulations 2001 (as amended or replaced from time to time);
"Office Hours"	from 9am to 5pm on any Business Day;
"recognised scheme"	means a collective investment scheme recognised for the purposes of sections 264, 270 or 272 of the Act;
"Regulations"	the OEIC Regulations and the Collective Investment Schemes Sourcebook;
"Sterling"	pounds sterling of the United Kingdom;
"Switch"	where permissible, the exchange of Shares of one Fund for Shares of another Fund and "Switching" shall be construed accordingly;
"UCITS Directive"	the European Parliament and Council Directive of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) (No. 2009/65/EC) (as amended from time to time);
"UCITS Scheme"	a collective investment Scheme such as the Company, which complies with the UCITS Directive and therefore may enjoy certain passporting rights under that directive;
"VAT"	UK value added tax.

2 CONSTITUTION AND REGULATORY STATUS

General

The Company is an investment company with variable capital incorporated in England and Wales under the OEIC Regulations. It is a UCITS Scheme as defined in COLL and also an umbrella company for the purposes of the OEIC Regulations. The Company is registered with the FCA with registered number IC001041. The head office of the Company is at Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset BH21 7SB. This is also the address for the service on the Company of notices or other documents required or authorised to be served on it.

The base currency for the Company is pounds sterling. The maximum size of the Company's capital is £1,000,000,000,000 and the minimum size is £1.

The Company was authorised by an order made by the FCA on 9th June 2015. The operation of the Company is governed by the Regulations, the Instrument and this Prospectus. The Company has unlimited duration.

Structure of the Company

The Company is structured as an umbrella company, in that different Funds may be established from time to time by the ACD with the approval of the FCA and the agreement of the Depositary. On the introduction of any new Fund, a revised prospectus will be prepared setting out the relevant details of each Fund.

The Company currently has one Fund being: **FP Numis Mid Cap Fund**.

The property attributable to the Fund is managed as if the Fund belonged to the "UCITS Scheme" category as specified in Chapter 5 of COLL. Subject to the terms set out in this Prospectus, holders of shares in the Fund are entitled to receive the net income derived from the Fund and to redeem their shares at a price linked to the value of the property of the Fund. Shareholders do not have any proprietary interest in the underlying assets of the Fund. The shareholders of the Company will not be liable for the debts of the Company.

Where shares in more than one Fund are available, the assets of each Fund will be treated as separate from those assets of every other Fund and will be invested in accordance with the investment objective and investment policy applicable to that Fund. Each Fund has credited to it the proceeds of all shares linked to it, together with the assets in which such proceeds are invested or reinvested and all income, earnings, profits or assets deriving from such investments.

Each Fund will be charged with the liabilities, expenses, costs and charges of the Company attributable to that Fund and within a Fund, the charges will be allocated between classes of shares in accordance with the terms of issue of the shares of those classes (as applicable). Any assets, liabilities, expenses, costs or charges not attributable to a particular Fund may be allocated by the ACD in a manner which is fair to the shareholders generally but they will be normally allocated by the ACD to all Funds pro rata to the value of the net assets of the relevant Funds.

Investors should note that, (where Shares in more than one Fund are available) the Company's Funds are segregated portfolios of assets, and, accordingly, the assets of a Fund belong exclusively to that Fund, and shall not be used or made available to discharge, directly or indirectly, the liabilities of, or claims against, any other person or body, including the Company or any other Fund, and shall not be available for any such purpose.

While the provisions of the OEIC Regulations provide for segregated liability between the Funds, the concept of segregated liability is relatively new and these provisions have yet to be tested in the Courts. Accordingly, where claims are brought by local creditors in foreign courts or under foreign law contracts, it is not yet known how those foreign courts will react to the OEIC Regulations. It is therefore not free from doubt that the assets of a Fund will always be "ring-fenced" from the liabilities of other Funds of the Company and the assets of one Fund.

In certain circumstances the Company may sue and be sued in respect of a particular Fund and may exercise rights of set-off in relation to that Fund.

3 INVESTMENT OBJECTIVES, POLICIES AND OTHER DETAILS OF THE FUND

A detailed statement of the general investment and borrowing restrictions and the extent to which the Company may invest are set out in 0. The Fund may invest in derivative instruments and forward transactions as explained in 0. The eligible securities markets and eligible derivatives markets on which the Fund may invest are set out in Schedule 2.

FP Numis Mid Cap Fund

Investment Objective

The aim of the Fund is to produce a total return in excess of the Numis Mid Cap Index over the medium term, typically a 3 year rolling period. Capital invested in the Fund is at risk and there is no guarantee that the investment objective will be met over rolling 3 year periods, or in respect of any other time period.

Investment Policy

The Fund aims to achieve its investment objective by primarily holding assets which are equity securities, being constituents of the Numis Mid Cap Index, or other transferable securities, units or shares in collective investment schemes and derivatives affording similar exposure. Initial investment into equity securities will be into such securities which are Numis Mid Cap Index constituents. However, the Fund will not be forced to sell assets moving out of the Numis Mid Cap Index, provided that such investments do not constitute more than 30% of the Fund's total net asset value. Investment into individual equity securities will normally be made on the basis of a three year time horizon.

The Fund may also invest in money market instruments, cash and near cash, and deposits.

The use of derivatives is permitted by the Fund for efficient portfolio management purposes (including hedging), and borrowing will be permitted under the terms of the Regulations, but any borrowing will not be used for gearing or to create leverage within the Fund even on a temporary basis. The Fund may, in addition to its other investments powers, use derivatives and forward transaction for investment purposes. It is not intended that the use of derivatives in this way will change the risk profile of the Fund.

Investors should note that while the investment objective of the Fund is to achieve long term capital growth there may be situations in which an income return is also achieved.

Investors' attention is drawn to the detailed risk warnings in this prospectus.

The Fund will be managed in a manner that maintains eligibility for ISAs.

Date of launch

20th July 2015

Initial Offer of Shares

The initial offer of shares will begin on 20th July 2015, with each available class of share having an initial price of 100p. The offer shall end at 12pm (midday) on 20th July 2015. Shares will be made available in pounds sterling only during the initial offer period.

4 RISK FACTORS

Investors should bear in mind that all investment carries risk and in particular should be aware of the following:

- (a) Past performance is not a guide to future performance. The value of Shares is not guaranteed and the income from them may fall as well as rise. You may get back less than you originally invested. What you get back may depend on:
 - (i) investment performance, which is not guaranteed;
 - (ii) how much you have invested and whether you have previously taken any money out;
 - (iii) the effect of an initial charge. If you sell your investment after a short period you may not get back what you originally invested, even if the price of your investment has not fallen.
- (b) In certain circumstances, for the purposes of efficient portfolio management, including hedging, (as explained under the heading "**Efficient Portfolio Management**" below) the Fund may enter into certain derivatives transactions, including, without limitation, forward transactions, futures and options. The value of these investments may fluctuate significantly. By holding these types of investments there is a risk of capital depreciation in relation to certain Fund assets. There is also the potential for capital appreciation of such assets. **The ACD does not anticipate that the use of derivatives will alter the risk profile of the Fund;**
- (c) The summary of tax treatment in section 23 of this Prospectus is based on current law and practice which may change. The levels of relief from taxation will depend upon individual circumstances. Please note current tax levels and reliefs may change and their value will depend on the investor's individual circumstances;
- (d) Investments in emerging markets may be more volatile than investments in more developed markets. Some of these markets may have relatively unstable governments, economies based on only a few industries and securities markets that trade only a limited number of securities. Many emerging markets do not have well developed regulatory systems and disclosure standards may be less stringent than those of developed markets;
- (e) A Fund may invest in other currencies. As a result, changes in the rates of exchange between currencies may cause the value of the shares to go up or down. Accordingly, investors may not receive back the amount invested;
- (f) A Fund may invest in other collective investment schemes and as such a Fund will bear its portion of the expenses of the other collective investment scheme, including management, performance and/or other fees. These fees will be in

addition to the management fees and other expenses which a Fund bears directly with its own operations;

- (g) There is also a valuation risk to a Fund from investing in other collective investment schemes;
- (h) Where assets are held in custody, there may be a risk of loss resulting from the insolvency, negligence or fraudulent action of the custodian or sub-custodian;
- (i) Fixed interest securities (bonds) are particularly affected by trends in interest rates and inflation. If interest rates go up, the value of the capital may fall, and vice versa. Inflation will also decrease the real value of capital. The value of a fixed interest security will fall in the event of a default or reduced credit rating of the issuer. Generally, the higher, the rate of interest, the higher the perceived credit risk of the issuer;
- (j) Investors are reminded that in certain circumstances their right to redeem shares (including redemption by way of switching) may be suspended (as explained on page 18);
- (k) Whilst equity investments carry potential for attractive returns over the longer term, the volatility of these returns can also be relatively high;
- (l) Inflation may affect the real value of shareholder's savings and investments, which may reduce the buying power of the money a shareholder has saved and their investments;
- (m) Where cancellation rights are applicable, if shareholders choose to exercise their cancellation rights and the value of their investment falls before notice of cancellation is received by the ACD in writing, a full refund of the original investment may not be provided but rather the original amount less the fall in value;
- (n) A Fund may also invest in "options". There are many different types of options with different characteristics, subject to the following conditions:
 - (i) Buying options generally involves less risk than selling options because, if the price of the asset underlying the option moves against the Fund, the Fund can simply allow the option to lapse. The maximum loss is limited to the premium paid for the option, plus any commission or other transaction charges. However, if the Fund buys a "call" option on a futures transaction, and the Fund later exercises that option, the Fund will acquire the future. This will expose the Fund to the risks described at (b) above;
 - (ii) Certain London Stock Exchange member firms write a particular type of option under special exchange rules called a "traditional option". These may involve a greater risk than other options. Two-way prices are not usually quoted and there is no secondary exchange market on which to close-out an open position or to effect an equal and opposite transaction to reverse an open position. It may be difficult to assess the value of such an option, or for the seller of the option to manage its exposure to risk;
 - (iii) Certain options markets operate on a margined basis under which buyers do not pay the full premium on the option at the time they

purchase it. In this situation, the Fund may subsequently be called upon to pay margin on the option up to the level of the full premium. If the Fund fails to do so as required, the position may be closed or liquidated in the same way as a futures position;

- (o) The Company's investments may be subject to liquidity constraints, which means that the investments may trade infrequently and in small volumes, or that a particular instrument is difficult to buy or sell. Normally liquid investments may also be subject to periods of disruption in difficult market conditions. As a result, changes in the value of investments may be unpredictable and, in certain circumstances, it may be difficult to deal an investment at the latest market price quoted or at a value considered by the ACD to be fair;
- (p) An average OEIC sub-fund will invest in 80 to 150 different companies. The FP Numis Mid Cap Fund, however, typically holds a more concentrated portfolio than the average OEIC sub-fund. Whilst increasing the potential reward, the nature of these funds can increase risk. As such, the returns may be more volatile and will be impacted more by fluctuations in the value of underlying stock;
- (q) Funds investing in smaller companies invest in transferable securities which may be less liquid than the securities of larger companies, as a result of inadequate trading volume or restrictions on trading. Securities in smaller companies may possess greater potential for capital appreciation, but also involve risks, such as limited product lines, markets and financial or managerial resources and trading in such securities may be subject to more abrupt price movements than trading in the securities of larger companies;
- (r) Where Funds invest in technology stocks, their potential volatility may increase the risk to the value of these investments in which above average price movements can be expected. Technology and technology-related industries may also be subject to greater government regulation than many other industries. Accordingly, changes in government policies and the need for regulatory approvals may have a materially adverse affect on these industries. Additionally, these companies may be subject to risks of developing technologies, competitive pressures and the risk of obsolescence caused by other scientific advances. Many companies in the technology sector are smaller companies and are therefore also subject to the risks attendant on investing in such companies set out above.

Efficient Portfolio Management

Efficient portfolio management (or "**EPM**") is used by the Funds to reduce risk and/or costs in the Funds and to produce additional capital or income in the Funds. The Funds may use derivatives, borrowing, cash holding and stock lending for efficient portfolio management. **It is not intended that using derivatives for efficient portfolio management will increase the volatility of the Funds.** In adverse situations, however, a Fund's use of derivatives may become ineffective in hedging or EPM and a Fund may suffer significant loss as a result.

A Fund's ability to use EPM strategies may be limited by market conditions, regulatory limits and tax considerations. Any income or capital generated by efficient portfolio management techniques will be paid to the Funds.

Use of one or more separate counterparties will be made to undertake derivative transactions on behalf of these Funds. The Fund may be required to pledge or transfer collateral paid from

within the assets of the relevant Fund to secure such contracts entered into for efficient portfolio management including in relation to derivatives and stock lending. There may be a risk that a counterparty will wholly or partially fail to honour their contractual arrangements under the arrangement with regards the return of collateral and any other payments due to the relevant Fund. The ACD measures the creditworthiness of counterparties as part of the risk management process. The counterparties of these transactions will be highly rated financial institutions specialising in these types of transactions and approved by the Investment Manager.

Typical Investor

The Funds may be suitable for you if you consider collective investment schemes to be a convenient way of participating in investment markets and wish to seek to achieve defined investment objectives. The Funds may be suitable for you if you can set aside your capital for at least 3 years.

All investors in the Company should understand and appreciate the risks associated with investing in shares in the Company, and must be able to accept losses. The ACD recommends that investors seek suitable advice from an authorised independent intermediary before investing in Shares. Investors should also note the "Risk Factors" section above.

5 THE AUTHORISED CORPORATE DIRECTOR

The authorised corporate director ("**ACD**") of the Company is Fund Partners Limited. The ACD is a private company limited by shares, incorporated in England and Wales on 19 February 2001 under the Companies Act 1985. The registered and head office of the ACD is at Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset BH21 7SB. This is the address at which notices or other documents may be served on the Company. The ACD has an issued share capital of £1 represented by 1 ordinary share of 100 pence fully paid. The ACD is a wholly-owned subsidiary of Professional Partners Administration Limited.

The ACD is authorised and regulated by the FCA. The ACD also acts as authorised corporate director and unit trust manager to the following collective investment schemes authorised in the United Kingdom:

FP Allium Portfolio Funds
FP Apollo Multi Asset Management ICVC
FP Argonaut Funds
FP Brompton Multi Manager OEIC
FP CAF Investment Fund
FP CRUX UCITS OEIC
FP Distinction Multi Asset Funds
FP Frontier ICVC
FP Henderson Rowe Index Funds
FP Matterley Investment Funds
FP Miton Income Fund
FP Octopus Investment Funds
FP Pictet
FP Russell ICVC
FP SCDavies Funds
FP Shenkman Credit Funds ICVC
FP Tatton Oak ICVC
FP Verbatim Funds
FP WHEB Asset Management Funds
The FP Thoroughbred Funds ICVC

The ACD may provide investment services to other clients and funds and to companies in which the Company may invest in accordance with the Regulations.

When managing investments of the Company, the ACD will not be obliged to make use of information which in doing so would be a breach of duty or confidence to any other person or which comes to the notice of an employee or agent of the ACD but properly does not come to the notice of an individual managing the assets of the Company.

The executive directors of the ACD are:

- James Gardner
- Vincent Hoare
- Kevin Lavery
- Peter Legg
- Leanne Isaacs

The non-executive director of the ACD is:

- Paul Wilcox

The Company has no other directors.

The ACD provides its services to the Company under the terms of a service agreement (the "**ACD Agreement**"). The ACD Agreement provides that the appointment may be terminated by either party after the expiry of 6 months written notice or forthwith by the Company in the case of fraud, wilful default or gross negligence on the part of the ACD. The ACD Agreement will also terminate on expiry of notice given by the Depositary in accordance with Rule 6.5.4(3) of COLL (liquidation, receivership or an administration order in respect of the ACD). The ACD is entitled to payment of its fees to the date of termination but no additional compensation.

The ACD Agreement provides that the Company will indemnify the ACD against any liability incurred by it in managing the Company and carrying out its duties as authorised corporate director of the Company except to the extent such liability arises from the gross negligence, wilful default or fraud of the ACD or its breach of the Act or the regulatory system under the Act.

In accordance with the Regulations the ACD has in place a number of policies which set out how it operates and manages the Fund in a number of key areas. The ACD's (and the Investment Manager's) voting policy (which sets out how and when voting rights attached to the Fund's investments are to be exercised), execution policy (which sets out the procedures to be followed when transactions are carried out on behalf of the Fund) and inducement policy (which sets out the types of payments, including fees, commissions and non-monetary benefits, which may be received or made by a third party in respect of the Fund) are available on request from the ACD and are also available on the following website: www.fundpartners.co.uk.

The ACD has delegated the following functions to third-parties:

General Administration – the fund valuation and fund accounting functions have been delegated to the Administrator.

Investment Management – the management of the investments held by the Fund from time-to-time has been delegated to the Investment Manager.

The ACD remains responsible for ensuring that the parties to whom it delegates such functions perform those delegated functions in compliance with the Regulations.

6 THE INVESTMENT MANAGER

The ACD has appointed Numis Asset Management Limited (the "**Investment Manager**") as the investment adviser to the ACD in relation to the Fund. The Investment Manager is authorised and regulated by the FCA. The Investment Manager's principal activity is the provision of investment management services.

Under the terms of an agreement with an effective date of 20th July 2015 between the Investment Manager and the ACD (the "**Investment Management Agreement**"), the Investment Manager has the authority of the ACD to make decisions on behalf of the ACD in respect of the investments of the Fund, subject always to the provisions of the Instrument, the Prospectus, the Regulations, and the investment objectives and policies of the Fund. The Investment Manager is also authorised to deal on behalf of the Fund. Subject to instances where the agreement may be terminated with immediate effect in the interests of the shareholders, the Investment Management Agreement may be terminated by either party giving the other no less than 6 months' written notice.

Under the terms of the Investment Management Agreement, the Investment Manager may delegate to any person the performance of its duties and services required to be performed by it under the agreement.

7 THE DEPOSITARY

The Company's depositary is State Street Trustees Limited. The Depositary is a private company limited by shares and incorporated in the United Kingdom. Its registered office is 20 Churchill Place, London E14 5HJ.

The Head office of the Depositary and the address which should be used for correspondence is 525 Ferry Road, Edinburgh, Midlothian, EH5 2AW.

The principal business activity of the Depositary is the provision of Trustee and Depositary services. The Depositary is authorised and regulated by the Financial Conduct Authority.

The Depositary provides its services under the terms of an agreement between the Company and the Depositary (the "Depositary Agreement") which may be terminated by 3 months' notice by either the Company or the Depositary. The Depositary may not retire voluntarily except on the appointment of a new Depositary. Subject to COLL, the Depositary has full power under the Depositary Agreement to delegate (and authorise its delegates to sub-delegate) all or any part of its duties as Depositary. The Depositary is entitled to the fees, charges and expenses as set out in more detail below in the section headed "The Fees, Charges and Expenses of the Depositary".

The Depositary has delegated the function of custody of the assets of the Company to State Street Bank and Trust Company.

Depositary's functions

The Depositary has been entrusted with following main functions:

- ensuring that the sale, issue, repurchase, redemption and cancellation of Shares are carried out in accordance with applicable law and the management regulations/articles of incorporation.
- ensuring that the value of the Shares is calculated in accordance with applicable law and the management regulations/articles of incorporation.

- carrying out the instructions of the ACD/the Fund unless they conflict with applicable law and the management regulations/articles of incorporation.
- ensuring that in transactions involving the assets of the Fund any consideration is remitted within the usual time limits.
- ensuring that the income of the UCITS is applied in accordance with applicable law and the management regulations/articles of incorporation.
- monitoring of the Fund's cash and cash flows.
- safe-keeping of the Fund's assets, including the safekeeping of financial instruments to be held in custody and ownership verification and record keeping in relation to other assets.

Depository's liability

In carrying out its duties the Depository shall act honestly, fairly, professionally, independently and solely in the interests of the Fund and its Shareholders.

In the event of a loss of a financial instrument held in custody, determined in accordance with the UCITS Directive, and in particular Article 18 of the UCITS Regulation, the Depository shall return financial instruments of identical type or the corresponding amount to the ACD without undue delay.

The Depository shall not be liable if it can prove that the loss of a financial instrument held in custody has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary pursuant to the UCITS Directive.

In case of a loss of financial instruments held in custody, the Shareholders may invoke the liability of the Depository directly or indirectly through the ACD provided that this does not lead to a duplication of redress or to unequal treatment of the Shareholders.

The Depository will be liable to the Fund for all other losses suffered by the Fund as a result of the Depository's negligent or intentional failure to properly fulfil its obligations pursuant to the UCITS Directive.

The Depository shall not be liable for consequential or indirect or special damages or losses, arising out of or in connection with the performance or non-performance by the Depository of its duties and obligations.

Delegation

The Depository has full power to delegate the whole or any part of its safe-keeping functions but its liability will not be affected by the fact that it has entrusted to a third party some or all of the assets in its safekeeping. The Depository's liability shall not be affected by any delegation of its safe-keeping functions under the Depository Agreement.

Information about the safe-keeping functions which have been delegated and the identification of the relevant delegates and sub-delegates are contained in Schedule 3 to the Prospectus.

Conflicts of Interest

The Depository is part of an international group of companies and businesses that, in the ordinary course of their business, act simultaneously for a large number of clients, as well as for

their own account, which may result in actual or potential conflicts. Conflicts of interest arise where the Depositary or its affiliates engage in activities under the depositary agreement or under separate contractual or other arrangements. Such activities may include:

- i. providing nominee, administration, registrar and transfer agency, research, agent securities lending, investment management, financial advice and/or other advisory services to the Fund;
- ii. engaging in banking, sales and trading transactions including foreign exchange, derivative, principal lending, broking, market making or other financial transactions with the Fund either as principal and in the interests of itself, or for other clients.

In connection with the above activities the Depositary or its affiliates:

- i. will seek to profit from such activities and are entitled to receive and retain any profits or compensation in any form and are not bound to disclose to, the Fund, the nature or amount of any such profits or compensation including any fee, charge, commission, revenue share, spread, mark-up, mark-down, interest, rebate, discount, or other benefit received in connection with any such activities;
- ii. may buy, sell, issue, deal with or hold, securities or other financial products or instruments as principal acting in its own interests, the interests of its affiliates or for its other clients;
- iii. may trade in the same or opposite direction to the transactions undertaken, including based upon information in its possession that is not available to the Fund;
- iv. may provide the same or similar services to other clients including competitors of the Fund;
- v. may be granted creditors' rights by the Fund which it may exercise.

The Fund may use an affiliate of the Depositary to execute foreign exchange, spot or swap transactions for the account of the Fund. In such instances the affiliate shall be acting in a principal capacity and not as a broker, agent or fiduciary of the Fund. The affiliate will seek to profit from these transactions and is entitled to retain and not disclose any profit to the Fund. The affiliate shall enter into such transactions on the terms and conditions agreed with the Fund.

Where cash belonging to the Fund is deposited with an affiliate being a bank, a potential conflict arises in relation to the interest (if any) which the affiliate may pay or charge to such account and the fees or other benefits which it may derive from holding such cash as banker and not as trustee.

The ACD and/or Investment Manager may also be a client or counterparty of the Depositary or its affiliates.

Potential conflicts that may arise in the Depositary's use of sub-custodians include four broad categories:

- (1) conflicts from the sub-custodian selection and asset allocation among multiple sub-custodians influenced by (a) cost factors, including lowest fees charged, fee rebates or similar incentives and (b) broad two-way commercial relationships in which the Depositary may act based on the economic value of the broader relationship, in addition to objective evaluation criteria;

- (2) sub-custodians, both affiliated and non-affiliated, act for other clients and in their own proprietary interest, which might conflict with clients' interests;
- (3) sub-custodians, both affiliated and non-affiliated, have only indirect relationships with clients and look to the Depositary as its counterparty, which might create incentive for the Depositary to act in its self-interest, or other clients' interests to the detriment of clients; and
- (4) sub-custodians may have market-based creditors' rights against client assets that they have an interest in enforcing if not paid for securities transactions.

In carrying out its duties the Depositary shall act honestly, fairly, professionally, independently and solely in the interests of the Fund and its Shareholders.

The Depositary has functionally and hierarchically separated the performance of its depositary tasks from its other potentially conflicting tasks. The system of internal controls, the different reporting lines, the allocation of tasks and the management reporting allow potential conflicts of interest and the Depositary issues to be properly identified, managed and monitored. Additionally, in the context of the Depositary's use of sub-custodians, the Depositary imposes contractual restrictions to address some of the potential conflicts and maintains due diligence and oversight of sub-custodians to ensure a high level of client service by those agents. The Depositary further provides frequent reporting on clients' activity and holdings, with the underlying functions subject to internal and external control audits. Finally, the Depositary internally separates the performance of its custodial tasks from its proprietary activity and follows a Standard of Conduct that requires employees to act ethically, fairly and transparently with clients

Up-to-date information on the Depositary, its duties, any conflicts that may arise, the safe-keeping functions delegated by the depositary, the list of delegates and sub-delegates and any conflicts of interest that may arise from such a delegation will be made available to Shareholders on request.

8 AUDITOR

The Auditor of the Company is Deloitte LLP, whose address is Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2DB.

9 SHARES IN THE COMPANY

The Company's Instrument permits income and accumulation shares to be issued by the Company under such designation as the ACD may decide and as set out in this Prospectus. The following classes of share are currently available in the Fund:

- Class A GBP Shares (Net Income or Net Accumulation);
- Class B GBP Shares (Net Income or Net Accumulation);

No bearer Shares are issued.

Further classes of shares may be established from time to time by the ACD in accordance with the Company's Instrument and the applicable Regulations. On the introduction of a new share class, a revised Prospectus will be prepared setting out the details of the new share class.

Each share is deemed to represent one undivided unit of entitlement in the property of the Fund. The number of undivided units of entitlement in the property of the Fund represented by each accumulation share increases as income is accumulated by the Fund. In relation to net accumulation shares, any income (net of tax) arising in relation to such shares attributable to the Fund shall be credited automatically to capital which will be reflected in the price of such accumulation share.

Any income (net of tax) arising in respect of an income share attributable to a Fund shall be determined and distributed as summarised on page 23 under the heading "**Distribution and Accumulation**".

Where both income and accumulation shares are in existence in relation to the Fund, the income of the Fund is allocated as between income shares and accumulation shares according to the respective units of entitlement in the property of the Fund represented by the accumulation shares and income shares in existence at the end of the relevant accounting period.

The rights attaching to the shares of all classes may be expressed in two denominations and, in each of these classes, the proportion of a larger denomination share represented by a smaller denomination share shall be one thousandth of the larger denomination.

The Company is permitted to issue currency share classes, however no such shares are currently available.

10 REGISTER

The Register of Shareholders will be maintained by the Registrar at the address of its registered office as noted above, and may be inspected at that address during normal business hours by any Shareholder or any Shareholder's duly authorised agent.

No certificates will be issued in respect of a holding of shares and should any shareholder require evidence of title to shares the Registrar will, upon such proof of identity and the payment of such fee (if any) as the Registrar may reasonably require, supply the shareholder with a certified copy of the relevant entry in the register relating to the shareholder's holding of shares.

Shareholders should notify the Registrar in writing of any change to their name or address and provide such evidence as the Registrar may reasonably request.

11 VALUATIONS

Valuations of property of the Fund for the purposes of the calculation of Share prices will be carried out in accordance with the rules for single priced funds in COLL. Each share linked to the Fund represents a proportional share of the overall property attributable to the Fund. Therefore, the value of a share attributable to the Fund will be calculated, in broad outline, by calculating the net value of the property attributable to that Fund, and dividing that value (or that part of that value attributed to shares of the class in question) by the number of shares (of the class in question) in issue.

Valuations will normally be carried out on each Business Day. The valuation point for the Fund is 12 noon on each Business Day.

The ACD may carry out additional valuations if it considers it desirable to do so and may use the price obtained at such additional valuation points as the price for the relevant day. Valuations will not be made during a period of suspension of dealings (see "**Suspension of Dealings**" below). The ACD is required to notify the Depositary if it carries out an additional valuation.

The value of the scheme property attributable to the Company or the Fund (as the case may be) shall be the value of its assets less the value of its liabilities determined in accordance with the following provisions (which are set out in full in the Instrument):

- 1 All the scheme property (including receivables) is to be included, subject to the following provisions.
- 2 Scheme Property which is not cash (or other assets dealt with in paragraphs 3 and 4 below) shall be valued as follows and the prices used shall (subject as follows) be the most recent prices which it is practicable to obtain:
 - (a) units or shares in a collective investment scheme:
 - (i) if a single price for buying and selling units or shares is quoted, at that price; or
 - (ii) if separate buying and selling prices are quoted, at the average of the two prices provided the buying price has been reduced by any initial charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto; or
 - (iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no recent price exists, at a value which, in the opinion of the ACD, is fair and reasonable;
 - (b) exchange traded derivatives will be valued at their quoted price if a single price for buying and selling the exchange-traded derivative is quoted, or if a separate buying and selling price is quoted, at the average of the two prices;
 - (c) Over-the-counter derivative contracts will be valued in accordance with the method of valuation as shall have been agreed between the ACD and the Depositary.
 - (d) Any other investment will be valued at their quoted price (if a single buying and selling price is quoted) or if separate buying and selling prices are quoted, at the average of the two prices, or if, in the opinion of the ACD, the price is unreliable or no recent traded price is available or if the most recent price available does not reflect the ACD's best estimate of fair value, at a value which, in the opinion of the ACD, is fair and reasonable;
 - (e) Property other than that described above will be valued at what the ACD considers a fair and reasonable mid-market price.
- 3 Cash and amounts held in current, margin and deposit accounts and in other time-related deposits shall be valued at their nominal values.
- 4 In determining the value of the scheme property, all instructions given to issue or cancel shares shall be assumed (unless the contrary is shown) to have been carried out and any cash payment made or received and all consequential action required by the Regulations or the Instrument shall be assumed (unless the contrary has been shown) to have taken place.
- 5 Subject to paragraphs 6 and 7 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional

agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the ACD, their omission shall not materially affect the final net asset amount.

- 6 Futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options shall not be included under paragraph 5.
- 7 All agreements are to be included under paragraph 5 which are, or ought reasonably to have been, known to the person valuing the property assuming that all other persons in the ACD's employment take all reasonable steps to inform it immediately of the making of any agreement.
- 8 An estimated amount for anticipated tax liabilities (on unrealised capital gains where the liabilities have accrued and are payable out of the property of the Scheme; on realised capital gains in respect of previously completed and current accounting periods; and on income where liabilities have accrued) including (as applicable and without limitation) capital gains tax, income tax, corporation tax, value added tax and stamp duty will be deducted.
- 9 An estimated amount for any liabilities payable out of the scheme property and any tax thereon treating periodic items as accruing from day to day will be deducted.
- 10 The principal amount of any outstanding borrowings whenever payable and any accrued but unpaid interest on borrowings will be deducted.
- 11 An estimated amount for accrued claims for tax of whatever nature which may be recoverable; any other credits or amounts due to be paid into the scheme property, and a sum representing any interest or any income accrued due or deemed to have accrued but not received, will be added
- 12 Currencies or values in currencies other than base currency shall be converted at the relevant valuation point at a rate of exchange that is not likely to result in any material prejudice to the interests of shareholders or potential shareholders.

Where Shares in more than one Fund are available, each Fund will have credited to them the proceeds of all shares attributed to the relevant Fund, together with the assets in which such proceeds are invested or reinvested and all income, earnings, profits, or assets deriving from such investments. All liabilities and expenses attributable to each Fund will be charged to it.

Where Shares in more than one Fund available, the Company is required to allocate (and the ACD may from time to time reallocate) any assets, costs, charges or expenses which are not attributable to a particular Fund against all the Funds in a manner which is fair to the shareholders of the Company generally.

Fair value pricing

Where the ACD has reasonable grounds to believe that:

- (a) no reasonable price exists for a security at a valuation point; or
- (b) the most recent price available does not reflect the ACD's best estimate of the value of a security at a valuation point,

it will value an investment at a price which, in its opinion, reflects a fair and reasonable price for that investment (the fair value price).

The circumstance which may give rise to a fair value price being used includes: where there has been no recent trade in the security concerned; or where there has been the occurrence of a significant event since the most recent closure of the market where the price of the security is taken.

12 PRICES OF SHARES

The Company deals on a forward pricing basis. A forward price is the price calculated at the next valuation of the scheme property after the purchase, redemption, conversion or switch of Shares is agreed. As noted above, Shares in the Company are "single priced". This means that subject to the dilution adjustment referred to below and any preliminary charge (as set out in section 21 under the heading "**The Authorised Corporate Director's Charges**"), the price of a share for both buying and selling purposes will be the same and determined by reference to a particular valuation point.

The price of a share will be calculated at or about the valuation point each Business Day (to at least four significant figures) by:

- taking the value of the property attributable to the Fund and therefore all shares (of the relevant class) in issue (on the basis of the units of entitlement in the property of the Fund attributable to that class at the most recent valuation of the Fund); and
- dividing the result by the number of shares of the relevant class in issue immediately before the valuation concerned;

Publication of Prices

The prices of all Share Classes are available at www.fundlistings.com. The prices of Shares may also be obtained by calling 0330 123 3611 during the Administrator's normal business hours. As the ACD deals on a forward pricing basis, the price that appears in these sources will not necessarily be the same as the one at which investors can currently deal. The ACD may also, at its sole discretion, decide to publish certain Share prices on third party websites or in publications but the ACD does not accept responsibility for the accuracy of the prices published in, or for the non-publication of prices by, these sources for reasons beyond the control of the ACD.

13 DILUTION ADJUSTMENT

What is 'dilution'?

Where the Fund buys or sells underlying investments in response to a request for the issue or redemption of shares, it will generally incur a cost which is not reflected in the issue or redemption price paid by or to the shareholder, made up of dealing costs and any spread between the bid and offer prices of the investments concerned. These costs could have an adverse effect on the value of a Fund, known as "**dilution**".

Dilution Adjustment

In order to mitigate the effect of dilution, the Regulations allow the ACD to adjust the sale and purchase price of Shares in the Funds to take into account the possible effects of dilution. This practise is known as making a "**dilution adjustment**" or operating swinging single pricing. The power to make a dilution adjustment may only be exercised for the purpose of reducing dilution in the Funds.

The price of each Class of Share in each Fund will be calculated separately but any dilution adjustment will in percentage terms affect the price of Shares of each Class identically.

The ACD reserves the right to make a dilution adjustment every day. The dilution adjustment is calculated using the estimated dealing costs of a Fund's underlying investments and taking into consideration any dealing spreads, commission and transfer taxes. The need to make a dilution adjustment will depend on the difference between the value of Shares being acquired and the value of Shares being redeemed as a proportion of the total value of that Fund. The measurement period will typically be a single day but, where a trend develops so that for a number of days in a row there is a surplus of acquisitions or redemptions on each and every day, the aggregate effect of such acquisitions or redemptions as a proportion of the total relevant Fund value will be considered.

Where a Fund is experiencing net acquisitions of its Shares the dilution adjustment would increase the price of Shares above their mid-market value. Where a Fund is experiencing net redemptions the dilution adjustment would decrease the price of Shares to below their mid-market value.

It is the ACD's policy to reserve the right to impose a dilution adjustment on purchases, sales and switches of Shares of whatever size and whenever made. In the event that a dilution adjustment is made it will be applied to all transactions in a Fund during the relevant measurement period and all transactions during the relevant measurement period will be dealt on the same price inclusive of the dilution adjustment.

The ACD's decision on whether or not to make this adjustment, and at what level this adjustment might be made in a particular case or generally, will not prevent it from making a different decision on future similar transactions.

On the occasions when a dilution adjustment is not applied if a Fund is experiencing net acquisitions of Shares or net redemptions there may be an adverse impact on the assets of that Fund attributable to each underlying Share, although the ACD does not consider this to be likely to be material in relation to the potential future growth in value of a Share. As dilution is directly related to the inflows and outflows of monies from the Fund it is not possible to accurately predict whether dilution will occur at any future point in time. Consequently it is also not possible to accurately predict how frequently the ACD will need to make a dilution adjustment.

The dilution adjustment will be applied to the mid-price for the Shares resulting in a figure calculated up to six decimal places. The final digit in this figure will then be rounded either up or down in accordance with standard mathematical principles resulting in the final price for the Shares.

The dilution adjustment for any one Fund may vary over time because the dilution adjustment for each Fund will be calculated by reference to the costs of dealing in the underlying investments of that Fund, including any dealing spreads, and these can vary with market conditions. A typical dilution adjustment may range from 0.1% to 0.4% when buying or selling Shares.

14 ISSUE, REDEMPTION AND EXCHANGE OF SHARES

Issue

Applications

The ACD is required to procure the issue or cancellation of shares by the Company where necessary to meet any obligations to sell or redeem shares. Applications for shares linked to the Fund may be made by any eligible person. Following the expiry of the initial offer period for

the Funds, dealings shall be effected at forward prices i.e. at prices calculated by reference to the next valuation following acceptance of the application (see "**Valuations**" for details of the valuation points). Therefore shares to satisfy an application will be issued at a price based on the valuation made on the next Business Day following acceptance of the application.

Applications may be made by completing an application form and delivering it to the ACD at Fund Partners Limited – Numis, PO Box 12266, Chelmsford CM99 2EJ or by telephoning the ACD on 0330 123 3611 or +44 (0)1268 447931. Instructions received by telephone must be confirmed in writing prior to the remittance of proceeds. Application forms are available from the ACD. Applications, however made, are irrevocable (except in the case where cancellation rights are applied - see below). Subject to its obligations under COLL, the ACD reserves the right to reject any application in whole or in part. In that event application monies or any balance will be returned to the applicant by post at the applicant's risk.

The ACD does not currently accept applications for shares on the authority of electronic communications from Applicants, however the ACD may decide to accept such electronic communications in the future and will update this Prospectus with the conditions that must be satisfied to effect an electronic communication accordingly.

Applications will not be acknowledged but a contract note will be sent on or before the Business Day next following the relevant Business Day. Certificates will not be issued. Where the total price payable for all shares for which the application is made would include a fraction of one penny it will be rounded up or down to the nearest penny.

Payment in respect of applications must be received in cleared funds no later than the fourth Business Day after the relevant Business Day. However, the ACD reserves the right to request that payment in respect of applications be received prior to the relevant Business Day. No interest payment will be made on client money held by the ACD prior to investment in the Company. Client money will be held on account with the Depositary.

If an Applicant defaults in making any payment in money, or by way of a transfer of property, due to the ACD in respect of the sale or issue of shares, the Company is entitled to make any necessary amendment to the register and the ACD will become entitled to the shares in place of the Applicant, subject, in the case of an issue of shares, to the ACD's payment of the purchase price to the Company. The ACD reserves the right to cancel investments for which settlement is not received, or fails to clear, and to recover from an Applicant, the amount of any decrease in value of the investment if this occurs.

Applicants who have received advice may have the right to cancel their application to buy Shares at any time during the 14 days after the date on which they receive a cancellation notice from the ACD. If an applicant decides to cancel the contract, and the value of the investment has fallen at the time the ACD receives the completed cancellation notice, they will not receive a full refund as an amount equal to any fall in value will be deducted from the sum originally invested.

The UK has implemented the Foreign Account Tax Compliant Act (FATCA) and the OECD Common Reporting Standard for Automatic Exchange of Financial Account Information through the International Tax Compliance Regulations 2015. As a result of UK legislation, the Company may be required to obtain confirmation of certain information from shareholders and (where applicable) their beneficial owners, such as where you are resident for tax purposes, your tax identification number, and your place and date of birth, and your tax status classification and place of incorporation if you are a corporate body. Under certain circumstances (including where you do not supply us with the information we request), we will be obliged to report your personal details as well as the details of your Investment to HM Revenue & Customs. This information may then be passed to other tax authorities. Any shareholder that fails to provide

the required information may be subject to a compulsory redemption of their Shares and/or monetary penalties.

Anti-Money Laundering Procedures

The Company is subject to the UK's anti-money laundering regulations and the ACD may in its absolute discretion require verification of identity from any person applying for shares (the "**Applicant**") including, without limitation, any Applicant who:

- (a) tenders payment by way of cheque or banker's draft on an account in the name of a person or persons other than the Applicant; or
- (b) appears to the ACD to be acting on behalf of some other person.

In the former case verification of the identity of the Applicant may be required. In the latter case, verification of the identity of any person on whose behalf the Applicant appears to be acting may be required.

Until satisfactory proof of identity is provided, the ACD reserves the right to refuse to issue shares, pay the proceeds of a redemption of shares, or pay income on shares to investors. In the case of a purchase of shares where the Applicant is not willing or is unable to provide the information request within a reasonable period, the ACD also reserves the right to sell the shares purchased and return the proceeds to the account from which the subscription was made. These proceeds may be less than the original investment. The ACD will not be liable for any share price movements occurring during delays while money laundering checks are carried out.

The ACD will, where possible, verify identity using information from credit reference agencies. Where this is not possible, or where the ACD decides (at its discretion) that it is appropriate, further documentation will be requested.

Market Timing

The ACD may refuse to accept a new investment if, in the opinion of the ACD, it has reasonable grounds for refusing to accept an investment. In particular, the ACD may exercise this discretion if it reasonably believes the shareholder has been or intends to engage in market timing activities.

For these purposes, market timing activities include investment techniques which involve short term trading in and out of shares generally to take advantage of variations in the price of shares between the daily valuation points of the Fund. Short term trading of this nature may often be detrimental to long term Shareholders, in particular the frequency of dealing may lead to additional dealing costs which can affect long term performance.

Investments may be made into the Fund via nominee or similar omnibus accounts. For the purposes of monitoring and detecting potential market timing activity, the ACD's responsibilities will be restricted to the registered legal holder of shares rather than any underlying beneficial holder. The ACD will co-operate in helping to deter any potential market timing activities that the registered legal holder has detected in his monitoring of his underlying beneficial holders.

In Specie Application

The ACD may by special arrangement and at its discretion, in consultation with the Depositary, accept assets other than cash as payment for the issue of shares. The acceptance of the assets will be on the basis that the receipt of the property should not adversely affect the interests of the existing shareholders of the Fund and subject to the investment restrictions of the Fund.

Minimum Subscription

The minimum investment requirements in respect of the current share classes are as follows:

Share class	Minimum initial investment requirement	Minimum subsequent investment requirement
Class A GBP Shares	£5,000	£1,000
Class B GBP Shares	£25,000,000	£250,000

However, the ACD may, by special arrangement and at its discretion, either agree on an individual basis a lower amount in relation to the minimum transaction sizes, or waive such requirements.

Regular Savings Plan

A Regular Savings Plan is available for investors in Class A GBP Shares. The minimum monthly contribution is £100 per month in any single Fund. A direct debit will need to be arranged in accordance with the ACD's procedures to permit contributions to the regular savings plan to be made. Monthly contributions may be increased, decreased (subject to maintaining the minimum level of contribution) or stopped at any time by notifying in writing such party as the ACD may direct. If, however, payments are not made into the regular savings plan for more than three months and the Shareholder holds less than the minimum holding, then the ACD reserves the right to redeem that shareholder's entire holding. Contract notes will not be issued to Shareholders investing through a regular savings plan.

Redemption

Shares in the Company may be redeemed on any Business Day. Dealings are on a forward price basis as explained in the paragraph headed "Issue" above. Shares to be redeemed pursuant to a redemption request will be redeemed at a price based on the next available valuation point following receipt of the request. Redemption instructions may be given by delivery to the ACD of written instructions for redemption by letter to Fund Partners Limited – Numis, PO Box 12266, Chelmsford CM99 2EJ on any Business Day. The ACD may also, at its sole discretion, accept instructions by facsimile on 0870 700 2305 or telephone on 0330 123 3611 or +44 (0)1268 447931 on such terms as it may specify provided that where a redemption instruction is received outside of Office Hours it shall be deemed to be received at 9am on the next following Business Day. Unless a coverall renunciation is in place, redemption instructions given by telephone and facsimile must be confirmed in writing to the ACD prior to redemption proceeds being remitted. Redemption instructions are irrevocable.

The ACD does not currently accept redemption instructions on the authority of electronic communications received from shareholders.

A redemption contract note will be sent on or before the next Business Day following the relevant Business Day. Where the total consideration for the transaction would include a fraction of one penny it will be rounded up or down to the nearest penny. There may also be deducted, if the consideration is to be remitted outside the United Kingdom, the cost of remitting the proceeds (if any). If a redeeming shareholder wishes to be paid other than by cheque, the ACD will endeavour to arrange this but at the cost of the shareholder. The redemption proceeds will be paid not later than the close of business on the fourth Business Day after the later of the following times:

- (a) the valuation point immediately following the receipt by the ACD of the request to redeem the shares; or
- (b) the time when the ACD has received all duly executed instruments and authorisations which effect (or enable the ACD to effect) transfer of title to the shares.

However, neither the Company nor the ACD is required to make payment in respect of a redemption of shares where the money due on the earlier issue of those shares has not yet been received or where the ACD considers it necessary to carry out or complete identification procedures in relation to the holder or another person pursuant to a statutory, regulatory or European Community obligation (such as the UK's anti-money laundering regulations).

In Specie Redemption

Where a shareholder requests redemption of a number of shares, the ACD at its discretion may, by serving a notice of election on the shareholder not later than the close of business on the second Business Day following the day of receipt of the request, elect that the shareholder shall not be paid the redemption price of his shares but instead there shall be a transfer to that holder of property of the relevant Fund having the appropriate value. Where such a notice is so served on a shareholder, the shareholder may serve a further notice on the ACD not later than the close of business on the fourth Business Day following the day of receipt by the shareholder of the first mentioned notice requiring the ACD, instead of arranging for a transfer of property, to arrange for a sale of that property and the payment to the shareholder of the net proceeds of that sale.

The selection of scheme property to be transferred (or sold) is made by the ACD in consultation with the Depositary, with a view to achieving no more advantage or disadvantage to the shareholder requesting redemption of his shares than to continuing shareholders.

Minimum Redemption and Minimum Holding

In respect of each class of share in the Fund, if the redemption request is in respect of only some of the shares held, the minimum value of shares which may be the subject of one act of redemption and the minimum holding requirements are as follows:

Share class	Minimum redemption	Minimum holding
Class A GBP Shares	£1,000	£5,000
Class B GBP Shares	£250,000	£25,000,000

For the purpose of calculate the minimum holding value, the value of shares for this purpose is calculated by reference to the current price, net of any preliminary charge and before any application of a dilution adjustment. However the ACD may, by special arrangement and at its discretion, agree on an individual basis a lower amount in relation to the minimum redemption size.

Restrictions on Redemption

Subject to COLL and the Company's Instrument, the ACD may defer redemptions on a particular Dealing Day to the next Dealing Day where the total value of requested redemptions exceeds 10 per cent of the Fund's value. The ACD will ensure the consistent treatment of all shareholders who have sought to redeem shares on any Dealing Day on which redemptions have

been deferred. The ACD will pro rate all such redemption requests to the stated level (i.e. 10 per cent of the Fund's value) and will defer the remainder to the next Dealing Day (subject to sufficient liquidity being raised).

The ACD will ensure that all redemption requests relating to an earlier Dealing Day are completed before those relating to a later Dealing Day are considered.

15 SWITCHING AND CONVERSIONS

Conversions

Subject to any restrictions on the eligibility of investors for a particular share class, a shareholder may convert shares in one class in a Fund for shares in a different class in the same Fund subject to the investment minima as set out in this Prospectus.

Conversions will be effected by the ACD recording the change of share class on the register of the Company.

Conversions will be effected at the next valuation point. The number of shares to be issued in the new class will be calculated relative to the price of shares being converted from. The ACD will notify shareholders once the conversion has been effected. Conversions will not generally be treated as a disposal for capital gains tax purposes.

There is no fee on a conversion between classes of the same Fund.

Switches

Where shares in more than one Fund are available, Shareholders may (subject to the qualifications below) exchange shares in one Fund for shares in a different Fund.

The right to exchange is subject to the following:

- the ACD and the Depositary are not obliged to give effect to a request for exchange of shares if the value of the shares to be exchanged is less than the minimum permitted transaction (see above) or if it would result in the shareholder holding shares of any class of less than the minimum holding for that class of share (see above);
- the ACD may decline to permit an exchange into a share class where it would be entitled under COLL to refuse to give effect to a request by the shareholder for the redemption of shares of the old class or the issue of shares of the new class.

Exchanges between classes of shares may be subject to a charge (See "**Switching Charge**" below).

It should be noted that an exchange of shares in a Fund for shares in any other Fund is treated as a redemption and sale and will, for persons subject to UK taxation, be regarded as a realisation for the purposes of capital gains taxation.

In no circumstances will a shareholder who exchanges shares in one Fund for shares in any other Fund (or who converts between classes of shares) be given a right by law to withdraw from or cancel the transaction.

Application

A shareholder wishing to switch or convert shares should apply in the same way as for a redemption (see above). A switch will be effected at prices based on the valuation made on the next Business Day following acceptance of the request.

A contract note giving details of the exchange will be sent on or before the next Business Day following the relevant Business Day.

16 SUSPENSION OF DEALINGS

The ACD may with the prior agreement of the Depositary, and must without delay, if the Depositary so requires, temporarily suspend the issue, cancellation, sale, redemption and exchange of any shares in the Fund ("dealing") where due to exceptional circumstances it is in the interests of all shareholders in the Fund.

The ACD and the Depositary must ensure that the suspension is only allowed to continue for so long as it is justified having regard to the interests of the shareholders. On suspension, the ACD, or the Depositary (if the Depositary has required the ACD to suspend dealings) will immediately inform the FCA stating the reason for the suspension and as soon as practicable give written confirmation of the suspension and the reasons for it to the FCA.

The ACD will notify shareholders of the suspension as soon as practicable after suspension commences, drawing shareholders' particular attention to the exceptional circumstances which resulted in the suspension in a manner that is clear, fair and not misleading, and will inform shareholders of how to obtain further information regarding the suspension with a view to keeping shareholders sufficiently informed. The ACD shall publish on its website and/or by other general means sufficient details to keep shareholders appropriately informed about the suspension including, if known, its likely duration.

During a suspension none of the obligations in COLL 6.2 (Dealing) apply; and the ACD shall comply with as much of COLL 6.3 (Valuation and pricing) as is practicable in the light of the suspension. The suspension of dealings in shares must cease as soon as practicable after the exceptional circumstances which led to the suspension, have ceased.

The ACD and the Depositary shall formally review the suspension at least every 28 days and inform the FCA of the results of this review and any change to the information provided to the FCA in respect of the reasons for the suspension.

The ACD shall inform the FCA of the proposed restart of dealing in Shares and immediately after the restart shall confirm this by giving notice to the FCA.

The ACD may agree, during the suspension, to deal in shares in which case all deals accepted during, and outstanding prior to, the suspension will be undertaken at a price calculated at the first valuation point after restart of dealing in shares, provided that if the ACD operates limited redemption arrangements, and the event leading to the suspension of dealing has affected a valuation point, the ACD shall declare an additional valuation point as soon as possible after the restart of dealing in shares.

The provisions relating to suspension of dealings can only apply to one or more classes of shares without being applied to other classes, if it is in the interest of all the shareholders.

17 MANDATORY REDEMPTION OF SHARES

If the ACD reasonably believes that any shares are owned directly or beneficially in circumstances which:

- (a) constitute a breach of the law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory; or
- (b) may (or may if other shares are acquired or held in like circumstances) result in the Company incurring any liability to taxation or suffering any other adverse consequence (including a requirement to register under any securities or investment or similar laws or governmental regulation of any country or territory);
- (c) are held in any manner by virtue of which the shareholder(s) in question is not qualified to hold such shares or if the ACD reasonably believes this to be the case;
- (d) are owned by a shareholder who is registered in a jurisdiction (where the Fund is not registered or recognised by the relevant competent authority) whereby communication with that shareholder by the ACD, on behalf of the Fund, might constitute a breach of the regulations in that jurisdiction (unless specific action is taken by the ACD to prevent such communications constituting a breach),

or if the ACD is not satisfied that any Shares may not give rise to a situation discussed in (a) to (d) above, it may give notice to the holder of such shares requiring him or her to transfer them to a person who is qualified or entitled to own them, or to request the redemption of the shares by the Company. If the holder does not either transfer the shares to a qualified person or establish to the ACD's satisfaction that he or she and any person on whose behalf he or she holds the shares are qualified and entitled to hold and own them, he or she will be deemed on the expiry of a thirty-day period to have requested their redemption.

18 DISTRIBUTION AND ACCUMULATION

The annual accounting period for the Company and the Fund ends on 30 November (the "**accounting reference date**"). The half-yearly accounting period ends on 31 May (the "**interim accounting reference date**"). The amount of income to be distributed or accumulated in respect of the Fund is calculated on the last day of each accounting period.

The first annual accounting reference date will be 30 November 2016.

Allocations and distributions of income will be made on or before 31 January and on or before the 31 July each year. The first distribution of income is due to be payable on 31 July 2016.

For accumulation shares, income is transferred to the capital account of the Fund on each distribution date. In accordance with the Regulations, the ACD and the Depositary, have agreed that in the event the income available for distribution or accumulation is less than £20 per shareholder for A Shares and less than £200 in respect of B Shares, income, if any will revert to the Fund.

Tax vouchers will be sent to shareholders in the Funds at each income distribution date, but only where net income is available for distribution. A direct credit or warrant for the amount of the net distribution will, where applicable, be sent to the bank account nominated on the application form, or such account as is instructed and verified thereafter. Where bank details have not been supplied income will be reinvested automatically.

All distributions unclaimed for a period of six years after having become due for payment shall be forfeited and shall revert to the Company and such reclaimed distribution shall become part of the capital of the Funds for the benefit of all Shareholders. The payment of any unclaimed

distribution, interest or other sum payable by the Company on or in respect of a share into a separate account shall not constitute the Company a trustee thereof.

Determination of Distributable Income

As at the end of each annual and interim accounting period, the ACD must arrange for the Depositary to transfer the income payable for distribution attributable to the Fund to the distribution account.

The income available for distribution or accumulation in relation to each Fund is determined in accordance with the Regulations. Broadly it comprises all sums deemed by the Company, after consultation with the Auditor, to be in the nature of income received or receivable for the account of the Company and attributable to the Fund in respect of the accounting period concerned, after deducting net charges and expenses paid or payable out of such income in respect of the period and adding the ACD's best estimate of any relief from tax on such charges and expenses and making such adjustments as the ACD considers appropriate, after consulting the Auditor in accordance with the Regulations, in relation to taxation and other matters.

On or before each annual or interim income distribution date, the ACD must calculate the amount available for income distribution for the immediately preceding interim accounting period and must inform the Depositary of such amount.

The amount available for income distribution is calculated by taking the aggregate of the income property received or receivable for the account of the Fund in respect of the relevant period, deducting the charges and expenses of the Company paid or payable out of the income property in respect of that period and adding the ACD's best estimate of any relief from tax on those charges and expenses. Further adjustments may be made as the ACD considers appropriate (after consultation with the auditor) in relation to taxation and the proportion of the prices received or paid for shares that relate to income (taking account of any provisions in the Instrument constituting the scheme relating to income equalisation (see section 19 below), potential income which is unlikely to be received until 12 months after the relevant allocation date, income which should not be accounted for on an accrual basis because of lack of information about how it accrues, any transfer between the income and the capital account (regarding payments from capital or income) and making any other adjustments which the ACD considers appropriate (after consultation with the auditor).

In relation to income shares, on or before each relevant income distribution date, the ACD will instruct the Depositary to enable it to distribute the income allocated to income shares among the holders of such shares and the ACD in proportion to the number of such shares held, or treated as held, by them respectively at the end of the relevant period.

The amount of income allocated to accumulation shares becomes part of the capital property and to the extent that shares of any other class (such as income shares) were in issue in relation to the relevant period, the interests of holders of accumulation shares in that amount must be satisfied by an adjustment at the end of the relevant period in the proportion of the scheme property to which the price of an accumulation share is related. This ensures that the price of an accumulation share remains unchanged despite the transfer of income to capital property.

In calculating the amount to be distributed, the ACD must deduct any amounts previously allocated by way of interim allocation of income for that annual accounting period and deduct and carry forward in the income account such amount as is necessary to adjust the allocation of income in accordance with the Regulations.

19 INCOME EQUALISATION

The price of a share of a particular class in the Fund is based on the value of that class's entitlement in the Fund including the income of the Fund since the previous distribution or, in the case of accumulation shares, deemed distribution. In the case of the first distribution received or accumulation made in respect of a share (except where shares have been purchased during the initial offer period for the Company or one of its Funds) part of the amount, namely the equalisation payment, is a return of capital and is not taxable as income in the hands of the shareholder. This amount is, however, in the case of income shares, deducted from the cost of the share in computing any capital gains. In the case of accumulation shares, the equalisation amount may only be eligible for taper relief/indexation allowance from the date of allocation (as distinct from the date of acquisition of the original shares).

Equalisation applies only to shares purchased during the relevant accounting period. It is calculated as the average amount of income included in the issue price of all shares of the Fund concerned issued during the period.

20 THE AUTHORISED CORPORATE DIRECTOR'S CHARGES

Preliminary charge

The ACD may impose a charge payable by the shareholder on the issue of shares (the "**preliminary charge**"). The current preliminary charges are as follows:

Share Class	Current preliminary charge
Class A GBP Shares	1.00%
Class B GBP Shares	0.00%

If at any time the ACD decides to increase a preliminary charge on the issue of shares, the ACD is required to give not less than 60 days' prior notice in writing to all affected shareholders.

In the event that a preliminary charge is charged, it is payable to the ACD. The preliminary charge is exclusive of VAT which shall, if applicable, be payable in addition.

Switching Charge

The ACD does not currently impose a charge on conversions or switches, however a dilution adjustment may be made where a switch is from one Fund to another (see pages 14 and 15 for the ACD's policy on Dilution Adjustment).

Periodic Charge

The ACD is entitled to make a periodic charge, calculated and accruing on each Business Day at each valuation point (the "**Calculation Date**"), and payable out of the property of the Fund, by way of remuneration for the services of the ACD. The periodic charge is payable to the ACD monthly in arrears. The periodic charge will be calculated separately in respect of the Fund, as a percentage rate per annum of the total value of the units of entitlement in the property of the Fund represented by the class on the Calculation Date.

The current periodic charges are as follows:

Share Class	Current periodic charge
Class A GBP Shares	0.75%
Class B GBP Shares	0.375%

In respect of all Class A Income Shares and all Class B Income Shares, the ACD's Periodic Charge is taken from the Capital Account of the Funds.

The first accrual will be in respect of the day on which the first valuations of the Fund are made.

Any increase in the above rate requires not less than 60 days' prior notice in writing to the shareholders before such increase may take effect. Also, the ACD is required to revise the Prospectus to reflect the new current rate and the date of its commencement.

The periodic charge will cease to be payable (in relation to the Fund) on the date of commencement of its termination, and (in relation to the Company as a whole) on the date of the commencement of its winding up or, if earlier, the date of the termination of the ACD's appointment as such.

The ACD discharges (or will discharge) at its own expense out of its periodic charge the fees of the Investment Manager for its services in relation to the Fund.

The periodic charge is exclusive of VAT which shall, if applicable, be payable in addition.

Redemption charge

The ACD may make a charge on the redemption of Shares in each Class.

The ACD may only introduce a redemption charge in accordance with the Regulations. Also, if such a charge was introduced, it would not apply to Shares issued before the date of the introduction (i.e., those not previously subject to a redemption charge). There is currently no charge for redeeming Shares in any of the Classes.

21 THE FEES, CHARGES AND EXPENSES OF THE DEPOSITARY

The Depositary is paid a monthly periodic fee plus VAT in remuneration for its services from the property of the Fund. The Depositary's fee is calculated, accrued and payable on the same basis as the ACD's periodic charge except that if the Fund is being wound up, the periodic fee will cease to be payable in relation to the Fund on the date of the final distribution of the Fund or in the case of a winding up following the passing of an extraordinary resolution approving a scheme of amalgamation or scheme of construction in relation to the Fund, down to and including the final day on which the Depositary is responsible for the safekeeping of the scheme property of that Fund. The Depositary fee is levied directly against the Funds.

The current fee payable for the Fund is as follows:

- Fund value to first £40 million 0.04%
- £40 million to £100 million 0.03%

- Over £100 million 0.02%

Subject to a minimum fee of £10,000.00 per annum per fund.

VAT at the prevailing standard rate is added to this fee.

In addition to the above periodic fee, the Depositary levies transaction charges and custody charges. These fees are levied directly to the Funds and are currently as follows:

UK Assets

- Safekeeping fee of 0.0075% (based on mid-market asset values at the end of a calendar month) on all Funds;
- Transaction charges of £10 per payment; and
- Cash payment charges of £12.50 to £35 per payment.

Non-UK assets

Non-UK assets will be dependent on the individual market and the safe keeping fees applicable for that market and will range between the following:

- Safekeeping fees currently range from 0.01% per annum to 0.5% per annum. These fees are based on mid-market asset values at the end of a calendar month;
- Transaction charges currently range from £12 to £100 per transaction; and
- Cash payment charges will range from £10 to £35 per payment.

Charges are accrued within the Fund on a daily basis and paid monthly in arrears.

In addition to payment of the periodic charge, the amount payable to the Depositary out of the property of the Fund by way of remuneration for its services may include charges in connection with its duties (or the exercise of powers conferred upon it by the Regulations or the general law) as depositary of the Company referable to: (i) custody of assets (including overseas custody services) as specified above; (ii) the acquisition holding and disposal of property; (iii) the collection of dividends, interest and any other income; (iv) the maintenance of distribution accounts; (v) the conversion of foreign currency; (vi) registration of assets in the name of the Depositary or its nominees or agents; (vii) borrowings, stocklending or other permitted transactions (including any deposit or loan authorised under this deed or the Regulations); (viii) communications with any parties (including telex, facsimile, SWIFT and electronic mail); (ix) taxation matters; (x) insurance matters; or (xi) the Depositary's report as set out in annual reports of the Company.

Expenses

The Depositary is entitled to be reimbursed out of the property of the Funds for expenses properly incurred in performing duties imposed on it or exercising powers conferred upon it by the Regulations, together with any VAT payable.

In addition, the Depositary may be paid the following expenses or disbursements (plus VAT):

- (a) all expenses of registration of assets in the name of the Depositary or its nominees or agents, of acquiring, holding, realising or otherwise dealing with any asset; of custody of documents; of insurance of documents and of

collecting income or capital; of opening bank accounts, effecting currency transactions and transmitting money; relating to borrowings or other permitted transactions; of obtaining advice, including legal, accountancy or other advice, of conducting legal proceedings, of communicating with shareholders, the ACD, the Registrar or other persons in respect of the Funds, relating to any inquiry by the Depositary into the conduct of the ACD and any report to holders; or otherwise relating to the performance by the Depositary of its duties or the exercise by the Depositary of its powers;

- (b) all charges of nominees or agents in connection with any of the matters referred to in (a) above; and
- (c) any other costs, disbursements or expenses accepted under the laws of England and Wales from time to time as being properly chargeable by Depositaries. If any person, at the request of the Depositary in accordance with the Regulations, provides services including but not limited to those of a custodian of property of the Fund, the expenses and disbursements hereby authorised to be paid to the Depositary out of the property of the Fund shall extend to the remuneration of such persons as approved by the Depositary and the ACD provided that in respect of a custodian such expenses to be paid out of the property of the Fund as relates to its remuneration shall be equal to (or less than) the current rates stated above under "UK Assets" and "Non-UK Assets".

No compensation for loss of office is provided for in the agreement with the Depositary. Where shares in more than one Fund are available, expenses not directly attributable to a particular Fund will be allocated between Funds. In each such case such expenses and disbursements may also be payable if incurred by any person (including the ACD or an associate or nominee of the Depositary or of the ACD) who has had the relevant duty delegated to it pursuant to COLL by the Depositary.

22 OTHER PAYMENTS OF THE COMPANY

The following expenses (being the actual amounts incurred together with any applicable VAT thereon) may also be payable by the Company out of its capital or income at the discretion of the ACD:

- (a) transaction costs, including (without limitation) the fees and/or expenses incurred in acquiring, registering and disposing of investments, such as (for example) broker's commissions, fiscal charges and other disbursements which are necessarily incurred in effecting transactions for the Funds and normally shown on contract notes, confirmation notes and difference accounts as appropriate;
- (b) Fund Accounting Fee, for the provision of Fund Accounting services, based on assets under management. Calculated and accrued daily for each Fund at the following rates;

£0 to £100 million	0.04%
£100 million to £500 million	0.03%
£500 million +	0.02%

Subject to an annual minimum fee of £25,000.00 per annum per fund.

Tax Reporting Fee of £1,500 per annum per Fund.

- (c) interest on borrowings permitted under the Instrument and this Prospectus and other charges incurred in reporting, entering into, varying, carrying into effect with or without variation, maintaining and terminating the borrowing arrangements;
- (d) taxation and other duties payable in respect of the property of the Company and the Fund, the Instrument or the issue of shares;
- (e) any costs incurred in amending or updating the Instrument, the Prospectus and the KIID;
- (f) any costs incurred in respect of any other meeting of shareholders convened on a requisition by holders not including the ACD or an associate of the ACD and expenses of the Depositary in convening a meeting of shareholders convened by the Depositary alone;
- (g) any costs incurred in relation to a unitisation, amalgamation or reconstruction where the property of a body corporate (such as an investment company) or of another collective investment scheme is transferred to the Company in consideration of the issue of shares in the Company to shareholders in that body corporate or to participants in that other scheme, any liability arising after the transfer which, had it arisen before the transfer, could properly have been paid out of that other property provided the ACD is of the opinion that proper provision was made for meeting such liabilities as were known or could reasonably have been anticipated at the time of the transfer;
- (h) the fees and any proper expenses of any professional advisers retained by the Company or by the Company in relation to the ACD, or by the ACD or the Depositary in relation to the establishment of the Company and its Funds;
- (i) payments, costs or any other administrative expenses in relation to the preparation of and dissemination of literature required or necessary for the purpose of complying with the Regulations or any other law or regulation (excluding the cost of disseminating the KIID or any successor or equivalent documentation);
- (j) any costs of printing and distributing annual, half yearly and quarterly reports and any other reports or information provided for shareholders;
- (k) any costs of listing the prices of the Fund in publications and information services selected by the ACD, including the Financial Times;
- (l) any costs of establishing and obtaining authorisation of the Company, including the fees and proper expenses of any professional advisers retained by the Company or the ACD;
- (m) all fees and expenses incurred in relation to the addition and initial organisation of any new Funds, the listing of Shares on any stock exchange, any offer of Shares (including the preparation, translation, printing and distribution of any prospectus (apart from the costs and expenses of distributing any Key Investor Information Document) and listing documents) and the creation, Conversion

and cancellation of Shares in a new or existing Fund and any costs and expenses incurred in registering, having recognised or going through any other process in relation to the company or any Fund in any territory outside the UK for the purpose of marketing the Shares in such territory, including any translation costs;

- (n) any costs of authorising new Funds of the Company after its initial establishment, including the fees and proper expenses of any professional advisers retained by the Company or the ACD;
- (o) any sum due by virtue of any provision of the Regulations, such as cancellation proceeds and reasonable stock lending expenses;
- (p) any costs incurred in producing and despatching any payment made by the Company, including expenses incurred in distributing income to shareholders;
- (q) any costs incurred in taking out and maintaining an insurance policy in relation to the Company and/or its Directors (including the ACD) and the Depositary;
- (r) the periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which shares in the Company are or may be marketed;
- (s) the cost of any licences required, to enable the Fund to use, or quote, names which would normally be under copyright, in any country or territory, including the United Kingdom;
- (t) any costs or fees arising in connection with pursuing or defending litigation on behalf of the Company or any Fund;
- (u) any expense incurred in relation to company secretarial duties including the cost of maintenance of minute books and other documentation required to be maintained by the Company;
- (v) any costs associated with the admission of shares to listings on any stock exchange and with the maintenance of that listing (including, for the avoidance of doubt, the fees levied by the exchange in question as a condition of the admission to listing of the shares and the periodic renewal of that listing), any offer of shares, including the preparation and printing of any prospectus and the creation, conversion and cancellation of shares associated with such prospectus;
- (w) any expense incurred with respect to the publication and circulation of details of the net asset value of the Funds;
- (x) Subject to the Regulations, any amount payable to the Company under any indemnity provisions provided for in the Instrument or any agreement to which the Company is party;
- (y) the fees and expenses of the Administrator in relation to dealing in shares of the Company by new and existing shareholders, currently as follows ;
 - (i) Base Fee - £2,877.93 per annum per fund
 - (ii) Electronic dealing – £7.85 per trade
 - (iii) By paper application or by telephone – £12.56 per trade

- (z) the fees of the of the ACD for maintaining the register, which is currently £11.52 per annum per holding;
- (aa) the ACD will also maintain sub-registers in respect of ISAs and Junior ISAs entitlements. The fees for maintaining the sub-registers will be equivalent to those shown above;
- (bb) value added tax in respect of any of the costs, expenses, fees and charges payable by the Company; and
- (cc) any other charges/expenses that may be taken out of the Company's property in accordance with the Regulations.
- (dd) the fees, charges, expenses and disbursements of the auditor of the Company;
- (ee) fees of the FCA under the Financial Services and Markets Act 2000.

VAT where applicable on any fees, charges or expenses will be added to such fees, charges or expenses and will be payable by the Company.

The Registrar / Administrator Fee will be subject to an RPI increase on the 1st January and each subsequent year. The RPI rate that will apply will be the November rate for the preceding year which is published mid-December.

Expenses not directly attributable to a particular Fund will be allocated proportionately between all Funds.

Costs relating to EPM

Certain direct and indirect operational costs and/or fees may arise from time to time as a result of Efficient Portfolio Management techniques being used for the benefit of the Company and/or the Funds. These costs and/or fees are regarded as transaction costs and, therefore, would fall within (a) above. Further details on the payment of costs and/or fees relating to Efficient Portfolio Management techniques will be set out in the Annual Report.

Charges to Capital

The expenses of individual Funds, including the ACD's periodic charge, may be charged to the capital account of the relevant Fund, subject to any restrictions contained in the Instrument, this Prospectus and the Regulations. Where such payments are to be made from the capital account of a Fund, this policy may result in capital erosion or constrain the capital growth of a Fund. Where charges are to be levied against capital, further details will be found under the "***Periodic charge***" section of this Prospectus on page 25.

23 TAXATION

General

Prospective investors who are in doubt about their tax position, or who may be subject to tax in a country other than the UK, should inform themselves of, and where appropriate take professional advice on the laws and regulations (such as those relating to taxation and exchange controls) applicable to the subscription, holding redemption and conversion of shares in the country of the citizenship, residence or domicile.

The information below is not exhaustive and does not constitute legal or tax advice. Prospective investors should consult their own professional advisers as to the implications of their subscribing for, holding, switching or disposing of Shares under the laws of the countries in which they may be subject to tax.

The Government has introduced regulations providing for tax-elected funds. No decision had been taken by the ACD to elect for any of the Funds to be tax-elected funds at the date of this Prospectus. The ACD is, however, monitoring developments and keeping the position under review, and may elect for one or more of the Funds to be tax-elected funds ("TEFs") where it appears to be advantageous to do so.

TEFs are in practice not subject to United Kingdom tax on their income, which is streamed through to investors who alone are taxable on it. For UK tax purposes, a TEF's income distributions (and accumulations) are divided into two types of income in the hands of investors, dividend distributions and non-dividend distributions. Their size reflects the nature of the type of income arising in the TEF in the period.

The Company

The UK tax regime applicable to the Company is primarily set out in Sections 613 to 615 of the Corporation Tax Act 2010 and in the Authorised Funds (Tax) Regulations 2006 (SI 2006/964) (the "**Tax Regulations**"). Where shares in more than one Fund are available, each Fund is treated as a taxable entity in its own right and the Company is not so regarded. References to "the Company" in this section include references to the Fund.

The Company will be liable to corporation tax on its taxable income, less its expenses of management. Corporation tax will be payable for a financial year at the basic rate of income tax for the tax year beginning in that financial year (currently 20%), sums appropriated in accordance with the terms of this Prospectus (as amended from time to time) for the remuneration of the ACD should be treated as management expenses.

Like other UK companies, the Company will generally not be subject to corporation tax on dividends from United Kingdom resident companies nor on dividends from overseas companies. Where foreign tax has been deducted from income from overseas sources, that tax may in some instances be offset against corporation tax payable by the Company under double taxation relief arrangements.

As an OEIC, the Company will benefit from the exemption from corporation tax on chargeable gains in respect of disposals of its investments. The Company will also not be subject to corporation tax on any profits or gains (or be entitled to corporation tax relief for any losses) which it derives from its creditor loan relationships or its derivative contracts, to the extent that those profits, gains or losses are treated as capital in nature. Capital profits, gains or losses for this purpose are those profits, gains or losses arising from an OEIC's creditor loan relationships or derivative contracts which fail to be dealt with under either the heading "net gains/losses on investments during the period" or the heading "other gains/losses" in the OEIC's statement of total return for the accounting period in question.

Dependent upon the nature of the assets held arising within individual Funds, the total amount shown in the distribution accounts of the Company is available for distribution to shareholders in one of two ways:

- (a) it may be shown as available for distribution as a dividend; or
- (b) it may be shown as available for distribution as yearly interest.

The Tax Regulations provide that where an OEIC has different share classes there shall be no discrimination between participants in respect of different classes of shares, and accordingly it is not possible to make different types of distributions to different classes of shares within a Fund.

Shareholders

The following is a general statement of current UK tax law and HM Revenue & Customs' published practice. Such law and practice may alter without prior warning. It does not describe the taxation treatment of shareholders which are subject to specific tax regimes or of persons resident in jurisdictions other than the United Kingdom. Shareholders are advised to consult their professional advisers as to their tax position in all circumstances.

Individuals

An individual shareholder resident in the United Kingdom for tax purposes is liable to income tax on distributions made by the Company.

Dividends paid to individual shareholders resident in the United Kingdom for tax purposes will be treated in the same way as dividends received from a UK resident company and will have attached to them a tax credit equal to 10% of the grossed up dividend. The ability to reclaim a tax credit in relation to dividends has, generally, been withdrawn. The aggregate of the net dividend and the tax credit will be included in the shareholder's total income for tax purposes. Individuals liable to income tax at either the starting rate or the basic rate will have no further tax liability. Higher rate tax payers will have a tax liability equal to 25% of the net dividend and additional rate tax payers will have a tax liability equal to 30.56% of the net dividend.

On a disposal of shares in the Company individual shareholders may, depending upon their personal circumstances have a liability to capital gains tax. Chargeable gains for individuals will be taxed at a rate of 18% to the extent that the individual's total income and gains are less than the higher rate income tax threshold and 28% to the extent that they exceed it. Each individual has an annual exemption currently £11,100 (tax year 2015/2016), such that capital gains tax is chargeable only on net gains arising from all tax year in excess of this figure.

If the investments of any of the Funds were, throughout any distribution period, to consist of more than 60% by market value in "qualifying investments" (see the definition under the heading "**Corporate**" below), that Fund may distribute its income as yearly interest which would be paid under deduction of income tax at the lower rate, currently 20% (unless the shareholder has made a valid declaration that he is not ordinarily resident in the UK).

In such a situation, UK resident individuals and certain other shareholders liable to UK income tax will be taxable on the sum of their gross interest distributions received during the relevant tax year, but they should be entitled to use the income tax withheld as a credit against their UK income tax liability. Such withholding will satisfy the liability of basic rate tax payers to tax on the income. Higher rate tax payers will have additional tax to pay. If the total income of the shareholder is less than his or her personal allowance, the tax withheld can be the subject of a repayment claim.

It is not the ACD's intention to manage the assets attributable to the Fund such that distributions are regarded as interest and tax is withheld.

An exchange of shares in one Fund for shares in any other Fund will be treated as a disposal and acquisition for capital gains tax purposes and so may give rise to a liability to taxation.

Corporates

Corporate shareholders resident in the United Kingdom for tax purposes will be subject to the corporate streaming rules in relation to any dividends received from the Company, save to the extent that such dividends are treated as a trading receipt or are received by a manager of an authorised investment fund in the ordinary course of business as a manager of the fund. Such dividends are "streamed" into unfranked and franked income depending on the relative proportions of franked and unfranked income comprised in the gross income of the Fund. Any deemed unfranked income will be liable to corporation tax in the hands of any shareholders within the charge to corporation tax (this includes shareholders who are, themselves, either an OEIC or authorised unit trust).

In order to prevent avoidance of the tax regime relating to corporate debt (contained in the Corporation Tax Act 2009) by companies investing in an OEIC which in turn invests in debt, if the OEIC at any point in an accounting period fails to satisfy the non-qualifying investments test described below, the holding is treated as if it were a holding of rights under a creditor relationship of the Company in respect of which fair value accounting must be used. Fluctuations in the value of the investments held by the Company in such circumstances will therefore be taxed or relieved on an annual basis. The non-qualifying investments test requires that not more than 60 per cent of the market value of the investments of the OEIC are held in "qualifying investments". "Qualifying investments" for these purposes consist mainly of:

- (i) any money placed at interest;
- (ii) any security:
 - (A) including loan stock or similar security whether of the UK Government or any other government or of any public or local authority in the UK or elsewhere or of any company, and whether secured or unsecured; but
 - (B) excluding shares in the company;
- (iii) any shares in a Building Society; and
- (iv) an entitlement to a share in the investments subject to the trusts of another authorised unit trust or OEIC unless the investments of the authorised unit trust or the OEIC fulfil the 60% qualifying investments requirement stated above.

Any chargeable gains arising to United Kingdom resident corporate shareholders on a disposal of their shares in the Company will be subject to corporation tax.

An exchange of shares in one Fund for shares in another Fund will be treated as a disposal of the shares in the first Fund and a separate acquisition of shares in the second Fund. Any gain arising on a disposal of shares in a Fund will be subject to corporation tax. The exception described above under the heading "individuals" above where two Funds merge also applies to corporate shareholders.

Tax-Elected Funds ("TEFs")

TEFs and investors in them are taxed as described above in respect of capital gains. The tax treatment of their income is different, however.

TEFs – income: TEFs are entitled to deduct the gross amount of all non-dividend distributions made from their taxable income. This should result in TEFs having no United Kingdom tax liability on their income.

Shareholders – income: All the TEFs which produce distributable income will pay distributions to investors (which will be automatically reinvested in the Fund in the case of accumulation Shares). Any United Kingdom resident investors who receive distributions (or are deemed to receive them in the case of accumulation Shares) may have to divide them into two (in which case the division will be indicated on the tax voucher). The attribution will depend on the nature of the income arising to the TEF.

TEF distribution (dividend): Any part of a TEF's income representing dividends or certain other types of property related income will constitute a TEF distribution (dividend) for United Kingdom tax purposes. It should be treated in the same way as a dividend distribution from a Fund that has not opted for TEF status in the hands of United Kingdom resident investors.

TEF distribution (non-dividend): Any part of a TEF's income representing other types of income will constitute a TEF distribution (non-dividend) for United Kingdom tax purposes. It will generally be paid after deduction of basic rate income tax and carry an income tax credit. It should be treated in the same way as an interest distribution from a Fund that has not opted for TEF status in the hands of United Kingdom resident investors.

Non-United Kingdom resident investors will generally be required to treat all distributions from TEFs as dividends with tax credits under their domestic tax systems, depending on their personal circumstances.

ISAs

It is intended that A shares attributable to the Fund will be eligible for inclusion within a stocks and shares component of an ISA.

General

In the case of accumulation shares, reinvested income is deemed to have been distributed to the shareholder for the purposes of taxation and a tax voucher will be issued to the shareholder to provide the appropriate details for their returns.

EU Savings Directive

The European Union Directive on the Taxation of Savings Income (2003/48/EC) (the "EU Savings Directive") provides that "paying agents" established in a member state of the EU (or certain prescribed dependent or associated territories of member states) which pay "savings income" to individuals resident in another member state (or, depending on the state in which the paying agent is established, possibly also to individuals resident in the prescribed dependent or associated territories) are obliged, depending on the state in which the paying agent is established, either to disclose details of the payment and payee to taxation authorities or to withhold tax from the payment.

For the purposes of the UK's implementation of the EU Savings Directive, the proceeds of a sale, refund or redemption of shares in the Company and/or the proceeds represented by a distribution from the Company may be classed as "savings income". Sale, refund or redemption proceeds will be savings income if more than 25% of the Company's assets are invested in money debts. Distribution proceeds will be savings income if more than 15% of the Company's assets are invested in money debts.

Under the UK's implementation, where savings income is paid by a paying agent established in the UK to an individual resident in another member state or prescribed territory, the paying agent is obliged to disclose details of the payment to the HM Revenue & Customs. The identity of the relevant paying agent depends on how a Shareholder purchases and holds shares. For Shareholders who purchase shares directly, the paying agent is likely to be the ACD.

Consequently, it may be necessary or desirable for the Company, the ACD or any other person or entity connected to the Company to collect certain additional information from Shareholders or to take other action connected to the EU Savings Directive to enable disclosures to be made to tax authorities or, where applicable, tax to be withheld.

OECD Common Reporting Standard (CRS)

To satisfy the requirement for the automatic exchange of financial information between tax authorities worldwide, CRS countries must obtain information from relevant clients and exchange that information with the tax authorities of other CRS countries. In the UK the CRS system was mandated by 'The International Tax Compliance Regulations 2015'.

As of 1 January 2016, the ACD is required to compile information about all accounts in existence as of 31 December 2015, and all new accounts opened on or after 1 January 2016, and from 2017 report the information to HM Revenue and Customs.

FATCA

The Foreign Account Tax Compliance Act (FATCA) is a piece of legislation introduced by the United States Government to help counter US tax evasion by encouraging more effective reporting of information.

In the United Kingdom, the principles of FATCA have been brought into local law. This means the ACD will need to provide information on US accounts to the local tax authority, HM Revenue and Customs (HMRC).

For further information on FATCA please refer to the International Tax Reporting section of this Prospectus which precedes the contents pages.

24 REPORTS AND ACCOUNTS

The annual accounting period of the Company ends on 30 November.

The annual report of the Company (the "**long report**") will be available on or before the end of March and the half-yearly long report on or before the end of July in each year. Copies of these long reports may be inspected at, and copies obtained free of charge from the ACD at its operating address. These reports may also be inspected at the Depositary's office during normal office hours.

The ACD will issue short reports in relation to the Fund both half yearly and annually. These will be distributed to shareholders on or about the end of March and July each year. Copies of reports are sent to holders, or the first named in the case of joint holders.

25 ANNUAL GENERAL MEETING

In accordance with the OEIC Regulations the Company has elected to dispense with the holding of an annual general meeting. Shareholders have the right to request copies of the service contracts in place between the Company and its service providers.

26 REQUISITIONS OF MEETINGS

The ACD and/or the Depositary may requisition a general meeting at any time.

Shareholders may also requisition a general meeting of the company. A requisition by shareholders must state the objects of the meeting, be dated, be signed by shareholders who, at the date of the requisition, are registered as holding not less than one-tenth in value of all shares then in issue and the requisition, must be deposited at the head office of the company. The ACD must convene a general meeting no later than eight weeks after receipt of such requisition.

27 VOTING

Entitlement to receive notice of a particular meeting or adjourned meeting and to vote at such a meeting is determined by reference to those persons who are holders of shares in the Company on the date seven days before the notice is sent ("**the cut-off date**"), but excluding any persons who are known not to be holders at the date of the meeting or other relevant date.

At a meeting of shareholders, on a show of hands every holder who (being an individual) is present in person or by proxy or, if a corporation, is present by a properly authorised representative, has one vote. On a poll votes may be given either personally or by proxy and the voting rights attached to a share are such proportion of the total voting rights attached to all shares in issue as the price of the share bears to the aggregate price of shares in issue on the cut-off date. A holder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. A vote will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman, by the Depositary or by two shareholders present or by proxy.

An instrument appointing a proxy may be in any usual or common form or in any other form approved by the ACD. It should be in writing under the hand of the appointor or his attorney or, if the appointer is a corporation, either under the common seal, executed as a Deed or under the hand of a duly authorised officer or attorney. A person appointed to act as a proxy need not be a holder.

The quorum at a meeting of holders is two shareholders present in person or by proxy or (in the case of a corporation) by a duly authorised representative. If a quorum is not present within half an hour of the time appointed the meeting will (if requisitioned by shareholders) be dissolved and in any other case will be adjourned. If at such adjourned meeting a quorum is not present within 15 minutes from the appointed time, one person entitled to count in a quorum will be a quorum.

A corporation, being a holder, may by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of holders and the person so authorised is entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual holder.

In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority is determined by the order in which the names stand in the register of holders.

The ACD is entitled to attend any meeting but, except in relation to third party shares, is not entitled to vote or be counted in the quorum and any shares it holds are treated as not being in issue for the purpose of such meeting. An associate of the ACD is entitled to attend any meeting and may be counted in the quorum, but may not vote except in relation to third party shares. For this purpose third party shares are shares held on behalf of or jointly with a person who, if himself the registered shareholder, would be entitled to vote, and from whom the ACD or the associate (as relevant) has received voting instructions.

Meetings and Modifications

The convening and conduct of meetings of shareholders and the voting rights of shareholders at such meetings is governed by the Regulations, as amended from time to time. The requirement for a meeting depends on the proposed change to the Company.

Changes to the Company may fall within one of the following three categories:

- **Fundamental** events which change the purpose or nature of the Company or the basis on which the investor invested, for example changes to an investment objective, its risk profile or something that would cause material prejudice to the investors would require investor approval. Fundamental changes require prior approval at a meeting of shareholders.
- **Significant** events are those which would materially affect an investor's investment, affect a shareholder's ability to exercise his rights in relation to this investment, result in material increased payments out of the Company, or could reasonably be expected to cause investors to reconsider their participation in the Company. Those should be notified pre-event to the investors and in sufficient time to enable them to leave the Company, if they wish, before the change takes effect. 60 days minimum notice is required for these changes.
- **Notifiable** events for which the ACD would decide when and how shareholders should be notified, depending on the type of event. In these cases notification could be before or after the event. This may take the form of the sending of an immediate notification to shareholders or the information being included in the next long report of the Company.

28 TRANSFER OF SHARES

A shareholder is entitled (subject to as mentioned below) to transfer shares by an instrument of transfer in any usual or common form or in any other form approved by the ACD. The ACD is not obliged to accept a transfer if it would result in the holder, or the transferee, holding less than the minimum holding of shares of the class in question. The instrument of transfer, duly stamped if it is required to be stamped, must be lodged with the Registrar for registration. The transferor remains the holder until the name of the transferee has been entered in the register.

The Company or the Registrar may require the payment of such reasonable fee as the ACD and the company may agree for the registration of any grant of probate, letters of administration or any other documents relating to or affecting the title to any share.

29 WINDING UP OF THE COMPANY AND TERMINATION OF FUNDS

The Company may be wound up under chapter 7.3 of COLL or as an unregistered company under Part V of the Insolvency Act 1986. Winding up of the Company or termination of the Fund under COLL is only permitted with the approval of the FCA and if a statement has been lodged with the FCA by the ACD confirming that the Company or the Fund will be able to meet all its liabilities within twelve months of the date of the statement (a "**solvency statement**").

Subject to the foregoing, the Company or the Fund will be wound up or terminated (as appropriate) under COLL:

- if an extraordinary resolution of shareholders of either the Company or the Fund (as appropriate) to that effect is passed; or
- on the date stated in any agreement by the FCA in response to a request from the ACD for the winding up of the Company or a request for the termination of the Fund.

The ACD may request that the Fund be terminated in certain situations such as if, at any time after the first anniversary of the issue of the first shares linked to a Fund the net value of the assets of the Company attributable to such Fund is less than £1 million.

The winding up of the Company or termination of the Fund under COLL is carried out by the ACD which will, as soon as practicable, cause the property of the Company or that property attributable to the Fund to be realised and the liabilities to be met out of the proceeds. Provided that there are sufficient liquid funds available after making provision for the expenses of winding up and the discharge of the liabilities of the Company or the Fund (as the case may be) the ACD may arrange for interim distribution(s) to be made to shareholders. When all liabilities have been met, the balance (net of a provision for any further expenses) will be distributed to shareholders. The distribution made in respect of the Fund will be made to the holders of shares linked to the Fund, in proportion to the units of entitlement in the property of the Fund which their shares represent.

Shareholders will be notified of any proposal to wind up the Company or terminate any of the Funds. On commencement of such winding up or termination the Company will cease to issue and cancel shares and transfers of such shares shall cease to be registered.

On completion of the winding up of the Company will be dissolved and any money (including unclaimed distributions) standing to the account of the Company will be paid into court within one month of dissolution.

30 OTHER INFORMATION

Delegation

The ACD and the Depositary, subject to exceptions specified in COLL, may retain (or arrange for the Company to retain) the services of other persons to assist them in the performance of their respective functions. Subject to certain relevant legal and/or regulatory requirements, in relation to certain functions, the ACD or the Depositary (as applicable) will not be liable for the actions of the persons so appointed provided certain provisions of COLL apply.

Conflicts of Interest

The Depositary or any associate of the Depositary, or of any investment adviser may (subject to COLL) hold money on deposit from, lend money to, or engage in stocklending transactions in relation to the Company, so long as the services concerned are provided on arm's length terms.

The Depositary, the ACD, the Investment Manager or any investment adviser or any associate of any of them may sell or deal in the sale of property to the Company or purchase property from the Company provided the applicable provisions of the COLL apply and are observed.

Subject to compliance with COLL the ACD may be party to or interested in any contract, arrangement or transaction to which the Company is a party or in which it is interested. The ACD is entitled in its own discretion to determine the terms of its appointment as such, and

consequently to amend the terms of the service agreement referred to under "**The Authorised Corporate Director**" above.

The ACD, the Investment Manager and other companies within their respective groups may, from time to time, act as investment advisers or advisers to other schemes, funds or sub-funds which follow similar investment objectives to those of the Fund. It is therefore possible that the ACD and/or the Investment Manager may in the course of their business have potential conflicts of interest with the Company. Each of the ACD and the Investment Manager will, however, have regard in such event to its obligations under the Instrument and, in particular, to its obligation to act in the best interests of the Company so far as practicable, having regard to its obligations to other clients, when undertaking any investment business where potential conflicts of interest may arise.

The Depositary may, from time to time, act as trustee, depositary or custodian of other collective investment schemes.

The Investment Manager may manage other accounts/portfolios with similar investment objectives to the Funds.

No liability to Account

Subject to applicable laws and regulation, the Depositary, the ACD, or any investment adviser or any associate of any of them will not be liable to account to the Company or any other person, including the holders of shares or any of them, for any profit or benefit made or derived from or in connection with:

- (a) their acting as agent for the Company in the sale or purchase of property to or from a Fund; or
- (b) their part in any transaction or the supply of services permitted by the COLL; or
- (c) their dealing in property equivalent to any owned by (or dealt in for the account of) the Company.

Subject to the Regulations, neither the ACD, Depositary, Administrator, Registrar, office of the Registrars, Investment Manager or any other person involved with the establishment and/or operation of the Company are liable to account to each other or to the shareholders or former shareholders of the Company for any profits or benefits they may make or receive which are made, derived from or in connection with:

- (a) dealings in the shares of the Company;
- (b) any transaction in the underlying property of the Company; or
- (c) the supply of services to the Company.

Liability and Indemnity

With the exception mentioned below:

- The ACD, the Depositary and the Auditor are each entitled under the Instrument to be indemnified against any loss, damage or liability incurred by them in or about the execution of their respective powers and duties in relation to the Company; and

- the ACD and the Depositary are, under the terms of their respective agreements with the Company, exempted from any liability for any loss or damage suffered by the Company.

The above provisions will not, however, apply in the case of:

- any liability which would otherwise attach to the ACD or the Auditor in respect of any negligence, default, breach of duty or breach of trust in relation to the Company;
- any liability on the part of the Depositary for any failure to exercise due care and diligence in the discharge of its functions.

31 GENERAL

Complaints

Any complaint should be referred to the ACD at its registered office. If a complaint cannot be resolved satisfactorily with the ACD it may be referred to the Financial Ombudsman Service, South Quay Plaza, 183 Marsh Wall, London E14 9SR. More details about the Financial Ombudsman Service and a copy of the ACD's complaints procedure are available from the ACD.

Cancellation rights

When the investment is a lump sum investment (or the first payment, being larger than the second payment, in a regular payment savings plan) an applicant who is entitled to cancel and does so will not get a full refund of the money paid by him if the purchase price of the shares falls before the cancellation notice is received by the ACD, because an amount equal to such fall (the "**shortfall**") will be deducted from the refund he would otherwise receive. Where the purchase price has not yet been paid the applicant will be required to pay the amount of the shortfall to the ACD. The deduction does not apply where the service of the notice of the right to cancel precedes the entering into of the agreement. Cancellation rights must be exercised by posting a cancellation notice to the ACD on or before the 14th day after the date of receipt of the notice of the right to cancel.

A notice of an applicant's right to cancel the agreement to purchase shares will be forwarded, where this is required by rules made under the Act.

Provisions to facilitate any future election for tax-elected fund status

The Funds may not have a United Kingdom property business or an overseas property business (as defined for regulation 69Z46 of the Authorised Investment Funds (Tax) Regulations 2006).

No Fund may enter into or be a party to any form of debt, the interest on which is dependent on the results of that Fund or the value of its assets, or where the interest exceeds a normal commercial return on the principal, or where the capital to be repaid exceeds the amount lent or is not reasonably comparable with amounts generally repayable on listed securities (as provided in regulation 69Z47 of the Authorised Investment Funds (Tax) Regulations 2006).

Notices, remittances and service of other documents

The address for service on the Company of notices or other documents required or authorised to be served on it is C/O Fund Partners Limited, Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset BH21 7SB.

Shares in the Funds are not listed or dealt in on any investment exchange.

All notices or documents required to be served on shareholders shall be served by post to the address of such shareholder as evidenced on the register.

All documents and remittances are sent at the risk of the Shareholder.

Financial Services Compensation Scheme

The Financial Services Compensation Scheme has been established under the rules of the FCA as a "rescue fund" for certain clients of firms authorised and regulated by the FCA which have gone out of business. The ACD will supply you with further details of the scheme on written request to its operating address. Alternatively, you can visit the scheme's website at www.fscs.org.uk or by writing to the Financial Services Compensation Scheme, 7th Floor, Lloyds Chambers, Portsoken Street, London E1 8BN.

Data Protection

Shareholder information will be stored and processed by computer systems so that the ACD can provide the services required. Such information may be passed on to third party service providers used by the ACD in relation to the Company. The use of personal information is covered by the ACD's registration as a "data controller" under the Data Protection Act 1998.

To assist in confirming a potential shareholder's identity, the ACD may make searches with credit reference agencies who will supply the ACD with credit information, as well as information from other sources such as the UK electoral register. Any information provided by shareholders will be used to enable the ACD to provide the services as set out in this Prospectus.

The ACD may wish to contact you for market research purposes and to provide you with information about the ACD's products and services from time to time. Shareholders may write to the ACD to request to be removed from the ACD's mailing list, correct their personal data or, upon payment of the appropriate fee, obtain a copy of their personal data held by the ACD.

Documents and information available

Copies of the following documents are available for all purchasers of shares on request, free of charge from the ACD at Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset BH21 7SB:

- latest version of the Prospectus;
- latest version of the KIID;
- latest version of the Instrument which constitutes the Company and the Fund;
- latest annual and half-yearly long reports applying to the Fund;
- the ACD Agreement; and
- supplementary information relating to the quantitative limits which apply to the risk management of the Company and the Fund, the methods used for the purposes of such risk management and any recent developments which relate to the risk and yields of the main categories of investment which apply to the Company and the Fund.

The above documents are also available for inspection on any Business Day during normal business hours at the offices of the ACD.

This Prospectus

This Prospectus describes the constitution and operation of the Company at the date of this Prospectus. In the event of any materially significant change in the matters stated herein or any

materially significant new matter arising which ought to be stated herein this Prospectus will be revised. Investors should check with the ACD that this is the latest version and that there have been no revisions or updates.

Governing law

The Company, the Instrument, this Prospectus and any matters arising out of or in connection with a shareholder's investment in shares in the Company and the establishment, management and administration of the Company shall be governed by and construed in accordance with the laws of England and Wales. The rights of the shareholders and the construction and effect of the provisions of the Instrument and this Prospectus shall be subject to the exclusive jurisdiction of the courts of England and Wales.

Remuneration Disclosure

Under the requirements of UCITS V and the UCITS Remuneration Code, Fund Partners, as UCITS Manager, must establish and apply remuneration policies and practices for its staff that have a material impact on the risk profile of Fund Partners or the Fund.

These practices must be consistent with and promote sound and effective risk management, not encourage risk taking which is inconsistent with the risk profile of the Fund as detailed in the Instrument of Incorporation or the Prospectus, and does not impair Fund Partners' compliance with its duty to act in the best interest of the Fund it manages. Under the UCITS Remuneration Code, Fund Partners are required to disclose how those individuals whose actions have a material impact on the Fund are remunerated.

Fund Partners considers its activities as non complex due to the fact that regulation limits the UCITS strategies conducted and the scope of investment is in such a way that investor risk is mitigated. The discretion of Fund Partners and the portfolio manager is strictly controlled within certain pre-defined parameters as determined in the prospectus of each UCITS. In its role as UCITS Manager, Fund Partners deem themselves as lower risk due to the nature of the activities it conducts and the size of the firm. Therefore the remuneration strategy across Fund Partners is governed by the Fund Partners Board and Fund Partners has chosen not to have a Remuneration Committee. The Fund Partners Board has established a Remuneration Policy designed to ensure the UCITS Remuneration Code in the UK Financial Authority handbook are met proportionality for all UCITS Remuneration Code Staff.

The annual report of the Company and an up to date version of the ACD's remuneration policy including but not limited to, (i) a description of how remuneration and benefits are calculated, and (ii) the identities of persons responsible for awarding the remuneration and benefits may be obtained free of charge from the ACD at Fund Partners Limited – Numis, PO Box 12266, Chelmsford CM99 2EJ or during normal business hours on 0330 123 3611 or from outside the UK on +44 (0)1268 447931. The up-to-date remuneration policy can also be obtained from the ACD's website at www.fundpartners.co.uk. These documents are available in English.

Schedule 1

Investment and Borrowing Powers

The Company and the Fund may exercise the full authority and powers permitted by COLL applicable to a UCITS Scheme. However, this is subject to the applicable investment limits and restrictions set out in COLL, the Instrument, this Prospectus and the Fund's investment objectives and policy.

Transferable Securities

Up to 100% of the scheme property attributable to the Fund may consist of transferable securities. For the purposes of COLL a transferable security is an investment which is either a share, a debenture, an alternative debenture, a government and public security, a warrant or a certificate representing certain securities.

The Fund may invest in transferable securities which fulfil the following criteria:

- (a) the potential loss which the Fund may incur with respect to holding the transferable security is limited to the amount paid for it;
- (b) its liquidity does not compromise the ability of the ACD to comply with its obligation to redeem units at the request of any qualifying shareholder;
- (c) reliable valuation is available for the transferable securities as follows:
 - (i) in the case of a transferable security admitted to or dealt in on an eligible market, where there are accurate, reliable and regular prices which are either market prices or prices made available by valuation systems independent from issuers;
 - (ii) in the case of a transferable security not admitted to or dealt in on an eligible market, where there is a valuation on a periodic basis which is derived from information from the issuer of the transferable security or from competent investment research;
- (d) appropriate information is available for the transferable security as follows:
 - (i) in the case of a transferable security admitted to or dealt in on an eligible market, where there is regular, accurate and comprehensive information available to the market on the transferable security or, where relevant, on the portfolio of the transferable security;
 - (ii) in the case of a transferable security not admitted to or dealt in on an eligible market, where there is regular and accurate information available to the ACD on the transferable security or, where relevant, on the portfolio of the transferable security;
- (e) it is negotiable; and
- (f) its risks are adequately captured by the risk management process of the ACD.

Unless there is information available to the ACD that would lead to a different determination, a transferable security which is admitted to or dealt in on an eligible market shall be presumed:

- (a) not to compromise the ability of the ACD to comply with its obligation to redeem shares at the request of any qualifying shareholder; and
- (b) to be negotiable.

Transferable securities linked to other assets

The Fund may invest in any other investment which shall be taken to be a transferable security for the purposes of investment by a UCITS Scheme provided the investment:

- (a) fulfils the criteria for transferable securities set out in COLL 5.2.7A R; and
- (b) is backed by or linked to the performance of other assets, which may differ from those in which a UCITS Scheme can invest.

Where such investments contain an embedded derivative component (in accordance with COLL 5.2.19 R (3A)), the requirements of COLL with respect to derivatives and forwards will apply to that component.

Closed end funds constituting transferable securities

A unit in a closed end fund shall be taken to be a transferable security for the purposes of investment by the Fund, provided it fulfils the criteria for transferable securities set out above, and either:

- (a) where the closed end fund is constituted as an investment company or unit trust:
 - (i) it is subject to corporate governance mechanisms applied to companies; and
 - (ii) where another person carries out asset management activity on its behalf, that person is subject to national regulation for the purpose of investor protection; or
- (b) where the closed end fund is constituted under the law of contract:
 - (i) it is subject to corporate governance mechanisms equivalent to those applied to companies; and
 - (ii) it is managed by a person who is subject to national regulation for the purpose of investor protection.

Approved Money Market Instruments

Up to 100% of the scheme property attributable to the Fund may consist of money market instruments which are normally dealt in on the money market, are liquid and whose value can be accurately determined at any time, being an 'approved money market instrument' in accordance with the rules in COLL.

A money market instrument that is normally dealt in on the money market and is admitted to or dealt in on an eligible market shall be presumed to be liquid and have a value which can be accurately determined at any time unless there is information available to the ACD that would lead to a different determination.

The Fund may invest in an approved money market instrument if it is:

- (a) issued or guaranteed by a central, regional or local authority or central bank of an EEA state or if the EEA State is a federal state, one of the members making up the federation, the European Central Bank, the European Union or the European Investment Bank, a non-EEA state or, in the case of a federal state, by one of the members making up the federation, or by a public international body to which one or more EEA states belongs; or
- (b) issued or guaranteed by an establishment subject to prudential supervision in accordance with criteria defined by Community Law or an establishment which is subject to and complies with prudential rules governed by the FCA to be at least as stringent as those laid down by Community Law; or
- (c) issued by a body, any securities of which are dealt in on an eligible market.

Money-market instruments with regulated issuer

In addition to instruments admitted to or dealt in on an eligible market, the Fund may invest in an approved money-market instrument provided it fulfils the requirements in COLL governing regulated issuers of money-market instruments such that the issue or the issuer is regulated for the purpose of protecting investors and savings and the instrument is issued or guaranteed, in accordance with COLL.

The Fund may also with the express consent of the FCA invest in other approved money-market instruments with regulated issuers provided:

- (a) the issue or issuer is itself regulated for the purpose of protecting investors and savings in accordance with COLL;
- (b) investment in that instrument is subject to investor protection equivalent to that provided by instruments which satisfy the requirements of COLL 5.2.10BR(1)(a),(b) or (c); and
- (c) the issuer is a company whose capital and reserves amount to at least EUR 10 million and which presents and publishes its annual accounts in accordance with Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles (as defined in COLL) which benefit from a banking liquidity line (as defined in COLL).

Transferable securities and approved money market instruments held within the Company

These must be:

- (a) admitted to or dealt in on an eligible market (as set out in Appendix 2); or
- (b) for an approved money market instrument not admitted to or dealt in on an eligible market, within COLL 5.2.10AR(1);
- (c) recently issued transferable securities provided that the terms of the issue include an undertaking that application will be made to be admitted to an eligible market, and such admission is secured within a year of issue.

The Fund may invest no more than 10% of the scheme property in transferable securities and approved money market instruments other than those referred to in (a) to (c) above.

Nil and partly paid securities

Transferable securities or approved money market instruments on which any sum is unpaid may be held provided that it is reasonably foreseeable that the amount of any existing and potential call for any sum unpaid could be paid by the Fund at any time when the payment is required without contravening COLL.

Warrants

Not more than 5% in value of the scheme property attributable to a Fund may consist of warrants. Securities on which any sum is unpaid may be held provided that it is reasonably foreseeable that the amount of any existing and potential call for any sum unpaid could be paid by the Fund at any time when the payment is required without contravening COLL.

Collective Investment Schemes

Up to 10% of the scheme property of the Fund may consist of shares/units in collective investment schemes.

Not more than 10% in value of the property of the Fund may consist of units or shares in any one collective investment scheme.

The Fund must not invest in units or shares of a collective investment scheme (the "Second Scheme") unless the Second Scheme satisfies the conditions referred to below and provided that not more than 10% of the value of the scheme property attributed to the Fund is invested in Second Schemes within categories (b) to (e) below:

- (a) a scheme which satisfies the conditions necessary for it to enjoy the rights conferred by the UCITS directive; or
- (b) a scheme which is a recognised scheme under the provisions of section 270 of the Financial Services and Markets Act 2000 (schemes authorised in designated territories); or
- (c) a scheme which is authorised as a non-UCITS retail scheme (as defined in COLL) and in respect of which the requirements of article 50(1)(e) of the UCITS Directive are met;
- (d) a scheme which is authorised in another EEA State (and in respect of which the requirements of article 50(1)(e) of the UCITS Directive are met);
- (e) a scheme which is authorised by the competent authority of an OECD member country (other than another EEA State) which has:
 - (i) signed the IOSCO Multilateral Memorandum of Understanding and approved the scheme's management company, rules and depositary/custody arrangements (provided the requirements of article 50(1)(e) of the UCITS Directive are met);
 - (ii) The Second Scheme must comply, where relevant, with: (1) those COLL provisions regarding investment in other group and associated schemes (referred to below); and (2) must have terms which prohibit more than 10% in value of the scheme property consisting of units in collective investment schemes;

- (iii) Where the Second Scheme is an umbrella, the 10% investment restriction and provisions (1) and (2) above apply to each sub-fund of the umbrella as if it were a separate scheme.

Where the Fund invests in a Second Scheme, the maximum annual management fee that may be charged to that Second Scheme is 3% (excluding performance fees) of the net asset value of such a Second Scheme.

The Fund may invest in shares or units of collective investment schemes which are managed or operated by (or, in the case of companies incorporated under the OEIC Regulations, have as their authorised corporate director) the ACD or an associate of the ACD. However, if the Fund invests in units in another collective investment scheme managed or operated by the ACD or by an associate of the ACD, the ACD must pay into the property of the Fund before the close of the business on the fourth Business Day after the agreement to invest or dispose of shares/units:

- (a) on investment – if the Fund pays more for the shares/units issued to it than the then prevailing creation price, the full amount of the difference or, if this is not known, the maximum permitted amount of any charge which may be made by the issuer on the issue of the shares/units; and
- (b) on a disposal – any amount charged by the issuer on the redemption of such units.

In the event two or more Funds are available the following provisions will also apply. A Fund may invest in or dispose of units of another Fund of the Company (the "Second Fund") only if the following conditions are satisfied:

- (a) the Second Fund does not itself hold units in any other sub-fund of the Company;
- (b) in respect of the proportion of the scheme property of the investing sub-fund represented by units of the Second Fund, no payment over and above that due in relation to services provided to the Second Fund is taken to remunerate the ACD or any other director of the Company or an associate of either of them;
- (c) the Prospectus clearly states that the property of the investing sub-fund may include such units; and
- (d) COLL 5.2.30 R(2) is complied with.

(1) Where:

- (a) an investment or disposal is made under COLL 5.2.30R; and
- (b) there is a charge in respect of such investment or disposal;

the ACD must pay the investing Fund the amounts referred to in (2) or (3) below within four business days following the date of the agreement to invest or dispose.

(2) When an investment is made, the amount referred to in (1) is either:

- (a) any amount by which the consideration paid by the investing Fund for the shares in the Second Fund exceeds the price that would have been paid for the benefit of the Second Fund had the shares been newly issued or sold by it; or
- (b) if such price cannot be ascertained by the ACD, the maximum amount of any charge permitted to be made by the seller of shares in the Second Fund.

(3) When a disposal is made, the amount referred to in (1)(b) is any charge made for the account of the ACD or an associate in respect of the disposal.

(4) In this rule:

- (a) any addition to or deduction from the consideration paid on the acquisition or disposal of shares in the Second Fund, which is applied for the benefit of the Second Fund and is, or is like, a dilution levy made in accordance with COLL 6.3.8R (Dilution) is to be treated as part of the price of the shares and not as part of any charge; and
- (b) any charge made in respect of an exchange of shares in the Second Fund for shares in another sub-fund is to be included as part of the consideration paid for the shares.

Cash and Near Cash

In accordance with COLL, the property of the Fund may consist of cash or near cash to enable:

- (a) the pursuit of the Fund's investment objective;
- (b) the redemption of units; or
- (c) the efficient management of the Fund in accordance with its objectives or for any other purposes which may reasonably be regarded as ancillary to the objective of the Company.

Cash which forms part of the property of the Fund may be placed in any current or deposit account with the Depositary, the ACD or any investment adviser or any associate of any of them provided it is an eligible institution or approved bank and the arrangements are at least as favourable to the Company as would be the case for any comparable arrangement affected on normal commercial terms negotiated at arms-length between two independent parties.

During the initial offer period the scheme property of the Fund may consist of cash and near cash without limitation. Following the initial offer period, liquidity should not normally be more than 10% of the value of a Fund's property.

Government and Public Securities

The Fund may invest in government and public securities provided no more than 35% in value of the scheme property attributable to the Fund is invested in such securities issued by any one body. There is no limit on the amount which may be invested in such securities or in any one issue.

In relation to the limits relating to GAPS:

- (a) issue, issued and issuer include guarantee, guaranteed and guarantor; and
- (b) an issue differs from another if there is a difference as to repayment date, rate of interest, guarantor or other material terms of the issue.

A Fund may invest more than 35% in value of the Property attributable to that Fund in GAPS issued by any one body provided that:

- (a) the ACD has before any such investment is made consulted with the Depositary and as a result considers that the issuer of GAPS is one which is appropriate in accordance with the investment objectives of the Fund;
- (b) no more than 30% in value of the Property attributable to that Fund consists of such securities of any one issue;

- (c) the Property attributable to that Fund includes such securities issued by that or another issuer, of at least six different issues;
- (d) the disclosures required by the FCA have been made.

Notwithstanding that the “Spread – General” section above does not apply to GAPS and subject to the provisions in this section, in applying the 20% limit in the “Spread – General” section with respect to a single body, government and public securities issued by that body shall be taken into account.

Covered bonds

In general a covered bond is a bond that is issued by a credit institution which has its registered office in an EEA State and is subject by law to special public supervision designed to protect bondholders and in particular protection under which sums deriving from the issue of the bond must be invested in conformity with the law in assets which, during the whole period of validity of the bond, are capable of covering claims attaching to the bond and which, in the event of failure of the issuer, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest, and which may be collateralised.

Derivatives

While the Company may invest in derivatives and forward transactions for investment purposes, the Fund may employ derivatives for efficient portfolio management purposes (including hedging) only.

Efficient Portfolio Management

The Fund may invest in derivatives or forward transactions for the purposes of efficient portfolio management (including hedging) and the Investment Manager may make use of a variety of derivative instruments in accordance with COLL. Use of derivatives will not contravene any relevant investment objectives or limits.

Efficient portfolio management enables the Fund to invest in derivatives and forward transactions (including futures and options) in accordance with COLL using techniques which relate to transferable securities and approved money market instruments (as defined in COLL) and which fulfil the following criteria:

- (a) they are economically appropriate in that they are realised in a cost effective way;
- (b) they are entered into for one or more of the following specific aims;
 - (i) reduction of risk;
 - (ii) reduction of cost; and/or
 - (iii) generation of additional capital or income for the Fund with a risk level which is consistent with the risk profile of the Fund and the risk diversification rules in COLL (as summarised in this Appendix.).

The ACD must ensure that the Fund's global exposure to derivatives and forward transactions does not exceed the net asset value of the Fund.

It is not intend that the use derivatives in this way will significantly affect the overall risk profile of the Fund.

Derivatives - General

A transaction in derivatives or a forward transactions must not be effected for the Fund unless the transaction is of a kind specified below and the transaction is covered.

Where the Fund invests in derivatives, the exposure to the underlying assets must not exceed the general limits on spread as set out in the paragraphs headed "Spread – General" below, except for index-based derivatives where the following rules apply.

Where the Fund invests in an index-based derivative, provided the relevant index falls within COLL 5.2.33R (Schemes replicating an index) the underlying constituents of the index do not have to be taken into account for the purposes of monitoring the spread requirements. The relaxation is subject to the ACD continuing to ensure that the property provides a prudent spread of risk.

Where a transferable security or money market instrument embeds a derivative this must be taken into account for the purposes of complying with this section.

Permitted Transactions (derivatives and forwards)

Derivatives transactions must either be in approved derivatives (being a derivative which is traded or dealt in on an eligible derivatives market as set out in Appendix 2) or an over the counter ("OTC") derivative with an approved counterparty in accordance with COLL.

A transaction in a derivative must not cause the Fund to diverge from its investment objectives as stated in the Instrument and the most recently published version of this Prospectus. The underlying assets of a transaction in a derivative may only consist of any one or more of the following:

- transferable securities;
- approved money market instruments;
- deposits;
- derivatives;
- collective investment schemes;
- financial indices;
- interest rates;
- foreign exchange rates; and
- currencies.

A transaction in a derivative must not be entered into if the intended effect is to create the potential for an uncovered sale of one or more transferable securities, approved money market instruments, units in collective investment schemes or derivatives provided that a sale is not to be considered as uncovered if the conditions in the section on requirements to cover sales are satisfied.

Any forwards transaction must be made with an eligible institution or an approved bank in accordance with COLL.

A derivative or forward transaction which will or could lead to the delivery of property for the account of the Fund may be entered into only if:

- (i) that property can be held for the account of the Fund; and
- (ii) the ACD having taken reasonable care determines that delivery of the property under the transaction will not occur or will not lead to a breach of COLL.

The Fund may not undertake transactions in derivatives on commodities.

Requirement to cover sales

No agreement by or on behalf of the Fund to dispose of property or rights may be made unless the obligation to make the disposal and any other similar obligations could immediately be honoured by the Fund by delivery of property or the assignment of rights (or, in Scotland, assignation), and the property, and rights above are owned by the Fund at the time of the agreement. This requirement does not apply to a deposit.

Deposits

The property of the Fund may consist of deposits (as defined in COLL) but only if it:

- is with an approved bank;
- is repayable on demand or has the right to be withdrawn; and
- matures in no more than 12 months.

Not more than 20% of the scheme property of the Fund may consist of deposits with a single body.

Immovable property

It is not intended that the Company or the Fund should have any interest in immovable or movable property.

Prudent Spread of Risk

Taking account of the investment objectives and policy of the Fund as stated in this Prospectus, the scheme property of the Fund must aim to provide a prudent spread of risk. The limits in this Prospectus and in COLL 5.2 relating to spread of investments do not apply until the expiry of a period of six months after the date of which the authorisation order, in respect of the Fund, takes effect or on which the initial offer commenced, if later, provided that the above is complied with during such period.

Spread - General

In applying any of the restrictions referred to above, not more than 20% in the value of the scheme property is to consist of any combination of the following:

- (a) transferable securities (including covered bonds) or money market instruments issued by; or
- (b) deposits made with; or

(c) exposures from OTC derivatives transactions made with;
a single body.

In applying any limit to transferable securities or money market instruments, any certificates representing certain securities are to be treated as equivalent to the underlying security.

Not more than 5% in value of the scheme property attributable to the Fund may consist of transferable securities or approved money market instruments issued by any single body. This limit may be raised to 10% in respect of up to 40% in value of the scheme property.

Covered bonds need not be taken into account for the purpose of applying the limit of 40%. The limit of 5% is raised to 25% in value of the scheme property in respect of covered bonds, provided that when the Fund invests more than 5% in covered bonds issued by a single body, the total value of covered bonds held must not exceed 80% in value of the scheme property.

Not more than 20% in value of the scheme property attributable to the Fund is to consist of transferable securities and approved money market instruments issued by the same group.

The exposure to any one counterparty in an OTC derivative transaction must not exceed 5% in value of the scheme property. This limit may be raised to 10% where the counterparty is an approved bank as defined in COLL. Exposure in respect of an over the counter derivative may be reduced to the extent that collateral is held in respect of it if the collateral complies with COLL, as summarised above.

Concentration

The Company must not at any time hold:

- (a) transferable securities (other than debt securities) which do not carry a right to vote on any matter at a general meeting of the corporate body that issued them and represent more than 10% of those securities issued by that body;
- (b) more than 10% of the debt securities issued by one issuer;
- (c) more than 25% of the units in a collective investment scheme;
- (d) more than 10% of the money market instrument issued by a single body.

However the Company need not comply with the limits in (b) to (c) if, at the time of acquisition, the net amount in issue of the relevant investment cannot be calculated.

Significant Influence

The Company may only acquire transferable securities issued by a body corporate carrying rights to vote (whether or not a substantially all matters) at a general meeting of that body corporate provided that immediately before the acquisition the aggregate number of such securities held by the Company does not allow it to exercise 20% or more of the votes cast at a general meeting of that body and the acquisition will not give the Company such power.

Borrowing

Subject to the Company's Instrument and COLL (as it relates to UCITS Schemes), the Company may borrow money on terms that such borrowings are to be repaid out of the scheme property of the Company. The ACD does not anticipate significant use of this borrowing power. Such

borrowing may only be made from an eligible institution or approved bank (as defined in COLL) and must be on a temporary basis only. For this purpose the ACD must have regard in particular to the duration of any period of borrowing and the number of occasions on which resort it had to borrowing in any period.

No period of borrowing may exceed 90 (whether in respect of any specific sums or at all) days without the prior consent of the Depositary (which may give such consent only on conditions as appear to the Depositary appropriate to ensure that the borrowing does not cease to be on a temporary basis). The borrowing of the Company must not, on any Business Day, exceed 10% of the value of the property of the Company. As well as applying to borrowing in a conventional manner, the 10% limit applies to any other arrangement designed to achieve a temporary injection of money into the property of the Company in the expectation that such will be repaid. For example, by way of a combination of derivatives which produces an effect that is similar to borrowing.

The above provisions on borrowing do not apply to "back to back" borrowing for hedging purposes, being an arrangement under which an amount of currency is borrowed from an eligible institution and an amount in another currency at least equal to the amount of currency borrowed is kept on deposit with the lender (or his agent or nominee).

Borrowings may be made from the Depositary, the ACD or the Investment Manager or any associate of any of them provided that such lender is an eligible institution or approved bank and the arrangements are at least as favourable to the Company as would be those of any comparable arrangements effected on normal commercial terms negotiated at arm's length between two independent parties.

Risk Management

The ACD uses a risk management process (which includes a risk management policy) enabling it to monitor and measure at any time the risk of the Company's positions and their contribution to the overall profile of the Company.

The following details of the risk management process must be regularly notified by the ACD to the FCA (and at least on an annual basis):

- (a) the methods for estimating risks in derivative and forward transactions; and
- (b) a true and fair view of the types of derivatives and forwards transactions to be used within the Company together with their underlying risks and any relevant quantitative limits.

Any material alteration of the above details of the risk management procedures will be notified by the ACD in advance to the FCA.

Stock lending

The Company or the Depositary may enter into a repo contract, or a stock lending arrangement of the kind described in section 263B of the Taxation of Chargeable Gains Act 1992 but only if:

- (a) all the terms of the agreement under which securities are to be reacquired by the Depositary for the account of the Fund are in a form which is acceptable to the Depositary and are in accordance with good market practice;
- (b) the counterparty is an authorised person, a person authorised by a home state regulator or otherwise acceptable in accordance with COLL; and

- (c) collateral is obtained to secure the obligation of the counterparty under the terms referred to in (a) above, and is acceptable to the Depositary and must also be adequate and sufficiently immediate as set out in COLL. These requirements do not apply to a stock lending transaction made through Euroclear Bank SA/NV's Securities Lending and Borrowing Programme.

Collateral management

The ACD has in place a collateral management policy, this is detailed within the risk management policy for the Company and is subject to change and regular review. The ACD presently only accepts cash (in GBP, EUR or USD) as collateral in respect of the Company. The ACD requests cash collateral the value of which is typically 105% of the nominal value invested.

To be eligible, collateral received must be:

- (e) sufficiently liquid so that it can be sold quickly at a price that is close to its pre-sale valuation;
- (f) capable of being valued on at least a daily basis and marked to market daily;
- (g) of high credit quality and where the issuer is not rated at least A1 or equivalent, conservative haircuts must be applied;
- (h) held by the Custodian as a delegate of the Depositary or by a third party custodian who is independent of the collateral provider;
- (i) must be immediately available without reference to or approval from the counterparty;
- (j) diversified to avoid concentration risk in one issue, sector or country; and
- (k) issued by an entity independent of the counterparty.

For cash collateral received, this can only be invested in risk-free assets. Where non cash collateral is received it cannot be sold, re-invested or pledged. A counterparty may be an associate of the ACD or the Investment Manager which may give rise to a conflict of interest. For further details on the ACD's conflicts of interest policy please contact the ACD.

Restrictions on lending of money

None of the money in the scheme property of the Company may be lent and, for the purposes of this prohibition, money is lent by the Company if it is paid to a person ("the payee") on the basis that it should be repaid, whether or not by the payee.

Acquiring a debenture is not lending for these purposes, nor is the placing of money on deposit or in a current account.

This rule does not prevent the Company from providing an officer of the Company with funds to meet expenditure to be incurred by him for the purposes of the Company (or for the purposes of enabling him properly to perform his duties as an officer of the Company) or from doing anything to enable an officer to avoid incurring such expenditure.

Restrictions on lending of property other than money

The scheme property of the Company other than money must not be lent by way of deposit or otherwise. Transactions permitted by COLL 5.4 (Stock lending) are not to be regarded as lending for these purposes. The Scheme Property must not be mortgaged.

Where transactions in derivatives or forward transactions are used for the account of the Company in accordance with COLL nothing in this rule prevents the Company, or the Depositary at the request of the Company, from lending, depositing, pledging or charging scheme property for margin requirements, or transferring scheme property under the terms of an agreement in relation to margin requirements, provided that the ACD reasonably considers that both the agreement and the margin arrangements made under it (including in relation to the level of margin) provide appropriate protection to Shareholders.

An agreement providing appropriate protection to shareholders for these purposes includes one made in accordance with the 1995 International Swaps and Derivatives Association Credit Support Annex (English Law) to the International Swap and Derivatives Association Master Agreement.

General power to accept or underwrite placings

Any power in COLL to invest in transferable securities may be used for the purpose of entering into transactions to which this rule applies, subject to compliance with any restriction in the Instrument.

This rule applies to any agreement or understanding which (a) is an underwriting or sub-underwriting agreement, or (b) contemplates that securities will or may be issued or subscribed for or acquired for the account of the Company.

The above paragraph does not apply to an option or a purchase of a transferable security which confers a right to (i) subscribe for or acquire a transferable security; or (ii) convert one transferable security into another.

The exposure of the Company to agreements and understandings (a) and (b) above must, on any day, be covered in accordance with COLL 5.3.3R (Cover for transactions in derivatives and forward transactions), and such that, if all possible obligations arising under them had immediately to be met in full, there would be no breach of any applicable limit in COLL.

Guarantees and indemnities

The Company or the Depositary for the account of the Company must not provide any guarantee or indemnity in respect of the obligation of any person.

None of the scheme property of the Company may be used to discharge any obligation arising under a guarantee or indemnity with respect to the obligation of any person.

The above paragraphs do not apply to:

- (a) any indemnity or guarantee given for margin requirements where the derivatives or forward transactions are being used in accordance with COLL; and
- (b) for the Company:
 - (i) an indemnity falling within the provisions of regulation 62(3) of the OEIC Regulations (Exemptions from liability to be void);
 - (ii) an indemnity (other than any provision in it which is void under regulation 62 of the OEIC Regulations) given to the Depositary against

any liability incurred by it as a consequence of the safekeeping of any of the scheme property by it or by anyone retained by it to assist it to perform its function of the safekeeping of the scheme property; and

- (iii) an indemnity given to a person winding up a scheme if the indemnity is given for the purposes of arrangements by which the whole or part of the property of that scheme becomes the first property of the Company and the holders of shares in that scheme become the first shareholders in the Company.

Schedule 2

Eligible Markets

Set out below are the securities markets through which the Company may invest or deal in approved securities on account of the Fund (subject to the investment objective and policy of the Fund):

Country	Market
United Kingdom	The London Stock Exchange

Set out below are the derivatives markets through which the Company may deal on account of each Fund (subject to the Instrument, this Prospectus and COLL as it applies to Non-UCITS Retail Schemes):

Country	Market
United Kingdom	The London International Financial Futures and Options Exchange

Schedule 3

Sub-Custodians

The Depositary has delegated those safekeeping duties set out in Article 22(5)(a) of the UCITS Directive to State Street Bank and Trust Company with registered office at Copley Place, 100 Huntington Avenue, Boston, Massachusetts 02116, USA, with an office at 20 Churchill Place, Canary Wharf, London E14 5HJ, UK, whom it has appointed as its global sub-custodian.

At the date of this prospectus State Street Bank and Trust Company as global sub-custodian has appointed local sub-custodians within the State Street Global Custody Network as listed below.

MARKET	SUB-CUSTODIAN
Albania	Raiffeisen Bank sh.a.
Australia	The Hongkong and Shanghai Banking Corporation Limited
Austria	Deutsche Bank AG
	UniCredit Bank Austria AG
Bahrain	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Bangladesh	Standard Chartered Bank
Belgium	Deutsche Bank AG, Netherlands (operating through its Amsterdam branch with support from its Brussels branch)
Benin	via Standard Chartered Bank Côte d’Ivoire S.A., Abidjan, Ivory Coast
Bermuda	HSBC Bank Bermuda Limited
Federation of Bosnia and Herzegovina	UniCredit Bank d.d.
Botswana	Standard Chartered Bank Botswana Limited
Brazil	Citibank, N.A.
Bulgaria	Citibank Europe plc, Bulgaria Branch
	UniCredit Bulbank AD
Burkina Faso	via Standard Chartered Bank Côte d’Ivoire S.A., Abidjan, Ivory Coast
Canada	State Street Trust Company Canada
Chile	Banco Itaú Chile S.A.
People’s Republic of China	HSBC Bank (China) Company Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
	China Construction Bank Corporation (for A-share market only)
	Citibank N.A. (for Shanghai – Hong Kong Stock Connect market only)
	The Hongkong and Shanghai Banking Corporation Limited (for Shanghai – Hong Kong Stock Connect market only)
	Standard Chartered Bank (Hong Kong) Limited (for Shanghai – Hong Kong Stock Connect market)
Colombia	Cititrust Colombia S.A. Sociedad Fiduciaria

Costa Rica	Banco BCT S.A.
Croatia	Privredna Banka Zagreb d.d.
	Zagrebacka Banka d.d.
Cyprus	BNP Paribas Securities Services, S.C.A., Greece (operating through its Athens branch)
Czech Republic	Československá obchodní banka, a.s.
	UniCredit Bank Czech Republic and Slovakia, a.s.
Denmark	Nordea Bank AB (publ), Sweden (operating through its subsidiary, Nordea Bank Danmark A/S)
	Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Copenhagen branch)
Egypt	HSBC Bank Egypt S.A.E. (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Estonia	AS SEB Pank
Finland	Nordea Bank AB (publ), Sweden (operating through its subsidiary, Nordea Bank Finland Plc.)
	Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Helsinki branch)
France	Deutsche Bank AG, Netherlands (operating through its Amsterdam branch with support from its Paris branch)
Republic of Georgia	JSC Bank of Georgia
Germany	State Street Bank GmbH
	Deutsche Bank AG
Ghana	Standard Chartered Bank Ghana Limited
Greece	BNP Paribas Securities Services, S.C.A.
Guinea-Bissau	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Hong Kong	Standard Chartered Bank (Hong Kong) Limited
Hungary	Citibank Europe plc Magyarországi Fióktelepe
	UniCredit Bank Hungary Zrt.
Iceland	Landsbankinn hf.
India	Deutsche Bank AG
	The Hongkong and Shanghai Banking Corporation Limited
Indonesia	Deutsche Bank AG
Ireland	State Street Bank and Trust Company, United Kingdom branch
Israel	Bank Hapoalim B.M.
Italy	Deutsche Bank S.p.A.
Ivory Coast	Standard Chartered Bank Côte d'Ivoire S.A.
Japan	Mizuho Bank, Limited
	The Hongkong and Shanghai Banking Corporation Limited
Jordan	Standard Chartered Bank
Kazakhstan	JSC Citibank Kazakhstan

Kenya	Standard Chartered Bank Kenya Limited
Republic of Korea	Deutsche Bank AG
	The Hongkong and Shanghai Banking Corporation Limited
Kuwait	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Latvia	AS SEB banka
Lebanon	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Lithuania	AB SEB bankas
Malawi	Standard Bank Limited
Malaysia	Deutsche Bank (Malaysia) Berhad
	Standard Chartered Bank Malaysia Berhad
Mali	via Standard Chartered Bank Côte d’Ivoire S.A., Abidjan, Ivory Coast
Mauritius	The Hongkong and Shanghai Banking Corporation Limited
Mexico	Banco Nacional de México, S.A.
Morocco	Citibank Maghreb
Namibia	Standard Bank Namibia Limited
Netherlands	Deutsche Bank AG
New Zealand	The Hongkong and Shanghai Banking Corporation Limited
Niger	via Standard Chartered Bank Côte d’Ivoire S.A., Abidjan, Ivory Coast
Nigeria	Stanbic IBTC Bank Plc.
Norway	Nordea Bank AB (publ), Sweden (operating through its subsidiary, Nordea Bank Norge ASA)
	Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Oslo branch)
Oman	HSBC Bank Oman S.A.O.G. (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Pakistan	Deutsche Bank AG
Palestine	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Panama	Citibank, N.A.
Peru	Citibank del Perú, S.A.
Philippines	Deutsche Bank AG
Poland	Bank Handlowy w Warszawie S.A.
	Bank Polska Kasa Opieki S.A
Portugal	Deutsche Bank AG, Netherlands (operating through its Amsterdam branch with support from its Lisbon branch)
Puerto Rico	Citibank N.A.
Qatar	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Romania	Citibank Europe plc, Dublin – Romania Branch

Russia	Limited Liability Company Deutsche Bank
Saudi Arabia	HSBC Saudi Arabia Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Senegal	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Serbia	UniCredit Bank Serbia JSC
Singapore	Citibank N.A.
	United Overseas Bank Limited
Slovak Republic	UniCredit Bank Czech Republic and Slovakia, a.s.
Slovenia	UniCredit Banka Slovenija d.d.
South Africa	FirstRand Bank Limited
	Standard Bank of South Africa Limited
Spain	Deutsche Bank S.A.E.
Sri Lanka	The Hongkong and Shanghai Banking Corporation Limited
Republic of Srpska	UniCredit Bank d.d.
Swaziland	Standard Bank Swaziland Limited
Sweden	Nordea Bank AB (publ)
	Skandinaviska Enskilda Banken AB (publ)
Switzerland	Credit Suisse AG
	UBS Switzerland AG
Taiwan - R.O.C.	Deutsche Bank AG
	Standard Chartered Bank (Taiwan) Limited
Tanzania	Standard Chartered Bank (Tanzania) Limited
Thailand	Standard Chartered Bank (Thai) Public Company Limited
Togo	via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Tunisia	Banque Internationale Arabe de Tunisie
Turkey	Citibank, A.Ş.
	Deutsche Bank A.Ş.
Uganda	Standard Chartered Bank Uganda Limited
Ukraine	PJSC Citibank
United Arab Emirates Dubai Financial Market	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
United Arab Emirates Dubai International Financial Center	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
United Arab Emirates Abu Dhabi	HSBC Bank Middle East Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
United Kingdom	State Street Bank and Trust Company, United Kingdom branch
Uruguay	Banco Itaú Uruguay S.A.

Venezuela	Citibank, N.A.
Vietnam	HSBC Bank (Vietnam) Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Zambia	Standard Chartered Bank Zambia Plc.
Zimbabwe	Stanbic Bank Zimbabwe Limited (as delegate of Standard Bank of South Africa Limited)

Schedule 4

Historical Performance

Below we have shown the historical performance, for the period to 30th June 2016. Where possible, we have shown the performance over the last 5 years, for each complete year, to the last quarter end. However, where the Fund has been in existence for less than any of the above periods, we show the performance since the launch of the Fund, plus for each complete year, to the last quarter end.

Investors and potential investors should note the following statements

- The performance is measured on a Net Asset Value (NAV) to NAV.
- In respect of Income shares (where they are available), the performance shown will assume that any income has been distributed (i.e. not reinvested to purchase additional shares).
- The prices of shares, and the income from them, can go down as well as up as a result of changes in the value of the underlying securities and currency movements. An investor may not get back the amount originally invested.
- Past performance is not necessarily a guide to future investment returns.

FP Numis Mid Cap Fund Class A Accumulation Shares

Percentage Growth year to 30 June 2012	Percentage Growth year to 30 June 2013	Percentage Growth year to 30 June 2014	Percentage Growth year to 30 June 2015	Percentage Growth year to 30 June 2016	Percentage Growth from Launch to 30 June 2016
N/A	N/A	N/A	N/A	N/A	-11.89%

Launch Date: 20th July 2015

FP Numis Mid Cap Fund Class A Income Shares

Percentage Growth year to 30 June 2012	Percentage Growth year to 30 June 2013	Percentage Growth year to 30 June 2014	Percentage Growth year to 30 June 2015	Percentage Growth year to 30 June 2016	Percentage Growth from Launch to 30 June 2016
N/A	N/A	N/A	N/A	N/A	-11.87%

Launch Date: 20th July 2015

FP Numis Mid Cap Fund Class B Accumulation Shares

Percentage Growth year to 30 June 2012	Percentage Growth year to 30 June 2013	Percentage Growth year to 30 June 2014	Percentage Growth year to 30 June 2015	Percentage Growth year to 30 June 2016	Percentage Growth from Launch to 30 June 2016
N/A	N/A	N/A	N/A	N/A	-11.58%

Launch Date: 20th July 2015

FP Numis Mid Cap Fund Class B Income Shares

Percentage Growth year to 30 June 2012	Percentage Growth year to 30 June 2013	Percentage Growth year to 30 June 2014	Percentage Growth year to 30 June 2015	Percentage Growth year to 30 June 2016	Percentage Growth from Launch to 30 June 2016
N/A	N/A	N/A	N/A	N/A	-11.56%

Launch Date: 20th July 2015

Source: Financial Express.