

IMPORTANT: IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS PROSPECTUS YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER.

FundRock Partners Limited, the authorised corporate director 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 Collective Investment Schemes Sourcebook to be included in it. FundRock Partners Limited accepts responsibility accordingly.

PROSPECTUS

OF

FP SCDavies Funds

**(An open-ended investment company
incorporated with limited liability and
registered in England and Wales
under registered number IC000854)**

(A UCITS Scheme)

This document constitutes the Prospectus for **FP SCDavies Funds** which has been prepared in accordance with The Collective Investment Schemes Sourcebook.

This Prospectus is dated, and is valid as at, **07 August 2019**

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

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

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

Distributors and other intermediaries which offer, recommend or sell shares in the Funds must comply with all laws, regulations and regulatory requirements as may be applicable to them. Also, such Distributors and other intermediaries must consider such information about the Funds and its share classes as is made available by the Authorised Corporate Director for the purposes of the EU's Product Governance regime. Distributors and intermediaries may obtain further information by contacting the ACD.

The Shares have not been and will not be registered under the United States Securities Act of 1933, as amended. They may not be offered or sold in the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia or offered or sold to US Persons. The Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended. The ACD has not been registered under the United States Investment Advisers Act of 1940.

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

The provisions of the Instrument of Incorporation are binding on each of the Shareholders and a copy of the Instrument of Incorporation is available on request.

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

The distribution of this Prospectus in certain jurisdictions may require that this Prospectus is translated into the official language of those countries. Should any inconsistency arise between the translated version and the English version, the English version shall prevail.

This Prospectus is based on information, law and practice at the date hereof. The Company cannot be bound by an out of date prospectus when it has issued a new prospectus and investors should check with FundRock Partners Limited that this is the most recently published prospectus.

The Depositary and the Investment Manager are not responsible for the information contained in this Prospectus and accordingly do not accept any responsibility therefore under the Regulations or otherwise.

International Tax Reporting

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

Data Protection

The way in which we may use personal information of individuals ("personal data") is governed by the "**Data Protection Requirements**" which means all applicable data protection laws and regulations including, without limitation, (a) the General Data Protection Regulation (EU) 2016/679 ("GDPR"), (b) any applicable legislation supplementing and / or implementing GDPR in the United Kingdom, and (c) any legislation that, in respect of the United Kingdom, replaces GDPR as a consequence of the United Kingdom leaving the European Union. The Data Protection Requirements are designed to strengthen data protection for all individuals. Further details on our privacy policy and your rights under the Data Protection Requirements can be found on our website: www.fundrock.com. Changes to our privacy policy will be published on our website.

For the purposes of the Data Protection Requirements, the "data controller" of your personal data is us, FundRock Partners Limited.

Information we collect from you or from other sources and what we do with it:

We will collect and process the following data about you depending on how or why you interact or communicate with us (e.g., filling in an application form, subscribing for or redeeming Shares or when you communicate with us by email, telephone or otherwise):

- (1) Your name and title, address, date of birth, e-mail address and phone number or other contact information; your signature, your tax number or "national insurance number"; your banking details, credit or debit card information or other payment or financial information; information about transactions you make in relation to a Fund including your holding in a Fund or the reference number in relation to your holding; your personal description and your photograph.

We will use this information to open your account, maintain the Register; process subscriptions, redemptions and exchanges of Shares and payments of dividends; perform controls on excessive trading and market timing; comply with applicable anti-money laundering rules or anti-terrorist financing rules; or comply with our reporting obligations to regulatory bodies or tax authorities as well as our obligations under other applicable laws and regulations, monitor calls and electronic communications to process and verify instructions, or for investigation and fraud prevention purposes.

The legal basis for this processing of your personal data is our legitimate interests, namely the proper administration of your investment, the operation the Fund by us, our delegates and the service providers in relation to a Fund; the performance of the contractual obligations between you as a Shareholder and us; to provide you with information, products and services that you request from us; to notify you about changes to our services or to a Fund or the Company; and to comply with applicable laws and regulations.

You have the right to refuse to give us your personal data in which case we may at our discretion refuse to issue Shares to you; refuse to pay the proceeds of a redemption of Shares; refuse to pay income on Shares; or compulsorily redeem your holding.

- (2) With regard to each of your visits to our website, we will automatically collect technical information about your computer, including where available your Internet protocol or "IP" address, operating system and browser type and version, time zone setting, operating system and platform; information about your visit, including the full Uniform Resources Locators ("URLs"), clickstream to, through and from our website (including date and time); time on page, page response times, download errors, lengths of visits to certain pages, page interaction information (such as scrolling, clicks and mouse-overs); location, device and demographic information. We will do so for administration purposes and to analyse the use of our website and services.

Our website uses "cookies" to distinguish you from other users of our website (very broadly, the website identifies a user and customises web pages for that user on subsequent visits to the website). This helps us to provide you with a good experience when you browse our website and also allows us to improve our site. For detailed information on the cookies we use and the purposes for which we use them please see our Cookie policy on our website.

The legal basis for this processing is our legitimate interests, namely monitoring and improving our website and services.

We will combine the information that you give us with information that we receive from other sources and use this for the purposes set out above (depending on the types of information we receive).

We may also use your personal data to establish, exercise or defend claims in order to protect or assert our legal rights, your legal rights or the legal rights of others, obtain or maintain insurance coverage, manage risks, or obtain professional advice in order to protect our business.

Disclosure of your information

We may disclose your personal data to any member of our group of companies; our insurers or professional advisers; service providers to the Funds; our service providers, delegates, suppliers, contractors, sub-contractors or business partners and third parties with whom we contract; our auditors, our bank, competent authorities including the FCA, tax authorities, courts and other bodies for reporting or as otherwise required by law; technical advisers or analytics and search engine providers that assist us in the improvement and optimisation of our website; credit reference agencies or other risk management agencies; third parties that provide security, email security, data governance, archiving and other information technology support services; any third party that you ask us to share your personal data with.

We may disclose your personal data to third parties in the event we sell or purchase a business or assets; if we are acquired by a third party; or where we are under a duty to disclose or share your personal data in order to comply with any legal or regulatory obligation; or in order to enforce or apply the terms of use of our website (which can be found on our website) and other agreements; or to protect our rights, property, or safety, or that of our customers, or others.

International transfers of your personal data

Your personal data may be transferred to the auditor, registrar, transfer agent, administrator, depositary, custodian or investment manager of a Fund or the Company; or to the sponsor, distributor, or third party data providers in relation to a Fund; or to a third party with whom we contract; any of whom may be located in the European Economic Area ("EEA").

The Data Protection Requirements place restrictions on transferring data outside of the EEA. Transfers to a third country or to an international organisation may only take place if the data being transferred is subject to an adequate level of protection. If we or our service providers need to share your personal data with a recipient outside the EEA, we will ensure that appropriate safeguards are in place including: model clauses that have been approved by the European Commission; a code of conduct or other certified mechanisms such as

binding contractual rules. Your personal data may be transferred to third parties that we or our service providers use including certain banks that we or our service providers use or certain companies that provide certain services to our service providers such as the registrar of the Fund. Such third parties include: a company located in India that provides operational support services, a company based in the USA that provides information technology security services, and a company based in the USA (but which has affiliates in multiple locations) that provides customer services software.

Retention and deletion of your personal data

We will not keep your personal data longer than is necessary for the purpose that we process it or for any purpose. We will generally retain your personal data for a minimum of 7 years, or for such period as is necessary for compliance with a legal obligation to which we are subject, or in order to protect your vital interests or the vital interests of another natural person.

Rights of an individual

As an individual, you have certain rights under the Data Protection Requirements. These include: (a) the right of access (b) the right to rectification (c) the right to erasure (d) the right to restrict processing (e) the right to object to processing (f) the right to data portability (g) the right to complain to a supervisory authority, and (h) the right to withdraw consent. Some of the rights are complex and only apply in specific circumstances. Further details are set out in the privacy policy published on our website.

Our details

You can contact us or our Data Protection Officer regarding the Data Protection Requirements or our privacy policy:

- (a) by post, to 52-54 Gracechurch Street, London EC3V 0EH;
- (b) by telephone, on 01268 44 8654 or the contact number published on our website from time to time; or
- (c) by email, to FP_DataProtection@Fundrock.com or the email address published on our website from time to time.

Further information is available on our website.

1. **DEFINITIONS**

- "ACD" or "FP"** FundRock Partners Limited, the authorised corporate director of the Company;
- "ACD Agreement"** an agreement dated 12 November 2010 between the Company and the ACD;
- "Administrator"** DST Financial Services Europe Limited, or such other entity as is appointed to act as administrator to the Company from time to time;
- "Approved Bank"** (in relation to a bank account opened by the Company):
- (a) if the account is opened at a branch in the United Kingdom:
 - (i) the Bank of England; or
 - (ii) the central bank of a member state of the OECD; or
 - (iii) a bank; or
 - (iv) a building society; or
 - (v) a bank which is supervised by the central bank or other banking regulator of a member state of the OECD; or
 - (b) if the account is opened elsewhere:
 - (i) a bank in (a); or
 - (ii) a credit institution established in an EEA State other than in the United Kingdom and duly authorised by the relevant Home State Regulator; or
 - (iii) a bank which is regulated in the Isle of Man or the Channel Islands; or

(iv) a bank supervised by the South African Reserve Bank;

“Auditor”	Deloitte LLP, or such other entity as is appointed to act as auditor to the Company from time to time;
“Class” or “Classes”	in relation to Shares, means (according to the context) all of the Shares related to a single Fund or a particular class or classes of Share related to a single Fund;
“COLL”	refers to the appropriate chapter or rule in the COLL Sourcebook;
“the COLL Sourcebook”	the Collective Investment Schemes Sourcebook issued by the FCA, as amended from time to time;
“Company”	FP SCDavies Funds;
“Conversion”	the conversion of Shares in one Class in a Fund to Shares of another Class in the same Fund and “Convert” shall be construed accordingly;
“Custodian”	The Northern Trust Company, London Branch or such other entity as is appointed to act as custodian;
“Cut Off Point”	the point prior to which orders to buy, sell or Switch Shares must be received by the Administrator in order for them to be actioned at the next Valuation Point and details of which are set out for each Fund (if relevant) in Appendix I;
“Dealing Day”	Monday to Friday (except for (unless the ACD otherwise decides) a bank or public holiday in England and Wales or such other days declared by the ACD to be non-Dealing Days);

“Depository”	Northern Trust Global Services SE, or such other entity as is appointed to act as depository of the Company;
“Director” or “Directors”	the directors of the Company from time to time (including the ACD);
“EEA State”	a member state of the European Union and any other state which is within the European Economic Area;
“Efficient Portfolio Management” or “EPM”	as defined in paragraph 10 of Appendix IV;
“Eligible Institution”	one of certain eligible institutions as defined in the glossary of definitions to the FCA Handbook;
“the FCA”	means the Financial Services Authority in respect of matters prior to 1 April 2013 and, in respect of matters after that date, the Financial Conduct Authority or any other successor entity from time to time;
“the FCA Handbook”	the FCA Handbook of Rules and Guidance, as amended from time to time;
“FCA PRN”	the FCA’s product reference number for the Company or one of its sub-funds;
“FP”	FundRock Partners Limited, the authorised corporate director (ACD) of the Company;
“Fund” or “Funds”	a sub-fund of the Company (being part of the Scheme Property of the Company which is pooled separately) to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with the investment objective applicable to such sub-fund;
“Fund Accountant”	Apex Fund Services (UK) Limited, or such other entity as is appointed to act as fund accountant;

“Fundrock Holding S.A.”	the ultimate holding company of FundRock Partners Limited;
“Instrument of Incorporation”	the instrument of incorporation of the Company as amended from time to time;
“Investment Manager”	Oakham Wealth Management Limited, the investment manager to the ACD in respect of the Company;
“ISA”	an individual savings account under The Individual Savings Account Regulations 1998 (as amended);
“Net Asset Value” or “NAV”	the value of the Scheme Property of the Company or of any Fund (as the context may require) less the liabilities of the Company (or of the Fund concerned) as calculated in accordance with the Instrument of Incorporation;
“OEIC Regulations”	the Open-Ended Investment Companies Regulations 2001 as amended or replaced from time to time;
“Register”	the register of Shareholders of the Company;
“Registrar”	DST Financial Services Europe Limited, or such other entity as is appointed to act as registrar to the Company from time to time;
“Regulated Activities Order”	the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 (SI 2001/544) as amended from time to time;
“Regulations”	the OEIC Regulations and the FCA Handbook (including the COLL Sourcebook);
“Scheme Property”	the scheme property of the Company required under the COLL Sourcebook to be given for safekeeping to the Depositary;
“SDRT”	stamp duty reserve tax;
“Share” or “Shares”	a share or shares in the Company (including larger denomination shares, and smaller

	denomination shares equivalent to one ten thousandth of a larger denomination share);
"Shareholder"	a holder of registered Shares in the Company;
"Switch"	the exchange where permissible of Shares of one Class of a Fund for Shares of the same or another Class of a different Fund and "Switching" shall be construed accordingly;
"UCITS Directive"	The European Parliament and Council Directive of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investments in transferable securities (UCITS) (No. 2009/65/EC) (as amended from time to time);
"UCITS scheme"	a collective investment scheme such as the Company which complies with the UCITS Directive and therefore has certain passporting rights under that directive;
"US Persons"	a person who falls within the definition of "US Person" as defined in rule 902 of regulation S of the United States Securities Act 1933;
"Valuation Point"	the point, 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 or a Fund (as the case may be) for the purpose of determining the price at which Shares of a Class may be issued, cancelled or redeemed. For details of the Valuation Point of a Fund please see Appendix I;
"VAT"	UK value added tax.

2. **DETAILS OF THE COMPANY**

2.1 **General**

2.1.1 FP SCDavies Funds (the Company) is an investment company with variable capital incorporated in England and Wales under registered number IC000854 and authorised by the FCA with effect from 12th November 2010. The FCA product reference number for the Company is 532059. The Company has been certified by the FCA as complying with the conditions necessary for it to enjoy the rights conferred by the UCITS Directive. The Company has an unlimited duration.

Shareholders are not liable for the debts of the Company.

The ACD is also the authorised corporate director of certain other open-ended investment companies and authorised fund manager of certain authorised unit trusts details of which are set out in Appendix V.

2.1.2 **Head Office**

The head office of the Company is at 52-54 Gracechurch Street, London EC3V 0EH.

2.1.3 **Address for Service**

The head office is the address of the place in the UK for service on the Company of notices or other documents required or authorised to be served on it.

2.1.4 **Base Currency**

The base currency of the Company and each Fund is Pounds Sterling.

2.1.5 **Share Capital**

Maximum £100,000,000,000

Minimum £1

Shares have no par value. The Share capital of the Company at all times equals the sum of the Net Asset Values of each of the Funds.

Shares in the Company may be marketed in other Member States and in countries outside the European Union and European Economic Area, subject to the Regulations, and any regulatory constraints in those countries, if the ACD so decides.

Each of the Funds of the Company is designed and managed to support longer-term investment and active trading is discouraged. Short-term or excessive trading into and out of a Fund may harm performance by disrupting portfolio management strategies and by increasing expenses. The ACD may at its discretion refuse to accept applications for Conversion, or Switching of, Shares, especially where transactions are deemed disruptive, particularly from possible market timers or investors who, in its opinion, have a pattern of short-term or excessive trading or whose trading has been or may be disruptive to the Funds. For these purposes, the ACD may consider an investor's trading history in the Funds or other funds managed by ACD and accounts under common ownership or control.

2.2 **The Structure of the Company**

2.2.1 **The Funds**

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

The Company is a UCITS scheme.

The assets of each Fund will be treated as separate from those of every other Fund and will be invested in accordance with the investment objective and investment policy applicable to that Fund. Investment of the assets of each of the Funds must comply with the COLL Sourcebook and the investment objective and policy of the relevant Fund. Details of the Funds, including their investment objectives and policies, are set out in Appendix I.

The eligible securities markets and eligible derivatives markets on which the Funds may invest are set out in Appendix II. A detailed statement of the general investment and borrowing restrictions in respect of each type of Fund is set out in Appendix IV.

Each Fund has a specific portfolio to which that Fund's assets and liabilities are attributable. So far as the Shareholders are concerned, each Fund is treated as a separate entity. A Shareholder is not liable to make any further payment to the Company after he has paid the price on purchase of the Shares.

Investors should note that the Company's Funds are segregated portfolios of assets and, accordingly, the assets of a Fund belong exclusively to that Fund, and shall not be used or made available to discharge directly or indirectly the liabilities of, or claims against, any other person or body,

including the Company or any other Fund, and shall not be available for any such purpose.

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

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

Subject to the above, each Fund will be charged with the liabilities, expenses, costs and charges of the Company attributable to that Fund, and within each Fund charges will be allocated between Classes in accordance with the terms of issue of Shares of those Classes. Any assets, liabilities, expenses, costs or charges not attributable to a particular Fund may be allocated by the ACD in a manner which it believes is fair to the Shareholders generally. This will normally be pro rata to the Net Asset Value of the relevant Funds.

2.2.2 **Shares**

Classes of Shares within the Funds

Shares will be issued in larger and smaller denominations. There are 10,000 smaller denomination Shares to each larger Share. Smaller denomination Shares represent what, in other terms, might be called fractions of a larger Share and have proportionate rights.

Shares have no par value and, within each Class in each Fund subject to their denomination, are entitled to participate equally in the profits arising in respect of, and in the proceeds of, the liquidation of the Company or termination of a relevant Fund. Shares do not carry preferential or pre-emptive rights to acquire further Shares.

Further Classes of Share may be established from time to time by the ACD with the approval of the FCA, the agreement of the Depositary and in accordance with the Instrument of Incorporation. On the introduction of any new Fund or Class, either a revised prospectus or a supplemental prospectus will be prepared, setting out the details of each Fund or Class.

The base currency for each new Class of Shares will be determined at the date of creation and set out in the prospectus issued in respect of the new Class of Shares.

The net proceeds from subscriptions to a Fund will be invested in the specific pool of assets constituting that Fund.

To the extent that any Scheme Property of the Company, or any assets to be received as part of the Scheme Property, or any costs, charges or expenses to be paid out of the Scheme Property, are not attributable to one Fund only, the ACD will allocate such Scheme Property, assets, costs, charges or expenses between Funds in a manner which is fair to all Shareholders of the Company.

Shares in the Company are not currently listed on any investment exchange.

The Share Classes that may be issued and their criteria for subscription in respect of each Fund are set out in Appendix I. Details of which of the Share Classes are presently available in each Fund are set out in Appendix I.

Each of the Funds have the power to issue Hedged Share Classes although at the date of this Prospectus none of the Funds have Hedged Share Classes in issue. Hedged Share Classes allow the ACD to use currency hedging transactions to reduce the effect of fluctuations in the rate of exchange between the currency of Shares in those Classes (the "Reference Currency") and Sterling which is the base currency of the relevant Fund (the "Base Currency") and the currency in which the relevant Fund's underlying assets are denominated.

When Hedged Share Classes are issued, the ACD may use currency forwards, currency futures, currency option transactions, currency swaps, currency hedging with interest rate or equity swap transactions (or such other instruments as are permitted under Appendix IV (Investment and Borrowing Powers of the Company)) to preserve the Reference Currency against the Base Currency, and the currency in which the relevant Fund's underlying assets are denominated.

The costs and benefits, along with losses, if any, of such hedging transactions accrue solely to the investors in the relevant Class with reference to the value of the respective shareholdings in those Classes. This includes the costs of hedging and the allocation of any gains and losses resulting from the hedging transactions. The transactions will not cause the hedged Share Classes to be leveraged. The value of each Share Class to be hedged will be made up of both capital and income and the ACD may

hedge up to 100% of the value of each hedged Share Class. The ACD will review the hedging position at each Valuation Point. Adjustments to any hedge to keep within this target range will only be made when the required adjustment is material. As such Hedged Share Classes will not be completely protected from all currency fluctuations. The risks which may be incurred in any such hedging transactions are explained in paragraphs 5.8 and 5.9 of this Prospectus.

Holders of income Shares are entitled to be paid the distributable income attributed to such Shares on any relevant interim and annual allocation dates.

Holders of accumulation Shares are not entitled to be paid the income attributed to such Shares, but that income is automatically transferred to (and retained as part of) the capital assets of the relevant Fund on the relevant interim and/or annual accounting dates. This is reflected in the price of an accumulation Share.

The Instrument of Incorporation allows income and accumulation Shares to be issued. Income Shares are Shares in respect of which income allocated to them is distributed periodically to the relevant Shareholders. Accumulation Shares are Shares whereby income is credited periodically to capital. In accordance with relevant tax law, distribution or allocation of income is made gross without any tax being deducted or accounted for by the Company. Further details concerning taxation may be found in section 9.

Where a Fund has different Classes, each Class may attract different charges and so monies may be deducted from the Scheme Property attributable to such Classes in unequal proportions. In these circumstances, the proportionate interests of the Classes within a Fund will be adjusted accordingly. Different subscription methods may be required for investors subscribing to Classes of Shares other than Sterling. Further details are set out in paragraph 3.1 "Buying Shares".

Shareholders are entitled (subject to certain restrictions) to Switch all or part of their Shares in a Class of a Fund for Shares of another Class within the same Fund or for Shares of the same or another Class within a different Fund of the Company. Details of this Conversion and Switching facility and the restrictions are set out in paragraph 3.3 "Conversion and Switching".

3. **BUYING, REDEEMING, CONVERTING AND SWITCHING SHARES**

The dealing office of the Administrator is normally open from 9am to 5pm (London time) on each Dealing Day to receive requests by post or fax on 0870 700 2305 for the purchase, sale, Conversion and Switching of Shares. The Administrator may vary these times with the consent of the ACD. Requests to deal in Shares may also be made by telephone on 01268 44 8654 each Dealing Day (at the ACD's discretion) between 9am and 5pm (London time) or through such other number as published from time to time. The initial investment must, at the discretion of the ACD, be accompanied by a completed application form.

In addition, the ACD may from time to time make arrangements to allow Shares to be bought or sold on-line or through other communication media.

Telephone calls and electronic communications will be recorded. The ACD will keep a copy of telephone calls and electronic communications. A copy of the record is available from the ACD on request. The records will be kept for up to five years and where requested by the FCA, for up to seven years. The ACD may also, at its discretion, introduce further methods of dealing in Shares in the future. At present, transfer of title by electronic communication is not accepted.

In its dealings in Shares of the Funds the ACD is dealing as principal. The ACD separately identifies any profits it makes as dealing as principal between 'risk free' and 'at risk' and does not retain any risk free profits arising.

In respect of some Funds, deals must be received before the relevant Cut Off Point in order to be dealt with at the next Valuation Point. Deals received after the Cut Off Point will be dealt with at the Valuation Point or the next following Dealing Day. For details of the Valuation Point and, where relevant, the Cut Off Point of a Fund, please see Appendix I.

3.1 **Buying Shares**

3.1.1 **Procedure**

Shares may be bought directly from the ACD or through a professional adviser or other intermediary. Where permitted by the rules in the FCA Handbook, an intermediary who recommends an investment in the Company to Shareholders may be entitled to receive commission from the ACD, which may include ongoing commission based on the value of Shares held by a Shareholder. For details of dealing charges see paragraph 3.6 below. Application forms may be obtained from the ACD.

Valid applications to purchase Shares in a Fund (received before the Cut Off Point, if appropriate) will be processed at the Share price calculated, based on the Net Asset Value per Share, at the next Valuation Point

following receipt of the application, except in the case where dealing in a Fund has been suspended as set out in paragraph 3.13.

The ACD, at its discretion, has the right to cancel a purchase deal if settlement is materially overdue and any loss arising on such cancellation shall be the liability of the applicant. For postal applications payment in full must accompany the instruction. At the ACD's discretion, payment for large purchases of Shares may be made by telegraphic transfer.

A purchase of Shares in writing or by telephone or any other communication media made available is a legally binding contract. Applications to purchase, once made are, except in the case where cancellation rights are applied, irrevocable. However, subject to its obligations under the Regulations, 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. Investment in non-sterling Share Classes can only be made via TT from a bank account or an automated bank transfer and must be received by the ACD in the relevant currency as the ACD is not able to carry out currency conversion transactions. Further details can be obtained from the ACD on the telephone number above.

Any subscription monies remaining after a whole number of Shares have been issued will not be returned to the applicant. Instead, smaller denomination Shares will be issued. A smaller denomination Share is equivalent to one ten thousandth of a larger denomination Share.

Applicants who have received advice may have the right to cancel their application to buy Shares at any time during the 14 days after the date on which they receive a cancellation notice from the ACD. If an applicant decides to cancel the contract, and the value of the investment has fallen at the time the ACD receives the completed cancellation notice, they will not receive a full refund as an amount equal to any fall in value will be deducted from the sum originally invested. The ACD may extend cancellation rights to other investors but is under no obligation to do so.

The UK has implemented the Foreign Account Tax Compliant Act (FATCA) and the OECD Common Reporting Standard (CRS) for Automatic Exchange of Financial Account Information pursuant to the International Tax Compliance Regulations 2015. As a result of UK legislation, the Company may be required to obtain confirmation of certain information from shareholders and (where applicable) their beneficial owners, such as where you are resident for tax purposes, your tax identification number, and your place and date of birth, and your tax status classification and place of

incorporation if you are a corporate body. Under certain circumstances (including where you do not supply us with the information we request), we will be obliged to report your personal details as well as the details of your Investment to HM Revenue & Customs. This information may then be passed to other tax authorities. Any shareholder that fails to provide the required information may be subject to a compulsory redemption of their Shares and/or monetary penalties.

The extent to which the Company is able to report to HM Revenue & Customs will depend on each affected Shareholder in the Company, providing the Company or its delegate with any information, that the Company determines is necessary to satisfy such obligations.

By signing the application form to subscribe for Shares in the Company, each affected Shareholder is agreeing to provide such information upon request from the Company or its delegate.

Shareholders are encouraged to consult with their own professional tax advisors regarding the possible implications of FATCA or CRS (or UK law on information reporting) on their interest in the Company.

3.1.2 Documents the buyer will receive

A confirmation giving details of the number and price of Shares bought will be issued no later than the end of the business day following the later of receipt of the application to buy Shares and the Valuation Point by reference to which the price is determined, together with, where appropriate, a notice of the applicant's right to cancel.

Settlement is due within four business days of the Valuation Point. 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. If settlement is not made within a reasonable period, then the ACD has the right to cancel any Shares issued in respect of the application.

Share certificates will not be issued in respect of Shares. Ownership of Shares will be evidenced by an entry on the Register. Statements in respect of periodic distributions on Shares will show the number of Shares held by the recipient.

The Company has the power to issue bearer Shares but there are no present plans to do so.

3.1.3 Minimum subscriptions and holdings

The minimum initial subscription, subsequent subscription and holding levels for each Class of Share in a Fund are set out in Appendix I.

The ACD may at its sole discretion accept subscriptions and/or holdings lower than the minimum amount(s).

If following a redemption, Conversion, Switch or transfer a holding in any Class of Share should fall below the minimum holding for that Class, the ACD has the discretion to effect a redemption of that Shareholder's entire holding in that Class of Share. The ACD may use this discretion at any time. Failure not to do so immediately after such redemption, Conversion, Switch or transfer does not remove this right.

3.2 **Redeeming Shares**

3.2.1 **Procedure**

Every Shareholder is entitled on any Dealing Day to redeem its Shares, which shall be purchased by the ACD dealing as principal.

Valid instructions to the ACD to redeem Shares in a Fund (received before the Cut Off Point, if appropriate) will be processed at the Share price calculated, based on the Net Asset Value per Share, at the next Valuation Point following receipt of the instruction, except in the case where dealing in a Fund has been suspended as set out in paragraph 3.13.

A redemption instruction in respect of Shares in writing or by telephone, or any other communication media made available, is a legally binding contract. However, an instruction to the ACD to redeem Shares, although irrevocable, may not be settled by either the Company or the ACD if the redemption represents Shares where the money due on the earlier purchase of those Shares has not yet been received or if insufficient documentation or anti-money laundering information has been received by the ACD.

For details of dealing charges see paragraph 3.6 below.

3.2.2 **Documents a redeeming Shareholder will receive**

A confirmation giving details of the number and price of Shares redeemed will be sent to the redeeming Shareholder (or the first named Shareholder, in the case of joint Shareholders) together with (if sufficient written instructions have not already been given) a form of renunciation for completion and execution by the Shareholder (or, in the case of a joint holding, by all the joint Shareholders) no later than the end of the business

day following the later of the request to redeem Shares or the Valuation Point by reference to which the price is determined.

Payment of redemption proceeds (for investment in Sterling denominated Share Classes only) will normally be made by cheque to the first named Shareholder (at their risk), or, at the ACD's discretion, via bank transfer in accordance with any instruction received (the ACD may recover any bank charge levied on such transfers). Instructions to make payments to third parties (other than intermediaries associated with the redemption) will not normally be accepted. Payment of redemption proceeds in relation to any currency Share Class can only be made to a bank account in the relevant currency as the ACD is not able to carry out currency conversions. Further details can be obtained from the ACD on the telephone number above.

Such payment will be made within four business days of the later of (a) receipt by the ACD of the form of renunciation (or other sufficient written instructions) duly signed and completed by all the relevant Shareholders together with any other documentation and appropriate evidence of title, any required anti-money laundering related documentation, and (b) the Valuation Point following receipt by the ACD of the request to redeem.

3.2.3 **Minimum redemption**

Part of a Shareholder's holding may be redeemed but the ACD reserves the right to refuse a redemption request if the value of the Shares of any Fund to be redeemed is less than the minimum stated in respect of the appropriate Class in the Fund in question (see Appendix I).

3.2.4 **Regular Withdrawal Facility**

The ACD offers a regular withdrawal facility. For further details please contact the Administrator, FundRock Partners Limited – S C Davies, PO Box 10832, Chelmsford, CM99 2BQ.

3.3 **Conversion and Switching**

Subject to any restrictions on the eligibility of investors for a particular Share Class and to the restrictions relating to currency Share Classes described below (where these are in issue), a Shareholder in a Fund may at any time:

- 3.3.1 Convert all or some of his Shares in a Fund for another Class of Shares in the same Fund; or
- 3.3.2 Switch all or some of his Shares in one Fund for Shares in another Fund in the Company.

3.4 **Conversions**

Conversions will be effected by the ACD recording the change of Share Class on the Register of the Company.

If a Shareholder wishes to Convert Shares he should apply to the ACD in the same manner as for a sale as set out below.

Conversions may not be effected at the next Valuation Point and may be held over and processed with Conversion instructions given by other Shareholders. If you would like information about when your Conversion will be processed please contact the ACD on 01268 44 8654.

Conversions of Shares from one Class in a Fund for Shares of another Class in the same Fund (where no other consideration is given or received) will generally not be treated as a disposal for capital gains tax purposes provided the property subject to the scheme and the rights of participants to share in the capital and income in relation to that property are the same immediately before and after the event (ignoring any changes as a result of a variation in management charges). Other conversions of Shares, including from or to a Class of Share that is hedged, may be treated as a disposal for capital gains tax purposes. Shareholders who are in any doubt as to their tax treatment in respect of any conversion of Shares should seek their own professional advice.

There is no fee on Conversions.

The number of Shares to be issued in the new Class will be calculated relative to the price of the Shares being Converted from.

3.5 **Switches**

Subject to the qualifications below (and in particular in relation to currency Share Classes as set out below), a Shareholder may at any time Switch all or some of his Shares of one Class in a Fund ("**Original Shares**") for a number of Shares of another Fund ("**New Shares**").

The number of New Shares issued will be determined by reference to the respective prices of New Shares and Original Shares at the Valuation Point applicable at the time the Original Shares are redeemed and the New Shares are issued.

The ACD may at its discretion make a charge on the Switching or Conversion of Shares between Funds or Classes. Any such charge on Switching does not constitute a separate charge payable by a Shareholder, but is rather the application of any redemption charge on the Original Shares and any initial charge on the New Shares, subject to certain waivers. For details of the charges on Switching currently payable, please see paragraph 3.6.3 "Charges on Conversion and Switching".

If a partial Switch would result in the Shareholder holding a number of Original Shares or New Shares of a value which is less than the minimum holding in the Class concerned, the ACD may, if it thinks fit, Convert the whole of the applicant's holding of Original Shares to New Shares (and make a charge on Switching on such Conversion) or refuse to effect any Switch of the Original Shares. Save as otherwise specifically set out, the general provisions on procedures relating to redemption will apply equally to a Switch. Written instructions must be received by the ACD before the Valuation Point on a Dealing Day in the Funds concerned to be dealt with at the prices at the Valuation Point on that Dealing Day or at such other Valuation Point as the ACD at the request of the Shareholder giving the relevant instruction may agree. Switching requests received after a Valuation Point will be held over until the next day which is a Dealing Day in each of the relevant Fund or Funds.

The ACD may adjust the number of New Shares to be issued to reflect the application of any charge on Switching together with any other charges or levies in respect of the application for the New Shares or redemption of the Original Shares as may be permitted pursuant to the COLL Sourcebook.

Please note that under UK tax law a Switch of Shares is usually treated as a redemption and sale of the Original Shares and a purchase of New Shares and will, for persons subject to taxation, be a realisation of the Original Shares for the purposes of capital gains taxation, which may give rise to a liability to tax, depending upon the Shareholder's circumstances.

When currency Share Classes are in issue in a Fund, moving between the currency classes (including from Sterling to another currency or from another currency to Sterling) cannot be effected by a Switch or a Conversion for operational reasons and Shareholders would be required to contact the ACD to discuss how such a transaction can be effected.

It may be necessary in some circumstances to carry out a Switch of Shares within a Fund rather than a Conversion for operational reasons. Where this happens this may be treated as a disposal for capital gains tax.

A Shareholder who Switches Shares in one Fund for Shares in any other Fund (or who Converts between Classes of Shares) will not be given a right by law to withdraw from or cancel the transaction.

3.6 **Dealing Charges**

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, is deducted from the Gross subscription or the proceeds of the redemption monies.

3.6.1 **Initial Charge**

The ACD may impose a charge on the purchase of Shares in each Class. The current initial charge is calculated as a percentage of the amount invested by a potential Shareholder in respect of each Share Class as set out in Appendix I. The ACD may waive or discount the initial charge at its discretion.

The initial charge (which is deducted from subscription monies) is payable by the Shareholder to the ACD.

The current initial charge of a Fund or a Class may only be increased in accordance with the Regulations.

Where permitted to do so under the rules in the FCA Handbook, the ACD may pay a commission to relevant intermediaries either out of the initial charge or out of other of its own resources.

3.6.2 Redemption Charge

The ACD may make a charge on the redemption of Shares in each Class. Please see Appendix I for details of which Funds apply a redemption charge.

The ACD may only introduce a redemption charge in accordance with the Regulations. Also, if such a charge was introduced, it would not apply to Shares issued before the date of the introduction (i.e., those not previously subject to a redemption charge).

There is currently no charge for redeeming Shares in any of the Classes.

3.6.3 Charges on Conversion and Switching

On the Switching of Shares between Funds or Classes in the Company the Instrument of Incorporation authorises the Company to impose a charge. If a redemption charge is payable in respect of the Original Shares, this may become payable instead of, or as well as, the then prevailing initial charge for the New Shares. The charge on Switching is payable by the Shareholder to the ACD.

There is currently no charge for Switching between Funds or for Converting Shares in one Class of a Fund for Shares in another Class of the same Fund.

3.7 Dilution Adjustment

The actual cost of purchasing, selling or Switching assets and investments in the Funds may deviate from the mid-market value used in calculating its Share price, due to dealing charges, taxes, and any spread between buying and selling prices of a Fund's underlying investments. These costs could have an adverse effect on the

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

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

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

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

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

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

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

occur at any future point in time. Consequently it is also not possible to accurately predict how frequently the ACD will need to make a dilution adjustment.

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

It is envisaged (based on future projections) that a dilution adjustment will be applied from time to time.

The dilution adjustment for any one Fund may vary over time because the dilution adjustment for each Fund will be calculated by reference to the costs of dealing in the underlying investments of that Fund, including any dealing spreads, and these can vary with market conditions. A typical dilution adjustment based on historical data might be 0.10% when buying or selling Shares.

3.8 Money laundering

As a result of legislation in force in the UK to prevent money laundering, the ACD is responsible for compliance with anti money laundering regulations. In order to implement these regulations, in certain circumstances investors may be asked to provide proof of identity when buying or redeeming Shares. Until satisfactory proof of identity is provided, the ACD reserves the right to refuse to issue Shares, pay the proceeds of a redemption of Shares, or pay income on Shares to the investor. In the case of a purchase of Shares where the applicant is not willing to provide the information requested within a reasonable period, the ACD also reserves the right to sell the Shares purchased and return the proceeds to the account from which the subscription was made. These proceeds may be less than the original investment.

The ACD is responsible for all matters relating to compliance with Money Laundering Regulations pertaining to the Company and investments in the Company, Fund or Funds.

3.9 Transfers

Shareholders are entitled to transfer their Shares to another person or body. All transfers must be in writing in the form of an instrument of transfer approved by the ACD for this purpose. Completed instruments of transfer must be returned to the ACD in order for the transfer to be registered by the ACD. At present, transfer of title by electronic communication is not accepted.

3.10 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 or which would result in the Company incurring any liability to taxation which the Company is not able to recoup itself or suffering any other adverse consequence. In this connection, the ACD may, inter alia, reject in its discretion any application for the purchase, redemption, transfer, Conversion or Switching of Shares.

If it comes to the notice of the ACD that any Shares ("affected Shares"):

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

or if the ACD is not satisfied that any Shares may not give rise to a situation discussed in (a) to (d) above, the ACD may give notice to the Shareholder(s) of the affected Shares requiring the transfer of such Shares to a person who is qualified or entitled to own them or that a request in writing be given for the redemption of such Shares in accordance with the COLL Sourcebook. If any Shareholder upon whom such a notice is served does not within thirty days after the date of such notice transfer his affected Shares to a person qualified to own them or submit a written request for their redemption to the ACD or establish to the satisfaction of the ACD (whose judgement is final and binding) that he or the beneficial owner is qualified and entitled to own the affected Shares, he shall be deemed upon the expiry of that 30 day period to have given a request in writing for the redemption or cancellation (at the discretion of the ACD) of all the affected Shares.

A Shareholder who becomes aware that he is holding or owns affected Shares shall immediately, unless he has already received a notice as set out above, either

transfer all his affected Shares to a person qualified to own them or submit a request in writing to the ACD for the redemption of all his affected Shares.

Where a request in writing is given or deemed to be given for the redemption of affected Shares, such redemption will (if effected) be effected in the same manner as provided for in the COLL Sourcebook.

3.11 Issue of Shares in exchange for in specie assets

The ACD may arrange for the Company to issue Shares in exchange for assets other than cash, but will only do so where the Depositary has taken reasonable care to determine that the Company's acquisition of those assets in exchange for the Shares concerned is not likely to result in any material prejudice to the interests of Shareholders. Where the ACD considers the deal to be substantial in relation to the total size of the Fund it may require the investor to contribute in specie. The ACD may consider a deal in this context to be substantial if the relevant Shares constitute 5% (or a lesser or higher percentage if considered appropriate) of those in issue in the relevant Fund.

The ACD will ensure that the beneficial interest in the assets is transferred to the Company with effect from the issue of the Shares.

The ACD will not issue Shares in any Fund in exchange for assets the holding of which would be inconsistent with the investment objective or policy of that Fund.

3.12 In specie redemptions

If a Shareholder requests the redemption of Shares the ACD may, where it considers the deal to be substantial in relation to the total size of the Fund concerned or in some way detrimental to the Fund, arrange, having given prior notice in writing to the Shareholder, that, in place of payment for the Shares in cash, the Company transfers property to the Shareholder.

For this purpose, the ACD may consider a deal to be substantial if the relevant Shares constitute 5% (or a lesser or higher percentage if considered appropriate) of those in issue in the relevant Fund.

The Depositary must take reasonable care to ensure that the property concerned would not be likely to result in any material prejudice to the interests of Shareholders.

The ACD will select the property to be transferred in consultation with the Depositary.

3.13 Suspension of dealings in the Company or a Fund

The ACD may, with the prior agreement of the Depositary, and must without delay if the Depositary so requires, temporarily suspend the issue, cancellation, sale and redemption of Shares in any or all of the Funds, where, due to exceptional circumstances, it is in the interests of all the Shareholders in the relevant Fund or Funds.

The ACD or the Depositary (as appropriate) will immediately inform the FCA of the suspension and the reasons for it, and will follow this up as soon as practicable with written confirmation of the suspension and the reasons for it to the FCA and the regulator in each EEA state where the Fund is offered for sale.

The ACD and the Depositary must ensure that the suspension is only allowed to continue for as long as is justified having regard to the interests of Shareholders.

The ACD will notify Shareholders as soon as is practicable after the commencement of the suspension, including details of the exceptional circumstances which have led to the suspension, in a clear, fair and not misleading way and giving Shareholders details of how to find further information about the suspension. Where such suspension takes place, the ACD will publish details on its website or other general means, sufficient details to keep Shareholders appropriately informed about the suspension, including, if known, its possible duration. During the suspension none of the obligations in COLL 6.2 (Dealing) will apply but the ACD will comply with as much of COLL 6.3 (Valuation and Pricing) during the period of suspension as is practicable in light of the suspension.

Suspension will cease as soon as practicable after the exceptional circumstances leading to the suspension have ceased but the ACD and the Depositary will formally review the suspension at least every 28 days and will inform the FCA of the review and any change to the information given to Shareholders.

The ACD may agree during the suspension to deal in Shares in which case all deals accepted during and outstanding prior to the suspension will be undertaken at a price calculated at the first Valuation Point after the restart of dealings in Shares.

3.14 **Governing law**

All deals in Shares are governed by English law.

3.15 **Client money**

The ACD will use any amount paid to it to buy Shares in accordance with the investor's instructions. In line with the Regulations the ACD will not treat monies received for the issuance of Shares or monies payable to the investor upon redemption as "client money" as long as: (i) in relation to monies for the issuance of Shares, the ACD has paid the subscription monies in exchange for Shares to the Depositary by the close of business on the day following receipt of monies from the

investor; or (ii) in relation to proceeds from a redemption, paid the redemption monies to the investor within four Business Days of receipt by the ACD of the fully authorised form of instruction (or other sufficient instruction) and in any event by the close of business on the day following receipt of the monies from the Depositary. In the event that the above time limits are not met by the ACD, the ACD will treat the relevant sum received with respect to subscriptions and redemptions as client money as defined under the FCA Handbook. This means that the money is held in an account separate from the account that the ACD uses to hold its own money.

The ACD utilises the "delivery versus payment" exemption in accordance with the FCA's client money rules, therefore there could potentially be a window of one day when payments from an investor into or from a Fund may not be protected by the client money rules.

Client money as defined by the FCA, or client money may be held by a third party on behalf of the ACD; however the ACD cannot delegate the fiduciary duty that it owes to the investors.

Any unclaimed client money held for at least six years without movement on the client's account may be paid away to a registered charity or to court in accordance with the FCA Rules. The ACD will take appropriate steps to contact the investor and return the money, where possible.

The ACD has the right to close the Fund in accordance with the FCA's rules. In this context, the ACD will comply with the FCA's rules in client money discharge of fiduciary duty and allocated but unclaimed client money. These rules apply to both repayment and transfer to a third party.

The ACD has the right to transfer the Fund and/or client money to a third party provider as part of transferring all or part of its business.

In the event of a shortfall, or a third party provider becoming insolvent, applicants and shareholders may be able to seek recovery from the Financial Services Compensation Scheme (FSCS). Details of the FSCS can be found at www.fscs.org.uk.

Interest will not be paid on individual cash balances held in the client money account.

4. VALUATION OF THE COMPANY

4.1 General

There is only a single price for Shares. The price of a Share is calculated by reference to the Net Asset Value of the Fund to which it relates. The Net Asset Value per Share of a Fund is currently calculated on each Dealing Day at the Valuation Point of the Fund. For details of the Valuation Point of a Fund please see Appendix I.

The ACD may at any time during a business day carry out an additional valuation if it considers it desirable to do so and may use the price obtained at such additional valuation point as the price for the day. The ACD shall inform the Depositary of any decision to carry out any such additional valuation. Valuations may be carried out for effecting a scheme of amalgamation or reconstruction, which do not create a Valuation Point for the purposes of dealing. Where permitted and subject to the Regulations, the ACD may, in certain circumstances (for example where a significant event has occurred since the closure of a market) substitute a price with a more appropriate price which in its opinion reflects a fair and reasonable price for that investment.

The ACD will, upon completion of each valuation, notify the Depositary of the price of Shares of each Class of each Fund and the amount of any dilution adjustment made in respect of any purchase or redemption of Shares.

A request for dealing in Shares must be received by the Valuation Point on a particular Dealing Day in order to be processed on that Dealing Day. A dealing request received after this time will be held over and processed on the next Dealing Day, using the Net Asset Value per Share calculated as at the Valuation Point on that next Dealing Day.

4.2 Calculation of the Net Asset Value

The value of the property of the Company or of a 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:

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

4.2.2 Scheme Property which is not cash (or other assets dealt with in paragraphs 4.2.2.6 or 4.2.3 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:

4.2.2.1 units or shares in a collective investment scheme:

- (a) if a single price for buying and redeeming units or shares is quoted, at that price; or
- (b) if separate buying and selling prices are quoted, at the average of the two prices provided the buying price has been reduced by any initial charge included therein and the selling price has been increased by any exit or selling charge attributable thereto; or
- (c) 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 or if the most recent price available does not reflect the ACD's best estimate of the value of the units or shares, at a value which, in the opinion of the ACD, is fair and reasonable;

4.2.2.2 exchange-traded derivative contracts:

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

4.2.2.3 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;

4.2.2.4 Any other investment:

- (a) if a single price for buying and redeeming the security is quoted, at that price; or
- (b) if separate buying and redemption prices are quoted, at the average of the two prices; or
- (c) 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 or if the most recent price available does not reflect the ACD's best estimate of the value of the security, at a value which in the opinion of the ACD, is fair and reasonable;

4.2.2.5 Scheme Property other than that described in paragraphs 4.2.2.1, 4.2.2.2, 4.2.2.3 and 4.2.2.4, above, at a value which, in the opinion of the ACD, is

fair and reasonable;

- 4.2.2.6 cash and amounts held in current and deposit accounts and in other time related deposits shall be valued at their nominal values.
- 4.2.3 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 and all consequential action required by the Regulations or the Instrument of Incorporation shall be assumed (unless the contrary has been shown) to have been taken.
- 4.2.4 Subject to paragraphs 4.2.5 and 4.2.6 below, agreements for the unconditional sale or purchase of Scheme 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 if, in the opinion of the ACD, their omission will not materially affect the final Net asset amount.
- 4.2.5 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 paragraph 4.2.4.
- 4.2.6 All agreements are to be included under paragraph 4.2.4 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.
- 4.2.7 An estimated amount for anticipated tax liabilities at that point in time including (as applicable and without limitation) capital gains tax, income tax, corporation tax, VAT, SDRT, stamp duty and any foreign taxes or duties will be deducted.
- 4.2.8 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) including (as applicable and without limitation) capital gains tax, income tax, corporation tax, VAT, stamp duty, SDRT and any foreign taxes or duties will be deducted.
- 4.2.9 The principal amount of any outstanding borrowings whenever

repayable and any accrued but unpaid interest on borrowings will be deducted.

- 4.2.10 An estimated amount for accrued claims for tax of whatever nature which may be recoverable will be added.
- 4.2.11 Any other credits or amounts due to be paid into the Scheme Property will be added.
- 4.2.12 Currencies or values in currencies other than Sterling 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.
- 4.2.13 A sum representing any interest or any income accrued due or deemed to have accrued but not received will be added.

4.3 **Price per Share in each Fund and each Class**

The price per Share at which Shares are bought or are redeemed is the Net Asset Value per Share. There will be a single price per Share. Any initial charge, or redemption charge is payable in addition to the price or deducted from the proceeds and is taken from the Gross subscription or redemption monies.

Each allocation of income made in respect of any Fund at a time when more than one Class is in issue in respect of that Fund shall be done by reference to the relevant Shareholder's proportionate interest in the income property of the Fund in question calculated in accordance with the Instrument of Incorporation.

4.4 **Fair Value Pricing**

4.4.1 Where the ACD has reasonable grounds to believe that:

- 4.4.1.1 no reliable price exists for a security (including a unit/share in a collective investment scheme) at a Valuation Point; or
- 4.4.1.2 the most recent price available does not reflect the ACD's best estimate of the value of the security (including a unit/share in a collective investment scheme) at the Valuation Point,

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

4.4.2 The circumstances which may give rise to a fair value price being used

include:

- 4.4.2.1 no recent trade in the security concerned; or
 - 4.4.2.2 suspension of dealings in an underlying collective investment scheme; or
 - 4.4.2.3 the occurrence of a significant event since the most recent closure of the market where the price of the security is taken.
- 4.4.3 In determining whether to use such a fair value price, the ACD will include in their consideration but need not be limited to:
- 4.4.3.1 the type of authorised fund concerned;
 - 4.4.3.2 the securities involved;
 - 4.4.3.3 whether the underlying collective investment schemes may already have applied fair value pricing;
 - 4.4.3.4 the basis and reliability of the alternative price used; and
 - 4.4.3.5 the ACD's policy on the valuation of Scheme Property as disclosed in this Prospectus.

4.5 **Pricing basis**

The ACD deals on a forward pricing basis. A forward price is the price calculated at the next Valuation Point after the purchase or redemption is deemed to be accepted by the ACD.

4.6 **Publication of Prices**

The prices of all Share Classes are available at www.fundlistings.com.. The prices of Shares may also be obtained by calling 01268 44 8654 during the ACD's normal business hours.

As the ACD deals on a forward pricing basis, the price that appears in these sources will not necessarily be the same as the one at which investors can currently deal. The ACD may also, at its sole discretion, decide to publish certain Share prices on third party websites or in publications but the ACD does not accept responsibility for the accuracy of the prices published in, or for the non-publication of prices by, these sources for reasons beyond the control of the ACD.

5. **RISK FACTORS**

Potential investors should consider the below risk factors before investing in the Company (or, in the case of specific risks applying to specific Funds, in those Funds). This list must not be taken to be comprehensive as there may be new risks that arise in the future which could not have been anticipated in advance. Also, the risk factors listed will apply to different Funds to different degrees, and for a given Fund this degree could increase or reduce through time.

5.1 **Market risk**

The investments of the Company are subject to normal market fluctuations and other risks inherent in investing in securities. There can be no assurance that any appreciation in the value of investments will occur. The value of investments and the income derived from them may fall as well as rise and investors may not recoup the original amount they invest in the Company. There is no certainty that the investment objective of any Fund will actually be achieved and no warranty or representation is given to this effect. Past performance is no guide to the future.

5.2 **Effect of initial charge or redemption charge**

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

In particular, where a redemption charge is payable, investors should note that the percentage rate at which the redemption charge is calculated is based on the market value rather than the initial value of the Shares. If the market value of the Shares has increased the redemption charge will show a corresponding increase.

The Shares therefore should be viewed as medium to long term investments.

5.3 **Dilution adjustment provision**

Investors should note that in certain circumstances a dilution adjustment may be applied to the price payable on the purchase or redemption of their Shares (see "Dilution Adjustment" at paragraph 3.4.4). Where dilution adjustment is not applied the Fund in question may incur dilution which may constrain capital growth.

5.4 **Charges to capital**

Where the investment objective of a Fund is to treat the generation of income as a higher priority than capital growth, or the generation of income and capital growth have equal priority, all or part of the ACD's fee and other expenses may be charged against capital instead of against income. This treatment of the ACD's fee and other expenses will increase the amount of income (which may be taxable) available for distribution to Shareholders in the Fund concerned but may constrain capital growth. Currently only the FP SCDavies Global Fixed Income Fund charges the ACD fee and other expenses against capital.

5.5 **Suspension of dealings in Shares**

Investors are reminded that in certain circumstances their right to redeem Shares (including a redemption by way of Switching) may be suspended (see "Suspension of dealings in the Company or a Fund" at Paragraph 3.13).

5.6 **Pricing and liquidity**

Where a Fund has exposure to alternative asset classes there is a risk that the price at which an asset is valued may not be realisable in the event of sale. This could be due to a mis-estimation of the asset's value or due to a lack of liquidity in the relevant market. As a result, at times, the ACD may have to delay acting on instructions to sell investments, and the proceeds on redemption may be materially less than the value implied by the Fund's price.

5.7 **Currency exchange rates**

Currency fluctuations may adversely affect the value of a Fund's investments and, depending on an investor's currency of reference, currency fluctuations may adversely affect the value of his investment in Shares.

5.8 Hedging transactions may be entered into whether the Euro, US dollar or Swiss Franc (as appropriate) is declining or increasing in value relative to Sterling and so where such hedging is undertaken it may substantially protect investors in the relevant Class against a decrease in the value of Sterling relative to the US dollar, Euro or Swiss Franc but it may also preclude investors from benefiting from an increase in the value of Sterling.

While the ACD may attempt to hedge currency risks, there can be no guarantee that it will be successful in doing so and it may result in mismatches between the currency position of the relevant Fund and the relevant hedged Share Class. As there is no segregation of liabilities between Share Classes, there is a remote risk that under certain circumstances, currency hedging transactions in relation to a Share Class could result in liabilities which might affect the Net Asset Value of other Share Classes of the same Fund or other Funds.

Investors in hedged Share Classes where these are in issue should note that the risk warning "Currency exchange rates" is still applicable to their investment.

5.9 **Emerging markets**

Investments in emerging markets may be more volatile than investments in more developed markets. Some of these markets may have relatively unstable governments, economies based on only a few industries and securities markets that trade only a limited number of securities. Many emerging markets do not have well developed regulatory systems and disclosure standards may be less stringent than those of developed markets.

The risks of expropriation, nationalisation and social, political and economic instability are greater in emerging markets than in more developed markets.

The following is a brief summary of some of the more common risks associated with emerging markets investment:

Fraudulent securities – Given the lack of a regulatory structure it is possible that securities in which investments are made may be found to be fraudulent. As a result, it is possible that loss may be suffered.

Lack of liquidity – The accumulation and disposal of holdings may be more expensive, time consuming and generally more difficult than in more developed markets. Also, due to the lack of liquidity, volatility may be higher. Many emerging markets are small, have low trading volumes, low liquidity and significant price volatility.

Currency fluctuations – Significant changes in the currencies of the countries in which investments are made in respect of the currency of denomination of the relevant Fund may occur following the investment of the Company in these currencies. These changes may impact the total return of the Fund to a significant degree. In respect of currencies of certain emerging countries, it is not possible to undertake currency hedging techniques.

Settlement and custody risks – Settlement and custody systems in emerging markets are not as well developed as those in developed markets. Standards may not be as high and supervisory and regulatory authorities not as sophisticated. As a result there may be risks that settlement may be delayed and that cash or securities could be disadvantaged.

Investment and remittance restrictions – In some cases, emerging markets may restrict the access of foreign investors to securities. As a result, certain equity securities may not always be available to a Fund because the maximum permitted number of or investment by foreign shareholders has been reached. In addition, the outward remittance by foreign investors of their share of Net profits, capital and

dividends may be restricted or require governmental approval. The Company will only invest in markets in which it believes these restrictions to be acceptable. However, there can be no guarantee that additional restrictions will not be imposed.

Accounting – Accounting, auditing and financial reporting standards, practices and disclosure requirements applicable to companies in emerging markets differ from those applicable in more developed markets in respect of the nature, quality and timeliness of the information disclosed to investors and, accordingly, investment possibilities may be difficult to properly assess.

5.10 **Smaller companies**

Funds investing in smaller companies invest in transferable securities which may be less liquid than the securities of larger companies, as a result of inadequate trading volume or restrictions on trading. Securities in smaller companies may possess greater potential for capital appreciation, but also involve risks, such as limited product lines, markets and financial or managerial resources and trading in such securities may be subject to more abrupt price movements than trading in the securities of larger companies.

5.11 **Sub investment grade bonds**

The Funds may hold sub-investment grade bonds. Such bonds have a lower credit rating than investment grade bonds and carry a higher degree of risk.

5.12 **Overseas bonds and currencies**

From time to time, a Fund may invest in overseas bonds and currencies. These markets may respond to different influences to those that affect the underlying funds and accordingly carry a higher degree of risk.

5.13 **Performance risk**

There will be a variation in performance between Funds with similar objectives due to the different assets selected. The degree of investment risk depends on the risk profile of the Fund chosen.

5.14 **Inflation Risk**

Inflation will, over time, reduce the value of your investments in real terms.

5.15 **Counterparty risk**

If a Fund enters into a derivative contract it will be exposed to the credit of the other party (usually referred to as 'counterparty') and their ability to wholly or partly satisfy the terms of the contract.

In the event of a bankruptcy or insolvency of a counterparty, a Fund could experience delays in liquidating the position and may incur significant losses. The ACD may use one or more counterparties to undertake derivative transactions on behalf of a Fund and may be required to pledge a Fund's assets as collateral against these transactions. There may be a risk that a counterparty will be unable to meet its obligations with regards to the return of the collateral and may not meet other payments due to a Fund.

5.16 **Derivatives and volatility**

Derivative instruments may be used in the Funds for the purposes of Efficient Portfolio Management (EPM). **It is not the ACD's intention that such use of derivatives will cause the Funds to be more volatile than the general level of market volatility in the underlying investments of the individual Funds, or that the use of derivatives for EPM will cause the risk profile of the Funds to change.** However, each Fund may be subject to risks associated with derivative instruments. When a Fund invests in a derivative instrument, it could lose more than the principal amount invested. Derivatives are subject to a number of risks, such as liquidity, interest rate, market, credit and management risk. They also involve the risk of improper valuation. Changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index.

If the Investment Manager incorrectly forecasts interest rates, market values or other economic factors in using a derivatives strategy for a Fund for efficient portfolio management purposes, the Fund might have been in a better position if it had not entered into the transaction at all. The use of these strategies involves certain special risks, including a possible imperfect correlation, or even no correlation, between price movements of derivative instruments and price movements of related investments. While some strategies involving derivative instruments can reduce the risk of loss, they can also reduce the opportunity for gain or even result in losses by offsetting favourable price movements in related investments, or due to the possible inability of a Fund to purchase or sell a portfolio security at a time that otherwise would be favourable for it to do so, or the possible need for a Fund to sell a portfolio security at a disadvantageous time, and the possible inability of a Fund to close out or to liquidate its derivatives positions.

The Funds may also use derivatives for investment purposes. The COLL Sourcebook permits the ACD to use certain techniques when investing in derivatives in order to manage a Fund's exposure to particular counterparties and in relation to the use of collateral to reduce overall exposure to over-the-counter ("OTC") derivatives; for example, a Fund may take collateral from counterparties with whom they have an OTC derivative position and use that collateral to Net off against the exposure they have to the counterparty under that OTC derivative position, for the purposes of complying with counterparty spread limits. The COLL Sourcebook also

permits a Fund to use derivatives to effectively short sell (agree to deliver the relevant asset without holding it in the scheme) under certain conditions. **Derivatives will be used in the Funds for the purposes of investment. Where the ACD invests in derivatives and forward transactions in the pursuit of a Fund's objective and policy, the Net Asset Value of that Fund may at times be volatile (in the absence of compensating investment techniques). However, it is the ACD's intention that the FP SCDavies Global Equity Fund and FP SCDavies Global Fixed Income Fund will not have volatility over and above the general market volatility of the markets of those Funds' underlying investments owing to the use of the derivatives and/or forward transactions in the pursuit of their objectives.**

Derivatives and warrants will be used in the FP SCDavies Global Alternatives Fund for the purposes of investment. The nature of this investment means that the FP SCDavies Global Alternatives Fund will be classified as a high volatility fund with regard to its Net Asset Value. However, it is the ACD's intention that the use of derivative techniques and investments in warrants is aimed at reducing the volatility of the FP SCDavies Global Alternatives Fund. The ACD will seek to minimise volatility by targeting a range of non correlated assets.

It is not the ACD's intention that the use of derivatives and forward transactions in the pursuit of a Fund's objective will cause its risk profile to change.

5.17 **Investing in other collective investment schemes**

Each Fund may invest in other regulated collective investment schemes. As an investor of another collective investment scheme, a Fund will bear, along with the other investors, its portion of the expenses of the other collective investment scheme, including management, performance and/or other fees. These fees will be in addition to the management fees and other expenses which a Fund bears directly with its own operations.

5.18 **Exchange Traded Funds ("ETFs")**

The Funds may invest in Exchange Traded Funds. Exchange Traded Funds represent a basket of securities that are traded on an exchange and may not necessarily trade at the Net asset value of their underlying holdings. As a result, they may trade at a price that is above or below the value of the underlying portfolio.

5.19 **Tax risk**

The rates of, and any relief from, taxation may change over time. Tax information

is set out later in the document. If you have any doubts about your tax position, you should seek professional advice.

5.20 **Regular Savings Plan**

If a Shareholder is making regular monthly investments in a Fund with a view to saving for a specific objective, they should regularly review whether these savings will be sufficient to achieve their objective. Shareholders may not achieve their objective if they do not continue to invest regularly with a sufficient amount or if the investment does not appreciate sufficiently.

5.21 **Cancellation Rights**

Where cancellation rights are applicable, if Shareholders choose to exercise their cancellation rights and the value of the investment falls before notice of cancellation is received by the ACD in writing, a full refund of the original investment may not be provided but rather the original amount less the fall in value.

MANAGEMENT AND ADMINISTRATION

5.22 Regulatory Status

The ACD, the Depositary, the Custodian the Investment Manager and the Administrator are authorised and regulated by the Financial Conduct Authority of 12 Endeavour Square, London, E20 1JN.

5.23 Authorised Corporate Director

5.23.1 General

The ACD is FundRock Partners Limited which is a private company limited by shares incorporated in England and Wales on 19 February 2001.

The executive directors of the ACD are:

Paul Spendiff

Serge Ragozin

Xavier Parain

Victor Ondoro

The Company has no other directors.

No director is engaged in any significant business activity not connected with the business of the ACD or other associates of the ACD.

**Registered Office
and Head Office:**

52-54 Gracechurch Street,
London EC3V 0EH

Share Capital:

An issued share capital of
£4,315,135 represented by
4,315,135 ordinary share of 100
pence fully paid.

**Ultimate Holding
Company:**

Fundrock Holding S.A. is the
ultimate holding company of the
ACD.

The ACD is responsible for managing and administering the Company's affairs in compliance with the COLL Sourcebook. The ACD may delegate its

management and administration functions, but not responsibility, to third parties, including associates subject to the rules in the COLL Sourcebook.

It has therefore delegated to the Investment Manager the function of managing and acting as the investment adviser for the investment and reinvestment of the assets of the Funds (as further explained in paragraph 6.4 below). It has also delegated to the Administrator and the Registrar certain functions relating to administration and the Company's register (as further explained in paragraphs 5.26 and 5.27 below). The ACD has delegated various operational and fund accounting functions to Apex Fund Services (UK) Limited.

5.23.2 **Terms of Appointment**

The appointment of the ACD has been made under an agreement dated 12 November 2010 between the Company and the ACD, as amended from time to time, (**the "ACD Agreement"**).

Pursuant to the ACD Agreement, the ACD manages and administers the affairs of the Company in accordance with the Regulations, the Instrument of Incorporation and this Prospectus. The ACD Agreement incorporates detailed provisions relating to the ACD's responsibilities. It also excludes the ACD from liability to the Company or any Shareholder for any error of judgment or loss suffered in connection with the subject matter of the ACD Agreement, unless arising as a direct consequence of recklessness, fraud, bad faith, wilful default or negligence in the performance or non-performance of its obligations and functions under the ACD Agreement. Any liability for defaults of a person to whom it has delegated certain functions is also limited to the extent permitted by the Regulations.

The Company has agreed to indemnify the ACD to the extent permitted by the COLL Sourcebook (for itself and its delegates) against claims and expenses that arise in respect of their duties, except where there is fault on its or their part of the kind referred to above.

In accordance with the Regulations, the ACD has in place a number of policies which set out how it operates and manages the Funds in a number of key areas. The ACD's (and the Investment Manager's) voting policy (which sets out how and when voting rights attached to the Funds' investments are to be exercised) and Level One Disclosure (which outlines our policies and procedures relating to our broker relationships and commission arrangements) are available on the following website: www.fundrock.com. Further information on how the ACD's policies are reviewed are also available on request.

The Investment Manager's Best Execution policy (which sets out how the Investment Manager complies with these rules) can be obtained by contacting the Investment Manager.

Note that investors in the Funds may request from the ACD information about entities where trade orders are transmitted or placed for execution.

Details of the fees payable to the ACD are set out in the paragraph headed "Charges payable to the ACD" below.

The ACD may carry out or arrange for the carrying out of stock lending transactions in respect of the Funds. The ACD reserves the right to receive a fee in relation to stock lending, subject to giving Shareholders 60 days' written notice of the details of such fees.

The ACD Agreement is for an initial period of five years, and will continue after then unless and until terminated by resolution of the Company in general meeting on not less than 12 months' prior notice to the ACD, or earlier on certain types of breaches or the insolvency of a party.

The Company has no directors other than the ACD. The ACD is the authorised corporate director of certain open-ended investment companies details of which are set out in Appendix V.

5.24 **The Depositary**

5.24.1 **General**

The Depositary of the Company is Northern Trust Global Services SE (NTGS). The Depositary is a private limited company incorporated in England and Wales on 11 June 2003 with registered number 226284. Its registered office and its principal place of business is at 50 Bank Street, Canary Wharf, London, E14 5NT. NTGS is a wholly-owned subsidiary of Northern Trust Holdings Limited, a private limited company, which is a wholly-owned subsidiary of The Northern Trust Company, a banking corporation organised under the laws of Illinois, USA. The principal business activity of the Depositary is acting as a trustee and depositary of collective investment schemes. The Depositary is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority. The address which should be used for correspondence is 50 Bank Street, Canary Wharf, London, E14 5NT.

The Depositary is responsible for the safekeeping of all the Scheme Property (other than tangible moveable property) of the Company and has a duty to take reasonable care to ensure that the Company is managed in accordance with the Instrument of Incorporation and the provisions of the

COLL Sourcebook relating to the pricing of, and dealing in, Shares and relating to the income and the investment and borrowing powers of the Funds.

5.24.2 **Terms of Appointment**

The appointment of the Depositary has been made under an agreement dated 23rd March 2016, as amended from time to time, between the Company, the ACD and the Depositary, which came into effect on 23rd March 2016 (the "**Depositary Agreement**").

The Depositary's Agreement may be terminated by not less than six months' written notice provided that no such notice shall take effect until the appointment of a successor to the Depositary.

Subject to the COLL Sourcebook, the Depositary has full power under the Depositary Agreement to delegate (and authorise its delegate to sub-delegate) all or any part of its duties as depositary. The Depositary therefore has delegated the custody of assets of the Company to the Custodian, The Northern Trust Company, London Branch.

The Northern Trust Company has sub-delegated custody services to sub-custodians in certain markets in which the Company may invest. A list of sub-custodians is given in Appendix III. Investors should note that the list of sub-custodians is updated only at each Prospectus review. An updated list of sub-custodians can be obtained from the ACD upon request.

To the extent permitted by the FCA Handbook, the Company will indemnify the Depositary (or its associates) against costs, charges, losses and liabilities incurred by it (or its associates) in the proper execution, or in the purported proper execution, or exercise (reasonably and in good faith) of the Depositary's duties, powers, authorities and discretions, except in the case of any liability for a failure to exercise due care and diligence in the discharge of its functions.

The Depositary is entitled to receive remuneration out of the property of the Funds for its services, as explained in paragraph 6.5 below. The Depositary (or its associates or any affected person) is under no obligation to account to the ACD, the Company or the Shareholders for any profits or benefits it makes or receives that are made or derived from or in connection with the dealings in Shares of the Company, any transaction in Scheme Property or the supply of services to the Company.

5.24.3 **Conflicts of Interest**

The Depositary may act as the depositary of other open-ended investment companies and as trustee or custodian of other collective investment schemes. The Depositary has delegated custody services to The Northern Trust Company, London Branch. The Northern Trust Company has sub-delegated custody services to sub-custodians in certain eligible markets in which the Company may invest.

It is therefore 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 Company 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 Instrument, 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.

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

5.25 **The Investment Manager**

5.25.1 **General**

The ACD has appointed the Investment Manager, Oakham Wealth Management Limited, to provide investment management and advisory services to the ACD. The Investment Manager is authorised and regulated by the FCA.

The Investment Manager's registered office is at 1 Berkeley Street, London, W1J 8DJ.

The principal activity of the Investment Manager is the provision of investment management services.

5.25.2 **Terms of Appointment**

The Investment Manager was appointed by an agreement dated 12 November 2010 between the ACD and the Investment Manager, as amended from time to time (the "**Investment Management Agreement**").

In the exercise of the ACD's investment functions, the Investment Manager shall (subject to the overall policy and supervision of the ACD) have full power, authority and right to exercise the functions, duties, powers and discretions exercisable by the ACD under the Instrument of Incorporation or the Regulations to manage the investment of the Scheme Property of the Company. The Investment Manager has full power to delegate under the Investment Management Agreement.

The Investment Manager may also direct the exercise of rights (including voting rights) attaching to the ownership of the Company's Scheme Property.

The Investment Management Agreement is for a minimum period of five years. It may be terminated by not less than 12 months written notice, or immediately if it is in the best interests of investors or by written notice given by either party on the happening of certain events involving any material breach or insolvency. It will also terminate automatically if the agreement appointing the ACD is terminated or if the ACD or the Investment Manager cease to be authorised to act as such.

The Investment Manager is entitled to a fee out of that paid to the ACD, as explained below in paragraph 7.

The Investment Manager will not be considered as a broker fund adviser under the FCA Handbook in relation to the Company.

5.26 **The Administrator**

On behalf of the Company the ACD has appointed the Administrator, DST Financial Services Europe Limited, to provide certain administration services. The

Administrator's registered office is DST House, St Nicholas Lane, Basildon, Essex SS15 5FS.

5.27 **The Registrar**

5.27.1 **General**

On behalf of the Company the ACD has also appointed DST Financial Services Europe Limited to act as registrar to the Company.

The registered office of the Registrar is DST House, St Nicholas Lane, Basildon, Essex SS15 5FS.

5.27.2 **Register of Shareholders**

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

The plan register (being a record of persons who subscribe for Shares through ISA plans) can be inspected at the office of the Administrator.

5.28 **The Auditors**

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

5.29 **Conflicts of Interest**

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

The 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 risk of damage to the interests of the Company or its Shareholders will be prevented. Should any such

situations arise the ACD will disclose these to Shareholders in an appropriate format.

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

6. FEES AND EXPENSES

6.1 General

The fees, costs and expenses relating to the authorisation and incorporation and establishment of the Company, the offer of Shares, the preparation and printing of this Prospectus and the fees of the professional advisers to the Company in connection with the offer will be borne by the Company.

Each Fund formed after this Prospectus is superseded may bear its own direct establishment costs.

The Company may pay out of the property of the Company any liabilities arising on the unitisation, amalgamation or reconstruction of the Company or of any Fund.

All fees, costs, charges or expenses payable by a Shareholder or out of the property of the Company or each Fund (as the case may be) are set out in this section 7. The Company or each Fund (as the case may be) may, so far as the COLL Sourcebook allows, also pay out of the property of the Company or each Fund (as the case may be) all relevant fees, costs, charges and expenses incurred by the Company or each Fund (as the case may be), which may include the following:

- 6.1.1 the charges and expenses payable to the ACD (which will include the fees and expenses payable to the Investment Manager);
- 6.1.2 fees and expenses in respect of establishing and maintaining the Register of Shareholders (and any plan sub-register) and related functions;
- 6.1.3 transaction costs (including, without limitation, fees and/or expenses incurred in acquiring, registering and disposing of investments and including the costs associated with entering into hedging transactions in any hedged share class when they are in issue (which includes the costs paid to any applicable hedging service provider for calculating the required daily hedge and placing hedging transactions) and which will be applied only to the relevant hedged share class);
- 6.1.4 expenses incurred in producing, distributing and dispatching income and other payments to Shareholders;
- 6.1.5 fees in respect of the publication and circulation of details of the Net Asset Value and prices;
- 6.1.6 the fees and expenses of the auditors and tax, legal and other professional advisers of the Company;
- 6.1.7 the costs of convening and holding Shareholder meetings (including

meetings of Shareholders in any particular Fund, or any particular Class within a Fund);

- 6.1.8 costs incurred in taking out and maintaining any insurance policy in relation to the Company and/or its Directors;
- 6.1.9 expenses incurred in company secretarial duties, including the cost of minute books and other documentation required to be maintained by the Company;
- 6.1.10 payments, costs or any other administrative expenses in relation to the preparation of and dissemination of literature required or necessary for the purpose of complying with the Regulations or any other applicable law or regulation (excluding the cost of disseminating the key investor information document or equivalent successor documentation);
- 6.1.11 tax and duties payable by the Company;
- 6.1.12 interest on and charges incurred in borrowings;
- 6.1.13 any amount payable by the Company under any indemnity provisions contained in the Instrument of Incorporation or any agreement with any functionary of the Company;
- 6.1.14 fees of the FCA under the Financial Services and Markets Act 2000 and the corresponding periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which Shares are or may lawfully be marketed;
- 6.1.15 any payments otherwise due by virtue of changes to the Regulations;
- 6.1.16 costs (apart from promotional payments) in respect of communications with investors;
- 6.1.17 fees of any paying, representative or other agents of the Company or the ACD;
- 6.1.18 any costs in modifying the ACD Agreement and any other relevant document required under the Regulations;
- 6.1.19 the fees of any stock lending agent and the fees of the ACD for arranging any stock lending, subject to giving Shareholders 60 days' prior written notice of the details of these fees; and
- 6.1.20 all fees and expenses incurred in relation to the addition and initial organisation of any new Funds, the listing of Shares on any stock exchange,

any offer of Shares (including the preparation, translation, printing and distribution of any prospectus (apart from the costs and expenses of distributing any simplified prospectus) and listing documents) and the creation, Conversion and cancellation of Shares in a new or existing Fund and any costs and expenses incurred in registering, having recognised or going through any other process in relation to the company or any Fund in any territory outside the UK for the purpose of marketing the Shares in such territory, including any translation costs; and

6.1.21 royalties, licensing fees and other like payments in relation to the use of intellectual property.

VAT may be payable on these charges.

It is not currently proposed to seek a listing for the Shares on any stock exchange, but if a listing is sought in the future the fees connected with the listing will be payable by the Company.

Expenses are allocated between capital and income in accordance with the COLL Sourcebook.

6.2 **Costs relating to EPM**

Certain direct and indirect operational costs and/or fees may arise from time to time as a result of Efficient Portfolio Management techniques being used for the benefit of the Company and/or the Funds. These costs and/or fees are regarded as transaction costs and, therefore, would fall within 6.1.3 above. Further details on the payment of costs and/or fees relating to Efficient Portfolio Management techniques will be set out in the Annual Report.

6.3 **Charges payable to the ACD**

In payment for carrying out its duties and responsibilities the ACD is entitled to take an annual management charge out of each Fund. The annual management charge is calculated and accrued on a daily basis by reference to the Net Asset Value of the Fund on the previous Dealing Day and the amount due for each month is payable in respect of each calendar month as soon as practicable after the month end. The current annual management charge for each Fund (expressed as a percentage per annum of the Net Asset Value of each Fund) is set out in Appendix I.

The ACD is also entitled to all reasonable, properly documented, out of pocket expenses incurred in the performance of its duties.

VAT may be payable on these charges.

Where the investment objective of a Fund is to treat the generation of income as a higher priority than capital growth, or the generation of income and capital growth have equal priority, all or part of the ACD's fees may be charged against capital instead of against income as set out in Appendix I. This will only be done with the approval of the Depositary. This treatment of the ACD's fee will increase the amount of income (which may be taxable) available for distribution to Shareholders in the Fund concerned, but may constrain capital growth.

If a Class's expenses in any period exceed its income the ACD may take that excess from the capital property attributable to that Class.

6.4 Increase in the charges payable to the ACD

Any increase of the annual management charge by the ACD will be carried out in accordance with the Regulations.

6.5 Depositary's fees and expenses

The Depositary is entitled to receive out of the property of each Fund by way of remuneration, a periodic charge which will accrue and be calculated daily and will be payable monthly in respect of each calendar month as soon as practicable after the month end. The rate or rates and/or amounts of the Depositary's periodic charge in respect of each Fund shall be agreed between the ACD and the Depositary from time to time.

The Depositary's periodic charge is currently calculated on the value of each of the Funds on the following basis:

0.04% per annum on the first £250 million;

0.03% per annum on the next £250 million;

0.02% per annum on the next £500 million; and

0.01% per annum on any excess.

Subject to a minimum annual charge of £14,000 per Fund.

The Depositary's charge is calculated daily on the Net Asset Value of each Fund on the previous business day. The valuation used for each day which is not a business day will be the value calculated on the previous business day. In addition VAT on the amount of the periodic charge will be paid out of each Fund.

In the event of the termination of a Fund, the Depositary shall continue to be entitled to a periodic charge in respect of that Fund for the period up to and including the day on which the final distribution in the termination of the Fund shall

be made or, in the case of a termination following the passing of an extraordinary resolution approving the scheme of arrangement, up to and including the final day on which the Depositary is responsible for the safekeeping of the Scheme Property of the Fund. Such periodic charge will be calculated, be subject to the terms and accrue and be paid as described above, except that for the purpose of calculating the periodic charge in respect of any day falling after the day on which the termination day of the Fund commences, the value of the Scheme Property of the Fund shall be the Net Asset Value determined at the beginning of each such day.

The Depositary Agreement between the Company and the Depositary provides that the Depositary may also be paid by way of remuneration, out of the property of the Company, custody fees and other transaction and bank charges. At present the Depositary delegates the function of custody of the Scheme Property to the Custodian.

The remuneration for acting as custodian is calculated at such rate, rates and/or amounts as may be agreed from time to time. The current remuneration ranges from between 0.009% per annum to 0.7% per annum of the value of the property of each Fund, plus VAT (if any) represented by the Net Asset Value of the Fund calculated on the last business day of each month. The valuation used for each day which is not a business day will be the value calculated on the previous business day. The current range of transaction charges is between £6 and £200 per transaction plus VAT (if any). Custody and transaction charges will be payable monthly out the property of each Fund in arrears.

In addition to the remuneration referred to above, the Depositary is entitled to receive reimbursement for expenses properly incurred by it in discharge of its duties or exercising any powers conferred upon it in relation to the Company and each Fund. Such expenses include, but are not restricted to:

- 6.5.1 charges and expenses payable to the Custodian or to any person (whether or not an associate of the Depositary) to whom any function of custody or control in relation to Scheme Property is delegated or whose services are retained to assist in the performance of any such function;
- 6.5.2 all charges imposed by, and any expenses of, any agents appointed by the Depositary to assist in the discharge of its duties;
- 6.5.3 all charges and expenses incurred in connection with the collection and distribution of income;
- 6.5.4 all charges and expenses incurred in relation to the preparation of the Depositary's annual report to Shareholders;

- 6.5.5 all charges and expenses incurred in relation to stock lending or other transactions;
- 6.5.6 fees and expenses payable to any professional advisors advising or assisting the Depositary.

The fees of the Custodian are subject to a minimum annual fee of £7,500.

VAT (if any) in connection with any of the above is payable in addition.

On a winding up of the Company, termination of a Fund or the redemption of all outstanding Shares of a Class the Depositary is entitled to its pro rata fees and expenses to the date of such winding up, termination or redemption and any additional expenses necessarily realised in settling or receiving any outstanding obligations.

6.6 **Fund Accountant's fee**

The Fund Accountant's fee is payable out of the property of each Fund for the provision of accounting services to the Funds. The fee will accrue and be calculated daily and will be payable monthly in respect of each calendar month as soon as practicable after the month end.

The Fund Accountant's fee is currently calculated on the value of each of the Funds individually on the following basis:

0.025% per annum on the 1st £100,000,000;

0.015% per annum on the next £500,000,000;

0.005% per annum on any excess.

The above fees cover two Share Classes per Fund (for the avoidance of doubt, the two Share Classes will consist of the accumulation Share Class and one non-sterling Share Class in each of the FP SCDavies Global Equity Fund and FP SCDavies Global Alternatives Fund, and the income and accumulation Share Classes in the FP SCDavies Global Fixed Income Fund) and are subject to a minimum annual charge of £22,000 per Fund. The fee is calculated daily on the Net Asset Value of each Fund on the previous business day. The valuation used for each day which is not a business day will be the value calculated on the previous business day. If applicable VAT may be payable on these charges.

6.7 **Administration Fee**

An administration fee (plus VAT if any) is payable out of the property of each Fund for the provision of administration services to the Funds as follows:

0.070% per annum on the 1st £250,000,000;

0.060% per annum on the next £250,000,000;

0.040% per annum on the next £500,000,000; and

0.030% per annum on any excess.

The fee will accrue and be calculated daily and will be payable monthly in respect of each calendar month as soon as practicable after the month end.

6.8 **Allocation of fees and expenses between Funds**

All the above fees, duties and charges (other than those borne by the ACD) will be charged to the Fund in respect of which they were incurred. Where an expense is not considered to be attributable to any one Fund, the expense will normally be allocated to all Funds pro rata to the value of the Net Asset Value of the Funds, although the ACD has discretion to allocate these fees and expenses in a manner which it considers fair to Shareholders generally.

7. **SHAREHOLDER MEETINGS AND VOTING RIGHTS**

7.1 **Class and Fund Meetings**

The Company has dispensed with the need to hold Annual General Meetings. A copy of the ACD Agreement will be provided to a Shareholder on request.

The provisions below, unless the context otherwise requires, apply to Class meetings and meetings of Funds as they apply to general meetings of the Company, but by reference to Shares of the Class or Fund concerned and the Shareholders and value and prices of such Shares.

7.2 **Requisitions of Meetings**

The ACD may requisition a general meeting at any time.

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

7.3 **Notice and Quorum**

Shareholders will receive at least 14 days' notice of a general 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 one person entitled to be counted in a quorum. Notices of meetings and adjourned meetings will be sent to Shareholders at their registered addresses.

7.4 **Voting Rights**

At a general meeting, 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.

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 of all the Shares in issue at the date seven days before the notice of meeting is sent out.

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.

In the case of joint Shareholders, the vote of the senior who votes, whether in person or by proxy, must be accepted to the exclusion of the votes of the other joint Shareholders. For this purpose, seniority must be determined by the order in which the names stand in the Register.

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

The ACD may not be counted in the quorum for a meeting and neither the ACD nor any associate (as defined in the COLL Sourcebook) of the ACD is entitled to vote at any meeting of the Company except in respect of Shares which the ACD or associate holds on behalf of or jointly with a person who, if the registered Shareholder, would be entitled to vote and from whom the ACD or associate has received voting instructions.

Where all the Shares in a Fund are registered to, or held by, the ACD or its associates and they are therefore prohibited from voting and a resolution (including an extraordinary resolution) is required to conduct business at a meeting, it shall not be necessary to convene such a meeting and a resolution may, with the prior written agreement of the Depositary, instead be passed with the written consent of Shareholders representing 50% or more, or for an extraordinary resolution, 75% or more, of the Shares in issue.

"Shareholders" in this context means Shareholders entered on the register at a time to be determined by the ACD and stated in the notice of the meeting which must not be more than 48 hours before the time fixed for the meeting.

8. TAXATION

8.1 General

The information below is a general summary based on current United Kingdom law and HM Revenue & Customs (HMRC) published practice, as at the date of issue of this Prospectus (which may change in the future). The summary is only applicable to individual and corporate Shareholders who are resident (and in the case of individuals, domiciled) for tax purposes solely in the UK and who are the absolute beneficial owners of a shareholding in the Company held as an investment. The applicability of these statements will depend upon the particular circumstances of each Shareholder. In particular, the summary may not apply to certain classes of Shareholder (such as dealers in securities) to whom special rules may apply. The summary is not exhaustive or definitive and should not be treated as legal or tax advice. This summary also does not address the taxation consequences for investors who may be subject to taxation or exchange control in any jurisdiction outside the UK. Levels and bases of, and reliefs from, taxation are subject to change.

Any Shareholder or prospective Shareholder who is in any doubt as to the taxation implications of making an investment in the Company (including as regards the acquisition, holding or disposal of any Shares), or who may be subject to taxation or exchange control provisions in any jurisdiction other than the UK should consult their own professional advisers immediately.

8.2 The Funds

Each Fund is treated as a separate entity for certain United Kingdom tax purposes.

8.2.1 Income

Each Fund is subject to corporation tax at the basic rate of income tax, currently 20%, on its taxable income (net of allowable expenses).

Dividends received by the Company from its holdings of most UK equities and non-UK equities are generally exempt from corporation tax. It is not anticipated that the Company will receive any dividends other than exempt dividends in respect of its shareholdings.

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 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 Company therefore reserves the right to make such an election if it results in a greater net receipt for the Company. Where an election is made the dividend received will be subject to corporation tax but credit will be given against that tax in respect of withholding taxes suffered, up to the level of the UK tax charged on that income.

8.2.2 **Capital gains**

Capital gains accruing to the Company will generally be exempt from UK corporation tax on chargeable gains. Should the Company be treated as trading, any gains made will be treated as income and will be subject to corporation tax. Offshore income gains arising from the disposal of interests in non-reporting offshore funds may also be subject to corporation tax.

8.2.3 **Foreign Taxes**

The Company may be subject to foreign tax on its investments, subject to any relief (if available) including under any applicable double taxation agreement or otherwise under UK law.

8.2.4 **Stamp Taxes**

The Company may be required to pay UK stamp duty or SDRT or other similar taxes in other jurisdictions in connection with the acquisition or transfer of underlying investments.

8.3 **Shareholders**

8.3.1 **Income - Equity Funds**

Funds which are so called "**Equity**" Funds for the purposes of tax will pay any distributable income as dividend distributions. In the case of accumulation Shares, such income will automatically be retained in the Fund although for tax purposes it will be treated as a distribution. Details of whether a particular Fund is an "Equity" Fund or a "Bond" Fund for tax purposes are set out in Appendix I.

UK resident individual Shareholders

When the Company makes a dividend distribution a UK resident individual Shareholder may be liable to tax on such distribution.

For UK resident individuals, no income tax is payable in respect of dividend income received from all sources in the tax year to the extent it falls within the annual dividend allowance (although such income will still count

towards the basic, higher and additional rate thresholds). For dividends received above , the annual dividend allowance in a tax year, the dividend income would be taxable at 7.5%, 32.5% and 38.1% for income falling within the basic rate, higher rate and additional rate bands respectively. The annual dividend allowance is £2,000 in the 2018/19 tax year.

Individuals should note that if the receipt of dividend income takes them from one band/tier of UK personal taxation to another, the tax due on the excess dividend income over the annual allowance will be at the rates applicable to the new band/tier.

A UK resident individual Shareholder who holds their Shares in an ISA will be exempt from income tax on dividend distributions in respect of such Shares.

Corporate Shareholders within the scope of corporation tax

A dividend distribution made by the Company in respect of Income Shares (or deemed to be made in respect of Accumulation Shares) to a corporate Shareholder within the charge to corporation tax in respect of its investment in the Company will be split into franked and unfranked parts according to the underlying gross income of the Company. Very broadly, the unfranked part corresponds to such part of the Company's gross income as does not derive from franked investment income. The franked part will be treated in the same way as exempt dividend income received by a UK resident corporate Shareholder. The unfranked part will be treated as an annual payment received after deduction of income tax at the basic rate (currently 20%) from a corresponding gross amount and the corporate Shareholder will be liable to corporation tax on it accordingly, but (subject to any applicable restrictions) with the benefit of credit for the income tax deducted at source.

8.3.2 Income - Bond Funds

Funds which are so called "Bond" Funds for the purposes of tax currently pay interest distributions. In the case of accumulation Shares, such income will automatically be retained, although for tax purposes it will be treated as a distribution. Details of whether a particular Fund is an "Equity" Fund or a "Bond" Fund for tax purposes are set out in Appendix I.

UK resident individual Shareholders will (subject to any available allowance) be subject to income tax at the relevant rate on any interest

distributions (or deemed distribution from accumulation shares) from any Fund of the Company.

A UK resident individual Shareholder may be entitled to a personal savings allowance in each tax year (the amount of the allowance, if any, depends on whether the taxpayer is a basic, higher or additional rate taxpayer).

A UK resident individual Shareholder who holds their Shares in an ISA will be exempt from income tax on interest distributions in respect of such Shares.

A corporate Shareholder within the charge to UK corporation tax in respect of a shareholding will be subject to corporation tax on any interest distributions (or deemed distribution from accumulation shares) from any Fund of the Company.

Currently no Bond Funds are available within the Company.

8.3.3 **Income equalisation**

The first income allocation received by an investor after buying Shares may include an amount of income equalisation. This is effectively a repayment of an amount reflecting accrued income included in the purchase price paid by the investor. It is treated as a return of capital for tax purposes and is not subject to tax as income. Rather it should be deducted from the acquisition cost of the Shares in computing any capital gains realised on a subsequent disposal of the Shares. Equalisation will be applied on all of the Funds.

8.3.4 **Capital Gains**

UK resident individual Shareholders

An individual Shareholder will be liable to capital gains tax on any chargeable gain accruing on the disposal or deemed disposal (including redemption, switches and certain conversions) of Shares in the Company. Capital gains tax is generally charged at rates of 10% and 20%, dependent on an individual's total amount of taxable income and gains within the tax year. An individual Shareholder may also be entitled to set all or part of any gains against their annual capital gains tax exemption.

A UK resident individual Shareholder who holds their Shares in an ISA will be exempt from capital gains tax on any gain accruing on the disposal or deemed disposal of Shares.

Individual Shareholders will find further information in HMRC Help Sheets for the capital gains tax pages of their tax returns.

Corporate Shareholders within the scope of corporation tax

Subject to the possible application of the rules treating a shareholding in the Company as a loan relationship, a corporate Shareholder within the charge to corporation tax in respect of its investment in the Company will be liable to corporation tax on any chargeable gain accruing to it on the disposal or deemed disposal (including redemption, switches and certain conversions) of its Shares in the Company. An indexation allowance may be available to reduce or eliminate such a gain but not to create or increase an allowable loss (although it should be noted that indexation allowance was frozen with effect from 31 December 2017).

8.4 Withholding Tax

Unless required by law at the time of the payment, dividend distributions and interest distributions (if any) paid to Shareholders, and any payments made on redemption of the Shares, will be paid with no income tax deducted from the payment.

8.5 Inheritance Tax

A gift by an individual Shareholder who is domiciled (or deemed domiciled) in the UK for inheritance tax purposes of their Shares in the Company or the death of such a Shareholder may give rise to a liability to inheritance tax. For these purposes, a transfer of Shares at less than the full market value may be treated as a gift.

8.6 Stamp Duty and Stamp Duty Reserve Tax (SDRT)

There is generally no charge to UK stamp duty and SDRT on the surrender (i.e. the redemption or switch) of Shares.

Investors will, however, be liable to SDRT at 0.5% on acquiring Shares from a third party (that is other than on an issue of Shares by the Company). SDRT may also apply in cases where an investor redeems Shares in consideration of a transfer of assets of the Company other than cash (i.e. an in specie redemption) where that consideration is non-pro rata (i.e. not in proportion to the total assets of the Company).

8.7 Information Reporting

Shareholders should be aware that pursuant to various laws and regulations, including implementing agreements for the automatic exchange of information between tax authorities, information about certain Shareholders and their

investments (including any interest distributions) may be required to be reported to HMRC.

If applicable, such information may be exchanged with tax authorities in another jurisdiction. In order to comply with such laws and regulations, Shareholders may be required to provide or certify certain information, including as regards their status and the jurisdiction in which they are resident for tax purposes.

8.7.1 OECD Common Reporting Standard (CRS)

To facilitate the automatic exchange of financial information between tax authorities in applicable jurisdictions, CRS countries must obtain information from relevant clients and exchange that information with the tax authorities of other CRS countries. In the UK the CRS system has been implemented pursuant to The International Tax Compliance Regulations 2015 as amended.

8.7.2 FATCA

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

In the United Kingdom, the principles of FATCA have been brought into local law. This means the ACD will need to provide information on US accounts HMRC.

For further information on CRS and FATCA as implemented in UK law please refer to the International Tax Reporting section of this Prospectus which precedes the contents pages and section 3.1.1 above.

9. **WINDING UP OF THE COMPANY OR TERMINATION OF A FUND**

The Company will not be wound up except as an unregistered company under Part V of the Insolvency Act 1986 or under the COLL Sourcebook. A Fund may only be terminated under the COLL Sourcebook.

Where the Company is to be wound up or a Fund is to be terminated under the COLL Sourcebook, 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) either that the Company will be able to meet its liabilities within 12 months of the date of the statement or that the Company will be unable to do so. The Company may not be wound up under the COLL Sourcebook if there is a vacancy in the position of ACD at the relevant time.

The Company may be wound up or a Fund must be terminated under the COLL Sourcebook:

- 9.1 if an extraordinary resolution to that effect is passed by Shareholders; or
- 9.2 when the period (if any) fixed for the duration of the Company or a particular Fund by the Instrument of Incorporation expires, or any event occurs on the occurrence of which the Instrument of Incorporation provides that the Company is to be wound up or a particular Fund terminated (for example, if the share capital of the Company or (in relation to any Fund) the Net Asset Value of the Fund is below £10 million, or if a change in the laws or regulations of any country means that, in the ACD's opinion, it is desirable to terminate the Fund); or
- 9.3 on the date stated in any agreement by the FCA to a request by the ACD for the revocation of the authorisation order in respect of the Company or for the termination of the relevant Fund.

On the occurrence of any of the above:

- 9.4 COLL 6.2 (Dealing), COLL 6.3 (Valuation and Pricing), COLL 6.6.20R to COLL 6.6.24G (Assessment of Value) (with effect from 30th September 2019) and COLL 5 (Investment and borrowing powers) will cease to apply to the Company or the relevant Fund;
- 9.5 the Company will cease to issue and cancel Shares in the Company or the relevant Fund and the ACD shall cease to sell or redeem Shares or arrange for the Company to issue or cancel them for the Company or the relevant Fund;
- 9.6 no transfer of a Share shall be registered and no other change to the Register of Shareholders shall be made without the sanction of the ACD;

- 9.7 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;
- 9.8 the corporate status and powers of the Company and subject to 9.4 to 9.7 above, the powers of the Depositary shall continue until the Company is dissolved.

The ACD shall, as soon as practicable after the Company or the Fund falls to be wound up or terminated (as appropriate), realise the assets and meet the liabilities of the Company and, after paying out or retaining adequate provision for all liabilities properly payable and retaining provision for the costs of winding up or termination, arrange for the Depositary to make one or more interim distributions out of the proceeds to Shareholders proportionately to their rights to participate in the property of the Company or the Fund. If the ACD has not previously notified Shareholders of the proposal to wind up the Company or terminate the Fund, the ACD shall, as soon as practicable after the commencement of winding up of the Company or the termination of the Fund, give written notice of the commencement to Shareholders. When the ACD has caused all of the property to be realised and all of the liabilities of the Company or the particular Fund to be realised, the ACD shall arrange for the Depositary to make a final distribution to Shareholders on or prior to the date on which the final account is sent to Shareholders of any balance remaining in proportion to their holdings in the Company or the particular Fund.

As soon as reasonably practicable after completion of the winding up of the Company or the termination of a particular Fund, the Depositary shall notify the FCA that the winding up or termination has been completed.

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

Following the completion of a winding up of the Company or termination of a Fund, the ACD must prepare a final account showing how the winding up or termination took place and how the 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 (or the first named of joint Shareholders) on it within two months of the completion of the winding up or termination.

10. GENERAL INFORMATION

10.1 Accounting Periods

The annual accounting period of the Company ends each year on 28 February (the accounting reference date) with an interim accounting period ending on 31 August.

10.2 Income Allocations

Some Funds may have interim and final income allocations and other Funds may have quarterly income allocations and some Funds may only have final income allocation dates (see Appendix I). For each of the Funds income is allocated in respect of the income available at each accounting date.

In relation to income Shares, distributions of income for each Fund in which income Shares are issued are paid by cheque or BACS directly into a Shareholder's bank account on or before the relevant income allocation date in each year as set out in Appendix I. Income will normally be accumulated/distributed (as appropriate to the Share Class) within two months of the accounting date(s) but the ACD reserves the right to accumulate/pay at a later date but not later than four months after the accounting date(s) as permitted by the Regulations.

For Funds in which accumulation Shares are issued, income will become part of the capital property of the Fund and will be reflected in the price of each such accumulation Share as at the end of the relevant accounting period.

If a distribution made in relation to any income Shares remains unclaimed for a period of six years after it has become due, it will be forfeited and will revert to the relevant Fund (or, if that no longer exists, to the Company).

The amount available for accumulation or distribution in any accounting period is calculated by taking the aggregate of the income received or receivable for the account of the relevant Fund in respect of that period, and deducting the charges and expenses of the relevant Fund 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 Company's auditors as appropriate) in relation to taxation, income equalisation, income unlikely to be received within 12 months following the relevant income allocation date, income which should not be accounted for on an accrual basis because of lack of information as to how it accrues, transfers between the income and capital account and other matters.

With the agreement of the Depositary individual amounts of income of £10 or less may not be paid.

10.3 Annual Reports

The annual report of the Company will normally be published within two months of each annual accounting period although the ACD reserves the right to publish the annual report at a later date but not later than four months from the end of each annual accounting period and the half yearly report will be published within two months of each interim accounting period. A long report containing the full accounts is available to any person free of charge at www.fundrock.com and upon request to the ACD directly.

10.4 **Documents of the Company**

The following documents may be inspected free of charge during normal business hours on any business day at the offices of the ACD at, 52-54 Gracechurch Street, London EC3V 0EH:

10.4.1 the most recent annual and half yearly reports of the Company;

10.4.2 the Prospectus;

10.4.3 the Instrument of Incorporation (and any amending documents); and

10.4.4 the material contracts referred to below.

Shareholders may obtain copies of the above documents from the ACD. The ACD may make a charge at its discretion for copies of documents (apart from the most recent annual and half yearly reports of the Company, the Prospectus and the Instrument of Incorporation which are available free of charge).

10.5 **Material Contracts**

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company and are, or may be, material:

10.5.1 the ACD Agreement dated 12 November 2010 between the Company and the ACD; and

10.5.2 the Depositary Agreement dated 23 March 2016 between the Company the Depositary and the ACD.

Details of the above contracts are given under the section "Management and Administration".

10.6 **Provision of Investment Advice**

All information concerning the Company and about investing in Shares of the Company is available from the ACD at PO Box 10832, Chelmsford CM99 2BQ. The ACD is not authorised to give investment advice and persons requiring such advice should consult a professional financial adviser. All applications for Shares are made

solely on the basis of the current prospectus of the Company, and investors should ensure that they have the most up to date version.

10.7 **Telephone Recordings**

Please note that the ACD and the Administrator may record telephone calls for training and monitoring purposes and to confirm investors' instructions. Telephone recordings will be stored for up to 7 years.

10.8 **Complaints**

Complaints concerning the operation or marketing of the Company may be referred to the Complaints Officer of the ACD at 52-54 Gracechurch Street, London EC3V 0EH or, if you subsequently wish to take your complaint further, direct to the Financial Ombudsman Service at Exchange Tower, Harbour Exchange Square, London E14 9SR.

10.9 **Risk Management**

The ACD will provide upon the request of a Shareholder further information relating to:

10.9.1 the quantitative limits applying in the risk management of any Fund;

10.9.2 the methods used in relation to 10.9.1; and

10.9.3 any recent development of the risk and yields of the main categories of investment.

10.10 **Indemnity**

The Instrument of Incorporation contains provisions indemnifying the Directors, other officers and the Company's auditors or the Depositary against liability in certain circumstances otherwise than in respect of their negligence, default, breach of duty or breach of trust, and indemnifying the Depositary against liability in certain circumstances otherwise than in respect of its failure to exercise due care and diligence in the discharge of its functions in respect of the Company.

10.11 **Notices**

All notices or documents required to be served on the Shareholders shall be served by post to the address of the Shareholder as evidenced on the register. All documents and remittances are sent at the risk of the Shareholder.

10.12 **Genuine diversity of ownership**

Shares in the Funds are and will continue to be widely available. The intended categories of investors are retail investors (who should seek independent financial advice before investing in a Fund) and institutional investors.

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

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

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

10.14 **Strategy for the exercise of voting rights**

The ACD has a strategy for determining when and how voting rights attached to ownership of Scheme Property are to be exercised for the benefit of each Fund.

10.15 **Best Execution**

The Investment Manager's best execution policy sets out the basis upon which they will effect transactions and place orders in relation to the Company whilst complying with its obligations under the FCA Handbook to obtain the best possible result for the Company. Details of this policy can be obtained by contacting the Investment Manager.

10.16 **Inducements**

The ACD will make disclosures to the Company in relation to inducements as required by the FCA Rules. Further details of any such inducements may be obtained on request from the ACD.

10.17 **Remuneration Disclosure**

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

These practices must be consistent with and promote sound and effective risk management, not encourage risk taking which is inconsistent with the risk profile of the Fund as detailed in the Instrument of Incorporation or the Prospectus, and

does not impair FundRock Partners' compliance with its duty to act in the best interest of the Fund it manages. Under the UCITS Remuneration Code, FundRock Partners are required to disclose how those individuals whose actions have a material impact on the Fund are remunerated.

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

The annual report of the Company and an up to date version of the ACD's remuneration policy including but not limited to, (i) a description of how remuneration and benefits are calculated, and (ii) the identities of persons responsible for awarding the remuneration and benefits may be obtained free of charge from the ACD at FundRock Partners Limited – S C Davies, 10832, Chelmsford, CM99 2BQ or during normal business hours on 01268 44 8635 or from outside the UK on +44 (0)1268 44 8635. These documents are available in English.

APPENDIX I

FUND DETAILS

Name:	FP SCDavies Global Equity Fund
Type of Fund:	UCITS scheme
FCA PRN:	642384
Launch date:	22 November 2010
First Dealing Day:	22 November 2010
Investment objective:	The Fund aims to achieve capital growth over the medium to long term.
Investment policy:	<p>The Fund will invest at least 80% of its portfolio in a combination of global equities and units in collective investment schemes which themselves hold direct equity or equity related instruments.</p> <p>The Fund may also invest, at the ACD's discretion, in other transferable securities (including structured products), money market instruments, cash and near cash and deposits to meet the investment objective.</p> <p>Use may also be made of stock lending and borrowing. Foreign currency exposure may be hedged back to the base currency.</p> <p>The Fund may hold derivatives for investment purposes as well as for efficient portfolio management purposes. It is not intended that the use of derivatives in this way will change the risk profile of the Fund.</p>
Benchmark:	<p>The Fund uses the Investment Association's (IA) Global Sector for performance comparison purposes only ("Performance Comparator").</p> <p>The Performance Comparator was chosen because it provides an appropriate comparison of the performance of the Fund in terms of a wider group of available similar funds.</p> <p>The Performance Comparator does not represent, or act as, a constraint in the selection of individual investments in the Fund or the management of the Fund's portfolio.</p> <p>The Performance Comparator is used to compare the Fund's rank or quartile as compared to the</p>

performance of other funds in the IA Global Sector Mixed Sector over a variety of time frames.

Final accounting date:	28 February
Interim accounting dates:	31 August
Income distribution dates*:	30 April
Valuation Point:	07:00 hours
Dealing frequency:	Daily on a Dealing Day
Regular Withdrawal Facility:	Yes - available on lump sum investments into Sterling Accumulation Shares with a minimum qualifying investment of £10,000. The minimum withdrawal per Fund per year is £300 or 3% whichever is the greater.
ISA status:	Qualifying Investment for stocks and shares component
Charges taken from income:	Yes
Status of Fund for tax purposes:	The Fund is an Equity Fund for the purposes of tax.

* Income will normally be accumulated/distributed (as appropriate to the Share Class) within two months of the accounting date(s) but the ACD reserves the right to accumulate/pay at a later date but not later than four months after the accounting date(s) as permitted by the regulations.

Classes of Share *	Initial charge	Redemption charge	Annual Management Charge	Minimum initial investment	Minimum subsequent investment	Minimum holding	Minimum redemption
£-Sterling Accumulation	5%**	0%	0.85%	£1,000	£500	£1,000	£500

1. NB. * All classes are Net classes unless otherwise stated
2. ** (of the amount invested by an investor)

Name:	FP SCDavies Global Fixed Income Fund
Type of Fund:	UCITS scheme
FCA PRN:	642385
Launch date:	22 November 2010
First Dealing Day:	22 November 2010
Investment objective:	The Fund aims to achieve a competitive income whilst protecting capital wherever possible.
Investment policy:	<p>The Fund will invest at least 80% of its portfolio in a combination of global fixed income securities and units in collective investment schemes which themselves hold direct fixed income or fixed income related instruments.</p> <p>The Fund may also invest, at the ACD's discretion, in other transferable securities (including structured products), money market instruments, cash and near cash, deposits, fixed income exchange traded funds, government or corporate bonds, and/or fixed income structured products.</p> <p>Use may also be made of stock lending and borrowing. Foreign currency exposure may be hedged back to the base currency.</p> <p>The Fund may hold derivatives for investment purposes as well as for efficient portfolio management purposes. It is not intended that the use of derivatives in this way will change the risk profile of the Fund.</p>
Benchmark:	<p>The Fund uses the Investment Association's (IA) Global Bonds Sector for performance comparison purposes only ("Performance Comparator").</p> <p>The Performance Comparator was chosen because it provides an appropriate comparison of the performance of the Fund in terms of a wider group of available similar funds.</p> <p>The Performance Comparator does not represent, or act as, a constraint in the selection of individual investments in the Fund or the management of the Fund's portfolio.</p> <p>The Performance Comparator is used to compare the Fund's rank or quartile as compared to the performance of other funds in the IA Global Bonds Sector over a variety of time frames.</p>

Final accounting date:	28 February
Interim accounting dates:	31 May, 31 August, 30 November
Income distribution dates*:	30 April 31 July 31 October 31 January
Valuation Point:	07:00 hours
Dealing frequency:	Daily on a Dealing Day
Regular Withdrawal Facility:	Yes - available on lump sum investments into Sterling Accumulation Shares with a minimum qualifying investment of £10,000. The minimum withdrawal per Fund per year is £300 or 3% whichever is the greater.
ISA status:	Qualifying Investment for stocks and shares component
Charges taken from income:	No. 100% taken from capital
Status of Fund for tax purposes:	The Fund is a Bond Fund for the purposes of tax.

* Income will normally be accumulated/distributed (as appropriate to the Share Class) within two months of the accounting date(s) but the ACD reserves the right to accumulate/pay at a later date but not later than four months after the accounting date(s) as permitted by the regulations.

Classes of Share *	Initial charge	Redemption charge	Annual Management Charge	Minimum investment	initial	Minimum subsequent investment	Minimum holding	Minimum redemption
£-Sterling Accumulation	5%**	0%	0.85%	£1,000		£500	£1,000	£500
£-Sterling Income	5%**	0%	0.85%	£1,000		£500	£1,000	£500

* NB. * All classes are Net classes unless otherwise stated

** (of the amount invested by an investor)

Name:	FP SCDavies Global Alternatives Fund
Type of Fund:	UCITS scheme
FCA PRN:	642386
Launch date:	22 November 2010
First Dealing Day:	22 November 2010
Investment objective:	The Fund aims to achieve capital growth over the long term.
Investment policy:	<p>The Fund will invest in a range of collective investment schemes, money market instruments, transferable securities (including structured products) and derivative instruments in order to gain indirect exposure to property, commodities, hedge funds, currency funds and convertible bonds.</p> <p>The portfolio will be actively managed and will normally remain fully invested unless there is significant volatility in other asset markets or asset valuations are not attractive. There will, however, be no restrictions on the underlying investments held, in terms of investment type, geographical or economic sector and the fund manager has the absolute discretion to weight the portfolio towards any investment type or sector, including cash, at any time.</p> <p>Borrowing will be permitted up to the levels stated in the Regulations.</p> <p>Foreign currency exposure may be hedged back to the base currency.</p> <p>The Fund may hold derivatives for investment purposes as well as for efficient portfolio management purposes. It is not intended that the use of derivatives in this way will change the risk profile of the Fund.</p>
Benchmark:	<p>The Fund uses ICE LIBOR 3 month rate (LIBOR) for performance comparison purposes only ("Performance Comparator").</p> <p>The Performance Comparator is used to compare the indicative returns of the Fund against LIBOR. (LIBOR is the rate of interest at which banks offer to lend money to each other in the wholesale money markets in London.)</p> <p>The Performance Comparator does not represent, or act as, a constraint in the selection of individual</p>

investments in the Fund or the management of the Fund's portfolio.

The performance of the Fund may deviate materially from the performance of LIBOR.

Final accounting date:	28 February
Interim accounting dates:	31 August
Income distribution dates*:	30 April
Valuation Point:	07:00 hours
Dealing frequency:	Daily on a Dealing Day
Regular Withdrawal Facility:	Yes - available on lump sum investments into Sterling Accumulation Shares with a minimum qualifying investment of £10,000. The minimum withdrawal per Fund per year is £300 or 3% whichever is the greater.
ISA status:	Qualifying Investment for stocks and shares component
Charges taken from income:	Yes
Status of Fund for tax purposes:	The Fund is an Equity Fund for the purposes of tax.

* Income will normally be accumulated/distributed (as appropriate to the Share Class) within two months of the accounting date(s) but the ACD reserves the right to accumulate/pay at a later date but not later than four months after the accounting date(s) as permitted by the regulations.

Classes of Share*	Initial charge	Redemption charge	Annual Management Charge	Minimum initial investment	Minimum subsequent investment	Minimum holding	Minimum redemption
£-Sterling Accumulation	5%**	0%	0.85%	£1,000	£500	£1,000	£500

* NB. All classes are Net classes unless otherwise stated

** (of the amount invested by an investor)

APPENDIX II

ELIGIBLE SECURITIES MARKETS AND ELIGIBLE DERIVATIVES MARKETS

Each Fund may deal through securities and derivative markets which are regulated markets and meet the requirements for Eligible Markets as set out in COLL 5.2.10 which includes any market which is regulated, operates regularly and is open to the public located in an EEA State*.

*Austria, Belgium, Bulgaria, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Luxembourg, Lithuania, Latvia, Malta, Netherlands, Poland, Portugal, Romania, Spain, Sweden, Slovenia, Slovakia and the UK.

Detailed below are the additional eligible markets on which the Funds are currently permitted to deal.

For approved securities	
United States of America	NYSE MKT
	NASDAQ BX
	Chicago Stock Exchange (CHX)
	New York Stock Exchange (NYSE)
	NYSE Arca
	NASDAQ OMX PHLX
Channel Islands	Channel Islands Securities Exchange
Canada	Montreal Exchange
Switzerland	SIX Swiss Exchange

For approved derivatives	
United States of America	NYSE MKT
	Chicago Board of Options Exchange (CBOE)
	Chicago Mercantile Exchange (CME)
	New York Mercantile Exchange (NYMEX)
	NYSE Arca

APPENDIX III
SUB-CUSTODIANS

Please note that whilst the list below reflects the full range of countries and sub-custodians available, only those sub-custodians located in the eligible markets on which the Fund is permitted to deal are applicable.

Depository - Subcustodian Delegate Information		
09-May-19		
1. Jurisdiction	2. Subcustodian	3. Subcustodian Delegate
Argentina	Citibank N.A., Buenos Aires Branch	
Australia	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Australia Limited
Austria	UniCredit Bank Austria AG	
Bangladesh	Standard Chartered Bank	
Belgium	Deutsche Bank AG	
Bermuda	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Bermuda Limited
Bosnia and Herzegovina (Federation of Bosnia-Herzegovina)	Raiffeisen Bank International AG	Raiffeisen Bank Bosnia DD BiH

Bosnia and Herzegovina (Republic of Srpska)	Raiffeisen Bank International AG	Raiffeisen Bank Bosnia DD BiH
Botswana	Standard Chartered Bank Botswana Limited	
Brazil	Citibank N.A., Brazilian Branch	Citibank Distribuidora de Títulos e Valores Mobiliarios S.A ("DTVM")
Bulgaria	Citibank Europe plc, Bulgaria Branch	
Canada	The Northern Trust Company, Canada	
Canada*	Royal Bank of Canada	
Chile	Citibank N.A.	Banco de Chile
China B Share	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank (China) Company Limited
Clearstream	Clearstream Banking S.A.,	
Colombia	Cititrust Columbia S.A. Sociedad Fiduciaria	
Costa Rica	Banco Nacional de Costa Rica	
Croatia	UniCredit Bank Austria AG	Zagrebacka Banka d.d.
Cyprus	Citibank Europe PLC	
Czech Republic	UniCredit Bank Czech Republic and Slovenia, a.s.	

Denmark	Nordea Bank Abp	
Egypt	Citibank N.A., Cairo Branch	
Estonia	Swedbank AS	
Eswatini (formerly Swaziland)	Standard Bank Eswatini Limited	
Finland	Nordea Bank Abp	
France	The Northern Trust Company	
Germany	Deutsche Bank AG	
Ghana	Standard Chartered Bank Ghana Limited	
Greece	Citibank Europe PLC	
Hong Kong	The Hongkong and Shanghai Banking Corporation Limited	
Hong Kong (Stock and Bond Connect)	The Hongkong and Shanghai Banking Corporation Limited	
Hungary	UniCredit Bank Hungary Zrt.	
Iceland	Landsbankinn hf	
India	Citibank N.A.	
Indonesia	Standard Chartered Bank	

Ireland	Euroclear UK and Ireland Limited (Northern Trust self-custody)*	
Israel	Bank Leumi Le-Israel B.M.	
Italy	Deutsche Bank SpA	
Japan	The Hongkong and Shanghai Banking Corporation Limited	
Jordan	Standard Chartered Bank	
Kazakhstan	Citibank Kazakhstan JSC	
Kenya	Standard Chartered Bank Kenya Limited	
Kuwait	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Middle East Limited
Latvia	Swedbank AS	
Lithuania	AB SEB bankas	
Luxembourg	Euroclear Bank S.A./N.V.	
Malaysia	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Malaysia Berhad
Mauritius	The Hongkong and Shanghai Banking Corporation Limited	
Mexico	Banco Nacional de Mexico S.A. integrante del Grupo Financiero Banamex	
Morocco	Société Générale Marocaine de Banques	

Namibia	Standard Bank Namibia Ltd	
Netherlands	Deutsche Bank AG	
New Zealand	The Hongkong and Shanghai Banking Corporation Limited	
Nigeria	Stanbic IBTC Bank Plc	
Norway	Nordea Bank Abp	
Oman	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Oman S.A.O.G
Pakistan	Citibank N.A., Karachi Branch	
Panama	Citibank N.A., Panama Branch	
Peru	Citibank del Peru S.A.	
Philippines	The Hongkong and Shanghai Banking Corporation Limited	
Poland	Bank Polska Kasa Opieki Spółka Akcyjna,	
Portugal	BNP Paribas Securities Services	
Qatar	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Middle East Limited
Romania	Citibank Europe PLC	
Russia	AO Citibank	

Saudi Arabia	The Hongkong and Shanghai Banking Corporation Limited	HSBC Saudi Arabia
Serbia	UniCredit Bank Austria A.G.	UniCredit Bank Serbia JSC
Singapore	DBS Bank Ltd	
Slovakia	Citibank Europe PLC	
Slovenia	UniCredit Banka Slovenija d.d.	
South Africa	The Standard Bank of South Africa Limited	
South Korea	The Hongkong and Shanghai Banking Corporation Limited	
Spain	Deutsche Bank SAE	
Sri Lanka	Standard Chartered Bank	
Sweden	Svenska Handelsbanken AB (publ)	
Switzerland	Credit Suisse (Switzerland) Ltd	
Taiwan	Bank of Taiwan	
Tanzania	Standard Chartered Bank (Mauritius) Limited	Standard Chartered Bank Tanzania Limited
Thailand	Citibank N.A., Bangkok Branch	
Tunisia	Union Internationale De Banques	

Turkey	Deutsche Bank AG & Deutsche Bank AS	
Uganda	Standard Chartered Bank Uganda Limited	
United Arab Emirates (ADX)	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Middle East Limited (DIFC) Branch
United Arab Emirates (DFM)	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Middle East Limited (DIFC) Branch
United Arab Emirates (NASDAQ)	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Middle East Limited (DIFC) Branch
United Kingdom	Euroclear UK and Ireland Limited (Northern Trust self-custody)	
United States	The Northern Trust Company	
Uruguay	Banco Itau Uruguay S.A.	
Vietnam	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank (Vietnam) Ltd
Zambia	Standard Chartered Bank Zambia PLC	

*The Royal Bank of Canada serves as Northern Trust's Sub-Custodian for securities not eligible for settlement in Canada's local central securities depository.

Investors should note that the list of sub-custodians is updated only at each Prospectus review. An updated list of delegated sub-custodians can be obtained from the ACD upon request

APPENDIX IV

INVESTMENT AND BORROWING POWERS OF THE COMPANY

1. General

The Scheme Property of each Fund will be invested with the aim of achieving the investment objective of that Fund but subject to the limits set out in the investment policy, this Prospectus and the limits set out in Chapter 5 of the COLL Sourcebook ("COLL 5") that are applicable to UCITS schemes.

Normally, a Fund will be fully invested save for an amount to enable the pursuit of a Fund's investment objective, redemption of Shares, efficient management of the Fund in relation to its strategic objectives and other purposes which may be reasonably regarded as ancillary to the investment objectives of the Fund. This amount will vary depending upon prevailing circumstances and although it would normally not exceed 10% of the total value of each Fund, there may be times when the Investment Manager considers stock markets to be overpriced or that a period of instability exists which presents unusual risks. In such cases or during such periods, a higher level of liquidity may be maintained and, if considered prudent, the amount of fixed interest, cash or near cash instruments held would be increased. Unless market conditions were deemed unusually risky, the increased amount and period would not be expected to exceed 30% and six months respectively.

1.1 Prudent spread of risk

The ACD must ensure that, taking account of the investment objective and policy of each Fund, the Scheme Property of each Fund aims to provide a prudent spread of risk.

1.2 Cover

1.2.1 Where the COLL Sourcebook allows a transaction to be entered into or an investment to be retained only (for example, investment in warrants and nil and partly paid securities and the general power to accept or underwrite) if possible obligations arising out of the investment transactions or out of the retention would not cause any breach of any limits in COLL 5, it must be assumed that the maximum possible liability of the Fund under any other of those rules has also to be provided for.

1.2.2 Where a rule in the COLL Sourcebook permits an investment transaction to be entered into or an investment to be retained only if that investment transaction, or the retention, or other similar transactions, are covered:

1.2.2.1 it must be assumed that in applying any of those rules, the Fund must also simultaneously satisfy any other obligation

relating to cover; and

1.2.2.2 no element of cover must be used more than once.

2. **UCITS schemes - general**

2.1 Subject to the investment objective and policy of a Fund, the Scheme Property of a Fund must, except where otherwise provided in COLL 5 only consist of any or all of:

2.1.1 transferable securities;

2.1.2 approved money market instruments;

2.1.3 permitted units or shares in permitted collective investment schemes;

2.1.4 permitted derivatives and forward transactions; and

2.1.5 permitted deposits

2.2 Transferable securities and money market instruments held within a Fund must (subject to paragraph 2.3 of this Appendix) be:

2.2.1 admitted to or dealt on an eligible market as described below; or

2.2.2 dealt in on a market in an EEA State which is regulated, operates regularly and is open to the public; or

2.2.3 admitted to or dealt in on an eligible market which has been designated an eligible market by the ACD in consultation with the Depositary (as described below); or

2.2.4 a money-market instrument within COLL 5.2.10 AR(1) (is as described in paragraph 10.5 of "Investment in approved money market instruments" below); or

2.2.5 recently issued transferable securities provided that:

2.2.5.1 the terms of issue include an undertaking that application will be made to be admitted to an eligible market; and

2.2.5.2 such admission is secured within a year of issue.

2.3 Not more than 10% in value of the Scheme Property of a Fund may consist of transferable securities, which do not fall within paragraph 2.2 or of approved money market instruments, which do not fall within COLL 5.2.10 AR(1) (i.e. as described in paragraph 10.5 of "Investment in approved money market instruments" below).

2.4 The requirements on spread of investments generally and in relation to investment in government and public securities do not apply during any period in which it is not

reasonably practical to comply, provided that the requirement to maintain prudent spread of risk in paragraph 1.1 of this Appendix is complied.

3. Transferable Securities

3.1 A transferable security is an investment falling within article 76 (Shares etc), article 77 (instruments creating or acknowledging indebtedness), article 77A (alternative debentures), article 78 (government and public securities), article 79 (instruments giving entitlement to investments) and article 80 (certificates representing certain securities) of the Regulated Activities Order.

3.2 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.

3.3 In applying paragraph 3.2 of this Appendix to an investment which is issued by a body corporate, and which is an investment falling within articles 76 (shares, etc) or 77 (instruments creating or acknowledging indebtedness) or article 77A (alternative debentures) of the Regulated Activities Order, the need for any consent on the part of the body corporate or any members or debenture holders of it may be ignored.

3.4 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.

3.5 A Fund may invest in a transferable security only to the extent that the transferable security fulfils the following criteria:

3.5.1 the potential loss which the Fund may incur with respect to holding the transferable security is limited to the amount paid for it;

3.5.2 its liquidity does not compromise the ability of the ACD to comply with its obligation to redeem Shares at the request of any qualifying Shareholder under the COLL Sourcebook;

3.5.3 reliable valuation is available for it as follows:

3.5.3.1 in the case of a transferable security admitted to or dealt in on an eligible market, where there are accurate, reliable and regular prices which are either market prices or prices made available by valuation systems independent from issuers;

3.5.3.2 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;

3.5.4 appropriate information is available for it as follows:

- 3.5.4.1 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;
 - 3.5.4.2 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;
 - 3.5.5 it is negotiable; and
 - 3.5.6 its risks are adequately captured by the risk management process of the ACD.
- 3.6 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:
- 3.6.1 not to compromise the ability of the ACD to comply with its obligation to redeem Shares at the request of any qualifying Shareholder; and
 - 3.6.2 to be negotiable.
- 3.7 No more than 5% of the Scheme Property of a Fund may be invested in warrants.
- 3.8 A unit or share in a closed end fund shall be taken to be a transferable security for the purposes of investment by a Fund, provided it fulfils the criteria for transferable securities set out in paragraph 3.5 above and either:
- 3.8.1 where the closed end fund is constituted as an investment company or a unit trust:
 - 3.8.1.1 it is subject to corporate governance mechanisms applied to companies; and
 - 3.8.1.2 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
 - 3.8.2 where the closed end fund is constituted under the law of contract:
 - 3.8.2.1 it is subject to corporate governance mechanisms equivalent to those applied to companies; and
 - 3.8.2.2 it is managed by a person who is subject to national regulation for the purpose of investor protection.

- 3.9 A Fund may invest in any other investment which shall be taken to be a transferable security for the purposes of investment by a Fund provided the investment:
- 3.9.1 fulfils the criteria for transferable securities set out in 3.5 above; and
 - 3.9.2 is backed by or linked to the performance of other assets, which may differ from those in which a Fund can invest.

3.10 Where an investment in 3.9 contains an embedded derivative component, the requirements of this Section with respect to derivatives and forwards will apply to that component.

4. **Eligible markets regime: purpose**

4.1 To protect investors the markets on which investments of a 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.

4.2 Where a market ceases to be eligible, investments on that market cease to be approved securities. The 10% restriction on investing in non approved securities applies and exceeding this limit because a market ceases to be eligible will generally be regarded as an inadvertent breach.

4.3 A market is eligible for the purposes of the rules if it is:

- 4.3.1 a regulated market as defined in the FCA Handbook; or
- 4.3.2 a market in an EEA State which is regulated, operates regularly and is open to the public.

4.4 A market not falling within paragraph 4.3 of this Appendix is eligible for the purposes of COLL 5 if:

- 4.4.1 the ACD, after consultation and notification with the Depositary, decides that market is appropriate for investment of, or dealing in, the Scheme Property of a Fund;
- 4.4.2 the market is included in a list in the Prospectus; and
- 4.4.3 the Depositary has taken reasonable care to determine that:
 - 4.4.3.1 adequate custody arrangements can be provided for the investment dealt in on that market; and
 - 4.4.3.2 all reasonable steps have been taken by the ACD in deciding whether that market is eligible.

4.5 In paragraph 4.4.1, 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 for the order of investors.

5. **Spread: general**

- 5.1 This rule on spread does not apply to government and public securities.
- 5.2 For the purposes of this requirement companies included in the same group for the purposes of consolidated accounts as defined in accordance with Directive 83/349/EEC or in the same group in accordance with international accounting standards are regarded as a single body.
- 5.3 Not more than 20% in the value of the Scheme Property of a Fund is to consist of deposits with a single body.
- 5.4 Not more than 5% in value of the Scheme Property of a Fund is to consist of transferable securities (or certificates representing such securities) or approved money market instruments issued by any single body, except that the limit of 5% is raised to 10% in respect of up to 40% in value of the Scheme Property of a Fund (covered bonds need not be taken into account for the purposes of applying the limit of 40%).
- 5.5 The limit of 5% is raised to 25% in value of the Scheme Property of a Fund in respect of covered bonds provided that when a Fund invests more than 5% in covered bonds issued by a single body, the total value of covered bonds held must not exceed 80% in value of the Scheme Property.
- 5.6 The exposure to any one counterparty in an OTC derivative transaction must not exceed 5% in value of the Scheme Property of a Fund. This limit is raised to 10% where the counterparty is an Approved Bank.
- 5.7 Not more than 20% in value of the Scheme Property is to consist of the units or shares of any one collective investment scheme.
- 5.8 Not more than 20% in value of the Scheme Property may consist of transferable securities and approved money market instruments issued by the same group.
- 5.9 In applying the limits in paragraphs 5.3, 5.4 and 5.6 and subject to paragraph 5.5 not more than 20% in value of the Scheme Property of a Fund is to consist of any combination of two or more of the following:
- transferable securities (including covered bonds) or approved money market instruments issued by; or
 - deposits made with; or

- exposures from OTC derivatives transactions made with a single body.

6. **Counterparty risk and issuer concentration**

- 6.1 The ACD must ensure that counterparty risk arising from an OTC derivative is subject to the limits set out in paragraphs 5.6 and 5.9 above.
- 6.2 When calculating the exposure of a Fund to a counterparty in accordance with the limits in 5.6 above, the ACD must use the positive mark-to-market value of the OTC derivative contract with that counterparty.
- 6.3 An ACD may Net the OTC derivative positions of a Fund with the same counterparty, provided they are able legally to enforce netting agreements with the counterparty on behalf of the Fund.
- 6.4 The netting agreements in paragraph 6.3 are permissible only with respect to OTC derivatives with the same counterparty and not in relation to any other exposures the Fund may have with that same counterparty.
- 6.5 The ACD may reduce the exposure of Scheme Property to a counterparty of an OTC derivative through the receipt of collateral. Collateral received must be sufficiently liquid so that it can be sold quickly at a price that is close to its pre-sale valuation.
- 6.6 The ACD must take collateral into account in calculating exposure to counterparty risk in accordance with the limits in paragraph 5.6 above when it passes collateral to an OTC counterparty on behalf of a Fund.
- 6.7 Collateral passed in accordance with paragraph 6.6 may be taken into account on a Net basis only if the ACD is able legally to enforce netting arrangements with this counterparty on behalf of a Fund.
- 6.8 The ACD must calculate the issuer concentration limits referred to in paragraph 5.6 above on the basis of the underlying exposure created through the use of OTC derivatives pursuant to the commitment approach.
- 6.9 In relation to the exposure arising from OTC derivatives as referred to in paragraph 5.10, the ACD must include any exposure to OTC derivative counterparty risk in the calculation.

7. **Spread: government and public securities**

- 7.1 The following section applies in respect of a transferable security or an approved money-market instrument ("such securities") that is issued by:
- 7.1.1 an EEA State;
 - 7.1.2 a local authority of an EEA State;

- 7.1.3 a non-EEA State; or
 - 7.1.4 a public international body to which one or more EEA States belong.
- 7.2 Where no more than 35% in value of the Scheme Property of a Fund is invested in such securities issued by any one body, there is no limit on the amount which may be invested in such securities or in any one issue.
- 7.3 The Company or any Fund may invest more than 35% in value of the Scheme Property of a Fund in such securities issued by any one body provided that:
- 7.3.1 the ACD has before any such investment is made consulted with the Depositary and as a result considers that the issuer of such securities is one which is appropriate in accordance with the investment objectives of the authorised Fund;
 - 7.3.2 no more than 30% in value of the Scheme Property consists of such securities of any one issue;
 - 7.3.3 the Scheme Property of a Fund includes such securities issued by that or another issuer, of at least six different issues;
 - 7.3.4 the disclosures in the Prospectus required by the FCA have been made.
- 7.4 In giving effect to the foregoing object no funds currently invest more than 35% of their Scheme Property in such securities issued by any one body.
- 7.5 Notwithstanding 5.1 and subject to 7.2 and 7.3 above, in applying the 20% limit in 5.9 with respect to a single body, government and public securities issued by that body shall be taken into account.

8. **Investment in collective investment schemes**

- 8.1 Up to 100% of the value of the Scheme Property may be invested in units or shares in other collective investment schemes ("**Second Scheme**") provided that Second Scheme satisfies all of the following conditions and no more than 30% of the value of the Scheme Property is invested in Second Schemes within paragraph 8.1.1.2 to 8.1.1.4.
- 8.1.1 The Second Scheme must:
 - 8.1.1.1 satisfy the conditions necessary for it to enjoy the rights conferred by the UCITS Directive; or
 - 8.1.1.2 be recognised under the provisions of s.270 of the Financial Services and Markets Act 2000; or

- 8.1.1.3 be authorised as a Non-UCITS Retail Scheme (provided that the requirements of Article 50(1)(e) of the UCITS Directive are met; or
- 8.1.1.4 be authorised in another EEA State provided the requirements of Article 50(1)(e) of the UCITS Directive are met; or
- 8.1.1.5 be authorised by the competent authority of an OECD member country (other than another EEA State) which has:
 - (i) signed the IOSCO Multilateral Memorandum of Understanding; and
 - (ii) approved the Second Scheme's management company, rules and depositary/custody arrangements;

(provided the requirements of article 50(1)(e) of the UCITS Directive are met).
- 8.1.2 The Second Scheme has terms which prohibit more than 10% in value of the scheme property consisting of units or shares in collective investment schemes.
- 8.1.3 Investment may only be made in other collective investment schemes managed by the ACD or an associate of the ACD if the Prospectus of the investing Fund clearly states that it may enter into such investments and the rules on double charging contained in the COLL Sourcebook are complied with.
- 8.1.4 Where the Second Scheme is an umbrella, the provisions in paragraphs 8.1.2 to 8.1.3 apply to each sub-fund as if it were a separate scheme.
- 8.2 The Scheme Property attributable to a Fund may include shares in another Fund (a "**Second Fund**") subject to the requirements of paragraph 8.3 below.
- 8.3 Funds may invest in a Second Fund provided that:
 - 8.3.1 the Second Fund does not hold Shares in any other Fund of the Company;
 - 8.3.2 the requirements set out in paragraphs 8.5 and 8.6 below are complied with; and
 - 8.3.3 the investing or disposing Fund must not be a feeder UCITS to the Second Fund.
- 8.4 The Funds may, subject to the limit set out in paragraph 8.1 above, invest in collective investment schemes managed or operated by, or whose authorised corporate director

is, the ACD of the Funds or one of its associates.

8.5 Investment may only be made in a Second Fund or other collective investment schemes managed by the ACD or an Associate of the ACD if the rules on double charging contained in the COLL Sourcebook are complied with.

8.6 Where a Fund of the Company invests in or disposes of Shares in a Second Fund or units or shares in another collective investment scheme which is managed or operated by the ACD or an Associate of the ACD, the ACD must pay to that Fund by the close of business on the fourth business day the amount of any preliminary charge in respect of a purchase, and in the case of a sale any charge made for the disposal.

8.7 If a substantial proportion of a Fund's assets are invested in other collective investment schemes, the maximum level of management fees that may be charged by an investee collective investment scheme to the Fund concerned will be 3%.

9. **Investment in nil and partly paid securities**

9.1 A transferable security or an approved money market instrument on which any sum is unpaid falls within a power of investment only if it is reasonably foreseeable that the amount of any existing and potential call for any sum unpaid could be paid by the Fund, at the time when payment is required, without contravening the rules in COLL 5.

9.2 A warrant which is an investment falling within article 80 of the Regulated Activities Order (certificates representing certain securities) and which is akin to an investment falling within article 79 (instruments giving entitlement to investments) of the Regulated Activities Order may not be included in the Scheme Property unless it is listed on an eligible securities market.

10. **Investment in approved money market instruments**

10.1 A Fund may invest in approved money market instruments which are money market instruments normally dealt in on the money market, are liquid and whose value can be accurately determined at any time.

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

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

- (d) has a risk profile, including credit and interest rate risks, corresponding to that of an instrument which has a maturity as set out in paragraphs 10.2(a) or 10.2(b) or is subject to yield adjustments as set out in 10.2(c).
- 10.3 A money-market instrument shall be regarded as liquid if it can be sold at limited cost in an adequately short time frame, taking into account the obligation of the ACD to redeem Shares at the request of any qualifying Shareholder.
- 10.4 A money-market instrument shall be regarded as having a value which can be accurately determined at any time if accurate and reliable valuations systems, which fulfil the following criteria, are available:
- (a) enabling the ACD to calculate a Net asset value in accordance with the value at which the instrument held in the Fund could be exchanged between knowledgeable willing parties in an arm's length transaction; and
 - (b) based either on market data or on valuation models including systems based on amortised costs.
 - (c) 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.
- 10.5 In addition to instruments admitted to or dealt in on an eligible market, a Fund may invest in an approved money-market instrument provided it fulfils the following requirements:
- (a) the issue or the issuer is regulated for the purpose of protecting investors and savings; and
 - (b) the instrument is issued or guaranteed in accordance with paragraph 10.7 below.
- 10.6 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 purpose of protecting investors and savings if:
- (a) the instrument is an approved money-market instrument;
 - (b) appropriate information is available for the instrument (including information which allows an appropriate assessment of the credit risks related to investment in it), in accordance with paragraphs 10.9, 10.10 and 10.11 below; and
 - (c) the instrument is freely transferable.
- 10.7 A Fund may invest in an approved money-market instrument if it is:

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

10.8 An establishment shall be considered to satisfy the requirement in paragraph 10.7 C(ii) if it is subject to and complies with prudential rules, and fulfils one or more of the following criteria:

- (a) it is located in the European Economic Area;
- (b) it is located in an OECD country belonging to the Group of Ten;
- (c) it has at least investment grade rating;
- (d) 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 European Community law.

10.9 In the case of an approved money-market instrument within paragraphs 10.7 and 10.8 above or issued by a body of the type referred to in COLL 5.2.10EG, or which is issued by an authority within paragraph 10.7(a)(ii) or a public international body within paragraph 10.7(a)(vi)(a) but is not guaranteed by a central authority within 10.7(a)(i), the following information must be available:

- (a) 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;
- (b) updates of that information on a regular basis and whenever a significant event occurs; and
- (c) available and reliable statistics on the issue or the issuance programme.

10.10 In the case of an approved money-market instrument issued or guaranteed by an establishment within paragraph 10.7(c), 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.

1. In the case of an approved money-market instrument:

- (a) within paragraphs 10.7(a)(i), 10.7(a)(iv) or 10.7(a)(v); or
- (b) which is issued by an authority within paragraph 10.7(a)(ii) or a public international body within paragraph 10.7(a)(vi) and is guaranteed by a central authority within paragraph 10.7(a)(i);
- (c) 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.

11. **Efficient Portfolio Management**

11.1 The Funds may utilise property to enter into transactions for the purposes of Efficient Portfolio Management. There is no limit on the amount or value of the Scheme Property which may be used for EPM but the ACD must ensure that the transaction is economically appropriate in that they are realised in a cost effective way, they are entered into for one or more of the following specific aims: reduction of the relevant risks (whether in the price of investments, interest rates or exchange rates) or to the reduction of the relevant costs and/or to the generation of additional capital or income with a risk level which is consistent with the risk profile of the scheme and the risk diversification rules in COLL. The exposure must be fully "covered" by cash and/or other property sufficient to meet any obligation to pay or deliver that could arise. **The use of derivatives for EPM should not lead to an increase in risk to the Fund.**

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

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

11.2.2 Transactions for the generation of additional capital growth or income for the Fund by taking advantage of gains which the ACD reasonably believes are certain to be made (or certain, barring events which are not reasonably foreseeable) as a result of:

11.2.2.1 pricing imperfections in the market as regards the property which the Fund holds or may hold; or

11.2.2.2 receiving a premium for the writing of a covered call option or a covered put option on property of the Fund which the Fund is willing to buy or sell at the exercise price, or

11.2.2.3 Stock lending arrangements.

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

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

11.4 Any income or capital generated by efficient portfolio management techniques will be paid to the Fund net of direct or indirect operational costs.

12. **Derivatives: general**

12.1 A transaction in derivatives or a forward transaction must not be effected for a Fund unless the transaction is of a kind specified in paragraph 13 (Permitted transactions (derivatives and forwards)) below, and the transaction is covered, as required by paragraph 23 (Cover for investment in derivatives) of this Appendix.

12.2 Where a Fund invests in derivatives, the exposure to the underlying assets must not

exceed the limits set out in the COLL Sourcebook in relation to spread (COLL 5.2.11R Spread: general, COLL 5.2.12R Spread: government and public securities) except for index based derivatives where the rules below apply.

- 12.3 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.
- 12.4 A transferable security or an approved money-market instrument will embed a derivative if it contains a component which fulfils the following criteria:
- (a) by virtue of that component some or all of the cash flows that otherwise would be required by the transferable security or approved money-market instrument which functions as host contract can be modified according to a specified interest rate, financial instrument price, foreign exchange rate, index of prices or rates, credit rating or credit index or other variable, and therefore vary in a way similar to a stand-alone derivative;
 - (b) its economic characteristics and risks are not closely related to the economic characteristics and risks of the host contract; and
 - (c) it has a significant impact on the risk profile and pricing of the transferable security or approved money-market instrument.
- 12.5 A transferable security or an approved money-market instrument does not embed a derivative where it contains a component which is contractually transferable independently of the transferable security or the approved money-market instrument. That component shall be deemed to be a separate instrument.
- 12.6 Where a Fund invests in an index based derivative, provided the relevant index falls within COLL 5.2.33R (Relevant Indices) the underlying constituents of the index do not have to be taken into account for the purposes of COLL 5.2.11R and COLL 5.2.12R.
- 12.7 In the context of this Prospectus, "efficient portfolio management" means the use of derivatives (which are reasonably regarded by the ACD as economically appropriate and are fully covered) in order to achieve a reduction in certain relevant risks, a reduction of costs, or to generate additional capital or income for the Funds with no, or an acceptably low level of risk.

The Funds will be able to use derivatives for the purpose of meeting the investment objectives and policies of the Funds as well as for efficient portfolio management purposes.

- 12.8 Where the ACD invests in derivatives and forward transactions in the pursuit of a Fund's objectives and policies, the Net Asset Value of that Fund may at times be volatile (in the absence of compensating investment techniques). However, it is the ACD's intention that the FP SCDavies Global Equity Fund and FP SCDavies Global Fixed

Income Fund will not have volatility over and above the general market volatility of the markets of those Funds' underlying investments owing to the use of the derivatives and/or forward transactions in the pursuit of their objectives.

Derivatives and warrants will be used in the FP SCDavies Global Alternatives Fund for the purposes of investment. The nature of this investment means that the FP SCDavies Global Alternatives Fund will be classified as a high volatility fund with regard to its Net Asset Value. However, it is the ACD's intention that the use of derivative techniques and investments in warrants is intended to reduce the volatility of the FP SCDavies Global Alternatives Fund. The ACD will seek to minimise volatility by targeting a range of non correlated assets.

It is not the ACD's intention that the use of derivatives and forward transactions in the pursuit of a Fund's objectives will cause its risk profile to change.

13. Permitted transactions (derivatives and forwards)

13.1 A transaction in a derivative must be:

13.1.1 in an approved derivative; or

13.1.2 be one which complies with paragraph 18 (OTC transactions in derivatives) of this Appendix.

13.2 A transaction in a derivative must have the underlying consisting of any one or more of the following to which the scheme is dedicated: transferable securities, approved money market instruments permitted under paragraph 10 (Investment in approved money market instruments), deposits, permitted derivatives under this paragraph, collective investment scheme units or shares permitted under paragraph 8 (Investment in collective investment schemes), financial indices which satisfy the criteria set out in COLL 5.2.20, interest rates, foreign exchange rates, and currencies.

13.3 A transaction in an approved derivative must be effected on or under the rules of an eligible derivatives market.

13.4 A transaction in a derivative must not cause a Fund to diverge from its investment objectives as stated in the Instrument constituting the scheme and the most recently published version of this Prospectus.

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

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

14. Financial indices underlying derivatives

- 14.1 The financial indices referred to in 13 are those which satisfy the following criteria:
- (a) the index is sufficiently diversified;
 - (b) the index represents an adequate benchmark for the market to which it refers; and
 - (c) the index is published in an appropriate manner.
- 14.2 A financial index is sufficiently diversified if:
- (a) it is composed in such a way that price movements or trading activities regarding one component do not unduly influence the performance of the whole index;
 - (b) where it is composed of assets in which a Fund is permitted to invest, its composition is at least diversified in accordance with the requirements with respect to spread and concentration set out in this section; and
 - (c) where it is composed of assets in which a Fund cannot invest, it is diversified in a way which is equivalent to the diversification achieved by the requirements with respect to spread and concentration set out in this section.
- 14.3 A financial index represents an adequate benchmark for the market to which it refers if:
- (a) it measures the performance of a representative group of underlyings in a relevant and appropriate way;
 - (b) it is revised or rebalanced periodically to ensure that it continues to reflect the markets to which it refers, following criteria which are publicly available; and
 - (c) the underlyings are sufficiently liquid, allowing users to replicate it if necessary.
- 14.4 A financial index is published in an appropriate manner if:
- (a) its publication process relies on sound procedures to collect prices, and calculate and subsequently publish the index value, including pricing procedures for components where a market price is not available; and
 - (b) material information on matters such as index calculation, rebalancing methodologies, index changes or any operational difficulties in providing timely or accurate information is provided on a wide and timely basis.
- 14.5 Where the composition of underlyings of a transaction in a derivative does not satisfy the requirements for a financial index, the underlyings for that transaction shall where

they satisfy the requirements with respect to other underlyings pursuant to paragraph 13.2, be regarded as a combination of those underlyings.

15. **Transactions for the purchase of property**

15.1 A derivative or forward transaction which will or could lead to the delivery of property for the account of the Company may be entered into only if that property can be held for the account of the Company, and 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 rules in the COLL Sourcebook.

16. **Requirement to cover sales**

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

17. **Valuation of OTC derivatives**

17.1 For the purposes of paragraph 18.1.3, the ACD must:

17.1.1 establish, implement and maintain arrangements and procedures which ensure appropriate, transparent and fair valuation of the exposures of a Fund to OTC derivatives; and

17.1.2 ensure that the fair value of OTC derivatives is subject to adequate, accurate and independent assessment.

17.2 Where the arrangements and procedures referred to in 17.1 involve the performance of certain activities by third parties, the ACD must comply with the requirements in SYSC 8.1.13 R (Additional requirements for a management company) and COLL 6.6A.4 R (4) to (6) (Due diligence requirements of AFMs of UCITS schemes).

17.3 The arrangements and procedures referred to in 17.1 above must be

17.3.1 adequate and proportionate to the nature and complexity of the OTC derivative concerned; and

17.3.2 adequately documented.

18. **OTC transactions in derivatives**

18.1 Any transaction in an OTC derivative under paragraph 13.1.2 must be:

- 18.1.1 in a future or an option or a contract for differences;
- 18.1.2 with an approved counterparty; A counterparty to a transaction in derivatives is approved only if the counterparty is an Eligible Institution or an Approved Bank; or a person whose permission (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;
- 18.1.3 on approved terms; the terms of the transaction in derivatives are approved only if the ACD 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 the ACD can enter into one or more further transactions to sell, liquidate or close out that transaction at any time, at its fair value; and
- 18.1.4 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:
 - 18.1.4.1 on the basis of an up-to-date market value which the ACD and the Depositary have agreed is reliable; or
 - 18.1.4.2 if the value referred to in 18.1.4.1 is not available, on the basis of a pricing model which the ACD and the Depositary have agreed uses an adequate recognised methodology; and
- 18.1.5 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:
 - 18.1.5.1 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
 - 18.1.5.2 a department within the ACD which is independent from the department in charge of managing the Fund and which is adequately equipped for such a purpose.

For the purposes of 18.1.3 above, "fair value" is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

19. **Risk management**

19.1 The ACD uses a risk management process (including a risk management policy) in accordance with COLL 6.12, enabling it to monitor and measure at any time the risk of a Fund's positions and their contribution to the overall risk profile of the Fund. Before using the process, the ACD will notify the FCA of the details of the risk management process. The following details of the risk management process must be regularly notified to the FCA and at least on an annual basis:

19.1.1 a true and fair view of the types of derivatives and forward transactions to be used within a Fund together with their underlying risks and any relevant quantitative limits; and

19.1.2 the methods for estimating risks in derivative and forward transactions.

19.2 The ACD must notify the FCA in advance of any material alteration to the details above.

20. **Investments in deposits**

20.1 The Fund may invest in deposits only 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.

21. **Stock lending**

21.1 The entry into stock lending transactions for the account of the Fund is permitted for the generation of additional income for the benefit of the Fund, and hence for its investors.

21.2 The specific method of stock lending permitted in this section is in fact not a transaction which is a loan in the normal sense. Rather it is an arrangement of the kind described in section 263B of the Taxation of Chargeable Gains Act 1992, under which the lender transfers securities to the borrower otherwise than by way of sale and the borrower is to transfer those securities, or securities of the same type and amount, back to the lender at a later date. In accordance with good market practice, a separate transaction by way of transfer of assets is also involved for the purpose of providing collateral to the "lender" to cover him against the risk that the future transfer back of the securities may not be satisfactorily completed.

21.3 The stock lending permitted by this section may be exercised by the Fund when it reasonably appears to the Fund to be appropriate to do so with a view to generating additional income for the Fund with an acceptable degree of risk.

21.4 The Company or the Depositary at the request of Company may enter into a stock lending arrangement of the kind described in section 263B of the Taxation of Chargeable Gains Act 1992 (without extension by section 263C), but only if:

21.4.1 all the terms of the agreement under which securities are to be reacquired

by the Depository for the account of the Fund, are in a form which is acceptable to the Depository and are in accordance with good market practice;

21.4.2 the counterparty is:

21.4.2.1 an authorised person; or

21.4.2.2 a person authorised by a Home State regulator; or

21.4.2.3 a person registered as a broker-dealer with the Securities and Exchange Commission of the United States of America; or

21.4.2.4 a bank, or a branch of a bank, supervised and authorised to deal in investments as principal, with respect to OTC derivatives by at least one of the following federal banking supervisory authorities of the United States of America:

(a) the Office of the Comptroller of the Currency;

(b) the Federal Deposit Insurance Corporation;

(c) the Board of Governors of the Federal Reserve System;
and

(d) the Office of Thrift Supervision, and

21.4.3 collateral is obtained to secure the obligation of the counterparty under the terms referred to in paragraph 21.4.1 and the collateral is:

21.4.3.1 acceptable to the depository;

21.4.3.2 adequate; and

21.4.3.3 sufficiently immediate.

21.4.4 The counterparty for the purpose of paragraph 21.4 is the person who is obliged under the agreement referred to in paragraph 21.4.1 to transfer to the depository the securities transferred by the depository under the stock lending arrangement or securities of the same kind.

21.4.3 does not apply to a stock lending transaction made through Euroclear Bank SA/NV's Securities Lending and Borrowing Programme.

21.5 The Depository must ensure that the value of the collateral at all times is at least equal to the value of the securities transferred by the Depository. This duty may be regarded as satisfied in respect of collateral the validity of which is about to expire or has expired where the Depository takes reasonable care to determine that sufficient

collateral will again be transferred at the latest by the close of business on the day of expiry.

- 21.6 Any agreement for transfer at a future date of securities or of collateral (or of the equivalent of either) may be regarded, for the purposes of valuation under the COLL Sourcebook, as an unconditional agreement for the sale or transfer of property, whether or not the property is part of the property of the Fund.
- 21.7 There is no limit on the value of the Scheme Property of a Fund which maybe the subject of stock lending transactions.
- 21.8 The ACD shall ensure that it is able at any time to recall any security that has been lent out or terminate any securities lending agreement it has entered into.

22. **Schemes replicating an index**

- 22.1 A Fund may invest up to 20% in value of the Scheme Property in shares and debentures which are issued by the same body where the stated investment policy is to replicate the composition of a relevant index as defined below.
- 22.2 The 20% limit can be raised for a particular Fund up to 35% in value of the Scheme Property, but only in respect of one body and where justified by exceptional market conditions.
- 22.3 In the case of a Fund replicating an index the Scheme Property of a Fund need not consist of the exact composition and weighting of the underlying in the relevant index where deviation from this is expedient for reasons of poor liquidity or excessive cost to the scheme in trading in an underlying investment.
- 22.4 The indices referred to above are those which satisfy the following criteria:
 - 22.4.1 the composition is sufficiently diversified;
 - 22.4.2 the index is a representative benchmark for the market to which it refers; and
 - 22.4.3 the index is published in an appropriate manner.

23. **Cover for investment in derivatives**

- 23.1 A Fund may invest in derivatives and forward transactions as part of its investment policy provided:
 - 23.1.1 its global exposure relating to derivatives and forward transactions held in the Fund does not exceed the Net value of the scheme property; and

23.1.2 its global exposure to the underlying assets does not exceed in aggregate the investment limits laid down in paragraph 5 above (Spread: general).

24. Daily calculation of global exposure

24.1 The ACD must calculate the global exposure of a Fund on at least a daily basis.

24.2 For the purposes of this section exposure must be calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions.

25. Calculation of global exposure

25.1 The ACD must calculate the global exposure of any Fund it manages either as:

25.1.1 the incremental exposure and leverage generated through the use of derivatives and forward transactions (including embedded derivatives as referred to in Paragraph 12 (Derivatives: general), which may not exceed 100% of the Net value of the Scheme Property; or

25.1.2 the market risk of the Scheme Property.

25.2 The ACD must calculate the global exposure of a Fund by using either:

25.2.1 the commitment approach (used currently); or

25.2.2 the value at risk approach.

25.3 The ACD must ensure that the method selected in paragraph 25.2 is appropriate, taking into account:

25.3.1 the investment strategy pursued by the Fund;

25.3.2 the types and complexities of the derivatives and forward transactions used; and

25.3.3 the proportion of the Scheme Property comprising derivatives and forward transactions.

25.4 Where a Fund employs techniques and instruments including repo contracts or stock lending transactions in accordance with Paragraph 18 (Stock lending) in order to generate additional leverage or exposure to market risk, the ACD must take those transactions into consideration when calculating global exposure.

25.5 For the purposes of 25.2, value at risk means a measure of the maximum expected loss at a given confidence level over the specific time period.

25.6 Where the ACD uses the commitment approach for the calculation of global exposure,

it must:

- 25.6.1 ensure that it applies this approach to all derivative and forward transactions (including embedded derivatives as referred to in Paragraph 10 (Derivatives: general)), whether used as part of the Fund's general investment policy, for the purposes of risk reduction or for the purposes of efficient portfolio management in accordance with Paragraph 18 (Stock lending); and
- 25.6.2 Convert each derivative or forward transaction into the market value of an equivalent position in the underlying asset of that derivative or forward (standard commitment approach).
- 25.7 The ACD may apply other calculation methods which are equivalent to the standard commitment approach.
- 25.8 The ACD may take account of netting and hedging arrangements when calculating global exposure of a Fund, where these arrangements do not disregard obvious and material risks and result in a clear reduction in risk exposure.
- 25.9 Where the use of derivatives or forward transactions does not generate incremental exposure for the Fund, the underlying exposure need not be included in the commitment calculation.

Where the commitment approach is used, temporary borrowing arrangements entered into on behalf of the Fund in accordance with Paragraph 30(Borrowing powers) need not form part of the global exposure calculation.

26. **Cover and Borrowing**

- 26.1 Cash obtained from borrowing, and borrowing which the ACD reasonably regards an Eligible Institution or an Approved Bank to be committed to provide, is available for cover under paragraph 23 of this Appendix as long as the normal limits on borrowing (see below) are observed.
- 26.2 Where, for the purposes of this paragraph the Company borrows an amount of currency from an Eligible Institution or an Approved Bank; and keeps an amount in another currency, at least equal to such borrowing for the time on deposit with the lender (or his agent or nominee), then this applies as if the borrowed currency, and not the deposited currency, were part of the Scheme Property, and the normal limits on borrowing under paragraph 30 (Borrowing powers) of this Appendix do not apply to that borrowing.

27. **Cash and near cash**

- 27.1 Cash and near cash must not be retained in the Scheme Property of a Fund except to the extent that, where this may reasonably be regarded as necessary in order to

enable:

- 27.1.1 the pursuit of the Fund's investment objectives; or
- 27.1.2 the redemption of units or shares; or
- 27.1.3 efficient management of the Fund in accordance with its investment objective; or
- 27.1.4 other purposes which may reasonably be regarded as ancillary to the investment objective of the Fund.

27.2 During the period of the initial offer the Scheme Property may consist of cash and near cash without limitation.

28. **General**

28.1 It is envisaged that the Funds will normally be fully invested but there may be times that it is appropriate not to be fully invested when the ACD reasonably regards this as necessary in order to enable the redemption of units or shares, efficient management of the Fund or any one purpose which may reasonably be regarded as ancillary to the investment objective of the Fund.

28.2 No Fund may invest in the Shares of another Fund of the Company.

28.3 Where a Fund invests in or disposes of units or shares in another collective investment scheme which is managed or operated by the ACD or an associate of the ACD, the ACD must pay to the Fund by the close of business on the fourth business day the amount of any preliminary charge in respect of a purchase, and in the case of a sale, any charge made for the disposal.

28.4 A potential breach of any of these limits does not prevent the exercise of rights conferred by investments held by the Fund but, in the event of a consequent breach, the ACD must then take such steps as are necessary to restore compliance with the investment limits as soon as practicable having regard to the interests of Shareholders.

28.5 It is not intended that the Company have any interest in any immovable or moveable property for the direct pursuit of its business.

29. **Underwriting**

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

30. **Borrowing powers**

- 30.1 The ACD may, on the instructions of the Fund and subject to the COLL Sourcebook, borrow money from an Eligible Institution or an Approved Bank for the use of the Fund on terms that the borrowing is to be repayable out of the Scheme Property.
- 30.2 Borrowing must be on a temporary basis, must not be persistent, and in any event must not exceed three months without prior consent of the Depositary, which may be given only on such conditions as appear appropriate to the Depositary to ensure that the borrowing does not cease to be on a temporary basis.
- 30.3 The ACD must ensure that borrowing does not, on any business day, exceed 10% of the value of the Fund.
- 30.4 These borrowing restrictions do not apply to “back to back” borrowing for currency hedging purposes (i.e. borrowing permitted in order to reduce or eliminate risk arising by reason of fluctuations in exchange rates).

31. Restrictions on lending of property other than money

- 31.1 Scheme Property other than money must not be lent by way of deposit or otherwise.
- 31.2 Transactions permitted by paragraph 21 (Stock lending) are not to be regarded as lending for the purposes of paragraph 31.1.
- 31.3 Nothing in this paragraph prevents the Depositary at the request of the ACD from lending, depositing, pledging or charging Scheme Property for margin requirements where transactions in derivatives or forward transactions are used for the account of the Company in accordance with COLL 5.

32. Restrictions on lending of money

- 32.1 None of the money in the Scheme Property may be lent and, for the purposes of this paragraph, money is lent by the Fund if it is paid to a person (“the payee”) on the basis that it should be repaid, whether or not by the payee.
- 32.2 Acquiring a debenture is not lending for the purposes of paragraph 32.1, nor is the placing of money on deposit or in a current account.

33. Guarantees and indemnities

- 33.1 The Depositary, for the account of a Fund, must not provide any guarantees or indemnity in respect of the obligation of any person.
- 33.2 Scheme Property may not be used to discharge any obligation arising under a guarantee or indemnity with respect to the obligation of any person.
- 33.3 Paragraphs 33.1 and 33.2 do not apply to any indemnity or guarantee given for margin requirements where derivatives or forward transactions are being used or an indemnity given to a person winding up a body corporate or other scheme in

circumstances where share assets are becoming part of the Scheme Property by way of unitisation.

34. **Concentration**

A UCITS Scheme:

- 34.1 must not acquire transferable securities other than debt securities which:
 - 34.1.1 do not carry a right to vote on any matter at a general meeting of the body corporate that issued them; and
 - 34.1.2 represent more than 10% of these securities issued by that body corporate;
- 34.2 must not acquire more than 10% of the debt securities issued by any single issuing body;
- 34.3 must not acquire more than 25% of the units or shares in a collective investment scheme;
- 34.4 must not acquire more than 10% of the money market instruments issued by any single body;
- 34.5 need not comply with the limits in paragraphs 34.2, 34.3 and 34.4 and of this Appendix if, at the time of the acquisition, the Net amount in issue of the relevant investment cannot be calculated.

35. **Significant Influence**

- 35.1 The Company must not acquire transferable securities issued by a body corporate and carrying rights to vote (whether or not on substantially all matters) at a general meeting of that body corporate if:
 - 35.1.1 immediately before the acquisition, the aggregate of any such securities held by the Company gives that Company power significantly to influence the conduct of business of that body corporate; or
 - 35.1.2 the acquisition gives the Company that power.
- 35.2 For the purposes of paragraph 35.1 the Company is to be taken to have power significantly to influence the conduct of business of a body corporate if it can, because of the transferable securities held by it, exercise or control the exercise of 20% or more of the voting rights in that body corporate (disregarding for this purpose any temporary suspension of voting rights in respect of the transferable securities of that body corporate).

APPENDIX V

LIST OF OTHER AUTHORISED COLLECTIVE INVESTMENT SCHEMES OPERATED BY THE ACD

The ACD is also the authorised corporate director or authorised fund manager of the following open-ended investment companies and unit trusts:

FP Apollo Multi Asset Management ICVC
FP Argonaut Funds
FP Brunel Pension Partnership ACS
FP CAF Investment Fund
FP Carmignac ICVC
FP CRUX FUNDS ICVC
FP CRUX UCITS OEIC
FP Foresight OEIC
FP Frontier ICVC
FP Henderson Rowe Index Funds
FP Luceo Investments
FP Mattioli Woods Funds ICVC
FP Miton Income Fund
FP Octopus Investment Funds
FP Octopus Investments UCITS Funds
FP Pictet
FP Russell Investments ICVC
FP WHEB Asset Management Funds
Volare UCITS Portfolios

APPENDIX VI

PAST PERFORMANCE TABLES FOR EACH FUND AND INVESTOR PROFILE

Historic performance, yield and risk category table:

Below we have shown the historical performance, for the period to 31 December 2017. Where possible, we have shown the performance over and the last 5 years, for each complete year, to the last quarter end. However, where the Fund has been in existence for less than any of the above periods, we show the performance since the launch of the Fund, plus for each complete year, to last quarter end.

In respect of Income shares (where they are available), the performance shown will assume that any income has been distributed (i.e. not reinvested to purchase additional shares).

FP SCDavies Global Equity Fund - Sterling Accumulation

Share Class	Percentage Growth year to 31 December 2011	Percentage Growth year to 31 December 2012	Percentage Growth year to 31 December 2013	Percentage Growth year to 31 December 2014	Percentage Growth year to 31 December 2015	Percentage Growth year to 31 December 2016	Percentage Growth year to 31 December 2017	Percentage Growth year to 31 December 2018
Sterling Acc	-9.2%	13.6%	19.9%	10.0%	3.2%	24.9%	12.8%	-7.6%
IA Global	-9.34%	9.66%	21.79%	7.05%	2.85%	23.94%	13.87%	-5.71%

Launch Date: 22 November 2010

FP SCDavies Global Fixed Income Fund - Sterling Accumulation

Share Class	Percentage Growth year to 31 December 2011	Percentage Growth year to 31 December 2012	Percentage Growth year to 31 December 2013	Percentage Growth year to 31 December 2014	Percentage Growth year to 31 December 2015	Percentage Growth year to 31 December 2016	Percentage Growth year to 31 December 2017	Percentage Growth year to 31 December 2018
Sterling Acc	0.1%	6.3%	0.9%	3.5%	-4.2%	2.0%	1.0%	-4.1%

Sterling Inc	0.4%	6.3%	1.2%	3.3%	-4.0%	2.1%	1.0%	-4.1%
(IA) Global Bonds	2.44%	7.98%	-2.54%	4.87%	-1.04%	16.69%	2.02%	0.25%

Launch Date: 22 November 2010

FP SCDavies Global Alternatives Fund – Sterling Accumulation

Share Class	Percentage Growth year to 31 December 2011	Percentage Growth year to 31 December 2012	Percentage Growth year to 31 December 2013	Percentage Growth year to 31 December 2014	Percentage Growth year to 31 December 2015	Percentage Growth year to 31 December 2016	Percentage Growth year to 31 December 2017	Percentage Growth year to 31 December 2018
Sterling Acc	-4.8%	1.6%	-0.0%	2.2%	0.1%	-0.20%	1.1%	-4.1%
LIBOR	0.34%	0.43%	0.27%	0.23%	0.32%	0.74%	1.26%	2.30%

Launch Date: 22 November 2010

Source: Morningstar Direct – Cumulative, Daily, Total Return in Sterling

Past performance is no guarantee of future performance.

These figures are presented as a matter of record and should be regarded as such.

1. Investor profiles

This Prospectus sets out below a description of the profile of the typical investor for whom each Fund has been designed. Please note however that this description is not the ACD's assessment of the target market for the Funds for the purposes of the EU's Product Governance regime which may be obtained separately by distributors and other intermediaries from the ACD. .

FP SCDavies Global Equity Fund

This Fund is suitable for an investor who wishes to have the investment exposure as set out in the Fund's investment objective and policy and is comfortable taking on the risks detailed in the section "Risk Factors". Although an investor can sell at any time, the Fund is only suitable where the intended investment horizon is medium-long term, i.e. a period of at least five years. Investing in the Fund may create income and capital returns albeit there is a risk to both the original capital invested, and to income and/or capital returns which could be large or small depending on the various market conditions and investors must understand this uncertainty. The Fund is marketable to both retail and institutional investors.

FP SCDavies Global Fixed Income Fund

This Fund is suitable for an investor who wishes to have the investment exposure as set out in the Fund's investment objective and policy and is comfortable taking on the risks detailed in the section "Risk Factors". Although an investor can sell at any time, the Fund is suitable where the intended investment horizon is medium-term, i.e. a period of at least three years. Investing in the Fund can involve fluctuations to the running yield and yield to redemption. The capital value will also fluctuate depending on relevant market conditions e.g. changes in interest rates and investors must understand this uncertainty. The Fund is marketable to both retail and institutional investors.

FP SCDavies Global Alternatives Fund

This Fund is suitable for an investor who wishes to have the investment exposure as set out in the Fund's investment objective and policy and is comfortable taking on the risks detailed in the section "Risk Factors". Although an investor can sell at any time, the Fund is only suitable where the intended investment horizon is long term, i.e. a period of at least seven years. Investing in the Fund is unlikely to create a regular dividend yield and involves a risk to capital that could be large or small depending on the various market conditions and investors must understand this uncertainty. The Fund is marketable to both retail and institutional investors.

Investors and potential investors should note that neither the description of the typical investor profile as set out above nor any other information contained in this Prospectus constitutes investment advice and investors and potential investors should consult their own professional advisers concerning the acquisition, holding or disposal of any shares in any of the Funds. Neither the Company, the ACD nor the Investment Manager makes any statement or representation in relation to the suitability, appropriateness or otherwise of any transaction in shares in any of the Funds.

APPENDIX VII

DIRECTORY

The Company and Head Office:

FP SCDavies Funds

52-54 Gracechurch Street, London EC3V 0EH

Authorised Corporate Director:

FundRock Partners Limited

52-54 Gracechurch Street, London EC3V 0EH

Depositary:

Northern Trust Global Services SE

50 Bank Street, London E14 5NT

Investment Manager:

Oakham Wealth Management Limited

1 Berkeley Street, London, W1J 8DJ

Administrator and Registrar:

DST Financial Services Europe Limited

DST House, St Nicholas Lane, Basildon, Essex SS15 5FS

Fund Accountant:

Apex Fund Services (UK) Limited

6th Floor, 140 London Wall, London, EC2Y 5DN

Custodian:

The Northern Trust Company, London Branch

50 Bank Street, London E14 5NT

Auditors:

Deloitte LLP

Saltire Court, 20 Castle Terrace, Edinburgh EH1 2DB