

THE BRIGHTON ROCK FUND

PROSPECTUS

(A Non-UCITS Retail Scheme with FCA Product Reference Number: 461158)

Valid as at 2 March 2026

**PROSPECTUS
OF
THE BRIGHTON ROCK FUND**

This document constitutes the Prospectus for The Brighton Rock Fund (the “Company”) which has been prepared in accordance with the terms of the rules contained in the New Collective Investment Schemes Sourcebook (the “FCA Regulations”) published by the FCA as part of their Handbook of rules made under the Financial Services and Markets Act 2000 (the “Act”).

This Prospectus has been prepared solely for, and is being made available to investors for the purposes of evaluating an investment in Shares in the Fund. Investors should only consider investing in the Fund if they understand the risks involved including the risk of losing all capital invested.

The Prospectus is dated and is valid as at 2 March 2026.

All communications in relation to this Prospectus shall be in English.

Copies of this Prospectus have been sent to the FCA and the Depositary. A current version of this Prospectus can be obtained at any time direct from the office of the ACD, or by telephoning 0141 483 9701.

If you are in any doubt about the contents of this Prospectus you should consult your professional adviser.

The Prospectus is based on information, law and practice at the date hereof. The Company is not bound by any out of date prospectus when it has issued a new prospectus and potential investors should check that they have the most recently published prospectus.

Tutman Fund Solutions Limited, the ACD of the Company, is the person responsible for the information contained in this Prospectus. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained herein does not contain any untrue or misleading statement or omit any matters required by the FCA Regulations to be included in it.

The Depositary is not a person responsible for the information contained in this Prospectus and accordingly does not accept any responsibility therefore under the FCA Regulations or otherwise.

Contents

Clause		Page
	DEFINITIONS	1
1	THE COMPANY	5
2	COMPANY STRUCTURE	5
3	SHARES	6
4	MANAGEMENT AND ADMINISTRATION	6
5	THE DEPOSITARY	8
6	THE INVESTMENT ADVISER	9
7	THE AUDITOR	10
8	THE ADMINISTRATOR AND REGISTER OF SHAREHOLDERS	10
9	CONFLICTS OF INTEREST	11
10	CLIENT MONEY	12
11	BUYING, SELLING AND SWITCHING UNITS	12
12	OTHER DEALING INFORMATION	18
13	MONEY LAUNDERING	20
14	RESTRICTIONS AND COMPULSORY TRANSFER AND REDEMPTION	20
15	SUSPENSION OF DEALINGS IN THE COMPANY	20
16	GOVERNING LAW	21
17	VALUATION OF THE COMPANY	21
18	RISK FACTORS	24
19	RISK MANAGEMENT	30
20	LIABILITIES OF THE COMPANY	31
21	HISTORICAL PERFORMANCE DATA	31
22	FEES AND EXPENSES	31
23	SHAREHOLDER MEETING AND VOTING RIGHTS	37
24	TAXATION	38
25	INCOME EQUALISATION	46
26	WINDING UP OF THE COMPANY	46
27	GENERAL INFORMATION	48
APPENDIX I	INVESTMENT OBJECTIVE, POLICIES AND OTHER DETAILS OF THE COMPANY	53
APPENDIX II	INVESTMENT AND BORROWING POWERS OF THE COMPANY	56
APPENDIX III	HISTORICAL PERFORMANCE DATA	65
APPENDIX IV	ELIGIBLE SECURITIES AND DERIVATIVES MARKETS	66
APPENDIX V	ELIGIBLE DERIVATIVES MARKETS	68
APPENDIX VI	TYPICAL INVESTOR PROFILE(S)	69
APPENDIX VII	DIRECTORY	70
APPENDIX VIII	LIST OF DIRECTORS OF TUTMAN FUND SOLUTIONS LIMITED	71
APPENDIX IX	LIST OF AUTHORISED FUNDS THAT ACD ACTS AS MANAGER OR AUTHORISED CORPORATE DIRECTOR FOR	72
APPENDIX X	ESTABLISHMENT OF COLLECTIVE INVESTMENT SCHEMES	74

DEFINITIONS

“Accumulation Share”	net paying shares, denominated in base currency, in the Company as may be in issue from time to time in respect of which income allocated thereto is credited periodically to capital pursuant to the FCA Rules;
“ACD”	Tutman Fund Solutions Limited, the Authorised Corporate Director of the Company
“Act”	Financial Services and Markets Act 2000 as amended;
“AIF”	means alternative investment fund.
“AIFM”	means alternative investment fund manager.
“AIFMD”	means the Alternative Investment Fund Managers Directive, 2011/61/EU, or the statutory equivalent thereof which forms part of UK law by virtue of the EUWA, as applicable.
“AIFMD Level 2 Regulation”	means Commission Delegated Regulation (EU) No 231/2013 of 19 December 2012 supplementing the AIFMD, or the statutory equivalent thereof which forms part of UK law by virtue of the EUWA, as applicable.
AIFM Rules	means the AIFMD, AIFMD Level 2 Regulation, and the United Kingdom implementing legislation, including the section of the FCA Handbook that deals with investment funds;
“Approved Bank”	has the meaning defined in the FCA Rules, broadly an approved bank is the Bank of England or other OECD member state central bank, a bank with Part IV authorisation to accept deposits, a building society, or a bank supervised by the central bank or regulator in a member state of the OECD.
“Approved Derivative”	an approved derivative is one which is traded or dealt on an eligible derivatives market and any transaction in such a derivative must be effected on or under the rules of the market;
“Business Day”	a day on which the London Stock Exchange is open. If the London Stock Exchange is closed as a result of a holiday or for any other reason, or there is a holiday elsewhere or other reason which impedes the calculation of the fair market value of the Trust’s portfolio of securities or a significant portion thereof, the ACD may decide that any business day shall not be construed as such;

“Client Money”	means any money that a firm receives from or holds for, or on behalf of, a shareholder in the course of, or in connection with, its business unless otherwise specified;
“Company”	The Brighton Rock Fund a UK authorised open-ended investment company;
“COLL”	refers to the appropriate chapter or rule in the COLL Sourcebook;
“the COLL Sourcebook”	the Collective Investment Schemes Sourcebook issued by the FCA as amended;
“Dealing Day”	Thursdays, excluding UK public and bank holidays and excluding where a Thursday falls within the same week as the last business day of the month in which case it will be the last business day of the month, or any other Business Day at the ACD’s discretion, agreed with the Depositary;
“Depositary”	NatWest Trustee & Depositary Services Limited, the depositary of the Company;
“EEA State”	a member state of the European Union or any other state which is within the European Economic Area;
“EMT”	means the European MiFID Template;
“EUWA”	means the European Union (Withdrawal) Act 2018.
“FCA”	the Financial Conduct Authority or such successor regulatory authority as may be appointed from time to time, and (where applicable) its predecessors including the Financial Services Authority;
“FCA Regulations”	The FCA Handbook (including the rules contained in the Collective Investment Schemes Sourcebook) as part of the FCA Rules;
“FCA Rules”	the FCA handbook of rules made under the Act;
“Hedging”	the use of derivative transactions (which the ACD reasonably believes to be economically appropriate and to be fully covered) to reduce risk and cost to the Company and to generate additional capital or income with no, or with an acceptably low level of risk;
“Income Share”	net paying shares, denominated in base currency, in the Company as may be in issue from time to

	time in respect of which income allocated thereto is distributed periodically to the holders thereof pursuant to the FCA Rules net of any tax deducted or accounted for by the Company;
“Investment Adviser”	the investment adviser to the ACD;
“MiFID II”	means the Markets in Financial Instruments Directive, effective from 3 January 2018 or the statutory equivalent thereof, which forms part of UK law by virtue of the EUWA, as applicable;
“Net Asset Value” or “NAV”	the value of the Scheme Property of the Company less the liabilities of the Company as calculated in accordance with the Company’s Instrument of Incorporation;
“OEIC Regulations”	the Open-Ended Investment Companies Regulations 2001 as amended;
“Prime Broker”	a credit institution, regulated investment firm or another entity subject to prudential regulation and ongoing supervision, offering services to professional clients primarily to finance or execute transactions in financial instruments as counterparty and which may also provide other services, such as clearing and settlement of trades, custodial services, stock lending, customised technology and operational support facilities. The Company does not currently require the services of a Prime Broker.
“Regulated Activities Order”	The Financial Services and Markets Act 2000 (Regulated Activities Order) 2001 as amended;
“Scheme Property”	the property of the Company entrusted to the Depositary for safe-keeping, as required by the FCA Regulations (SI 2001/544);
“Shareholder(s)”	a holder of registered shares in the Company and whose name is entered on the register in relation to that share; and
“Share(s)”	a share or shares in the Company;
“Share Class”	in relation to shares, means (according to the context) a particular class or classes of share as described in Section 3.
SDRT”	stamp duty reserve tax;

“Switch”	the exchange where permissible of shares of one class for shares of another class;
“UCITS”	an Undertaking for Collective Investment in Transferable Securities. This will include a UCITS scheme or an EEA UCITS scheme, as defined in the FCA Glossary;
“UCITS Directive”	means the EC Directive on Undertakings for Collective Investment in Transferable Securities, or the statutory equivalent thereof which forms part of UK law by virtue of the EUWA, as applicable;
“Valuation Point”	the point on a Dealing Day whether on a periodic basis or for a particular valuation, at which the ACD carries out a valuation of the Scheme Property for the Company for the purpose of determining the price at which Units of a Class may be issued, cancelled or redeemed. The current valuation point is 12 noon, London time, on each Dealing Day, with the exception of any bank holiday in England and Wales or the last business day prior to those days annually, where the valuation may be carried out at a time agreed in advance between the ACD and the Depositary.
“VAT”	value added tax;

1 THE COMPANY

- 1.1 The Brighton Rock Fund is an open-ended investment company with variable capital, incorporated in England and Wales on 13 February 2007 under registered number IC000510 and authorised with effect from 13 February 2007.
- 1.2 The Head Office of the Company is at Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP and is also the address of the place in the United Kingdom for service on the Company of notices or other documents required or authorised to be served on it.
- 1.3 The base currency of the Company is pounds sterling or such other currency as may be the lawful currency of the UK from time to time. The ACD in consultation with the Depositary shall determine the best means to effect this conversion.
- 1.4 The maximum share capital of the Company is currently £10,000,000,000 and the minimum is £100. Shares in the Company have no par value and therefore the share capital of the Company at all times equals the Company's current Net Asset Value.
- 1.5 Information on the typical investor profile for the Fund is set out in Appendix VI.
- 1.6 Shareholders in the Company are not liable for the debts of the Company.
- 1.7 The Company is a non-UCITS retail scheme and is an AIF for the purposes of AIFMD.
- 1.8 FCA Product Reference Number: 461158

Approval by the FCA in this context refers only to approval under the OEIC Regulations 2001 (as amended) and does not in any way indicate or suggest endorsement or approval of the Fund as an investment.

2 COMPANY STRUCTURE

As explained above the Company is a non-UCITS retail scheme. Details of the Company, including its investment objective and policy, are set out in Appendix I.

3 **SHARES**

- 3.1 The share classes presently available are set out in the details in Appendix I. Further share classes may be made available in due course, as the ACD may decide.
- 3.2 The minimum initial investment for each share class is set out in Appendix I. These limits may be waived at the discretion of the ACD.
- 3.3 All shares issued by the Company will be Income Shares. Income Shares are entitled to receive distributions of income periodically.
- 3.4 When available, shareholders are entitled (subject to certain restrictions) to switch all or part of their shares in one fund class for shares of a different fund. Details of this switching facility and the restrictions are set out in Sections 11 and 11.4.3.

4 **MANAGEMENT AND ADMINISTRATION**

4.1 **Authorised Corporate Director**

- 4.1.1 The Authorised Corporate Director of the Company is Tutman Fund Solutions Limited which is a private company limited by shares incorporated in England and Wales under the Companies Act 1985. The ACD was incorporated on 30 July 1985 (Registered Company No 1934644).

4.1.2 **Registered Office and Head Office:**

Exchange Building
St John's Street
Chichester
West Sussex
PO19 1UP

Share Capital: Issued and paid up £50,000 Ordinary shares of £1 each

- 4.1.3 The ACD is responsible for managing and administering the Company's affairs in compliance with the FCA Regulations.
- 4.1.4 As at the date of this Prospectus, the ACD acts as manager or authorised corporate director of the authorised funds set out in Appendix IX.

4.2 **Terms of Appointment**

- 4.2.1 The ACD was appointed by an agreement (the “ACD Agreement”). The ACD Agreement provides that after two years from the launch of the Company the appointment of the ACD may be terminated upon 6 months’ written notice by either the ACD or the Company, although in certain circumstances the ACD Agreement may be terminated forthwith by notice in writing by the ACD to the Company or the Depositary, or by the Depositary or the Company to the ACD. Termination cannot take effect until the FCA has approved the appointment of another authorised corporate director in place of the retiring ACD.
- 4.2.2 The ACD is entitled to its pro rata fees and expenses to the date of termination and any additional expenses necessarily realised in settling or realising any outstanding obligations. No compensation for loss of office is provided for in the ACD Agreement. To the extent allowed by the FCA Regulations the ACD Agreement provides indemnities to the ACD other than for matters arising by reason of its negligence, default, breach of duty or breach of trust in the performance of its duties and obligations.
- 4.2.3 Upon termination of the ACD Agreement and the appointment of another ACD (the New ACD), the ACD may transfer any sums being held as client money to the New ACD, who will continue to hold the money in accordance with FCA client money rules.
- 4.2.4 The Shareholder will be given the opportunity, upon request, to have the proceeds returned by submitting a written request to the Transfer Agency team at 177 Bothwell Street, Glasgow, G2 7ER.
- 4.2.5 The ACD is under no obligation to account to the Depositary or the shareholders for any profit it makes on the issue or re-issue of shares or cancellation of shares which it has redeemed. The fees to which the ACD is entitled are set out in Section 22.2. Copies of the ACD Agreement are available on request.
- 4.2.6 The main business activities of the ACD are (i) acting as an authorised corporate director; (ii) acting as authorised fund manager and (iii) fund administration.
- 4.2.7 The directors of the ACD are listed in Appendix VIII.
- 4.2.8 The ACD holds professional indemnity insurance to cover its professional liability risks (as set out in Article 12 of the AIFMD Level 2 Regulation),

has appropriate professional indemnity insurance in place and maintains an amount of own funds sufficient to meet the PII Requirements in accordance with Article 15 of the AIFMD Level 2 Regulation (professional indemnity insurance). The ACD has internal operational risk policies in place to identify, measure, manage and monitor appropriately operational risks including professional liability risks to which the ACD is or could be reasonably exposed in accordance with the requirements of Article 13 of the AIFMD Level 2 Regulation. The operational risk management activities are performed independently by the Risk Oversight function.

5 THE DEPOSITARY

NatWest Trustee & Depositary Services Limited is the Depositary of the Company.

The Depositary is incorporated in England as a private limited company. Its registered office is at 250 Bishopsgate, London EC2M 4AA, which is also its head office. The ultimate holding company of the Depositary is NatWest Group plc, which is incorporated in Scotland. The principal business activity of the Depositary is the provision of trustee and depositary services.

Duties of the Depositary

The Depositary is responsible for the safekeeping of scheme property, monitoring the cash flows of the Fund, and must ensure that certain processes carried out by the ACD are performed in accordance with the applicable rules and scheme documents.

Conflicts of interest

The Depositary may act as the depositary of other open-ended investment companies and as trustee or custodian of other collective investment schemes.

It is possible that the Depositary and/or its delegates and sub-delegates may in the course of its or their business be involved in other financial and professional activities which may on occasion have potential conflicts of interest with the non-UCITS retail scheme or a particular Sub-fund and/or other funds managed by the ACD or other funds for which the Depositary acts as the depositary, trustee or custodian. The Depositary will, however, have regard in such event to its obligations under the Depositary Agreement and the Regulations and, in particular, will use reasonable endeavours to ensure

that the performance of its duties will not be impaired by any such involvement it may have and that any conflicts which may arise will be resolved fairly and in the best interests of Shareholders collectively so far as practicable, having regard to its obligations to other clients.

The Depositary operates independently from the Company, Shareholders, the ACD and its associated suppliers and the Custodian. As such, the Depositary does not anticipate any conflicts of interest with any of the aforementioned parties.

Delegation of Safekeeping Functions

The Depositary is permitted to delegate (and authorise its delegate to sub-delegate) the safekeeping of Scheme Property.

The Depositary has delegated safekeeping of the Scheme Property to CACEIS Bank, UK Branch (“the Custodian”). In turn, the Custodian has delegated the custody of assets in certain markets in which the Fund may invest to various sub-delegates (“sub-custodians”).

Terms of Appointment

The Depositary Agreement may be terminated on three months’ written notice by the Depositary, the Company or the ACD provided that the Depositary may not retire voluntarily except upon the appointment of a new depositary.

To the extent allowed by the OEIC Regulations and the FCA Regulations, the Depositary Agreement contains indemnities by the Company in favour of the Depositary against (other than in certain circumstances) any liability incurred by the Depositary as a consequence of its safe keeping of any of the Scheme Property or incurred by it as a consequence of the safe keeping of any of the Scheme Property by anyone retained by it to assist it to perform its function of the safekeeping of the Scheme Property and also (in certain circumstances) exempts the Depositary from liability.

The fees to which the Depositary is entitled are set out in Section 22.4.

6 THE INVESTMENT ADVISER

6.1 Evelyn Partners Investment Management LLP

The ACD has appointed Evelyn Partners Investment Management LLP to provide investment management and related advisory services to the ACD. The Investment Adviser has the authority to make investment decisions on behalf of the Company and the ACD.

Copies of the Investment Adviser's execution policy and voting policy are available from the ACD on request.

6.2 **Terms of Appointment**

The Investment Adviser was appointed by an agreement between the ACD and the Investment Adviser (the "Investment Advisory Agreement").

The Investment Advisory Agreement may be terminated on three month's written notice by the Investment Adviser or the ACD. The ACD may also terminate the agreement immediately when this is in the interests of Shareholders.

Under the Investment Advisory Agreement, the ACD provides indemnities to the Investment Adviser, (except in the case of any matter arising as a direct result of its fraud, negligence, default or bad faith). The ACD may be entitled under the indemnities in the ACD Agreement to recover from the Company amounts paid by the ACD under the indemnities in the Investment Advisory Agreement.

The registered office of SWIM is Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP. The principal activity of the Investment Adviser is acting as an investment manager.

The Investment Adviser is authorised to carry on investment business in the UK by virtue of being regulated by the FCA.

The fees and expenses of the Investment Adviser will be paid by the ACD out of its remuneration under the ACD Agreement.

7 **THE AUDITOR**

The Auditors of the Company are Johnston Carmichael LLP, whose address is Bishop's Court, 29 Albyn Place, Aberdeen, AB10 1YL.

8 **THE ADMINISTRATOR AND REGISTER OF SHAREHOLDERS**

The ACD has not delegated the role of Administrator for the Company.

The Register of Shareholders is maintained by the ACD at its office at 177 Bothwell Street, Glasgow, G2 7ER and may be inspected at that address during normal business hours by any shareholder or any shareholder's duly authorised agent.

CONFLICTS OF INTEREST

The ACD, the Depositary and the Investment Adviser are or may be involved in other financial, investment and professional activities which may, on occasion, cause conflicts of interest with the management of the Company. In addition, the Company may enter into transactions at arm's length with companies in the same group as the ACD.

The Depositary may, from time to time, act as depositary of other companies or funds.

The Custodian may, from time to time, act as custodian and hold assets of other funds and investors.

Each of the parties will, to the extent of their ability and in compliance with the FCA Regulations, ensure that the performance of their respective duties will not be impaired by any such involvement.

To ensure the fair treatment of shareholders is central to all the activities of the ACD, the ACD has implemented a Treating Customers Fairly policy, against which all its policies and procedures and those of its delegates are measured and must conform. This ensures that conflicts of interest are appropriately managed in a way that is fair to investors as outlined in this section, that expenses are proportionate and allocated fairly (see Fees and Expenses), that investors can redeem their holdings (see Buying and Selling Units) and that if investors are dissatisfied with their treatment their complaints are assessed by an independent and impartial investigator (see Complaints).

The ACD maintains a written conflict of interest policy. The ACD acknowledges that there may be some situations where the organisational or administrative arrangements in place for the management of conflicts of interest are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of the Company or its shareholders will be prevented. Should any such situations arise the ACD will, as a last resort if the conflict cannot be avoided, disclose these to shareholders in the report and accounts or otherwise an appropriate format.

Copies of the ACD's and the Investment Adviser's conflicts of interest policies are available from the ACD on request.

10 CLIENT MONEY

As required by the FCA's client money rules, the ACD will hold money received from clients or on the client's behalf in accordance with those rules in a pooled client bank account, with an approved bank (as defined in the FCA Rules) in the UK.

No interest payment will be made on client money held by the ACD. Client money will be held in a designated client money account with the NatWest Group plc.

The ACD will not be liable for any acts or omissions of the approved bank. The approved bank will be responsible for any acts or omissions within its control.

In the event of the insolvency of any party, clients' money may be pooled which means that shareholders may not have a claim against a specific account and may not receive their full entitlement, as any shortfall may be shared pro rata amongst all clients.

The ACD is covered by the Financial Services Compensation Scheme (FSCS). The FSCS may pay compensation if the ACD is unable to meet its financial obligations. For further information about the compensation provided by the FSCS (including the amounts covered and eligibility to claim) refer to the FSCS website www.FSCS.org.uk or call the FSCS on 020 7741 4100 or 0800 678 1100.

11 BUYING, SELLING AND SWITCHING SHARES

The dealing office of the ACD is open from 9.00 am until 5.00 pm on each Dealing Day to receive requests for the sale, purchase and switching of shares, which will be effected at prices determined at the next valuation point following receipt of such request.

11.1 Buying Shares

11.1.1 Procedure

- 11.1.1.1 Initial investments can only be made by sending a completed application form to the ACD's Transfer Agency team either (i) accompanied by a cheque (up to £50,000) or (ii) having made a telegraphic transfer to the ACD's bank account. Application forms are available from the ACD. The ACD will accept written instructions accompanied by payment for subsequent transactions which can be carried out by writing to the ACD's Transfer Agency team at the Correspondence Address set out in Appendix VII. The ACD will also accept telephone purchases for subsequent investments from FCA authorised entities, who may purchase shares by telephoning the ACD on 0141 483 9700. The ACD may accept

applications by electronic communication. Electronic communication does include email. Telephone calls may be recorded by the ACD, its delegates, their duly appointed agents and any of their respective related, associated or affiliated companies for record keeping, security and/or training purposes, please see paragraph "Telephone Recordings" below for further information.

- 11.1.1.2 Where an instruction has been received by telephone, settlement is due within 4 Business Days of the Valuation Point. Purchases made by telephone are subject to risk limits at the ACDs discretion, and the ACD may at its discretion reject or defer an instruction to purchase Shares until it is in receipt of cleared funds for the purchase (when the purchase of Shares will be placed at the next Valuation Point following receipt of cleared funds). An order for the purchase of Shares will only be deemed to have been accepted by the ACD once it is in receipt of cleared funds for the application.
- 11.1.1.3 The ACD, at its discretion has the right to cancel a purchase deal if settlement is materially overdue (being more than 5 Business Days of receipt of an application form or other instruction) and any loss arising on such cancellation shall be the liability of the applicant. The ACD is not obliged to issue Shares unless it has received cleared funds from an investor.
- 11.1.1.4 The ACD reserves the right to charge interest above the prevailing Bank of England Base rate, on the value of any settlement received later than the 4th Business Day following the Valuation Point.
- 11.1.1.5 The ACD has the right to reject, on reasonable grounds relating to the circumstances of the applicant, any application for shares in whole or part, and in this event the ACD will return any money sent, or the balance of such monies, at the risk of the applicant. In addition the ACD may reject any application previously accepted in circumstances where the applicant has paid by cheque and that cheque subsequently fails to be cleared.
- 11.1.1.6 Any subscription monies remaining after a whole number of shares has been issued will not be returned to the applicant. Instead, smaller denomination shares will be issued in such circumstances.
- 11.1.1.7 No interest payment will be made on client money held by the ACD prior to investment in the Company. Client money will be held in a designated client money account with NatWest Group plc.

11.1.1.8 Shareholders have a right to cancel their transactions within 14 calendar days of receipt of their contract note. If a shareholder cancels their contract, they will receive a refund of the amount that it invested including the initial charge either in full or less a deduction to reflect any fall in share price since the date of investment. This may result in a loss on the part of shareholders. If shareholders wish to exercise their right to cancel, they should write to the Transfer Agency team at 177 Bothwell Street, Glasgow, G2 7ER . Shareholders will not be able to exercise their cancellation rights after 14 calendar days of receipt of their contract note. Shareholders should note that in certain circumstances, there may be a delay in returning their investment.

11.1.2 Documentation

11.1.2.1 A contract note giving details of the shares purchased and the price used will be issued to the shareholder (the first named, in the event of joint shareholders) by the end of the next business day following the valuation point by reference to which the purchase price is determined, together with, where appropriate, a notice of the applicant's right to cancel.

11.1.2.2 Share certificates will not be issued in respect of shares. Ownership of shares will be evidenced by an entry on the Company's Register of Shareholders. Tax vouchers in respect of periodic distributions of income will show the number of shares held by the recipient in respect of which the distribution is made. Individual statements of a shareholder's (or, when shares are jointly held, the first named holder's) shares will also be issued at any time on request by the registered holder.

11.1.3 Minimum Subscriptions and Holdings

11.1.3.1 The minimum initial and subsequent subscription levels, and minimum holdings, are set out in Appendix I. The ACD may at its discretion accept subscriptions lower than the minimum amount.

11.1.3.2 If a holding is below the minimum holding the ACD has the discretion to require redemption of the entire holding.

11.1.4 In Specie Issue

11.1.4.1 If a shareholder requests, the ACD may at its discretion and subject to the approval of the Investment Adviser and the Depository,

arrange for the Company to accept securities in settlement of a purchase of shares in the Company as provided for in the Regulations. In particular, the ACD and Depositary will only do so where satisfied that the acceptance of the assets concerned would not likely to result in any material prejudice to the interests of the shareholders.

11.2 **Selling Shares**

11.2.1 **Procedure**

11.2.1.1 Every shareholder has the right to require that the Company redeem his shares on any Dealing Day unless the value of shares which a shareholder wishes to redeem will mean that the shareholder will hold shares with a value less than the required minimum holding, in which case the shareholder may be required to redeem his entire holding.

11.2.1.2 Requests to redeem Shares may be made in writing to the ACD's Transfer Agency team at 177 Bothwell Street, Glasgow, G2 7ER . The ACD may also, at its discretion and by prior agreement, accept instructions to redeem shares from FCA regulated entities by telephone on 0141 483 9700 or by fax. The ACD may accept requests to sell or transfer Shares by electronic communication. Electronic communication does include email. Telephone calls may be recorded by the ACD, its delegates, their duly appointed agents and any of their respective related, associated or affiliated companies for record keeping, security and/or training purposes, please see paragraph "Telephone Recordings" below for further information.

11.2.2 **Documents the Seller Will Receive:**

11.2.2.1 A contract note giving details of the number and price of shares sold will be sent to the selling shareholder (the first named, in the case of joint shareholders) or their duly authorised agents together (if sufficient written instructions have not already been given) with a form of renunciation for completion and execution by the shareholder (and, in the case of a joint holding, by all the joint holders) not later than the end of the next business day following the valuation point by reference to which the redemption price is determined. Payment by BACS or telegraphic transfer will be made in satisfaction of the redemption monies will be issued within four business days of the later of:

11.2.2.2 receipt by the ACD of the form of renunciation (or other sufficient written instructions) duly signed by all the relevant shareholders and completed as to the appropriate number of shares, together with any other appropriate evidence of title; and

11.2.2.3 the valuation point following receipt by the ACD of the request to redeem.

11.2.3 Minimum Redemption

Part of a shareholder's holding may be sold but the ACD reserves the right to refuse a redemption request if the value of the shares to be redeemed is less than any minimum redemption amount set out in Appendix I or would result in a shareholder holding less than the minimum holding, as detailed in Appendix I. In the latter case the shareholder may be asked to redeem their entire shareholding.

11.2.4 In Specie Redemption

If a shareholder requests the redemption or cancellation of shares, the ACD may, if it considers the deal substantial in relation to the total size of the Company, arrange for the Company to cancel the shares and transfer Scheme Property to the shareholder instead of paying the price of the shares in cash, or, if required by the shareholder, pay the net proceeds of sale of the relevant Scheme Property to the shareholder. A deal involving shares representing 5% or more in value of the Company will normally be considered substantial, although the ACD may in its discretion agree an in specie redemption with a shareholder whose shares represent less than 5% in value of the Company.

Before the proceeds of cancellation of the shares become payable, the ACD will give written notice to the shareholder that Scheme Property (or the proceeds of sale of that Scheme Property) will be transferred to that shareholder.

The ACD will select the property to be transferred (or sold) in consultation with the Depositary. They must ensure that the selection is made with a view to achieving no greater advantage or disadvantage to the redeeming shareholder than to continuing shareholders, and any such redemption as set out above, shall be subject to a retention by the Company from that property (or proceeds) the value (or amount) of any stamp duty reserve tax to be paid on the cancellation of shares.

11.2.5 Direct Issue or Cancellation of Shares by an ICVC Through the ACD

Not applicable. Shares are issued or cancelled by the ACD making a record of the issue or cancellation and of the number of shares of each class concerned.

11.3 Switching

11.3.1 If applicable, a holder of shares may at any time switch all or some of his shares (“Old Shares”) for shares of another class of the Company (“New Shares”). The number of New Shares issued will be determined by reference to the respective prices of New Shares and Old Shares at the valuation point applicable at the time the Old Shares are repurchased and the New Shares are issued.

11.3.2 Switching may be effected by writing to the ACD at 177 Bothwell Street, Glasgow, G2 7ER and the shareholder may be required to complete a switching form (which, in the case of joint shareholders must be signed by all the joint holders). A switching shareholder must be eligible to hold the shares into which the switch is to be made.

The ACD may at its sole discretion and by prior agreement, accept switching instructions by telephone from FCA regulated entities only. The ACD may accept requests to switch Shares by electronic communication. Electronic communication does include email.

11.3.3 The ACD may at its discretion charge a fee on the switching of shares between classes. These fees are set out in Section 11.4.3.

11.3.4 If the switch would result in the Shareholder holding a number of Old Shares or New Shares of a value which is less than the minimum holding, the ACD may, if it thinks fit, convert the whole of the applicant’s holding of Old Shares to New Shares or refuse to effect any switch of the Old Shares. No switch will be made during any period when the right of shareholders to require the redemption of their shares is suspended. The general provisions on selling shares shall apply equally to a switch.

11.3.5 The ACD may adjust the number of New Shares to be issued to reflect the imposition of any switching fee together with any other charges or levies in respect of the issue or sale of the New Shares or repurchase or cancellation of the Old Shares as may be permitted pursuant to the FCA Regulations.

11.3.6 A switch of shares between different share classes will not be deemed to be a realisation for the purposes of capital gains taxation.

11.3.7 A shareholder who switches shares in one class for shares in any other class will not be given a right by law to withdraw from or cancel the transaction.

10.4 Dealing Charges

11.4.1 Preliminary Charge

The ACD may impose a charge on the sale of shares to investors which is based on the amount invested by the prospective shareholder. The preliminary charge is payable to the ACD. Full details of the current preliminary charge for each class of share are set out in Appendix I.

11.4.2 Redemption Charge

11.4.2.1 The ACD may make a charge on the redemption of shares. At present no redemption charge is levied.

11.4.2.2 The ACD may not introduce a redemption charge on shares unless, not less than 60 days before the introduction, it has given notice in writing to the then current shareholders of that introduction and has revised and made available the Prospectus to reflect the introduction and the date of its commencement. If charged, the redemption charge will be deducted from the price of the shares being redeemed and will be paid by the Company to the ACD.

11.4.2.3 In the event of a change to the rate or method of calculation of a redemption charge, details of the previous rate or method of calculation will be available from the ACD.

11.4.3 Switching Fee

On the switching of shares of one class for shares of another class the Instrument of Incorporation authorises the Company to impose a switching fee. The fee will not exceed an amount equal to the then prevailing preliminary charge for the Class into which shares are being switched. The switching fee is payable by the Company to the ACD. Currently no switching charge will be levied.

12 OTHER DEALING INFORMATION

12.1 Dilution Levy

12.1.1 The basis on which the Company's investments are valued for the purpose of calculating the issue and redemption price of shares as stipulated in the FCA Regulations and the Company's Instrument of Incorporation is summarised in Section 17. The actual cost of purchasing or selling

investments may be higher or lower than the mid market value used in calculating the share price - for example, due to dealing charges, or through dealing at prices other than the mid-market price. Under certain circumstances (for example, large volumes of deals) this may have an adverse effect on the shareholders' interest. In order to prevent this effect, called "dilution", the ACD has the power to charge a "dilution levy" on the sale and/or redemption of shares, but does not at present intend to do so. As a dilution levy is not currently charged on the sale and/or redemption of shares, the cost of purchasing or selling investments for the Company subsequent to shareholder dealing will be borne by the Company with a consequent effect on future growth. If the ACD decides in the future to charge a dilution levy), it will be calculated by reference to the costs of dealing in the underlying investments of the Company, including any dealing spreads, commission and transfer taxes. If charged, the dilution levy will be paid into the Company and will become part of its property.

12.1.2 The dilution levy for the Company will be calculated by reference to the estimated costs of dealing in the underlying investments of the Company, including any dealing spreads, commission and transfer taxes.

12.1.3 The need to charge a dilution levy will depend on the volume of sales or redemptions. The ACD may charge a discretionary dilution levy on the sale and redemption of shares if, in its opinion, the existing shareholders (for sales) or remaining shareholders (for redemptions) might otherwise be adversely affected, and if charging a dilution levy is, so far as practicable, fair to all shareholders and potential shareholders. If a dilution levy is not charged then this may affect the future growth of the Company. In particular, the dilution levy may be charged in the following circumstances:

12.1.3.1 where over a dealing period the Company has experienced a large level of net sales or redemptions relative to its size;

12.1.3.2 on "large deals". For these purposes, a large deal means a deal which equals or exceeds 5% or more of the size of the Company;

12.1.3.3 where the ACD considers it necessary to protect the interests of the shareholders of the Company.

It is therefore not possible to predict accurately whether dilution would occur at any point in time. If a dilution levy is required then, based on future

projections the estimated rate or amount of such levy will be 0.17% on sales (creations) and 0.06% on redemptions (liquidations).

The ACD may alter its dilution policy either by shareholder consent pursuant to the passing of a resolution to that effect at a properly convened meeting of shareholders and by amending this Prospectus or by giving shareholders notice and amending the Prospectus 60 days before the change to the dilution policy is to take effect.

13 **MONEY LAUNDERING**

As a result of legislation in force in the United Kingdom to prevent money laundering, persons conducting investment business are responsible for compliance with money laundering regulations. In order to implement these procedures, in certain circumstances investors may be asked to provide proof of identity when buying shares. The ACD reserves the right to reverse the transaction or to refuse to sell shares if it is not satisfied as to the identity of the applicant.

14 **RESTRICTIONS AND COMPULSORY TRANSFER AND REDEMPTION**

The ACD may from time to time impose such restrictions as it may think necessary for the purpose of ensuring that no shares are acquired or held by any person in breach of the law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory. In this connection, the ACD may, inter alia, reject in its discretion any application for the purchase, sale, transfer or switching of shares.

15 **SUSPENSION OF DEALINGS IN THE COMPANY**

- 15.1 The ACD may, with the agreement of the Depositary, and must if the Depositary so requires, temporarily suspend the issue, cancellation, sale and redemption of shares in the Company, if due to exceptional circumstances it is in the interest of all the shareholders. On suspension, the ACD, or the Depositary if it has required the ACD to suspend dealings, will immediately inform the FCA and state the reason for its action and as soon as practicable, give written confirmation of the suspension and the reasons to the FCA. The suspension will only be permitted to continue for as long as it is justified having regard to the interests of the shareholders. The ACD and the Depositary must formally review the suspension at least every 28 days and inform the FCA of the result of this review with a view to ending the

suspension as soon as practicable after the exceptional circumstances have ceased.

15.2 The ACD will notify all shareholders of the suspension in writing as soon as practicable and will publish details to keep shareholders appropriately informed about the suspension, including its likely duration.

15.3 Re-calculation of the share price for the purpose of sales and purchases will commence on the next relevant valuation point following the ending of the suspension.

16 **GOVERNING LAW**

All deals in shares are governed by English law.

17 **VALUATION OF THE COMPANY**

The price of a share in the Company is calculated by reference to the Net Asset Value of the Company. There is only a single price for any share as determined by reference to a particular valuation point. The Net Asset Value per share is currently calculated weekly at 12 noon on a Thursday, but excluding the Thursday falling in the same week of the last business day of the month, when the valuation will take place at 12 noon on the last business day of the month.

The ACD, with agreement with the Depositary, may at any time during a business day carry out an additional valuation if the ACD considers it desirable to do so.

The ACD maintains a Fair Value Pricing policy with an audit review carried out annually. The policy is detailed fully in the Fair Value Policy document.

The ACD's Transfer Agency Team may request a change to the pricing methodology in certain circumstances. The policy is detailed in the Pricing Policy document.

All asset prices from the primary price source are compared to two other sources to ensure the validity of each price. The policy is detailed in the Pricing Policy document

17.1 **Calculation of the Net Asset Value**

- 17.1.1 The value of the Scheme Property of the Company shall be the value of its assets less the value of its liabilities determined in accordance with the following provisions.
- 17.1.2 All the Scheme Property (including receivables) of the Company is to be included, subject to the following provisions.
- 17.1.3 Scheme Property which is not cash (or other assets dealt with in Clause 16.1.6) or a contingent liability transaction shall be valued as follows:
 - 17.1.4 units or shares in a collective investment scheme:
 - 17.1.4.1 if a single price for buying and selling units is quoted, at the most recent such price; or
 - 17.1.4.2 if separate buying or selling prices are quoted, at the average of the two prices provided the buying price has been reduced by any preliminary charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto; or
 - 17.1.4.3 if no price or no recent price exists, at a price which in the opinion of the ACD is fair and reasonable;
 - 17.1.5 any other transferable security:
 - 17.1.5.1 if a single price for buying and selling the security is quoted, at that price; or
 - 17.1.5.2 if separate buying and selling prices are quoted, the average of those two prices; or
 - 17.1.5.3 if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no price exists, at a value which in the opinion of the ACD reflects a fair and reasonable price for that investment;
- 17.1.6 property other than that described in Sections 17.1.4, and 17.1.5 above:
 - 17.1.6.1 at a value which, in the opinion of the ACD, represents a fair and reasonable mid-market price.
- 17.1.7 Cash and amounts held in current and deposit accounts and in other time-related deposits shall be valued at their nominal values.
- 17.1.8 Property which is a contingent liability transaction shall be treated as follows:

- 17.1.8.1 if it is a written option (and the premium for writing the option has become part of the Scheme Property), the amount of the net valuation of premium receivable shall be deducted.
 - 17.1.8.2 if it is an off-exchange future, it will be included at the net value of closing out in accordance with a valuation method agreed between the ACD and the Depositary;
 - 17.1.8.3 if the property is an off-exchange derivative, it will be included at a valuation method agreed between the ACD and Depositary;
 - 17.1.8.4 if it is any other form of contingent liability transaction, it will be included at the net value of margin on closing out (whether as a positive or negative value).
- 17.1.9 In determining the value of the Scheme Property, all instructions given to issue or cancel shares shall be assumed to have been carried out (and any cash paid or received) whether or not this is the case.
- 17.1.10 Subject to Sections 17.1.11 and 17.1.12 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 will not materially affect the final net asset amount.
- 17.1.11 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 Section 17.1.10
- 17.1.12 All agreements are to be included under Section 17.1.10 which are, or ought reasonably to have been, known to the person valuing the property.
- 17.1.13 An estimated amount for anticipated tax liabilities at that point in time including (as applicable and without limitation) capital gains tax, income tax, corporation tax and value added tax will be deducted.
- 17.1.14 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.
- 17.1.15 The principal amount of any outstanding borrowings whenever repayable and any accrued but unpaid interest on borrowings will be deducted.

17.1.16 An estimated amount for accrued claims for tax of whatever nature which may be recoverable will be added.

17.1.17 Any other credits or amounts due to be paid into the Scheme Property will be added.

17.1.18 A sum representing any interest or any income accrued due or deemed to have accrued but not received will be added.

17.1.19 Currency or values in currencies other than the base currency shall be converted at a rate of exchange that is not likely to result in any material prejudice to the interests of Shareholder or potential Shareholders.

17.2 **Price Per Share in the Company and Each Class**

The price per share at which shares are redeemed or sold is the Net Asset Value of a share. In addition, there may, for both purchases and sales, be a dilution levy, as described in Section 12.1 above and a preliminary or redemption charge as described in Sections 11.4.1 and 11.4.2 above.

17.3 **Pricing Basis**

The Company deals on a forward pricing basis. A forward price is the price calculated at the next valuation point after the sale or redemption is agreed.

17.4 **Publication of Prices**

Prices for the Company are published on the website www.trustnet.com. The prices may also be obtained by calling the ACD on 0141 483 9701.

18 **RISK FACTORS**

Potential investors should consider the following risk factors before investing in the Company.

18.1 **General Risks**

The price of shares of the Company and any income from them may fall as well as rise and investors may not get back the full amount invested. Past performance is not a guide to future performance. There is no assurance that the investment objective of a Fund will actually be achieved.

The following statements are intended to summarise some of the risks, but are not exhaustive, nor do they offer advice on the suitability of investments.

18.2 **Equities Risk**

Where investments are in the shares of companies (equities), the value of those equities may fluctuate, sometimes dramatically, in response to the activities and results of individual companies or because of general market and economic conditions or other events. Currency exchange rate movements will also cause changes in value when the currency of the investment is other than sterling.

18.3 **Bonds and Debt Instruments (Including High Yielding Securities) Risk**

Where investments are in bonds or other debt instruments, the value of those investments will depend on market interest rates, the credit quality of the issuer and liquidity considerations. Investments in high yielding debt instruments where the level of income may be relatively high (compared to investment grade debt instruments); however the risk of depreciation and realisation of capital losses on such debt instruments held will be significantly higher than on lower yielding debt instruments.

18.4 **Lower Rated/Unrated Securities Risk**

The credit quality of debt instruments is often assessed by rating agencies. Medium and lower rated securities and unrated securities of comparable quality may be subject to wider fluctuations in yield, wider bid-offer spreads, greater liquidity premium and accentuated market expectations, and consequently greater fluctuations in market values, than higher rated securities. Changes in such ratings, or expectation of changes, will be likely to cause changes in yield and market values, at times significantly so.

18.5 **Collective Investment Scheme Risk**

The Company may make investments in collective investment schemes. Such investments may involve risks not present in direct investments, including, for example, the possibility that an investee collective investment scheme may at any time have economic or business interests or goals which are not fully consistent with those of the Company. Moreover, many alternative investment strategies give themselves significant discretion in valuing securities. There may be liquidity constraints and the extent to which an investee fund's securities are valued by independent sources are factors which could impact on the Company's valuation.

Unregulated collective investment schemes in which the Company may invest up to 20% of its scheme property may invest in highly illiquid securities that may be difficult to value. Moreover, many alternative investment strategies give themselves significant discretion in valuing securities. You should be aware that liquidity constraints and the extent to which a fund's securities are

valued by independent sources are factors which could have an impact on the Company's valuation.

18.6 **Leverage Risk**

Leverage is where a fund borrows money in order to meet redemption requests or, through the use of derivatives, for the purpose of buying or selling assets. Where assets are bought or sold using borrowed money this increases the risk that in the case of losses that these are compounded and as a result have a material negative impact on the value of the Fund.

18.7 **Leveraged Companies Risk**

Investments may be made in companies or collective investment schemes which borrow funds. Such companies or collective investment schemes may not be subject to any limitations on the amount of their borrowings, and the amount of borrowings that they may have outstanding at any time may be large in comparison to their capital. Furthermore, given that the Company may borrow in order to make investments, the Shareholders must be aware that they may suffer a greater risk resulting from the decline of the net asset value of the underlying investments made with this borrowing facility and therefore, the Company's risk exposure will be higher.

18.8 **Gold and Natural Resources Risk**

The price of gold/natural resources in which the Companies invest may be subject to sudden, unexpected and substantial fluctuations that may lead to significant declines in the values of the shares concerned and hence the Net Asset Value of the Companies.

18.9 **Futures and Options Risk**

The Company may use, under certain conditions, options and futures on indices and interest rates, for the purposes of efficient portfolio management. Also, the Company may hedge market and currency risks using futures, options and forward exchange contracts. Transactions in futures carry a high degree of risk. The amount of the initial margin is small relative to the value of the futures contract so that transactions are "leveraged" or "geared". A relatively small market movement will have a proportionately larger impact which may work for or against the investor. The placing of certain orders which are intended to limit losses to certain amounts may not be effective because market conditions make it impossible to execute such orders. Transactions in options also carry a high degree of risk. Selling ("writing") an option generally entails considerably greater risk than purchasing options.

Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will also be exposed to the risk of the purchaser exercising the option and the seller will be obliged either to settle the option in cash or acquire or deliver the underlying interest. If the option is “covered” by the seller holding a corresponding position in the underlying interest or a future on another option, the risk may be reduced.

18.10 **Foreign Currency Risk**

The Company may invest in securities denominated in a number of different currencies other than sterling in which the Company is denominated. Changes in foreign currency exchange rates may adversely affect the value of a Fund’s investments and the income thereon.

18.11 **Pricing and Valuations Risk**

For quoted investments a valuation price can be obtained from an exchange or similarly verifiable source. However, investment in unquoted and/or illiquid investments which are difficult to value may increase the risk of mispricing. Furthermore, the Company will compute Net Asset Values when some markets are closed for holidays or other reasons. In these and similar cases a verifiable source of market prices will not be available and the investment manager may invoke its Fair Value process which will determine a fair value price for the relevant investments; this Fair Value process involves assumptions and subjectivity.

18.12 **Emerging Countries and Developing Markets Risk**

The Company may invest in emerging markets which are undergoing rapid growth and regulatory change. Emerging markets present additional risks to those normally encountered in developed securities markets. These risks may be political, social and economic in nature and may be complicated by inflationary pressures and currency depreciation. The accounting and financial reporting standards, practices and disclosure requirements in some of the countries in which investments may be made may differ from those experienced in more developed markets. Similarly, reliability of the trading and settlement systems in such markets and the liquidity of these markets may not be equal to those available in more developed markets and this could lead to delays in settlement or affect the price at which investments could be realised. Government influence or control of private companies in some countries may be significant and investments may be exposed to the risks of political change, political uncertainty or governmental action. Such assets could be expropriated, nationalised, confiscated or subjected to changes in

legislation relating to foreign ownership. The value of investments in emerging markets may therefore be adversely affected by political and/or economic conditions, which would, in turn, adversely impact on the performance of the Company and its share price.

18.13 **Smaller and Unquoted Companies Risk**

Significant investments may be made in smaller companies, in which there may be no established market for the shares, or the market may be highly illiquid. Because of this potential illiquidity investment in the Company may not be appropriate for all investors, including those who are not in a position to take a long-term view of their investment. The Company may also invest, directly and indirectly, in securities that are not listed or traded on any stock exchange. In such situations, the Company may not be able to immediately sell such securities. The purchase price and subsequent valuation of these securities may reflect a discount, which could be significant, from the market price of comparable securities for which a liquid market exists.

18.14 **Risk to Capital**

This includes potential risk of erosion resulting from withdrawals or cancellations of shares and distributions in excess of investment returns.

18.15 **Liquidity Risk**

In normal market conditions a Company's assets comprise mainly realisable investments which can be readily sold. A Company's main liability is the redemption of any shares that investors wish to sell. In general the Company manages its investments, including cash, such that it can meet its liabilities. Investments held may need to be sold if insufficient cash is available to finance such redemptions. If the size of the disposals are sufficiently large, or the market is illiquid, then there is a risk that either the investments might not be sold or the price at which they are sold may adversely affect the Net Asset Value of the Company. If there were significant requests for redemption of shares in the Company at a time when a large proportion of the Company's assets was invested in illiquid investments, then the Company's ability to fund those redemptions would be impaired and it might be necessary to suspend dealings in shares in the Company.

18.16 **Credit Risk**

Investments may be adversely affected if any of the institutions with which money is deposited suffers insolvency or other financial difficulties (default). Credit risk also arises from the uncertainty about an issuer's ultimate

repayment of principal and interest for bond or other debt instrument investments. The entire deposit or purchase price of the debt instrument is at risk of loss if there is no recovery after default. The risk of default is usually greatest with bonds and debt instruments that are classed as 'sub-investment' grade.

18.17 **Settlement Risk**

All security investments are transacted through brokers who have been approved by the investment manager as an acceptable counterparty. The list of approved brokers is reviewed regularly. There is a risk of loss if a counterparty fails to perform its financial or other obligations to the Company, for example, the possibility that a counterparty may default, by failing to make payments due, or make payments in a timely manner. If settlement never occurs the loss incurred by the Company will be the difference between the price of the original contract and the price of the replacement contract or, in the case where the contract is not replaced the absolute value of the contract at the time it is voided. Furthermore, in some markets 'Delivery versus Payment' may not be possible in which case the absolute value of the contract is at risk if the Company meets its settlement obligations but the counterparty fails before meeting its obligations.

18.18 **Custody Risk**

Assets of the Company are kept by the custodian and investors are exposed to the risk of the custodian not being able to fully meet its obligation to restate in a short time frame all of the assets of the Company in the case of bankruptcy of the custodian. Securities of the Company will normally be identified in the custodian's books as belonging to the Company and segregated from other assets of the custodian which mitigates but does not exclude the risk of non restitution in case of bankruptcy. However, no such segregation applies to cash which increases the risk of non restitution in case of bankruptcy. The custodian does not keep all the assets of the Company itself but uses a network of sub-custodians which are not part of the same group of companies as the custodian. Investors are exposed to the risk of bankruptcy of the sub-custodians in the same manner as they are to the risk of bankruptcy of the custodian.

A Company may invest in markets where custodial and/or settlement systems are not fully developed. The assets of the Company that are traded in such markets and which have been entrusted to such sub-custodians may be exposed to risk in circumstances where the custodian will have no liability.

18.19 **Tax Risk**

Tax laws, currently in place, may change in the future which could affect the value of the Company's and therefore the shareholders investments. Refer to the section headed 'Taxation' in the prospectus for further details about the taxation of the Company.

18.20 **Inflation Risk**

Unless the performance of your investment keeps up with or beats inflation, the real value of your investments will fall over time.

18.21 **Political and/or Environmental Risk**

The investee companies may operate in countries where the ownership rights may be uncertain and development of the resources themselves may be subject to disruption due to factors including civil disturbances, industrial action, interruption of power supplies, as well as adverse climatic conditions.

18.22 **Market Risk**

The risk that the entire market of an asset class will decline thus affecting the prices and the values of the assets.

19 **RISK MANAGEMENT**

19.1 Upon request to the ACD a shareholder can receive information relating to:

19.1.1 the quantitative limits applying in the risk management of the Company;

18.1.2 the methods used in relation to 18.1.1; and

18.1.3 any recent developments of the risk and yields of the main categories of investment in the Company.

19.2 The FCA Regulations require that authorised corporate directors maintain a liquidity risk management process.

The ACD assesses how many days are likely to be required to sell investments without negatively impacting the fund price or liquidity on a best endeavors basis i.e. a liquidity ladder. The ACD assess the bid/offer spreads and trading volumes as widening spreads and thin trading volumes give an indication that it might be more difficult to dispose of an investment. The characteristic of the Fund determines the frequency of this assessment. The main factors are:

19.2.1 Liquidity of underlying investments;

19.2.2 The size of the investment as a proportion of the Fund and also relative to the market (e.g. proportion of the holding to the average trade size); and

19.2.3 The average holding period of Shareholders in the Fund.

It is also the ACD's responsibility to ensure that the Investment Managers undertake testing of their liquidity management arrangements against various stressed liquidity arrangements on a regular basis.

20 LIABILITIES OF THE COMPANY

Shareholders are not liable for the debts of the Company. A shareholder is not liable to make any further payment to the Company after paying the purchase price of shares.

21 HISTORICAL PERFORMANCE DATA

Historical performance data for the Company, expressed as discrete annual returns in percentage terms, is set out in the bar chart in Appendix III. **Past performance should not be seen as an indication of future performance.**

22 FEES AND EXPENSES

22.1 General

22.1.1 The Company may pay out of the property of the Company charges and expenses incurred by the Company, which will include the following expenses:

22.1.1.1 the fees and expenses payable to the ACD (which will include the fees and expenses payable to the Investment Adviser) and to the Depositary;

22.1.1.2 broker's commission, fiscal charges (including stamp duty and/or stamp duty reserve tax) and other disbursements which are necessarily incurred in effecting transactions for the Company and normally shown in contract notes, confirmation notes and difference accounts as appropriate;

- 22.1.1.3 any costs incurred in the incorporation and authorisation of the Company, in making any offer of shares or in the preparation and printing of any Prospectus (and any amendments thereto), together with the fees for professional services provided to the Company in connection with such offer, will be borne by the Company;
- 22.1.1.4 fees and expenses in respect of establishing and maintaining the register of shareholders and any sub-register of shareholders;
- 22.1.1.5 any costs incurred in or about the listing of shares in the Company on any Stock Exchange, and the creation, conversion and cancellation of shares;
- 22.1.1.6 any costs incurred by the Company in publishing the price of the shares in a national or other newspaper;
- 22.1.1.7 any costs incurred in producing and dispatching any payments made by the Company, or the yearly and half-yearly reports of the Company;
- 22.1.1.8 any fees, expenses or disbursements of any legal or other professional adviser of the Company;
- 22.1.1.9 any costs incurred in taking out and maintaining any insurance policy in relation to the Company;
- 22.1.1.10 any costs incurred in respect of meetings of shareholders convened for any purpose including those convened on a requisition by shareholders not including the ACD or an associate of the ACD;
- 22.1.1.11 liabilities on unitisation, amalgamation or reconstruction including certain liabilities arising after transfer of property to the Company in consideration for the issue of shares as more fully detailed in the FCA Regulations;
- 22.1.1.12 interest on borrowings and charges incurred in effecting or terminating such borrowings or in negotiating or varying the terms of such borrowings;
- 22.1.1.13 taxation and duties payable in respect of the property of the Company or the issue or redemption of shares;
- 22.1.1.14 the audit fees of the Auditors (including VAT) and any expenses of the Auditors;

- 22.1.1.15 the fees of the FCA in accordance with the Fees Manual together with any corresponding 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;
- 22.1.1.16 the Depositary's expenses, as detailed in Section 22.4 below;
- 22.1.1.17 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 and any expenses incurred in distributing information regarding the prices of shares to shareholders;
- 22.1.1.18 any payments otherwise due by virtue of the FCA Regulations.

22.1.2 Value Added Tax is payable on these charges where appropriate.

22.1.3 Any third party research received in connection with investment advisory services that an Investment Adviser provides to the Fund will be paid for by the Investment Adviser out of its fees, as relevant in relation to the Fund, and will not be charged to the Fund.

22.1.4 Expenses are allocated between income and capital in accordance with the FCA Regulations and the OEIC Regulations and as specified in Appendix I. Where expenses are allocated to income, but at the end of the accounting period there is insufficient income, the shortfall may be allocated to capital in accordance with the FCA Regulations and the OEIC Regulations. This may constrain capital growth."

22.2 **Charges Payable to the ACD**

22.2.1 In payment for carrying out its duties and responsibilities the ACD is entitled to take out of the Company an annual management charge.

22.2.2 The annual management charge accrues daily and is payable monthly in arrears on the last Business Day of each month. The fee is calculated by reference to the value of the Company on the last Business Day of the preceding month. The current management charges are set out in Appendix I.

22.2.3 The ACD is also entitled to reimbursement of all reasonable, properly vouched, out of pocket expenses incurred in the performance of its duties, including stamp duty and stamp duty reserve tax on transactions in shares and expenses incurred in effecting regulatory charges to the Company.

- 22.2.4 At present the ACD's annual management charge is allocated between capital and income in accordance with Appendix I.
- 22.2.5 The ACD may not introduce a new category of remuneration for its services unless the introduction has been approved by an extraordinary resolution of shareholders in the Company. The ACD may not increase the current rate or amount of its remuneration payable out of the Scheme Property of the Company or the preliminary charge within the relevant maximum unless, not less than 60 days before the introduction or increase, the ACD gives notice in writing of the introduction or increase and the date of its commencement to all shareholders and has revised and made available the Prospectus to reflect the introduction or new rate and the date of its commencement.
- 22.2.6 The Thesis Group remuneration policy is designed to be compliant with the AIFMD Remuneration Code contained in SYSC 19B of the FCA Handbook, and provides a framework to attract, retain and reward employees and partners and to maintain a sound risk management framework, with particular attention to conduct risk. The overall policy is designed to promote the long term success of the group. The policy is designed to reward partners, directors and employees for delivery of both financial and non-financial objectives which are set in line with company strategy.

Details of the Thesis Group remuneration policy are available on the website <https://www.tutman.co.uk/remuneration-policy/>.

A paper copy of the remuneration policy can be obtained free of charge by telephoning 0141 483 9701.

Any fees payable to the ACD may be reduced or waived by the ACD at its discretion.

22.3 **Investment Adviser's Fees**

The Investment Adviser's fees and expenses are paid by the ACD out of its remuneration under the ACD Agreement.

22.4 **Depositary's Fee**

- 22.4.1 The Depositary receives for its own account a periodic fee which will accrue due monthly on the last business day in each calendar month in respect of that day and the period since the last business day in the preceding

month and is payable within seven days after the last business day in each month. The fee is calculated by reference to the value of the Company on the month end valuation from the previous month. The fee is payable out of the property attributable to the Company. The rate of the periodic fee is agreed between the ACD and the Depositary and is subject to a current minimum of £7,500 per annum plus VAT. The current charge is 0.0275% on first £50 million, 0.025% between £50 million and £100 million and 0.02% above £100 million per annum plus VAT.

22.4.2 These rates can be varied from time to time in accordance with the Regulations.

22.4.3 The first accrual in relation to the Company will take place in respect of the period beginning on the day on which the first valuation of that Company is made and ending on the last business day of the month in which that day falls.

22.4.4 In addition to the periodic fee referred to above, the Depositary shall also be entitled to be paid transaction and custody charges in relation to transaction handling and safe-keeping of the Scheme Property as follows:

Item	Range
Transaction Charges	Between £1.96 and £75.65 per transaction
Safe Custody Charges	Between 0.001% and 0.5525% of the value of investments being held per annum

These charges vary from country to country depending on the markets and the type of transaction involved. Transaction charges accrue at the time the transactions are effected and are payable as soon as is reasonably practicable, and in any event not later than the last Business Day of the month when such charges arose or as otherwise agreed between the Depositary and the ACD. Custody charges accrue and are payable as agreed from time to time by the ACD and the Depositary. In addition, charges may be applied for cash payments, currency conversion, corporate actions and other incidental expenses. Details are available on request.

22.4.5 The Depositary will also be paid out of the property attributable to the Company, expenses properly incurred in the performance of, or arranging the performance of, functions conferred on it by the

Depository Agreement, the Regulations or by the general law including but not limited to:

- (i) the acquisition holding and disposal of property;
- (ii) the collection and distribution to shareholders of dividends, interest and any other income;
- (iii) the maintenance of distribution accounts;
- (iv) the conversion of foreign currency;
- (v) registration of assets in the name of the Depository or its nominee or agents;
- (vi) borrowings, stocklending or other permitted transactions;
- (vii) communications with any parties (including telex, facsimile, SWIFT and electronic mail);
- (viii) taxation matters;
- (ix) insurance matters;
- (x) costs relating to banking and banking transactions;
- (xi) preparation of the Depository's annual report;
- (xii) taking professional advice;
- (xiii) conducting legal proceedings;
- (xiv) the convening and/or attendance at meetings of shareholders; and
- (xv) modification of the Instrument of Incorporation, Prospectus, and negotiation and/or modification of the Depository Agreement and any other agreement entered into between the Depository and its delegates.

22.4.6 The Depository shall be entitled to recover its fees, charges and expenses when the relevant transaction or other dealing is effected or relevant service is provided or as may otherwise be agreed between the Depository and the Company or the ACD.

22.4.7 On a winding up of the Company or the redemption of a class of shares, the Depository will be entitled to its *pro rata* fees, charges and expenses to the date of winding up, the termination, or the redemption (as

appropriate) and any additional expenses necessarily realised in settling or receiving any outstanding obligations. No compensation for loss of office is provided for in the agreement with the Depositary.

22.4.8 Any value added tax on any fees, charges or expenses payable to the Depositary will be added to such fees, charges or expenses.

22.4.9 In each such case such expenses and disbursements will also be payable if incurred by any person (including the ACD or any associate or nominee of the Depositary or of the ACD) who has had the relevant duty delegated to it pursuant to the FCA Regulations by the Depositary.

23 **SHAREHOLDER MEETINGS AND VOTING RIGHTS**

23.1 **Requisitions of Meetings**

23.1.1 The Company does not hold Annual General Meetings.

23.1.2 The ACD may requisition a general meeting at any time.

23.1.3 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.

23.2 **Notice of Quorum**

23.2.1 Shareholders will receive at least 14 days' notice of a shareholders' meeting and are entitled to be counted in the quorum and vote at such meeting either in person or by proxy. The quorum for a meeting is two shareholders, present in person or by proxy. The quorum for an Adjourned Meeting is also two shareholders present in person or by proxy, however if a quorum is not present from a reasonable time from the time appointed for the meeting then one person entitled to be counted in a quorum shall be a quorum. Notices of Meetings and Adjourned Meetings will be sent to shareholders at their registered addresses.

23.3 **Voting Rights**

23.3.1 At a meeting of shareholders, on a show of hands every shareholder who (being an individual) is present in person or (being a corporation) is

present by its representative properly authorised in that regard, has one vote.

- 23.3.2 On a poll vote, a shareholder may vote either in person or by proxy. The voting rights attaching to each share are such proportion of the voting rights attached to all the shares in issue that the price of the share bears to the aggregate price(s) of all the shares in issue at the date seven days before the notice of meeting is deemed to have been served.
- 23.3.3 A shareholder 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.
- 23.3.4 Except where the FCA Regulations or the Instrument of Incorporation of the Company requires an extraordinary resolution (which needs 75% of the votes cast at the meeting to be in favour if the resolution is to be passed) any resolution will be passed by a simple majority of the votes validly cast for and against the resolution.
- 23.3.5 The ACD may not be counted in the quorum for a meeting and neither the ACD nor any associate (as defined in the FCA Rules) of the ACD is entitled to vote at any meeting of the Company except in respect of shares which the ACD or associate holds on behalf of or jointly with a person who, if the registered shareholder, would be entitled to vote and from whom the ACD or associate has received voting instructions. Where every shareholder within the Company is prohibited under Rule 4.4.8R (4) of the FCA Rules from voting, a resolution may, with the prior written agreement of the Depositary, instead be passed with the written consent of shareholders representing 75% of the shares of the Company in issue.
- 23.3.6 “Shareholders” in this context means shareholders on the date seven days before the notice of the relevant meeting was deemed to have been served but excludes holders who are known to the ACD not to be shareholders at the time of the meeting.

23.4 **Class Meetings**

The above provisions, unless the context otherwise requires, apply to share class meetings as they apply to general meetings of shareholders.

24 **TAXATION**

The following summary is only intended as a general summary of United Kingdom (“UK”) tax law and HM Revenue & Customs practice, as at the date

of this Prospectus, applicable to the Company and to individual and corporate investors who are the absolute beneficial owners of a holding in the Company held as an investment. The summary's applicability to, and the tax treatment of, investors will depend upon the particular circumstances of each investor (and it will not apply to persons, such as certain institutional investors, who are subject to a special tax regime). It should not be treated as legal or tax advice. Accordingly, if investors are in any doubt as to their taxation position, they should seek professional advice or information local organisations. Levels and bases of, and reliefs from, taxation are subject to change in the future.

The following is divided into sections relating to "Bond Company" and "Equity Company". A "Bond Company" is a company which invests more than 60% of its market value in "Qualifying Investments" (at all times in each accounting period). The term "Qualifying Investments" includes money placed at interest and securities that are not shares, including but not limited to government and corporate debt securities and cash on deposit. The tax issues relating to the Company and the investors within it are treated separately in this section.

24.1 Taxation of an Equity Company

24.1.1 Taxation of Capital Gains

An Equity Company is not subject to UK taxation on capital gains arising on the disposal of its investments. Should the Company be considered to be trading in securities under tax law, and to the extent an investment is disposed in non distributor/reporting fund, any gains made will be treated as taxable income and not exempt gains.

24.1.2 Tax on Income

An Equity Company will be liable to corporation tax at a rate equal to the lower rate of income tax, currently 20%, on its income after relief for expenses (which include fees payable to the ACD and to the Depositary). Dividends and similar income distributions from UK resident companies are exempt from corporation tax. Dividends and similar income distributions from UK authorised unit trusts and other UK ICVCs are generally exempt from corporation tax to the extent the underlying income derives from dividends.

Foreign dividends and similar income received after 1 July 2009 are generally treated as exempt for the purposes of UK corporation tax. This income may be subject to withholding tax in certain jurisdictions.

Dividend income received from certain countries including Germany, France, Portugal, Russia and Ukraine are likely to be elected to be treated as taxable

income in the UK in order to obtain a beneficial rate of withholding tax in the source country. This is based on guidance provided to the investment fund industry by the Investment Management Association.

Profits from loan relationships are treated as taxable income, as for a Bond Fund.

24.2 **Relief for Foreign Withholding Taxes**

Prior to 1 July 2009, to the extent that an Equity Company receives income from, or realises gains on disposal of investments in, foreign countries, or from countries listed above after 1 July 2009, it may be subject to foreign withholding or other taxation in those jurisdictions. To the extent it relates to taxable income, this foreign tax may be able to be treated as an expense for UK corporation tax purposes, or it may be treated, up to certain limits, as a credit against UK corporation tax.

24.3 **Taxation of a Bond Company**

24.3.1 **Taxation of Capital Gains**

Bonds or loan relationships held are taxable as income (see below) and are not subject to capital gains tax. Capital gains, for example on investments in equities, (except insofar as treated as income gains - see below) accruing to a Bond Company will be exempt from UK tax on chargeable gains.

24.3.2 **Tax on Income**

Bond Companies will be liable to UK corporation tax at 20% on income, translated (where appropriate) into Sterling, from investments in debt, debt related securities and cash deposits less deductible expenses. Such income will be computed according to the generally accepted accounting practice relevant to the Company.

The total of the above elements will be taxed under Loan Relationship rules. Any income received from equities will be taxed in the same way as for an equity Company, as noted above.

The Bond Company would be expected to be entitled to make up distribution accounts in such a way that the income distribution (including accumulations of income, which are deemed to be paid and reinvested as capital) to shareholders is treated as if it were interest for UK tax purposes. If so entitled, the Bond Company intends that distributions will be made in this way.

The treatment of distributions as interest distributions for UK tax purposes is significant in two material respects:

- distributions made should be deductible for corporation tax purposes against UK taxable income; and
- UK income tax, currently at a rate of 20%, should be deducted from distributions made by the Bond Company and accounted for by it to HM Revenue & Customs. However the obligation to deduct income tax from interest distributions does not apply in certain cases, notably where a non-resident beneficial owner of the shares makes a valid declaration (“NOR declaration”) to the Company in advance of a distribution being made or the distribution is paid to certain categories of qualifying intermediary.

Schedule D Case III income, less gross interest distributions for UK corporation tax purposes, expenses (including ACD’s and Depository’s fees) and non-UK withholding taxes, is subject to UK corporation tax at a rate equal to the lower rate of income tax (currently 20%). It is not expected that the corporation tax charge will be significant.

Capital gains (except insofar as treated as Schedule D Case III income gains - see above) accruing to a Bond Company will be exempt from UK tax on chargeable gains.

24.4 **Stamp Duty Reserve Tax**

SDRT is only applicable to funds which invest wholly or in part in UK Equities. The following can be ignored for any funds that do not invest in such investments.

SDRT is charged at the rate of 0.5% of the value of the shares surrendered in a weekly charging period. The amount of this charge is then reduced by the proportion by which sales of shares are less than surrenders, by number, in that week and the following week. This charge is also reduced by the proportion of the fund which is invested in exempt assets - that is those other than UK equities.

In simple terms, this has the effect of charging a 0.5% tax on the value of each surrender of shares, where those shares are subsequently sold to another investor, and in proportion to how much of that fund invests in UK equities.

The ACD settles this liability from the assets of the fund itself. This will obviously reduce the assets of the fund. It is the ACD's estimate that the effect of this will be immaterial compared to the total assets of the fund.

In order to compensate the fund for this liability, the ACD is entitled to charge a "Provision" against SDRT to both buyers and sellers of shares by way of an entry or exit charge as a provision for the SDRT for which the fund may become liable in respect of the surrender. This provision would be added to the purchase price of shares when they are bought, or deducted from the sales proceeds when sold. It would then be paid to the fund. Obviously this would cause the purchase price to the investor to rise, or the sales proceeds to fall.

It is not the ACD's intention to charge a Provision against SDRT to buyers or sellers of shares on normal transactions.

However, the ACD reserves the right to charge a SDRT Provision of up to 0.5% of its value, on a deal (a large deal) in the following circumstances:

- (a) A single deal which equals or exceeds 5% of the value of the Company itself, and in the estimation of the ACD, is likely to cause a significantly abnormal liability to SDRT falling on the fund;
- (b) On a non pro-rata in specie redemption; and
- (c) On a third party transfer of shares.

The ACD estimates the number of occasions and the likely frequency of the occasions, on which an SDRT provision may be imposed, is 12 times per year.

24.5 **The Shareholder - Equity Company**

24.5.1 **Income Distributions**

Accumulations and distributions of income (hereinafter 'distributions') comprise income for UK tax purposes. Except for shareholders within the charge to corporation tax (as explained below), dividend distributions to UK resident shareholders carry a tax credit equivalent to 10% of the aggregate of the distribution and the tax credit (i.e. one-ninth of the amount distributed/accumulated).

UK resident individuals and (the trustees of) certain trusts liable to UK income tax will be taxable on the sum of their distributions and associated tax credits but will be entitled to set the tax credits against their UK income tax liability. Associated tax credits will satisfy the liability to income tax of basic rate

taxpayers. Higher rate taxpayers who are individuals will have additional tax to pay, the distributions and associated tax credits being taxed at a special rate of 32.5% with the offset of a 10% tax credit. If the total income of a shareholder who is an individual is less than his/her personal allowances, the associated tax credits applicable to dividend distributions cannot be repaid. Dividend tax credits in excess of the individual's tax liability are not repaid.

From 6 April 2013, Additional Rate Taxpayers ("ART") are required to pay tax at 37.5% on dividend income exceeding £150,000 less tax credits; taxable income over £150,000 will be subject to additional rate tax of 45%.

Individuals with a net adjusted income of £100,000 will also have their personal allowances reduced £1 for every £2 on the income above this limit. The personal allowance will be reduced to nil from an income level approximately £115,000. These limits may change in the future.

Distributions to shareholders within the charge to corporation tax are deemed to comprise two elements:

- where an Equity company's gross income is not wholly derived from franked investment income, part of any distribution will be deemed to be reclassified as an annual payment received by such shareholders after deduction of income tax at the lower rate, currently 20% ("deemed tax deducted"). Such shareholders will be subject to corporation tax on the grossed-up amount of the annual payments but will be entitled to the repayable deemed tax deducted. This repayment is, however, restricted to the lower of the deemed tax deducted and the shareholder's share of the Equity fund's corporation tax liability (after double tax relief on overseas income) for the period; and
- the remainder, which comprises franked investment income after grossing up the net distribution for the 10% tax credit. Such franked investment income, as it is known, is exempt from UK corporation tax.

Details of the proportions of distributions comprising franked investment income and annual payments will be shown on the tax voucher of the Equity Company concerned.

These rules do not apply or are modified in relation to life insurance companies, in particular those with pensions and ISA business, life reinsurance business or overseas life assurance business.

24.5.2 Capital Gains

Shareholders who are resident or ordinarily resident in the UK may be liable to UK taxation on capital gains arising from the sale or other disposal, including redemption, of shares. Individuals and certain trusts generally compute their gains by deducting from the net sale proceeds the capital gains base cost in respect of units. The resulting gains will be taxable at the capital gains tax rate, and may be reduced by capital losses brought forward from previous tax years or losses in the year, and by annual exemptions. Exempt shareholders, which include UK charities, UK approved pension funds, ISAs (and their individual investors), would not normally be expected to be liable to capital gains tax on their disposal of shares.

Shareholders within the charge to corporation tax are taxed on the capital gain made computed on the basis of the rules described above. They are, however, entitled to indexation allowance on the basic cost to the date of disposal. In certain cases, the “loan relationships” provisions mentioned below in relation to Bond Companies could apply.

Special rules apply to life insurance companies who beneficially own shares.

24.5.3 Inheritance Tax

A gift by a shareholder of his shareholding in the Company or the death of a shareholder may give rise to a liability to inheritance tax, except where the Shareholder is neither domiciled in the UK, nor deemed to be domiciled there under special rules relating to long residence or previous domicile in the UK. For these purposes, a transfer of a shareholding at less than the full market value may be treated as a gift.

24.6 The Shareholder - Bond Company

24.6.1 Income Distributions: Interest Distributions

Distributions comprise income for UK tax purposes. Shareholders will be taxable on the gross amount distributed. Except in the case of an exemption granted from the obligation to deduct income tax (for instance, where a valid non resident investors’ declaration has been made or the distribution is paid to certain categories of qualifying intermediary), the amount actually received will be net of tax at the lower rate, currently 20%. The amount to be taxed on the recipient is at present equal to the amount received plus a quarter.

Shareholders will be treated as already having paid 20% income tax on this income, and individuals liable to starting or basic rate tax will have no further tax to pay. Higher rate taxpayers will have an additional liability of 20% of the

grossed up amount, but those with no liability at all or who are only liable at the starting rate for savings may be able to claim a refund. If this starting rate is used by employment income then the refund for starting rate for savings is not available. Additional rate taxpayers will have an additional liability of 25% of the grossed up amount.

Corporate shareholders will be able to set the income tax deducted against tax payments due to HM Revenue & Customs or claim repayment where there are none.

Non UK resident shareholders, on completing the appropriate declarations, may be entitled to receive distributions gross of tax. Exempt shareholders, which include UK charities, UK approved pension funds, ISAs, should be able to recover the tax deducted from HM Revenue & Customs.

24.6.2 Income Distributions: Non Interest Distributions

These will be taxed in the same way as noted above for an Equity Company.

24.6.3 Capital Gains

Shareholders who are resident or ordinarily resident in the UK may be liable to UK taxation on capital gains arising from the sale or other disposal, including redemption, of shares. Individuals and certain trusts generally compute their gains by deducting from the net sale proceeds the capital gains base cost in respect of units and will be taxable at the capital gains tax rate. The gain may be reduced by capital losses brought forward from previous tax years or losses in the year, and by annual exemptions. Exempt shareholders, which include UK charities, UK approved pension funds, ISAs (and their individual investors), would not normally be expected to be liable to capital gains tax on their disposal of shares.

In respect of shareholders subject to corporation tax, holdings in the Company will be treated as holdings of loan relationships. Gains will be recognised using the mark to market method (which entails holdings being valued at the end of each accounting period and unrealised gains being recognised/taxed and unrealised losses being recognised/relieved). No indexation allowance or taper relief is available.

24.6.4 Inheritance Tax

A gift by a shareholder of his shareholding in the Company or the death of a shareholder may give rise to a liability to inheritance tax, except where the shareholder is neither domiciled in the UK, nor deemed to be domiciled there

under special rules relating to long residence or previous domicile in the UK. For these purposes, a transfer of a shareholding at less than the full market value may be treated as a gift.

23.6.5 EU Savings Directive

The EU Council Directive 2003/48/EC on taxation of savings income (the “Directive”) came into force on 1 July 2005. Member States of the European Union (“Member States”) are required to provide the tax authorities of other Member States details of payments of interest and other similar income (which in the case of a collective investment fund may include income arising as a result of the sale and redemption of the Company’s shares) paid by a person who is a “paying agent” for the purposes of the Directive to an individual (or certain “residual entities”) resident for the purposes of the Directive in another Member State. However, Austria, Belgium and Luxembourg will instead impose a system of withholding tax for a transitional period unless during such period they elect otherwise.

25 INCOME EQUALISATION

25.1 Income equalisation, as explained below, may apply in relation to the Company, as detailed in Appendix I.

25.2 Part of the purchase price of a share reflects the relevant share of accrued income received or to be received by the Company. This capital sum is returned to a shareholder with the first allocation of income in respect of a share issued during an accounting period.

25.3 The amount of income equalisation is either (i) the actual amount of income included in the issue price of that share; or (ii) is calculated by dividing the aggregate of the amounts of income included in the price of shares issued or sold to Shareholders in an annual or interim accounting period by the number of those shares and applying the resultant average to each of the shares in question.

25.4 The ACD currently uses the method outlined in (ii) in paragraph 24.3 to apply income equalisation.

26 WINDING UP OF THE COMPANY

26.1 The Company shall not be wound up except as an unregistered company under Part V of the Insolvency Act 1986 or under the FCA Regulations.

- 26.2 Where the Company is to be wound up under the FCA Regulations, such winding up may only be commenced following approval by the FCA. The FCA may only give such approval if the ACD provides a statement (following an investigation into the affairs of the Company) either that the Company will be able to meet its liabilities within 12 months of the date of the statement or that the Company will be unable to do so. The Company may not be wound up under the FCA Regulations if there is a vacancy in the position of ACD at the relevant time.
- 26.3 The Company may be wound up under the FCA Regulations if:
- 26.3.1 an extraordinary resolution to that effect is passed by shareholders; or
- 26.3.2 the period (if any) fixed for the duration of the Company by the Instrument of Incorporation expires, or an event (if any) occurs on the occurrence of which the Instrument of Incorporation provides that the Company is to be wound up (for example, if the share capital of the Company is below its prescribed minimum); or
- 26.3.3 on the date of effect stated in any agreement by the FCA to a request by the ACD for the revocation of the authorisation order in respect of the Company;
- 26.4 On the occurrence of any of the above:
- 26.4.1 The parts of the FCA Regulations and the Instrument of Incorporation relating to Pricing and Dealing and Investment and Borrowing will cease to apply to the Company;
- 26.4.2 The Company will cease to issue and cancel shares in the Company and the ACD shall cease to sell or redeem shares or arrange for the Company to issue or cancel them for the Company;
- 26.4.3 No transfer of a share shall be registered and no other change to the register shall be made without the sanction of the ACD;
- 26.4.4 Where the Company is being wound up, the Company shall cease to carry on its business except in so far as it is beneficial for the winding up of the Company;
- 26.4.5 The corporate status and powers of the Company and, subject to the provisions of Sections 26.4.1 and 26.4.4 above, the powers of the ACD shall remain until the Company is dissolved.
- 26.5 The ACD shall, as soon as practicable after the Company falls to be wound up, realise the assets and meet the liabilities of the Company and, after paying

out or retaining adequate provision for all liabilities properly payable and retaining provision for the costs of winding up, arrange for the Depositary to make one or more interim distributions out of the proceeds remaining (if any) to shareholders proportionately to their rights to participate in the Scheme Property of the Company. When the ACD has caused all of the Scheme Property to be realised and all of the liabilities of the Company to be realised, the ACD shall arrange for the Depositary to also make a final distribution to shareholders (if any Scheme Property remains to be distributed) on or prior to the date on which the final account is sent to shareholders of any balance remaining in proportion to their holdings in the Company.

- 26.6 As soon as reasonably practicable after completion of the winding up of the Company, the ACD shall notify the FCA.
- 26.7 On completion of a winding up of the Company, 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.
- 26.8 Following the completion of the winding up of the Company, the ACD shall notify the Registrar of Companies and shall notify the FCA that it has done so.
- 26.9 Following the completion of a winding up of either the Company, the ACD must prepare a final account showing how the winding up took place and how the Scheme Property was distributed. The auditors of the Company shall make a report in respect of the final account stating their opinion as to whether the final account has been properly prepared. This final account and the auditors' report must be sent to the FCA, to each shareholder and, in the case of the winding up of the Company, to the Registrar of Companies within four months of the termination of the winding up.

27 **GENERAL INFORMATION**

27.1 **Accounting Periods**

- 27.1.1 The annual accounting period of the Company ends each year on 31 August (the accounting reference date). The interim accounting period of the Company ends each year on the last day of February.

27.2 **Income Allocations**

- 27.2.1 Allocations of income are made in respect of the income available for allocation in each accounting period.

- 27.2.2 Distributions of income in respect of Income Shares for the Company are paid by BACS, telegraphic transfer or CHAPS on or before the annual income allocation dates set out in Appendix I.
- 27.2.3 The Authorised Corporate Director and the Depositary have agreed a de minimis amount of £20 in respect of distribution of income payments made by cheque.
- 27.2.4 If a distribution remains unclaimed for a period of six years after it has become due, it will be forfeited and will revert to the Company.
- 27.2.5 The amount available for distribution in any accounting period is calculated by taking the aggregate of the income received or receivable for the account of the Company in respect of that period, and deducting the charges and expenses paid or payable out of income in respect of that accounting period. The ACD then makes such other adjustments as it considers appropriate (and after consulting the auditors as appropriate) in relation to taxation, income equalisation, income unlikely to be received within 12 months following the relevant income allocation date, income which should not be accounted for on an accrual basis because of lack of information as to how it accrues, transfers between the income and capital account and any other adjustments which the ACD considers appropriate after consulting the auditors. The ACD does not normally adjust distributions in order to smooth the amount of interim and final distributions within any particular accounting period.
- 27.2.6 Income will be distributed as a dividend payment where the Company is deemed to be an Equity Company or as an interest payment where the Company is deemed to be a Bond Company over the relevant accounting period. The treatment of income anticipated by the ACD is given in Appendix I, although Shareholders are advised the treatment of income will depend on the composition of assets over the accounting period. Income can only be distributed as an interest payment if the fund has held the minimum Qualifying Investments over the accounting period (see Taxation for further details). Details of the treatment of income for taxation purposes over an accounting period will be given in a tax voucher sent to all Shareholders when the income is allocated.

27.3 **Annual Reports**

Annual reports of the Company will be published within four months of each annual accounting period and half-yearly reports will be published within two months of each interim accounting period. The annual and half-yearly reports are available upon request.

The annual and half-yearly reports will include disclosures on the following:

- 27.3.1.1 The percentage of the Company's assets that are subject to special arrangements arising from their illiquid nature;
- 27.3.1.2 Any new arrangements for managing the liquidity of the Company;
- 27.3.1.3 The current risk profile of the Company and the risk management systems employed by the ACD to manage those risks;
- 27.3.1.4 Any changes to the maximum level of leverage that the ACD may employ on behalf of the Company;
- 27.3.1.5 Any changes to any right of reuse of collateral or any guarantee granted under the leveraging arrangement; and
- 27.3.1.6 The total amount of leverage employed by the Company.

27.4 Documents of the Company

27.4.1 The following documents may be inspected free of charge between 9.00 a.m. and 5.00 p.m. every business day at the offices of the ACD at Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP.

- 27.4.1.1 the most recent annual and half-yearly reports of the Company;
- 27.4.1.2 the Prospectus; and
- 27.4.1.3 the Instrument of Incorporation (and any amending instrument of incorporation).

27.4.2 The ACD may make a charge at its discretion for copies of the Instrument of Incorporation.

27.4.3 Copy of the ACD agreement or any contract of service between the Company and its directors can be provided free or charge on request.

27.5 Notices

Notices and documents will be sent to the shareholders' registered address(es).

27.6 Telephone Recording

Please note that the ACD may record telephone calls for training and monitoring purposes and to confirm investors' instructions. Recordings will be

provided on request for a period of at least five years from the date of such recording, or, where requested by a competent regulatory authority, for a period of seven years, where the ACD can identify the call. If you ask the ACD to send you a recording of a particular call, the ACD may ask for further information to help identify the exact call to which your request relates.

27.7 **Complaints**

Complaints concerning the operation or marketing of the Company should be referred to the compliance officer of the ACD at Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP in the first instance. If the complaint is not dealt with satisfactorily then it can be made direct to The Financial Services Ombudsman at Exchange Tower, Harbour Exchange Square, London E14 9SR, telephone number 0800 023 4567. A copy of the ACD's complaints handling procedure is available on request.

Making a complaint will not prejudice your rights to commence legal proceedings.

Further information regarding any compensation scheme or any other investor-compensation scheme of which the ACD or the Fund is a member (including, if relevant, membership through a branch) or any alternative arrangement provided, are also available on request.

27.8 **Best Execution**

The ACD must act in the best interests of the Fund when executing decisions to deal on behalf of the Fund. The ACD's order execution policy sets out the (i) systems and controls that have been put in place and (ii) the factors which the ACD expects the Investment Adviser to consider when effecting transactions and placing orders in relation to the Fund. This policy has been developed in accordance with the ACD's obligations under the Regulations to obtain the best possible result for the Company.

Details of the order execution policy are available from the ACD on request. If you have any questions regarding the policy please contact the ACD or your professional adviser.

27.9 **Inducements and Soft Commission**

When executing orders, or placing orders with other entities for execution, that relate to financial instruments for, or on behalf of, the Fund, an Investment Adviser or the ACD (as relevant) will not accept and retain any fees, commissions or monetary benefits; or accept any non-monetary benefits,

where these are paid or provided by any third party or a person acting on behalf of a third party.

The Investment Adviser or ACD will return to the Fund as soon as reasonably possible after receipt any fees, commissions or any monetary benefits paid or provided by any third party or a person acting on behalf of a third party in relation to the services provided to the Fund, and disclose in the annual report the fees, commissions or any monetary benefits transferred to them.

However, the Investment Adviser or ACD may accept without disclosure minor non-monetary benefits that are capable of enhancing the quality of service provided to the Fund; and of a scale and nature such that they could not be judged to impair their compliance with its duty to act honestly, fairly and professionally in the best interests of the Fund.

27.10 **Distribution Channels**

Shares in, and information on, the Company are and will continue to be marketed and made easily and widely available to reach the intended categories of investors and in a manner appropriate to attract those categories of investors.

The intended categories of investors are retail and institutional investors.

27.11 **Compensation**

Under the Financial Services Compensation Scheme (FSCS), in the event of firm default your investment is protected up to the value of £85,000 per person per firm.

APPENDIX I

INVESTMENT OBJECTIVES, POLICIES AND OTHER DETAILS OF THE COMPANY

Investment of the assets of the Company must comply with the FCA Regulations and its investment objective and policy. Details of the investment objective and policy are set out overleaf together with other information including available share classes, charges, minimum investment levels and distribution dates. A detailed statement of the investment and borrowing restrictions applicable to the Company is contained in Appendix II. Lists of the eligible securities and derivatives markets on which the Company may invest are contained in Appendices IV and V. A list of the locations of the establishment of any second schemes which the Company may invest in from time to time is shown in Appendix X.

Changes to the Investment Objective and Policy will normally require approval by shareholders at an EGM if the change alters the nature or risk profile of the scheme, or on giving 60 days notice to shareholders where these do not alter the nature or risk profile of the scheme. In exceptional circumstances, changes may be made to the Investment Objective and Policy with no minimum period of notice where these are for clarification purposes only. In all cases, changes may only be made to the Investment Objective and Policy following notification to the FCA pursuant to the OEIC regulations and confirmation from the FCA that these changes will not affect the ongoing authorisation of the Company.

Ongoing Charges Figure (OCF)

The OCF provides investors with a clearer picture of the total annual costs in running a collective investment scheme and is based on the previous year's expenses. The figure may vary from year to year and it excludes the costs of buying or selling assets for the Company (but includes transaction charges incurred by investing in any other collective investment schemes). Where there is not enough historic data available, or when historic data will not provide a reliable indication of future costs, an estimated OCF will be calculated based on the most reliable information available (OCF (Estimated)). The OCF is displayed in the Key Investor Information Document (KIID). A copy of the KIID can be provided free of charge on request.

THE BRIGHTON ROCK FUND

Investment Objective and Policy

The objective of the Company is to maximise the overall return through investment in some or all sectors, including money market, in some or all world markets, including the UK.

The ACD's investment policy will be to invest in transferable securities, including bonds, collective investment schemes, money market instruments, cash and near cash, deposits and gold that can best take advantage of economic opportunities worldwide. There is no limit to which the Company can be invested in each sector.

It is the ACD's intention that derivatives and forward transactions be used for hedging purposes using efficient portfolio management style techniques.

Benchmark*	<p>Shareholders may compare the performance of the Company against Morningstar PIMFA Balanced Index. The ACD has selected this comparator benchmark as it believes these benchmarks best reflect the Company's asset allocation.</p> <p>The benchmark is not a target for the Company, nor is the Company constrained by the benchmark.</p> <p>The Morningstar Indexes are the exclusive property of Morningstar, Inc. Morningstar, Inc., its affiliates and subsidiaries, its direct and indirect information providers and any other third party involved in, or related to, compiling, computing or creating any Morningstar Index (collectively, "Morningstar Parties") do not guarantee the accuracy, completeness and/or timeliness of the Morningstar Indexes or any data included therein and shall have no liability for any errors, omissions, or interruptions therein. None of the Morningstar Parties make any representation or warranty, express or implied, as to the results to be obtained from the use of the Morningstar Indexes or any data included therein.</p>
Classes of shares available	Income Shares
Currency of denomination	Pounds Sterling
Minimum initial investment	£500,000

Minimum subsequent investment	£100,000
Minimum withdrawal	None
Minimum holding	£500,000
ACD's preliminary charge	5%
Charge for investment research	None
Annual management charge	1.00%
Annual accounting date	31 August
Interim accounting date	Last day of February
Quarterly income allocation dates	30 April (Interim), 31 July, 31 January and 31 December (final)
Invest in any Securities Market of the UK or a Member State of the EU or states within the EEA on which securities are admitted to Official Listing	Yes
Invest in Eligible Markets	As listed in Appendices IV and V
Income Equalisation	Yes
Charges taken from Income or Capital?	All charges other than those relating directly to the purchase and sale of investments will be taken from income If at the end of an accounting period there is insufficient income the shortfall may be allocated to capital which may constrain capital growth.
Income to be distributed as a dividend or interest?	The Company may distribute income in the form of a dividend or interest depending on the composition of the assets held over the accounting period.

Investor Profile

Whether investing in the Company is appropriate for you will depend on your own requirements and attitude to risk. The Company is designed for investors who:

- want to achieve capital growth or income over the longer term through investing in UK and overseas markets using the expertise of the Investment Adviser;
- can meet the minimum investment levels;
- are able to commit to a long term investment in the Company and take the risk of losing part or all of their investment capital; and
- who understand and are willing to take the risks involved in investing in the Company (as detailed under "Risk Factors").

If you have any doubts as to whether the investment is suitable for you, please contact a financial adviser.

APPENDIX II

INVESTMENT AND BORROWING POWERS OF THE COMPANY

1. Investment Restrictions

The property of the Company will be invested with the aim of achieving the investment objective but subject to the limits on investment set out in the FCA Regulations and the investment policy. These limits apply to the Company as summarised below:

- 1.1 Generally the Company will invest in the investments to which it is dedicated including approved securities which are transferable securities admitted to or dealt on a regulated market or on a market in the UK or an EEA State which is regulated, operates regularly and is open to the public, units in collective investment schemes, warrants, money market instruments, deposits and derivatives and forward transactions.
- 1.2 Eligible markets are regulated markets or markets established in UK or an EEA State which are regulated, operate regularly and are open to the public; and markets which the ACD, after consultation with the Depositary, has decided are appropriate for the purpose of investment of or dealing in the property of the Company having regard to the relevant criteria in the FCA Regulations and guidance from the FCA. Such markets must operate regularly, be regulated, recognised, open to the public, adequately liquid and have arrangements for unimpeded transmission of income and capital to or to the order of the investors. The eligible securities and derivatives markets are set out in Appendices IV and V.
- 1.3 New eligible securities markets may be added to the existing list only by the passing of a resolution of shareholders at a shareholders' meeting, unless the ACD and the Depositary have agreed in writing that the addition is of minimal significance to the investment policy of the Company, or the ACD has, not less than 60 days before the intended change, given notice in writing of the proposed change to the Depositary and shareholders and has revised the Prospectus to reflect the intended change and the date of its commencement.
- 1.4 **Transferable Securities**
 - 1.4.1 Up to 20% of the value of the Company may be invested in transferable securities which are not approved securities.
 - 1.4.2 Up to 10% of the Company may be invested in transferable securities, other than Government and public securities, or money market instruments issued by any single body.
 - 1.4.3 Up to 100% of the scheme property of the Company may be invested in government and public securities issued by or on behalf of or guaranteed by a single named issuer which may be one of the following: the government of the United Kingdom and Northern Ireland and the governments of Austria, Belgium, Denmark, Finland, France, Germany, Greece, Iceland, Ireland, Italy, Liechtenstein, Luxembourg, Netherlands, Norway, Portugal, Spain, Sweden,

United Kingdom; or by or on behalf of the Governments of Australia, Canada, Japan, New Zealand, Switzerland or the United States of America.

- 1.4.4 If more than 35% in value of the scheme property of the Company is invested in government and public securities issued by any one issuer, no more than 30% in value of the scheme property of the Company may consist of such securities of any one issue and the scheme property must include at least six different issues whether of that issuer or another issuer.

1.5 Collective Investment Schemes

- 1.5.1 Except where the investment policy of the Company is inconsistent with this, up to 100% in value of the property of the Company may be invested in units in other collective investment schemes although not more than 35% in value of the scheme property of the Company is to consist of the units of any one collective investment scheme. Investment may be made in another collective investment scheme managed by the ACD or an associate of the ACD, subject to the rules in Rule 5.6.11 of the FCA Rules. Investment may only be made in other collective investment schemes whose maximum annual management charge does not exceed 5%.

- 1.5.2 Any investee scheme must:

- 1.5.2.1 be a UK UCITS scheme or satisfy the conditions necessary for it to enjoy the rights conferred by the UCITS Directive as implemented in the EEA; or

- 1.5.2.2 be a recognised scheme under the provision of Section 272 of the Financial Services and Markets Act 2000; or;

- 1.5.2.3 be authorised as a non-UCITS retail scheme; or

- 1.5.2.4 be constituted outside the United Kingdom and the investment and borrowing powers of which are the same or more restrictive than those of a non-UCITS retail scheme; or

- 1.5.2.5 be a scheme not falling within 1.5.2.1-1.5.2.4 and in respect of which no more than 20% in value of the scheme property of the Company (including any transferable securities which are not approved securities) is invested.

- 1.5.3 The investee scheme must also operate on the basis of the prudent spread of risk, be prohibited from having more than 15% in value of the property of that scheme consisting of units in collective investment schemes (unless COLL 5.6.10AR applies) and the participants in the second scheme must be entitled to have their units redeemed in accordance with the scheme at a price related to the net value of the property to which the units relate and determined in accordance with the scheme.

- 1.5.4 The Company may invest in units of other collective-investment schemes and pay any related charges or expenses for investing in such units unless the schemes are managed, operated or administered by the ACD (or one of its associates) in which case the Company will pay no additional management charges to the ACD as the case may be.

Any second schemes in which the Company invests will be established in the locations listed in Appendix X. The Company may invest in second schemes

established in locations not currently listed in Appendix X provided the second scheme satisfies the requirements of this clause 1.5 and the FCA Regulations, where this occurs the list in Appendix X will be updated and an updated Prospectus issued.

1.6 Feeder Schemes

1.6.1 A non-UCITS retail scheme that is not a feeder NURS may, if the following conditions are met, invest in units of:

- (a) a feeder UCITS; or
- (b) a feeder NURS; or
- (c) a scheme dedicated to units in a single property authorised investment fund; or
- (d) a scheme dedicated to units in a recognised scheme

1.6.2 The relevant master UCITS must comply with COLL 5.2.13R(2), (3) and (4) as if it were the second scheme for the purpose of that rule.

1.6.3 The relevant qualifying master scheme, property authorised investment fund or recognised scheme must comply with COLL 5.6.10R(2) to (5) as if it were the second scheme for the purpose of that rule.

1.6.4 Not more than 35% in value of the scheme property of the non-UCITS retail scheme may consist of units of one or more schemes permitted under (1.6.1)(a) to (d).

1.6.5 The non-UCITS retail scheme must not invest directly in units of the relevant master UCITS, qualifying master scheme, property authorised investment fund or recognised scheme.

1.6.6 The authorised corporate director of the non-UCITS retail scheme must be able to show on reasonable grounds that an investment in one or more schemes permitted under (1.6.1)(a) to (d) is:

- (a) in the interests of investors; and
- (b) no less advantageous than if the non-UCITS retail scheme had held units directly in the relevant:
 - (i) master UCITS; or
 - (ii) qualifying master scheme; or
 - (iii) property authorised investment fund; or
 - (iv) recognised scheme.

1.7 Warrants and Nil and Partly Paid Securities

1.7.1 Up to 5% in value of the scheme property of the Company may consist of warrants provided that warrants may only be held if it is reasonably

foreseeable there will be no change to the scheme property between the acquisition of the warrant and its exercise and the rights conferred by the proposed warrant and all other warrants forming part of the scheme property at the time of the acquisition of the proposed warrant will be exercised and that the exercise of the rights conferred by the warrants will not contravene the FCA Regulations.

1.7.2 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 Company at any time when the payment is required without contravening the FCA Regulations.

1.7.3 A warrant which is an investment falling within article 80 of the Regulated Activities Order (Certificates representing certain securities) and which is akin to an investment falling within article 79 (Instruments giving entitlement to investments) of the Regulated Activities Order may not be included in the scheme property unless it is listed on an eligible securities market.

1.8 Money Market Instruments

1.8.1 Up to 100% in value of the scheme property of the Company can consist of money market instruments which are admitted to or normally dealt on “eligible markets”, as defined in the FCA Regulations. Up to 20% in value of the scheme property of the Company can be invested in money market instruments which are liquid and have a value which can be determined accurately at any time.

1.8.2 Notwithstanding the above, up to 10% of the scheme property of the Company may be invested in money market instruments (or transferable securities) issued by any single body.

1.9 Deposits

Up to 20% in value of the scheme property of the Company can consist of deposits with a single body. The Company may only invest in deposits with an approved bank and which are repayable on demand, or have the right to be withdrawn, and maturing in no more than 12 months.

1.10 Derivatives and Forward Transactions

Derivative transactions may be used for the purposes of hedging. In pursuing the Company's objective the ACD may make use of a variety of derivative instruments in accordance with the FCA Regulations. **Where derivatives are used for hedging or in accordance with efficient portfolio management¹**

¹ The Company may also utilise the Scheme Property to enter into transactions for the purposes of Efficient Portfolio Management (“EPM”). Permitted EPM transactions (excluding stock lending arrangements) are transactions in derivatives e.g. to hedge against price or currency fluctuations, dealt with or traded on an eligible derivatives market; off-exchange options or contracts for differences resembling options; or synthetic futures in certain circumstances. The ACD must take reasonable care to ensure that the transaction is economically appropriate to the reduction of the relevant risks (whether in the price of investments, interest rates or exchange rates) or to the reduction of the relevant costs and/or to the generation of additional capital or income with a risk level which is consistent with the risk profile of the Company and the risk diversification rules laid down in the FCA Regulations. The exposure must be fully “covered” by cash and/or other property sufficient to meet any obligation to pay or deliver that could arise.

Permitted transactions are those that the Company reasonably regards as economically appropriate to EPM, that is:

- (i) Transactions undertaken to reduce risk or cost in terms of fluctuations in prices, interest rates or exchange rates where the ACD reasonably believes that the transaction will diminish a risk or cost of a kind or level which it is sensible to reduce; or

techniques then this will not compromise the risk profile of the Company. Use of derivatives will not contravene any relevant investment objectives or limits.

The derivatives that may be used include, but are not limited to, forward foreign exchange contracts, futures, options and swaps. These could be used for the following reasons and in the following manner.

Duration management: Derivatives can be used to change a portfolio's sensitivity to interest rates.

Implementing yield curve strategies: Derivatives can be used to enable a portfolio to benefit or to be protected from changes in the shape of a yield curve.

Asset allocation: Derivatives can be used to allow immediate or efficient exposure to different asset classes.

Hedging: Derivatives can be used to realise profits or to immunise the portfolio from adverse market moves, leaving the portfolio indifferent to such moves.

Insurance: Derivatives can be used to insure the portfolio or sectors or securities against adverse market moves.

Credit risk management: Derivatives can be used to isolate credit risk or issuer-specific risk, removing the interest rate risk component inherent in corporate bonds.

Derivatives will not be used to alter the risk profile of the portfolio. This profile can be described as moderate, characterised by targeting returns in excess of cash with a low tolerance of negative absolute returns.

1.10.1 Except as set out in 1.9.4 below there is no upper limit on the use of transactions in derivatives or forward transaction for the Company but they must fall under 1.9.2 and 1.9.3.

1.10.2 A transaction in a derivative or forward transaction must:

-
- (ii) Transactions for the generation of additional capital growth or income for the Company by taking advantage of gains which the ACD reasonably believes are certain to be made (or certain, barring events which are not reasonably foreseeable) as a result of:
 - (a) pricing imperfections in the market as regards the property which the Company holds or may hold; or
 - (b) receiving a premium for the writing of a covered call option or a cash covered put option on property of the Company which the Company is willing to buy or sell at the exercise price, or
 - (c) stock lending arrangements.

A permitted arrangement in this context may at any time be closed out.

Transactions may take the form of "derivatives transactions" (that is, transactions in options, futures or contracts for differences) or forward currency transactions. A derivatives transaction must either be in a derivative which is traded or dealt in on an eligible derivatives market (and effected in accordance with the rules of that market), or be an off-exchange derivative which complies with the relevant conditions set out in the FCA Regulations, or be a "synthetic future" (i.e. a composite derivative created out of two separate options). Forward currency transactions must be entered into with counterparties who satisfy the FCA Regulations. A permitted transaction may at any time be closed out.

1.10.2.1

- (a) be an approved derivative; or
- (b) OTC in a future, an option or a contract for differences which must be entered into with a counterparty that is acceptable in accordance with the FCA Regulations, must be on approved terms as to valuation and close out and must be capable of valuation.

1.10.2.2 have the underlying consisting of any or all of the following to which the Company is dedicated:

- (a) transferable securities;
- (b) permitted money market instruments;
- (c) permitted deposits;
- (d) permitted derivatives;
- (e) permitted collective investment scheme units;
- (f) financial indices;
- (g) interest rates;
- (h) foreign exchange rates; and
- (i) currencies.

1.10.2.3 be effected on or under the rules of an eligible derivatives market, it must not cause the Company to diverge from its investment objective, must not be entered into if the intended effect is to create the potential for an uncovered sale of one or more transferable securities, money market instruments, units in collective investment schemes, or derivatives and must be with an approved counterparty.

Use of derivatives must be supported by a risk management process maintained by the ACD which should take account of the investment objective and policy of the Company.

1.10.3 A transaction in derivatives or forward transaction is to be entered into only if the maximum exposure, in terms of the principal or notional principal created by the transaction to which the scheme is or may be committed by another person is covered under 1.7.3.1.

1.10.3.1 Exposure is covered if adequate cover from within the scheme property for the Company is available to meet its total exposure, taking into account the initial outlay, the value of the underlying assets, any reasonably foreseeable

market movement, counterparty risk, and the time available to liquidate any positions.

1.10.3.2 Cash not yet received into the scheme property of the Company, but due to be received within one month, is available as cover for the purposes of 1.7.3.1.

1.10.3.3 Property the subject of a Stock lending transaction is only available for cover if the ACD has taken reasonable care to determine that it is obtainable (by return or re-acquisition) in time to meet the obligation for which cover is required.

1.10.3.4 The exposure relating to derivatives held in the Company may not exceed the net value of its scheme property.

1.10.4 The exposure to any one counterparty in an OTC derivative transaction must not exceed 5% in value of the scheme property of the Company. This limit is raised to 10% where the counterparty is an approved bank.

1.11 Gold

Up to 10% of the scheme property of the Company may be invested in gold.

1.12 General

1.12.1 Underwriting and sub-underwriting contracts and placings may also, subject to certain conditions set out in the FCA Regulations, be entered into for the account of the Company.

1.12.2 Cash or near cash must not be retained in the scheme property of the Company except in order to enable the pursuit of the investment objective; or for redemption of shares in the Company; or efficient management of the Company in accordance with its investment objective or for a purpose which may reasonably be regarded as ancillary to the investment objective of the Company.

2. Stock Lending

2.1 The Company, or the Depositary at the Company's request, may enter into stock lending transactions (involving a disposal of securities in the Company and reacquisition of equivalent securities) when it reasonably appears to the Company to be appropriate to do so with a view to generating additional income for the Company with an acceptable degree of, risk. Such transactions must comply with conditions set out in the FCA Regulations, which require (inter alia) that:

2.1.1 the stock lending transaction must be of a kind described in Section 263B of the Taxation of Chargeable Gains Act 1992;

2.1.2 the terms of the agreement under which the Depositary is to re-acquire the securities for the account of the Company must be acceptable to the Depositary and in accordance with good market practice;

2.1.3 the counterparty must be acceptable in accordance with the FCA Regulations.

2.2 The collateral obtained must be acceptable to the Depositary and must also be adequately and sufficiently immediate as set down in the FCA Regulations.

3. **Borrowing Powers**

3.1 The Company may, subject to the FCA Regulations, borrow money from an eligible institution or an approved bank for the use of the Company on the terms that the borrowing is to be repayable out of the scheme property.

3.2 The ACD must ensure that borrowing does not, on any day, exceed 10% of the value of the scheme property of the Company.

3.3 These borrowing restrictions do not apply to “back to back” borrowing to be cover for transactions in derivatives and forward transactions.

4 **Leverage**

4.1 Transactions introducing leverage are generally undertaken to reduce risk or cost in terms of fluctuations in prices, interest rates or exchange rates or involve receiving a premium for the writing of a covered call option or cash covered put option on the property of the Company which the Company is willing to buy or sell at the exercise price. The fund may also borrow up to 10% of its net asset value; as a result of actively invested borrowing the fund would display leveraged characteristics.

The types and sources of leverage and risks the Company may employ are as follows:

i) The Company may borrow up to 10% of its net asset value from an Approved Bank, and

ii) Through the use of derivatives. Any exposure by the Company through the use of derivatives must be covered by cash or readily realisable assets held by the Company. Restrictions on the use of derivatives are outlined in the Investment Objective and Policy in Appendix I and detailed in the Investment and Borrowing Powers in Appendix II.

Please refer to the Risk Factors for details of the risks associated with these types of leverage.

4.2 The following restrictions apply to the use of leverage:

i) **Leverage through Borrowing:** The Fund may borrow from Eligible Institutions or Approved Banks only.

ii) **Leverage through the Use of Derivatives:** Derivatives may be used for the purposes of Efficient Portfolio Management only. No current collateral or asset reuse arrangements are currently in place. Should the Fund enter into any contracts that require the use of collateral in future, collateral will be managed in accordance with FCA Regulations and Guidelines issued from time to time by the European Securities and Markets Authority. A Collateral Management Policy will be implemented

by the ACD before the Company enters into any transactions which require it to hold collateral from a counterparty.

- 4.3 Under AIFMD, it is necessary for AIFs to disclose their leverage in accordance with prescribed calculations. The two types of leverage calculations defined are the gross and commitment methods. These methods summarily express leverage as a ratio of the exposure of the AIF against its net asset value. 'Exposure' typically includes debt, the value of any physical properties subject to mortgage, non sterling currency, equity or currency hedging (even those held purely for risk reduction purposes, such as forward foreign exchange contracts held for currency hedging) and derivative exposure (converted into the equivalent underlying positions). The commitment method nets off derivative instruments, while the gross method aggregates them.

The maximum level of leverage for the Company expressed as a ratio of the Company's total exposure to its Net Asset Value:

- a) under the Gross Method is 200 per cent; and
- b) under the Commitment Method is 130 per cent.

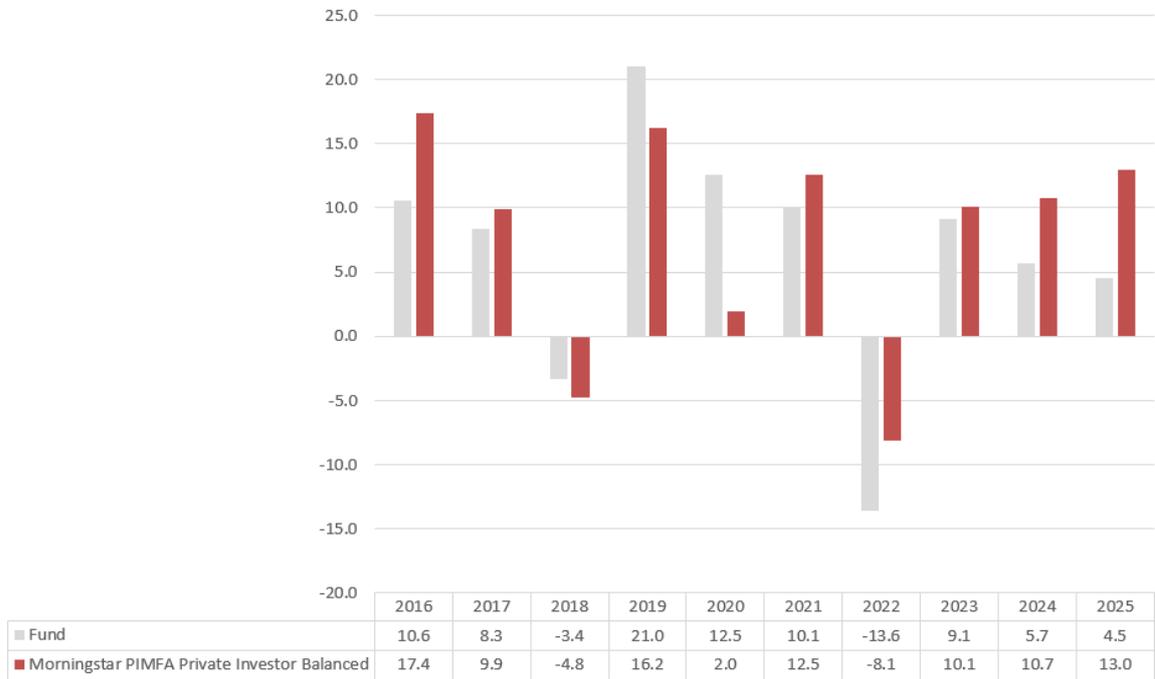
The limits have been set for the investment policy of the AIF under AIFMD and have been set to accommodate the maximum level of leverage conceivable.

APPENDIX III

HISTORICAL PERFORMANCE DATA

Past performance should not be seen as an indication of future performance

DISCRETE PERFORMANCE RECORD NAV



Source: FE Fundinfo 2026

Performance is displayed for each of the years from 31 December to 31 December.

Mid to Mid, with net income reinvested, net of tax and charges. Performance does not include the effect of any initial or redemption charges.

APPENDIX IV

ELIGIBLE SECURITIES AND DERIVATIVES MARKETS

The Company may deal through securities markets established in the UK, or EEA/EU Member States on which transferable securities admitted to official listing in these states are dealt in or traded. In addition, up to 10% in value of the Company may be invested in transferable securities which are not approved securities.

The Company may also deal in certain of the securities markets listed below and those derivatives markets indicated in Appendix V.

1	UK	London Stock Exchange Alternative Investment Market
2	Australia	Australian Securities Exchange
3	Brazil	BM & F BOVESPA
4	Canada	TSX Venture Exchange
5	China	Shanghai Stock Exchange Shenzhen Stock Exchange
6	Czech Republic	Prague Stock Exchange
7	Egypt	Egyptian Exchange
8	Hong Kong	Stock Exchange of Hong Kong
9	Hungary	Budapest Stock Exchange
10	India	Bombay Stock Exchange
11	Indonesia	Indonesia Stock Exchange
12	Israel	Tel Aviv Stock Exchange
13	Japan	Tokyo Financial Exchange (TFX) Osaka Securities Exchange
14	Republic of Korea	Korea Exchange (KRX)
15	Malaysia	Bursa Malaysia Berhad
16	Mexico	Bolsa Mexicana de Valores (BMV) (Mexican Stock Exchange)
17	New Zealand	New Zealand Stock Exchange (NZX)
18	Peru	Bolsa de Valores de Lima (BVL)

19	Philippines	Philippine Stock Exchange
20	Poland	Warsaw Exchange
21	Singapore	Singapore Exchange
22	South Africa	Johannesburg Stock Exchange
23	Sri Lanka	Colombo Stock Exchange
24	Switzerland	SIX Swiss Exchange
25	Taiwan	Taiwan Stock Exchange
26	Thailand	Stock Exchange of Thailand
27	Turkey	Istanbul Stock Exchange
28	United States	New York Stock Exchange NASDAQ The Over-the-Counter Market regulated by NASD

APPENDIX V

ELIGIBLE DERIVATIVES MARKETS

1. Australian Securities Exchange
2. Chicago Board of Trade
3. Chicago Board Options Exchange
4. CME Group Inc
5. NASDAQ OMX Copenhagen
6. Eurex Exchange
7. NYSE Euronext Amsterdam
8. NYSE Euronext Brussels
9. NYSE Euronext Paris
10. NYSE Euronext LIFFE
11. NASDAQ OMX Helsinki
12. Hong Kong Exchanges (HKEx)
13. Irish Stock Exchange
14. Borsa Italiana
15. Johannesburg Stock Exchange
16. Kansas City Board of Trade
17. Korea Exchange (KRX)
18. MEFF
19. Montreal Stock Exchange
20. ICE Futures U.S
21. NYMEX
22. NYSE Euronext
23. NASDAQ OMX Derivatives Market
24. NASDAQ OMX Stockholm
25. Osaka Securities Exchange
26. NYSE Arca
27. NASDAQ OMX Futures Exchange
28. NASDAQ OMX PHLX
29. Singapore Exchange
30. Tokyo Stock Exchange
31. Tokyo Financial Exchange (TFX)
32. Vienna Stock Exchange

APPENDIX VI

TYPICAL INVESTOR PROFILE(S)

Below is an indication of the target market of the Fund as required under MiFID II and its supplementing regulations, or the statutory equivalent thereof which forms part of UK law by virtue of the EUWA, as applicable. This is fully detailed in the EMT which should be made available to you before making an investment. If you do not believe you fit the target market of this Fund please seek advice from your professional adviser.

This Fund is suitable for all investor types of all levels of knowledge and experience coming into the fund from all available distribution channels.

Investors should be seeking no capital guarantee and be able to bear losses up to their full investment.

The Fund seeks to increase capital and grow income over a long time period.

Please refer to the latest EMT or KIID for the Synthetic Risk Reward Indicator (SRRI).

APPENDIX VII

DIRECTORY

The Company and Head Office

The Brighton Rock Fund
Exchange Building
St John's Street
Chichester
West Sussex
PO19 1UP

ACD, Administrator and Registrar

Tutman Fund Solutions Limited

Registered Office:
Exchange Building
St John's Street
Chichester
West Sussex
PO19 1UP

Correspondence Address:
Transfer Agency Team
177 Bothwell Street
Glasgow
G2 7ER

For Dealing - 0141 483 9700
For Prices, Registration and Other Enquiries - 0141 483 9701
Email - TADealing@tutman.co.uk

Investment Adviser

Evelyn Partners Investment Management LLP
45 Gresham Street
London
EC2V 7BG

Depository

Registered Office:
NatWest Trustee & Depository Services Limited
250 Bishopsgate
London
EC2M 4AA

Principal Place of Business:
NatWest Trustee & Depository Services Limited
House A, Floor 0
Gogarburn
175 Glasgow Road
Edinburgh
EH12 1HQ

Auditors

Johnston Carmichael LLP

Bishop's Court
29 Albyn Place
Aberdeen
AB10 1YL

APPENDIX VIII

LIST OF DIRECTORS OF TUTMAN FUND SOLUTIONS LIMITED

Nicola Palios, Non-Executive Chair

Neil Coxhead, Chief Executive Officer

Stephen Mugford, Finance Director

Jenny Shanley, Director Fund Administration

Carol Lawson, Independent Non-Executive Director

Caroline Willson, Independent Non-Executive Director

Sally Macdonald, Independent Non-Executive Director

Linda Robinson, Independent Non-Executive Director

Stephen Mugford and Nicola Palios are also directors of Thesis Unit Trust Management Limited and ConBrio Fund Partners Limited, as well as members of the governing body of TUTMAN LLP, both authorised fund managers within the same group as the ACD. Stephen Mugford and Nicola Palios perform senior management functions within Thesis Unit Trust Management Limited and ConBrio Fund Partners Limited. Stephen Mugford and Nicola Palios also hold directorships of other companies within the Thesis group and perform senior management functions within Thesis Asset Management Limited.

Caroline Willson, Carol Lawson, Sally Macdonald and Linda Robinson also hold non-executive directorships of Thesis Unit Trust Management Limited. Neil Coxhead and Jenny Shanley are not engaged in other business activities that are of significance to the Company.

APPENDIX IX

**LIST OF AUTHORISED FUNDS THAT ACD ACTS
AS MANAGER OR AUTHORISED CORPORATE DIRECTOR FOR**

Authorised Unit Trusts	Investment Companies with Variable Capital
Dragon Trust Eagle Fund Evelyn Witch General Trust Langham Trust Magnum Trust Marathon Trust Orchard Fund Ourax Unit Trust Spenser Fund SVS DW Asia Income & Growth Fund SVS Dowgate Wealth UK New Economies Fund SVS Sanlam European Equity Fund SVS Sanlam Fixed Interest Fund SVS Sanlam North American Equity Fund The Acorn Trust The Alkerton Trust The Barro II Trust The Capital Balanced Fund The Dream Trust The Enterprise Trust The Global Opportunities Fund The Ilex Fund The Jetwave Trust The Lancaster Trust The Millennium Fund The Plain Andrews Unit Trust The Securities Fund Worldwide Growth Trust	Aystwick Fund Bute Fund Earlstone Fund Evelyn Partners Funds Evelyn Partners Investment Funds ICVC Forest Fund ICVC Gallatin Fund Ganymede Fund GFS Investments Fund Glairnox Fund Gryphon Investment Funds Hercules Managed Funds Issodola Fund JC Investments Fund Kanthaka Fund Moorgate Funds ICVC New Square Investment Funds Pendennis Fund ICVC Pharaoh Fund Pityoulish Investments Fund Quercus Fund Sardasca Fund Sherwood Fund Smithfield Funds Starhunter Investments Fund Stratford Place Fund Sussex Fund SVS AllianceBernstein UK OEIC SVS Aubrey Capital Management Investment Funds SVS Baker Steel Global Investors OEIC SVS Baker Steel Gold and Precious Metals Fund SVS Brooks Macdonald Fund SVS Brown Shipley Multi Asset Portfolio SVS Cornelian Investment Funds SVS Dowgate Cape Wrath Focus Fund SVS Dowgate Wealth Funds ICVC SVS Heritage Investment Fund SVS Kennox Strategic Value Fund SVS RM Funds ICVC SVS Saltus Onshore Portfolios SVS WAM Investment Funds SVS Zeus Investment Funds ICVC Sylvan Funds Taber Investments Fund The Air Pilot Fund The Aurinko Fund The Blu-Frog Investment Fund

	<p>The Brighton Rock Fund The Cheviot Fund The Daisybelle Fund The Dinky Fund The Dunninger Fund The Folla Fund The Galacum Fund The Global Balanced Strategy Fund The Gloucester Portfolio The Headspring Fund The Headway Fund The Jake Fund The Jay Fund The Kingfisher Fund The Loch Moy Fund The Magpie Fund The MF Fund The Milne Fund The Nectar Fund The Norton Fund The Princedale Fund The Rosslyn Fund The SBB Fund The Staffordshire Portfolio The Stellar Fund The SVS Levitas Funds The Touchstone Investment Fund The Tully Fund The Westhill Investment Fund TS Campana Fund Vagabond Investment Fund White Oak Fund</p>
--	--

APPENDIX X

ESTABLISHMENT OF COLLECTIVE INVESTMENT SCHEMES

Any second schemes in which the Fund may invest will be established in the locations listed below. This list is not restrictive and may be amended from time to time where the Fund invests in second schemes established in new locations.

Any member state of the European Economic Area

Australia

Bermuda

Canada

Cayman Islands

Channel Islands

Isle of Man

Japan

Singapore

Switzerland

United States