

THE WESTHILL INVESTMENT FUND
AN UMBRELLA-TYPE OPEN-ENDED INVESTMENT COMPANY

PROSPECTUS

A Non-UCITS Retail Scheme with FCA Product Reference Number: 607916

**Prepared in accordance with the Collective Investment Schemes Sourcebook
valid as at and dated 15 November 2025**

Tutman Fund Solutions Limited
Authorised and Regulated by the Financial Conduct Authority

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PROSPECTUS
OF
THE WESTHILL INVESTMENT FUND

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

The Prospectus is dated and is valid as at 15 November 2025.

Copies of this Prospectus have been sent to the FCA and the Depositary.

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

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 Sub-fund. Investors should only consider investing in the Sub-fund if they understand the risks involved including the risk of losing all capital invested.

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 The Company is not bound by any out of date prospectus when it has issued a new prospectus and potential investors should check that they have the most recently published prospectus.

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

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

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

1. Definitions

Accumulation Shares means shares (of whatever class) in a Sub-Fund as may be in issue from time to time in respect of which income allocated thereto is credited periodically to capital pursuant to the FCA Regulations, net of any tax deducted or accounted for by the Company.

ACD means Tutman Fund Solutions Limited, or any successor Authorised Corporate Director of the Company.

Act means the Financial Services and Markets Act 2000 as amended.

AIF means alternative investment fund.

AIFM means alternative investment fund manager.

AIFMD means the Alternative Investment Fund Managers Directive, 2011/61/EU.

AIFMD Level 2 Regulation means Commission Delegated Regulation (EU) No 231/2013 of 19 December 2012 supplementing the AIFMD, or the statutory equivalent thereof which forms part of UK law by virtue of the EUWA, as applicable.

AIFM Rules means the AIFMD, AIFMD Level 2 Regulation, and the United Kingdom implementing legislation, including the section of the FCA Handbook that deals with investment funds.

Approved Bank has the meaning defined in the FCA Rules, broadly an approved bank is the Bank of England or other OECD member state central bank, a bank with Part IV authorisation to accept deposits, a building society, or a bank supervised by the central bank or regulator in a member state of the OECD.

Approved Derivative means an approved derivative which is traded or dealt on an eligible derivatives market and any transaction in such a derivative must be effected on or under the rules of the market.

Business Day means a day (not being Saturday or Sunday) on which banks are open for business in London.

Client Money means any money that a firm receives from or holds for, or on behalf of, a shareholder in the course of, or in connection with, its business unless otherwise specified.

Company means The Westhill Investment Fund, a UK authorised Investment Company with variable capital.

Dealing Day means the 14th day and the last Business Day of the month except where the 14th is not a Business Day when it shall be the next Business Day thereafter.

Depository means NatWest Trustee & Depository Services Limited, the depository of the Company.

Efficient Portfolio Management means techniques and instruments which relate to transferable securities and approved money-market instruments and which fulfil the following criteria:

- (a) they are economically appropriate in that they are realised in a cost-effective way;
- (b) they are entered into for one or more of the following specific aims:
 - (i) reduction of risk;
 - (ii) reduction of cost;
 - (iii) generation 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 Regulations.

EEA State a member state of the European Union or any other state which is within the European Economic Area.

EMT means European MiFID Template.

EUWA the European Union Withdrawal Act 2018.

FCA means the Financial Conduct Authority or such successor regulatory authority as may be appointed from time to time.

FCA Regulations means the rules contained in the Collective Investment Schemes Sourcebook (COLL), or (once it is implemented) the Investment Funds Sourcebook (or FUND), as part of the FCA Rules as amended.

FCA Rules means the FCA handbook of rules made under the Act as.

ICVC means Investment Company with variable capital.

Income Shares means shares in a Sub-Fund as may be in issue from time to time in respect of which income allocated thereto is distributed periodically to the holders thereof pursuant to the FCA Rules net of any tax deducted or accounted for by the Company.

Instrument means the instrument of incorporation of the Company as amended.

Investment Manager(s) means W1M Investment Management Limited, Rathbones Investment Management Limited and/or Thesis Asset Management Limited, or such successor Investment Manager(s) as may be appointed from time to time, as the context requires and the singular includes the plural and vice versa as applicable.

MiFID II mean Markets in Financial Instruments Directive, effective from 3 January 2018, or the statutory equivalent thereof, which forms part of UK law by virtue of the EUWA, as applicable.

Net Asset Value or **NAV** means the value of the Scheme Property less the liabilities of the Company as calculated in accordance with the Company's Instrument.

OEIC Regulations means the Open-Ended Investment Companies Regulations 2001 as amended.

OTC derivative means over-the-counter derivative.

Prime Broker means a credit institution, regulated investment firm or another entity subject to prudential regulation and ongoing supervision, offering services to professional clients primarily to finance or execute transactions in financial instruments as counterparty and which may also provide other services, such as clearing and settlement of trades, custodial services, stock lending, customised technology and operational support facilities. The Company does not currently require the services of a Prime Broker.

Scheme Property means the property of the Company including property of the Sub-Fund(s) to be given to the Depositary for safe-keeping, as required by the FCA Regulations.

Share Class means a particular class of shares in the Company as described in Section 4.

Shareholder means a holder of shares in the Company or its Sub-Fund(s).

Standing Independent Valuer means a person appointed by the ACD, with the approval of the Depositary in accordance with COLL 5.6.20R to value any immovable property in the Scheme Property.

Sub-Fund means a sub-fund of the Company and as is more particularly detailed in Appendix 1.

UCITS Directive means the EC Directive on Undertakings for Collective Investment in Transferable Securities, or the statutory equivalent thereof which forms part of UK law by virtue of the EUWA, as applicable.

Valuation Point the point on a Dealing Day whether on a periodic basis or for a particular valuation, at which the ACD carries out a valuation of the Scheme Property for the Company for the purpose of determining the price at which shares of a class may be issued, cancelled or redeemed. The current Valuation Point is 12 noon on each Dealing Day, with the exception of any bank holiday in England and Wales or the last business day prior to those days annually, where the valuation may be carried out at a time agreed in advance between the ACD and the Depositary.

VAT means value added tax.

Any reference in this Prospectus to any statute, statutory provision or regulation shall be construed as including a reference to any modification, amendment, extension, replacement or re-enactment thereof for the time being in force.

2. The Company

- 2.1 The Westhill Investment Fund is an umbrella investment company with variable capital, incorporated in England and Wales, whose effective date of authorisation by the FCA was 27 February 2014. Its registration number is IC000990.
- 2.2 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 Sub-fund as an investment.
- 2.3 The Head Office of the Company is at Exchange Building, St John's Street, Chichester, West Sussex, PO19 1UP and is also the address of the place in the United Kingdom for service on the Company of notices or other documents required or authorised to be served on it.
- 2.4 The base currency of the Company is Pounds Sterling or such other currency or currencies as may be the lawful currency of the United Kingdom from time to time. The value of the Scheme Property attributable to prices of shares of and payments made in respect of each Sub-Fund shall be calculated or made in the base currency of the Company.
- 2.5 The maximum share capital of the Company is currently £10,000,000,000 and the minimum is £100. Shares in the Company have no par value and therefore the share capital of the Company at all times equals the Company's current Net Asset Value.
- 2.6 Shareholders in the Company are not liable for the debts of the Company.
- 2.7 The Company has been established as a "Non-UCITS retail scheme" and is an AIF for the purposes of AIFMD.
- 2.8 Information on the typical investor profile for the Sub-fund is set out in Appendix 8

3. Company Structure

- 3.1 As explained above the Company is an umbrella scheme and is a Non-UCITS retail scheme.
- 3.2 The Company is structured as an umbrella in that Shares representing interests in different Sub-Fund(s) may be issued from time to time by the Depositary as instructed by the ACD.
- 3.3 Investment of the assets of the Sub-Fund(s) must comply with the COLL Sourcebook and the investment objective and policy of the particular Sub-Fund. Details of the Sub-Fund(s), including each Sub-Fund's investment objective and policy, are set out in Appendix 1.
- 3.4 The Sub-fund contains segregated portfolios of assets and, accordingly, the assets of a Sub-Fund belong exclusively to that Sub-Fund and shall not be used to discharge directly or indirectly the liabilities of, or claims against, any other person or body, including the Company, or any other Sub-Fund, and shall not be available for any such purpose.
- 3.5 The eligible securities markets and eligible derivatives markets on which the Sub-Fund(s) may invest are set out in Appendix 5. A detailed statement of the general

investment and borrowing restrictions in respect of the Sub-Fund(s) is set out in Appendix 2.

3.6 Details of the Sub-Fund(s) including their investment objectives and policies are set out in Appendix 1.

4. Shares

4.1 The Share Classes presently available in the Sub-Fund(s) are set out in Appendix 1. Further Share Classes may be made available in due course, as the ACD may decide.

4.2 The minimum initial investment, subsequent investment and holding requirements for each Share Class are set out in Appendix 1. These limits may be waived at the discretion of the ACD.

4.3 All shares issued by the Sub-Fund(s) at present will be either Income Shares or Accumulation Shares.

5. Management and Administration

5.1 Authorised Corporate Director

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

5.1.2 Registered Office and Head Office:

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

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

5.1.3 The main business activities of the ACD are (i) acting as an authorised corporate director; (ii) acting as an authorised fund manager; and (iii) fund administration.

5.1.4 The ACD is responsible for managing and administering the Company's affairs in compliance with the FCA Regulations.

5.1.5 As at the date of this Prospectus, the ACD acts as authorised fund manager or authorised corporate director of the FCA-authorized funds set out in Appendix 9.

5.1.6 In accordance with the FCA Regulations, the ACD has delegated the provision of investment management services to W1M Investment Management Limited, Rathbones Investment Management Limited and Thesis Asset Management Limited as set out below.

5.1.7 The directors of the ACD are listed in Appendix 7.

5.2 Terms of Appointment

- 5.2.1 The ACD was appointed by an agreement between the Company and the ACD (the **ACD Agreement**). The ACD Agreement provides that the appointment of the ACD is for an initial period of two years and thereafter may be terminated upon six months' written notice by either the ACD or the Company, although in certain circumstances, as set out in the ACD Agreement, it may be terminated forthwith by notice in writing by the ACD to the Company or the Depositary, or by the Depositary or the Company to the ACD. Termination cannot take effect until the FCA has approved the appointment of another authorised corporate director in place of the retiring ACD.
- 5.2.2 The ACD is entitled to its pro rata fees and expenses to the date of termination and any additional expenses necessarily realised in settling or realising any outstanding obligations. No compensation for loss of office is provided for in the ACD Agreement. To the extent allowed by the FCA Regulations the ACD Agreement provides indemnities to the ACD other than for matters arising by reason of its negligence, default, breach of duty or breach of trust in the performance of its duties and obligations.
- 5.2.3 Upon termination of the ACD Agreement and the appointment of another ACD (the New ACD), the ACD may transfer any sums being held as client money to the New ACD, who will continue to hold the money in accordance with FCA client money rules.
- 5.2.4 The Shareholder will be given the opportunity, upon request, to have the proceeds returned by submitting a written request to the Transfer Agency team at 177 Bothwell Street, Glasgow, G2 7ER.
- 5.2.5 The ACD is under no obligation to account to the Depositary, the Sub-Fund(s), the Company or the Shareholders for any profit it makes on the issue or re-issue of shares or cancellation of shares which it has redeemed. The fees to which the ACD is entitled are set out in Sections 33 and 34. Copies of the ACD Agreement are available to Shareholders upon request.
- 5.2.6 The ACD holds professional indemnity insurance to cover its professional liability risks (as set out in Article 12 of the AIFMD Level 2 Regulation), has appropriate professional indemnity insurance in place and maintains an amount of own funds sufficient to meet the PII Requirements in accordance with Article 15 of the AIFMD Level 2 Regulation (professional indemnity insurance). The ACD has internal operational risk policies in place to identify, measure, manage and monitor appropriately operational risks including professional liability risks to which the ACD is or could be reasonably exposed in accordance with the requirements of Article 13 of the AIFMD Level 2 Regulation. The operational risk management activities are performed independently by the Risk Oversight function.

6. The Depositary

6.1 General

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

6.2.1 The Depositary is incorporated in England as a private limited company. Its registered office is at 250 Bishopsgate, London EC2M 4AA, which is also its head office. The ultimate holding company of the Depositary is NatWest Group plc, which

is incorporated in Scotland. The principal business activity of the Depositary is the provision of trustee and depositary services.

6.3 Duties of the Depositary

6.3.1 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.

6.4 Conflicts of interest

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

6.4.2 It is possible that the Depositary and/or its delegates and sub-delegates may in the course of its or their business be involved in other financial and professional activities which may on occasion have potential conflicts of interest with the Non-UCITS 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.

6.4.3 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.

6.5 Delegation of Safekeeping Functions

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

6.5.2 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”).

6.6 Terms of Appointment

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

6.6.2 To the extent allowed by the OEIC Regulations and the FCA Regulations, the Depositary Agreement contains indemnities in favour of the Depositary against (except in the case of any matter arising as a result of its fraud, negligence, default or bad faith) any liability incurred by the Depositary as a consequence of its safekeeping of any of the Scheme Property or incurred by it as a consequence of the safe-keeping of any of the Scheme Property by anyone retained by it to assist it to perform its function of the safe-keeping of the Scheme Property and also (in certain circumstances) exempts the Depositary from liability.

6.6.3 The fees to which the Depositary is entitled are set out in Section 36.

7. The Investment Manager

7.1 The ACD has appointed W1M Investment Management Limited (“**Waverton**”), Rathbones Investment Management Limited (“**Rathbones**”) and Thesis Asset Management Limited (“**Thesis**”) to provide discretionary investment management and related advisory services to the ACD, pursuant to an investment management agreement between the ACD and Waverton, an investment management agreement between the ACD and Rathbones and an investment management agreement between the ACD and Thesis (collectively the **Investment Management Agreements**, each an **Investment Management Agreement**).

7.2 The Investment Managers have the authority to make investment decisions on behalf of the Company, the Sub-Fund(s) and the ACD.

7.3 The Investment Management Agreement relating to Thesis may be terminated on three months' written notice by either the ACD or Thesis. The Investment Management Agreements relating to Rathbones and Waverton may each be terminated on one month's written notice by either the ACD or the relevant Investment Manager in respect of the relevant Investment Management Agreement. Notwithstanding this, the ACD may terminate any of the Investment Management Agreements with immediate effect if it is in the interests of the Shareholders.

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

7.5 The principal business activity of the Investment Managers is the provision of discretionary investment management services.

7.6 The Investment Managers are entitled to be paid their fees and expenses out of the Scheme Property as set out in Section 35.

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

7.8 Waverton and Rathbones are not part of the same corporate group as the ACD. Thesis is part of the same corporate group as the ACD.

8. The Auditors

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

9. The Administrator and Register of Shareholders

9.1 The ACD has not delegated the role of administrator for the Company.

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

10. The Standing Independent Valuer

- 10.1 Prior to any investment in immovable property a Standing Independent Valuer will be appointed in accordance with COLL 5.6.20R. The Standing Independent Valuer will be responsible for valuing the immovable property of each relevant Sub-Fund in accordance with the FCA Rules.
- 10.2 The ACD will enter into an agreement with the Standing Independent Valuer and such agreement will include provisions relating to the duration of appointment, notice periods required for termination and valuation fees. The Standing Independent Valuer will be independent of the ACD and Depositary. To the extent that a conflict of interest arises in respect of any transaction in immovable property carried out on behalf of the Company or any Sub-Fund, an appropriate alternative standing independent valuer in terms of the FCA Rules will be appointed.

11. Conflicts of Interest

- 11.1 The ACD, the Depositary and the Investment Managers are or may be involved in other financial, investment and professional activities which may, on occasion, cause conflicts of interest with the management of the Company or Sub-Fund(s). In addition, the Company may enter into transactions at arm's length with companies in the same group as the ACD or the Investment Managers. Copies of the ACD's and the Investment Managers' conflicts of interest policies are available from the ACD on request.
- 11.2 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.
- 11.3 The Depositary may, from time to time, act as depositary of other companies or funds.
- 11.4 The Custodian may, from time to time, act as custodian and hold assets of other funds and investors.
- 11.5 Each of the parties will, to the extent of their ability and in compliance with the FCA Regulations, ensure that the performance of their respective duties will not be impaired by any such involvement.
- 11.6 To ensure the fair treatment of shareholders is central to all the activities of the ACD, the ACD has implemented a Treating Customers Fairly policy, against which all its policies and procedures and those of its delegates are measured and must conform. This ensures that conflicts of interest are appropriately managed in a way that is fair to investors as outlined in this section, that expenses are proportionate and allocated fairly (see Fees and Expenses), that investors can redeem their holdings (see Buying and Selling Units) and that if investors are dissatisfied with their treatment their complaints are assessed by an independent and impartial investigator (see Complaints).

12. Client Money

- 12.1 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.
- 12.2 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.
- 12.3 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.
- 12.4 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.
- 12.5 The ACD is covered by the Financial Services Compensation Scheme (FSCS). The FSCS may pay compensation if the ACD is unable to meet its financial obligations. For further information about the compensation provided by the FSCS (including the amounts covered and eligibility to claim) refer to the FSCS website www.FSCS.org.uk or call the FSCS on 020 7741 4100 or 0800 678 1100.

13. Buying, Selling and Switching 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, redemption and switching 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.

14. Buying Shares

14.1 Procedure

- 14.1.1 Shares in a Sub-Fund can be purchased by sending a completed application form to the ACD, 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 are available from the ACD. The ACD will accept written instructions accompanied by a cheque or on receipt of a payment by telegraphic transfer on subsequent transactions which can be carried out by writing to the ACD's Transfer Agency at the address set out in Appendix 6. The ACD will also accept telephone purchases from FCA regulated entities for subsequent investments, which may purchase shares by telephoning 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. The ACD will accept applications to purchase shares by electronic communication. Subsequent transactions will be processed as at the next Dealing Day. 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.

- 14.1.2 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.
- 14.1.3 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 fourth Business Day following the Valuation Point.
- 14.1.4 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.
- 14.1.5 Any subscription monies remaining after a whole number of shares has been issued will not be returned to the applicant. Instead, smaller denomination shares will be issued in such circumstances.
- 14.1.6 No interest payment will be made on client money held by the ACD, prior to investment in a Sub-Fund. Client money will be held in a designated client money account with NatWest Group plc.
- 14.1.7 Shareholders have the right to cancel their transactions within 14 calendar days of receipt of their contract note. If a Shareholder cancels their contract, they will receive a refund of the amount that they invested including the initial charge either in full or less a deduction to reflect any fall in share price since the date of investment. This may result in a loss on the part of Shareholders. If Shareholders wish to exercise their right to cancel they should write to the Transfer Agency at 177 Bothwell Street, Glasgow, G2 7ER. Shareholders will not be able to exercise their cancellation rights after 14 calendar days of receipt of their contract note. Shareholders should note that in certain circumstances, there may be a delay in returning their investment.

14.2 Documentation the purchaser will receive

- 14.2.1 A contract note giving details of the shares purchased and the price used will be issued to the Shareholder (the first named, in the case of joint holders) by the end of the next Business Day following the Valuation Point by reference to which the purchase price is determined, together with a notice of the applicant's right to cancel.
- 14.2.2 Share certificates will not be issued in respect of shares in any Sub-Fund. 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.

14.3 Minimum subscriptions and holdings

- 14.3.1 The minimum initial and subsequent subscription levels, and minimum holdings, for the Sub-Fund(s), are set out in Appendix 1. The ACD may at its discretion accept subscriptions lower than the minimum amount.
- 14.3.2 If a holding is below the minimum holding required by the relevant Sub-Fund the ACD has discretion to require redemption of the entire holding in that Sub-Fund.

14.4 In Specie Issue

If a Shareholder requests, the ACD may, at its discretion and subject to the approval of the Investment Manager and the Depositary, arrange for a Sub-Fund to accept securities in settlement of a purchase of shares in that Sub-Fund. In particular the ACD and Depositary will only do so where satisfied that the acceptance of the assets concerned would not be likely to result in any material prejudice to the interests of Shareholders.

15. Selling Shares

15.1 Procedure

- 15.1.1 Every Shareholder in a particular Sub-Fund has the right to require that Sub-Fund to redeem his shares on any Dealing Day unless the value of shares which a Shareholder wishes to redeem will mean that the Shareholder will hold shares with a value less than the required minimum holding of the relevant Sub-Fund, in which case the Shareholder may be required to redeem his entire holding.
- 15.1.2 Notwithstanding paragraph 15.1.1, if the ACD gives shareholders 60 days' notice of the fact that the Company is to invest in immovable property, and the Company subsequently invests substantially in immovable property, the ACD reserves the right to limit the redemption of any shares in circumstances where liquidity within the Company is deemed to be detrimental to the Company's performance. Where such limited redemption arrangements apply, the ACD must nevertheless ensure that redemptions of shares occur at least once in every six months.
- 15.1.3 Requests to redeem shares may be made in writing to the ACD's Transfer Agency team at the address set out in Appendix 6. The ACD may also, at its discretion and by prior agreement accept instructions to redeem shares from FCA regulated entities to the ACD by telephone on 0141 483 9700 or by fax. 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 will accept authority to effect transfer of title to shares by means of electronic communication.

15.2 Documents the seller will receive

A contract note giving details of the number and price of shares sold will be sent to the selling Shareholder (the first named, in the case of joint Shareholders) or their duly authorised agents together (if sufficient written instructions have not already been given) with a form of renunciation for completion and execution by the Shareholder (and, in the case of a joint holding, by all the joint holders) not later than the end of the next Business Day following the Valuation Point by reference to which the redemption price is determined. Except where limited

redemption arrangements have been put in place (as detailed in paragraph 15.1.2), a BACS or telegraphic transfer will be made in satisfaction of the redemption monies within four Business Days of the later of:

- 15.2.1 receipt by the ACD of the form of renunciation (or other sufficient written instructions) duly signed by all the relevant Shareholders and completed as to the appropriate number of shares, together with any other appropriate evidence of title; or
- 15.2.2 The Valuation Point following receipt by the ACD of the request to redeem.

15.3 Minimum Redemption

Part of a Shareholder's holding in a Sub-Fund may be sold but the ACD reserves the right to refuse a redemption request if the value of the shares to be redeemed is less than the relevant minimum redemption amount set out in Appendix 1 or would result in a Shareholder holding less than the minimum holding required by the relevant Sub-Fund, as detailed in Appendix 1. In the latter case the Shareholder may be asked to redeem their entire shareholding.

15.4 In Specie Redemption

- 15.4.1 If a Shareholder requests the redemption of shares in any Sub-Fund, the ACD may, if it considers the deal substantial in relation to the total size of the Sub-Fund, arrange for the Sub-Fund to cancel the shares and transfer Scheme Property to the Shareholder instead of paying the price of the shares in cash. A deal involving shares representing 5% or more in value of the Sub-Fund will normally be considered substantial, although the ACD may in its discretion agree an in-specie redemption with a Shareholder whose shares represent less than 5% in value of the Sub-Fund concerned.
- 15.4.2 Before the proceeds of cancellation of the shares become payable, the ACD will give written notice to the Shareholder that Scheme Property will be transferred to that Shareholder.
- 15.4.3 The ACD will select the property to be transferred (or sold) in consultation with the Depositary and the Investment Manager. They must ensure that the selection is made with a view to achieving no greater advantage or disadvantage to the redeeming Shareholder than to continuing Shareholders, and any such redemption as set out above, shall be subject to a retention by the Sub-Fund from that property (or proceeds) the value (or amount) of any stamp duty reserve tax to be paid on the cancellation of shares.

15.5 Direct Issue or Cancellation of shares by an ICVC through the ACD

The ACD may require, on agreement with the Depositary, or may permit, on the request of a Shareholder, direct issues and cancellations of shares by the Company.

15.6 Initial offer

There will be no initial offer period for the Sub-Fund currently detailed in Appendix 1. The initial price of a share is £1. Shares will not be sold or issued in any other currency. The ACD may arrange for there to be an initial offer period in respect of any newly established Sub-Fund, commencing on the date of the launch of the relevant Sub-Fund. During such a period, the price at which shares in that Sub-

Fund can be bought will be fixed by the ACD and notified to the Depositary at or before the start of that period. Please note that if in the reasonable opinion of the ACD, the operation of the Company or any Sub-Fund is not viable at any time, the ACD may, subject to compliance with the FCA Regulations and subject to the agreement of the Depositary, terminate a Sub-Fund, wind up the Company or consider any other alternative as may be appropriate in the circumstances.

16. Switching

- 16.1 Where a Shareholder wishes to change their holding of Shares from one Share Class to another, or from one Sub-Fund to another, the ACD will normally effect this by way of a Share Class Conversion in accordance with Section 17. A holder of shares may at any time switch all or some of his shares (**Old Shares**) for shares of another Share Class or Sub-Fund (**New Shares**). Switching of Shares is dealt with in accordance with this Section 16.
- 16.2 Upon a switch the Old Shares will be repurchased and New Shares will be issued to the same Shareholder. 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.
- 16.3 Switching may be effected by writing to the ACD and the shareholder may be required to complete a switching form (which, in the case of joint shareholders must be signed by all the joint holders). The ACD may, at its sole discretion and by prior agreement, accept switching instructions by telephone from FCA regulated entities only. 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.
- 16.4 The ACD may at its discretion charge a fee on the switching of shares between classes or Sub-fund. These fees are set out in Section 18.3.
- 16.5 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 required in respect of the Sub-Fund concerned, 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 Section 22 below). The general provisions on selling shares shall apply equally to a switch.
- 16.6 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.
- 16.7 Please note that in accordance with UK tax law a switch of Shares in one Sub-Fund for Shares in another Sub-Fund is treated as a redemption of the Old Shares and a purchase of New Shares which will, for persons subject to UK tax law, be a realisation of the Old Shares for the purposes of capital gains tax, which may give rise to a liability to tax depending on the Shareholder's circumstances.

16.8 A Shareholder who switches shares in one Share Class or Sub-Fund for shares in any other Share Class or Sub-Fund will not be given a right by law to withdraw from or cancel the transaction.

17. Share Class Conversions

17.1 If applicable, a holder of shares in a Share Class of a Sub-Fund (**Old Class Shares**) may exchange all or some of his shares for shares of a different Share Class within the same Sub-Fund (**New Class Shares**). An exchange of Old Class Shares for New Class Shares will be processed as a conversion (**Share Class Conversion**). Share Conversion will be the default route adopted by the ACD on a change of Share Class request from a Shareholder unless agreed otherwise with a Shareholder.

17.2 Unlike a switch (as set out at Section 16 above), a conversion of Old Class Shares into New Class Shares will not involve a redemption and issue of shares. This transaction will not be included in the calculations for Stamp Duty Reserve Tax (see "Taxation" for further details), and for the purposes of Income Equalisation the New Class Shares will receive the same treatment as the Old Class Shares.

17.3 The number of New Class Shares issued will be determined by a conversion factor calculated by reference to the respective prices of New Shares and Old Shares at the Valuation Point applicable at the time the Old Class Shares are converted to New Class Shares.

17.4 Share Class Conversions may be effected either by telephone on 0141 483 9700 or in writing to the Transfer Agency Team (which, in the case of joint Shareholders must be signed by all the joint holders). A converting Shareholder must be eligible to hold the shares into which the conversion is to be made. It is the ACD's intention that Share Class Conversions will be processed at the next valuation time following receipt of the instruction, however the ACD reserves the right to defer a Share Class Conversion until no later than after the next Annual Accounting Date if it is in the interests of other Shareholders.

17.5 If the Share Class Conversion would result in the Shareholder holding a number of Old Class Shares or New Class Shares of a value which is, in either case, less than the minimum holding in the Share Class concerned, the ACD may, if it thinks fit, convert the whole of the applicant's holding of Old Class Shares to New Class Shares or refuse to affect any conversion of the Old Class Shares.

17.6 Please note that, under current tax law, a conversion of shares between different Share Classes within the same Sub-Fund will not normally be deemed to be a realisation for the purposes of capital gains taxation.

17.7 A Shareholder who converts their shares in one share class to shares in a different Share Class will not be given a right by law to withdraw from or cancel the transaction.

18. Dealing Charges

18.1 Preliminary Charge

The ACD may impose a charge on the sale of shares to investors which is based on the amount invested by the prospective investor (though this may be waived wholly or partially at the ACD's discretion). The preliminary charge is payable to the ACD.

Full details of the current preliminary charges for each Share Class are set out in Appendix 1.

18.2 Redemption Charge

- 18.2.1 The ACD may make a charge on the redemption of shares in a Sub-Fund (though this may be waived wholly or partially at the ACD's discretion). At present no redemption charge is levied.
- 18.2.2 In the event of a change to the rate or method of calculation of the redemption charge, details of the previous rate or method of calculation will be available from the ACD.

ACD may not introduce a redemption charge on shares unless, not less than 60 days before the introduction, it has given notice in writing to the then current Shareholders at their registered address of that introduction and has revised and made available the Prospectus to reflect the introduction and the date of its commencement. If charged, the redemption charge will be deducted from the price of Shares being redeemed and will be paid by the relevant Sub-Fund to the ACD.

18.3 Switching Fee

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

19. Dilution Levy

- 19.1 The basis on which the Sub-fund investments are valued for the purpose of calculating the issue and redemption price of shares as stipulated in the FCA Regulations and the Company's Instrument is summarised in Section 25. The actual cost of purchasing or selling investments may be higher or lower than the mid-market value used in calculating the share price - for example, due to dealing charges, or through dealing at prices other than the mid-market price. Under certain circumstances (for example, large volumes of deals) this may have an adverse effect on the Shareholders' interest. In order to prevent this effect, called "dilution", the ACD has the power to charge a "dilution levy" on the sale and/or redemption of shares but does not at present intend to do so. If a dilution levy is not charged on the sale and/or redemption of shares, the cost of purchasing or selling investments for the Sub-Fund subsequent to Shareholder dealing will be borne by the Sub-Fund with a consequent effect on future growth. If the ACD charges a dilution levy, it will be calculated by reference to the costs of dealing in the underlying investments of the Sub-Fund, including any dealing spreads, commission and transfer taxes. If charged, the dilution levy will be paid into the relevant Sub-Fund(s) and will become part of its/their property.
- 19.2 The need to charge a dilution levy will depend on the volume of sales or redemptions. The ACD may charge a discretionary dilution levy on the sale and redemption of shares if, in its opinion, the existing Shareholders (for sales) or remaining Shareholders (for redemptions) might otherwise be adversely affected, and if charging a dilution levy is, so far as practicable, fair to all Shareholders and

potential Shareholders. In particular, the dilution levy may be charged in the following circumstances:

- (a) where over a dealing period the Sub-Fund has experienced a large level of net sales or redemptions relative to its size;
- (b) on "large deals". For these purposes, a large deal means a deal worth 5% or more of the size of the Sub-Fund; and
- (c) where the ACD considers it necessary to protect the interests of the Shareholders of the Sub-Fund.

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 0.05% on sales (creation) and 0.05% on redemptions (liquidation). If a dilution levy is not charged then this may restrict the future growth of the Sub-Fund.

- 19.3 The ACD may alter its dilution policy in accordance with the FCA Regulations either by Shareholder consent pursuant to the passing of a resolution to that effect at a properly convened meeting of Shareholders and by amending this Prospectus or by giving Shareholders notice and amending the Prospectus 60 days before the change to the dilution policy is to take effect.

20. Money Laundering

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

21. Restrictions and Compulsory Transfer and Redemption

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

21.1 Foreign Account Tax Compliant Act (FATCA)

The Westhill Fund has been registered as a Registered Deemed Compliant Financial Institution with the Inland Revenue Service of the United States of America as required under the Foreign Account Tax Compliant Act (FATCA) of the United States of America and the Intergovernmental Agreement signed between the governments of the United Kingdom and the United States of America. The Westhill Fund will comply with all the requirements of FATCA including the reporting requirements relating to US account holders. Institutional shareholders may be required to provide a Global Intermediary Identification Number (GIIN). The ACD reserves the

right to invoke the provisions in section 21 Restrictions and Compulsory Transfer and Redemption where it has not received information requested from a shareholder within a reasonable period of time or it otherwise has reasonable cause to believe that continued investment by the shareholder would breach the requirements of FATCA.

The Global Intermediary Identification Number for the Company is available on request.

22. Suspension of Dealings in the Company

- 22.1 The ACD may, with the prior agreement of the Depositary, or must if the Depositary so requires, temporarily suspend the issue, cancellation, sale and redemption of shares in any or all of the Sub-Fund(s), if the ACD or the Depositary is of the opinion that due to exceptional circumstances it is in the interests of all the Shareholders in the relevant Sub-Fund(s) to do so. The suspension will only be permitted to continue for as long as it is justified having regard to the interests of the Shareholders. On suspension, the ACD (or the Depositary if it has required the ACD to suspend dealings in Shares) must immediately notify the FCA giving reasons for the action. The ACD and the Depositary must formally review the suspension at least every 28 days and inform the FCA of the result of this review with a view to ending the suspension as soon as practicable after the exceptional circumstances have ceased.
- 22.2 The ACD will notify all Shareholders of the suspension in writing as soon as practicable and will publish details to keep Shareholders appropriately informed about the suspension, including its likely duration.
- 22.3 Re-calculation of the share price for the purpose of sales and purchases will commence on the next relevant Valuation Point following the ending of the suspension.

23. Governing Law

All deals in shares are governed by the laws of England and Wales.

24. Valuation of the Company

- 24.1 The price of a share in the Sub-Fund(s) is calculated by reference to the Net Asset Value of the Sub-Fund(s). There is only a single price for any share as determined from time to time by reference to a particular Valuation Point. The Net Asset Value per share of the Sub-Fund(s) is currently calculated on each Dealing Day at 12.00 noon.
- 24.2 The ACD may at any time during a Business Day carry out an additional valuation if the ACD considers it desirable to do so.
- 24.3 The ACD maintains a Fair Value Pricing policy with an audit review carried out annually. The policy is detailed fully in the Fair Value Policy document.
- 24.4 The ACD's Transfer Agency Team may request a change to the pricing methodology in certain circumstances. The policy is detailed in the Pricing Policy document.

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

25. Calculation of the Net Asset Value

25.1 The value of the Scheme Property of the Company or a Sub-Fund (as the case may be) shall be the value of its assets less the value of its liabilities determined in accordance with the following provisions.

25.2 All the Scheme Property (including receivables) is to be included, subject to the following provisions:

25.2.1 Property which is not cash (or other assets dealt with in Section 25.2.2 below) shall be valued as follows and the prices used shall (subject as follows) be the most recent prices which it is practicable to obtain:

(a) units or shares in a collective investment scheme:

- (i) if a single price for buying and selling units or shares is quoted, at that price; or
- (ii) if separate buying and selling prices are quoted, at the average of the two prices providing the buying price has been reduced by any initial charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto; or
- (iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no recent price exists, at a value which, in the opinion of the ACD, is fair and reasonable;

(b) immovable property:

- (i) by a standing independent valuer (as defined in the FCA Rules) appointed by the ACD with the approval of the Depositary, on the basis of an "market value" as defined in Practice Statement 3 in the Royal Institute of Chartered Surveyors' Appraisal and Valuation Manual (first edition published September 1995) as updated and amended from time to time;
- (ii) on the basis of a full valuation with physical inspection (including, where the immovable is or includes a building, internal inspection), at least once a year; and
- (iii) on the basis of the last full valuation, at least once a month;

(c) exchange-traded derivative contracts:

- (i) if a single price for buying and selling the exchange-traded derivative contract is quoted, at that price; or
- (ii) if separate buying and selling prices are quoted, at the average of the two prices;

- (d) over the counter derivative contracts shall be valued in accordance with the method of valuation as shall have been agreed between the ACD and the Depositary;
 - (e) any other investment:
 - (i) if a single price for buying and selling the security is quoted, at that price; or
 - (ii) if separate buying and selling prices are quoted, at the average of the two prices; or
 - (iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if the most recent price available does not reflect the ACD's best estimate of the value, at a value which, in the opinion of the ACD, is fair and reasonable; and
 - (f) property other than that described in Sections 25.2.1(e) and 25.2.1(f): at a value which, in the opinion of the ACD, represents fair and reasonable mid-market price.
- 25.2.2 Cash and amounts held in current, deposit and margin accounts and in other time-related deposits shall be valued at their nominal values.
- 25.2.3 In determining the value of the Scheme Property, all instructions given to issue or cancel shares shall be assumed (unless the contrary is shown) to have been carried out and any cash payment made or received, whether or not this is the case.
- 25.2.4 Subject to Sections 25.2.5 and 25.2.6 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the ACD, their omission will not materially affect the final net asset amount.
- 25.2.5 Futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options shall not be included under Section 25.2.4.
- 25.2.6 All agreements are to be included under Section 25.2.4 which are, or ought reasonably to have been, known to the person valuing the property assuming that all other persons in the ACD's employment take all reasonable steps to inform it immediately of the making of any agreement.
- 25.2.7 Deduct an estimated amount for anticipated tax liabilities (on unrealised capital gains where the liabilities have accrued and are payable out of the Scheme Property; on realised capital gains in respect of previously completed and current accounting periods; and on income where liabilities have accrued) at that point in time including (as applicable and without limitation) capital gains tax, income tax, corporation tax, value added tax, stamp duty and stamp duty reserve tax.
- 25.2.8 Deduct an estimated amount for any liabilities payable out of the Scheme Property and any tax thereon treating periodic items as accruing from day-to-day.

- 25.2.9 Deduct the principal amount of any outstanding borrowings whenever payable and any accrued but unpaid interest on borrowings.
- 25.2.10 Add an estimated amount for accrued claims for tax of whatever nature which may be recoverable.
- 25.2.11 Add any other credits or amounts due to be paid into the Scheme Property.
- 25.2.12 Add a sum representing any interest or any income accrued due or deemed to have accrued but not received and any stamp duty reserve tax provision anticipated to be received.
- 25.2.13 Currencies or values in currencies other than the base currency or (as the case may be) the designated currency of a Sub-Fund shall be converted at the relevant Valuation Point at a rate of exchange that is not likely to result in any material prejudice to the interests of Shareholders or potential Shareholders.

26. Price per Share in the Sub-Fund(s) and each Class

The price per Share at which shares are bought, redeemed or switched is the Net Asset Value per Share. Any initial charge or redemption charge, (or dilution levy or SDRT on a specific deal, if applicable) is payable in addition to the price or deducted from the proceeds and is taken from the gross subscription or redemption monies.

27. Pricing basis

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

28. Publication of Prices

Shareholders can obtain the price of their shares on www.trustnet.com, or by telephoning 0141 483 9701.

29. Mandatory Redemption of Shares

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

- 29.1 constitute a breach of the law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory; or
- 29.2 may (or may if other shares are acquired or held in like circumstances) result in the Company incurring any liability to taxation or suffering any other adverse consequence (including a requirement to register under any securities or investment or similar laws or governmental regulation of any country or territory) it may give notice to the holder of such shares requiring him or her to transfer them to a person who is qualified or entitled to own them, or to request the redemption of the shares by the Company or Sub-Fund. If the holder does not either transfer the shares to a qualified person or establish to the ACD's satisfaction that he or she and any person on whose behalf he or she holds the shares are qualified and entitled to hold and own them, he or she will be deemed on the expiry of a 30-day period to have requested their redemption.

30. Risk factors

30.1 Potential investors should consider the following risk factors before investing in the Sub-Fund(s). Shares in the Sub-Fund(s) should generally be regarded as a long-term investment.

30.2 The main risks associated with the investment activity of the Sub-Fund(s) are summarised below. Potential investors should consider the following risk factors before investing in the Sub-Fund(s). 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.

30.3 General Risks

30.3.1 There is no assurance that the investment objective of the Sub-Fund(s) will actually be achieved.

30.3.2 The price of shares of the Sub-Fund(s) 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 reliable indicator of future performance.

30.4 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.

30.5 Warrants Risk

Where investments are in warrants, the price per share of the Sub-Fund(s) may fluctuate more than if the Sub-Fund(s) was invested in the underlying securities because of the greater volatility of the warrant price.

30.6 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 may have a level of income which is 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.

30.7 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.

30.8 Collective Investment Schemes Risk

- 30.8.1 The Sub-Fund(s) 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 Sub-Fund(s). 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 Sub-Fund(s)'s valuation.
- 30.8.2 Unregulated collective investment schemes (in which a Sub-Fund may invest up to 20% of its property) may invest in highly illiquid securities that may be difficult to value. Moreover, many alternative investment strategies give themselves significant discretion in valuing securities. You should be aware that liquidity constraints and the extent to which a fund's securities are valued by independent sources are factors which could have an impact on the Sub-Fund's valuation.

30.9 Leveraged Companies Risk

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

30.10 Leverage Risk

Leverage is where a Sub-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 Sub-fund.

30.11 Gold and Natural Resources Risk

The price of gold/natural resources in which the Sub-Fund(s) invests may be subject to sudden, unexpected and substantial fluctuations that may lead to significant declines in the values of the shares concerned and hence the Net Asset Value of the Sub-Fund(s).

30.12 New Issue Risk

The Sub-Fund(s) may invest in initial public offerings, which frequently are smaller companies. Such securities have no trading history and information about these companies may only be available for limited periods. The prices of securities involved in initial public offerings may be subject to greater price volatility than more established securities.

30.13 Futures and Options Risk

The Sub-Fund(s) may use, under certain conditions, options and futures on indices and interest rates, for the purposes of Efficient Portfolio Management. The use of derivatives for Efficient Portfolio Management is not intended to increase the risk profile of the Sub-Fund(s). Also, the Sub-Fund(s) 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.

Under certain conditions, the investment policy of Sub-fund may be changed to permit the use of derivatives for investment purposes. The NAV of such Sub-fund could potentially be more volatile; however, it is the Investment Managers' intention that the Sub-Fund(s), owing to its portfolio composition or the portfolio management techniques used, will not have volatility over and above the general market volatility of the markets of their underlying investments.

30.14 Foreign Currency Risk

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

30.15 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 Sub-Fund(s) 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.

30.16 Emerging Countries and Developing Markets Risk

The Sub-Fund(s) 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 subject 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 Sub-Fund(s) and their share price.

30.17 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 Sub-Fund(s) 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 Sub-Fund(s) may also invest, directly and indirectly, in securities that are not listed or traded on any stock exchange. In such situations, the Sub-Fund(s) may not be able to sell such securities immediately. 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.

30.18 Investment Trust Risk

The share prices of investment trusts and closed-ended funds typically stand at a discount to their net asset value per share. Such discounts may persist for long periods and/or widen. The Company's share price, being calculated on the basis of the net asset value per share, will reflect the current market value of the shares of the investment trusts and closed-ended funds in which the Company invests. The shares of certain investment trusts and closed-ended funds in which the Company invests may be valued in a market at a premium to their own net asset value per share. In such cases the share price of such investment trusts and/or closed-ended funds may eventually decline to a discount of their net asset value per share. Investment trusts and closed-ended funds may borrow or otherwise leverage their exposure to their investments. Investments in such companies will tend to have more volatile results than investment in companies without gearing.

30.19 Risk to Capital

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

30.20 Liquidity Risk

In normal market conditions a Sub-Fund's assets comprise mainly realisable investments which can be readily sold. A Sub-Fund's main liability is the redemption of any shares that investors wish to sell. In general each Sub-Fund manages its investments, including cash, such that it can meet its liabilities. Investments held may need to be sold if insufficient cash is available to finance such redemptions. If the size of the disposals are sufficiently large, or the market is illiquid, then there is a risk that either the investments might not be sold or the price at which they

are sold may adversely affect the Net Asset Value of the Sub-Fund. If there were significant requests for redemption of shares in the Sub-Fund at a time when a large proportion of the Sub-Fund's assets was invested in illiquid investments, then the Sub-Fund's ability to fund those redemptions would be impaired and it might be necessary to suspend dealings in shares in the Sub-Fund.

30.21 Credit Risk

Investments may be adversely affected if any of the institutions with which money is deposited suffers insolvency or other financial difficulties (default). Credit risk also arises from the uncertainty about an issuer's ultimate repayment of principal and interest for bond or other debt instrument investments. The entire deposit or purchase price of the debt instrument is at risk of loss if there is no recovery after default. The risk of default is usually greatest with bonds and debt instruments that are classed as 'sub-investment' grade.

30.22 Settlement Risk

All security investments are transacted through brokers who have been approved by the Investment Manager as an acceptable counterparty. The list of approved brokers is reviewed regularly. There is a risk of loss if a counterparty fails to perform its financial or other obligations to the Sub-Fund, 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 Sub-Fund 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 Sub-Fund meets its settlement obligations but the counterparty fails before meeting its obligations.

30.23 Custody Risk

30.23.1 Assets of the Sub-Fund(s) 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 Sub-Fund(s) in the case of bankruptcy of the custodian. Securities of the Sub-Fund(s) will normally be identified in the custodian's books as belonging to the Sub-Fund(s) 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 Sub-Fund(s) 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.

30.23.2 The Sub-Fund(s) may invest in markets where custodial and/or settlement systems are not fully developed. The assets of the Sub-Fund(s) 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.

30.24 Tax Risk

Tax laws, currently in place, may change in the future which could affect the value of the Sub-Fund(s) and therefore the Shareholder's investments. Refer to the

Section headed 'Taxation' in the Prospectus for further details about the taxation of the Sub-Fund(s).

30.25 Inflation Risk

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

30.26 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.

30.27 Market Risk

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

30.28 Segregated Liability Risk

While the provisions of the OEIC Regulations provide for segregated liability between Sub-fund, the concept of segregated liability is relatively new. Accordingly, where claims are brought by local creditors in foreign courts or under foreign law contracts, it is not yet known how those foreign courts will react to regulations 11A and 11B of the OEIC Regulations.

30.29 Immovable Property Risk

30.29.1 A Sub-Fund may be permitted to invest in immovable property (real property). Immovable property is a relatively illiquid investment and there may therefore be difficulties in relation to the realisation of such immovable property when it is not readily saleable.

30.29.2 The valuation of immovable property is matter of judgement by the duly appointed independent valuer. Different independent valuers may differ in their opinion of the value of the immovable property comprising the Scheme Property.

30.29.3 All immovable property forming part of the Scheme Property will be fully insured against risks of physical loss or damage and other perils which the ACD considers appropriate. However, there is no guarantee that, in the event of a claim upon the insurance policy, insurance will be payable in any given circumstance. Where an insurance policy is not available, in whole or in part, to meet a liability pertaining to immovable property held within the Scheme Property of a given Sub-Fund, any outstanding liability will be absorbed by the Scheme Property of that Sub-Fund.

31. Risk Management

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

31.1.1 the quantitative limits applying in the risk management of the Sub-fund;

31.1.2 the methods used in relation to 31.1.1; and

31.1.3 any recent developments of the risk and yields of the main categories of investment in the Sub-fund.

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

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

31.2.1 Liquidity of underlying investments;

31.2.2 The size of the investment as a proportion of the Sub-fund and also relative to the market (e.g. proportion of the holding to the average trade size); and

31.2.3 The average holding period of Shareholders in the Sub-fund.

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

32. Liabilities of the Company

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

33. Fees and Expenses

General

33.1 The Company may pay out of the Scheme Property charges and expenses incurred by the Company and the Sub-Fund(s), which will include the following expenses:

33.1.1 the fees and expenses payable to the ACD, which shall include project fees (such as, launches of new sub-funds, launches of new share class(es), changes to the Investment Manager(s), new platform arrangements, schemes of arrangement, winding-up of Sub-fund(s), and changes which are categorised as notifiable, significant and/or fundamental) in relation to the Company or the Sub-fund(s);

33.1.2 the fees and expenses payable to the Depositary;

33.1.3 the fees and expenses payable to the Investment Managers;

33.1.4 the fees and expenses payable to any Standing Independent Valuer (where appointed);

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

- 33.1.6 fees and expenses in respect of establishing and maintaining the register of Shareholders and any sub-register of Shareholders;
- 33.1.7 any costs incurred in or about the listing of shares in the Sub-Fund(s) on any stock exchange, and the creation, conversion and cancellation of shares;
- 33.1.8 any costs incurred in producing and dispatching any payments made by the Sub-Fund(s), or the yearly and half-yearly reports of the Sub-Fund(s), or the Prospectus;
- 33.1.9 any fees, expenses or disbursements of any legal or other professional adviser of the Company, including those incurred on the establishment of the Company and the Sub-Fund(s);
- 33.1.10 any fees, expenses or disbursements in relation to the establishment of the Company, including without limitation FCA fees and the fees of any adviser in relation to the establishment of the Company and the Sub-Fund(s);
- 33.1.11 any costs incurred in taking out and maintaining any insurance policy in relation to the Company and the Sub-Fund(s);
- 33.1.12 any costs incurred in respect of meetings of Shareholders convened for any purpose including those convened on a requisition by Shareholders not including the ACD or an associate of the ACD;
- 33.1.13 liabilities on unitisation, amalgamation or reconstruction including certain liabilities arising after transfer of property to the Sub-Fund(s) in consideration for the issue of shares as more fully detailed in the FCA Regulations;
- 33.1.14 interest on borrowings and charges incurred in effecting or terminating such borrowings or in negotiating or varying the terms of such borrowings;
- 33.1.15 taxation and duties payable in respect of the Scheme Property or the issue or redemption of shares including Stamp Duty Reserve Tax;
- 33.1.16 the audit fees of the Auditors (including VAT) and any expenses of the Auditors;
- 33.1.17 the fees of the FCA, in accordance with the chapter of the FCA Rules entitled "Fees Manual", together with any corresponding periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which shares in the Sub-Fund(s) are or may be marketed;
- 33.1.18 the Depositary's fees and expenses, as detailed in Section 36 below;
- 33.1.19 any expense incurred in relation to company secretarial duties including the cost of maintenance of minute books and other documentation required to be maintained by the Company and the Sub-Fund(s) and any expenses incurred in distributing information regarding the prices of shares to Shareholders;
- 33.1.20 any fees or expenses incurred in the modification of the Prospectus and/or Instrument and/or the simplified prospectus (or any such other document which may be produced in place of the simplified prospectus including the Key Features Document or NURS-KII document) to the extent permitted by the FCA Rules;
- 33.1.21 any expenses incurred in the printing and preparation (but not the dissemination) of the simplified prospectus (or any such other document which may be produced

in place of the simplified prospectus including the Key Features Document or NURS-KII document);

- 33.1.22 any fees or expenses incurred in the winding-up of the Company, including (but not limited to) the performance of any action detailed in Section 42;
- 33.1.23 upon the retirement of the ACD, any reasonable fees or expenses incurred by the ACD in arranging for the transfer of the administration of the Company together with all books, records and other data as directed by the Company; and
- 33.1.24 any payments otherwise due by virtue of the FCA Regulations.
- 33.1.25 any fees and expenses described in paragraph 33.2.
- 33.2 Where a Sub-Fund is permitted to invest in immovable property, the following additional payments may be made out of the property of the Sub-Fund in relation to immovables:
 - 33.2.1 any costs incurred in taking out and maintaining an insurance policy;
 - 33.2.2 fees and expenses incurred in respect of any immovable property. "Expenses" in this context means in respect of any immovable property or property related right or interest whatsoever which is, or may be intended to become, part of the Fund's property, taxes, charges, costs, expenditure, outgoings or disbursements whatsoever (including abortive costs) incurred or legally committed in relation thereto including the following:-
 - 33.2.3 researching, acquiring, developing, reletting, disposing, structuring or restructuring, reinstating, varying, managing, funding, financing, refinancing, securing, profit sharing, clawback arrangements, paying interest, commissions, charges and fees;
 - 33.2.4 taxes, rates, charges, duties, levies, assessments, impositions or other outgoings whatsoever whether of a capital or revenue nature including stamp duty and stamp duty land tax, stamp duty reserve tax, transfer tax, withholding tax, transfer pricing and irrecoverable VAT;
 - 33.2.5 charges to any planning authority or other competent authority to a third party pursuant to any planning highways or similar agreement or arrangement whatsoever;
 - 33.2.6 charges to agents, brokers, solicitors, attorneys, counsel, notaries, accountants, actuaries, insurers, surveyors, architects, engineers, developers, analysts, rating agencies, credit reference agencies, advertisers, marketers, information providers, enquiry agents, publishers, property managers, experts and/or arbiters and any other professional advisers and consultants whatsoever, professional or industry organisations, governments, government agencies, suppliers, contractors, security, concierge and maintenance staff whatsoever including their respective disbursements;
 - 33.2.7 costs incurred in valuing assets, analysing or securing independent comparative fund performance, securing financial reports and other information on and investigating actual or prospective occupiers, tenants, vendors, purchasers and any other third parties;

- 33.2.8 costs incurred in any project or development management whether internal or external;
- 33.2.9 fees and expenses for any works, systems, plant or equipment or furnishings whatsoever including environmental, demolition, building, fitting out, commissioning decommissioning, decontaminating, decorating, equipping, furnishing, repairing, replacing, maintaining, remediating, refurbishing, refurnishing, rebuilding, redecorating, re-equipping, restorative and preventative measures;
- 33.2.10 any rent-free or reduced period, commission, premium, fine or other financial inducement or incentive of any nature whatsoever given to any third party to induce it to enter into any lease licence renewal or other arrangement whatsoever;
- 33.2.11 any ground rent payable to the freeholder (where a building is owned on a leasehold basis);
- 33.2.12 costs incurred in relation to complying with any law and any obligation whatsoever including meeting obligations to banks, funders, superiors, landlords, tenants, occupiers and paying rents, costs and expenses including for voids and service charges for voids;
- 33.2.13 costs attributable to property management, expert determinations, arbitrations, dispute resolution, litigation, enforcement of rights, including employment issues, rent reviews, actual or threatened repairs and dilapidations evictions, debt recovery, surety enforcement, forfeiture, and bad debts; and
- 33.2.14 any other items whatsoever properly incurred in the day to day operation of a property portfolio of the type envisaged in this Prospectus including analogous items in any country in which immovable property may be held in terms of this Prospectus.
- 33.3 Value Added Tax or similar tax relating to any charge or expense may also payable on these charges.
- 33.4 Fees and expenses which may be paid out of the Scheme Property and which are attributable to a particular Sub-Fund shall be paid solely out of the Scheme Property attributable to that Sub-Fund. Expenses which are not attributable to any particular Sub-Fund shall be allocated, subject to the OEIC Regulations, between the Sub-Fund(s) on a pro rata basis in accordance with the value of each Sub-Fund.
- 33.5 Expenses for each Sub-Fund are allocated between income and 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.
- 33.1 The Company is not permitted to incur any expense for the use by it of any movable or immovable property except to the extent that such property is necessary for the direct pursuit of its business or held in accordance with its investment objectives.
- 33.2 Any third party research received in connection with investment advisory services that an Investment Manager provides to the Sub-fund will be paid for by the

Investment Manager out of its fees, as relevant in relation to each Sub-fund, and will not be charged to the Sub-fund.

34. Charges payable to the ACD

- 34.1 In payment for carrying out its duties and responsibilities the ACD is entitled to take out of the Scheme Property of each Sub-Fund an annual management charge (the “ACD Fee”).
- 34.2 The ACD fee of the Sub-Fund(s) is based on the month end valuation from the previous month, accrues daily and is payable monthly in arrears on the last Business Day of each month. The current ACD Fees are set out in Appendix 1.
- 34.3 The ACD is also entitled to reimbursement of all reasonable, properly vouched, out of pocket expenses incurred in the performance of its duties, including stamp duty, stamp duty reserve tax on transactions in shares and expenses incurred in effecting regulatory changes to the Company and the Sub-Fund(s).
- 34.4 The ACD is entitled to increase its ACD Fee to take into account the administration costs incurred for the appointment of any additional investment managers, details of which are set out in Appendix 1.
- 34.5 The ACD may not introduce a new category of remuneration for its services unless the introduction has been approved by an extraordinary resolution of Shareholders in the Sub-Fund(s).
- 34.6 The ACD may not increase the current rate or amount of its remuneration payable out of the Scheme Property or the preliminary charge unless, not less than 60 days before the introduction or increase, the ACD gives notice in writing of the introduction or increase and the date of its commencement to all Shareholders at their registered address and has revised and made available the Prospectus to reflect the introduction of new rate and the date of its commencement.
- 34.7 The Thesis Group remuneration policy is designed to be compliant with the AIFMD Remuneration Code contained in SYSC 19B of the FCA Handbook, and provides a framework to attract, retain and reward employees and partners and to maintain a sound risk management framework, with particular attention to conduct risk. The overall policy is designed to promote the long term success of the group. The policy is designed to reward partners, directors and employees for delivery of both financial and non-financial objectives which are set in line with company strategy.
- 34.8 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.

35. Investment Manager's Fees

Each Investment Manager's fees and expenses are paid out of the Scheme Property. Each Investment Manager's fee accrues daily and is calculated by reference to the value of the Company managed by the Investment Manager on the last Business Day of the preceding month. The fee is payable monthly in arrears on receipt of the invoice from the Investment Manager. The current annual fees for each Sub-Fund are set out in Appendix 1.

36. Depositary's Fees

- 36.1 The Depositary receives for its own account a periodic fee which will accrue daily from the last Business Day in the preceding month to the last Business Day in each month. It is payable within seven days after the last Business Day in each month. The fee is calculated by reference to the value of the Sub-Fund(s) on the last Business Day of the preceding month except for the first accrual, which is calculated by reference to the first Valuation Point of the Sub-Fund(s). The fee is payable out of the Scheme Property. The rate of the periodic fee is agreed between the ACD and the Depositary and is subject to a current minimum of £7,500 plus VAT. The current charge is 0.0275% on first £50 million, 0.025% between £50 million and £100 million and 0.02% above £100 million per annum plus VAT.
- 36.2 These rates can be varied from time to time in accordance with the FCA Regulations.
- 36.3 The first accrual in relation to each Sub-Fund will take place in respect of the period beginning on the day on which the first valuation of that Sub-Fund is made and ending on the last Business Day of the month in which that day falls.
- 36.4 In addition to the periodic fee referred to above, the Depositary shall also be entitled to be paid transaction and custody charges in relation to transaction handling and safe-keeping of the Scheme Property as follows:

Item	Range
Transaction Charges	Between £5.00 and £472 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">• USA (Physical Securities) - £14 per line per calendar month• Not in Bank / Not in Custody Assets - £65 per line per calendar month

- 36.5 These charges vary from country to country depending on the markets and the type of transaction involved. Transaction charges accrue at the time the transactions are effected and are payable as soon as is reasonably practicable, and in any event not later than the last Business Day of the month when such charges arose or as otherwise agreed between the Depositary and the ACD. Custody charges accrue and are payable as agreed from time to time by the ACD and the Depositary.
- 36.6 Where relevant, the Depositary may make a charge for providing its services in relation to: distributions, the provision of banking services, holding money on deposit, lending money, or engaging in stock lending or derivative transactions, in relation to the Company and the Sub-Fund(s) and may purchase, sell or deal in the purchase or sale of Scheme Property, provided always that the services concerned and any such dealing are in accordance with the provisions of the Regulations.

- 36.7 The Depositary will also be entitled to payment and reimbursement of all costs, liabilities and expenses properly incurred in the performance of, or arranging the performance of, functions conferred on it by the Instrument, the FCA Rules, the OEIC Regulations or by the general law.
- 36.8 On a winding up of the Company, a Sub-Fund or the redemption of a class of shares, the Depositary will be entitled to its pro rata fees, charges and expenses to the date of winding up, the termination, or the redemption (as appropriate) and any additional expenses necessarily realised in settling or receiving any outstanding obligations. No compensation for loss of office is provided for in the agreement with the Depositary.
- 36.9 Any value added tax on any fees, charges or expenses payable to the Depositary will be added to such fees, charges or expenses.
- 36.10 In each such case such expenses and disbursements will also be payable if incurred by any person (including the ACD or any associate or nominee of the Depositary or of the ACD) who has had the relevant duty delegated to it pursuant to the FCA Regulations by the Depositary.

37. Standing Independent Valuer's Fees

- 37.1 Where appointed, the Standing Independent Valuer is entitled to receive a fee for the services it provides in relation to the valuing of the immovable property within the Scheme Property from time to time. Such fee will be based on the average value of the immovable property held within the Scheme Property during the relevant month. This fee will accrue daily and is payable monthly in arrears on the last Business Day of each month.
- 37.2 The fees payable to the Standing Independent Valuer are payable out of the Scheme Property of all Sub-fund which hold immovable property and will be attributed to each Sub-Fund in a manner in which the ACD considers fair to Shareholders.
- 37.3 Once an interest in immovable property is held within the Scheme Property of a Sub-Fund, the ACD will provide Shareholders with an estimate of any expenses likely to be incurred by that Sub-Fund in respect of its interest in immovable property.

38. Shareholder Meetings and Voting Rights

38.1 Annual General Meeting

The Company will not hold annual general meetings.

38.2 Requisitions of Meetings

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

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

38.3 Notice of Quorum

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

38.4 Voting Rights

38.4.1 At a meeting of Shareholders or a class of Shareholders of the Company or of a Sub-Fund, on a show of hands every Shareholder who (being an individual) is present in person or (being a corporation) is present by its representative properly authorised in that regard, has one vote. For joint Shareholders, the vote of the first Shareholder, or the proxy of the first Shareholder, stated in the register of Shareholders will be accepted to the exclusion of the votes of other joint Shareholders.

38.4.2 On a poll vote, a Shareholder may vote either in person or by proxy. The voting rights attaching to each share are such proportion of the voting rights attached to all the shares in issue that the price of the share bears to the aggregate price(s) of all the shares in issue at the date seven Business Days before the notice of meeting is deemed to have been served.

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

38.4.4 Except where the FCA Regulations or the Instrument of the Company require an extraordinary resolution (which needs 75% of the votes cast at the meeting to be in favour if the resolution is to be passed) any resolution will be passed by a simple majority of the votes validly cast for and against the resolution.

38.4.5 The ACD may not be counted in the quorum for a meeting and neither the ACD nor any associate (as defined in the FCA Rules) of the ACD is entitled to vote at any meeting of the Company or a Sub-Fund except in respect of shares which the ACD or associate holds on behalf of or jointly with a person who, if the registered Shareholder, would be entitled to vote and from whom the ACD or associate has received voting instructions. Where every Shareholder within the Company or a Sub-Fund is prohibited under COLL 4.4.8R (4) from voting, a resolution may, with the prior written agreement of the Depositary, instead be passed with the written consent of Shareholders representing 75% of the shares of the Company or relevant Sub-Fund in issue.

38.4.6 **Shareholders** in this context means, Shareholders on the date seven Business Days before the notice of the relevant meeting was deemed to have been served but excludes holders who are known to the ACD not to be Shareholders at the time of the meeting.

39. Class Meetings

The above provisions, unless the context otherwise requires, apply to Share Class meetings as they apply to general meetings of Shareholders. However, an

extraordinary resolution will be required to sanction a variation of class rights where the change is deemed **Fundamental** by the ACD in accordance with COLL 4.3.4 under the FCA Rules.

40. Taxation

The following is only intended as a general summary of United Kingdom (UK) tax law and HM Revenue & Customs practice, as at the date of this Prospectus, applicable to the Company and its Sub-fund and to individual and corporate investors who are the absolute beneficial owners of shares in the Sub-fund 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". For tax purposes, a "Bond Fund" is a Sub-Fund in respect of which more than 60% the market value of its assets consist of "Qualifying Investments" (at all times in a distribution period). The term "Qualifying Investments" includes, but is not limited to, money placed at interest and securities that are not shares, including but not limited to government and corporate debt securities and certain derivative contracts. An "Equity Fund" is any Sub-Fund which is not a "Bond Fund".

Income will be distributed as a dividend payment where a Sub-Fund is deemed to be an Equity Fund or as an interest payment where a Sub-Fund is deemed to be a Bond Fund over the relevant accounting period.

The tax issues relating to the Company (including its Sub-fund) and the Shareholders are treated separately in this Section.

Each Sub-Fund is treated as a separate entity for tax purposes.

40.1 Taxation of an Equity Fund

40.1.1 Tax on capital gains

Each Sub-Fund is generally not subject to UK taxation on capital gains arising on the disposal of its investments. Should a Sub-Fund be considered to be trading in securities (rather than holding them as investments), however, any gains made will be treated as income and will be subject to corporation tax.

40.1.2 Tax on income

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

40.1.3 Non-UK dividends and relief for foreign withholding taxes

- (a) Dividends received from a Sub-Fund's holdings of non-UK equities are exempt, provided that the holding concerned is of non-redeemable ordinary shares and either it is a "portfolio holding" (representing less than 10% of the issued share capital of the payer) or the dividend is paid out of "relevant profits" (any distributable profits other than profits resulting from transactions designed to achieve a reduction in UK tax). In addition, dividends will be exempt so long as the payer does not receive a deduction for tax purposes in respect of the amount paid. It is not anticipated that the Sub-fund will receive any dividends other than exempt dividends in respect of its non-UK shareholdings.
- (b) To the extent that any Sub-Fund receives income from, or realises foreign gains on disposal of investments in, jurisdictions outside the UK it may be subject to withholding or other taxation in those jurisdictions. To the extent it relates to income, this foreign tax may be able to be treated as an expense for UK corporation tax purposes, or it may be treated, up to certain limits, as a credit against UK corporation tax.
- (c) Certain Double Tax Agreements between the UK and other territories make provision for withholding taxes, or higher withholding taxes, to apply to dividends paid in circumstances where a resident of the state receiving the dividend is not charged to tax in respect of it. Chapter 4 of Part 9A of the Corporation Tax Act 2009 therefore provides for the making of an election that a dividend is not exempt, in order to ensure that it is subject to no, or lower rates of, withholding taxes. The ACD therefore reserves the right to make such an election if it results in a greater net receipt for Sub-fund.

40.1.4 Stamp duty reserve tax

On 30 March 2014, Schedule 19 Stamp Duty Reserve Tax (SDRT) ceased to be chargeable on dealings in shares in open-ended investment companies. 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 open-ended investment companies be reintroduced in the future, all such costs will be paid out of the Company's Scheme Property and charged to capital.

40.2 Taxation of a Bond Fund

40.2.1 Tax on capital gains

Capital gains accruing to a Bond Fund will not be subject to UK taxation on capital gains arising on the disposal of its investments. If, however, the Bond Fund were to be considered to be trading in securities (rather than holding them as investments) any gains made would be treated as taxable trading income and subject to corporation tax.

40.2.2 Tax on income

A Bond Fund will be liable to UK corporation tax on income from investments in debt, debt related securities and cash deposits. A Bond Fund is not subject to UK corporation tax, however, to the extent that such income is distributed (or treated as distributed) by the Sub-fund as an interest distribution, either by way of cash distribution or through accumulation or re-investment in the Fund.

40.3 Taxation of the Shareholder

40.3.1 Income

(a) Where a Sub-Fund is deemed to be an Equity Fund

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

(i) UK resident individuals

UK resident individuals and (the trustees of) certain trusts liable to UK income tax will be taxable on the sum of the distribution and associated tax credit but will be entitled to set the tax credits against their UK income tax liability. Associated tax credits will satisfy the liability to income tax of basic rate taxpayers. Higher rate taxpayers who are individuals will have additional tax to pay, the distribution and associated tax credit being taxed at a special rate of 32.5% (or 42.5% where the additional rate of tax applies - see below). The tax credit will discharge part of this liability, leaving the Shareholder with income tax to pay of an amount equal to 25% (or, where the additional rate of tax applies, 36.11%) of the net distribution. If the total income of a Shareholder who is an individual is less than his/her personal allowances, the associated tax credits applicable to dividend distributions cannot be repaid. Dividend tax credits in excess of an individual's tax liability are not repaid.

From 6 April 2013, the additional rate of income tax is 45% and the additional rate payable on distributions is 37.5%. For additional rate taxpayers this will give an effective rate of tax of 30.6% of the net distribution once the associated tax credit has been accounted for.

Individuals with a net adjusted income of over £100,000 will also have their personal allowances reduced by £1 for every £2 of gross income over £100,000. The personal allowance will be reduced to nil at the point where an individual's income level reaches approximately £115,000. These limits may change in the future.

(ii) UK resident companies

A dividend distribution to a Shareholder within the charge to corporation tax will, if the income is not wholly derived from UK and other dividends (**franked income**), be split into "franked" and "unfranked" parts. The unfranked part corresponds to such part of the Sub-Fund's gross income as does not derive from franked investment income. The franked part is treated in the same way as a dividend received from a UK resident company. The unfranked part is treated as an annual payment received after deduction of income tax at the basic rate from a corresponding gross amount (unless it consists of a non UK dividend). A UK corporate Shareholder will be liable to corporation tax on the unfranked amount received, but with the benefit of credit for, or repayment of, the income tax deducted at source.

Details of those proportions of a distribution comprising franked investment income and unfranked investment income will be shown on the tax voucher issued by the Sub-Fund.

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

(iii) Non-resident Shareholders

Non-resident Shareholders will generally not derive any benefit from the tax credit to which UK resident individuals are entitled, however, nor will they generally be liable to UK income tax in respect of a dividend received from the Sub-Fund.

The UK does not at present require income tax to be deducted at source, or otherwise impose any withholding tax, on dividends paid by a UK company to a non-resident company.

(b) Where a Sub-Fund is deemed to be a Bond Fund

(i) Individual Shareholders

UK resident individual Shareholders will be subject to income tax at the relevant rate on the grossed-up equivalent of any interest distributions (or deemed distribution from Accumulation Shares) from the Sub-fund. Credit will be allowed for any income tax deducted at source. Individual Shareholders whose income does not exceed their personal allowances should be able to reclaim from HMRC the full amount of the income tax deducted at source.

Non-resident individual Shareholders will generally not be liable to UK income tax on interest distributions received from the Sub-fund and may apply for repayment of any income tax deducted at source. Where there is an appropriate double tax treaty between the UK and the Shareholder's country of residence this may reduce or eliminate any liability to UK income tax.

Individual investors who are not ordinarily resident in the UK may, if certain conditions are complied with, receive all or part of an interest distribution without deduction of income tax.

(ii) Corporate Shareholders

A corporate Shareholder which, whether UK resident or not, is within the charge to corporation tax in respect of a shareholding will be subject to corporation tax on the gross amount of any interest distributions (or deemed distributions from Accumulation Shares) from the Sub-fund. Such Shareholders should contact the ACD about receiving such distributions gross.

40.3.2 Capital gains

(a) UK resident individuals

Where a Sub-Fund is deemed to be either an Equity Fund or a Bond Fund Shareholders who are resident or ordinarily resident in the UK may be liable to UK taxation on capital gains arising from the sale or other disposal, including redemption, of Shares. Individuals and certain trusts generally compute their gains

by deducting from the net sale proceeds the capital gains base cost in respect of Shares. The resulting gains will be taxable at the capital gains tax rate and may be reduced by capital losses in the year, and by annual exemptions. The rate of capital gains tax is currently 18% where the total taxable gains and income are less than the upper limit of the income tax basic rate band and 28% where gains are above that limit. Exempt Shareholders, which include UK charities, UK approved pension funds, ISAs (and their individual investors), would not normally be liable to capital gains tax on their disposal of Shares.

(b) UK resident companies

(i) Where a Sub-Fund is deemed to be an Equity Fund:

Shareholders within the charge to corporation tax are taxed on any capital gain made computed on the basis of the rules described above. They are, however, entitled to indexation allowance on the applicable base cost up to the date of disposal. Special rules apply to life assurance companies that beneficially own shares.

(ii) Where a Sub-Fund is deemed to be a Bond Fund:

Special rules apply to Shareholders within the charge to corporation tax which, in certain circumstances, can result in a holding of a Sub-Fund's Shares being treated as a creditor relationship for the purposes of the UK's corporate debt rules. The result is that a fair value basis of accounting has to be used for computing corporation tax liabilities with regard to that creditor relationship.

(c) Non-resident Individual and Corporate Shareholders

Where a Sub-Fund is deemed to be either an Equity Fund or a Bond Fund a Shareholder who is neither resident nor ordinarily resident in the UK will not normally be liable to UK tax on capital gains realised on the disposal (or deemed disposal) of Shares.

40.3.3 Inheritance tax

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

41. Income equalisation

41.1 Income equalisation, as explained below, may apply in relation to the Sub-Fund(s), as detailed in Appendix 1.

41.2 Part of the purchase price of a share reflects the relevant share of accrued income received or to be received by the Sub-Fund(s). This capital sum is returned to a Shareholder with the first allocation of income in respect of a share issued during an accounting period.

41.3 The amount of income equalisation is either (i) the actual amount of income included in the issue price of that share; or (ii) is calculated by dividing the

aggregate of the amounts of income included in the price of shares issued or sold to Shareholders in an annual or interim accounting period by the number of those shares and applying the resultant average to each of the shares in question.

41.4 The ACD currently uses the method outlined in (ii) in Section 41.3 to apply income equalisation.

42. Winding up of the Company

42.1 The Company shall not be wound up except as an unregistered company under Part V of the Insolvency Act 1986 or under the FCA Regulations. A Sub-Fund shall not be wound up except under Part V of the Insolvency Act 1986 (as modified by Regulation 33C of the OEIC Regulations) as an unregistered company and shall not be terminated except as under the FCA Regulations.

42.2 Where the Company is to be wound up under the FCA Regulations, or a Sub-Fund terminated, such winding up or termination may only be commenced following approval by the FCA. The FCA may only give such approval if the ACD provides a statement (following an investigation into the affairs of the Company or the Sub-Fund) either that the Company or Sub-Fund will be able to meet its liabilities within 12 months of the date of the statement or that the Company or Sub-Fund will be unable to do so. The Company may not be wound up under the FCA Regulations if there is a vacancy in the position of ACD at the relevant time.

42.3 The Company may be wound up or a Sub-Fund may be terminated under the FCA Regulations if:

42.3.1 an extraordinary resolution to that effect is passed by Shareholders of the Company or Sub-Fund (as appropriate); or

42.3.2 the period (if any) fixed for the duration of the Company or a Sub-Fund by the Instrument expires, or an event (if any) occurs on the occurrence of which the Instrument provides that the Company is to be wound up, or a Sub-Fund terminated (for example, if the share capital of the Company or Sub-Fund is below its prescribed minimum);

42.3.3 on the date of effect stated in any agreement by the FCA to a request by the ACD for the winding up of the Company or the termination of a Sub-Fund;

42.3.4 in the case of a Sub-Fund, on the effective date of a duly approved scheme of arrangement which is to result in the Sub-Fund ceasing to hold any scheme property; or

42.3.5 on the date on which all of the Company's Sub-fund fall within 42.3.4 or have otherwise ceased to hold Scheme Property, notwithstanding that the Company may have assets and liabilities which are not attributable to any particular Sub-Fund.

42.4 On the occurrence of any of the above:

42.4.1 the parts of the FCA Regulations and the Instrument relating to pricing and dealing and investment and borrowing will cease to apply to the Company or, where a Sub-Fund is being terminated, to the shares and Scheme Property of that Sub-Fund;

- 42.4.2 the Company will cease to issue and cancel shares in the Company or Sub-Fund and the ACD shall cease to sell or redeem shares or arrange for the Company or Sub-Fund to issue or cancel them (except in respect of final cancellation);
- 42.4.3 no transfer of a share shall be registered and no other change to the register shall be made without the sanction of the ACD;
- 42.4.4 where the Company is being wound up, the Company shall cease to carry on its business except in so far as it is beneficial for the winding up of the Company;
- 42.4.5 the corporate status and powers of the Company and, subject to the provisions of Sections 42.4.1 to 42.4.4 above, the powers of the ACD shall remain until the Company is dissolved.
- 42.5 The ACD shall, as soon as practicable after the winding up of the Company or the termination of a Sub-Fund has commenced, arrange for all shares in issue to be cancelled, realise the assets and meet the liabilities of the Company or Sub-Fund and, after paying out or retaining adequate provision for all liabilities properly payable and retaining provision for the costs of winding up, arrange for the Depositary to make one or more interim distributions out of the proceeds remaining (if any) to Shareholders proportionately to their rights to participate in the Scheme Property. When the ACD has caused all of the Scheme Property to be realised and all of the liabilities of the Company or the Sub-Fund to be discharged, the ACD shall arrange for the Depositary to also make a final distribution to Shareholders (if any Scheme Property remains to be distributed) on or prior to the date on which the final account is sent to Shareholders of any balance remaining in proportion to the rights of their respective shares to participate in Scheme Property at the commencement of the winding up or termination.
- 42.6 As soon as reasonably practicable after completion of the winding up of the Company or the termination of a Sub-Fund the Depositary shall notify the FCA and, at the same time, the ACD or the Depositary will request the FCA to revoke the relevant authorisation order (on the winding up of the Company) or to update its records (on the termination of a Sub-Fund).
- 42.7 On completion of a winding up of the Company, or the termination of a Sub-Fund, any money (including unclaimed distributions) standing to the account of the Company (or the Sub-Fund), will be paid into court within one month of dissolution.
- 42.8 Following the completion of the winding up of the Company or the termination of a Sub-Fund, the ACD must prepare a final account showing how the winding up took place and how the Scheme Property was distributed. The auditors of the Company shall make a report in respect of the final account stating their opinion as to whether the final account has been properly prepared. This final account and the auditors' report must be sent to the FCA and to each Shareholder within four months of the termination of the winding up or termination.

43. General Information

43.1 Accounting Periods

The annual accounting period of the Company ends each year on 31 October (the first annual accounting period ended on 31 October 2014) (the accounting reference date). The interim accounting period of the Sub-Fund(s) ends each year on 30 April (the first interim accounting period ended on 30 April 2015).

43.2 Income Allocations

- 43.2.1 Allocations of income are made on half-yearly basis in respect of the income available for allocation in each accounting period.
- 43.2.2 Distributions of income in respect of Income Shares of the Sub-Fund(s) are paid by BACS, in accordance with Section 43.2.3, on or before the annual income allocation date of 31 December (commencing 31 December 2014) and the interim allocation date of 30 June (commencing 30 June 2015).
- 43.2.3 The amount available for distribution in any accounting period is calculated by taking the aggregate of the income received or receivable for the account of the Sub-Fund(s) in respect of that period, and deducting the charges and expenses paid or payable out of income in respect of that accounting period. The ACD then makes such other adjustments as it considers appropriate (and after consulting the Depositary as appropriate) in relation to taxation, income equalisation, income unlikely to be received within 12 months following the relevant income allocation date, transfers between the income and capital account and any other adjustments which the ACD considers appropriate after consulting the auditors.
- 43.2.4 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.
- 43.2.5 If a distribution remains unclaimed for a period of six years after it has become due, it will be forfeited and will revert to the relevant Sub-Fund(s).
- 43.2.6 Income will be distributed as a dividend payment where the Sub-fund is deemed to be an Equity Fund or as an interest payment where the Sub-fund is deemed to be a Bond Fund over the relevant accounting period (please see Section 40 (Taxation) for further details). 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 Sub-fund has held the minimum Qualifying Investments over the accounting period. 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.

43.3 Annual and half-yearly reports

- 43.3.1 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.
- 43.3.2 The annual and half-yearly reports will include disclosures on the following:
- (a) The percentage of the Sub-fund' assets that are subject to special arrangements arising from their illiquid nature;
 - (b) Any new arrangements for managing the liquidity of the Sub-fund;
 - (c) The current risk profile of the Sub-fund and the risk management systems employed by the ACD to manage those risks;

- (d) Any changes to the maximum level of leverage that the ACD may employ on behalf of the Sub-fund;
- (e) Any changes to any right of reuse of collateral or any guarantee granted under the leveraging arrangement; and
- (f) The total amount of leverage employed by the Sub-fund.

43.3.3 The first reports covered for the period from launch to 31 October 2014.

43.4 Documents of the Company

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

- (a) the most recent annual and half-yearly reports of the Company and the Sub-Fund(s);
- (b) the Prospectus; and
- (c) the Instrument (and any amending instrument).

43.4.2 The ACD may make a charge at its discretion for copies of the Instrument; however, the reports and the Prospectus are available free of charge.

43.4.3 Copies of the ACD agreement or any contract of service between the Company and its directors can be obtained free or charge on request from the ACD.

43.5 Notices

43.5.1 Notices and Documents will be sent by post to the Shareholder's registered address.

43.5.2 Notwithstanding the above, where shares are jointly held by two or more persons, in accordance with the FCA Regulations certain documents may be sent by post only to the first named holder at his or her registered address.

43.6 Complaints

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

43.6.2 A copy of the ACD's complaints handling procedure is available on request.

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

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

43.7 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.

43.8 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.

43.9 Best Execution

The ACD must act in the best interests of each Sub-fund when executing decisions to deal on behalf of the relevant Sub-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 Manager to consider when effecting transactions and placing orders in relation to the Sub-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.

43.10 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 Sub-fund, an Investment Manager 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.

An Investment Manager or ACD will return to each relevant Sub-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 that Sub-fund, and disclose in the annual report the fees, commissions or any monetary benefits transferred to them.

However, an Investment Manager or ACD may accept without disclosure minor non-monetary benefits that are capable of enhancing the quality of service provided to the Sub-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 each Sub-fund.

43.11 Genuine Diversity of Ownership (GDO)

Shares in, and information on, the Sub-funds 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.

Appendix 1

Investment objective, policy and other details of the Sub-Fund(s)

Investment of the assets of the Sub-Fund(s) must comply with the FCA Regulations and its/their own investment objective and policy. Details of the Sub-Fund(s)'s investment objectives and policies are set out overleaf together with other information including available Share Classes, charges, minimum investment levels and distribution dates. A detailed statement of the investment and borrowing restrictions applicable to the Company and its Sub-Fund(s) is contained in Appendix 2. Lists of the eligible securities and derivatives markets on which the Company and its Sub-Fund(s) may invest are contained in 0 and Appendix 5. A list of the locations of the establishment of any second schemes which the Company may invest in from time to time is shown in Appendix 9.

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

Ongoing Charges Figure (OCF)

The OCF provides investors with a clearer picture of the total annual costs in running a collective investment scheme and is based on the previous year's expenses. The figure may vary from year to year and it excludes the costs of buying or selling assets for the Sub-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.

WESTHILL A PORTFOLIO

1. Name of Sub-Fund

Westhill A Portfolio

2. Investment Objective and Policy

The Sub-Fund’s aim is to achieve long-term growth of capital mainly by investing in equities on a global basis both directly and indirectly through collective investment schemes (regulated and unregulated) and closed-ended funds. Other asset classes will be included in varying proportions depending on the global outlook, these may include other transferable securities such as government, public and corporate bonds, other collective investment schemes (regulated and unregulated) and other closed ended funds, money market instruments, cash and gold.

All investment decisions will be made with the objective of achieving attractive long-term growth rather than short-term performance. The Sub-Fund's investment policy may mean that dependent on market conditions the fund may have significant holdings in non-equity investments such as bonds, cash or near cash (directly or indirectly), particularly if the outlook for equities is negative or uncertain. In seeking indirect exposure to global equities and other asset classes the Sub-Fund may principally invest in units in collective investment schemes.

The Sub-Fund may hold up to 100% of its Scheme Property in immovable property on the giving of 60 days’ notice to Shareholders by the ACD.

Derivatives and forward transactions may only be used for Efficient Portfolio Management. The Company may use derivatives and forward transactions for investment purposes on the giving of 60 days’ notice to shareholders. The use of derivatives for investment purposes may alter the risk profile of the fund.

Please be aware that there is no guarantee capital will be preserved.

Benchmark	<p>Shareholders may compare the performance of the Fund against the IA Global sector.</p> <p>Comparison of the Fund’s performance against this benchmark will give Shareholders an indication of how the Fund is performing against other similar funds in this peer group sector. The ACD has selected this comparator benchmark as the ACD believes it best reflects the asset allocation of the Fund.</p> <p>The benchmark is not a target for the Fund, nor is the Fund constrained by the benchmark.</p>
Classes of shares available	Income Shares Accumulation Shares

Currency of denomination	Pounds Sterling
Minimum initial investment*	£1,000,000
Minimum subsequent investment*	£50,000
Minimum withdrawal	None
Minimum holding*	£1,000,000
FCA Product Reference Number	635777
ACD's preliminary charge *	10%
Redemption charge*	None
ACD Fee	<ul style="list-style-type: none"> • 0.15% on the first £50,000,000 of the Net Asset Value; • 0.125% on the next £50,000,000 of the Net Asset Value; • 0.08% on the next £200,000,000 of the Net Asset Value; • 0.05% on the balance of the Net Asset Value, <p>subject to a minimum of £40,000 per annum.</p> <p>If an additional investment manager is appointed, an additional £3,000 per annum is charged for each additional investment manager.</p>
Investment Managers' fees	<ul style="list-style-type: none"> • Waverton: 0.50% per annum • Rathbones: 0.35% per annum • Thesis: 0.125% per annum
Charge for investment research	No Charge
Annual accounting date	31 October
Interim accounting date	30 April
Annual income allocation date	31 December
Interim income allocation date	30 June
Invest in any Securities Market of the UK or a Member State of the EU or states within the EEA on which securities are admitted to Official Listing	Yes

Invest in Eligible Markets	As listed in Appendices 4 and 5
Income Equalisation	Yes, averaged
Charges taken from Income or Capital	Other than those relating directly to the purchase and sale of investments, all charges are taken from income if at the end of an accounting period there is insufficient income, the shortfall may be allocated to capital

* Minimum initial and subsequent investment amounts, investment holding requirements and the preliminary and redemption charges may be waived by the ACD at its discretion.

3. Investor Profile

Whether an investment in the Sub-Fund is appropriate will depend on the investor's own requirements and attitude to risk. The Sub-Fund is designed for high-net-worth retail investors (although it may be promoted to all types of investor) who:

- (a) want to achieve long term growth of capital through direct and indirect exposure to global equities (and other asset classes as stated in the Investment Objective and Policy) using the expertise of the Investment Manager;
- (b) can meet the minimum investment levels of the Sub-Fund;
- (c) are able to commit to a long-term investment in the Sub-Fund and take the risk of losing part or all of their investment capital;
- (d) who understand and are willing to take the risks involved in investing in the Sub-Fund (as detailed under "Risk Factors" set out in Section 30 of the Prospectus).

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

Appendix 2

Investment and borrowing powers of the Company and the Sub-Fund(s)

1. Investment and borrowing powers of the Company and the Sub-Fund(s)

These restrictions apply to the Company and its Sub-Fund(s).

Investment restrictions

The Scheme Property will be invested with the aim of achieving the investment objective of the Sub-Fund(s) but subject to the limits on investment set out in the FCA Regulations and the Sub-Fund(s) investment policies.

Generally the Sub-Fund(s) will invest in the investments to which it is dedicated including approved securities which are transferable securities admitted to or dealt on a regulated market or in a market in the UK or an EEA State which is regulated, operates regularly and is open to the public, units in collective investment schemes, warrants, derivatives and forward transactions, money market instruments and deposits. Where investment in gold is permitted under the investment policy of a Sub-Fund, the Sub-Fund may also invest in gold.

Except where the investment policy of a Sub-Fund permits otherwise, derivatives and forward transactions will only be used by the Sub-Fund(s) for Efficient Portfolio Management purposes.

The investment objective and policy of the Sub-Fund(s) are subject to the limits on investment under chapter 5 of the FCA Regulations applicable to non-UCITS Retail Schemes, which are summarised below. The ACD must ensure that, taking account of the investment objective and the investment policy of the Sub-Fund(s), the Sub-Fund's investments provide a prudent spread of risk.

2. Transferable securities and money market instruments

2.1 Types of transferable security

- (a) A transferable security is an investment which is a share, a debenture, an alternative debenture, a government and public security, a warrant, or a certificate representing certain securities (as such terms are defined in the FCA Regulations).
- (b) An investment is not a transferable security if the title to it cannot be transferred, or can be transferred only with the consent of a third party.
- (c) In applying paragraph 2.1(b) to an investment which is issued by a body corporate, and which is a share or a debenture (as such terms are defined in the FCA Handbook), the need for any consent on the part of the body corporate or any members or debenture holders of it may be ignored.
- (d) 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.

2.2 Criteria for investment in transferable securities

- (a) The Sub-Fund may invest in a transferable security only to the extent that the transferable security fulfils the following criteria:
- (i) the potential loss which the Sub-Fund may incur with respect to holding the transferable security is limited to the amount paid for it;
 - (ii) its liquidity does not compromise the ACD's ability to comply with its obligations to redeem shares at the request of any qualifying Shareholder;
 - (iii) reliable valuation is available for it as follows:
 - (aa) in the case of a transferable security admitted to or dealt in on an eligible market (see further paragraph 2.11 below for an explanation of eligible market) where there are accurate, reliable and regular prices which are either market prices or prices made available by valuation systems independent from issuers;
 - (bb) in the case of a transferable security not admitted to or dealt in on an eligible market, where there is a valuation on a periodic basis which is derived from information from the issuer of the transferable security or from competent investment research;
 - (iv) appropriate information is available for it as follows:
 - (aa) in the case of a transferable security admitted to or dealt in on an eligible market, where there is regular, accurate and comprehensive information available to the market on the transferable security or, where relevant, on the portfolio of the transferable security;
 - (bb) in the case of a transferable security not admitted to or dealt in on an eligible market where there is regular and accurate information available to the ACD on the transferable security or, where relevant, on the portfolio of the transferable security;
 - (v) it is negotiable; and
 - (vi) its risks are adequately captured by the risk management process of the ACD.
- (b) Unless there is information available to the ACD that would lead to a different determination, a transferable security which is admitted to or dealt in on an eligible market shall be presumed:
- (i) not to compromise the ability of the ACD to comply with its obligations to redeem shares at the request of any qualifying Shareholder; and
 - (ii) to be negotiable.

2.3 Closed-ended funds constituting transferable securities

A unit in a closed-ended fund shall be taken to be a transferable security for the purposes of investment by the Sub-Fund, provided it fulfils the criteria for transferable securities set out in paragraph 2.2 above and either:

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

2.4 Transferable securities linked to other assets

- (a) The Sub-Fund may invest in any other investment which shall be taken to be a transferable security for the purposes of investment by the Sub-Fund provided the investment:
 - (i) fulfils the criteria for transferable securities set out in paragraph 2.2 above; and
 - (ii) is backed by or linked to the performance of other assets which may differ from those in which the Sub-Fund can invest.
- (b) Where an investment in paragraph 2.4(a) contains an embedded derivative component, the requirements of this Appendix and the FCA Regulations with respect to derivatives and forwards will apply to that component.

2.5 Approved money market instruments

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.

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

- 2.6.1 has a maturity at issuance of up to and including 397 days;
- 2.6.2 has a residual maturity of up to and including 397 days;
- 2.6.3 undergoes regular yield adjustments in line with money market conditions at least every 397 days; or

- 2.6.4 has a risk profile, including credit and interest rate risks, corresponding to that of an instrument which has a maturity as set out in 2.6.1 or 2.6.2 or is subject to yield adjustments as set out in 2.6.3.
- 2.7 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 units at the request of any qualifying Shareholder.
- 2.8 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 fulfil the following criteria, are available:
- 2.8.1 enabling 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
- 2.8.2 based either on market data or on valuation models including systems based on amortised costs.
- 2.9 A money market instrument that is normally dealt in on the money market and is admitted to or dealt in on an eligible market shall be presumed to be liquid and have a value which can be accurately determined at any time unless there is information available to the ACD that would lead to a different determination.
- 2.10 Transferable securities and money market instruments generally to be admitted to or dealt in on an eligible market
- (a) Transferable securities and approved money market instruments held within the Sub-Fund must be:
- (i) admitted to or dealt in on an eligible market (as described in paragraph 2.11); or
- (ii) recently issued transferable securities, 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;
- (iii) an approved money market instrument not admitted to or dealt in on an eligible market, within paragraph 2.12 or 2.13 subject to paragraph 2.14.
- (b) The Sub-Fund may invest up to 20% of the Sub-Fund's investments in transferable securities not within paragraph 2.10(a) or money market instruments other than those referred to in paragraph 2.10(a) which are liquid and have a value which can be determined accurately at any time.
- 2.11 Eligible markets regime
- (a) To protect investors the markets in which investments of the Sub-Fund are dealt in or traded on should be of an adequate quality (**eligible**) at the time of acquisition of the investment and until it is sold. Where a market ceases to be eligible, investments on that market cease to be approved securities. The 20% restriction in paragraph 2.10(b) above on investment in non-approved securities applies and exceeding this limit because a

market ceases to be eligible will generally be regarded as an inadvertent breach.

- (b) A market is eligible for the purposes of the FCA Handbook if it is:
 - (i) a regulated market (as defined in the FCA Handbook); or
 - (ii) a market in the UK or an EEA state which is regulated, operates regularly and is open to the public.
- (c) A market not falling within paragraph 2.11(b) is eligible for the purposes of the FCA Handbook if:
 - (i) the ACD after consultation with and notification to the Depositary decides that market is appropriate for investment of, or dealing in the Scheme Property;
 - (ii) the market is included in a list in the Prospectus; and
 - (iii) the Depositary has taken reasonable care to determine that adequate custody arrangements can be provided for the investment dealt in on that market; and all reasonable steps have been taken by the ACD in deciding whether that market is eligible.
- (d) In paragraph 2.11(c)(i) a market must not be considered appropriate unless it is regulated, operates regularly, is recognised as a market or exchange or as a self-regulating organisation by an overseas regulator, is open to the public, is adequately liquid, and has adequate arrangements for unimpeded transmission of income and capital to or to the order of investors.
- (e) The eligible securities and derivatives markets for the Sub-Fund(s) are set out in Appendix 4 and Appendix 5. New eligible securities markets may be added to the existing list in accordance with the FCA Regulations governing approvals and notifications.

2.12 Money market instruments with a regulated issuer

- (a) In addition to instruments admitted to or dealt in on an eligible market, the Sub-Fund(s) may invest in an approved money-market instrument provided it fulfils the following requirements:
 - (i) the issue or the issuer is regulated for the purposes of protecting investors and savings; and
 - (ii) the instrument is issued or guaranteed in accordance with paragraph 2.13.
- (b) The issue or the issuer of a money market instrument other than one dealt in on an eligible market, shall be regarded as regulated for the purposes of protecting investors and savings if:
 - (i) the instrument is an approved money market instrument;

- (ii) appropriate information is available for the instrument (including information which allows an appropriate assessment of the credit rates risks related to investments in it) in accordance with paragraph 2.14 below; and
- (iii) the instrument is freely transferable.

2.13 Issuers and guarantors of money market instruments

- (a) The Sub-Fund(s) may invest in an approved money market instrument if it is:
 - (i) issued or guaranteed by any one of the following:
 - (aa) 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;
 - (bb) a regional or local authority of the UK or an EEA state;
 - (cc) the Bank of England, European Central Bank or a central bank of an EEA state;
 - (dd) the EU or the European Investment Bank;
 - (ee) 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
 - (ff) a public international body to which the UK or one or more EEA states belong; or
 - (ii) issued by a body, any securities of which are dealt in on an eligible market; or
 - (iii) issued or guaranteed by an establishment which is:
 - (aa) subject to prudential supervision in accordance with criteria defined by UK or EU law; or
 - (bb) 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 UK or EU law.
- (b) An establishment shall be considered to satisfy the requirement in paragraph 2.13(a)(iii)(bb) if it is subject to and complies with prudential rules, and fulfils one or more of the following criteria:
 - (i) it is located in the UK or the EEA;
 - (ii) it is located in an OECD country belonging to the Group of Ten;
 - (iii) it has at least one investment grade rating;

- (iv) on the basis of an in-depth analysis of the issuer, it can be demonstrated that the prudential rules applicable to that issuer are at least as stringent as those laid down by UK or EU law.

2.14 Appropriate information for money market instruments

- (a) In the case of an approved money market instrument within paragraph 2.13(a)(ii) or issued by a body referred to in the FCA Regulations at COLL 5.2.10EG; or which is issued by an authority within paragraph 2.13(a)(i)(bb) or a public international body within paragraph 2.13(a)(i)(dd), but is not guaranteed by a central authority within paragraph 2.13(a)(i)(aa), the following information must be available:
 - (i) 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;
 - (ii) updates of that information on a regular basis and whenever a significant event occurs; and
 - (iii) available and reliable statistics on the issue or the issuance programme.
- (b) In the case of an approved money market instrument issued or guaranteed by an establishment within paragraph 2.13(a)(iii) the following information must be available:
 - (i) information on the issue or the issuance programme or on the legal and financial situation of the issuer prior to the issue of the instrument;
 - (ii) updates of that information on a regular basis and whenever a significant event occurs; and
 - (iii) available and reliable statistics on the issue or the issuance programme, or other data enabling an appropriate assessment of the credit risks related to investment in those instruments.
- (c) In the case of an approved money market instrument within paragraph 2.13(a)(i)(aa), (dd) or (ee) or which is issued by an authority within paragraph 2.13(a)(i)(bb) or a public international body within paragraph 2.13(a)(i)(ff) and is guaranteed by a central authority within paragraph 2.13(a)(i)(aa) 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.

3. Spread limits

- 3.1 Not more than 20% in value of the Scheme Property can consist of deposits with a single body. In applying this limit, all uninvested cash comprising capital property held by the Depositary should be included in calculating the total sum of the deposits held by it on behalf of the Company.

- 3.2 Not more than 10% in value of the Company's investments can consist of transferable securities or money market instruments issued by a single body. This limit of 10% is raised to 25% in value of the Scheme Property in respect of covered bonds. In applying the increased limit of 25% certificates representing certain securities are to be treated as equivalent to the underlying security.
- 3.3 The exposure to any one counterparty in an OTC derivative transaction must not exceed 10% in value of the Scheme Property.
- 3.4 Not more than 20% in value of the Scheme Property investments can consist of transferable securities which are not approved securities and unregulated schemes.
- 3.5 Not more than 35% in value of the Scheme Property is to consist of the units of any one collective investment scheme.
- 3.6 For the purpose of calculating the limit at paragraph 3.3 above, the rules and conditions set out referred to in COLL 5.6.7R (7) to (11) inclusive apply.
- 3.7 Where investment in gold is permitted under the investment policy of a Sub-Fund, not more than 10% in value of a Sub-Fund's investments can consist of gold.
- 3.8 The limits in this Section 3 do not apply in respect of a transferable security or an approved money-market instrument to which COLL 5.6.8R (Spread: government and public securities) applies, please see Section 4 below.

4. Government and Public Securities

- 4.1 This section applies in respect of a transferable security or an approved money-market instrument ("such securities") that is issued or guaranteed by:
- (a) an EEA State; or
 - (b) a local authority of the UK or an EEA State; or
 - (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.
- 4.2 More than 35% of the Scheme Property may be invested in such securities issued by or on behalf of or guaranteed by a single named issuer which may be one of the following: the Governments of the United Kingdom and of a member state of the European Union or EEA (i.e. Austria, Belgium, Cyprus, the Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Slovakia, Slovenia, Spain, Sweden); or by or on behalf of the Governments of Australia, Canada, Japan, New Zealand, Switzerland or the United States of America.
- 4.3 The ACD has consulted with the Depositary and considers that the issuers named in 4.2 above are ones which are appropriate in accordance with the investment objectives of the Sub-Fund(s) set out in Appendix 1. If more than 35% in value of the Scheme Property of the Company is invested in such securities issued by any one issuer, no more than 30% in value of the Scheme Property of the Company may

consist of such securities of any one issue and the Scheme Property must include at least six different issues whether of that issuer or another issuer.

5. Collective Investment Schemes

5.1 Except where the investment policy of the Sub-Fund(s) is inconsistent with this, up to 100% in value of the property of the Company may be invested in units in other collective investment schemes (hereafter a **second scheme**) although not more than 35% in value of the Sub-Fund(s) is to consist of the units of any one second scheme. Investment may be made in a second scheme managed by the ACD or an associate of the ACD.

5.2 Any second scheme must either:

- (a) be a UK UCITS scheme or satisfy the conditions necessary for it to enjoy the rights conferred by the UCITS Directive as implemented in the EEA ; or
- (b) be authorised as a non-UCITS retail scheme; or
- (c) be a recognised scheme under the provision of Section 272 of the Financial Services and Markets Act 2000; or;
- (d) be constituted outside the United Kingdom and the investment and borrowing powers of which are the same or more restrictive than those of a non-UCITS retail scheme; or
- (e) be a scheme not falling within (a) - (d) and in respect of which no more than 20% in value of the Scheme Property (including any transferable securities which are not approved securities) is invested.

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

5.4 Where the second scheme is an umbrella collective investment scheme the above provisions apply to each sub-fund as if it were a separate scheme.

5.5 The Sub-Fund(s) may invest in units of other eligible collective investment schemes which are managed or operated by the ACD (or one of its associates). However, where such an investment or disposal of units is made and there is a charge in respect of such investment or disposal, the ACD must pay the relevant Sub-Fund the amount referred to in either paragraph 5.6 or paragraph 5.7 within four business days following the date of the agreement to invest or dispose.

5.6 When an investment is made, the amount referred to in paragraph 5.5 is either:

- (a) any amount by which the consideration paid by Sub-Fund for the units in the second scheme exceeds the price that would have been paid for the benefit of the second scheme had the units been newly issued or sold by it; or

- (b) if such price cannot be ascertained by the ACD, the maximum amount of any charge permitted to be made by the seller of units in the second scheme.
- 5.7 When a disposal is made, the amount referred to in paragraph 5.5 is any charge made for the account of the authorised fund manager or operator of the second scheme or an associate of any of them in respect of the disposal.
- 5.8 Any second schemes in which a Sub-fund invests will be established in the locations listed in Appendix 9. A Sub-fund may invest in second schemes established in locations not currently listed in Appendix 9 provided the second scheme satisfies the requirements of this clause 5 and the FCA Regulations, where this occurs the list in Appendix 9 will be updated and an updated Prospectus issued.
- 6. Feeder Schemes**
- 6.1 A non-UCITS retail scheme that is not a feeder NURS may, if the following conditions are met, invest in units of:
 - (a) a feeder UCITS; or
 - (b) a feeder NURS; or
 - (c) a scheme dedicated to units in a single property authorised investment fund; or
 - (d) a scheme dedicated to units in a recognised scheme.
- 6.2 The relevant master UCITS must comply with COLL 5.2.13R(2), (3) and (4) as if it were the second scheme for the purpose of that rule.
- 6.3 The relevant qualifying master scheme, property authorised investment fund or recognised scheme must comply with COLL 5.6.10R(2) to (5) as if it were the second scheme for the purpose of that rule.
- 6.4 Not more than 35% in value of the scheme property of the non-UCITS retail scheme may consist of units of one or more schemes permitted under (6.1) (a) to (d).
- 6.5 The non-UCITS retail scheme must not invest directly in units of the relevant master UCITS, qualifying master scheme, property authorised investment fund or recognised scheme.
- 6.6 The authorised corporate director of the non-UCITS retail scheme must be able to show on reasonable grounds that an investment in one or more schemes permitted under (6.1) (a) to (d) is:
 - (a) in the interests of investors; and
 - (b) no less advantageous than if the non-UCITS retail scheme had held units directly in the relevant:
 - (i) master UCITS; or
 - (ii) qualifying master scheme; or

- (iii) property authorised investment fund; or
- (iv) recognised scheme.

7. Warrants and nil and partly paid securities

- 7.1 Up to 5% in value of the Scheme Property may consist of warrants, provided that warrants may only be held if it is reasonably foreseeable there will be no change to the Scheme Property between the acquisition of the warrant and its exercise and the rights conferred by the proposed warrant and all other warrants forming part of the Scheme Property at the time of the acquisition of the proposed warrant will be exercised and that the exercise of the rights conferred by the warrants will not contravene the FCA Regulations.
- 7.2 Securities on which any sum is unpaid may be held provided that it is reasonably foreseeable that the amount of any existing and potential call for any sum unpaid could be paid by the Sub-Fund at any time when the payment is required without contravening the FCA Regulations.
- 7.3 A warrant may not be included in the Scheme Property unless it is listed on an eligible securities market.

8. Deposits

Up to 20% in value of the Sub-Fund can consist of deposits with a single body. A Sub-Fund may only invest in deposits with an Approved Bank and which are repayable on demand, or have the right to be withdrawn, and maturing in no more than 12 months.

9. Derivatives: General

- 9.1 Except where the investment policy of a Sub-Fund permits otherwise, derivatives may be used by the Sub-Fund(s) for Efficient Portfolio Management purposes only. The NAV of the Sub-fund, which are permitted to use derivatives for investment purposes, could potentially be more volatile; however, it is the Investment Manager's intention that the Sub-Fund(s), owing to its portfolio composition or the portfolio management techniques used, will not have volatility over and above the general market volatility of the markets of their underlying investments.

The use of derivatives for Efficient Portfolio Management is not intended to increase the risk profile of the Sub-Fund(s). However to the extent that derivatives are used for investment purposes, the overall risk of loss to the Sub-Fund(s) may be increased. Please also see "Risk Factors" above.

- 9.2 The Sub-Fund(s) may make use of a variety of derivative instruments in accordance with the FCA Regulations.
- 9.3 A transaction in derivatives or a forward transaction cannot be effected for the Sub-Fund(s) unless:
 - 9.3.1 it is a permitted derivatives and forward transaction (broadly a derivative must be effected on or under the rules of any eligible derivatives market and have underlying consisting of any or all of the following; transferable securities, approved money market instruments, deposits, permitted derivatives, permitted

collective investment schemes, permitted financial indices, interest rates, foreign exchange rates, currencies); and

- 9.3.2 it is covered as required by the FCA Regulations at COLL 5.3.3AR.
- 9.4 The exposure to the underlying assets must not exceed the limits in the FCA Regulations for the class of underlying asset concerned.
- 9.5 Where a transferable security or approved money market instrument embeds a derivative this must be taken into account for the purposes of complying with this Section.
- 9.6 If a Sub-Fund invests in an index-based derivative provided the relevant index falls within the FCA Regulations at COLL 5.6.23R the underlying constituents of the index do not have to be taken into account for the purposes of paragraphs 3 and 4 above, provided the ACD takes account of the requirements for a prudent spread of risk.
- 9.7 A derivative or forward transaction which will or could lead to the delivery of property for the account of the Sub-Fund may be entered into only if:
 - 9.7.1 that property can be held for the account of the Sub-Fund; and
 - 9.7.2 the ACD, having taken reasonable care, determines that delivery of the property under the transaction will not occur or will not lead to a breach of the FCA Rules.
- 9.8 No agreement by or on behalf of a Sub-Fund to dispose of property or rights (except for a deposit) may be made unless:
 - 9.8.1 the obligation to make the disposal and any other similar obligation could immediately be honoured by the Sub-Fund by delivery of property or the assignment of rights; and
 - 9.8.2 the property and rights at Clause 8.8.1 are owned by the Sub-Fund at the time of the agreement.

10. Permitted Transactions (Derivatives and Forwards)

- 10.1 A transaction in a derivative must:
 - 10.1.1 be in an approved derivative; or
 - 10.1.2 be an OTC derivative which complies with paragraph 10.5 and:
- 10.2 In addition:
 - 10.2.1 the underlying must consist of any or all of the following to which the scheme is dedicated: transferable securities; money-market instruments; permitted deposits; permitted derivatives; permitted collective investment scheme units; gold, certain financial indices; interest rates; foreign exchange rates and currencies;
 - 10.2.2 the exposure to the underlying must not exceed the limits set out at paragraphs 3 and 4 above.

- 10.3 A transaction in an approved derivative must be effected on or under the rules of an eligible derivatives market. A derivatives transaction must not cause the Sub-Fund(s) to diverge from its investment objectives as stated in the Instrument of Incorporation and the most recently published prospectus and 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, collective investment scheme units or derivatives.
- 10.4 Any forward transaction must be with an eligible institution or an approved bank.
- 10.5 OTC transactions in derivatives
- 10.5.1 A transaction in an OTC derivative under paragraph 10.5 must be:
- 10.5.2 with an approved counterparty; a counterparty to a transaction in derivatives is approved only if the counterparty is:
- (a) an eligible institution or an approved bank; or
 - (b) a person whose permission (including any requirements or limitations), as published in the FCA Register, or whose Home State authorisation, permits it to enter into the transaction as principal off-exchange;
- 10.5.3 on approved terms; the terms of the transaction in derivatives are approved only if the ACD:
- (a) carries out, at least daily, a reliable and verifiable valuation in respect of that transaction corresponding to its fair value and which does not rely only on market quotations by the counterparty; and
 - (b) can enter into one or more further transactions to sell, liquidate or close out that transaction at any time, at its fair value;
- 10.5.4 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:
- (a) on the basis of an up-to-date market value which the ACD and the Depositary have agreed is reliable; or
 - (b) if the value referred to in (a) is not available, on the basis of a pricing model which the ACD and the Depositary have agreed uses an adequate recognised methodology; and
- 10.5.5 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:
- (a) 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

- (b) 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.

11. Immovable Property

11.1 It is not currently intended that any Sub-Fund will have an interest in immovable property for the direct pursuit of the Company's business.

11.2 A Sub-Fund may invest in immovable property where permitted in its investment policy and where a Standing Independent Valuer has been appointed.

11.3 Where a Sub-Fund's investment policy permits investment in immovable property, the ACD must, in addition, obtain the consent of the Depositary for the acquisition or disposal of immovable property.

11.4 Where a Sub-Fund's investment policy permits investment in immovable property, any investment in land or a building held within the scheme property of a non-UCITS retail scheme must be an immovable within 11.4.1 to 11.4.4.

11.4.1 An immovable must:

- (a) be situated in the United Kingdom; and
- (b) if situated in:
 - (i) England and Wales or Northern Ireland, be a freehold or leasehold interest; or
 - (ii) Scotland, be any interest or estate in or over land or heritable right including a long lease; or
- (c) if not situated in the jurisdictions referred to in (b)(i) or (b)(ii), be equivalent to any of the interests in (b)(i) or (b)(ii) or, if no such equivalent interest is available in the jurisdiction, be an interest that grants beneficial ownership of the immovable to the scheme and provides as good a title as any of the interests in (b)(i) or (b)(ii).

11.4.2 The ACD must have taken reasonable care to determine that the title to the immovable is a good marketable title.

11.4.3 The ACD must:

- (a) have received a report from an appropriate valuer which:
 - (i) contains a valuation of the immovable (with and without any relevant subsisting mortgage); and
 - (ii) states that in the appropriate valuer's opinion the immovable would, if acquired by the scheme, be capable of being disposed of reasonably quickly at that valuation; or
- (b) have received a report from an appropriate valuer as required by (a)(i) and stating that:

- (i) the immovable is adjacent to or in the vicinity of another immovable included in the scheme property or is another legal interest as defined in 11.4.1(b) or 11.4.1(c) in an immovable which is already included in the scheme property; and
- (ii) in the opinion of the appropriate valuer, the total value of both immovables would at least equal the sum of the price payable for the immovable and the existing value of the other immovable.

11.4.4 An immovable must:

- (a) be bought or be agreed by enforceable contract to be bought within six months after receipt of the report of the appropriate valuer under 11.4.3;
- (b) not be bought, if it is apparent to the ACD that the report in (a) could no longer reasonably be relied upon; and
- (c) not be bought at more than 105% of the valuation for the relevant immovable in the report in 11.4.3.

11.4.5 Any furniture, fittings or other contents of any building may be regarded as part of the relevant immovable.

11.4.6 An appropriate valuer must be a person who:

- (a) has knowledge of and experience in the valuation of immovables of the relevant kind in the relevant area;
- (b) is qualified to be a standing independent valuer of a non-UCITS retail scheme or is considered by the scheme's standing independent valuer to hold an equivalent qualification;
- (c) is independent of the Company, the Depositary and the ACD; and
- (d) has not engaged himself or any of his associates in relation to the finding of the immovable for the scheme or the finding of the scheme for the immovable.

11.5 The following limits apply in respect of immovables held as part of Scheme Property of a Sub-Fund:

11.5.1 not more than 15% in value of the Scheme Property is to consist of any one immovable;

11.5.2 in 11.5.1, immovables within 11.4.3(b) must be regarded as one immovable;

11.5.3 the figure of 15% in 11.5.1 may be increased to 25% once the immovable has been included in the Scheme Property in compliance with 11.5.1;

11.5.4 the income receivable from any one group in any accounting period must not be attributable to immovables comprising;

- (a) more than 25%; or
- (b) in the case of a government or public body more than 35%;

of the value of the Scheme Property;

11.5.5 not more than 20% in value of the Scheme Property is to consist of immovables that are subject to a mortgage and any mortgage must not secure more than 100% of the value in 11.4.3 (on the assumption the immovable is not mortgaged);

11.5.6 the aggregate value of:

- (a) mortgages secured on immovables under 11.5.5;
- (b) borrowing of the Sub-Fund under section 14; and
- (c) any transferable securities that are not approved securities;

must not at any time exceed 20% of the value of the Scheme Property;

11.5.7 not more than 50% in value of the Scheme Property is to consist of immovables which are unoccupied and non-income producing or in the course of substantial development, redevelopment or refurbishment; and

11.5.8 no option may be granted to a third party to buy any immovable comprised in the Scheme Property unless the value of the relevant immovable does not exceed 20% of the value of the Scheme Property together with, where appropriate, the value of investments in:

- (a) unregulated collective investment schemes; and
- (b) any transferable securities which are not approved securities.

12. General

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

12.2 Cash or near cash may be retained in the Scheme Property to enable the pursuit of the investment objective; or for redemption of shares in the Sub-Fund(s); or efficient management of the Sub-Fund(s) in accordance with its investment objective or for a purpose which may reasonably be regarded as ancillary to the investment objective of the Sub-Fund(s).

A Sub-Fund may invest gold up to a limit of 10% of Scheme Property.

13. Stocklending

The Sub-Fund(s) may not enter into stocklending transactions.

14. Borrowing and lending powers

14.1 The Company may, subject to the FCA Regulations, borrow money from an eligible institution or an Approved Bank for the use of the Company on the terms that the borrowing is to be repayable out of the Scheme Property.

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

14.3 These borrowing restrictions do not apply to "back to back" borrowing to be cover for transactions in derivatives and forward transactions.

14.4 The Company will not issue any debenture unless it acknowledges or creates a borrowing that complies with COLL 5.5.4(1) to (6) inclusive.

14.5 The Company will not lend any money which forms part of the Scheme Property.

15. Leverage

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

The types and sources of leverage and risks the Sub-fund may employ are as follows:

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

ii) Through the use of derivatives. Any exposure by the Sub-fund through the use of derivatives must be covered by cash or readily realisable assets held by the Sub-fund. Restrictions on the use of derivatives are outlined in the Investment Objective and Policy in Appendix 1 and detailed in the Investment and Borrowing Powers in Appendix 2.

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

15.2 The following restrictions apply to the use of leverage:

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

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

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

hedging) and derivative exposure (converted into the equivalent underlying positions). The commitment method nets off derivative instruments, while the gross method aggregates them.

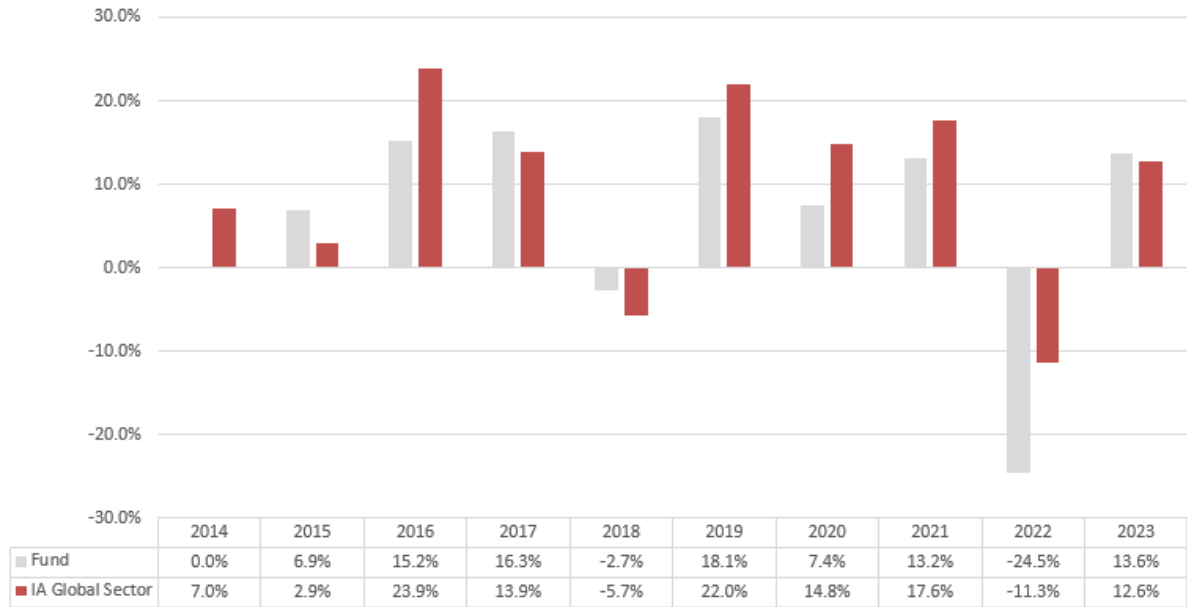
The maximum level of leverage for the Company expressed as a ratio of the Company's total exposure to its Net Asset Value:

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

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

Appendix 3 Historical Performance Data

All charges and fees, except any entry, exit or switching charges, have been included within the performance calculation.



Source: Fund - FE fundinfo 2024
Benchmark - Morningstar

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

Appendix 4 Eligible Securities Markets

The Sub-Fund(s) may deal through securities markets established in the UK or EEA/EU states on which transferable securities admitted to official listing in these states are dealt in or traded. In addition, up to 20% in value of the Sub-Fund(s) may be invested in transferable securities which are not approved securities.

The Sub-Fund(s) may also deal in certain of the securities markets listed below and those derivatives markets indicated in Appendix 5.

1.	Australia	Australian Securities Exchange
2.	Bermuda	Bermuda Stock Exchange
3.	Canada	TSX Venture Exchange Toronto Stock Exchange
4.	China	Shanghai Stock Exchange Shenzhen Stock Exchange
5.	Hong Kong	Hong Kong Exchanges & Clearing Company
6.	India	BSE Limited
7.	Indonesia	Indonesia Stock Exchange
8.	Israel	Tel-Aviv Stock Exchange
9.	Japan	JASDAQ Tokyo Stock Exchange
10.	Republic of Korea	Korea Exchange
11.	Malaysia	Bursa Malaysia
12.	New Zealand	New Zealand Exchange Ltd
13.	Peru	Lima Stock Exchange (Bolsa de Valores de Lima)
14.	Philippines	Philippine Stock Exchange
15.	Singapore	Singapore Exchange
16.	South Africa	JSE Limited
17.	Switzerland	SIX Swiss Exchange
18.	Taiwan	Taiwan Stock Exchange
19.	Thailand	Stock Exchange of Thailand
20.	Turkey	Borsa Istanbul

21. United States

New York Stock Exchange

NYSE LIFFE US

NYSE Arca

NASDAQ

The OTC Market(s) in US Government securities conducted by primary dealers selected and regulated by the Federal Reserve Bank of New York;

Appendix 5 Eligible Derivatives Markets

1. NYSE Euronext Amsterdam
2. Chicago Board Options Exchange
3. CME Group
4. EUREX Exchange
5. NYSE LIFFE
6. Hong Kong Exchanges & Clearing Company
7. JSE Limited
8. ICE Futures U.S
9. Turquoise London Stock Exchange Group
10. Singapore Exchange
11. Tokyo Stock Exchange
12. Tokyo Financial Exchange
13. NYSE Euronext Paris
14. NYSE Euronext Brussels
15. NYSE Euronext Lisbon
16. NYSE LIFFE US
17. New York Stock Exchange
18. NYSE Arca

Appendix 6 Directory

The Company and Head Office

The Westhill Investment Fund
Exchange Building
St John's Street
Chichester
West Sussex
PO19 1UP

Authorised Corporate Director

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

Investment Managers

W1M Investment Management Limited
16 Babmaes Street
London
United Kingdom
SW1Y 6AH

Rathbones Investment Management Limited
Registered office:
Rathbones Investment Management Limited
Port Of Liverpool Building
Pier Head
Liverpool
L3 1NW

Principal Place of Business:
Rathbones Investment Management Limited
30 Gresham Street
London
EC2V 7QN

Thesis Asset Management Limited
Exchange Building
Saint Johns Street
Chichester
West Sussex
PO19 1UP

Transfer Agency

Tutman Fund Solutions Limited
177 Bothwell Street
Glasgow
G2 7ER

Dealing only: 0141 483 9700
Registration and Enquiries: 0141 483 9701
Email: TADealing@tutman.co.uk

Depository

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

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

Auditor

Johnston Carmichael LLP
Bishop's Court
29 Albyn Place
Aberdeen
AB10 1YL

Appendix 7
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 8 Typical Investor Profile(s)

Below is an indication of the target market of the Sub-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 Sub-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 has a neutral stance on income growth over a long time period.

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

Appendix 9

List of Authorised Funds for which Tutman Fund Solutions Limited acts as authorised fund manager or authorised corporate director

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

	<p>The Brighton Rock Fund The Cheviot Fund The Daisybelle Fund The Dinky Fund The Dunninger Fund The Folla Fund The Galacum Fund The Global Balanced Strategy Fund The Gloucester Portfolio The Headspring Fund The Headway Fund The Jake Fund The Jay Fund The Kingfisher Fund The Loch Moy Fund The Magpie Fund The MF Fund The Milne Fund The Nectar Fund The Norton Fund The Princedale Fund The Rosslyn Fund The SBB Fund The Staffordshire Portfolio The Stellar Fund The SVS Levitas Funds The Touchstone Investment Fund The Tully Fund The Westhill Investment Fund TS Campana Fund Vagabond Investment Fund White Oak Fund Windrush Fund</p>
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Appendix 10
Establishment of Collective Investment Schemes

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

Any member state of the UK or the European Economic Area

Australia

Bermuda

Canada

Cayman Islands

Channel Islands

Isle of Man

Japan

Singapore

Switzerland

United States