

Prospectus

of

The Gloucester Portfolio

A UK UCITS Scheme with FCA Product Reference Number: 407776

Valid as at 2 July 2025

This document constitutes the Prospectus relating to The Gloucester Portfolio (the “Scheme”), a UK authorised investment fund which is an ICVC. It has been prepared in accordance with the rules contained in the Collective Investment Schemes Sourcebook (“COLL Sourcebook”) which forms part of the FCA Handbook of Rules and Guidance (the “FCA Rules”). This document complies with the requirements of Chapter 4 of the COLL Sourcebook and copies have been sent to the Financial Conduct Authority and to the Depositary in accordance with the COLL Sourcebook.

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.

This document is valid as at 2 July 2025.

Any shareholder or prospective shareholder should check with the ACD that this document is the most current version and that no revisions have been made to this Prospectus since this date.

The ACD of the Scheme is the person responsible for the information contained in this Prospectus and accepts responsibility accordingly. It has taken all reasonable care to ensure that, to the best of its knowledge and belief, the information in this document does not contain any untrue or misleading statement or omit any matters required by the FCA Rules to be included in it.

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 The Company is not bound by any out of date prospectus when it has issued a new prospectus and potential investors should check that they have the most recently published Prospectus.

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

This Prospectus is intended for distribution in the United Kingdom only. Its distribution in other countries may be restricted. This Prospectus does not amount to an offer in any jurisdiction where such offer may be prohibited or to any investor outside the United Kingdom who is prohibited by applicable laws from subscribing for Shares.

If you are in any doubt about the suitability of investing in shares of the Scheme or the contents of this Prospectus you should consult your financial adviser. This Prospectus sets out only generic information. Potential investors are encouraged to seek appropriate advice prior to investing in shares.

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.

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## TERMS USED IN THIS DOCUMENT

<b>“ACD”</b>	Tutman Fund Solutions Limited;
<b>“Act”</b>	the Financial Services and Markets Act 2000 (as amended);
<b>“Approved Bank”</b>	(in relation to a bank account opened by the ACD):  (a) if the account is opened at a branch in the United Kingdom:  (i) the Bank of England; or (ii) the central bank of a member state of the OECD; or (iii) a bank; or (iv) a building society; or (v) a bank which is supervised by the central bank or other banking regulator of a member state of the OECD; or  (b) if the account is opened elsewhere:  (i) a bank in (a); or  (ii) a credit institution established in an EEA State and duly authorised by the relevant Home State Regulator; or  (iii) a bank which is regulated in the Isle of Man or the Channel Islands; or  (iv) a bank supervised by the South African Reserve Bank
<b>“AUT”</b>	a UK authorised unit trust scheme;
<b>“Authorised Investment Fund”</b>	an AUT or an ICVC;

<b>“Business Day”</b>	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 Scheme’s portfolio of securities or a significant portion thereof, the ACD may decide that any business day shall not be construed as such;
<b>“Client Money”</b>	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;
<b>“COLL”</b>	refers to the appropriate chapter or rule in the COLL Sourcebook;
<b>“COLL Sourcebook”</b>	the Collective Investment Schemes Sourcebook issued by the FCA as amended or re-enacted from time to time;
<b>“Dealing Day”</b>	the fourteenth day of each month (or, if such day is not a Business Day, on the next Business Day) and on the last Business Day of each month;
<b>“Depository”</b>	NatWest Trustee & Depository Services Limited;
<b>“EMT”</b>	means the European MiFID Template;
<b>“EUWA”</b>	The European Union Withdrawal Act 2018;
<b>“FCA”</b>	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;
<b>“FCA Rules”</b>	the FCA’s Handbook of Rules and Guidance (including the COLL Sourcebook);
<b>“FCA Regulations”</b>	the rules contained in the Collective Investment Schemes Sourcebook (COLL) as part of the FCA

	Rules as they may be amended or updated from time to time;
<b>“Instrument”</b>	the instrument of incorporation by which the Scheme is constituted;
<b>“Investment Adviser”</b>	TrinityBridge Limited;
<b>“MiFID II”</b>	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;
<b>“OEIC Regulations”</b>	The Open-Ended Investment Companies Regulations 2001 (as amended);
<b>“Prospectus”</b>	this document, the prospectus for the Scheme as amended from time to time;
<b>“Regulations”</b>	the OEIC Regulations and the FCA Rules;
<b>“Scheme”</b>	The Gloucester Portfolio;
<b>“Share”</b>	a share in the Scheme, being a share which relates to a particular class of share of the Scheme (including fractions of 1/1000 of a share) where appropriate;
<b>“Shareholder”</b>	a holder of registered shares in the Scheme and whose name is entered on the register in relation to that share;
<b>“UCITS Directive”</b>	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.

**“UK UCITS scheme”**

in accordance with sections 236A and 237 of the Financial Services and Markets Act 2000, a collective investment scheme which may consist of several sub-funds, which is either an authorised unit trust scheme, an authorised contractual scheme, or an authorised open-ended investment company with the sole object of collective investment of capital raised from the public in transferable securities or other liquid financial assets, operating on the principle of risk-spreading, with units which are, at the request of holders, repurchased or redeemed, directly or indirectly, out of those undertakings’ assets, and which has identified itself as a UCITS in its prospectus and has been authorised accordingly by the FCA.

**“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 Scheme for the purpose of determining the price at which shares of a class may be issued, cancelled or redeemed. The current Valuation Point is 12.00 p.m. 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;

## **The Scheme**

### **Establishment and Authorisation**

The Scheme is an investment company with variable capital incorporated in England and Wales. The Scheme is constituted by its instrument of incorporation (the “Instrument”).

The Scheme was authorised by the Financial Services Authority (the predecessor to the FCA) on 5 July 2002. The Scheme is classified as a UK UCITS scheme within the meaning of the FCA Rules.

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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.

### **Base Currency**

The base currency of the Scheme is Pounds Sterling or other such currency as may be the lawful currency of the United Kingdom from time to time.

### **Scheme Objective**

The objective of the Scheme is to invest the property of the Scheme in investments which are permitted investments for a UK UCITS scheme under the COLL Sourcebook (within the upper limits and other constraints provided for in the COLL Sourcebook as applicable to a UK UCITS scheme) with the aim of spreading investment risk and giving shareholders the benefit of the results of the management of that property. The types of investments and assets in which the property of the Scheme may be invested are transferable securities, money market instruments, derivative and forward transactions, deposits and units or shares in collective investment schemes in accordance with the FCA Rules applicable to a UK UCITS scheme, subject to any more restrictive provisions set out in the Prospectus from time to time.

### **Typical Investor**

The Scheme is not widely marketed. It is made available to various private clients of the Investment Adviser. Whether an investment in the Scheme is appropriate for you will depend on your own requirements and attitude to risk. The Scheme is designed for high net worth retail investors (although shares in the Scheme may be marketed to all types of investors) who:

- want to achieve long-term capital growth and some income 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 Scheme 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 Scheme (as detailed under “Risk Factors”).



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

## **Management of the Scheme**

### **The ACD**

The ACD of the Scheme is Tutman Fund Solutions Limited (the “ACD”). The ACD was incorporated in England and Wales on 30 July 1985 (Registered Company No 1934644).

The registered office (and head office) of the ACD is at Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP.

The issued share capital of the ACD is £50,000 consisting of 50,000 ordinary shares of £1 each fully paid.

Information on the typical investor profile for the Fund is set out in Appendix 3.

The ACD is the authorised corporate director of the Scheme and is also the manager or authorised corporate director of the UK Authorised Investment Funds set out in Appendix 4.

The directors of the ACD also act as directors of companies other than the ACD (including companies that are within the same group of companies as the ACD) but do not engage in business activities that are not connected with the Scheme that would be significant to the Scheme's business within the meaning of the FCA Rules. The directors of the ACD are listed in Appendix 5.

The appointment of the ACD was made under an Agreement dated 1 May 2008 between the Scheme and the ACD (the “ACD Agreement”).

The ACD is responsible for the management of the Scheme and the general administration of the Scheme in compliance with the FCA Rules. Under the terms of the ACD Agreement, the ACD is to provide investment management, administrative, accounting, company secretarial and registrar services to the Scheme.

The ACD Agreement may be terminated by the Scheme on 6 months' written notice. The ACD Agreement will terminate if the ACD ceases to be the authorised corporate director of the Scheme or if the Scheme is wound up in accordance with the FCA Rules. The ACD Agreement may be terminated by a notice in writing if the ACD commits a material breach of the ACD Agreement.

The ACD Agreement includes an indemnity from the ACD to the Scheme against costs, claims and expenses incurred by the Scheme as a consequence of the ACD's performance of its responsibilities under the terms of the ACD Agreement except in certain limited circumstances.

Subject to the restrictions in the FCA Rules which are explained below, the ACD may delegate or employ agents to assist it in forming its investment management, unit accounting and registration functions for the Scheme.

## **The Investment Adviser**

The ACD has appointed TrinityBridge Limited (the “Investment Adviser”) of Wigmore Yard, 42 Wigmore Street, London, W1U 2RY as investment adviser in respect of the Scheme. The activity of the Investment Adviser is investment management and the giving of advice.

The main terms of the Agreement (other than those relating to remuneration) between the Investment Adviser and the ACD are that the Investment Adviser will exercise all of the ACD’s powers and discretions under the Instrument in relation to the selection, acquisition, holding and realisation of investments, the application of any monies forming part of the property of the Scheme and negotiation of any borrowing or currency transactions, with full authority of the ACD to make decisions on behalf of the ACD in respect of those matters.

The Agreement between ACD and the Investment Adviser is terminable on not less than 3 months’ notice in writing by either the ACD or the Investment Adviser and in certain circumstances is terminable forthwith by notice in writing. In addition, the ACD can terminate the arrangement with immediate effect where this is in the interests of shareholders.

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

## **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 and head office is at 250 Bishopsgate, London EC2M 4AA. 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 UK UCITS 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.

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

### **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 The Bank of New York Mellon, London Branch (BNYM LB) (“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”). A list of sub-custodians is available from the ACD on request.

### **Updated Information**

Up-to-date information regarding the Depositary, its duties, its conflicts of interest and the delegation of its safekeeping functions will be made available to shareholders on request.

**Terms of Appointment** The Depositary was appointed under a Depositary Agreement between the ACD, the Company and the Depositary (the “Depositary Agreement”). Under the Depositary Agreement, the Depositary is free to render similar services to others and the Depositary, the Company and the ACD are subject to a duty not to disclose confidential information. The powers, duties, rights and obligations of the Depositary, the Company and the ACD under the Depositary Agreement shall, to the extent of any conflict, be overridden by the FCA Rules. Under the Depositary Agreement the Depositary will be liable to the Company for any loss of Financial Instruments held in Custody or for any liabilities incurred by the Company as a result of the Depositary’s negligent or intentional failure to fulfil its obligations.

However, the Depositary Agreement excludes the Depositary from any liability except in the case of fraud, wilful default, negligence or failure to exercise due care and diligence in the performance or non-performance of its obligations. It also provides that the Depositary will be entitled to be indemnified from the Scheme Property for any loss suffered in the performance or non-performance of its obligations except in the case of fraud, wilful default, negligence or failure to exercise due care and diligence on its part. The Depositary Agreement may be terminated on three months’ notice by the Company or the Depositary or earlier on certain breaches or the insolvency of a party.

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.

The Shareholder will be given the opportunity, upon request, to have the proceeds returned by submitting a written request to the Transfer Agency team 177 Bothwell Street, Glasgow, G2 7ER.

However, termination of the Depositary Agreement will not take effect, nor may the Depositary retire voluntarily, until the appointment of a new Depositary. Details of the fees payable to the Depositary are given in Section Depositary's Remuneration.

### **The Auditor**

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

### **Delegation of Powers**

The ACD and the Depositary may retain the services of the other or of third parties to assist them in fulfilling their respective roles. The exceptions to this are that:

- (a) that the Depositary may not delegate oversight in respect of the Scheme to the Scheme, the ACD or any associate of the Scheme or the ACD or custody or control of the scheme property to the Scheme or the ACD;
- (b) any delegation by the Depositary of custody of the scheme property must be under arrangements which allow the custodian to release documents into the possession of a third party only with the Depositary's consent; and
- (c) no mandate for managing investments of the Scheme property may be given to the Depositary; or any other person whose interests may conflict with those of the ACD or the shareholders; or any other person who is not both authorised or registered for managing investments by the FCA and is not subject to prudential supervision (unless there is an agreement in place between the FCA and the overseas regulator of the delegate ensuring adequate co-operation).

Where functions are performed for the ACD by third parties, the responsibility which the ACD had in respect of such services prior to the delegation to a third party will remain unaffected. Where the Depositary delegates matters to a director of the Scheme or an associate of a director or an associate of the Depositary to assist in the performance of its functions, then the Depositary's liability in respect of those services shall remain unaffected and, in any other case, the Depositary will not be held responsible by virtue of the FCA Rules for any act or omission of the person so retained if it can show, first, that it was reasonable for the delegator to obtain assistance to perform the function in question; secondly, that the delegate was and remained competent to provide that assistance; and thirdly, that the delegator took reasonable care to ensure that the assistance was provided in a competent manner.

In accordance with these restrictions, the ACD and the Depositary have, as mentioned above, appointed certain third parties to perform particular functions.

The FCA Rules contain various requirements relating to transactions entered into between the Scheme and the ACD, the Investment Adviser or any of their associates which may involve a conflict of interest. These are designed to protect the interests of the Scheme. Certain transactions between the Scheme and the ACD, or an associate of the ACD, may be voidable at the instance of the Scheme in certain circumstances.

### **Conflicts of Interest**

The FCA Rules contain various requirements relating to transactions entered into between the Depositary, the ACD, the Investment Adviser or any of their associates, which may involve a conflict of interest. These are designed to protect the interests of the Scheme.

Transactions may be effected in which the ACD or the Investment Adviser has, either directly or indirectly, an interest that may potentially involve a conflict of its obligation to the Scheme. Where a conflict cannot be avoided, the ACD and Investment Adviser will have regard to their fiduciary responsibilities to act in the best interests of the Scheme and its investors. The ACD and Investment Adviser will ensure that investors are treated fairly and that such transactions are effected on terms which are not less favourable to the Scheme than if the potential conflict had not existed.

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.

### **Investment Powers**

#### **Investment Powers and Restrictions**

The assets of the Scheme will be invested with the aim of achieving the investment objective set out above and must be invested so as to comply with the investment and borrowing powers and restrictions set out in the COLL Sourcebook, the Instrument and this Prospectus.

A summary of the investment powers and restrictions applicable to the Scheme is set out in Appendix 2.

### **Risk Factors**

Risk is about how likely it is that an investment will fluctuate in value over time. The level of risk varies between investment funds. Whilst historically over the longer term shares and bonds have been seen to outstrip the returns expected from a bank or building society account, potential investors should consider the following risk factors before investing in an investment fund such as the Scheme.

## **General Risks**

The price of shares of the Scheme 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 the Scheme 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.

### **Pricing and Valuation 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 Scheme 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 ACD 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.

### **Emerging Countries and Developing Markets Risk**

The Scheme 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 Scheme and its share price.

### **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 Scheme 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 Scheme may also invest, directly and indirectly, in securities that are not listed or traded on any stock exchange. In such situations, the Scheme 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.

## **Risk to Capital**

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

## **Liquidity Risk**

In normal market conditions the Scheme's assets comprise mainly realisable investments which can be readily sold. The Scheme's main liability is the redemption of any shares that investors wish to sell. In general the Scheme 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 is 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 Scheme. If there were significant requests for redemption of shares in the Scheme at a time when a large proportion of the Scheme's assets were invested in illiquid investments, then the Scheme's ability to fund those redemptions would be impaired and it might be necessary to suspend dealings in shares in the Scheme.

## **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.

## **Warrants Risk**

Where investments are in warrants, the price per share of the Scheme may fluctuate more than if the Scheme was invested in the underlying securities because of the greater volatility of the warrant price.

## **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.

## **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.

## **Collective Investment Schemes Risk**

The Scheme 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 Scheme. 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 Scheme's valuation.

### **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.

### **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.

### **Futures and Options Risk**

The Scheme may use, under certain conditions, options and futures on indices and interest rates, for the purposes of efficient portfolio management. Also, the Scheme 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.

There is no guarantee that the Scheme will achieve the objective for which it entered into a transaction in relation to Efficient Portfolio Management. This may result in losses for investors.

The Scheme will be subject to the risk of the inability of any counterparty to perform its obligations. If a counterparty defaults the Scheme may suffer losses as a result.

### **Foreign Currency Risk**

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



## **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 the 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.

## **Settlement Risk**

All security investments are transacted through brokers who have been approved by the Investment Adviser 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 Scheme, 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 Scheme 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 Scheme meets its settlement obligations but the counterparty fails before meeting its obligations.

## **Custody Risk**

Assets of the Scheme are kept by the custodian and investors are exposed to the risk of the custodian not being able to fully meet its obligation to reconstitute in a short time frame all of the assets of the Scheme in the case of bankruptcy of the custodian. Securities of the Scheme will normally be identified in the custodian's books as belonging to the Scheme 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 Scheme 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.

The Scheme may invest in markets where custodial and/or settlement systems are not fully developed. The assets of the Scheme 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.

## **Tax Risk**

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

## **Inflation Risk**

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

## **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.

## **Market Risk**

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

## ***Charges and Expenses***

Where an initial charge is imposed, an investor who realises his shares after a short period may not (even in the absence of a fall in value of the relevant investments) realise the amount originally invested).

## ***Rights to Cancel***

If you exercise any right to cancel, you may not get back the amount initially invested where the share price has fallen since you invested.

## **Shares in the Scheme**

### **Share Capital**

The maximum share capital of the Scheme is £10,000,000,000 and the minimum share capital of the Scheme is £1.

### **Share Classes**

The Scheme may issue a number of share classes in respect of the Scheme. Different charging structures, minimum investment levels and eligibility provisions apply to each share class. The Scheme may issue net income shares.

The Instrument provides for the creation of one or more classes of share with their respective criteria for eligibility and allocation of rights to participate in the property of the scheme as set out in the Instrument and in this Prospectus from time to time. The terms for the share classes which are currently available in the Scheme from time to time are as set out in this Prospectus.

As mentioned above, the ACD may resolve to create further share classes in the future in respect of the Scheme. As and when the further share classes are added this Prospectus will be updated accordingly.

The shares are not listed or dealt in on any investment exchange.

### **Interests of Shareholders**

Shareholders are not liable for the debts of the Scheme. A shareholder is not liable to make any further payment to the Scheme after he has paid the purchase price of the shares.

Each holder of shares is entitled to participate in the property of the Scheme and its income in the proportion that the value of the holding of shares bears to the value of the property of the Scheme. If, in the future, more than one class of shares is in issue, the holder of shares will participate in the property of the Scheme in accordance with its proportionate share entitlements calculated in accordance with the terms of the Instrument.

### **The Register**

Entitlement to shares is conclusively evidenced by entries on the register of shareholders. The Depositary and the ACD are not obliged to take notice of any trust or equity or other interest affecting the title to any of the shares.

The ACD is responsible for maintaining the register of shareholders and the number of shares held by each shareholder. The register of shareholders is available for inspection by any shareholder or their duly authorised agent free of charge during normal office hours on any Business Day at 177 Bothwell Street, Glasgow, G2 7ER (subject to the power to close the register of Shareholders for such periods not exceeding 30 days in any one year). Copies of the entries on such registers relating to a shareholder are available on request by that shareholder free of charge.

Bearer certificates are not currently issued in respect of shares.

### **Tax Vouchers**

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 half-yearly 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.

### **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 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](http://www.FSCS.org.uk) or call the FSCS on 020 7741 4100 or 0800 6781100.

## **Dealings in Shares**

### **Issue and Redemption of Shares**

The dealing office of the ACD is open from 9.00 am until 5.00 pm on each Business Day to receive requests for the purchase or redemption of shares, which will be effected at prices determined at the next Valuation Point following receipt of such request. Telephone calls may be recorded for training and monitoring purposes. The ACD may also, at its discretion, introduce further methods of dealing in shares in the future.

The shares will be priced on a forward basis, hence prices used will be those calculated by reference to the valuation commencing next after the receipt by the ACD of the shareholder's application. Shares issued or redeemed between the commencement of the last valuation on a Friday (or a Dealing Day preceding a public holiday) and the close of business on that day or at any time on any other day which is not a Dealing Day will be effected at the price determined after the valuation which - unless the ACD exercises his discretion to revalue the property of the Scheme before that time - will commence at midday on the following Dealing Day.

Calculation of the share price will take place on each Dealing Day.

Client money held by the ACD on the purchase or redemption of shares will be held in a designated client money account with NatWest Group plc.

### ***Buying Shares***

Where the minimum investment levels allow, initial investments can only be made by sending a completed application form to the ACD's Transfer Agency Team at 177 Bothwell Street, Glasgow, G2 7ER, either (i) accompanied by a cheque (up to a maximum value of £50,000) or (ii) having made a telegraphic transfer to the ACD's bank account. Application forms can be obtained from the ACD. The ACD will accept written instructions accompanied by payment on subsequent transactions which can be carried out by writing to the ACD's Transfer Agency team at the address set out in Appendix 7. The ACD will also accept telephone purchase instructions from FCA regulated entities for subsequent investments, by telephone the Transfer Agency Team of the ACD on 0141 483 9700. 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.

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.

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.

The ACD reserves the right to charge interest at 4% per annum above the prevailing Bank of England Base rate, on the value of any settlement received later than the 4<sup>th</sup> Business Day following the Valuation Point

The ACD may accept requests to purchase shares by electronic communication. Electronic communication does include email.

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.

Any subscription monies remaining after a whole number of shares has been issued will not be returned to the applicant. Instead, fractions of shares will be issued in such circumstances.

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.

In respect of all applications for the issue of shares, a contract note will be issued to the shareholder (the first named, in the event of joint holders), normally by the close of the next Business Day following the execution of the transaction. This will show the number of shares purchased and the price.

### ***Switching Shares***

If applicable, a holder of shares may at any time switch all or some of his shares ("Old Shares") for shares of another fund ("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.

Switching may be effected in writing to the ACD at 177 Bothwell Street, Glasgow, G2 7ER. The ACD may by prior agreement, accept switching instructions by telephone from FCA regulated entities only. The ACD may accept instructions to switch shares via electronic communication. Electronic communication does include email. A switching shareholder must be eligible to hold the shares into which the switch is to be made. 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.

The ACD may at its discretion charge a fee on the switching of shares between funds.

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 (as to which see below). The general provisions on selling shares shall apply equally to a switch.

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.

A switch of shares in one fund for shares in any other fund is treated as a redemption and sale and will, for persons subject to United Kingdom taxation, be a realisation for the purposes of capital gains taxation.

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

### ***Selling Shares***

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. In respect of all applications to redeem shares, a contract note will be issued to the shareholder (the first named, in the event of joint holders), normally by close of the next Business Day following the execution of the redemption, giving details of the shares sold back to the ACD and the price used. Payment will be made by BACS or telegraphic transfer in satisfaction of the redemption request and will be issued by the close of the fourth Business Day following either the day of the calculation of the redemption price or receipt by the ACD of a properly completed and signed Renunciation Form in respect of the appropriate number of shares, whichever is later. 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.

Any request to redeem shares, once given, cannot subsequently be withdrawn.

### **Anti Money Laundering Procedures**

The ACD is subject to the provisions of legislation in force in the United Kingdom to prevent money laundering. The ACD operates detailed internal compliance procedures in relation to each and every application to purchase shares so as to verify the identity and bona fides of the investor and the source of funds offered in consideration of the prospective purchase. This may include the ACD using the services of a licensed reference agency which will record that an enquiry has been made. The type and degree of information required will vary from case to case, and may depend on whether, for example, the prospective shareholder has been introduced to the ACD by or through the agency of an associate of the ACD or an independent financial intermediary in good standing with the ACD. Specific details of the information required of a prospective investor in shares will be provided to the person concerned in response to his or its application for shares. Failure to comply with the ACD's requests to furnish such information may result in the application for shares being rejected.

### **Cancellation**

An investor may be entitled to cancel an application to purchase shares within a period of fourteen days from receipt of their contract note. If the investor exercises their right to cancel, the investor will receive a refund of the amount invested (including any preliminary charge). If the value of the investment has fallen before the ACD receives

notice of the cancellation, then the amount of refund that the investor receives will be reduced to reflect that fall in value. This may result in a loss to the investor.

If a shareholder wishes to exercise their right to cancel they should write to Tutman Fund Solutions Limited (Transfer Agency Team) at 177 Bothwell Street, Glasgow, G2 7ER within 14 calendar days of receiving their contract note. Please note that in certain circumstances there may be a delay in returning refunds to investors.

### **In Specie Issue and Cancellation of Shares**

The Instrument authorises payment for the issue or cancellation of shares to be made by transfer of assets other than cash but only if the Depositary has taken reasonable care to ensure that the property concerned would not be likely to result in any material prejudice to the interests of shareholders.

Where a shareholder requests a redemption of shares representing in value not less than 5% of the value of the scheme property of the Scheme, the shareholder may require the transfer to him of scheme property or the ACD may by notice of election served on the shareholder, choose to transfer scheme property to him. Any such notice must be served no later than the second Business Day following the receipt of the request for redemption. The shareholder may then serve a further notice on the ACD requiring the sale of the property and the payment to the shareholder of the net proceeds of sale. This further notice must be served on the ACD not later than the close of business on the fourth Business Day following the date of receipt of the notice from the ACD.

### **Suspension of Dealings in Shares**

The issue or redemption of shares may be temporarily suspended by the ACD with the prior agreement of the Depositary or if the Depositary so requires at any time if the ACD or the Depositary as appropriate is of the opinion that there is good and sufficient reason to do so having regard to the interests of all shareholders. The ACD and the Depositary shall review any suspension at least every 28 days. A suspension shall only continue for as long as it is justified having regard to the interests of shareholders.

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.

If such a suspension occurs, the recalculation of the price of the shares will recommence on the next Dealing Day following the resumption of dealing.

### **Compulsory Redemptions of Shares**

The ACD may impose such restrictions as it thinks necessary to ensure that no shares are acquired or held by any person in circumstances (“Relevant Circumstances”):

- which constitute a breach of the law or government regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory; or
- which would (or would if other shares were acquired or held in like circumstances) result in the Scheme incurring any liability to taxation or suffering any other adverse consequence (including a requirement to register under any securities or investment or similar laws or governmental regulation of any country or territory);

and, in this connection, the ACD may inter alia reject at its discretion any subscription for sale, exchange or transfer of shares.

If it comes to the notice of the ACD that any shares (“Affected Shares”) have been acquired or are being held in each case whether beneficially or otherwise in any of the Relevant Circumstances or if it reasonably believes this to be the case, the ACD may give notice to the holder of the Affected Shares requiring the holder to transfer such shares to a person who is qualified or entitled to own the same or to give a request in writing for the redemption or cancellation of the Affected Shares in accordance with the FCA Rules. If any person upon whom such a notice is served does not within 30 days after the date of the notice transfer his shares to a person qualified to hold the same or establish to the satisfaction of the ACD that the holders of the Affected Shares are entitled to hold such shares, he shall be deemed to have given a request in writing for the redemption or cancellation (at the discretion of the ACD) of the Affected Shares pursuant to the FCA Rules.

A person who becomes aware that he has acquired or holds shares whether beneficially or otherwise Affected Shares shall, unless he has already received a notice as described in the preceding paragraph, either transfer or procure the transfer of all the Affected Shares to a person qualified to own the same, or give a request in writing or procure that a request is so given for the redemption or cancellation of all Affected Shares pursuant to the FCA Rules.

### **Minimum Holdings**

The minimum value of shares which may be the subject of an initial or subsequent purchase request must be at least £100,000 (including any preliminary charge). The minimum value of shares which may be the subject of any one redemption request is £100,000. A shareholder will not normally be allowed to redeem shares if this would result in his holding shares of less than £100,000, unless he is redeeming all shares in issue to him.

Minimum investment amounts may be reduced or waived at the discretion of the ACD.

### **Valuation and Pricing of Shares**

#### **Valuation**

The property of the Scheme will be valued for the purpose of determining prices at which shares may be purchased or redeemed by the ACD as at 12 p.m. in relation to the Scheme on every Dealing Day (the “Valuation Point”) but may be valued more frequently if the ACD so decides. The ACD reserves the right to revalue the Scheme at any time, at its discretion.

#### **Price of a Share**

Shares are priced on a single mid-market pricing basis in sterling in accordance with the COLL Sourcebook and the Instrument. The Scheme deals on a forward pricing basis (and not on the basis of published prices). As mentioned above, a forward price is a price calculated at the next valuation point after the deal is agreed.



The price of a share is the net asset value of the Scheme attributable to the relevant share class divided by the number of shares in that class in issue.

The net asset values attributable to the share class(es) of the Scheme will normally be calculated at the Valuation Point on each Dealing Day (as specified above). The net asset value attributable to a share class is determined by calculating the value of the assets attributable to that class and deducting the liabilities attributable to that class in accordance with the provisions for the calculation set out in the Instrument. For valuation purposes:

- investments with a single price (whether a transferable security or units or shares in a collective investment scheme) shall be valued at that price;
- investments for which different buying and selling prices are quoted will be valued at the mid-market price;
- other scheme property shall be valued at a fair and reasonable mid-market value;
- derivative and forward transactions shall be valued as agreed between the ACD and the Depositary; and
- adjustments will be made for tax, outstanding borrowings and dealing expenses.

#### **Dilution Levy**

The need to make a dilution levy will depend on the volume of sales or redemptions. The ACD may make a dilution levy if, in its opinion, the existing shareholders (for sales) or remaining shareholders (for redemptions) might otherwise be adversely affected, and if making a dilution levy is, so far as practicable, fair to all shareholders and potential shareholders. In particular, the dilution levy may be made on days when a Sub-fund experiences transactions in shares which exceed 5% of the net Asset Value of the Sub-fund, or otherwise where the ACD considers it necessary to protect the interests of the shareholders of the Company. In order to prevent this effect ("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.

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 0.36% on sales (creation) and 0.17% on redemptions (liquidation). If a dilution levy is not made then this may restrict the future growth of the Company.

The ACD, in its absolute discretion, may waive or reduce the dilution levy. The ACD may alter its current dilution policy in accordance with the procedure set out in the Regulations.

#### **Publication of Prices**

Shareholders can obtain the price of their shares by calling 0141 483 9701 (local rate) or by going to [www.trustnet.com](http://www.trustnet.com). These prices will, unless for reasons beyond the control of the ACD, relate to the valuation on the Dealing Day immediately prior to the date of publication.

## Remuneration and Expenses

### ACD's Remuneration

#### *Preliminary Charge*

The ACD may currently make a preliminary charge of 10% of the price of a share on a sale of shares, which is additional to the offer price of shares. The preliminary charge may be waived in whole or in part at the discretion of the ACD.

#### *Redemption Charge*

The ACD may make a redemption charge of 10% of the price of a share (by way of reduction from the proceeds of redemption) upon redemption of shares. The redemption charge may be waived in whole or in part at the discretion of the ACD.

#### *Periodic Charges*

The ACD currently makes the following periodic charges:

- **Administration and Registration Fee**

The current rate of the ACD's periodic charge for administration and registration services is 0.15% per annum, calculated on the basis of the value of the Scheme's property, subject to a minimum charge of £42,500 per annum.

The ACD's periodic 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 Fund on the last Business Day of the preceding month.

- **Investment Management**

The current rate of the Investment Adviser's periodic charge for investment management services is 0.5% per annum, calculated on the basis of the value of the Scheme's property provided that the ACD's combined periodic charge for administration and registration services and investment management services shall not exceed 0.83% per annum, calculated on the basis of the value of the Scheme's property. The amount of such investment management fee is paid on to the Investment Adviser under the agreement between the ACD and the Investment Adviser.

The Investment Adviser's fee accrues daily and is calculated by reference to the value of the Company managed by the Investment Adviser on the last Business Day of the preceding month. The fee is payable monthly in arrears on receipt of the invoice from the Investment Adviser.

The Thesis Group remuneration policy is designed to be compliant with the UCITS V Remuneration Code contained in SYSC 19E 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.

### Depository's Remuneration

As remuneration for its services, the Depository is entitled to receive a periodic charge and transaction fees out of the Scheme property. The periodic fee, which accrues daily and is payable monthly in arrears, is based on the value of the Scheme property on the last Business Day of the preceding month. The fee is payable out of the Scheme Property. The rate of the periodic fee is agreed between the ACD and the Depository and is subject to a minimum fee of £2,500 for the first year, £5,000 for the second year and £7,500 thereafter per annum (+ VAT).

Specifically, the Company will pay:

- a) 0.0275% per annum plus VAT on Scheme Property below £50,000,000;
- b) 0.025% per annum plus VAT on Scheme Property between £50,000,000 and £100,000,000; and
- c) 0.02% per annum plus VAT on Scheme Property above £100,000,000.

In addition the Depository is entitled to receive custody and transaction fees. The Depository's custody and transaction fees vary according to the geographic location and market value of the holdings and are currently as follows:

Item	Range
Transaction Charges	Between £5.00 and £472.00 per transaction
Safe Custody Charges	Between 0.003% and 0.50%* of the value of investments being held per annum. *With the exception of: <ul style="list-style-type: none"> <li>• USA (Physical Securities) - £14 per line per calendar month.</li> <li>• Not in Bank / Not in Custody Assets - £65 per line per calendar month.</li> </ul>

The Depository's custody fee is subject to an overall maximum of 75 basis points per annum. The ACD agrees the rates of these fees with the Depository from time to time. 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. 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.

The Depositary is also entitled to receive reimbursement for expenses properly incurred by it in the discharge of its duties or exercising any of the powers conferred upon it in relation to the Scheme, subject to approval by the ACD. Such expenses include, but are not restricted to:

- (a) the charges imposed by, and any expenses of, any agents appointed by the Depositary to assist in the discharge of its duties;
- (b) the charges and expenses incurred in connection with the collection and distribution of income; and
- (c) the costs incurred in the preparation of the Depositary's annual report to shareholders.

The amount or rate of any expenses shall be determined either by the Depositary or by reference to the scale or tariff or other basis from time to time agreed between the ACD and the Depositary and notified to the ACD by the Depositary provided that in either case such charges shall be at least as favourable as if they had been effected on normal commercial terms negotiated at arm's length between the Depositary and a comparable customer.

Any service charges or remuneration additional to the periodic fee payable to the Depositary shall accrue when the relevant transaction or other dealing is effected or relevant service is provided or as may otherwise be agreed between the Depositary and the ACD but not later than on the last Business Day of each month and shall be paid to the Depositary as soon as practicable after they have accrued.

On a winding-up of the Scheme or the redemption of a class of shares, the Depositary will be entitled to its pro rata fees and expenses to the date of termination 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.

### **Expenses**

The following further expenses (together with any value added tax payable) may be paid out of the property of the Scheme:

- (a) all taxes and other duties which may be due on the assets and the income or otherwise of the Scheme;
- (b) usual banking and brokerage fees due on transactions involving portfolio securities of the Scheme;
- (c) insurance, postage, telephone, fax, e-mail and telex;
- (d) Directors' (if any) fees;

- (e) remuneration (and out of pocket expenses) of the ACD, and the Depositary to include the remuneration and expenses of any distributor or paying agent appointed;
- (f) any costs incurred in relation to an amalgamation or reconstruction of the Scheme where the property of another body corporate or collective investment scheme is transferred to the Scheme in consideration for shares, and any liability arising after the transfer, which if it had arisen prior to the transfer would have been properly payable out of such property, provided that the ACD is satisfied that proper provision was made for satisfying such liability as was known or could have reasonably been anticipated at the time of the transfer;
- (g) any fees or levies of the FCA relating to the Scheme;
- (h) the cost of convening and holding any meeting of shareholders requisitioned by shareholders other than the ACD or an associate of the ACD;
- (i) the cost incurred in amending the Instrument or this Prospectus including the costs of covering any meeting for shareholders and/or directors;
- (j) any sum incurred by the Scheme or the ACD on behalf of the Scheme in order to comply with any governmental or regulatory requirement;
- (k) the cost of qualifying the Scheme for the sale of shares in any jurisdiction or a listing on any stock exchange;
- (l) the cost of preparing, printing and publishing in such languages as are necessary, and distributing annual and semi-annual reports of the Scheme and such other reports or documents[, including the Key Investor Information Document,] as may be desirable or required under the applicable laws or regulations of any relevant jurisdiction;
- (m) the cost of preparing, printing, publishing and distributing public notices and other communications to the shareholders including share certificates and proxies;
- (n) the cost of accounting and book keeping;
- (o) the cost of calculating the Net Asset Value of the shares;
- (p) the cost of making distributions for the Scheme;
- (q) any legal, auditing and other professional fees incurred by the Scheme or the ACD in relation to the Scheme;
- (r) interest and other charges relating to permitted borrowing;
- (s) the sums incurred by reason of indemnifying the ACD against all losses and liabilities incurred by reason of acting as ACD of the Scheme except where the ACD has been negligent, fraudulent or acting by wilful default;
- (t) the sums incurred by reason of any indemnity given to the Depositary; and
- (u) all other charges and expenses as may be deducted from the scheme property in accordance with the Instrument and/or the Sourcebook.

## **VAT**

The above remuneration and expenses are subject to value added tax where applicable. There are currently some exemptions from VAT in respect of the ACD's charges for management of the Scheme's investments and also any initial charge.

## **Research costs**

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.

## **Calculation and Allocation of Expenses**

Administrative and other expenses of a regular or recurring nature may be calculated on an estimated basis for yearly or other periods in advance, and the same may be accrued in equal proportion over any such period as the ACD may consider reasonable.

All remuneration and expenses are allocated between income and/or capital in accordance with the FCA Regulations and the OEIC Regulations and as specified in Appendix 1. 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.

## **Income**

### **Accounting and Income Allocation Dates**

The annual accounting date for the Scheme is 31 March and the interim accounting date is 30 September in each year.

The annual income allocation date is 31 July and the interim income allocation dates are 31 August, 30 November and 28 February in each year.

### **Income Allocations**

Allocations of income are made in respect of the income available for allocation in each accounting period. The amount available for allocation in an accounting period is calculated by:

- (a) taking the aggregate of the income property received or receivable for the account of the Scheme for the period;
- (b) deducting the charges and expenses of the Scheme paid or payable out of the income of the property for that accounting period;
- (c) adjusting for the ACD's best estimate of tax charge or tax relief on these expenses and charges; and
- (d) making such other adjustments which the ACD considers appropriate in relation to tax and other issues.

Where there is more than one share class in issue, income available for allocation will be allocated between the share classes based on the respective proportionate interests represented by those share classes on a daily basis.

Currently only income shares are in issue. The income allocated to such shares is distributed to shareholders. Income is allocated in respect of each interim and annual accounting period by the relevant income allocation date. Shareholders of income shares may elect to have net income distributed or reinvested in further shares.

Payment will be made by BACS or telegraphic transfer to the shareholder's nominated bank account. If the Income Allocation Date is not a Business Day, payment will be made on the next Business Day. No distribution or other monies payable on or in respect of a share shall bear interest against the Scheme.

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.

All distributions unclaimed for a period of six years after having become due for payment shall be forfeited and shall revert to the Scheme. The ACD does not normally adjust distributions in order to smooth the amount of interim and final distributions within any particular accounting period.

Income will be distributed as a dividend payment where the Scheme is deemed to be an Equity Company or as an interest payment where the Scheme is deemed to be a Bond Company over the relevant accounting period. The treatment of income anticipated by the ACD is given in Appendix 1, 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 Scheme 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.

### **Income Equalisation**

Grouping for equalisation is permitted. This means that shares purchased during an accounting period will contain in their purchase price an amount called equalisation that represents a proportion of the net income of the Scheme accrued up to the date of purchase. A total of this amount is taken and each shareholder shall be refunded an averaged proportion of the equalisation as part of their first income allocation. This, for tax purposes, is treated as being a return of capital.

## **Shareholder Meetings and Information for Shareholders**

### **Approvals and Notifications**

Under the COLL Sourcebook, the ACD is required to seek shareholder approval to, or notify Shareholders of, various types of changes to the Scheme.

- ***Fundamental Changes***

A fundamental change is a change or event which changes the purposes or nature of the Scheme, or may materially prejudice a shareholder or alters the risk profile of the Scheme or introduces any new type of payment out of the Scheme property.

The ACD must, by way of an extraordinary resolution (which needs 75% of the votes cast at the meeting to be in favour if the resolution is to be passed), obtain prior approval from shareholders for any such change. An extraordinary resolution is required, for example, for a change of investment objective or policy of the Scheme.

A meeting of all shareholders may be convened at any time. The convening and conduct of meetings of shareholders and the voting rights of shareholders at those meetings is governed by the provisions of the FCA Rules and the Instrument.

The ACD may convene a meeting at any time. Shareholders registered as holding at least 1/10th in value of all the shares then in issue may require that a meeting be convened. A requisition by shareholders must state the objects of the meeting, and be dated and signed by those shareholders and deposited at the head office of the Depositary. The ACD must convene a meeting no later than eight weeks after receipt of such requisition by the Depositary.

Shareholders will receive at least 14 days' written notice of a meeting (including the day of service of the notice and the day of the meeting). The notice will specify the day, hour and place of the meeting and the resolutions to be put to the meeting. They are entitled to be counted in the quorum and vote at a meeting either in person or by proxy. The quorum for a meeting is two shareholders, present in person or by proxy. If, at an adjourned meeting, a quorum is not present after a reasonable time from the time appointed for the meeting, one person entitled to be counted in a quorum present at the meeting shall constitute a quorum.

The ACD will not be counted in the quorum for a meeting. The ACD and its associates are not entitled to vote at any meeting, except in respect of shares which the ACD or an associate holds on behalf of or jointly with a person who, if himself the registered shareholder, would be entitled to vote and from whom the ACD or associate has received voting instructions.

Every shareholder who (being an individual) is present in person or (being a corporation) by its properly authorised representative shall have one vote on a show of hands. Where there are joint holders of a share, the vote of the holder whose name in the register of shareholders stands above the names of each other such holder who votes shall be counted to the exclusion of each other vote cast in respect of that share.

A Shareholder may vote in person or by proxy (a person appointed by the shareholder to attend and vote in place of the shareholder) on a poll vote. A poll may be demanded by the chairman of the meeting (who shall be a person appointed by the Depositary, or in the absence of such a person, a person nominated by the shareholders), the Depositary or any two shareholders.

A shareholder entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

- ***Significant Changes***

A significant change is a change or event which is not fundamental but which affects the shareholder's ability to exercise his rights in relation to his investment; or would reasonably be expected to cause the shareholder to reconsider his participation in the Scheme; or results in any increased payments



out of the scheme property to the ACD or an associate of the ACD; or materially increases any other type of payments out of the scheme property. The ACD must give reasonable prior notice (of not less than sixty days) in respect of any such significant change.

- ***Notifiable Changes***

A notifiable change is a change or event which a shareholder must be made aware of, but, although considered by the ACD not to be insignificant, is not a fundamental change or a significant change. The ACD must inform shareholders in an appropriate manner and time scale of any notifiable changes that are reasonably likely to affect or have affected the operation of the Scheme.

## **Reports**

The ACD will, on request, provide free of charge to any person Scheme copies of the most recent interim and annual ACD's reports, which may also be inspected at the ACD's offices at Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP.

## **Instrument, Prospectus and Other Documents**

Copies of the Instrument, any amendment of such Instrument and the current Prospectus and simplified prospectus are kept at and may be inspected at the ACD's offices between 9 a.m. and 5 p.m. on each Business Day. Copies of the Instrument and any Supplemental Instrument may be obtained by a Shareholder on payment of a reasonable charge from the ACD at Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP. Copies of the Prospectus may be obtained free of charge to any person on request from the ACD at Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP. A copy of the ACD Agreement or any contract of service between the Scheme and its directors can be provided free of charge on request.

## **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 Fund and to individual and corporate investors who are the absolute beneficial owners of a holding in the fund which is 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 consult their professional adviser. Levels and bases of, and reliefs from, taxation are subject to change in the future.

The following is divided into sections relating to "Bond Fund" and "Equity Fund". A "Bond Fund" is a fund 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 fund and the investors within it are treated separately in this section. It is anticipated that the fund will for most periods be an Equity Fund for these purposes, but that depending on how it is invested it may constitute a Bond Fund for some periods.

## **Taxation of an Equity Fund**

### **Taxation of Capital Gains**

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

### **Tax on Income**

An Equity Fund 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 and non-UK resident companies are generally **exempt from** corporation tax. Dividends and similar income distributions from UK authorised unit trusts and UK ICVCs are also generally exempt from corporation tax to the extent the underlying income derives from dividends.

Foreign dividends and similar income 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 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.

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

## **Taxation of a Bond Fund**

### **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 investment in equities, (except insofar as treated as income gains - see below) accruing to a Bond Fund will be exempt from UK tax on chargeable gains.

### **Tax on Income**

A Bond Fund 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 Fund.

The total will be taxed under the Loan Relationship rules. Any income received from UK equities will be exempt from UK corporation tax.

A Bond Fund would generally 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 Fund intends that distributions will be made in this way.

- The treatment of distributions as interest distributions for UK tax purposes is significant because:

- distributions made should be deductible for corporation tax purposes against UK taxable income.

The income, less interest distributions, expenses (including the ACD's and Depositary's fees) and any non-UK withholding taxes, is subject to UK corporation tax at a rate equal to the basic rate of income tax (currently 20%). Any corporation tax charge should not be significant.

Capital gains (except insofar as treated as accrued income gains - see above) accruing to a Bond Fund will be exempt from UK tax on chargeable gains.

### **Stamp Duty Reserve Tax**

On 30 March 2014, Schedule 19 Stamp Duty Reserve Tax (SDRT) ceased to be chargeable on dealings in shares in an OEIC. As such, the provisions relating to SDRT no longer apply. However, investors should note that should SDRT or a similar tax relating to dealings on shares in OEICs be reintroduced in the future, all such costs will be paid out of the fund's Scheme Property and charged to capital.

However it should be noted that in the unlikely event of either of (i) third party transfer of shares or (ii) non-pro rata in specie redemptions, occurring within the fund, SDRT may still be triggered and where applicable be charged to the investor

### **Automatic Exchange of Financial Account Information**

#### **US Foreign Account Tax Compliance Act (FATCA)**

The US Foreign Account Tax Compliance Act (FATCA) is designed to help the Internal Revenue Service (the IRS) combat US tax evasion. It requires financial institutions, such as the Fund, to report on US investors or US holdings, whether or not this is relevant.

Failure to comply (or be deemed compliant) with these requirements will subject the Fund to US withholding taxes on certain US-sourced income and gains. Under an intergovernmental agreement between the US and the United Kingdom, the Fund may be deemed compliant, and therefore not subject to the withholding tax, if it identifies and reports US taxpayer information directly to HMRC.

Shareholders may be asked to provide additional information to the ACD to enable the Fund to satisfy these obligations. Institutional Shareholders may be required to provide a Global Intermediary Identifications Number (**GIIN**). Failure to provide requested information may subject a Shareholder to liability for any resulting US withholding taxes, US tax information reporting and/or mandatory redemption, transfer or other termination of the Shareholder's interest in its Shares. The Global Intermediary Identification Number for the Fund is available on request.

### **Common Reporting Standard**

The Common Reporting Standard (**CRS**) is the reporting standard approved and developed by the Organisation of Economic Co-operation and Development (OECD) in 2014, and came into force with effect from 1st January 2016. This requires financial institutions such as the Trust, to report non-UK resident investors, other than US Persons, to other agreed jurisdictions on an annual basis. The objective of this reporting is the same as the FATCA regulations but on a worldwide basis and is based on **Residency** rather than citizenship as with the US model, and will encompass natural persons and legal entities.

### **General Matters**

#### **Winding Up of the Scheme**

The Scheme may be wound up:

- by the court as an unregistered company under Part V of the Insolvency Act 1986, or
- if the Scheme is solvent, under the provisions of the COLL Sourcebook.

To wind up the Scheme under the FCA Rules, the ACD has to notify the FCA of the proposal, confirming to the FCA that the Scheme will be able to meet all its liabilities within the following twelve months.

The Scheme can be wound up under the FCA Rules:

- (a) if an extraordinary resolution is passed to that effect; or
- (b) if the FCA agrees to a request by the ACD for revocation of the order in respect of the Scheme (provided no material change in any relevant factor occurs prior to the date of the revocation); or
- (c) on the expiration of any period for the duration of the Scheme or the occurrence of an event specified in the instrument of incorporation as triggering a winding up of the Scheme.

On a winding-up under the COLL Sourcebook:

- Chapter 5 of the COLL Sourcebook, (concerning pricing investment and borrowing powers) and Chapter 6, Parts 2 and 3 of the COLL Sourcebook (concerning dealing and pricing), will cease to apply;
- the Scheme will cease to issue and cancel Shares;
- the ACD will stop selling and redeeming Shares; and
- no transfer of shares will be registered and no change to the register will be made without the sanction of the ACD.

The Scheme will cease to carry on its business except as is required for its beneficial winding up. The ACD shall, as soon as practicable, realise assets of the Scheme and pay the respective shares of the proceeds to shareholders in accordance with the FCA Rules.

Following the completion of the winding up of the Scheme, 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 Scheme 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 Scheme, to the Registrar of Companies within four months of the termination of the winding up.

### **General Information**

Persons not resident in the United Kingdom who are interested in purchasing shares should inform themselves as to:

- (a) the legal requirements within their own countries for subscription of shares;
- (b) any foreign exchange restrictions;
- (c) the income, estate and other tax consequences of becoming a shareholder.

It is the responsibility of any person not resident in the United Kingdom making an application for shares to satisfy himself as to full observance of the laws of the relevant territory, including obtaining any governmental or other consents which may be required or observing any formality which needs to be observed in such territory.

### **Notices**

Notices or documents will be served on shareholders by first class post, with copies available by facsimile and / or secure email.

The address of the head office and the place for service on the Scheme of notices or other documents required or authorised to be served on it is Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP.

### **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.

## **Complaints**

Complaints about any aspect of the ACD's service should in the first instance be made in writing to the Compliance Officer of the ACD at Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP. If the complaint is unresolved the shareholder may have the right to refer it to the Financial Ombudsman, Exchange Tower, Harbour Exchange Square, London E14 9SR, telephone number 0800 023 4567. A copy of the ACD's Internal Complaint Handling Procedure is available on request. In the event of the ACD being unable to pay a valid claim against it, the shareholder may be entitled to compensation from the Financial Services Compensation Scheme.

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.

## **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.

## **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.

**Genuine Diversity of Ownership (GDO)**

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.

**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 1: The Scheme

### 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 Fund (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 for each Sub-Fund listed below can be provided free of charge on request.

#### 1. Investment Objective and Policy

##### *Objective*

The objective of the Scheme is to provide long term capital growth. The Scheme intends to generate a relatively low but growing level of income, which will be distributed quarterly.

##### *Policy*

The ACD's policy is to achieve this objective by investing in investments which are permitted investments for a UCITS scheme under the COLL sourcebook (within the upper limits and other constraints provided for in the COLL sourcebook) including exclusively or non exclusively investment in UK, international and fixed income securities.

Transactions in derivatives will be used only for the purposes of hedging and the use of derivatives will not affect the risk profile of the Scheme. The ACD does not envisage entering into hedging transactions to a major extent.

Investment in warrants will not exceed 5% in value of the property of the Scheme.

#### 2. Benchmark

Shareholders may compare the performance of the Scheme against the ARC Balanced Asset PCI. Comparison of the Scheme's performance against this benchmark will give Shareholders an indication of how the Scheme is performing against an index based on the real performance numbers delivered to discretionary private clients by participating investment managers.

The benchmark is not a target for the Scheme, nor is the Scheme constrained by the benchmark.



**3. Investment Adviser**

The ACD has appointed TrinityBridge Limited of Wigmore Yard, 42 Wigmore Street, London, W1U 2RY as investment adviser in respect of the Scheme. The activity of the investment adviser is investment management and the giving of advice.

**4. Classes of Shares**

Income Shares.

**5. Accounting Dates**

Annual accounting date: 31 March

Interim accounting date: 30 September

**6. Income Allocation Dates**

Annual income allocation date: 31 July

Interim income allocation dates: 31 August, 30 November and 28 February

**7. Risk Factors**

The general risk factors as set out in this Prospectus shall apply.

**8. Reports**

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

**9. Investment Research**

Charge for investment research: None **10. Charges taken from Income or Capital**

All remuneration and expenses, other than those relating directly to the purchase and sale of investments, shall be charged to the income account of the Scheme.

If at the end of an accounting period there is insufficient income the shortfall may be allocated to capital, which may constrain capital growth.

**10. Income to be distributed as a dividend or interest?**

The ACD may distribute income in the form of a dividend or interest depending on the composition of the assets held over the accounting period.

**11. Government and Public Securities Issuers**

More than 35% in value of the property of the Scheme may be invested in government and public securities issued or guaranteed by the Government of the

United Kingdom or Northern Ireland, the Executive Committee of the Northern Ireland Assembly, the National Assembly of Wales, the Scottish Administration; or by the European Central Bank, the International Bank for Reconstruction and Development, the European Bank for Reconstruction and Development or the European Investment Bank; or by any one of the following governments:

Australia	Germany	Norway
Austria	Greece	Poland
Belgium	Hungary	Portugal
Bulgaria	Ireland	Romania
Canada	Italy	Spain
Czech Republic	Japan	Sweden
Denmark	Luxembourg	Switzerland
Finland	Netherlands	Turkey
France	New Zealand	United States of America

## 12. Eligible Securities Markets

Generally, the Scheme will invest in approved securities which are transferable securities admitted to official listing in the UK or a member State, or are traded on eligible securities markets, or are recently issued transferable securities which are to be so listed or traded. "Eligible securities markets" for the Scheme as at the date of this Prospectus are as follows:

- markets established in the UK or Member States of the European Union, or any other State which is within the European Economic Area ("Member State") on which transferable securities admitted to official listing are traded, 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 Scheme having regard to the relevant criteria in the Sourcebook. Such markets be regulated, operate regularly, be recognised, be open to the public, be absolutely liquid and have adequate arrangements for unimpeded transmission of income or capital to or to the order of investors.

As at the time of this Prospectus, the following specific markets have been deemed eligible markets:

Switzerland	SIX Swiss Exchange
United States of America	NASDAQ
United States of America	New York Stock Exchange

**The OTC Market(s) in US Government securities conducted by primary dealers selected and regulated by the Federal Reserve Bank of New York; 12. Eligible Derivative Markets:**

United States of America	CME Group
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## Appendix 2: Investment Powers and Limits

The Scheme is classified as a “UK UCITS scheme”.

### General

The ACD must ensure that, taking account of the investment objective and policy of the relevant Scheme, the scheme property of the Scheme aims to provide a prudent spread of risk.

An aim of the restrictions on investment and borrowing powers for a UK UCITS scheme set out in the FCA Rules is to help to protect shareholders by laying down minimum requirements for the investments that may be held by the Scheme. There are requirements for the types of investments which may be held by the Scheme. There are also a number of investment rules requiring diversification of investment of the Scheme, and so providing a prudent spread of risk. The ACD will, on a shareholder’s request, provide supplementary information to that set out in this Prospectus relating to the quantitative limits applying in the risk management of the Scheme, the methods used in this connection and any recent development of the risk and yields of the main categories of investment of the Scheme.

### Types of Investment

The property of the Scheme must, except where otherwise provided in the FCA Rules as outlined below, consist solely of any or all of:

- transferable securities;
- approved money market instruments;
- units or shares in collective investment schemes;
- derivatives and forward transactions; and
- deposits;

in each case as permitted under the terms of Section 5 of the COLL Sourcebook, as outlined below.

The object of the Scheme is to invest the scheme property in transferable securities, money market instruments, derivative instruments and forward transactions, deposits and units or shares in collective investment schemes as permitted by the FCA Rules for UK UCITS schemes, and subject to any more restrictive provisions set out in this Prospectus, with the aim of spreading investment risk and giving shareholders the benefit of the results of the management of that property. *The following paragraphs therefore summarise the restrictions for UK UCITS schemes generally under the FCA Rules.*

- **Transferable Securities**

***What is a Transferable Security?***

A transferable security is an investment which is any of the following: a share, a debenture, a government and public security, a warrant or a certificate representing certain securities. An investment is not a transferable security if title to it cannot be transferred, or can be transferred only with the consent of a

third party (although, in the case of an investment which is issued by a body corporate and which is a share or debenture, the need for any consent on the part of the body corporate or any members or debenture holders of it may be ignored). An investment is not a transferable security unless the liability of the holder of it to contribute to the debts of the issuer is limited to any amount for the time being unpaid by the holder of it in respect of the investment.

The Scheme may invest in a transferable security only to the extent that that transferable security fulfils the following criteria:

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

Unless there is information available to the ACD that would lead to a different determination, a transferable security which is admitted to, or dealt in on, an eligible market is presumed not to compromise the ability of the ACD to comply with its obligation to redeem shares at the request of any qualifying shareholder and to be negotiable.

Note that a unit in a closed ended fund is taken to be a transferable security provided it fulfils the above criteria and either:

- where the closed ended fund is constituted as an investment company or a unit trust:
  - it is subject to corporate governance mechanisms applied to companies; and

- where another person carries out asset management activity on its behalf, that person is subject to national regulation for the purpose of investor protection; or
- where the closed ended fund is constituted under the law of contract:
  - it is subject to corporate governance mechanisms equivalent to those applied to companies; and
  - it is managed by a person who is subject to national regulation for the purposes of investor protection.

(Shares in UK investment trusts are classified as transferable securities.)

### ***Transferable Securities Linked to Other Assets***

The Scheme may invest in any other investment which may be taken to be a transferable security for the purposes of investment by the Scheme provided that the investment fulfils the criteria set out above and is backed by or linked to the performance of other assets which may differ from those in which a UK UCITS scheme can invest.

Where such an investment contains an embedded derivative component, the requirements with respect to derivatives and forwards will apply to that component.

### ***What are “Approved Securities”?***

The Scheme will generally invest in "approved securities", which are transferable securities which are admitted to, or dealt in on, an eligible market as defined for the purposes of the FCA Rules.

### ***Limited Investment in Unapproved Securities***

Not more than 10% in value of the Scheme's property is to consist of transferable securities which are not such approved securities or recently issued transferable securities as explained below (together with any approved money market instruments which are not within any of the three paragraphs under the heading 'Eligible money market instruments' below).

### ***Eligible Markets***

An Eligible Market for the purpose of the FCA Rules is:

- a regulated market, which is a multilateral system operated and/or managed by a market operator, which brings together or facilitates the bringing together of multiple third party buying and selling interests in financial instruments - in the system and in accordance with its non-discretionary rules - in a way that results in a contract, in respect of the financial instruments admitted to trading under its rules and/or systems, and which is authorised and functions regularly and in accordance with the provisions of Title III of the Markets in Financial Instruments Directive (MiFID);

- a market in the UK or an EEA state which is regulated, operates regularly and is open to the public; or
- a market which the ACD, after consultation with, and notification to, the Depositary, determines is appropriate for the purpose of investment of, or dealing in, the property of the Scheme and as set out in Appendix 1 to this Prospectus. In accordance with the relevant criteria in the FCA Rules, such a market must be regulated; operate regularly; recognised as a market or exchange or as a self regulating organisation by an overseas regulator; open to the public; be adequately liquid; and have adequate arrangements for unimpeded transmission of income and capital to, or to the order of, investors.

The eligible securities markets for the Scheme as at the date of this Prospectus are set out in Appendix 1.

### ***Recently Issued Transferable Securities***

Recently issued transferable securities may be held by the Scheme provided that:

- the terms of issue include an undertaking that application will be made to be admitted to an eligible market; and
- such admission is secured within a year of issue.

- **Money Market Instruments**

#### ***What is an “Approved Money Market Instrument”?***

An approved money market instrument is a money market instrument which is normally dealt in on the money market, is liquid and has a value which can be accurately determined at any time.

- normally dealt in on the money market

A money market instrument shall be regarded as normally dealt in on the money market if it:

- (a) has a maturity at issuance of up to and including 397 days;
- (b) has a residual maturity of up to and including 397 days;
- (c) undergoes regular yield adjustments in line with money market conditions at least every 397 days; or
- (d) has a risk profile including credit and interest rate risks corresponding to that of the instrument which has a maturity as set out in (a) or (b) or is subject to yield adjustment as set out in (c).

- regarded as liquid

A money market instrument shall be regarded as liquid if it can be sold at limited cost in an adequately short time frame taking into account the obligation of the ACD to redeem shares at the request of any qualifying shareholder.

and

- has a value which can be accurately determined at any time.

A money market instrument shall be regarded as having a value which can be accurately determined at any time if accurate and reliable valuation systems, which will fulfil the following criteria, are available:

- they enable the ACD to calculate a net asset value in accordance with the value at which the instrument held in the portfolio could be exchanged between knowledgeable willing parties in an arm's length transaction; and
- they are based either on market data or on valuation models including systems based on amortised costs.

### ***Eligible Money Market Instruments***

Generally investment may be made in the following types of money market instruments:

#### **Money Market Instruments Admitted to/Dealt in on an Eligible Market**

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

#### **Money Market Instruments With Certain Regulated Issuers**

In addition to instruments admitted to or dealt in on an eligible market, a UK UCITS scheme may invest in an approved money market instrument provided:

- the issue or the issuer is regulated for the purpose of protecting investors and savings

This is regarded as being the case if:

- the instrument is an approved money market instrument (as explained above);
- appropriate information is available for the instrument (including information which allows an appropriate assessment of credit risks related to investment in it);

Generally, the following information must be available:

- information on both the issue or the issuance programme, and the legal and financial situation of the issuer prior to the issue of the instrument, verified by appropriately qualified third parties not subject to instructions from the issuer;



- updates of that information on a regular basis and whenever a significant event occurs; and
- available and reliable statistics on the issue or the issuance programme, or where appropriate, other data enabling an appropriate assessment of the credit risks related to investment in those instruments.

In the case of an approved money market instrument issued or guaranteed by the UK government or its local authorities, a central authority of an EEA state or, if the EEA state is a federal state, one of the members making up the federation, the European Union or the European Investment Bank or a non EEA state other than the UK or, in the case of a federal state, one of the members making up the federation, or which is issued by a regional or local authority of an EEA state or a public international body to which the UK or one or more EEA states belong and is guaranteed by a central authority of an EEA state or, if the EEA state is a federal state, one of the members making up the federation, information must be available on the issue or the issuance programme, or on the legal and financial situation of the issuer prior to the issue of the instrument;

and

- the instrument is freely transferable;
- the instrument is:
  - issued or guaranteed by any one of the following: a central authority of the UK or, an EEA state or, if the EEA state, is a federal state, one of the members making up the federation; a regional or local authority of the UK or an EEA state; the Bank of England, the European Central Bank or a central bank of an EEA state; the European Union or the European Investment Bank; a non EEA state other than the UK or, in the case of federal state, one of the members making up the federation; a public international body to which the UK or one or more EEA member states belong; or
  - issued by a body, any securities of which are dealt in on an eligible market; or
  - issued or guaranteed by an establishment which is: (i) subject to prudential supervision in accordance with the criteria defined by UK or Community law or (ii) subject to and complies with prudential rules considered by the FCA to be at least as stringent as those laid down by UK or Community law. (This latter condition is considered satisfied if it is subject to and complies with prudential rules and fulfils one or more of the following criteria: it is located in the UK or the EEA; it is located in an OECD country belonging to the Group of Ten; it has at least investment grade rating or, on the basis of an in depth analysis of the issuer, it can be demonstrated that prudential rules applicable to that issuer are at least as stringent as those laid down by UK or Community law.)

## **Other Money Market Instruments With a Regulated Issuer**

In addition to instruments admitted to or dealt in on an eligible market, a UK UCITS scheme may also, with the express consent of the FCA (which takes the form of a waiver under Section 148 of the Financial Services and Markets Act 2000), invest in an approved money market instrument provided:

- the issuer or issuer is itself regulated for the purpose of protecting investors and savings on the basis explained above;
- investment in that instrument is subject to investor protection equivalent to that provided by instruments which satisfy the requirements explained above; and
- the issuer is a company whose capital and reserves amount to at least €10 million and which presents and publishes its annual accounts in accordance with Directive 2013/34/EU (as amended) (or the statutory equivalent thereof, which forms part of UK law by virtue of the EUWA, as applicable), is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

A securitisation vehicle is a structure, whether in corporate, trust or contractual form, set out for the purpose of securitisation operations.

A banking liquidity line is a banking facility secured by a financial institution which is an establishment subject to prudential supervision in accordance with criteria defined by European Community law or in an establishment which is subject to, and complies with, prudential rules considered by the FCA to be at least as stringent as those laid down by European Community law.

### ***Limited Investment in Unapproved Money Market Instruments***

Not more than 10% in value of the scheme property of the Scheme may consist of approved money market instruments which are not within any of the three paragraphs under the heading 'Eligible money market instruments' above (together with any transferable securities which are not approved securities or recently issued transferable securities as explained above under the heading 'Limited investment in unapproved securities').

- **Derivatives**

Under the FCA Rules, derivatives (a contract for difference, a future or an option) are permitted for UCITS schemes for investment purposes. Derivative transactions may, under the FCA Rules, be used for the purposes of efficient portfolio management (including hedging) or meeting the investment objectives or both. A transaction in a derivative must not cause the Scheme to diverge from its investment objectives.

The use of derivatives or forwards for the purposes of efficient portfolio management will not materially alter the risk profile of the Scheme. The use of these techniques and instruments will only be employed where the ACD and the Investment Adviser consider these to be in line with the best interests of the Scheme.

### ***Permitted Underlying Assets for Derivative Transactions***

The underlying of any transaction in a derivative must consist of any one or more of the following to which the scheme is dedicated:

- transferable securities;
- approved money market instruments admitted to, or dealt in on, an eligible market or with a regulated issuer;
- deposits;
- permitted derivatives;
- units in a collective investment scheme;
- financial indices which satisfy certain criteria;
- interest rates;
- foreign exchange rates; and
- currencies.

A UCITS scheme may not undertake a transaction in derivatives on commodities.

The financial indices mentioned above are those which satisfy the following criteria:

- the index is sufficiently diversified

A financial index is sufficiently diversified if it is composed in such a way that price movements or trading activities regarding one component do not unduly influence the performance of the whole index; where it is composed of assets in which a UCITS scheme is permitted to invest, its composition is at least diversified in accordance with the requirements with respect to spread and concentration set out for UCITS schemes; and, where it is composed of assets in which a UCITS scheme cannot invest it is diversified in a way which is equivalent to the diversification achieved by the requirements with respect to spread and concentration applicable to UCITS schemes;

- the index represents an adequate benchmark

A financial index represents an adequate benchmark for the market to which it refers if it measures the performance of a representative group of underlyings in a relevant and appropriate way; it is revised or rebalanced periodically to ensure that it continues to reflect the market to which it refers, following criteria which are publicly available; and the underlying is sufficiently liquid, allowing users to replicate it if necessary; and

- the index is published in an appropriate manner

An index is published in an appropriate manner if its publication process relies on sound procedures to collect prices and calculate and subsequently publish the index value, including pricing procedures for components where a market price is not available; and material information on matters such as index calculation, rebalancing methodologies, index changes or any operational difficulties in providing timely or accurate information is provided on a wide and timely basis.

Where the composition of underlyings of a transaction in a derivative does not satisfy the requirements for a financial index, the underlyings for that transaction shall, where they satisfy the requirements with respect to any other underlyings which are permitted underlyings for a transaction in derivatives mentioned above, be regarded as a combination of those underlyings.

### ***Permitted Derivative Transactions for UCITS Schemes***

Subject to certain detailed restrictions, a transaction in derivatives or a forward transaction may be effected for the Scheme if it is:

- a permitted transaction; and
- the transaction is covered;

in each case on the basis explained below.

For any derivative transaction, there are requirements specified if that transaction will or could lead to the delivery of property, and there must be an appropriate risk management process in place.

### ***Permitted Transactions***

A transaction in a derivative must be either:

- in an approved derivative, i.e. a transaction effected on or under the rules of an eligible derivatives market.

Eligible derivatives markets are those 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 Scheme in question with regard to the relevant criteria set out in the FCA Rules and the formal guidance on eligible markets issued by the FCA as amended from time to time. The eligible derivatives markets for the Scheme are set out in Appendix 1.

or

- subject to restrictions, an OTC derivative transaction.

Any transaction in an OTC derivative must be:

- with an approved counterparty

A counterparty to a transaction in derivatives is approved only if the counterparty is:

- an eligible institution or an approved bank; or
- a person whose permission permits it to enter into transactions as principal off - exchange.
- on approved terms

The terms of the transaction in derivatives are approved only if, before the transaction is entered into, the Depositary is satisfied that the counterparty has agreed with the Scheme or the ACD:

- to provide at least daily and at any other time at the request of the Scheme or the ACD a reliable and verifiable valuation in respect of that transaction corresponding to its fair value (being the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction) and which does not rely only on market quotations by the counterparty; and
- that it will, at the request of the Scheme or the ACD, enter into a further transaction to close out that transaction at any time at a fair value arrived at under the reliable market value basis or the pricing model agreed under the next paragraph.
- capable of reliable valuation

A transaction in derivatives is capable of reliable valuation only if the ACD, having taken reasonable care, determines that, throughout the life of the derivative (if the transaction is entered into), it will be able to value the investment concerned with reasonable accuracy:

- on the basis of an up to date market value which the ACD and the Depositary have agreed is reliable, or
- if the value referred to above is not available, on the basis of a pricing model which the ACD and the Depositary have agreed uses an adequate recognised methodology.

and

- subject to verifiable valuation

A transaction in derivatives is subject to verifiable valuation only if, throughout the life of the derivative (if the transaction is entered into), verification of the valuation is carried out by:

- an appropriate third party which is independent from the counterparty of the derivative, at an adequate frequency and in such a way that the ACD is able to check it, or
- a department within the ACD which is independent from the department in charge of managing the scheme property and which is adequately equipped for such a purpose.

A transaction in a derivative must not be entered into if the intended effect is to create the potential for an uncovered sale of one or more transferable securities, approved money market instruments, units in a collective investment scheme or derivatives.

Any forward transaction must be made with an Eligible Institution or an Approved Bank.

### ***Derivatives Exposure***

The requirements for cover are intended to ensure that the Scheme is not exposed to the risk of loss of the property, including money, to an extent greater than the net value of the scheme property. Therefore a scheme is required to hold scheme property sufficient in value or amount to match the exposure arising from the derivative obligation to which the scheme is committed.

A transaction in derivatives or a forward transaction may only be entered into 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 globally. Exposure is covered globally if adequate cover from within the scheme property of the Scheme is available to meet the Scheme's total exposure, taking into account the value of the underlying assets and any reasonably foreseeable market movement, counterparty risk, and the time available to liquidate any positions. The global exposure relating to derivatives held in the Scheme may not exceed the net value of the Scheme.

Cash not yet received into the scheme property but due to be received within one month is available as cover.

Property which is 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.

Cash obtained from borrowing, and borrowing which the ACD reasonably regards an eligible institution or approved bank to be committed to provide, is not available for cover unless the Scheme borrows an amount of currency from an eligible institution or approved bank and keeps an amount in another currency at least equal to the borrowing for the time being in the initial amount of currency on deposit with the lender (or his agent and nominee) in which case the requirements for cover applies if the borrowed currency and not the deposited currency were part of the scheme property.

The ACD must (as frequently as is necessary) re-calculate the amount of cover required in respect of derivatives and forward positions already in existence. Derivatives and rights under forward transactions may be retained in the scheme property only so long as they remain covered globally.

The exposure to any one counterparty in an OTC derivative transaction must not exceed 5% in value of the scheme property of a Sub-fund, this limit being raised to 10% where the counterparty is an approved bank. Counterparty risk exposure can be reduced by the Company receiving collateral from the counterparty. 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.

### ***Transactions for the Purchase of Property***

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

- that property can be held for the account of the Scheme; and
- the ACD, having taken reasonable care, determines that delivery of the property under that transaction will not occur or will not lead to a breach of the applicable restrictions.

### ***Requirement to Cover Sales***

No agreement by or on behalf of the Scheme to dispose of property or rights may be made unless:

- the obligation to make the disposal and any other similar obligation could immediately be honoured by the Scheme by delivery of property or the assignment (or, in Scotland, assignation) of rights; and
- such property and rights are attributable to the Scheme at the time of the agreement.

However this requirement does not apply to a deposit. Nor does this requirement apply where:

- the risks of the underlying financial instrument of a derivative can be appropriately represented by another financial instrument and the underlying financial instrument is highly liquid; or
- the ACD or the Depositary has the right to settle the derivative in cash, and cover exists within the scheme property which falls within one or more of the following asset classes: cash; liquid debt instrument (e.g. government bonds of first credit rating) with appropriate safeguards; or other highly liquid assets having regard to their correlation with the underlying of the financial derivative instruments (subject to appropriate safeguards).

(For this purpose an asset may be considered as liquid where the instrument can be converted into cash in no more than seven business days at a price closely corresponding to the current valuation of the financial instrument on its own market.)

### ***Exposure to Underlying Assets***

Where the Scheme invests in derivatives, the exposure to the underlying assets must not exceed the spread limits explained in “Spread requirements” below, save that where the Scheme invests in an index based derivative, provided the relevant index falls within the definition of “relevant index” (being an index which satisfies the following criteria: (i) the composition is sufficiently diversified; (ii) the index *represents an adequate* benchmark for the market to which it refers; and (iii) the index is published in an appropriate manner), the

underlying constituents of the index do not have to be taken into account for the purposes of the spread requirements. Such relaxation in respect of index based derivatives is subject to the requirement for the ACD to maintain a prudent spread of risk.

A derivative includes an instrument which fulfils the following criteria:

- it allows the transfer of the credit risk of the underlying independently from the other risks associated with that underlying;
- it does not result in the delivery or the transfer of assets other than those referred to regarding permitted types of scheme property for a UCITS scheme including cash;
- in the case of an OTC derivative, it complies with the requirements for OTC transactions in derivatives explained above;
- its risks are adequately captured by the risk management process of the ACD, and by its internal control mechanisms in the case of risks of asymmetry of information between the ACD and the counterparty to the derivative, resulting from potential access of the counterparty to non public information on persons whose assets are used as the underlying by that derivative.

#### ***Transferable Securities and Money Market Instruments Embedding Derivatives***

Where a transferable security or approved money market instrument embeds a derivative, this must be taken into account for the purposes of complying with the restrictions on derivatives.

A transferable security or an approved money market instrument will embed a derivative if it contains a component which fulfils the following criteria:

- by virtue of that component some or all of the cash flows that otherwise would be required by the transferable security or approved money market instrument which functions as host contract can be modified according to a specified interest rate, financial instrument price, foreign exchange rate, index of prices or rates, credit rating or credit index or other variable, and therefore vary in a way similar to a standard alone derivative;
- its economic characteristics and risks are not closely related to the economic characteristics and risks of the host contract; and
- it has a significant impact on the risk profile and pricing of the transferable security or approved money market instrument.

A transferable security or an approved money market instrument does not embed a derivative where it contains a component which is contractually transferable independently of the transferable security or the approved money market instrument. That component shall be deemed to be a separate instrument.



The following list of transferable securities and approved money market instruments (which is illustrative and non exhaustive) could be assumed to embed a derivative:

- credit linked notes;
- transferable securities or approved money market instruments whose performance is linked to the performance of a bond index;
- transferable securities or approved money market instruments whose performance is linked to the performance of a basket of shares, with or without active management;
- transferable securities or approved money market instruments with a fully guaranteed nominal value whose performance is linked to the performance of a basket of shares with or without active management;
- convertible bonds; and
- exchangeable bonds.

No UCITS scheme can use transferable securities or approved money market instruments which embed a derivative to circumvent the restrictions regarding use of derivatives.

Transferable securities and approved money market instruments which embed a derivative are subject to the rules applicable to derivatives as outlined in this section. It is the ACD's responsibility to check that these requirements are satisfied. The nature, frequency and scope of checks performed will depend on the characteristics of the embedded derivatives and on their impact on the Scheme, taking into account its stated investment objective and risk profile.

#### ***Risk Management: Derivatives***

As mentioned below, the ACD must use a risk management process enabling it to monitor and measure as frequently as appropriate the risk of the Scheme's positions and their contribution to the overall risk profile of the Scheme.

The ACD should undertake the risk assessment with the highest care when the counterparty to the derivative is an associate of the ACD or the credit issuer.

#### ***Proposed Use of Derivatives by the Schemes***

**Transactions in derivatives will be used only for the purposes of hedging and the use of derivatives will not affect the risk profile of the Scheme. The ACD does not envisage entering into hedging transactions to a major extent.**

- **Deposits**

The Scheme may invest in deposits only if it is with an approved bank and is repayable on demand or has the right to be withdrawn and matures in no more than 12 months.

- **Collective Investment Schemes**

The Scheme's investment in units or shares in collective investment schemes is subject to the following restrictions:

***Relevant Types of Collective Investment Scheme***

The Scheme may invest in any of the following types of collective investment scheme:

- (1) a UK UCITS scheme which complies with the conditions necessary for it to enjoy the rights conferred by the UCITS Directive as implemented in the EEA. A UK UCITS scheme for this purpose also includes UCITS schemes established in other European member states which are recognised under section 264 of the Financial Services and Markets Act 2000 to meet the UCITS Directive requirements;
- (2) a scheme which is recognised under the provisions of section 272 of the Financial Services and Markets Act 2000 (schemes authorised in approved countries or territories); or
- (3) a scheme which is a UK authorised scheme which is classified as a non-UCITS retail scheme (provided certain requirements are met); or
- (4) a scheme which is authorised in an EEA State (provided certain requirements are met); or
- (5) a scheme which is authorised by the competent authority of an OECD member country (other than an EEA State) which has:
  - signed the IOSCO Multilateral Memorandum of Understanding; and
  - approved the scheme's management company, rules and depositary/custody arrangements;

provided certain requirements are met.

In relation to the schemes mentioned at paragraphs (3) to (5) above, the requirements are that:

- the scheme is authorised under laws which provide that it is subject to supervision considered by UCITS competent authorities to be equivalent to that laid down by UK or European Community law and that co-operation between authorities is sufficiently assured;
- the level of protection for shareholders in the scheme is equivalent to that provided for shareholders in UK UCITS schemes and, in particular, the rules on asset segregation, borrowing, lending and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the UCITS Directive;
- the business of the scheme is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities income and operations over the reporting period; and

- no more than 10% of the scheme's assets, whose acquisition is contemplated, can, according to its fund rules or instrument of incorporation, be invested in aggregate units of other UK UCITS schemes or other collective investment undertakings.

Any scheme in which the Scheme invests must have terms which prohibit more than more than 10% in value of the scheme property consisting of units in collective investment schemes.

It is therefore anticipated that UK non-UCITS retail schemes are likely to be possible investments, given that the COLL Sourcebook provisions for such schemes are very similar to those for UK UCITS retail schemes other than in investment respects.

Whilst investment is possible in schemes in any of the categories mentioned in paragraphs (1) to (5) above, not more than 30% in value of the Scheme may be invested in schemes which are within paragraphs (2), (3), (4) and (5) above.

### ***Spread and Diversification Restrictions***

As mentioned below (see "Spread requirements"), no more than 20% in value of the Scheme is to consist of units in any one collective investment scheme. For the purposes of this spread requirement, if investment is made in sub-funds of an umbrella scheme, each sub-fund is treated as if it were a separate scheme.

Also, as mentioned below (see "Concentration restrictions"), the Scheme must not acquire more than 25% of the units in any single collective investment scheme.

### ***Investment in Associated Collective Investment Schemes***

The Company may invest in units or shares of collective investment schemes and pay any related charges or expenses for investing in such units or shares. Where the schemes invested in are managed, operated or administered by the ACD (or one of its associates) the rules on double charging contained in the FCA Regulations must be complied with.

Note that, for this purpose, dilution and SDRT provisions are not regarded as part of any charge. The intention is to prevent any double charging of the preliminary charge on investment, or redemption charge on disinvestment.

## **Spread Requirements**

There are limitations on the proportion of the value of the Scheme which may be held in certain forms of investment. These rules relating to spread of investments do not apply until the expiry of six months after the initial offer of shares of the Scheme, although the ACD must still aim to maintain a prudent spread of risk during this initial period.

### ***General Spread Requirements***

The general spread requirements are as follows:

- (1) not more than 20% in value of the Scheme's property is to consist of deposits with a single body;

- (2) not more than 5% in value of the Scheme's property is to consist of transferable securities or approved money market instruments issued by a single body, except that
- the 5% limit is increased to 10% in respect of up to 40% in value of the Scheme's property (and in applying these limits certificates representing certain securities are treated as equivalent to the underlying security); and
  - covered bonds need not be taken into account for the purposes of applying the limit of 40%. The limit of 5% is raised to 25% in value of the scheme property in respect of covered bonds, provided that, when the Scheme invests more than 5% in covered bonds issued by a single body, the total value of covered bonds held must not exceed 80% in value of the scheme property;
- (3) the exposure to any one counterparty in an OTC derivative transaction must not exceed 5% in value of the Scheme's property although this limit is raised to 10% where the counterparty is an approved bank;
- (4) not more than 20% in value of the Scheme is to consist of transferable securities or approved money market instruments issued by the same group, meaning companies included by the same group for the purposes of consolidated accounts as defined in accordance with Directive 2013/34/EU, or the statutory equivalent thereof, which forms part of UK law by virtue of the EUWA, as applicable, or in the same group in accordance with international accounting standards;
- (5) not more than 20% in value of the Scheme is to consist of units or shares in any one collective investment scheme;

In applying the limits in (1), (2) and (3) in relation to a single body, and subject to the restrictions on covered bonds mentioned in (2) above, not more than 20% in value of the Scheme's property is to consist of any combination of any two or more of the following:

- transferable securities (including covered bonds) or approved money market instruments issued by that body; or
- deposits made with that body; or
- exposure from OTC derivatives transactions made with that body;

Notwithstanding that these limits do not apply to government and public securities, and subject as mentioned below, in applying this 20% limit with respect to a single body, such securities issued by that body shall be taken into account.

#### ***Government and Public Securities***

The above restrictions do not apply in respect of a transferable security or an approved money-market instrument ("such securities") that is issued by: .

- (a) the UK or an EEA State;
- (b) a local authority of the UK or an EEA State;
- (c) a non-EEA State other than the UK; or

(d) a public international body to which the UK or one or more EEA States belong.

The Scheme may invest more than 35% of the Scheme's property in government and public securities issued by any one body as listed in Appendix 1. More than 35% of the Company's property may be invested in such securities issued by any one such issuer provided that:

- (1) the ACD has before any such investment is made consulted with the Depositary and as a result considers that the issuer of such securities is one which is appropriate in accordance with the investment objective of the Scheme;
  - (2) no more than 30% in value of the scheme property consists of such securities of any one issue;
  - (3) the scheme property includes such securities issued by that or another issuer, of at least six different issues.
- (4) the disclosures in COLL 3.2.6R(8) and COLL 4.2.5R(3)(i) have been made.

### **Exposure to OTC derivatives**

For the purposes of calculating the limits mentioned above in relation to OTC derivatives, the exposure in respect of an OTC derivative may be reduced to the extent that collateral is held in respect of it if the collateral meets each of the following conditions:

- it is marked to market on a daily basis and exceeds the value of the amount at risk;
- it is exposed only to negligible risks (e.g. government bonds of first credit rating or cash) and is liquid;
- it is held by a third party custodian and not related to the provider or is legally secured from the consequences of failure of a related party; and
- it can be fully enforced by the Scheme at any time.

For the purposes of calculating the spread limits, OTC derivative positions with the same counterparty may be netted provided that the netting proceedings:

- comply with the conditions in Section 3 (Contractual Netting) (Contracts for Novation and Other Netting Agreements) of Annex III to the Banking Consolidation Directive, or the statutory equivalent thereof, which forms part of UK law by virtue of the EUWA, as applicable; and
- are based on legally binding agreements.

In applying the spread requirements, all derivatives transactions are deemed to be free of counterparty risk if they are performed on an exchange where the clearing house meets each of the following conditions:

- it is backed by an appropriate performance guarantee; and
- it is categorised by daily marked to market valuation of the derivatives positions and at least daily margining.

### ***Use of Index Based Derivatives***

Where a scheme invests in an index based derivative, provided the relevant index falls within COLL 5.2.20AR (Financial indices underlying derivatives), the underlying constituents of the index do not need to be taken into account for the purposes of the spread requirements provided the ACD takes into account the requirement to provide a prudent spread of risk.

### **Concentration Restrictions**

The Scheme must not acquire:

- (1) transferable securities (other than debt securities) issued by a company which do not carry rights to vote at a general meeting of that company and represent more than 10% of the securities issued by that company; or
- (2) more than 10% of the debt securities (which are debentures, government and public securities and warrants which confer rights of investment in these) issued by a single body; or
- (3) more than 25% of the units in a collective investment scheme; or
- (4) more than 10% of the approved money market instruments issued by any single body;

but need not comply with the limits in (2), (3) and (4) if, at the time of acquisition, the net amount in issue of the relevant investment cannot be calculated.

### **Prohibition on Acquiring Significant Influence in a Company**

The Scheme may only acquire transferable securities issued by a body corporate and carrying rights to vote (whether or not on substantially all matters) at a general meeting of that body corporate if:

- immediately before the acquisition, the aggregate of such securities held by the Scheme does not give the Scheme power significantly to influence the conduct of business of that corporate body; or
- the acquisition will not give the Scheme such power.

The power significantly to influence is assumed if such securities allow the Scheme to exercise or control the exercise of 20% or more of the votes cast in that body.

### **Warrants**

A warrant is an instrument giving entitlements to investments (a warrant or other instrument entitling the holder to subscribe for a share, debenture or government and public security) and any other transferable security (not being a nil paid or partly paid security) which is listed on an eligible securities market; and is akin to an investment which is an instrument giving entitlements to investments, in that it involves a down payment by the then holder and a right later to surrender the instrument and pay more money in return for a further transferable security.

The ACD does not intend to invest more than 5% of any Scheme in warrants.

## **Nil and Partly Paid Securities**

A transferable security or an approved money market instrument on which any sum is unpaid falls within a power of investment only if it is reasonably foreseeable that the amount of any existing and potential call for any sum unpaid could be paid by the Scheme at the time when payment is required without contravening the FCA Rules as they are applicable to the Scheme.

## **Stock Lending**

Stock lending covers techniques relating to transferable securities and approved money market instruments which are used for the purpose of efficient portfolio management.

(For this purpose efficient portfolio management means techniques and instruments which relate to transferable securities and approved money market instruments and which:

- are economically appropriate in that they are realised in a cost effective way;
- are entered into for one or more of the following specific aims: reduction of risks; reduction of costs; general of additional capital or income for the scheme with a risk level which is consistent with the risk profile of the scheme and the risk diversification rules laid down in the FCA Rules.)

It permits the generation of additional income for the benefit of the Scheme and hence its investors, by entering into stock lending transactions for the account of the Scheme.

Stock lending involves a lender transferring securities to a borrower otherwise than by way of sale and the borrower transferring those securities, or securities of the same type and amount, back to the lender at a later date. In accordance with market practice, a separate transaction by way of transfer of assets is involved for the purposes of providing collateral to the “lender” to cover him against the risk that the future transfer back of the securities may not be satisfactorily completed.

Where a stock lending arrangement is entered into, the scheme property remains unchanged in terms of value. The securities transferred cease to be part of the scheme property but there is obtained in return an obligation on the part of the counterparty to transfer back equivalent securities. The Depositary will also receive collateral to set against the risk of default and transfer and that collateral is equally irrelevant to the value of the scheme property. The FCA Rules make provision for treatment of collateral in that context. Where the scheme generates leverage through the re-investment of collateral, this should be taken into account in the calculation of the scheme’s global exposure.

The ACD does not permit the Scheme to enter into stock lending arrangements.

## **Power to Underwrite or Accept Placings**

The exposure of the Scheme to agreements and understandings which are underwriting or sub underwriting agreements, or contemplate the securities will or may be issued or subscribed for or acquired for the account of the Scheme, must, on any day be covered (as explained above in relation to derivative transactions) and such that, if all possible obligations arising under them had immediately to be met in full, there would be no breach of any limit in the FCA Rules.

## **Guarantees and Indemnities**

Neither the Scheme nor the Depositary (on account of the Scheme) may provide any guarantee or indemnity in respect of the obligation of any person. None of the property of the Scheme may be used to discharge any obligation arising under any guarantee, or indemnity with respect to the obligation of any person.

This is subject to exceptions in the case of any indemnity or guarantee given for margin requirements where the derivatives or forward transactions are being used in accordance with the FCA Rules (summarised above) or, in the case of an ICVC, certain indemnities for certain insurances against liability for certain persons, indemnities to the Depositary against certain liabilities for safe keeping of scheme property; and indemnities given to a person winding up of a scheme in circumstances where those assets of the scheme become the first property of the ICVC.

## **Borrowing**

The Scheme (on the instructions of the ACD) may borrow money for the use of the Scheme on terms that the borrowing is to be repayable out of the property of the Scheme from an Eligible Institution or an Approved Bank (e.g. a bank or building society). Borrowings may be arranged with the Depositary. The ACD must ensure that any such borrowings comply with the FCA Rules.

Borrowing must be on a temporary basis and not be persistent, and in any event must not exceed 3 months without the prior consent of the Depositary. The Depositary's consent may be given only on conditions which appear appropriate to the Depositary to ensure that the borrowing remains on a temporary basis.

The ACD must ensure that borrowing does not exceed 10% of the value of the property of the relevant Scheme on any Business Day.

These borrowing restrictions do not apply to "back to back" borrowing for currency hedging purposes, i.e. borrowing permitted to reduce or eliminate risk arising by reason of fluctuations in exchange rates.

## **Restrictions on Lending**

None of the money in the scheme property of the Scheme may be lent and, for the purposes of this prohibition, money is lent by the Scheme if it is paid to a person (the payee) on the basis that it should be repaid whether or not by the payee. (This restriction does not prevent the acquiring of a debenture, nor the placing of money on deposit or in a current account. Nor does it prevent the Scheme from providing an officer of the Scheme with funds to meet expenditure to be incurred by him for the purpose of the Scheme (or for the purposes of enabling him properly to perform his duties as an officer of the Scheme) or from doing anything to enable an officer to avoid incurring such expenditure.)

The scheme property of the Scheme other than money must not be lent by way of deposit or otherwise, although stock lending transactions are not regarded as lending for this purpose. The scheme property must not be mortgaged. This rule does not however prevent the Scheme or the Depositary at the request of the Scheme from lending, depositing, pledging or charging the scheme property for margin requirements where transactions in derivatives or forward transactions are used for the account of the Scheme in accordance with the FCA Rules.



## **Cash and Near Cash**

At times it is appropriate for the Scheme not to be fully invested. However, the ACD may make deposits. Also, the Scheme may hold cash or “near cash” where this may reasonably be regarded as necessary in order to enable:

- the pursuit of the Scheme’s investment objectives; or
- redemption of shares; or
- efficient management of the Scheme in accordance with its investment objectives; or
- other purposes which may reasonably be regarded as ancillary to the investment objectives of the Scheme.

## **Immovable Property**

The Schemes shall not invest in immovable property.

## **Risk Management**

The ACD must use a risk management process enabling it to monitor and measure as frequently as appropriate the risk of the Scheme’s positions and their contribution to the overall risk profile of the Scheme.

This process must take into account the investment objectives and policy of the Scheme. The ACD has taken reasonable care to establish and maintain systems and controls which are appropriate to its business in this connection. The risk management process enables the analysis required to be undertaken at least daily or at each valuation point (whichever is the more frequent). The Depositary is obliged to take reasonable care to review the appropriateness of the risk management process in line with its duties. The ACD’s risk management process is available to shareholders on request.

## **Breaches of the Investment and Borrowing Powers and Limits**

Generally the ACD must, at its own expense, take action to rectify a breach of the investment and borrowing powers and limits as soon as it becomes aware of it. However:

- (i) if the reason for the breach is beyond the control of the ACD and the Depositary, the ACD must take the steps necessary to rectify a breach as soon as it is reasonably practicable having regard to the interests of shareholders, and, in any event, within six months or, if it is a transaction in derivatives or a forward transaction, five Business Days; and
- (ii) if the exercise of rights conferred by an investment held by the Scheme would involve a breach, the Scheme may still exercise those rights if:
  - the prior written consent of the Depositary is obtained; and
  - the ACD then takes the steps necessary to rectify the breach as soon as is reasonably practicable having regard to the interests of shareholders and, in any event, within six months or, if it is a transaction in derivatives or a forward transaction, five Business Days.

Immediately upon the Depositary becoming aware of any breach of any of the investment and borrowing powers and limits, it must ensure that the ACD takes such appropriate action.

### **Appendix 3: 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 4: Other Funds Managed by the ACD

Authorised Unit Trusts	Investment Companies with Variable Capital
Dragon Trust	Bute Fund
Eagle Fund	Earlstone Fund
Evelyn Witch General Trust	Evelyn Partners Funds
Langham Trust	Evelyn Partners Investment Funds ICVC
Magnum Trust	Forest Fund ICVC
Marathon Trust	Ganymede Fund
Orchard Fund	GFS Investments Fund
Ourax Unit Trust	Glairnox Fund
Spenser Fund	Gryphon Investment Funds
SVS DW Asia Income & Growth Fund	Hercules Managed Funds
SVS Dowgate Wealth UK New Economies Fund	Issodola Fund
SVS Sanlam European Equity Fund	JC Investments Fund
SVS Sanlam Fixed Interest Fund	Kanthaka Fund
SVS Sanlam North American Equity Fund	Moorgate Funds ICVC
The Acorn Trust	New Square Investment Funds
The Alkerton Trust	Pendennis Fund ICVC
The Barro II Trust	Pharaoh Fund
The Capital Balanced Fund	Pityoulish Investments Fund
The Dream Trust	Quercus Fund
The Enterprise Trust	Sardasca Fund
The Global Opportunities Fund	Sherwood Fund
The Ilex Fund	Smithfield Funds
The Jetwave Trust	Starhunter Investments Fund
The Lancaster Trust	Stratford Place Fund
The Millennium Fund	Sussex Fund
The Plain Andrews Unit Trust	SVS AllianceBernstein UK OEIC
The Securities Fund	SVS Aubrey Capital Management Investment Funds
Worldwide Growth Trust	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 Auk Fund The Aurinko Fund The Blu-Frog Investment Fund 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
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## **Appendix 5: 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

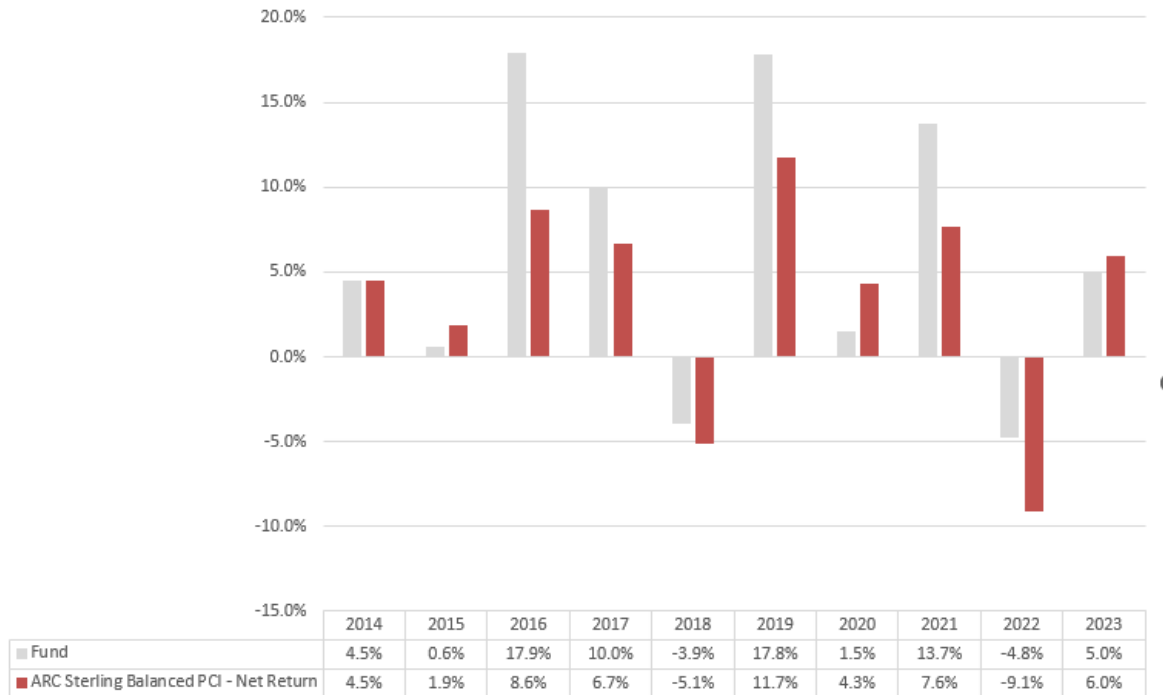
Linda Robinson, Independent Non-Executive Director

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 6: Historical Performance

The annual performance of the Scheme is set out below:



Source: Fund: FE fundinfo 2024  
Benchmark: Morningstar

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

Past performance is not a reliable indicator of future performance. The price of shares and the income from them can fall as well as rise and, if investors buy shares, they may not get back the amount they originally invested when they sell them. In addition, smaller companies can be subject to certain specific risks not associated with larger, more mature companies.

## Appendix 7: Directory

### The Company and Head Office

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

### ACD, Administrator and Registrar

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

Correspondence Address:  
Tutman Fund Solutions Limited  
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](mailto:TADealing@tutman.co.uk)

### Depository

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

Place of Business:  
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Edinburgh  
EH12 1HQ

**Investment Adviser**  
TrinityBridge Limited  
Wigmore Yard  
42 Wigmore Street  
London  
W1U 2RY

**Auditors**  
Johnston Carmichael LLP



Bishop's Court  
29 Albyn Place  
Aberdeen  
AB10 1YL  
**Supervisory Authority**  
The Financial Conduct Authority (FCA)  
12 Endeavour Square  
London  
E20 1JN