

Prospectus
of
HC Charteris UCITS ICVC

Prepared in accordance with the Financial Conduct Authority's Collective Investment Schemes Sourcebook

 2017

DIRECTORY

Authorised Corporate Director

Host Capital Limited
73 New Bond Street
London
W1S 1RS
(authorised and regulated by the Financial
Conduct Authority)

Registered and Head Office of the Company

c/o Host Capital Limited
73 New Bond Street
London
W1S 1RS

Investment Manager

Charteris Treasury Portfolio Managers Limited
8 Lovat Lane
London
EC3R 8DW
(authorised and regulated by the Financial
Conduct Authority)

Auditor

Grant Thornton UK LLP
30 Finsbury Square
London
EC2P 2YU

Registrar and Transfer Agent

WAY Fund Managers Limited trading as
Investor Administration Solutions Limited
Cedar House 3 Cedar Park
Cobham Road, Wimborne
Dorset
BH21 7SB

Administrator (Fund Accountant)

Apex Fund Services Limited
Veritas House
125 Finsbury Pavement
London, EC2A 1NQ

Depository

Citibank Europe Plc, UK Branch
Citigroup Centre, Canada Square
Canary Wharf, London E14 5LB]
(authorised by the Central Bank of Ireland
and the Prudential Regulation Authority and
subject to limited regulation by the Financial
Conduct Authority and Prudential
Regulation Authority)

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

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 THE COMPANY AND THE ACD CANNOT BE BOUND BY AN OUT OF DATE PROSPECTUS WHEN IT HAS ISSUED A NEW PROSPECTUS.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

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

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

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

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

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

US Tax Reporting


From 2014, in accordance with the requirements of FATCA, the Company may be required to comply with certain reporting requirements in order to avoid a 30% US withholding tax on interest income (beginning 2014) and the proceeds of sales of US securities and other US financial instruments (beginning 2017). Full details of the reporting requirements have not yet been determined or announced by the US Internal Revenue Service (the “IRS”), however complying with such requirements may require the Company to request certain information from shareholders and (where applicable) their beneficial owners, and to agree to provide such information and documentation to the IRS if requested to do so. Any shareholder that fails to provide the required information may be subject to a compulsory redemption of their shares and/or monetary penalties.

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

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

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

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

This Prospectus is dated and valid as at  2017.

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1 INTERPRETATION

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

“ACD”	the authorised corporate director holding office from time to time pursuant to the Regulations being Host Capital Limited at the date of this Prospectus;
“Act”	the Financial Services and Markets Act 2000 as amended, restated, re-enacted or replaced from time to time;
“Administrator”	means Apex Fund Services Limited or such other person appointed from time to time to be the administrator to the Company;
“Approved Money Market Instrument”	means a money market instrument which is normally dealt in on the money market, is liquid and has a value which can be accurately determined at any time.
“Business Day”	Monday to Friday excluding public and bank holidays in the United Kingdom or any day on which the London Stock Exchange is not open for the normal duration of its trading hours;
“Collective Investment Schemes Sourcebook” or “COLL”	the Collective Investment Schemes Sourcebook issued by the FCA pursuant to the Act as amended or replaced from time to time;
“Company”	HC Charteris UCITS ICVC;
“Conversion”	the conversion of shares in one class in a Fund to shares of another class in the same Fund and “Convert” shall be construed accordingly;
“Depositary”	the person appointed from time to time by the Company or otherwise as depositary pursuant to the Regulations being Citibank Europe Plc, UK Branch at the date of this Prospectus;
“FCA”	the Financial Conduct Authority, 25 The North Colonnade, Canary Wharf, London, E14 5HS or any successor regulator from time to time;
“Fund” or “Funds”	a sub-fund of the Company (being part of the property of the Company which is pooled separately) to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with the investment objective and policy applicable to such sub-fund;
“Instrument”	means the instrument of incorporation constituting the Company, as amended from time to time;
“Investment Manager”	means Charteris Treasury Portfolio Managers Limited;

“ISA”	an Individual Savings Account under The Individual Savings Account Regulations 1998 (as amended);
“KIID”	means the Key Investor Information Document prepared in accordance with COLL;
“Net Asset Value”	the value of the scheme property of the Company (or of any Fund as the context requires) less the liabilities of the Company (or of the Fund concerned) as calculated in accordance with the Instrument;
“OEIC Regulations”	Open-Ended Investment Companies Regulations 2001 (as amended or replaced from time to time);
“Office Hours”	from 9am to 5pm on any Business Day;
“Recognised Scheme”	means a collective investment scheme recognised for the purposes of sections 264, 270 or 272 of the Act;
“Regulations”	the OEIC Regulations and the Collective Investment Schemes Sourcebook;
“Scheme Property”	the property of the Company to be given to the Depositary for safe-keeping, as required by the Regulations;
“Sterling”	pounds sterling of the United Kingdom;
“Switch”	where permissible, the exchange of shares of one Fund for shares of another Fund and “Switching” shall be construed accordingly;
“UCITS Directive”	the European Parliament and Council Directive of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) (No. 2009/65/EC) (as amended from time to time);
“UCITS Scheme”	a Collective Investment Scheme such as the Company, which complies with the UCITS Directive and therefore may enjoy certain passporting rights under that directive;
“VAT”	UK Value Added Tax.

2 CONSTITUTION AND REGULATORY STATUS

General

The Company is an investment company with variable capital incorporated in England and Wales under the OEIC Regulations. It is a UCITS Scheme as defined in COLL and also an umbrella company for the purposes of the OEIC Regulations. The Company is registered with the FCA with registered number IC001024. The FCA's product reference number ("PRN") for the Company is 658924. The PRN for each Fund is set out at section 3 below. The head office of the Company is at 73 New Bond Street, London, W1S 1RS. This is also the address for the service on the Company of notices or other documents required or authorised to be served on it.

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

The Company was authorised by an order made by the FCA on 7 January 2015. The operation of the Company is governed by the Regulations, the Instrument and this Prospectus. The Company has unlimited duration.

Structure of the Company

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

The Company currently has five Funds being: **HC Charteris Global Macro Fund, HC Charteris Premium Income Fund, HC Charteris Gold and Precious Metals Fund, HC Charteris Property Fund and HC Charteris Strategic Bond Fund.**

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

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

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

Investors should note that, (where shares in more than one Fund are available) the Company's Funds are segregated portfolios of assets, and, accordingly, the assets of a Fund belong exclusively to that Fund, and shall not be used or made available to discharge, directly or

indirectly, the liabilities of, or claims against, any other person or body, including the Company or any other Fund, and shall not be available for any such purpose.

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

3 INVESTMENT OBJECTIVES, POLICIES AND OTHER DETAILS OF THE FUNDS

A detailed statement of the general investment and borrowing restrictions and the extent to which the Company may invest are set out in Schedule 1. Each of the Funds may invest in derivative instruments and forward transactions as explained further below under the “Investment Policy” section for each of the Funds below and in Schedule 1. The eligible securities markets and eligible derivatives markets on which the Funds may invest are set out in Schedule 2.

HC Charteris Global Macro Fund

PRN: 664016

Investment Objective

The investment objective of the Fund is to aim to deliver capital growth over the longer term whilst looking to mitigate downside risks.

Investment Policy

It is expected that the manager will mainly seek exposure to equities across global investment markets along with lesser exposure to ETFs and investment trusts. As a defensive measure, the manager may at any time invest up to 100% of the portfolio in short dated government debt of the world’s major economies.

The Fund may also invest, at the ACD’s discretion, in transferable securities, structured products, money market instruments, cash and near cash, and deposits. Use may also be made of borrowing, cash holdings, derivatives for hedging and other efficient portfolio management techniques permitted in the COLL.

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

Investors’ attention is drawn to the detailed risk warnings in this Prospectus.

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

Date of launch

2 February 2015

HC Charteris Premium Income Fund (not yet launched)

PRN: 664017

Investment Objective

The investment objective of the Fund is to provide a combination of income and capital growth with a particular emphasis on income.

Investment Policy

The Fund intends to invest in a portfolio of transferable securities, derivatives, cash and near cash deposits and money market instruments.

The Fund will primarily invest in UK blue chip equities. The portfolio will be actively managed and normally remain fully invested save for such operational liquidity as is required from time to time. The Investment Manager has absolute discretion to weight the portfolio towards any investment type or sector, including cash, at any time provided such investment is compatible with the investment objective and policy of the Fund as a whole and subject to the Regulations at the time.

The use of derivatives and/or hedging transactions is permitted in connection with the efficient portfolio management of the Fund, and borrowing will be permitted in accordance with COLL. The Fund may, in addition to its other investment powers, use derivatives and forward transactions for investment purposes. In particular, derivatives transactions, including options, may be written in respect of the underlying investments of the sub-fund on a fully covered basis. It is not intended that the use of derivatives in this way will increase the risk profile of the Fund, but in fact may tend to decrease risk in the portfolio.

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

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

Date of launch

To be launched

HC Charteris Gold and Precious Metals Fund

PRN: 768003

Investment Objective

The primary investment objective of the Fund is to achieve capital growth.

Investment Policy

The Fund will utilise a diversified portfolio of transferable securities consisting primarily of equities whose core business is involved in the mining, refining, production and marketing of gold and/or precious metals. It may also invest in Exchange Traded Certificates, collective investment schemes (including Exchange Traded Funds), warrants, cash or near cash, deposits and money market instruments.'

The Fund will primarily consist of instruments with direct underlying gold and/or precious metals exposure and shares in companies worldwide whose core business is involved in the

mining, refining, production and marketing of gold and/or precious metals. Investment may be undertaken indirectly in other commodities, and minerals.

Subject to the requirements of the Regulations, the portfolio will normally remain fully invested. There will, however, be no restrictions on the underlying content of the investments held, in terms of investment type, geographical or economic sector, other than those imposed by the Regulations, meaning that the Investment Manager has the absolute discretion to weight the portfolio towards any investment type or sector at any time. However, not more than 10% of the value of the Fund shall consist of units and/or shares in collective investment schemes.

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

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

Date of launch

31 March 2017

HC Charteris Property Fund (not yet launched)

PRN: 768004

Investment Objective

The investment objective of the Fund is to provide long-term income and capital growth.

Investment Policy

The assets will be invested in a diversified portfolio of property related investments including, in accordance with the provisions of COLL, listed securities and REITS.

The Fund may also hold fixed interest securities, cash and money market instruments. Investments will not be confined to any particular economic or geographic sectors. The Fund will not hold either physical commodities or immovable property.

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

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

Date of launch

To be launched

HC Charteris Strategic Bond Fund

Investment Objective

The investment objective of the Fund is to provide an income yield and to attempt to preserve capital.

Investment Policy

The assets will be primarily invested directly through a mix of government bonds and floating rate notes and, secondarily, in blue chip equities. Money market instruments, corporate and convertible bonds and cash deposits may also be held from time to time, however the Fund will have a concentrated portfolio.

Hedging and derivative transactions are permitted in connection with the efficient portfolio management of the Fund and borrowing will be permitted in accordance with the Regulations. It is not intended that the use of derivatives in this way will increase the risk profile of the Fund.

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

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

Date of launch

● 2017

Initial Offer of Shares

Each available class of share in the Fund has an initial price of 100p. This initial offer of Shares shall end at 12pm (midday) six of weeks after commencement of the initial offer period, or earlier if the value of the underlying investments moves by more than + or – 2% at any time. Initial subscriptions will be held in cash during the initial offer period with no interest paid during that period. Shares will be made available in pounds sterling only during the initial offer period.

4 RISK FACTORS

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

- (a) Past performance is not a guide to future performance. The value of shares is not guaranteed and the income from them may fall as well as rise. You may get back less than you originally invested. What you get back may depend on:
 - (i) investment performance, which is not guaranteed;
 - (ii) how much you have invested and whether you have previously taken any money out;
 - (iii) the effect of an initial charge. If you sell your investment after a short period you may not get back what you originally invested, even if the price of your investment has not fallen.
- (b) In certain circumstances, for the purposes of efficient portfolio management, including hedging, (as explained under the heading “**Efficient Portfolio Management**” below) the Funds may enter into certain derivatives transactions, including, without limitation, forward transactions, futures and options. The value of these investments may fluctuate significantly. By holding these types of investments there is a risk of capital depreciation in relation to certain Fund assets. There is also the potential for capital appreciation of such assets.

Where the Investment Manager invests in derivatives and forward transactions in the pursuit of a Fund’s objectives, the Net Asset Value of that Fund may at times be volatile (in the absence of compensating investment techniques). It is not intended that the use of derivatives for the purposes of investment will cause the Net Asset Value of the relevant Fund to have high volatility or otherwise cause its existing risk profile to change;

- (c) The summary of tax treatment in section 23 of this Prospectus is based on current law and practice which may change. The levels of relief from taxation will depend upon individual circumstances. Please note current tax levels and reliefs may change and their value will depend on the investor's individual circumstances;
- (d) Investments in emerging markets may be more volatile than investments in more developed markets. Some of these markets may have relatively unstable governments, economies based on only a few industries and securities markets that trade only a limited number of securities. Many emerging markets do not have well developed regulatory systems and disclosure standards may be less stringent than those of developed markets;
- (e) A Fund may invest in other currencies. As a result, changes in the rates of exchange between currencies may cause the value of the shares to go up or down. Accordingly, investors may not receive back the amount invested;
- (f) A Fund may invest in other collective investment schemes and as such a Fund will bear its portion of the expenses of the other collective investment scheme, including management, performance and/or other fees. These fees will be in addition to the management fees and other expenses which a Fund bears directly with its own operations;
- (g) There is also a valuation risk to a Fund from investing in other collective investment schemes;
- (h) Where assets are held in custody, there may be a risk of loss resulting from the insolvency, negligence or fraudulent action of the custodian or sub-custodian;
- (i) Fixed interest securities (bonds) including convertible bonds are particularly affected by trends in interest rates and inflation. If interest rates go up, the value of the capital may fall, and vice versa. Inflation will also decrease the real value of capital. The value of a fixed interest security will fall in the event of a default or reduced credit rating of the issuer. Generally, the higher, the rate of interest, the higher the perceived credit risk of the issuer;
- (j) Certain investment transactions may result in the payment of stamp duty reserve tax (“SDRT”) by the Funds, such payment may result in a diminution in value of the shares. Alternatively SDRT may be recovered by a charge levied in addition to the price of the shares when issued or deducted from the proceeds when the shares are sold.
- (k) Investors are reminded that in certain circumstances their right to redeem shares (including redemption by way of switching) may be suspended (as explained on page 18);
- (l) Whilst equity investments carry potential for attractive returns over the longer term, the volatility of these returns can also be relatively high;
- (m) Inflation may affect the real value of shareholder's savings and investments, which may reduce the buying power of the money a shareholder has saved and their investments;
- (n) Where cancellation rights are applicable, if shareholders choose to exercise their cancellation rights and the value of their investment falls before notice of cancellation is received by the ACD in writing, a full refund of the original investment may not be provided but rather the original amount less the fall in value;
- (o) The Funds may also invest in “options”. There are many different types of options with different characteristics, subject to the following conditions:

- (i) Buying options generally involves less risk than selling options because, if the price of the asset underlying the option moves against the Funds, the Funds can simply allow the option to lapse. The maximum loss is limited to the premium paid for the option, plus any commission or other transaction charges. However, if the Funds buy a “call” option on a futures transaction, and the Funds later exercise that option, the Funds will acquire the future. This will expose the Funds to the risks described at (b) above;
- (ii) Certain London Stock Exchange member firms write a particular type of option under special exchange rules called a “traditional option”. These may involve a greater risk than other options. Two-way prices are not usually quoted and there is no secondary exchange market on which to close-out an open position or to effect an equal and opposite transaction to reverse an open position. It may be difficult to assess the value of such an option, or for the seller of the option to manage its exposure to risk;
- (iii) Certain options markets operate on a margined basis under which buyers do not pay the full premium on the option at the time they purchase it. In this situation, the Funds may subsequently be called upon to pay margin on the option up to the level of the full premium. If the Funds fails to do so as required, the position may be closed or liquidated in the same way as a futures position;
- (p) The Company’s investments may be subject to liquidity constraints, which means that the investments may trade infrequently and in small volumes, or that a particular instrument is difficult to buy or sell. Normally liquid investments may also be subject to periods of disruption in difficult market conditions. As a result, changes in the value of investments may be unpredictable and, in certain circumstances, it may be difficult to deal an investment at the latest market price quoted or at a value considered by the ACD to be fair;
- (q) An average OEIC sub-fund will invest in 80 to 150 different companies. The Funds will typically hold more concentrated portfolios than the average OEIC sub-fund. Whilst increasing the potential reward, the nature of these funds can increase risk. As such, the returns may be more volatile and will be impacted more by fluctuations in the value of underlying stock;
- (r) 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;
- (s) Where Funds invest in technology stocks, their potential volatility may increase the risk to the value of these investments in which above average price movements can be expected. Technology and technology-related industries may also be subject to greater government regulation than many other industries. Accordingly, changes in government policies and the need for regulatory approvals may have a materially adverse effect on these industries. Additionally, these companies may be subject to risks of developing technologies, competitive pressures and the risk of obsolescence caused by other scientific advances. Many companies in the technology sector are smaller companies

and are therefore also subject to the risks attendant on investing in such companies set out above.

Efficient Portfolio Management

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

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

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

Derivatives and volatility

Where the Investment Manager invests in derivatives and forward transactions in the pursuit of a Fund’s objectives, the Net Asset Value of that Fund may at times be volatile (in the absence of compensating investment techniques). It is not intended that the use of derivatives for the purposes of investment will cause the Net Asset Value of the relevant Fund to have high volatility or otherwise cause its existing risk profile to change.

Typical Investor

The Funds may be suitable for investors who see collective investment schemes as a convenient way of participating in investment markets and seek to achieve defined investment objectives. Investors must be able to accept some risk to their capital. If you are uncertain whether these products are suitable for you, please contact a financial adviser.

HC Charteris Global Macro Fund is suitable for retail or institutional investors with an investment horizon of at least five years, primarily wishing to achieve capital growth through investment orientated towards equities across global markets in order to achieve a higher rate of return over the medium to longer term.

HC Charteris Premium Income Fund is suitable for retail or institutional investors with an investment horizon of at least five years, wishing to achieve capital growth and income through investment in a portfolio of primarily UK blue chip equities, combined with a covered call option strategy, to attempt to achieve an enhanced dividend yield.

HC Charteris Gold and Precious Metals Fund is suitable for retail or institutional investors with an investment horizon of at least five years, wishing to achieve capital growth through an investment in shares and instruments with direct underlying gold and/or precious metals exposure.

HC Charteris Property Fund is suitable for retail or institutional investors with an investment horizon of at least five years, wishing to achieve long-term income and capital growth from a diversified portfolio of property related shares and instruments.

HC Charteris Strategic Bond Fund is suitable for retail or institutional investors with an investment horizon of at least five years, wishing to achieve income primarily through investment in a balance of government bonds, floating rate notes and high yielding blue chip equities in order to attempt to preserve capital and earn income over the medium to longer term.

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

5 THE AUTHORISED CORPORATE DIRECTOR

The authorised corporate director (“ACD”) of the Company is Host Capital Limited. The ACD is a private company limited by shares, incorporated in England and Wales on 7 January 1999 under the Companies Act 1985. The registered and head office of the ACD is at 73 New Bond Street, London, W1S 1RS. This is the address at which notices or other documents may be served on the Company. The ACD has an issued share capital of £1,341,684 ordinary shares of £1 each, fully paid.

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

ICVCs

- HC FCM Salamanca Global Property Fund 1
- Host Capital Sequel Investment Funds ICVC II
- Host Capital Investment Funds ICVC III
- HC KB Enterprise Funds
- HC KB Endeavour Funds
- HC KB Capital Growth Fund
- Host Capital UK Student Accommodation Fund
- HC Charteris ICVC

Unit Trusts

- Host Capital UK Student Accommodation Umbrella Feeder Trust
- HC Charteris Premium Income Fund

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

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

The directors of the ACD are:

CT Finch
B Primrose
GL Brooks
S Anderson
S Chaudhri

None of the directors have any other business activities which are of significance to the business of the Funds.

The Company has no other directors.

The ACD provides its services to the Company under the terms of a service agreement (the “**ACD Agreement**”). The ACD Agreement provides that the appointment may be terminated by either party after the expiry of 12 months written notice or forthwith by the Company in the case of fraud, wilful default or gross negligence on the part of the ACD. The ACD Agreement will also terminate on expiry of notice given by the Depositary in accordance with Rule 6.5.4(3) of COLL (liquidation, receivership or an administration order in respect of the ACD). The ACD is entitled to payment of its fees to the date of termination but no additional compensation.

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

In accordance with the Regulations the ACD has in place a number of policies which set out how it operates and manages the 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), execution policy (which sets out the procedures to be followed when transactions are carried out on behalf of the Funds) and inducement policy (which sets out the types of payments, including fees, commissions and non-monetary benefits, which may be received or made by a third party in respect of the Funds) are available on request from the ACD and are also available on the following website: www.hostcapital.com.

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

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

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

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

ACD’s Remuneration Policy

The ACD has established the remuneration policy in accordance with the requirements of SYSC 19E of the FCA’s handbook of rules and guidance (the “**Remuneration Policy**”). The Remuneration Policy is designed to ensure that the ACD’s remuneration practices, for those staff caught by the applicable rules:

- are consistent with, and promote, sound and effective risk management;
- do not encourage risk taking and are consistent with the risk profile of the Funds;

- do not impair the ACD’s compliance with its duty to act in the best interest of the Funds; and
- include fixed and variable components of remuneration including salaries and discretionary pension benefits.

When applying the Remuneration Policy, the ACD will comply with the applicable rules in a manner that is appropriate taking into account the size, internal organisation and the nature, scope and complexity of the ACD’s activities.

The Remuneration Policy must be in line with the business strategy, objectives, values and interests of:

- the ACD;
- the Funds it manages; and
- the investors,

and must include measures to avoid conflicts of interest.

Up-to-date details of a description of how remuneration and benefits are calculated and the identities of the persons responsible for awarding the remuneration and benefits including the composition of the remuneration committee, where such committee exists will be available on the ACD’s website www.hostcapital.com. A paper copy of the information provided on this website is available free of charge following a request to the ACD.

6 THE INVESTMENT MANAGER

The ACD has appointed Charteris Treasury Portfolio Managers Limited (the “**Investment Manager**”) as the investment manager to the ACD in relation to the Funds. The Investment Manager is authorised and regulated by the Financial Conduct Authority. The Investment Manager’s principal activity is the provision of investment management services.

Under the terms of an agreement between the Investment Manager and the ACD (the “**Investment Management Agreement**”), the Investment Manager has the authority of the ACD to make decisions on behalf of the ACD in respect of the investments of the Funds, subject always to the provisions of the Instrument, the Prospectus, the Regulations, and the investment objectives and policies of the Funds. The Investment Manager is also authorised to deal on behalf of the Funds. Subject to instances where the agreement may be terminated with immediate effect in the interests of the shareholders, the Investment Management Agreement may be terminated by either party giving the other no less than 12 months’ written notice.

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

7 THE DEPOSITARY

Introduction and key duties

Under the terms of a Depositary Agreement, Citibank Europe plc, acting through its London Branch (the “**Depositary**”) has been appointed as depositary of the assets of the Funds and the assets of the Funds have been entrusted to the Depositary for safekeeping.

The key duties of the Depositary consist of:

- cash monitoring and verifying each Fund's cash flows;
- safekeeping of the Scheme Property of each Fund;
- ensuring that the sale, issue, re-purchase, redemption, cancellation and valuation of shares are carried out in accordance with the Instrument of Incorporation constituting the Company, this Prospectus, and applicable law, rules and regulations;
- ensuring that in transactions involving the Scheme Property of a Fund that any consideration is remitted to the relevant Fund within the usual time limits;
- ensuring that each Fund's income is applied in accordance with Instrument of Incorporation constituting the Company, this Prospectus, applicable law, rules and regulations; and
- carrying out instructions from the ACD unless they conflict with the Instrument of Incorporation, this Prospectus, or applicable law, rules and regulations.

Information about the Depositary

The Depositary is a public limited company with registered number 132781 domiciled in Ireland whose registered office is at 1 North Wall Quay, Dublin 1. The Depositary conducts its business in Great Britain from its branch offices at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB. The Depositary is authorised by the Central Bank of Ireland and the Prudential Regulation Authority but in respect of its services as a depositary in Great Britain is subject to limited regulation by the Financial Conduct Authority and the Prudential Regulation Authority. Further details are available from the Depositary on request.

Liability of the Depositary

As a general rule the Depositary is liable for any losses suffered as a result of the Depositary's, its agent's or sub-custodian's negligence, intentional failure or fraud in fulfilling its obligations except that it will not be liable for any loss where:

- the event which has led to the loss is not the result of any act or omission of the Depositary or a third party to whom the Depositary has delegated its safekeeping function;
- the Depositary could not have reasonably prevented the occurrence of the event which led to the loss despite adopting all precautions incumbent on a diligent depositary as reflected in common industry practice; and
- despite rigorous and comprehensive due diligence, the Depositary could not have prevented the loss.

However, in the case of loss of a financial instrument by the Depositary, or by a third party, the Depositary is under an obligation to return a financial instrument of identical type or corresponding amount without undue delay unless it can prove that the loss arose as a result of an external event beyond the Depositary's reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

Delegation of safekeeping function

Under the terms of the Depositary Agreement the Depositary has the power to delegate its safekeeping functions.

As a general rule, whenever the Depositary delegates any of its custody functions to a delegate, the Depositary will remain liable for any losses suffered as a result of an act or omission of the

delegate as if such loss had arisen as a result of an act or omission of the Depositary. The use of securities settlement systems does not constitute a delegation by the Depositary of its functions.

As at the date of this Prospectus, the Depositary has entered into written agreements delegating the performance of its safekeeping function in respect of certain assets of Funds to the delegates and sub-delegates set out in Schedule 4 hereto.

Conflicts of interest

From time to time conflicts may arise from the appointment by the Depositary of any of its delegates out of which may arise a conflict of interest with the Funds. For example, Citibank N.A., which has been appointed by the Depositary to act as custodian of the Scheme Property, also performs certain investment operations and functions and derivatives collateral management functions delegated to it by the ACD. It is therefore possible that a conflict of interest could arise. Citibank N.A. and any other delegate are required to manage any such conflict having regard to the COLL and its duties to the Depositary and the ACD.

There may also be conflicts arising between the Depositary and the Funds, Shareholders and the ACD. The Depositary is prohibited from carrying out any activities with regard to the Funds unless:

- The Depositary has properly identified any such potential conflicts of interest;
- The Depositary has functionally and hierarchically separated the performance of its depositary tasks from its other potentially conflicting tasks; and
- The potential conflicts of interest are properly managed, monitored and disclosed to the investors of the Funds.

Terms of the Depositary Agreement

The appointment of the Depositary has been made under an agreement between the Funds, the ACD and the Depositary dated 30 March 2016 as amended on 16 December 2016 (the “**Depositary Agreement**”).

The Depositary Agreement may be terminated by not less than 90 days’ written notice provided that no such notice shall take effect until the appointment of a successor to the Depositary.

To the extent permitted by the FCA Handbook, the Funds 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 to that Funds, 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 Scheme Property for its services, as explained in the “The Fees, Charges and Expenses of the Depositary” section below.

Shareholders may request an up to date statement regarding any of the information set out above from the ACD.

8 AUDITOR

The Auditor of the Company is Grant Thornton LLP whose address is 30 Finsbury Square, London EC2P 2YU.

9 SHARES IN THE COMPANY

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

- Class A GBP Shares Net Accumulation;
- Class A GBP Shares Net Income;
- Class B GBP Shares Net Accumulation;
- Class B GBP Shares Net Income;
- Class I GBP Shares Net Accumulation – Institutional Shares;
- Class I GBP Shares Net Income – Institutional Shares;
- Class R GBP Shares Net Accumulation; and
- Class R GBP Shares Net Income.

No bearer shares are issued.

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

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

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

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

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

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

10 REGISTER

WAY Fund Managers Limited trading as Investor Administration Solutions Limited is currently the Registrar to the Company. The Register of shareholders including the ISA plan register, where applicable, (being a record of persons who subscribe for shares through Individual Savings Accounts (“ISAs”)) will be available for inspection by shareholders on any Business

Day during normal Office Hours at the office of the Registrar at Cedar House 3 Cedar Park, Cobham Road, Wimborne, Dorset, BH21 7SB

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

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

11 VALUATIONS

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

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

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

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

- 1 All the Scheme Property (including receivables) is to be included, subject to the following provisions.
- 2 Scheme Property which is not cash (or other assets dealt with in paragraphs 3 and 4 below) shall be valued as follows and the prices used shall (subject as follows) be the most recent prices which it is practicable to obtain:
 - (a) units or shares in a collective investment scheme:
 - (i) if a single price for buying and selling units or shares is quoted, at that price; or
 - (ii) if separate buying and selling prices are quoted, at the average of the two prices provided the buying price has been reduced by any initial charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto; or
 - (iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no recent price exists, at a value which, in the opinion of the ACD, is fair and reasonable;

- (b) exchange traded derivatives will be valued at their quoted price if a single price for buying and selling the exchange-traded derivative is quoted, or if a separate buying and selling price is quoted, at the average of the two prices;
 - (c) Over-the-counter derivative contracts will be valued in accordance with the method of valuation as shall have been agreed between the ACD and the Depositary.
 - (d) Any other investment will be valued at their quoted price (if a single buying and selling price is quoted) or if separate buying and selling prices are quoted, at the average of the two prices, or if, in the opinion of the ACD, the price is unreliable or no recent traded price is available or if the most recent price available does not reflect the ACD's best estimate of fair value, at a value which, in the opinion of the ACD, is fair and reasonable;
 - (e) Property other than that described above will be valued at what the ACD considers a fair and reasonable mid-market price.
- 3 Cash and amounts held in current, margin and deposit accounts and in other time-related deposits shall be valued at their nominal values.
- 4 In determining the value of the Scheme Property, all instructions given to issue or cancel shares shall be assumed (unless the contrary is shown) to have been carried out and any cash payment made or received and all consequential action required by the Regulations or the Instrument shall be assumed (unless the contrary has been shown) to have taken place.
- 5 Subject to paragraphs 6 and 7 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the ACD, their omission shall not materially affect the final net asset amount.
- 6 Futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options shall not be included under paragraph 5.
- 7 All agreements are to be included under paragraph 5 which are, or ought reasonably to have been, known to the person valuing the property assuming that all other persons in the ACD's employment take all reasonable steps to inform it immediately of the making of any agreement.
- 8 An estimated amount for anticipated tax liabilities (on unrealised capital gains where the liabilities have accrued and are payable out of the property of the Scheme; on realised capital gains in respect of previously completed and current accounting periods; and on income where liabilities have accrued) including (as applicable and without limitation) capital gains tax, income tax, corporation tax, value added tax and stamp duty will be deducted.
- 9 An estimated amount for any liabilities payable out of the Scheme Property and any tax thereon treating periodic items as accruing from day to day will be deducted.
- 10 The principal amount of any outstanding borrowings whenever payable and any accrued but unpaid interest on borrowings will be deducted.

- 11 An estimated amount for accrued claims for tax of whatever nature which may be recoverable; any other credits or amounts due to be paid into the Scheme Property, and a sum representing any interest or any income accrued due or deemed to have accrued but not received, will be added.
- 12 Currencies or values in currencies other than base currency shall be converted at the relevant valuation point at a rate of exchange that is not likely to result in any material prejudice to the interests of shareholders or potential shareholders.

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

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

Fair value pricing

Where the ACD has reasonable grounds to believe that:

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

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

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

12 PRICES OF SHARES

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

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

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

Publication of Prices

The prices of all share classes are available at www.hostcapital.com or by calling 01202 8022900 during normal business hours and will be published on www.fundlistings.com. As the ACD deals on a forward pricing basis, the price that appears in these sources will not necessarily be the same as the one at which investors can currently deal. The ACD may also, at its sole discretion, decide to publish certain share prices on third party websites or in publications but the ACD does not accept responsibility for the accuracy of the prices published in, or for the non-publication of prices by, these sources for reasons beyond the control of the ACD.

13 DILUTION LEVY

Where the Company buys or sells underlying investments in response to a request for the issue or redemption of shares, it will generally incur a cost, made up of dealing costs and any spread between the buying and selling prices of the investments concerned, which will not be reflected in the amount paid by or to the Shareholder. This effect is referred to as “dilution”. It is not possible to predict accurately whether dilution will occur at any point in time.

With a view to reducing this cost (which, if material, disadvantages continuing Shareholders and could adversely affect the future growth of a particular Fund) the ACD is entitled to require payment of a “dilution levy” to be added to the issue price or deducted from the redemption price of shares as appropriate. This levy is paid directly into the relevant Fund and it is intended to reduce the effect of dilution on the future growth of the Fund.

The ACD will normally charge a dilution levy of up to 0.5% of the price of the share attributable to the Fund where:

- (a) the underlying transaction is a “large deal”;
- (b) where a series of unrelated or related transactions on a Dealing Day when added together amount to a “large deal”.

For these purposes, a “large deal” is a sale or purchase (or series of sales or purchases) with a gross value equal to or exceeding 5% of the total Fund value in respect of the HC Charteris Global Macro Fund, HC Charteris Premium Income Fund and the HC Charteris Property Fund and 3% in respect of the HC Charteris Gold and Precious Metals Fund and HC Charteris Strategic Bond Fund.

Historically, for the HC Charteris Global Macro Fund, a dilution adjustment had been applied. A dilution adjustment meant that the ACD was permitted to adjust the sale and purchase price of Shares in this Fund to take into account the possible effects of dilution in order to mitigate the effect of dilution. A typical dilution adjustment ranging from 0% to 2% was generally applied when buying or selling shares in this Fund.

On occasions where the dilution levy is not applied, there may be an adverse impact on the future growth of the Fund.

14 ISSUE, REDEMPTION AND EXCHANGE OF SHARES

Issue

Applications

The ACD is required to procure the issue or cancellation of shares by the Company where necessary to meet any obligations to sell or redeem shares. Applications for shares linked to the Funds may be made by any eligible person. Following the expiry of the initial offer period for the Funds, dealings shall be effected at forward prices i.e. at prices calculated by reference to the next valuation following acceptance of the application (see “**Valuations**” for details of the valuation points).

Applications may be made by completing an application form and delivering it to the Transfer Agent and Registrar WAY Fund Managers Limited trading as Investor Administration Solutions Limited at Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset, BH21 7SB. Instructions received by telephone must be confirmed in writing prior to the remittance of proceeds. Application forms are available from the Transfer Agent. Applications, however made, are irrevocable (except in the case where cancellation rights are applied - see below). Subject to its obligations under COLL, the ACD reserves the right to reject any application in whole or in part. In that event application monies or any balance will be returned to the applicant by post at the applicant’s risk.

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

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

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

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

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

Anti-Money Laundering Procedures

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

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

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

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

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

Market Timing

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

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

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

In Specie Application

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

Minimum Subscription

The minimum investment requirements in respect of the current share classes are set out in Schedule 5.

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

Regular Savings Plan

A Regular Savings Plan is available for investors in Class A GBP Shares. The minimum monthly contribution is £50 per month in any single Fund. A direct debit will need to be arranged in accordance with the ACD's procedures to permit contributions to the regular savings plan to be made. Monthly contributions may be increased, decreased (subject to maintaining the minimum level of contribution) or stopped at any time by notifying in writing such party as the ACD may direct. If, however, payments are not made into the regular savings plan for more than three months and the Shareholder holds less than the minimum holding, then the ACD reserves the right to redeem that shareholder's entire holding. Contract notes will not be issued to Shareholders investing through a regular savings plan.

Redemption

Shares in the Company may be redeemed on any Business Day. Dealings are on a forward price basis as explained in the paragraph headed "**Issue**" above. Shares to be redeemed pursuant to a redemption request will be redeemed at a price based on the next available valuation point following receipt of the request. Redemption instructions may be given by delivery to the Transfer Agent and Registrar of written instructions for redemption by letter to WAY Fund Managers Limited trading as Investor Administration Solutions Limited, Host Capital Limited PO Box 9142, Wimborne, Dorset BH21 9HQ on any Business Day. The ACD may also, at its sole discretion, accept instructions by facsimile on 0207 491 9435 or on such terms as it may specify provided that where a redemption instruction is received outside of Office Hours it shall be deemed to be received at 9am on the next following Business Day. Unless a coverall renunciation is in place, redemption instructions given by telephone and facsimile must be confirmed in writing to the ACD prior to redemption proceeds being remitted. Redemption instructions are irrevocable.

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

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

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

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

In Specie Redemption

Where a shareholder requests redemption of a number of shares, the ACD at its discretion may, by serving a notice of election on the shareholder not later than the close of business on the

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

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

Minimum Redemption and Minimum Holding

In respect of each class of share in the Funds, if the redemption request is in respect of only some of the shares held, the minimum value of shares which may be the subject of one act of redemption and the minimum holding requirements are set out in Schedule 5.

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

Restrictions on Redemption

Subject to COLL and the Instrument, the ACD may defer redemptions on a particular Dealing Day to the next Dealing Day where the total value of requested redemptions exceeds 10% of each Fund's value. The ACD will ensure the consistent treatment of all shareholders who have sought to redeem shares on any Dealing Day on which redemptions have been deferred. The ACD will pro rate all such redemption requests to the stated level (i.e. 10% of each Fund's value) and will defer the remainder to the next Dealing Day (subject to sufficient liquidity being raised).

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

15 SWITCHING AND CONVERSIONS

Conversions

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

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

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

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

Switches

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

The right to exchange is subject to the following:

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

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

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

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

Application

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

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

16 SUSPENSION OF DEALINGS

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

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

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

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

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

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

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

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

17 MANDATORY REDEMPTION OF SHARES

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

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

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

18 DISTRIBUTION AND ACCUMULATION

The annual accounting period for the Company and the Funds ends on the last day of February (the “**accounting reference date**”). The half-yearly accounting period ends on 31 August (the

“**interim accounting reference date**”). The amount of income to be distributed or accumulated in respect of the Funds is calculated on the last day of each accounting period.

For the newly launched Fund, the HC Charteris Strategic Bond Fund, the first annual accounting reference date will be the [28 February 2018].

Allocations and distributions of income will be made on or before 31 May and on or before the 30 November each year. For the newly launched Fund, the HC Charteris Strategic Bond Fund, the first distribution of income is due to be payable by the [31 May 2018].

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

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

All distributions unclaimed for a period of six years after having become due for payment shall be forfeited and shall revert to the Company and such reclaimed distribution shall become part of the capital of the Funds for the benefit of all Shareholders. The payment of any unclaimed distribution, interest or other sum payable by the Company on or in respect of a share into a separate account shall not constitute the Company a trustee thereof.

Determination of Distributable Income

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

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

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

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

information about how it accrues, any transfer between the income and the capital account (regarding payments from capital or income) and making any other adjustments which the ACD considers appropriate (after consultation with the auditor).

All income earned in respect of any options written for the HC Charteris Premium Income Fund and any corresponding expenses on the repurchase or cancellation of the options written shall be charged to the income account of the HC Charteris Premium Income Fund.

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

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

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

19 INCOME EQUALISATION

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

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

20 THE AUTHORISED CORPORATE DIRECTOR'S CHARGES

Annual Management Charge

The Annual Management Charge ("AMC") for each Fund and share class is set out in Schedule 5.

The AMC is calculated and accrued on a daily basis by reference to the Net Asset Value of each Fund on the previous Business Day and the amount due for each month is payable in respect of each calendar month as soon as practicable after the month end as a percentage of the Scheme Property per share class per annum.

VAT at the prevailing may be payable on these charges.

The rate of the AMC will be reviewed by the ACD periodically and at least once a year and, if necessary, adjusted to ensure that it continues to reflect each Fund's costs which the ACD incurs. If at any time the ACD decides to increase the AMC, the ACD is required to give not less than 60 days' prior notice in writing to all affected shareholders.

The Investment Manager's fees and expenses (plus VAT thereon) for providing investment management services will be paid by the ACD out of its remuneration under the ACD Agreement.

Unless specifically referred to in this section, all other fees and expenses are levied directly to the Funds.

Preliminary charge

The ACD may impose a charge payable by the shareholder on the issue of shares (the "**preliminary charge**"). The current preliminary charges are set out in Schedule 5.

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

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

Switching Charge

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

Periodic Charge

The ACD is entitled to make a periodic charge, calculated and accruing on each Business Day at each valuation point (the "**Calculation Date**"), and payable out of the property of the Funds, by way of remuneration for the services of the ACD. The periodic charge is payable to the ACD monthly in arrears. The periodic charge will be calculated separately in respect of each Fund, as a percentage rate per annum of the total value of the units of entitlement in the property of each Fund represented by the class on the Calculation Date. The current periodic charges are as set out in Schedule 5.

The ACD's periodic charge is taken from the:

- Capital Account of the HC Charteris Global Macro Fund;
- Capital Account of the HC Charteris Premium Income Fund;
- Capital Account of the HC Charteris Gold and Precious Metals Fund;
- Capital Account of the HC Charteris Property Fund; and
- [Capital Account] of the HC Charteris Strategic Bond Fund.

This is with respect to both Accumulation and Income share classes.

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

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

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

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

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

Redemption charge

At present no charge is levied on the redemption of shares, although the ACD is permitted to charge a dilution levy if applicable. The ACD has the right (subject to COLL) to introduce a charge on the redemption of shares in the future, but this will not affect shares issued prior to its introduction.

21 THE FEES, CHARGES AND EXPENSES OF THE DEPOSITARY

The Depositary receives a periodic fee for providing depositary services to the Funds. The fee is based upon the value of the property of the Funds accruing daily between each valuation point and payable monthly out of the property attributable to each Fund. The periodic fees are subject to review on an annual basis. The current depositary fee for each Fund is 0.04% per annum on the value of each Fund subject to a minimum annual charge of £16,000 per Fund.

Custody and transaction fees incurred by the Funds are also payable to the Depositary out of the property attributable to each Fund. The Custodian is Citibank N.A. Transaction charges for the Funds currently range between £7 and £114 per transaction, according to market location. Transaction charges accrue at the time transactions are effected and are payable as soon as is reasonably practicable, as agreed between the Depositary and the ACD.

In addition to the fees and charges payable, the Depositary is entitled to be reimbursed for expenses incurred in the proper performance of its duties (or the exercise of powers conferred upon it by the Regulations or COLL) referable to (but not limited to): (i) custody of assets (including overseas custody services); (ii) the acquisition holding and disposal of property; (iii) the collection of dividends, interest and any other income; (iv) the maintenance of distribution accounts; (v) the conversion of foreign currency; (vi) registration of assets in the name of the Depositary or its nominees or agents; (vii) borrowings, stock lending or other permitted transactions; (viii) communications with any parties (including, facsimile and SWIFT); (ix) taxation matters; (x) insurance matters; and (xi) dealings in derivatives.

The Depositary will also be reimbursed by the Company out of the property attributable to each Fund, expenses properly incurred in the performance of, or arranging the performance of, functions conferred on it by the Depositary Agreement, the Regulations or by the general law.

The amount or rate of any of the Depositary's fees and charges referred to above shall (unless otherwise stated) be determined by reference to the scale or tariff or other basis from time to time agreed between the ACD and the Depositary and notified to the ACD by the Depositary, else as set by third parties and agreed reasonable between the ACD and Depositary.

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

On a winding-up of the Company, the termination of a Fund or the redemption of a Class of shares, the Depositary will be entitled to its pro rata fees, charges and expenses to the date of the

commencement of the winding-up, the termination or the redemption (as appropriate) and any additional expenses necessarily realised in settling or receiving any outstanding obligations. No compensation for loss of office is provided for in the agreement with the Depositary.

Any VAT on any fees, charges or expenses payable to the Depositary will be added to such fees, charges or expenses as required.

Expenses not directly attributable to a particular Fund will be allocated between Funds, fairly, as agreed between the Depositary and the ACD. Such expenses and disbursements will be payable whether incurred by the Depositary, the ACD or an associate or nominee of the Depositary or of the ACD who has had the relevant duty delegated to it pursuant to COLL by the Depositary.

22 OTHER PAYMENTS OF THE COMPANY

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

- (a) transaction costs, including (without limitation) the fees and/or expenses incurred in acquiring, registering and disposing of investments, such as (for example) broker's commissions, fiscal charges and other disbursements which are necessarily incurred in effecting transactions for the Funds and normally shown on contract notes, confirmation notes and difference accounts as appropriate;
- (b) the fees and expenses payable to the Administrator and the Depositary and to their respective delegates, unless otherwise specified in this Prospectus (including any out of pocket expenses properly and reasonably incurred by the Depositary (see section 21 above) and Administrator in the performance of their duties);
- (c) the fees, charges, expenses and disbursements of the auditor of the Company;
- (d) any costs of printing and distributing annual, half yearly and quarterly reports and any other reports or information provided for shareholders;
- (e) the fees of the FCA under the Financial Services and Markets Act 2000;
- (f) interest on borrowings permitted under the Instrument and this Prospectus and other charges incurred in reporting, entering into, varying, carrying into effect with or without variation, maintaining and terminating the borrowing arrangements;
- (g) taxation and other duties payable in respect of the property of the Company and the Funds, the Instrument or the issue of shares;
- (h) any costs incurred in reviewing, amending or updating the Instrument, the Prospectus and the KIID;
- (i) any costs incurred in respect of any other meeting of shareholders convened for any purpose;
- (j) any costs incurred which are associated with independent risk monitoring or daily "value at risk" or "VaR" calculations (part of the risk monitoring process), including, but limited to, systems licence fees;

- (k) any costs incurred in registering and maintaining the shares on a distribution platform;
- (l) any payments otherwise due by virtue of a change in the Regulations;
- (m) any costs incurred in relation to a unitisation, amalgamation or reconstruction where the property of a body corporate (such as an investment company) or of another collective investment scheme is transferred to the Company in consideration of the issue of shares in the Company to shareholders in that body corporate or to participants in that other scheme, any liability arising after the transfer which, had it arisen before the transfer, could properly have been paid out of that other property provided the ACD is of the opinion that proper provision was made for meeting such liabilities as were known or could reasonably have been anticipated at the time of the transfer;
- (n) the fees and any proper expenses of any professional advisers retained by the Company or by the Company in relation to the ACD, or by the ACD or the Depositary in relation to the establishment of the Company and its Funds;
- (o) payments, costs or any other administrative expenses in relation to the preparation of and dissemination of literature required or necessary for the purpose of complying with the Regulations or any other law or regulation (excluding the cost of disseminating the KIID or any successor or equivalent documentation); any costs of listing the prices of the Funds in publications and information services selected by the ACD, including the Financial Times;
- (p) all fees and expenses incurred in relation to the addition and initial organisation of any new Funds, the listing of shares on any stock exchange, any offer of shares (including the preparation, translation, printing and distribution of any prospectus (apart from the costs and expenses of distributing any Key Investor Information Document) and listing documents) and the creation, Conversion and cancellation of shares in a new or existing Fund and any costs and expenses incurred in registering, having recognised or going through any other process in relation to the company or any Fund in any territory outside the UK for the purpose of marketing the shares in such territory, including any translation costs;
- (q) any costs of authorising new Funds of the Company after its initial establishment, including the fees and proper expenses of any professional advisers retained by the Company or the ACD;
- (r) any sum due by virtue of any provision of the Regulations, such as cancellation proceeds and reasonable stock lending expenses;
- (s) any costs incurred in producing and despatching any payment made by the Company, including expenses incurred in distributing income to shareholders;
- (t) any costs incurred in taking out and maintaining an insurance policy in relation to the Company and/or its Directors (including the ACD) and the Depositary;
- (u) the periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which shares in the Company are or may be marketed;
- (v) the cost of any licences required, to enable the Funds to use, or quote, names which would normally be under copyright, in any country or territory, including the United Kingdom;

- (w) any costs or fees arising in connection with pursuing or defending litigation on behalf of the Company or any Fund;
- (x) any expense incurred in relation to company secretarial duties including the cost of maintenance of minute books and other documentation required to be maintained by the Company;
- (y) any expense incurred with respect to the publication and circulation of details of the net asset value of the Funds;
- (z) Subject to the Regulations, any amount payable to the Company under any indemnity provisions provided for in the Instrument or any agreement to which the Company is party;
- (aa) any other charges/expenses that may be taken out of the Company's property in accordance with the Regulations.

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

Registrar's Fee

The Registrar is entitled to a fee that will be paid from the property of the Funds at a rate agreed from time to time and in accordance with COLL.

The Registrar has a fixed fee of £25,000 per annum payable monthly. This fee will cover all funds for which the ACD has appointed the Registrar and allocated by the Net Asset Value of the funds.

In addition, variable dealing registration fee per Fund of 0.03% per annum shall apply, subject to a minimum fee of £1,500 per annum per Fund. This fee is capped at £15,000 per annum per Fund.

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 section 22(a) above. Further details on the payment of costs and/or fees relating to Efficient Portfolio Management techniques will be set out in the Annual Report.

Charges to Capital

The expenses of the Funds, including the ACD's periodic charge, will be charged to the capital account of the relevant Fund, subject to any restrictions contained in the Instrument, this Prospectus and the Regulations. Where such payments are to be made from the capital account of a Fund, this policy may result in capital erosion or constrain the capital growth of a Fund. Where charges are to be levied against capital, further details will be found under the "Periodic charge" section of this Prospectus on page 29.

23 TAXATION

General

The information below is a general guide based on current UK law and HM Revenue & Customs practice, which are subject to change. It summarises the tax position of the

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

The Funds

Each Fund is treated as a separate open-ended investment company for UK tax purposes. The Funds are generally exempt from UK tax on capital gains realised on the disposal of their investments (including interest-paying securities and derivatives) held within them. However, any gains realised on disposing of holdings in non-reporting offshore funds are charged to tax as income.

Any dividend received by the Funds (whether directly or through another UK authorised investment fund) will generally be exempt from corporation tax. Each Fund will be subject to corporation tax on most other types of income but after deducting allowable management expenses and, if relevant, the amount of interest distributions. Where the Funds suffer foreign withholding tax, all or some of this will generally be an irrecoverable cost for the Fund.

The Funds will make dividend distributions except if more than 60% of a Fund's property has been invested throughout the relevant distribution period in interest-bearing investments, in which case it may make interest distributions.

Shareholders

Income

The Funds will pay dividend distributions (which will be automatically retained in the Fund in the case of accumulation shares). No tax credit is attached to the dividend distribution.

Individuals liable to income tax at the basic, higher or additional rates may have a further liability to tax depending on the availability of their allowances and reliefs including the annual dividend allowance.

Interest

If a Fund pays an interest distribution (which will be automatically retained in the Fund in the case of accumulation shares) this would be paid without the deduction of income tax. Individuals liable to income tax at the basic, higher or additional rates may have a further liability to tax depending on the availability of other allowances and reliefs including their annual personal savings allowance.

Income equalisation

The first income allocation received by an investor after buying shares may include an amount of income equalisation, which will be shown on the issued tax voucher. This is effectively a repayment of the income equalisation paid by the investor as part of the purchase price. It is a return of capital, and is not taxable. Rather it should be deducted from the acquisition cost of the shares for capital gains tax purposes.

Tax vouchers

A tax voucher will be issued in line with the income distribution dates of the Funds. This voucher should be retained for tax purposes as evidence for HM Revenue & Customs.

Capital Gains

Shareholders may be liable to capital gains tax on gains arising from the redemption, transfer or other disposal of Shares. The rate of tax, and available reliefs, will be as applicable from time to time.

An exchange of shares in one Fund for shares in another Fund will generally be treated as a disposal for this purpose, but exchanges of shares between classes within a Fund are generally not.

Stamp duty reserve tax

There is no longer any stamp duty reserve tax (“**SDRT**”) charge levied on the surrender of shares in a Fund, except in the case of an in-specie redemption which is not settled pro-rata to the assets held by the Fund. In that event, the redeeming Shareholder will be liable to SDRT at the rate of 0.5% of the value of UK equities received.

ISAs

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

Automatic exchange of information between tax authorities

In order to comply with the legislation implementing the UK’s obligations under various European Union directives and intergovernmental agreements (including regarding the United States provisions commonly known as FATCA) relating to the automatic exchange of information to improve international tax compliance, the Company or its agent may collect and report information about shareholders for this purpose to HM Revenue & Customs, including information to verify their identity and tax status.

When requested to do so by the Company or its agent, shareholders must provide information to be passed on to HM Revenue & Customs, and, by them, to any other relevant tax authorities.

24 REPORTS AND ACCOUNTS

The annual accounting period of the Company ends on the last day of February.

The annual report of the Company (the “**long report**”) will be available on or before the end of June and the half-yearly long report on or before the end of October in each year. Copies of these long reports may be inspected at, and copies obtained free of charge from the ACD at its operating address.

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

25 ANNUAL GENERAL MEETING

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

26 REQUISITIONS OF MEETINGS

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

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

27 VOTING

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

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

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

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

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

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

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

Meetings and Modifications

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

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

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

28 TRANSFER OF SHARES

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

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

29 WINDING UP OF THE COMPANY AND TERMINATION OF FUNDS

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

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

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

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

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

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

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

30 OTHER INFORMATION

Delegation

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

Conflicts of Interest

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

Subject to compliance with COLL the ACD may be party to or interested in any contract, arrangement or transaction to which the Company is a party or in which it is interested. The ACD is entitled in its own discretion to determine the terms of its appointment as such, and consequently to amend the terms of the service agreement referred to under “**The Authorised Corporate Director**” above.

The ACD, the Investment Manager and their respective affiliates may, from time to time, act as investment managers or advisers to other schemes, 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. Each of the ACD and the Investment Manager will, however, have regard in such event to its obligations under the Instrument and, in particular, to its obligation to act in the best interests of the Company so far as practicable, having regard to its obligations to other clients, when undertaking any investment business where potential conflicts of interest may arise.

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

No liability to Account

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

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

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

- (d) dealings in the shares of the Company;
- (e) any transaction in the underlying property of the Company; or
- (f) the supply of services to the Company.

Liability and Indemnity

With the exception mentioned below and subject to the Regulations:

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

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

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

31 GENERAL

Complaints

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

Cancellation rights

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

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

Notices, remittances and service of other documents

The address for service on the Company of notices or other documents required or authorised to be served on it is C/O Host Capital Limited, 73 New Bond Street, London, W1S 1RS.

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

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

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

Financial Services Compensation Scheme

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

Data Protection

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

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

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

Documents and information available

Copies of the following documents are available for all purchasers of shares on request, free of charge from the ACD at 73 New Bond Street, London, W1S 1RS:

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

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

This Prospectus

This Prospectus describes the constitution and operation of the Company at the date of this Prospectus. In the event of any materially significant change in the matters stated herein or any materially significant new matter arising which ought to be stated herein this Prospectus will be revised. Investors should check with the ACD that this is the latest version and that there have been no revisions or updates.

Governing law

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

Schedule 1

Investment and Borrowing Powers

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

Transferable Securities

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

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

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

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

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

Transferable securities linked to other assets

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

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

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

Closed end funds constituting transferable securities

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

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

Approved Money Market Instruments

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

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

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

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

Money-market instruments with regulated issuer

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

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

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

Transferable securities and approved money market instruments held within the Company

These must be:

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

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

Nil and partly paid securities

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

Warrants

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

Collective Investment Schemes

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

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

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

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

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

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

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

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

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

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

The Funds may include units of any other Funds of the Company in accordance with (c) above.

(1) Where:

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

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

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

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

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

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

Cash and Near Cash

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

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

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

During the initial offer period the scheme property of the Funds may consist of cash and near cash without limitation.

Government and Public Securities

The Funds may invest in a transferable security or Approved Money Market Instrument ("such securities") provided no more than 35% in value of the scheme property attributable to the Funds is invested in such securities issued or guaranteed by a single state, local authority or public international body. There is no limit on the amount which may be invested in such securities or in any one issue. Such securities must be issued by:

- (a) an EEA State;
- (b) a local authority of an EEA State;
- (c) a non-EEA State; or
- (d) a public international body to which one or more EEA States belong.

In relation to the limits relating to such securities:

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

A Fund may invest more than 35% of its Property attributable to that Fund in such securities issued by or on behalf of or guaranteed by a single named issuer which may be the government of the United Kingdom provided that:

- (a) the ACD has before any such investment is made consulted with the Depositary and as a result considers that the issuer of such securities is one which is appropriate in accordance with the investment objectives of the Funds;
- (b) no more than 30% in value of the Property attributable to that Fund consists of such securities of any one issue;
- (c) the Property attributable to that Fund includes such securities issued by that or another issuer, of at least six different issues;
- (d) the disclosures required by the FCA in COLL 5.2.12R(4) have been made.

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

Covered bonds

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

Derivatives

The Company may invest in derivatives for efficient portfolio management purposes, as well as both derivative and forward transactions for investment purposes.

Efficient Portfolio Management

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

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

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

- (ii) reduction of cost; and/or
- (iii) generation of additional capital or income for the Funds with a risk level which is consistent with the risk profile of the Funds and the risk diversification rules in COLL (as summarised in this Schedule.).

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

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

Derivatives - General

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

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

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

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

Permitted Transactions (derivatives and forwards)

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

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

- transferable securities;
- approved money market instruments;
- deposits;
- derivatives;
- collective investment schemes;
- financial indices;
- interest rates;

- foreign exchange rates; and
- currencies.

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

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

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

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

The Funds may not undertake transactions in derivatives on commodities.

Requirement to cover sales

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

Deposits

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

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

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

Immovable property

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

Prudent Spread of Risk

Taking account of the investment objectives and policies of the Funds as stated in this Prospectus, the scheme property of the Funds must aim to provide a prudent spread of risk. The limits in this Prospectus and in COLL 5.2 relating to spread of investments do not apply until the expiry of a period of six months after the date of which the authorisation order, in respect of

the Funds, takes effect or on which the initial offer commenced, if later, provided that the above is complied with during such period.

Spread - General

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

- (g) transferable securities (including covered bonds) or money market instruments issued by; or
- (h) deposits made with; or
- (i) exposures from OTC derivatives transactions made with;

a single body.

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

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

Covered bonds need not be taken into account for the purpose of applying the limit of 40%. The limit of 5% is raised to 25% in value of the scheme property in respect of covered bonds, provided that when 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.

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

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

Concentration

The Company must not at any time hold:

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

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

Significant Influence

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

Borrowing

Subject to the Company's Instrument and COLL (as it relates to UCITS Schemes), the Company may borrow money on terms that such borrowings are to be repaid out of the scheme property of the Company. The ACD does not anticipate significant use of this borrowing power. Such borrowing may only be made from an eligible institution or approved bank (as defined in COLL) and must be on a temporary basis only. For this purpose the ACD must have regard in particular to the duration of any period of borrowing and the number of occasions on which resort it had to borrowing in any period.

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

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

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

Risk Management

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

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

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

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

Stock lending

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

- (a) for the account of and for the benefit of the Fund;
- (b) in the best interests of its Shareholders;
- (c) all the terms of the agreement under which securities are to be reacquired by the Depositary for the account of the Funds are in a form which is acceptable to the Depositary and are in accordance with good market practice;
- (d) the counterparty is an authorised person, a person authorised by a home state regulator or otherwise acceptable in accordance with COLL; and
- (e) collateral is obtained to secure the obligation of the counterparty under the terms referred to in (a) above, and is acceptable to the Depositary and must also be adequate and sufficiently immediate as set out in COLL. These requirements do not apply to a stock lending transaction made through Euroclear Bank SA/NV's Securities Lending and Borrowing Programme.

An arrangement or contract referenced above is not in the interests of Shareholders unless it reasonably appears to the Company or the ACD to be appropriate with a view to generating additional income for the Fund with an acceptable degree of risk

Collateral management

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

To be eligible, collateral received must be:

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

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

will be acceptable only if it transferred to the Depositary or its agent under a title transfer arrangement, and is at all times equal in value to the market value of the securities transferred by the Depositary plus a premium.

Restrictions on lending of money

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

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

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

Restrictions on lending of property other than money

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

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

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

General power to accept or underwrite placings

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

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

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

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

Guarantees and indemnities

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

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

The above paragraphs do not apply to:

- (a) any indemnity or guarantee given for margin requirements where the derivatives or forward transactions are being used in accordance with COLL; and
- (b) for the Company:
 - (i) an indemnity falling within the provisions of regulation 62(3) of the OEIC Regulations (Exemptions from liability to be void);
 - (ii) an indemnity (other than any provision in it which is void under regulation 62 of the OEIC Regulations) given to the Depositary against any liability incurred by it as a consequence of the safekeeping of any of the scheme property by it or by anyone retained by it to assist it to perform its function of the safekeeping of the scheme property; and
 - (iii) an indemnity given to a person winding up a scheme if the indemnity is given for the purposes of arrangements by which the whole or part of the property of that scheme becomes the first property of the Company and the holders of shares in that scheme become the first shareholders in the Company.

Schedule 2

Eligible Markets

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

- (l) a “regulated market” as defined in COLL;
- (m) a securities market established in any EEA State (which as at the date of this Prospectus includes the UK, Austria, Belgium, Bulgaria, Cyprus, Czech Republic, Estonia, Denmark, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Spain, Sweden and Slovenia) which is regulated, operates regularly and is open to the public;
- (n) the principal or only market established under the rules of any of the following investment exchanges:

Country	Market
Australia	Australian Securities Exchange (ASX)
Brazil	Bolsa de Valores de Sao Paulo (BOVESPA) Bolsa de Valores de Rio de Janeiro
Canada	Toronto Stock Exchange (TMX) TSX Venture Exchange (TSXV)
Chile	Bolsa de Comercio de Santiago Bolsa Electrónica de Chile
China	Shanghai Stock Exchange
Hong Kong	Hong Kong Stock Exchange
India	Bombay Stock Exchange
Indonesia	Indonesia Stock Exchange (IDX)
Israel	Tel Aviv Stock Exchange
Japan	Tokyo Stock Exchange Osaka Securities Exchange
(The Republic of) Korea	Korea Stock Exchange (KRX)
Malaysia	Bursa Malaysia Berhad
Mexico	The Mexican Stock Exchange
New Zealand	New Zealand Stock Exchange (NZSX)
Russia	Moscow Exchange
Singapore	Singapore Exchange
Switzerland	The SWX Swiss Exchange International Securities Market Association Virt-X Exchange
Peru	Lima Stock Exchange
Philippines	Philippine Stock Exchange
Taiwan	Taiwan Stock Exchange

Thailand	The Stock Exchange of Thailand (SET)
United States of America	<p>Chicago Board of Trade (CBOT)</p> <p>NASDAQ incorporating:</p> <ul style="list-style-type: none"> • NASDAQ Capital Market • NASDAQ Global Market • NASDAQ Global Select Market <p>NASDAQ OMX incorporating:</p> <ul style="list-style-type: none"> • NASDAQ OMX BX • NASDAQ OMX Futures Exchange • NASDAQ OMX Options • NASDAQ OMX PHLX (Philadelphia) <p>New York Mercantile Exchange (NYMEX) incorporating</p> <ul style="list-style-type: none"> • Commodity Exchange Inc (COMEX) <p>NYSE (New York Stock Exchange)</p>
Vietnam	Ho Chi Minh Stock Exchange

The alternative investment market (AIM) of the International Stock Exchange of the UK and the Republic of Ireland Limited is also an eligible securities market for the purpose of the Funds.

Eligible Derivatives Markets

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

- (a) a “regulated market” as defined in COLL;
- (b) any derivatives market established in any EEA State (which at the date of this Prospectus includes the UK, Austria, Belgium, Bulgaria, Cyprus, Czech Republic, Estonia, Denmark, Finland, France, Germany, Greece, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Spain, Sweden and Slovenia) which is regulated, operates regularly and is open to the public; or
- (c) the following markets:

Australian Securities Exchange (ASX), Bombay Stock Exchange, Bursa Malaysia Berhad, Chicago Board of Trade (CBOT), Commodity Exchange Inc (COMEX), Hong Kong Stock Exchange, Indonesia Stock Exchange (IDX), Korea Stock Exchange (KRX), Moscow Exchange, NASDAQ Capital Market, NASDAQ Global Market, NASDAQ Global Select Market, NASDAQ OMX BX, NASDAQ OMX Futures Exchange, NASDAQ OMX Options, NASDAQ OMX PHLX (Philadelphia), New York Mercantile Exchange (NYMEX), New Zealand Stock Exchange (NZSX), New York Stock Exchange (NYSE), Osaka Securities Exchange, Philippine Stock Exchange, Shanghai Stock Exchange, Singapore Exchange, Taiwan Stock Exchange, Tel Aviv Stock Exchange, Tokyo Stock Exchange and Toronto Stock Exchange (TMX).

Schedule 3

Historical Performance

As the Company launched on 2 February 2015, we are unable to show its historical performance for a five-year period.

HC Charteris Global Macro Fund – Class A Accumulation Shares

Share Class	Performance 31/10/16 to 31/01/17 (%)	Performance 31/07/16 to 31/01/17 (%)	Performance 31/01/16 to 31/01/17 (%)	Performance 02/02/15 to 31/01/17 (%)
HC Charteris Global Macro A Acc	4.95	5.57	45.03	17.40

(source. FE Analytics: 08/02/2017)

Investors and potential investors should note the following statements

- Shares in the other Funds have been in issue for less than a year, therefore the Funds do not currently have any historical performance data.
- The prices of shares, and the income from them, can go down as well as up as a result of changes in the value of the underlying securities and currency movements. An investor may not get back the amount originally invested.
- Past performance is not necessarily a guide to future investment returns.

Schedule 4

List of Delegates and Sub-Delegates

Depositary's delegate	
Citibank N.A.	
Depositary's sub-delegates	
Australia	Citigroup Pty. Limited
Austria	Citibank, N.A., Milan Branch
Belgium (LUX)	Citibank Europe plc, UK Branch
Brazil	Citibank, N.A., Brazilian Branch
Bulgaria	Citibank Europe plc Bulgaria Branch
Canada	Citibank Canada
Chile	Banco de Chile
China Hong Kong Stock Connect	Citibank, N.A., Hong Kong Branch
Colombia	Cititrust Colombia S.A. Sociedad Fiduciaria
Croatia	Privedna banka Zagreb d.d.
Cyprus	Citibank Europe plc, Greece branch
Czech Republic	Citibank Europe plc, organizacni slozka
Denmark	Nordea Bank Danmark A/S
Egypt	Citibank, N.A., Cairo Branch
Estonia	Swedbank AS
Finland	Nordea Bank Finland Plc
France	Citibank Europe plc UK branch
Germany	Citigroup global markets deutschland ag
Greece	Citibank Europe plc, Greece Branch
Hong Kong	Citibank NA Hong Kong
Hungary	Citibank Europe plc Hungarian Branch Office
Iceland	Citibank is a direct member of Clearstream Banking, which is an ICSD
India	Citibank NA Mumbai Branch

Indonesia	Citibank, N.A., Jakarta Branch
Ireland	Citibank NA London Branch
Israel	Citibank, N.A., Israel Branch
Italy	Citibank, N.A., Milan Branch
Japan	Citibank Japan limited
Korea (South)	Citibank Korea Inc.
Latvia	Swedbank AS acting through its agent Swedbank AS
Lithuania	Swedbank AS acting through its agent Swedbank AS
Malaysia	Citibank Berhad
Malta	Citibank is a direct member of Clearstream Banking, which is an ICSD
Mexico	Banco Nacional de Mexico, S.A.
Morocco	Citibank Maghreb
Netherlands	Citibank Europe plc, UK Branch
New Zealand	Citibank, N.A., New Zealand Branch
Norway	DNB Bank ASA
Peru	Citibank del Peru S.A
Philippines	Citibank, N.A., Manila Branch
Poland	Bank Handlowy w Warszawie SA
Portugal	Citibank Europe plc, sucursal em Portugal
Romania	Citibank Europe plc, Dublin - Romania Branch
Russia	AO Citibank
Singapore	Citibank, N.A., Singapore Branch
Slovak Republic	Citibank Europe plc pobočka zahraničnej banky
Slovenia	UniCredit Banka Slovenia d.d. Ljubljana
South Africa	Citibank NA South Africa branch
Spain	Citibank Europe plc, Sucursal en Espana
Sri Lanka	Citibank NA Colombo Branch
Sweden	Citibank Europe plc, Sweden Branch
Switzerland	Citibank NA London branch

Taiwan	Citibank Taiwan Limited
Thailand	Citibank, N.A. Bangkok Branch
Turkey	Citibank, A.S.
United Arab Emirates ADX & DFM	Citibank NA UAE
United Arab Emirates NASDAQ Dubai	Citibank NA UAE
United Kingdom	Citibank NA London branch
USA	Citibank NA New York offices

Schedule 5

Table of Charges and Investment Amounts for Funds

HC Charteris Global Macro Fund

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class A GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.25%	0%	0%	0%
Class A GBP Shares Net Income	£1,000	£500	£50	£1,000	1.25%	0%	0%	0%

HC Charteris Premium Income Fund

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class A GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.50%	5.00%	0%	0%
Class A GBP Shares Net Income	£1,000	£500	£50	£1,000	1.50%	5.00%	0%	0%

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class I GBP Shares Net Accumulation	£1,000	£1,000	N/A	£1,000	1.00%	0%	0%	0%
Class I GBP Shares Net Income	£1,000	£1,000	N/A	£1,000	1.00%	0%	0%	0%

HC Charteris Gold and Precious Metals Fund

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class A GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.25%	0.00%	0%	0%
Class A GBP Shares Net Income	£1,000	£500	£50	£1,000	1.25%	0.00%	0%	0%
Class B GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.75%	5.25 %	0%	0%

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class B GBP Shares Net Income	£1,000	£500	£50	£1,000	1.75%	5.25%	0%	0%
Class I GBP Shares Net Accumulation	£1,000	£1,000	N/A	£1,000	1.00%	0%	0%	0%
Class I GBP Shares Net Income	£1,000	£1,000	N/A	£1,000	1.00%	0%	0%	0%

HC Charteris Property Fund

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class A GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.00%	0%	0%	0%
Class A GBP Shares Net Income	£1,000	£500	£50	£1,000	1.00%	0%	0%	0%

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class B GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.50%	5.00%	0%	0%
Class B GBP Shares Net Income	£1,000	£500	£50	£1,000	1.50%	5.00%	0%	0%
Class R GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.50%	5.00%	0%	0%
Class R GBP Shares Net Income	£1,000	£500	£50	£1,000	1.50%	5.00%	0%	0%

HC Charteris Strategic Bond Fund

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class A GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.30%	5.00%	0%	0%

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class A GBP Shares Net Income	£1,000	£500	£50	£1,000	1.30%	5.00%	0%	0%
Class I GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	0.80%	0.00%	0%	0%
Class I GBP Shares Net Income	£1,000	£500	£50	£1,000	0.80%	0.00%	0%	0%