

IFSL CPN OEIC
An Investment Company with Variable Capital

Prospectus

Prepared in accordance with the Collective Investment Schemes Sourcebook
Dated and valid as at 1 June 2024

Authorised Corporate Director (ACD)

Investment Fund Services Limited Registered

Office and Operating Address:

Marlborough House 59

Chorley New Road

Bolton, BL1 4QP

(Authorised and regulated by the Financial Conduct Authority)

Registered and Head Office of the Company

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Chorley New Road

Bolton, BL1 4QP

Investment Manager

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(Authorised and regulated by the Financial Conduct Authority)

Depository

NatWest Trustee and Depository Services Limited. 250

Bishopsgate

London, EC2M 4AA

(Authorised and regulated by the Financial Conduct Authority)

Custodian

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London, EC2A 2DA

(Authorised and Regulated by the Financial Conduct Authority)

Administrator and Registrar

SS&C Financial Services international Limited

Head Office Address:

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Basildon

Essex, SS15 5FS

Auditors

Ernst & Young LLP 1

More London Place

London, SE1 2AF

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 INDEPENDENT FINANCIAL ADVISER.

No person has been authorised by the Company or the ACD to give any information or to make any representations about the Company in connection with the offering of shares other than those contained in this Prospectus and, if given or made, such information or representations must not be relied upon 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. Its distribution may be restricted in other countries. 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 to anyone in any jurisdiction in which such offer or solicitation is unlawful or in which the person making such offer or solicitation is not qualified so to do, or to anyone to whom it is unlawful to make such an 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.

This Prospectus has been approved for the purpose of section 21 of the Financial Services and Markets Act 2000 by Investment Fund Services Limited.

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 is available on request from the ACD.

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

This Prospectus is based on information, law 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 a prospectus which is out of date when a new version has been issued. Investors should check with the ACD that this is the latest version and that there have been no revisions or updates.

The authorised corporate director, Investment Fund Services Limited has taken all reasonable care to ensure that the information contained in this document is, to the best of its knowledge and belief, in accordance with the facts and does not omit anything material to such information. The ACD accepts responsibility accordingly. The Investment Manager accepts sole responsibility for the information relating to it contained in this Prospectus and has taken all reasonable care to ensure that the information set out in this Prospectus is, to the best of its knowledge and belief, accurate as at the date of this Prospectus.

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

US Tax Reporting

The Company is required to comply with certain reporting requirements in order to avoid a 30% US withholding tax on interest income and the proceeds of sales of US securities and other US financial instruments. Complying with such requirements may require the Company to request certain information and documentation from Shareholders, 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 mandatory 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 U.S Persons (as defined below). The Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended. The ACD has not been and will not be registered under the United States Investment Advisers Act of 1940.

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.

Investors should read and consider the “*Risk Factors*” section below before investing in a Fund. This Prospectus is dated and valid as at 1 June 2024.

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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 of the Company holding office from time to time pursuant to the Regulations being Investment Fund Services 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"	SS&C Financial Services International Limited;
"Applicant"	means any person applying for Shares issued by the Company in respect of the Funds;
"Business Day"	Monday to Friday excluding UK public and bank holidays or any day on which the London Stock Exchange is not open and excluding the last trading day before the 25th December or any day on which the ACD has notified the Depositary that it is not open for normal business or otherwise agreed between the ACD and the Depositary;
"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"	the IFSL CPN OEIC;
"Custodian"	Means the entity appointed from time to time to act as custodian to the Company pursuant to the Regulations, being Caceis Bank, UK Branch at the date of this Prospectus;
"Dealing Day"	means 9 a.m. to 5 p.m. on any Business Day;
"Depositary"	the person appointed from time to time by the Company or otherwise as depositary pursuant to the Regulations, being NatWest Trustee and Depositary Services Limited at the date of this Prospectus;
"EEA"	means the European Economic Area;
"Exchange traded fund" or "ETF"	an exchange traded fund is an investment fund that is listed on a stock exchange;
"FATCA"	the provisions enacted in the US, commonly known as the Foreign Account Tax Compliance Act enacted on 18 March 2010 (as amended, consolidated or supplemented from time to time) including any regulations issued pursuant to it;
"FCA"	means the Financial Conduct Authority in respect of matters prior to 1 April 2013 and, in respect of matters after that date, The Financial Conduct Authority or any successor entity from time to time;
"FCA Handbook"	means the handbook of rules of guidance published by the FCA from time to time;
"FCA Rules"	the rules published by the FCA in the FCA Handbook;

"Fund" or "Funds" or "Sub-Fund" or "Sub-Funds"	a sub-fund from time to time of the Company (being part of the Scheme Property which is pooled separately) to which specific assets and liabilities of the Company may be allocated, and which is invested in accordance with the investment objective applicable to such sub-fund;
"Instrument of Incorporation" or "Instrument"	the instrument of incorporation constituting the Company, as amended from time to time;
"Investment Manager"	means CPN Investment Management LLP, the investment manager appointed by the ACD in respect of the Company;
"Key Investor Information Document" or "KIID"	means the document setting out the key elements of a Fund;
"NAV" or "net asset value"	the value of the Scheme Property less the liabilities of the Company as calculated in accordance with the Regulations;
"OEIC Regulations"	the Open-Ended Investment Companies Regulations 2001 as amended;
"Register"	means the Register of Shareholders of the Company;
"Registrar"	SS&C Financial Services International Limited;
"Regulations"	the OEIC Regulations and the Collective Investment Schemes Sourcebook;
"Scheme Property"	means those assets which comprise the property of the Company or which are attributed to a Fund (as the context requires);
"Shares"	the shares issued in respect of each Fund of the Company as specified herein;
"Shareholder"	a holder of shares in the Company as evidenced by an entry in the Register;
"Trading Day"	means any day on which the London Stock Exchange is open for trading;
"UCITS"	means an Undertaking for Collective Investment in Transferable Securities. This will include a UCITS Scheme or an EEA UCITS scheme, as defined in the Financial Conduct Authority Handbook;
"UCITS Directive"	means 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);
"UCITS Scheme"	means a UK UCITS, as defined in the FCA Handbook;
"UK UCITS"	means, in accordance with sections 236A and 237 of the Financial Services and Markets Act 2000, a collective investment scheme which may consist of several sub-funds, which is either an authorised unit trust scheme, an authorised contractual scheme, or an authorised open-ended investment company with the sole object of collective investment of capital raised from the public in transferable securities or other liquid financial assets, operating on the principle of risk- spreading, with units which are, at the request of holders, repurchased or redeemed, directly or indirectly, out of those undertakings' assets, and which has identified itself as a UCITS in its prospectus and has been authorised accordingly by the FCA;
"VAT"	UK value added tax.

2 CONSTITUTION OF THE COMPANY

General

The Company is an open-ended investment company with variable capital incorporated under the OEIC Regulations (an "ICVC"). The Company is a UCITS Scheme as defined in COLL and is also an umbrella company for the purposes of the OEIC Regulations. The Company is incorporated in England and Wales with registered number IC142307.

The Company was authorised by an order made by the FCA with effect from 27 February 2023 with the Product Reference Number (PRN) 992497. The operation of the Company is governed by the Regulations, the Instrument of Incorporation and this Prospectus. The Company has unlimited duration.

The base currency for the Company is pounds sterling. The maximum size of the Company's capital is £100,000,000,000 and the minimum size is £1. Shares have no part value. The Share capital of the Company at all times equals the sum of the NAV of the Funds. The Shareholders of the Company will not be liable for the debts of the Company.

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 Depositary. On the introduction of any new Fund, a revised prospectus will be prepared setting out the relevant details of each Fund.

As at the date of this Prospectus, the Company has the following two Funds:

- **IFSL CPN Global Opportunities Fund** (PRN: 992498); and
- **IFSL CPN Defensive Strategy Fund** (PRN: 992499).

The Scheme Property attributable to each Fund shall be managed in accordance with the rules applicable to UCITS as specified in COLL. Subject to the terms set out in this Prospectus, holders of Shares in the Funds 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 relevant Fund. Shareholders do not have any proprietary interest in the underlying assets of the Funds.

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 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. Accordingly, where claims are brought by local creditors in foreign courts or under foreign law contracts, it is not yet known how those foreign courts will react to the OEIC Regulations. It is therefore not free from doubt that the assets of a Fund will always be "ring-fenced" from the liabilities of other Funds of the Company.

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

3 INVESTMENT OBJECTIVES AND POLICIES

Investment of the assets of each of the Funds must comply with COLL, the Company's Instrument, the

terms of this Prospectus and the investment objective and policy of the relevant Fund. Details of these investment objectives and policies applicable to the Funds currently available are set out below. A summary of the general investment and borrowing restrictions which are relevant to the management of the Company and its Funds from time to time is set out in Appendix 1 of this Prospectus. A list of the eligible markets is set out in Appendix 2.

IFSL CPN Global Opportunities Fund

Investment Objective

The aim of the Fund is to increase the value of an investment over a minimum of 5 years. The Fund will do this through a combination of capital growth, which is profit on investments held, and income received by the Fund, which is money paid out of investments, such as dividends and interest.

Investment Policy

The Fund is actively managed, which means the Investment Manager decides which investments to buy or sell, and when.

The Fund will invest at least 80% in collective investment schemes, investment trusts and exchange traded funds (collectively "Investment Funds"). This could include other Investment Funds managed by the Authorised Corporate Director or the Investment Manager. The Investment Funds held can be active or passive (which means that the decision on which investments to buy or sell is made based on the performance of an underlying index) funds.

Through these Investment Funds, the Fund will gain exposure to at least 80% in shares in companies, across both developed and emerging markets, with no minimum or maximum exposure to any geographic region, as the Investment Manager seeks attractive investment opportunities for inclusion in the Fund's portfolio.

Up to 20% of the Fund may be exposed, through the Investment Funds, to other asset types such as:

- Real assets, for example property and commodities (e.g. gold and oil);
- Absolute return funds, which aim to deliver positive returns in all market conditions;
- Bonds, which are loans typically issued by companies, governments and other institutions, may be either investment grade, where the issuer has a high and reliable capacity to repay the debt, or sub-investment grade, which can be more vulnerable to changing market conditions but typically pay a higher rate of interest; and
- Money market funds, which invest in short term loans.

The Fund may hold up to 20% in cash (including foreign currency) and cash equivalents to enable the ready settlement of liabilities, for the efficient management of the portfolio and in pursuit of the Fund's Investment Objective.

Whilst the Fund itself will not use derivatives, the underlying Investment Funds purchased may have the ability to use derivatives to varying degrees.

Investment Strategy

The Fund's investment decisions reflect the Investment Manager's view of the global economy and its future prospects. When settling upon its view, the Investment Manager takes into account potential risks to the global economy and the potential outcomes of those risks, and their effects on the portfolio of the Fund. The Investment Manager aims to build a diversified portfolio of underlying funds which should benefit from this view. The Investment Manager conducts rigorous analysis of the underlying funds, and continuously monitors their contribution to the portfolio's overall performance. The management of the Fund will be appropriate to the Fund's risk profile so that any potential returns are balanced with appropriate risk taking.

Product Design

The Fund is individually risk rated but has been designed to be utilised with the other Funds of the IFSL CPN OEIC in order to construct portfolios with other risk profiles. The Fund is rated 9 on the Investment Manager's internal risk rating, which categorises the risk of the Fund based on the split of assets comprising the Fund's portfolio. This risk classification is based on a range the Investment Manager maintains from 1 (lowest risk) to 10 (highest risk) and reflects a high level of risk, characterised by

higher levels of investments into shares, rather than lower risk investment types, like bonds.

Assessing performance

The Investment Association (IA), the trade body for UK investment managers, has created several 'sectors', as a way of dividing funds into broad groups with similar characteristics. The Fund's Investment Policy puts it in the IA Global sector. You may want to assess the Fund's performance compared to the performance of this sector, however this benchmark is not a target for the Fund, nor is the Fund constrained by the benchmark.

The IA Global sector contains a diverse range of funds which have a global diversification in shares in companies. The sector can contain funds which focus on a particular industry or have a substantially different geographical asset allocation, this could result in the Fund over or underperforming the sector. The diverse range of funds within the sector should therefore be considered when assessing the Fund's performance. This should not prevent the Fund from meeting its longer-term objectives.

IFSL CPN Defensive Strategy Fund

Investment Objective

The aim of the Fund is to increase the value of an investment over a minimum of 5 years. The Fund will do this through a combination of capital growth, which is profit on investments held, and income received by the Fund, which is money paid out of investments, such as interest and dividends.

Investment Policy

The Fund is actively managed, which means the Investment Manager decides which investments to buy or sell, and when.

The Fund will invest at least 80% in collective investment schemes, investment trusts and exchange traded funds (collectively "Investment Funds"). This could include other Investment Funds managed by the Authorised Corporate Director or the Investment Manager. The Investment Funds held can be active or passive (which means that the decision on which investments to buy or sell is made based on the performance of an underlying index) funds.

Through these Investment Funds, the Fund will employ a low risk and stable defensive strategy, by gaining exposure to at least 70% in bonds, which are loans typically issued by companies, governments and other institutions, and may be either investment grade, where the issuer has a high and reliable capacity to repay the debt, or sub-investment grade, which can be more vulnerable to changing market conditions but typically pay a higher rate of interest; real assets, for example properties and commodities (e.g. gold and oil); and money market funds, which invest in short term loans.

Up to 30% of the Fund may be exposed, through the Investment Funds, to other asset types such as:

- Absolute return funds, which aim to deliver positive returns in all market conditions; and
- Shares in companies.

The Fund may hold up to 20% in cash (including foreign currency) and cash equivalents to enable the ready settlement of liabilities, for the efficient management of the portfolio and in pursuit of the Fund's Investment Objective.

Whilst the Fund itself will not use derivatives, the underlying Investment Funds purchased may have the ability to use derivatives to varying degrees.

Investment Strategy

The Fund's investment decisions reflect the Investment Manager's view of the global economy and its future prospects. When settling upon its view, the Investment Manager takes into account potential risks to the global economy and the potential outcomes of those risks, and their effects on the portfolio of the Fund. The Investment Manager aims to build a diversified portfolio of underlying funds which should benefit from this view. The Investment Manager conducts rigorous analysis of the underlying funds, and continuously monitors their contribution to the portfolio's overall performance. The management of the Fund will be appropriate to the Fund's risk profile so that any potential returns are balanced with appropriate risk taking.

Product Design

The Fund is individually risk rated but has been designed to be utilised with the other Funds of the IFSL

CPN OEIC in order to construct portfolios with other risk profiles. The Fund is rated 3 on the Investment Manager's internal risk rating, which categorises the risk of the Fund based on the split of assets comprising the Fund's portfolio. This risk classification is based on a range the Investment Manager maintains from 1 (lowest risk) to 10 (highest risk) and reflects a low-medium level of risk, characterised by higher levels of investments into bonds, rather than higher risk investment types, like shares.

Assessing performance

The Investment Association (IA), the trade body for UK investment managers, has created several 'sectors', as a way of dividing funds into broad groups with similar characteristics. The Fund's Investment Policy puts it in the IA Mixed Investment Sector 0-35%. You may want to assess the Fund's performance compared to the performance of this sector, however this benchmark is not a target for the Fund, nor is the Fund constrained by the benchmark.

The IA Mixed Investment Sector 0-35% contains a diverse range of funds which align to a broad set of parameters. One of these parameters is to ensure no more than 35% of a fund is invested in shares in companies. It is expected the Fund, from time to time, may have a lower weighting towards shares in companies than other funds in the sector. This can potentially result in the Fund underperforming its peers in periods where shares do well and similarly, this can also result in the Fund outperforming its peers in periods where shares do not perform as well. This should not prevent the Fund from meeting its longer-term objectives.

Profile of the typical investor

The Funds are suitable for retail investors, professional investors and eligible counterparties whose investment requirements are aligned with the objectives, policies and risk profiles of the Funds. The Funds will be distributed primarily via fund platforms, wealth managers, discretionary fund managers and financial institutions. The Funds have no complex features or guarantees and investors do not necessarily need to have investment experience however a basic understanding of investment markets, the kind of underlying investments of the Funds and the risks involved in investment is important.

This Prospectus contains detail on the Funds' objectives, investment strategies, risks, performance, distribution policy and fees and expenses. All investors are expected to have also read the Key Investor Information Document (KIID) which is intended to help investors understand the nature and risks of investing in the Funds.

The Funds may not be suitable for certain investors, including but not limited to those whose objectives and needs are not consistent with the nature of the Funds, those who are unable to commit capital for a sufficient term or do not have sufficient resources to bear any loss which may result from an investment in the Funds. The Funds are also not committed to meeting any specific ethical, social, religious or environmental restrictions which some investors may be seeking.

Further information on the intended target market for the Funds is available from the ACD upon request. If you are in any doubt as to the suitability of the Funds, you should consult an appropriately qualified financial adviser prior to making an investment.

4 RISK FACTORS

Investors should bear in mind that all investment carries risk and the level of risk may vary between Funds. In particular investors should be aware of the following:

General risk warnings

- 1) Past performance is not necessarily a guide to future performance. Investments and the income derived from them can fall as well as rise and you may not get back the amount originally invested. This may be due, for example, to market movement or variations in the exchange rates between currencies.
- 2) There is no certainty that a Fund's investment objective will be achieved.
- 3) If you have any doubts about the suitability of an investment, please contact your authorised financial adviser. Please note Investment Fund Services Limited does not provide investment advice.
- 4) The Funds will be exposed to stock markets and market conditions can change rapidly. Prices can move irrationally and be affected unpredictably by diverse factors, including political and economic events.

- 5) Where a Fund pays out income, the level of income payments may not be constant and may fluctuate.
- 6) For Funds where the annual management charge is to be taken from the income generated by the Fund and there is insufficient income within the Fund to meet that charge, the balance will be deducted from the Fund's capital and to that extent may erode or constrain capital growth.
- 7) For Funds where the annual management charge is to be taken from capital rather than income, either fully or partially, the future growth of these Funds may be constrained, or capital eroded, as a result.
- 8) Where Funds are subject to an initial charge, the charge is deducted from an investment at the outset and an equivalent rise in the value of the Shares is required before the original investment can be recovered. The Funds should therefore be viewed as a long-term investment.
- 9) Funds typically have exposure to overseas markets, either directly or indirectly, and are therefore exposed to currency risk. As a result, the value of your investment can be affected by changes in exchange rates.
- 10) Inflation will affect the real value of your savings and investments, which may reduce the buying power of the money you have saved and your investments. i.e. £1 in the future may not be equivalent to £1 today.
- 11) The Fund's investments, be they held directly or indirectly, 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. Investments which are normally liquid 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 sell an investment at the last market price quoted or at a value considered by the Investment Manager to be fair. This may lead to liquidity constraints on the Fund affected.
- 12) 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.
- 13) A Fund will be exposed to a credit risk on parties with whom it trades and will also bear the risk of settlement default. The Fund may enter into transactions in over-the-counter markets which will expose them to the credit of its counterparties and their abilities to satisfy the terms of such contracts.
- 14) Where Funds have a relatively small number of holdings, this can make them more volatile than funds with greater diversification.
- 15) ISA Investments - The favourable tax treatment of ISAs may not be maintained indefinitely. If you are unsure of your tax position you should consult a tax adviser.
- 16) The summary of the UK tax treatment in section "Taxation" is based on current law and practice, as at the date of the prospectus, which is subject to change. It does not consider individual circumstances which may affect the UK tax treatment. In particular, the levels of relief from taxation may depend upon individual circumstances. Tax advantages associated with fund structures may be changed by future legislation as may those associated with the underlying investments and their domicile.
- 17) The Funds may incur Leverage, through borrowing cash up to 10% of the value of the Scheme Property, in which case a Fund's exposure may be increased by reinvesting such cash borrowings. If the interest costs associated with the borrowings are greater than any investment income and gains earned on investments made through the use of borrowing, the value of the Shares in a Fund may decline more rapidly than would otherwise be the case.
- 18) The Funds may be subject to Leverage, through investment in derivatives, which may increase risk. Leverage means that the return or loss on an investment is subject to a multiplier increasing exposure to that investment and magnifying the volatility and risk of loss should the value of that investment decline. The use of Leverage creates special risks and may significantly increase a Fund's investment risk. Leverage may create an opportunity for greater yield and total return but, at the same time, will increase the exposure of a Fund to capital risk. The Funds may be subject to Leverage through the use of derivatives for hedging or for investment purposes. The Leverage limits are disclosed in the "Investment and Borrowing Powers" section.
- 19) The value of Funds may be affected by uncertainties such as international political developments, civil conflicts and war, changes in government policies, restrictions on foreign investment and other

developments in the laws and regulations of countries in which investments may be made.

- 20) The operations of Funds can be subject to human error, faulty processes or governance, or technological failures. Operational risks may subject a Fund to errors affecting valuation, pricing, accounting, tax reporting, financial reporting, custody and trading, among other things. Operational risks may go undetected for long periods of time, and even if they are detected it may prove impractical to recover prompt or adequate compensation from those responsible.
- 21) Funds may be subject to management risk as they are actively managed investment funds. When managing a Fund and applying investment techniques and risk analyses, the Investment Manager's assessment of market or economic trends, their choice or design of any software models they use, their allocation of assets, or other decisions regarding how the Fund's assets will be invested cannot be guaranteed to ensure positive returns on investments.
- 22) In extreme market conditions redemptions in the Funds may be deferred or suspended, where Funds invest in other collective investment schemes, such as other funds and investment trusts, redemptions in these underlying funds may also be deferred or suspended, which may affect the liquidity of the Funds.
- 23) Cyber security risks may result in:
 - financial losses to the Funds and the Shareholders;
 - the inability of a Fund to transact business with its Shareholders;
 - delays or mistakes in the calculation of the prices or to other materials provided to Shareholders;
 - the inability to process transactions with Shareholders or the parties;
 - violations of privacy and other laws;
 - regulatory fines, penalties and reputational damage; and
 - compliance and remediation costs, legal fees and other expenses. The Fund's service providers (including but not limited to the ACD and the Depositary and their agents), financial intermediaries, companies in which the Funds invest and parties with which the Funds engages in portfolio or other transactions also may be adversely impacted by cyber security risks in their own business, which could result in losses to the Funds or the Shareholders.

While measures have been developed which are designed to reduce the risks associated with cyber security, there is no guarantee that those measures will be effective, particularly since the Funds do not directly control the cyber security defences or plans of its service providers, financial intermediaries and companies in which the Funds invest or with which it does business.
- 24) Where cancellation rights are applicable, if you choose to exercise your cancellation rights and the value of your investment falls before notice of cancellation is received by us in writing, a full refund of the original investment will not be provided but rather the original amount less the fall in value.
- 25) The ACD does not permit the Funds to be used for the purposes of "market timing". For this purpose, market timing is defined as a trading strategy with the intention of taking advantage of short term changes in market prices. The ACD will undertake monitoring activities to ensure that market timing does not take place in relation to the Funds.
- 26) The ACD, the Investment Manager, and other partners may deal in assets which they have, directly or indirectly, an interest which may involve a potential conflict with the ACD's duty. The ACD and the Investment Manager(s) will ensure that such deals are completed on terms which are not less favourable to the Funds than if the potential conflict had not existed. Such potential conflicts or duties may arise because the ACD or the Investment Manager(s) may have invested directly or indirectly in the Funds.

Fund Specific Risk Factors

IFSL CPN Global Opportunities Fund and IFSL CPN Defensive Strategy Fund

- a) Whilst shares investments carry potential for attractive returns over the longer term, the volatility of these returns can also be relatively high.
- b) The Fund may be exposed to smaller companies which are typically riskier than larger, more established companies. Difficulty in trading may arise, resulting in a negative impact on your investment. Shares in smaller companies may be harder to sell at a desired price and/or in a timely manner, especially in difficult market conditions.
- c) Investment in emerging markets may involve a higher than average risk due to the volatility of currency exchange rates, limited geographic focus, investment in a smaller number of issues, political and economic instability and less liquid markets.

- d) Fixed interest securities/Bonds are particularly affected by trends in interest rates and inflation. If interest rates go up, the value of capital may fall, and vice versa. The value of a fixed interest security may fall in the event of a default or reduced credit rating of the issuer.
- e) The 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.
- f) Where a Fund invests in other collective investment schemes, these underlying funds may suspend the issue, cancellation, sale, redemption and exchange of units/shares in those funds. This would prevent these underlying funds being sold during the period of the suspension and may have liquidity implications for the Fund.
- g) Subject to COLL, the Fund may invest in unregulated collective investment schemes (including hedge funds). Investment in unregulated collective investment schemes carries additional risks as these funds may not be under the regulation of a competent regulatory authority, may use leverage and may carry increased liquidity risk as units/shares in such funds may not be readily realisable.
- h) The Funds may invest in property funds. The value of investments held in a property fund are generally determined by the opinion of an independent valuer and is therefore subjective. Investment in such funds should be considered as long term in nature. Property investments can be relatively illiquid compared to bonds and equities and may be subject to significantly wider price spreads which could affect the valuation.
- i) The Funds may invest in structured products in accordance with COLL. Structured products are designed to combine the potential upside of market performance with limited downside and typically are investments which are linked to the performance of one or more underlying instruments or assets such as market prices, rates, indices, securities, currencies and commodities and other financial instruments that may introduce risk that may affect the performance of the Funds.
- j) The Funds may have exposure to commodity investments. Investors should bear in mind that commodity prices react, among other things, to economic factors such as changing supply and demand relationships, weather conditions and other natural events, the agricultural, trade, fiscal, monetary and other policies of governments and other unforeseeable events.

5 THE AUTHORISED CORPORATE DIRECTOR

The authorised corporate director ("ACD") of the Company is Investment Fund Services Limited a wholly owned subsidiary of Marlborough Group Holdings Limited and the ultimate holding company of Investment Fund Services Limited if UFC Fund Management plc. The ACD is a private company limited by shares, incorporated in England and Wales on 16 February 2007 under the Companies Act 1985. The registered and head office of the ACD is at Marlborough House, 59 Chorley New Road, Bolton BL1 4QP. This is the address at which notices or other documents may be served on the Company. The amount of the ACD's issued and fully paid share capital is £4,010,000.

The ACD is authorised and regulated by the FCA. Firm Reference Number 464193. 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.

The ACD is also the authorised corporate director in respect of the schemes listed in Appendix 3. The directors of the ACD are listed in Appendix 3.

ACD Agreement

The ACD provides its services to the Company under the terms of a service agreement (the "**ACD Agreement**"). The ACD Agreement will terminate with immediate effect if the ACD ceases to hold office as such. The ACD's appointment may be terminated by the Company in a general meeting at any time. Otherwise, save by reason of certain events of default as specified in the ACD Agreement, the Company may terminate the ACD's appointment on 3 months' notice. No such notice shall take effect until the appointment of a successor ACD. The ACD Agreement contains an indemnity from the Company to the ACD (to the extent permitted by the Regulations) in respect of losses, claims and similar liabilities incurred by the ACD as such, save where such losses, claims and similar liabilities arise from the negligence, default, breach of duty or breach of trust of the ACD.

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

COLL. The ACD may delegate its management and administration functions, but not responsibility for such functions, to third parties, including its associates subject to COLL). The ACD has delegated the investment management function to the Investment Manager. Further details in respect of the ACD's delegated functions are set out below.

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.

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. Further information is available on request from the ACD.

Remuneration Policy

The ACD has put in place a remuneration policy (the "Remuneration Policy") that is in accordance with the requirements of SYSC 19E of the FCA Handbook. The Remuneration Policy is designed to ensure that the ACD's remuneration practices 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. The ACD considers the Remuneration Policy to be appropriate to the size, internal operations, nature scale and complexity of the Funds and in line with the risk profile, risk appetite and the strategy of the Funds.

The matters covered by the Remuneration Policy include:

- identifying staff with the ability to have a material impact on the risk profile of either the ACD or the Funds
- an assessment of the individual member of staff's performance;
- restrictions on the awarding of guaranteed variable remuneration;
- the balance between fixed and variable remuneration;
- any payment of remuneration in the form of units or shares in the Funds;
- any mandatory deferral periods for the payment of some or all of the variable remuneration component;
- the reduction or cancellation of remuneration in the case of under performance.

The Remuneration Policy will apply to the fixed and variable (if any) remuneration received by the identified staff.

The ACD will make details of its latest Remuneration Policy available on its website, www.ifslfunds.com, including a description of how remuneration and benefits are calculated and the identity of the persons responsible for awarding the remuneration and benefits. The ACD will provide paper copies free of charge upon written request to its operating address.

In respect of any investment management delegates, the ACD requires that: (i) the entities to which such activities have been delegated are subject to regulatory requirements on remuneration that are equally as effective as those applicable under the European Securities and Market's (ESMA's) Guidelines on Sound Remuneration Policies under the UCITS; or (ii) appropriate contractual arrangements are put in place with entities to which such activities have been delegated in order to ensure that there is no circumvention of the remuneration rules set out in the ESMA Guidelines or the FCA Handbook.

6 THE DEPOSITARY

NatWest Trustee and Depositary Services Limited is the Depositary of the Company. The Depositary is a private limited company incorporated in England. The ultimate holding company of the Depositary is NatWest Group plc, which is incorporated in Scotland.

The Depositary's duties include the following:

- (a) Safekeeping the assets of the Company, which includes (i) holding in custody all financial instruments that can be physically delivered to the Depositary; and (ii) verifying the ownership of other assets and maintaining records accordingly;

- (b) Ensuring that the Company's cash flows are properly monitored and verified;
- (c) Ensuring that issues and cancellations of the shares of each Company are carried out in accordance with the Instrument of the Company, this Prospectus and the applicable laws and regulations;
- (d) Ensuring that in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits;
- (e) Ensuring that the value of the shares of the Company is calculated in accordance with the Instrument of the Company, this Prospectus and the applicable laws and regulations;
- (f) Ensuring that the Company's income is applied in accordance with the Instrument of the Company, this Prospectus and the applicable laws and regulations; and
- (g) Carrying out the instructions of the ACD, unless they conflict with the Instrument of the Company, this Prospectus or the applicable laws and regulations

Registered Office and Head Office

The registered office and head office of the Depositary is 250 Bishopsgate, London, EC2M 4AA.

Principal Business Activity

The principal business activity of the Depositary is the provision of trustee and depositary services. The Depositary is authorised and regulated by the Financial Conduct Authority.

Terms of Appointment

The Depositary was appointed under a Depositary Agreement between the ACD, the Company and the Depositary (the "Depositary Agreement").

Under the terms of the Depositary Agreement, the Depositary will be liable to the Company for any loss of Financial Instruments held in Custody or for any liabilities incurred by the Company as a result of the Depositary's negligent or intentional failure to fulfil its obligations.

However, the Depositary Agreement excludes the Depositary from any liability except in the case of fraud, wilful default, negligence or failure to exercise due care and diligence in the performance or non-performance of its obligations. It also provides that the Company will indemnify the Depositary for any loss suffered in the performance or non-performance of its obligations except in the case of fraud, wilful default, negligence or failure to exercise due care and diligence on its part.

The Depositary Services Agreement may be terminated on three months' notice by the Company or the Depositary or earlier on certain breaches or the insolvency of a party. However, termination of the Depositary Agreement will not take effect, nor may the Depositary retire voluntarily, until the appointment of a new Depositary.

The powers, duties, rights and obligations of the Depositary, the Company and the ACD under the Depositary Agreement shall, to the extent of any conflict, be overridden by the FCA Rules.

The fees to which the Depositary is entitled are set out below under the heading "The Fees, Charges and Expenses of the Depositary".

Delegation of Safekeeping Functions

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

The Depositary has delegated safekeeping of the Scheme Property to Caceis Bank, UK Branch ("the Custodian"), a company incorporated under the laws of France with limited liability. In turn, the Custodian has delegated the custody of assets in certain markets in which the Scheme may invest to various sub-delegates ("Sub-Custodians").

A list of Sub-Custodians is set out in Appendix 6. Investors should note that the list of Sub-Custodian is updated only at each Prospectus review.

Conflicts of Interest

- (a) The Depositary may act as the depositary of other open-ended investment companies and as trustee or custodian of other collective investment schemes.
- (b) It is possible that the Depositary and/or its delegates and sub-delegates may in the course of its or their business be involved in other financial and professional activities which may on occasion have potential conflicts of interest with the Scheme or a particular Sub-Fund and/or other funds managed by the ACD or other funds for which the Depositary acts as the depositary, trustee or custodian. The Depositary will, however, have regard in such event to its obligations under the Depositary Agreement and the Regulations and, in particular, will use reasonable endeavours to ensure that the performance of its duties will not be impaired by any such involvement it may have and that any conflicts which may arise will be resolved fairly and in the best interests of Shareholders collectively so far as practicable, having regard to its obligations to other clients.

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

Updated Information

The ACD will supply a Shareholder with up-to-date details of the above information, including an up-to-date list of Sub-Custodians, on written request to its operating address.

7 THE CUSTODIAN

The Depositary has delegated custody of the Company's property to Caceis Bank, UK Branch.

8 INVESTMENT MANAGER

The ACD has appointed CPN Investment Management LLP as investment manager to provide investment management and advisory services, which include responsibilities as co-manufacturer of the Company and the Funds.

The Investment Manager is authorised and regulated by the FCA. Its principal activity is providing investment advisory and investment management services.

The Investment Manager has been appointed under an investment management agreement, the ("**Investment Management Agreement**"). Pursuant to the Investment Management Agreement, the Investment Manager provides general discretionary investment management services in respect of the Company. The Investment Manager has the authority to make decisions on behalf of the ACD in relation to the management, purchase, sale, retention, exchange or other dealings with assets, and has full discretion to make such investments on such markets at such times as the Investment Manager sees fit and otherwise to act as it shall deem appropriate, subject always to the provisions of the Instrument of the Company, this Prospectus and the Regulations and the investment objectives and policies of the Funds. Under the Investment Management Agreement, the Investment Manager has the permission to delegate however where any delegation takes place the Investment Manager is responsible for oversight of any appointed party. The Investment Manager is remunerated by the ACD out of the annual management charge.

The Investment Management Agreement may be terminated by the Investment Manager in part or in whole after an initial 5 year term from the effective date of the Agreement by the Investment Manager giving to the ACD not less than 12 months' notice in writing to expire at any time. The Investment Manager may terminate the investment management agreement on 6 (six) months' written notice to the ACD in the event that the ACD novates or assigns the agreement pursuant to a Change of Control of the ACD ("Change of Control" means a change of control where "Control" has the meaning given to it by section 416 of the Income and Corporation Taxes Act 1988). The Agreement may also be terminated by the ACD immediately on written notice, where it is in the best interests of the Shareholders to do so.

When acting as co-manufacturer, CPN collaborates with the ACD on the design and distribution strategy of the Company using its market expertise and knowledge. This role specifically includes:

- (a) identifying at a sufficiently granular level a target market of investors for each Fund, including specifying (i) the types of investors for whom the Fund would be appropriate, and (ii) any group or groups of investor, for whose needs, characteristics and objectives, the Fund would not be compatible.
- (b) ensuring the Funds are designed to meet the needs of the target market
- (c) undertaking a scenario analysis to assess the risks of poor outcomes for investors posed by the Funds
- (d) determining a distribution strategy for the Funds which is compatible with the identified target

markets and taking steps to ensure that the distribution strategy is followed.

CPN is not paid a separate fee for its role as co-manufacturer.

9 ADMINISTRATOR AND REGISTRAR

The ACD has appointed SS&C Financial Services International Limited to act as Registrar to the Company and also act as Administrator to the Company.

10 THE AUDITORS

The auditors of the Company are Ernst & Young LLP, whose address is at 1 More London Place London SE1 2AF.

11 REGISTER

The Register of Shareholders is maintained by the Registrar at Marlborough House, 59 Chorley New Road, Bolton BL1 4QP where it can be inspected by Shareholders during normal office hours.

No certificates will be issued in respect of a holding of Shares and should any Shareholder require evidence of title to Shares the Registrar will, upon such proof of identity and the payment of such fee (if any) as may be reasonably required, 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 Registrar in writing of any change to their name or address.

12 NO LIABILITY TO ACCOUNT

Subject to the Regulations, neither the ACD, Depositary nor any other person involved with the establishment and/or operation of the Company are liable to account to each other nor 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:

- (a) dealings in the Shares of the Company;
- (b) any transaction in the underlying property of the Company; or
- (c) the supply of services to the Company.

13 SHARES IN THE COMPANY

Under the Instrument of Incorporation, the Company is currently permitted to issue income and accumulation shares in the Funds in such designations as the ACD may resolve, and which may be distinguished by different fee structures, reference currencies and criteria for subscription. It is currently intended for the following share class to be issued in respect of the Funds:

- X Accumulation Shares

Further classes of shares may be established from time to time by the ACD in accordance with the Company's Instrument and the applicable Regulations. On the introduction of any new class of shares, 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 a Fund.

Holders of Accumulation Shares are not entitled to be paid the income attributed to such Shares, but rather that income is automatically transferred to (and retained as part of) the capital assets of the Company on the relevant interim and/or annual accounting dates. This is reflected in the price of an Accumulation share. Holders of Income Shares are entitled to be paid the distributable income attributable to such shares on any relevant interim or annual allocation date.

The Instrument allows the Company to issue Income and Accumulation Shares. Shares have income allocated to them which is distributed periodically to the relevant Shareholder (in the case of Income Shares) or credited periodically to capital (in the case of Accumulation Shares). In either case Income is treated in accordance with relevant tax law and distributed or allocated without any tax being deducted from that allocation or distribution.

If both Income and Accumulation Shares are in existence in relation to a Fund, the income of that Fund is allocated as between Income Shares and accumulation shares according to the respective units of

entitlement in the property of the relevant Fund represented by the Accumulation Shares and Income Shares in existence at the end of the relevant accounting period.

Where the Company has different share classes, each class may attract different charges and so monies may be deducted from the Scheme Property attributable to such classes in unequal proportions. In these circumstances, the proportionate interests of the classes within a Fund will be adjusted accordingly.

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 ten thousandth of the larger denomination.

Further details of the Shares presently available in the Funds, including details of their criteria for subscription and fee structure, are set out in Appendix 5.

Limited Issue

Limited Issue Shares are only available for purchase during a limited period of time. The ACD may limit the issue of Shares in certain circumstances. If Limited Issue arrangements are put in place, the circumstances and conditions of the Limited Issue will be set out in the Prospectus.

Where Limited Issue arrangements are in place, the ACD may not provide for the further issue of Shares unless at the time of the issue, the ACD is satisfied on reasonable grounds that the proceeds of that subsequent issue can be invested without compromising the Company's investment objective or materially prejudicing existing Shareholders.

Currently, no Limited Issue arrangements are in place in respect of the Shares.

14 VALUATIONS

Valuations of the Scheme Property of the Company for the purpose 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 that Fund. Broadly, the price of a Share is calculated by reference to the net asset value of the 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 are normally carried out on each Dealing Day. The valuation point for the purposes of determining the price of Shares in the Company is 12 noon (UK time) 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 valuations as the price for the relevant day. The ACD shall inform the Depositary of any decision to carry out any such additional valuations. Valuations will not be made during a period of suspension of dealings (see "**Suspension of Dealings**" below).

Determination of Net Asset Value

The property attributable to the Funds is, for all purposes, valued on the following basis (which is set out in full in the Instrument of Incorporation):

- 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 an 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 derivative contracts:
 - (i) if a single price for buying and selling the exchange-traded derivative contract is quoted, at that price; or
 - (ii) if separate buying and selling prices are quoted, at the average of the two prices;
 - (c) over-the-counter derivative contracts shall be valued in accordance with the method of valuation as shall have been agreed between the ACD and the Depositary;
 - (d) any other investment:
 - (i) if a single price for buying and selling the security is quoted, at that price; or
 - (ii) if separate buying and selling prices are quoted, at the average of the two prices; or
 - (iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if the most recent price available does not reflect the ACD's best estimate of the value, at a value which, in the opinion of the ACD, is fair and reasonable;
 - (e) property other than that described in (a), (b), (c) and (d) above: at a value which, in the opinion of the ACD, represents 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 of Incorporation 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 any stamp duty reserve tax 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 will be added.

- 12 Any other credits or amounts due to be paid into the Scheme Property will be added.
- 13 A sum representing any interest or any income accrued due or deemed to have accrued but not received and any stamp duty reserve tax provision anticipated to be received will be added.
- 14 Currencies or values in currencies other than base currency or (as the case may be) the designated currency of a Fund shall be converted at the relevant valuation point at a rate of exchange that is not likely to result in any material prejudice to the interests of Shareholders or potential shareholders.

Valuations – general points

For the above purposes, instructions given to issue or cancel shares are assumed to have been carried out (and any cash paid or received) and uncompleted arrangements for the unconditional sale or purchase of property are (with certain exceptions) assumed to have been completed and all consequential action taken.

The Funds have credited to them the proceeds of all shares attributed 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. All liabilities and expenses attributable to the Funds are charged to the relevant Fund.

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 include:

- (a) where there has been no recent trade in the security concerned; or
- (b) due to the suspension of dealings in an underlying collective investment scheme; or
- (c) 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.

15 PRICES OF SHARES

The Company deals on a forward pricing basis. A forward price is the price calculated at the next valuation point after the purchase, redemption, conversion or switch of Shares is agreed. As noted above, shares in the Company are "single priced". In addition, for both purchases and sales by Shareholders, there may be a dilution adjustment as described below.

The price of a Share is calculated at or about the valuation point each Dealing Day (to at least four significant figures) by:

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

Publication of Prices

The most recent share prices are published on the following websites:

www.ifsfunds.com

Shareholders may also obtain Share prices by telephoning:

0808 178 9321 (from UK);

or **+44 1204 803932** (from overseas).

The ACD is not responsible for any errors in publication or non-publication. 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.

16 STAMP DUTY RESERVE TAX

There is generally no stamp duty reserve tax (SDRT) charge on the acquisition or surrender of shares but SDRT can arise on:

- **Third party transfers of Shares without reregistration** - Where a third party buys Shares from a Shareholder and the transaction is not handled by the ACD (i.e. a third party purchase where only beneficial ownership of the Shares change) then the principal SDRT charge on agreements to transfer for consideration will still apply at 0.5%.
- **Non-pro rata in specie redemptions** - Non-pro rata in specie redemptions are subject to the principal SDRT charge at 0.5% on any chargeable securities acquired by the redeeming Shareholder.

17 DILUTION ADJUSTMENT

What is 'dilution'? - Where the Fund 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 bid and offer prices of the investments concerned, which is not reflected in the issue or redemption price paid by or to the Shareholder. This is referred to as "dilution".

To mitigate the effect of dilution, the ACD will recover the costs of dilution from investors on the issue or redemption of Shares in the Fund. Instead of making a separate charge to investors when Shares in the Fund are bought and sold, COLL permits the ACD to move the price at which Shares are bought or sold on any given day. The single price can be moved (referred to as "swung") higher or lower, at the discretion of the ACD on the sale or redemption of Shares in the Fund. This price movement from the mid-market price is known as the "dilution adjustment". Any dilution adjustment applied is included in the price applied to the deal and is not disclosed separately.

The dilution adjustment for the Fund will be calculated by reference to the estimated costs of dealing in the underlying investments of the Fund, including any dealing spreads, commission and transfer taxes. The need to apply the dilution adjustment will depend on the volume of sales (Shares issued) or redemptions (Shares sold).

What is the ACD's policy regarding dilution adjustment?

Where applied, the amount of any swing is based on the estimated costs of dealing in the underlying investments of the Fund, including any dealing spreads, taxes or broker commissions (for example). In particular, the ACD may swing the price (make a dilution adjustment) in the following circumstances:

- in the case of a "large deal" relative to the Fund's size, where the potential cost to that Fund justifies the application of an adjustment;
- if the net effect of Share issues and redemptions during the period between two valuation points represents a potential impact on ongoing Shareholders;
- where a Fund is in decline (i.e. is experiencing a net outflow of investment);
- where there are inflows into a Fund (i.e. is experiencing a net inflow of investment);
- in any other case where the ACD believes that adjusting the Share price is required to safeguard the interests of Shareholders.

As the requirement to swing the price is directly related to the net issue and sale of Shares in the Fund, it is not possible to accurately predict when or how often dilution will occur in the future, however the ACD anticipates this to be infrequent.

How will it affect Shareholders? - On the occasions that the dilution adjustment is not applied, there may be an adverse impact on the total assets of the Fund which may otherwise constrain the future growth of the Fund. Historic information on dilution adjustments made to Share prices is not currently available and as a result the ACD is unable to accurately predict the likelihood of a dilution adjustment being applied. However, the ACD anticipates this to be infrequent. Any dilution adjustment will be applied consistently and, in the usual course of business, automatically. Estimates of the dilution adjustments for each Fund are set out below, based on future projections of the assets held in each Fund and the market conditions at the date shown in the table:

Fund	Dilution adjustment estimate applicable to redemptions as at 30th April 2024	Dilution adjustment estimate applicable to purchases as at 30th April 2024
IFSL CPN Global Opportunities Fund	-0.0676%	0.0676%
IFSL CPN Defensive Strategy Fund	-0.0459%	0.0459%

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

The ACD will review the dilution adjustment on a quarterly basis, however it may at its discretion re-evaluate the adjustment in the event of significant market movement. The ACD may alter its current dilution adjustment policy by giving Shareholders notice and amending the prospectus at least 60 days before the change to the dilution policy is to take effect.

18 PURCHASE, REDEMPTION AND EXCHANGE OF SHARES

Initial offer period

The initial offer period for the Company ran for four weeks commencing on 22 March 2023 and ending on 19 April 2023, with the first valuation point at 12 noon on the 20 April 2023.

The initial offer price was 100 pence. Shares will only be issued in the base currency (GBP). Shares will only be issued in the base currency in accordance with the standard issue process detailed below.

The ACD will create shares on demand during the initial offer period with such shares issued within four days of the subscription date. The Investment Manager will have the right to invest the proceeds received from the purchase of shares at its discretion. The period of an initial offer will come to an end if the ACD believes that the price that would reflect the current value of the Scheme Property would vary by more than 2% from the initial price or, if in the ACD's opinion, sufficient purchases have been made in the Fund to deem it viable. For the IFSL CPN Global Opportunities Fund and IFSL CPN Defensive Strategy Fund the ACD has set this amount at £5,000,000.

The ACD's own dealing

Requests for the purchase, redemption and exchange of Shares are normally dealt with by the issue or cancellation of such shares by the Company. However, in certain circumstances, the ACD may deal with such requests by selling Shares to and/or repurchasing them from the Applicant as appropriate. In other words, the ACD is entitled to hold Shares for its own account and to satisfy requests for the sale and purchase of Shares from its own holding (this is generally referred to as the ACD dealing from its "box"). 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. Shares will be issued, cancelled, sold or repurchased at the price calculated by reference to the Valuation Point following receipt of the request (on a forward basis).

The ACD may not sell a share at a higher price, or redeem a share at a lower price from its "box" (in both cases before application of any initial charge or deduction of SDRT as applicable) than the price notified to the Depositary in respect of the Valuation Point concerned.

The ACD is under no obligation to account to the Company or to Shareholders or any of them for any profit it makes on the issue of Shares or on the reissue or cancellation of Shares which it has redeemed from its "box" and will not do so.

Purchase Applications

Subject to restrictions applicable to certain classes of Shares, applications for Shares linked to the Funds may be made by any person. Shares to satisfy an application received before the valuation point of the Funds (see "Valuations" above for details of the valuation points) on a Dealing Day will be sold at a price based on that day's valuation and Shares to satisfy an application received after the valuation point, or on a day which is not a Dealing Day, will be sold at a price based on the valuation made on the next Dealing Day.

Applications may be made by completing an application form and delivering it to the ACD between 9am and 5pm on any Business Day to Marlborough House, 59 Chorley New Road, Bolton BL1 4QP. Applications may be sent by email to dealing@ifslfunds.com, or submitted through approved agents. The ACD may also, at its sole discretion, accept instructions by telephone on 0808 164 5458 (overseas +44 1204 329 443) between 9.00am and 5.00pm on any Business Day on such terms as it may specify. The ACD may require telephone or electronic requests to be confirmed in writing. Application forms are available from the ACD at its website at ifslfunds.com.

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.

Applications will not be acknowledged but a contract note will be sent on or before the Business Day next following the Valuation Point. 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 no later than the fourth Business Day after the relevant Dealing Day. However, the ACD reserves the right to request that payment in respect of applications be received prior to the relevant Dealing Day.

If an Applicant defaults in making any payment in money or transfer of property due to the ACD in respect of the sale or issue of Shares, the Applicant shall indemnify the ACD and/or the Company (as the case may be) in respect of any loss or cost incurred by either of them as a result of such default and 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 case of an issue of Shares, to the ACD's payment of the purchase price to the Company). The ACD may in its discretion delay arranging for the issue of the Shares until payment has been received.

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.

Money laundering prevention

The Company is subject to the United Kingdom's anti-money laundering regulations and the ACD may in its absolute discretion require verification of identity from any Applicant 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 the 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 requested within a reasonable period, the ACD also reserves the right to sell the Shares purchased and return the proceeds to the account from which the subscription was made. These proceeds may be less than the original investment. The ACD will not be liable for any share price movements occurring during delays while money laundering checks are carried out.

The ACD or Registrar may use external credit reference agencies to verify your identity and/or bank details. This will not have any effect on your credit history.

Market Timing

The ACD does not permit the Funds to be used for the purposes of 'market timing'. For this purpose, market timing is defined as a trading strategy with the intention of taking advantage of short-term changes in market prices. The ACD will undertake monitoring activities to ensure that market timing is not taking place in a Fund.

In Specie Application

The ACD may, by special arrangement and at its discretion, agree to arrange for the issue of Shares in exchange for assets other than cash but only if the Depositary is satisfied that acquisition of the assets in exchange for the Shares to be issued is not likely to result in any material prejudice to the interests of Shareholders or potential shareholders of the Fund concerned.

Minimum Purchase

In respect of Shares in the Funds, the minimum amount which any one person may purchase initially is set out in Appendix 5. However, the ACD may, by special arrangement and at its discretion, either agree on an individual basis a lower amount in relation to the minimum value requirements, or waive such requirements at its discretion.

Redemption

Shares in each Fund may be redeemed on any Dealing Day. Shares to be redeemed pursuant to a redemption request received before the valuation point of the relevant Fund on a Dealing Day will be redeemed at a price based on that day's valuation and shares to be redeemed pursuant to a redemption request received after that time, or on a day which is not a Dealing Day, will be redeemed at a price based on the valuation made on the next Dealing Day.

Dealings are on a forward price basis as explained in the paragraph headed "**Purchase**" above. Redemption instructions may be given by delivery to the ACD of written instructions for redemption by letter to Marlborough House, 59 Chorley New Road, Bolton BL1 4QP or sent by email to dealing@ifslfunds.com. The ACD may require electronic redemption instructions to be confirmed in writing before any proceeds can be remitted. Redemption instructions may be given by telephone on 0808 164 5458 (overseas +44 1204 329 443) between 9.00am and 5.00pm on any Business Day. Redemption instructions given by telephone must be confirmed in writing to the ACD prior to redemption proceeds being remitted, except in instances where a coverall agreement is already in place for the account. Redemption instructions are irrevocable.

A redemption contract note will be sent on or before the next Business Day following the relevant valuation point. 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 abroad, 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 the United Kingdom's anti- money laundering regulations.

In Specie Redemption

If a Shareholder requests the redemption of Shares, the ACD may, if it considers the deal is substantial in relation to the total size of the Fund, arrange for the Fund to cancel the Shares and transfer Scheme Property to the Shareholder instead of paying the price of the Shares in cash, or, if required by the Shareholder, pay the net proceeds of sale of the relevant Scheme Property to the Shareholder.

A deal involving Shares representing 5% or more in value of the Fund will normally be considered substantial. However, the ACD may at its discretion agree an in specie redemption with a Shareholder whose Shares represent less than 5% in value of the Fund.

In such cases, the ACD will serve a notice on the Shareholder within two Business Days of receipt of the

redemption instruction that it proposes to make an in specie redemption and setting out the Scheme Property to be transferred to the Shareholder. The Shareholder may within four Business Days of receiving the notice serve a notice on the ACD requiring the ACD to sell the selected Scheme Property and pay the proceeds to the Shareholder.

The ACD will select the property to be transferred (or sold) in consultation with the Company's Depositary. The ACD must ensure that the property selection is made with a view to achieving no greater advantage or disadvantage to the redeeming Shareholder than to continuing Shareholders.

Minimum Redemption and Holding

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 redemption is set out in Appendix 5. Where the value of an individual holding of Shares would, in consequence of a request for redemption/cancellation, fall below these amounts in respect of the relevant Share classes in any Fund, such request may be treated as a request for redemption/cancellation of all the shares held by such Shareholder.

The value of shares for this purpose is calculated by reference to the current price. However, the ACD may, by special arrangement on a case by case basis and at its discretion, agree a lower amount in relation to the minimum redemption size.

Deferred Redemption

If redemptions in the Fund on a particular Dealing Day exceed 10% of the Fund's value, the ACD may, with the prior agreement of the Company's Depositary, or if the Depositary so requires, defer redemptions to the next valuation point in accordance with the FCA's COLL rules.

Any such deferral is undertaken in such a manner as to ensure the consistent treatment of all Shareholders who have sought to redeem Shares at the valuation point at which redemptions are deferred. All deals relating to the earlier valuation point are completed before these relating to a later valuation point are considered.

The intention of a deferred redemption is to reduce the impact of dilution on the Fund. In times of high levels of redemption, deferred redemption enables the ACD to protect the interests of continuing Shareholders and potential Shareholders, by allowing the ACD to match the sale of the Fund's property to the level of redemptions of Shares in that Fund.

19 SWITCHING AND CONVERSIONS

Conversions

Subject to any restrictions on the eligibility of investors for a particular share class, a Shareholder may convert shares of the same currency in one class in a Sub-Fund for shares of the same currency in a different class in the same Sub-Fund, subject to the investment minimum set out in this Prospectus.

Share class conversions are not possible between different currency share classes.

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

If a Shareholder wishes to convert shares they should apply to the ACD in the same manner as for a sale as set out in section 18 above.

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 or Registrar will notify Shareholders once the conversion has been effected.

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

In certain circumstances the ACD may mandatorily convert a shareholder's investment from one share class into another share class. The ACD will only undertake such a conversion where the proposed share class has identical or preferential terms and the ACD will provide shareholders with no less than 60 days' notice.

Depending on the circumstances, Share class conversions within the same Sub-Fund may be treated as a disposal for capital gains tax purposes. Share class conversions within the same Sub-Fund (where no other consideration is given or received) will generally not be treated as a disposal for capital gains tax purposes provided the property subject to the scheme and the rights of participants to share in the capital and income in relation to that property are the same immediately before and after the

event (ignoring any changes as a result of a variation in management charges). In particular, where the classes do not have the same rights to income and capital, for example, where a class is hedged, a conversion may give rise to a liability to capital gains tax or corporation tax on chargeable gains. Shareholders who are in any doubt as to their tax treatment should seek their own professional advice.

Switches

Where shares in more than one Sub-Fund are available, Shareholders may (subject to the qualifications below) exchange shares in one Sub-Fund for shares in a different Sub-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 Fund in respect of which there are no Shares in issue, or in any case in which they 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;
- the ACD does not allow switches between different currency share classes.

Exchanges between classes of shares linked to different Funds 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.

Instructions for switching Shares may be given to the ACD in writing marked for the attention of Investment Fund Services Ltd, Marlborough House, 59 Chorley New Road, Bolton BL1 4QP, by fax on 01204 533045 or by email to dealing@ifslfunds.com at the ACD's discretion.

Application

A Shareholder wishing to exchange Shares should apply in the same way as for a redemption (see above). An exchange to be made pursuant to a request received before the valuation point of the Fund concerned on a day which is a Dealing Day for that Fund (or, if the valuation points on that day differ, before the first to occur) will be effected at prices based on that day's valuation; where a request is received after that time, or on a day which is not a Dealing Day for the Fund, the exchange will be effected at a price based on the valuation made on the next such Dealing Day.

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

20 SUSPENSION OF DEALINGS

The ACD may, with the prior agreement of the Company's Depositary, or must if the Depositary so requires, temporarily suspend, without prior notice to Shareholders, the issue, cancellation, sale and redemption of Shares in one or more Funds of the Company, if the ACD or the Depositary is of the opinion that due to exceptional circumstances there is good and sufficient reason to do so, having due regard to the interests of Shareholders. For example, but without limitation, on the closure or suspension of dealing on a relevant stock exchange, or the inability of the ACD to ascertain properly the value of any or all of the assets or realise any material part of the assets of the Fund or Funds.

The ACD will notify Shareholders as soon as it is practicable of any decision to suspend dealings and the exceptional circumstances which have led to the decision to do so. The ACD and Depositary will keep the suspension under ongoing review and will conduct a formal review of the reasons for the suspension at least every 28 days. Shareholders will be kept informed in writing of updates concerning any suspension. The FCA will be notified immediately of any suspension of dealing in Shares and will be kept informed of the results of the formal reviews conducted by the ACD and Depositary.

Re-calculation of the Share price for the purpose of dealings in Shares will commence on the next

valuation point following the ending of the suspension.

During any suspension, the ACD will permit a Shareholder to withdraw any redemption request provided that this withdrawal is in writing and is received before the period of suspension ends. Any redemption request not withdrawn will be dealt with on the first Dealing Day following the end of the suspension.

21 MANDATORY REDEMPTION OF SHARES

If the ACD reasonably believes that any Shares are owned

- (a) directly or beneficially in circumstances which:
 - (i) 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;
 - (ii) may (or may if other Shares are acquired or held in like circumstances) result in the Company incurring any liability to taxation including withholding tax 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);
 - (iii) are held in a manner by virtue of which the Shareholder or Shareholders in question is/are not qualified to hold such shares; or
- (b) by a Shareholder who is registered in a jurisdiction (where the Fund is not registered or recognised by the relevant competent authority) whereby communication with that Shareholder by the ACD, on behalf of the Fund, might constitute a breach of the regulations in that jurisdiction (unless specific action is taken by the ACD to prevent such a communication constituting a breach),

it may give notice to the holder of such Shares requiring them to transfer the Shares 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 they and any person on whose behalf they hold the Shares are qualified and entitled to hold and own them, they will be deemed on the expiry of a thirty-day period to have requested their redemption.

Where the ACD decides to close a share class in any of the Funds, the ACD may mandatorily redeem a Shareholder's investment in that share class. The ACD will provide such Shareholders with no less than 30 days' notice prior to the redemption being effected.

22 DISTRIBUTION

The annual accounting period for the Company and the Funds ends on 31 December (the "**accounting reference date**"). The half-yearly accounting period ends on 30 June (the "**interim accounting reference date**").

The first annual accounting period of the Company will end on 31st December 2023. The first interim accounting period will end on 30 June 2024.

Allocations and, if relevant, distributions of income, will be made biannually on or before the last day of February (final) and on or before the 31 August each year. The first distribution of income will be made on or before 29 February 2024.

Distribution statements and tax certificates will be sent to Shareholders (if applicable). Payments will be made by bank automated credit system. Cheques will not be sent. Where an investor's bank details are not known or are inaccurate, accumulation shares will be purchased, where available.

Where relevant, any distributions unclaimed for a period of six years after having become due for payment shall be forfeited and shall become part of the capital property of the Fund 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 accounting period, the ACD must arrange for the Depositary to transfer the income available for distribution attributable to the Funds to the distribution appropriate account.

In this context, income available for distribution generally means all sums considered by the ACD, in each case after consultation with the Company's auditors, to be in the nature of income received or receivable for the account of and in respect of the property attributable to the Funds, but excluding any amount (if any) for the time being standing to the credit of the distribution account.

The ACD need not comply with the above provisions if the average of the allocations of income to the Shareholders of the Funds would be less than £10 or such other amount agreed between the ACD and the Depositary. In that case, such amounts may be carried forward to the next accounting period and will be regarded as received at the start of that period. Otherwise, such sums may be credited to capital as determined by the ACD.

On or before each income distribution date, the ACD must calculate the amount available for income distribution for the immediately preceding 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 auditors) 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 Company relating to income equalisation), 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 auditors).

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 and carry forward in the income account such amount as is necessary to adjust the allocation of income to the nearest one hundredth of a penny per share or such lesser fraction as the ACD may determine.

23 INCOME EQUALISATION

An allocation of income (whether annual or interim) to be made in respect of each Share issued or sold by the ACD during an accounting period in respect of which that income allocation is made may include a capital sum ("**income equalisation**") representing the ACD's best estimate of the amount of income included in the price of that Share.

The amount of income equalisation in respect of any Share may be the actual amount of income included in the issue price of the Share in question or it may be an amount arrived at by taking the aggregate of the ACD's best estimate of the amounts of income included in the share price of Shares of that class issued or sold in the annual or interim accounting period in question and dividing that aggregate by the number of those Shares and applying the resultant average to each of the Shares in question.

Equalisation applies only to Shares purchased during the relevant accounting period.

24 THE AUTHORISED CORPORATE DIRECTOR'S CHARGES

The price per share at which Shares are bought, redeemed, converted or switched is calculated in accordance with the Regulations. Any initial charge or redemption charge is payable in addition to the price or deducted from the proceeds and is taken from the gross subscription or redemption monies.

Initial Charge

The ACD may impose a charge payable by a Shareholder on the issue of Shares (the "**initial charge**").

Any initial charge will be deducted from the investment proceeds at the outset and is calculated as a percentage of the price of a Share. The current initial charge applicable to the share classes available are set out in Appendix 5.

The ACD may waive or discount the initial charge at its discretion.

If at any time the current initial charge applicable to Shares of a particular Fund is increased, the ACD is required to give not less than 60 days' prior notice in writing to all Shareholders before such increase may take effect. The ACD is also required to revise the Prospectus to reflect the new current rate and the date of its commencement.

The initial charge (if any) is exclusive of VAT which shall, if applicable, be payable in addition.

Redemption Charge

The ACD currently makes no charge on a cancellation or redemption of Shares although the ACD is permitted to charge SDRT provision (as explained above). The ACD has the right to introduce a charge on redemption of Shares in the future (subject to COLL), but this will not affect Shares issued prior to its introduction.

Switching Charge

The ACD does not currently impose a charge on switching or conversions of Shares.

Annual Charge

The ACD is entitled to an annual charge which accrues daily from the first valuation point and is payable monthly. This charge is calculated by reference to the value of the Fund on the preceding day and is payable out of the property attributable to the Fund. It is paid within seven days of the month end. The annual charge is payable by the Company from the Scheme Property attributable to the Fund and is paid to the ACD by way of remuneration for its duties and responsibilities to the Company as ACD. The charge is calculated separately in relation to each share linked to the Fund as a percentage rate per annum of the total value of the units of entitlement in the property of the Fund on the relevant valuation date.

The fees and expenses payable to the Investment Manager for each Fund will be paid by the ACD out of the annual charge.

The current annual management charge in respect of the share class available is set out in Appendix 5.

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

Any increase in the above rates 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 first accrual will be in respect of the period from the day on which the first valuation is made of the relevant Fund to the end of that month and is based on the first valuation point. The annual charge will cease to be payable (in relation to a Fund) 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 amount(s) accruing due on the last relevant valuation date before the event concerned will be adjusted accordingly.

25 THE FEES, CHARGES AND EXPENSES OF THE DEPOSITARY

The Depositary receives for its own account a periodic fee which will accrue daily based on the value of the Funds on the immediately preceding day and is payable as soon as practicable after the month end (and in any event within seven days after the month end). The first accrual is calculated by reference to the first valuation point of the Funds. The fee is payable out of the property attributable to the Funds.

The rate of the periodic fee is agreed between the ACD and the Depositary from time to time and in relation to each Fund is calculated on a sliding scale plus VAT of the total value of the Fund per annum:

- 0.022% per annum of the first £100 million of the Scheme Property;
- 0.019% per annum on the next £200 million of the Scheme Property;
- 0.015% per annum on the next £700 million of the Scheme Property;

- 0.0075% per annum of the balance.

These rates can be varied from time to time in accordance with COLL.

The first accrual in relation to any Fund will take place in respect of the period beginning on the day on which the first valuation of the Fund is made and ending on the last Business Day on which that day falls.

In addition to the periodic fee referred to above, the Depositary shall also be entitled to be paid (out of the Scheme Property) transaction and custody charges in relation to transaction handling and safekeeping of the Scheme Property as follows:

Item	Range
Transaction Charges	£2.40 to £111.75
Custody Charges	0.003% to 0.81%

These charges vary from country to country depending on the markets and the type of transaction involved. Transaction charges accrue at the time the transactions are effected and are payable as soon as is reasonably practicable, and in any event not later than the last business day of the month when such charges arose or as otherwise agreed between the Depositary and the ACD. Custody charges are expressed as a percentage of the net asset value of the Funds and accrue and are payable as agreed from time to time by the ACD and the Depositary.

Where relevant, the Depositary may make a charge for its services in relation to: distributions, the provision of banking services, holding money on deposit, lending money, or engaging in stock lending transactions, in relation to the Funds and may purchase or sell or deal in the purchase or sale of Scheme Property, provided always that the services concerned and any such dealing are in accordance with the provisions in COLL.

The Depositary will also be entitled to payment and reimbursement of all costs, liabilities and expenses properly incurred in the performance of, or arranging the performance of, functions conferred on it by the Instrument, COLL or by the general law.

Ranges of Charges

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.

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 Depositary Agreement.

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

26 OTHER PAYMENTS OF THE COMPANY

Subject to the Regulations, the following expenses (being the actual amounts incurred together with any VAT payable thereon) may also be payable by the Company or a Fund (as applicable) out of its assets at the discretion of the ACD:

- 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 (where permitted under the FCA Handbook), fiscal charges and other disbursements which are necessarily incurred in effecting transactions for the Fund and normally shown on contract notes, confirmation notes and difference accounts as appropriate;

- the bank charges and any other fees incurred by transacting in foreign currencies as a result of purchases, redemption and any other payments or transactions linked to the foreign currency share classes;
- the direct and indirect transaction and operational costs and/or fees arising from time to time as a result of the ACD's use of efficient portfolio management techniques (as described in Appendix 1);
- any costs incurred in producing or dispatching a payment made by the Funds;
- any costs incurred in taking out and maintaining an insurance policy in relation to the Funds;
- any expenses incurred in relation to any secretarial duties, such as maintaining any necessary documentation;
- any costs in relation to the publication of share prices or the NAV of the Funds;
- any amount payable by the Funds under any indemnity provisions to the extent permitted under the Regulations;
- interest on borrowings permitted under the Instrument of Incorporation and this Prospectus and all charges incurred in negotiating, entering into, varying, carrying into effect with or without variation, maintaining and terminating the borrowing arrangements;
- taxation and other duties payable in respect of the Company and its Funds, the Instrument or in respect of the issue or sale of shares;
- any costs incurred in respect of convening and holding any meetings of Shareholders, including meetings convened on a requisition by holders not including the ACD or an associate of the ACD;
- any costs in modifying the Instrument of Incorporation, Prospectus, the Key Investor Information Document, or Supplementary Information Document of the Company, including costs incurred in respect of meetings of Shareholders convened for the purpose, where the modification is:
 - necessary to implement any change in the law including changes to the Regulations; or
 - necessary as a direct consequence of any change in the law including changes to the Regulations; or
 - expedient having regard to any fiscal enactment and which the ACD and the Depositary agree is in the interest of Shareholders; or
 - to remove obsolete provisions from the Instrument of Incorporation, the Prospectus the Key Investor Information Document;
- any costs incurred in respect of any other meeting of Shareholders convened on a requisition by holders not including the ACD or an associate of the ACD in relation to a scheme of arrangement where the property of a body corporate (such as an investment company) or of another collective investment scheme is transferred to the Funds in consideration of the issue of shares in the Fund to Shareholders in that body corporate or to participants in that other scheme, and 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;
- the expenses of the Depositary in convening a meeting of Shareholders convened by the Depositary alone;
- any audit fees of the Auditor and any proper expenses of the Auditor;
- any fees and any proper expenses of any professional advisers retained by the Company or by the Company in relation to the ACD;
- the cost of preparing, printing and distributing literature required or necessary for the purpose

of complying with COLL, the OEIC Regulations, the FCA's Conduct of Business Rules or any other law or regulation, (excluding the cost of dissemination of the Key Investor Information Document);

- the costs of printing and distributing annual, half yearly and quarterly reports and any other reports or information provided for Shareholders;
- any costs of listing the prices of the Funds in publications and information services selected by the ACD;
- the fees and any proper expenses of any professional advisers incurred by the ACD and the Depositary in relation to the establishment of the Company and its Fund(s);
- the fees of the FCA under Schedule 1, Part III of the Act or the corresponding periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which shares in the Funds are or may be marketed;
- any sum due by virtue of any provision of COLL such as cancellation proceeds and reasonable stock lending expenses;
- any other charges/expenses that may be taken out of the Company's property in accordance with COLL;
- value added tax in respect of any of the costs, expenses, fees and charges payable by the Funds;
- fees and expenses in respect of third party system providers (such as EMX or Calastone) to enable straight through processing (or "STP") with the Registrar.

Registration Fees

For each Fund the ACD is entitled to charge the Company fees and expenses in respect of establishing and maintaining the Register of Shareholders (and any plan sub-register) and related functions. This registration charge is £15.00 per annum per Shareholder.

Set-up costs

Subject to COLL, the ACD and the Depositary are permitted to be reimbursed for the set-up costs incurred in relation to the authorisation and establishment of the Company, its Funds and any new Funds.

Treatment of charges

Expenses and charges may be payable out of the capital property or the income property of the Funds at the discretion of the ACD in accordance with the Regulations. Charges made to the capital property of the Fund may constrain capital growth.

Charges to Capital

In the event that all or part of the remuneration of the ACD may be treated as a capital charge, this may result in a constraint of capital growth for the Fund. The maximum amount of the charge which may be so treated for the Funds is the periodic charge payable to the ACD as shown in Appendix 5. The current allocation of the ACD's annual charge in respect of each Fund is set out below:

Fund	Treatment of ACD's annual charge
IFSL CPN Global Opportunities Fund	Income
IFSL CPN Defensive Strategy Fund	Income

In relation to the Funds, subject to and in accordance with COLL, all or part of the charges and expenses of the Company may be treated as a capital charge if agreed by the ACD and the Depositary.

Allocation of Expenses

Where shares in two or more Funds are issued, any fees, liabilities, costs, charges or expenses not attributable to a particular Fund will generally be allocated between the Funds pro rata to net asset value of the Funds. However, the ACD has the discretion to allocate these fees and expenses in a manner which it considers is fair to the Shareholders generally. In each such case such expenses and disbursements may also be payable if incurred by any person (including 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.

27 TAXATION

THE FOLLOWING SUMMARY IS BASED ON CURRENT UK LAW AND HM REVENUE & CUSTOMS ("HMRC") PUBLISHED PRACTICE. THE RELEVANT TAXATION RULES, INCLUDING LEVELS AND BASES OF, AND RELIEFS FROM TAXATION, THEIR INTERPRETATION AND HMRC PRACTICE, MAY BE SUBJECT TO CHANGE IN THE FUTURE. IT IS INTENDED TO OFFER SOME GENERAL GUIDANCE ON CERTAIN ASPECTS OF THE UK TAXATION OF THE COMPANY AND ITS SHAREHOLDERS. IT DOES NOT TAKE ACCOUNT OF PARTICULAR INVESTORS' INDIVIDUAL CIRCUMSTANCES AND DOES NOT ADDRESS THE POSITION OF INVESTORS WHO ARE NON-UK RESIDENT (AND IN THE CASE OF INDIVIDUALS NON-UK DOMICILED), DEALERS IN SECURITIES OR WHO ARE NOT THE ABSOLUTE BENEFICIAL OWNERS OF THE SHARES HELD AS AN INVESTMENT. THIS SUMMARY SHOULD NOT BE REGARDED AS DEFINITIVE OR EXHAUSTIVE AND DOES NOT CONSTITUTE LEGAL OR TAX ADVICE AND PROSPECTIVE INVESTORS SHOULD SEEK THEIR OWN PROFESSIONAL ADVICE ON THE TAXATION CONSEQUENCES OF INVESTING IN THE COMPANY IF THEY ARE IN ANY DOUBT ABOUT IT.

Taxation of the Company

Each Fund is regarded as a separate taxable corporate entity in its own right and is subject to the special corporation tax rules that apply to authorised investment funds. The applicable rate of corporation tax is the basic rate of income tax in force for the financial year (currently 20%).

Insofar as a Fund invests in foreign investments it may, in addition, be subject to tax in overseas jurisdictions at varying rates, generally by way of the foreign tax being withheld from income payments.

Income

Each Fund will be liable to corporation tax on any excess of taxable income over allowable expenses, including expenses of management.

Chargeable gains

The Funds will be exempt from UK corporation tax on chargeable gains arising on the disposal of their investments. An exception to this are gains arising from non-reporting offshore funds which may be chargeable as income to corporation tax.

Stamp taxes

The Funds are liable to pay SDRT (or stamp duty) when they purchase underlying investments subject to SDRT (or stamp duty). The position of incoming and outgoing investors is covered in section 16 'Stamp duty reserve tax'.

Taxation of the Shareholder

In the case of Accumulation Shares, accumulation of income will be treated as a distribution for UK tax purposes. It is not currently intended that any of the Funds will be treated as a "bond fund" for UK tax purposes.

Individual Shareholders Income

The Funds will make dividend distributions without deduction of income tax. The first £500 dividend income including of dividend distributions received by individual investors in any tax year is covered by the dividend allowance and is exempt from UK income tax. Amounts received in excess of this should be reported on the individual investor's UK Self-Assessment Tax Return and individual investors liable to income tax at the basic rate will have an additional liability to income tax equal to 8.75% of the dividends to the extent that such sum, when treated as the top slice of the individual's income, falls above the threshold for basic rate tax. Higher rate taxpayers will have a further liability to income tax equal to 33.75% of the dividends to the extent that such sum, when treated as the top slice of the individual's income, falls above the threshold for higher rate tax. Additional rate taxpayers will have a further liability to income tax equal to 39.35% of the dividends to the extent that such sum, when treated as the top slice of the individual's income, falls above the threshold for the additional rate of tax.

It is expected that the IFSL CPN Defensive Strategy Fund will show amounts available for distribution as yearly interest, in which case the following will apply.

For holders of Accumulation Shares, the UK tax treatment will be the same as if they held income shares, albeit that they do not receive the income represented by the yearly interest distribution at the time of that distribution and that income is instead re-invested. Such holders will be treated as having received the re-invested income and will be issued a tax voucher accordingly.

The IFSL CPN Defensive Strategy Fund will make all interest distributions gross, that is without the deduction of income tax.

For Shareholders who are individuals resident in the UK and other Shareholders within the charge to UK income tax, the distribution is treated as savings income in the hands of individuals, however, no tax will be deducted from the interest distributions at source. Income is taxable at the basic rate (20%), higher rate (40%) or additional rate (45%) depending on the individual's personal tax circumstances. The first £1,000 of total savings income from all sources for basic rate taxpayers (£500 for higher rate taxpayers) is not subject to UK tax, although it forms part of the individual's total income for the purpose of calculating their income tax liability.

For Shareholders within the charge to UK corporation tax (which includes non-resident Shareholders who are carrying on a trade in the UK through a permanent establishment) and Shareholders who are resident in countries other than the UK for tax purposes, no tax will be deducted from the interest distribution at source. The tax regime relating to corporate loan relationships contained in Part 5 of the Corporation Tax Act 2009 is generally applied to yearly interest distributions to such Shareholders as if the yearly interest distribution were interest on a loan by the Shareholder to the fund in question.

For Shareholders who are resident in countries other than the UK for tax purposes (and who do not fall within the categories of Shareholders described in the previous two paragraphs), no tax will be deducted from the interest distribution at source.

Chargeable gains

Capital gains made by individual Shareholders who are resident in the UK for tax purposes on the sale, disposal or as a result of any other chargeable event will be tax free if they fall within an individual's annual capital gains exemption. For the tax year 2024/2025, the first £3,000 of an individual's chargeable gains (that is after deduction of allowable losses) from all sources will, therefore, be exempt from capital gains tax. Subject to their personal circumstances, gains in excess of this amount are taxed at 10% for basic rate taxpayers and 20% for higher and additional rate taxpayers.

ISAs

It is intended that Shares will satisfy the eligibility requirement to be qualifying investments for a stocks and shares component of an ISA. Income and gains within an ISA are tax free.

Corporate Shareholders Dividend distributions

Dividend distributions received by corporate Shareholders chargeable to UK corporation tax will need to be streamed into 'franked' and 'unfranked' income according to the underlying gross income of the Company.

In broad terms, the portion treated as being 'franked' will be such proportion of the Company's total income (brought into account when determining the distribution for the period in question) which consists of dividend income received which is treated as exempt under Part 9A of CTA 2009. The 'franked' portion will be treated as exempt dividend income when received by a UK resident corporate Shareholder (unless the Shareholder is treated as a dealer in securities for tax purposes). The 'unfranked' portion will be treated as an annual payment from which income tax at a rate of 20% has been deducted. A UK resident corporate Shareholder will, therefore, be liable to corporation tax at the rate applicable to that corporate Shareholder but with credit for the income tax deducted. Such Shareholders may, therefore, be liable to further tax or entitled to reclaim the deemed tax credit from HMRC. Any ability to claim repayment of the income tax credit will be limited to the corporate Shareholder's share of the Fund's liability to corporation tax for the distribution period in question.

Chargeable gains

Capital gains made by Shareholders liable to UK corporation tax will be chargeable to corporation tax after taking account the availability of any historic indexation relief. Authorised investment funds are currently subject to a special rate of corporation tax of 20%.

Information reporting

The International Tax Compliance Regulations 2015 (SI 2015/878) as amended (the "**Tax Compliance Regulations**") enable the automatic exchange of information between the UK and other jurisdictions. The Tax Compliance Regulations implement the UK's obligations in respect of: (a) the Intergovernmental Agreement signed by the UK and the USA to implement FATCA; and (b) the Multilateral Competent Authority Agreement on the Automatic Exchange of Financial Account Information signed by the UK on 29 October 2014 to implement the OECD's Common Reporting Standard ("**CRS**") on Reporting and Due Diligence for Financial Account Information.

The Company is a UK Financial Institution for the purposes of the Tax Compliance Regulations. Consequently it (or the ACD) will be required to undertake due diligence and/or obtain information on Shareholders, including their name, address, tax identification number, tax residency and status, and details (if applicable in the case of certain types of Shareholders) of persons that directly or indirectly have an interest in the Shareholders. They will be required to report certain information about Shareholders and their investments to HMRC on an annual basis.

Shareholders are, therefore, notified that information relating to Shareholders which is required to be reported under the Tax Compliance Regulations (or by other similar laws or regulations) will be reported to HMRC and may be transferred to the government of another territory in accordance with a relevant agreement.

The ACD or its delegate retains the right to request from Shareholders such information, documentation and certification as they determine may be required from time to time in order to fulfil reporting duties on such matters. Any Shareholder that fails to provide the required information may be subject to a compulsory redemption of their Shares and/or mandatory penalties.

By signing the application form to subscribe for Shares in the Company, each affected Shareholder is agreeing to the disclosure as outlined above and to provide any relevant information upon request from the ACD or its delegate.

The extent to which information about Shareholders will be required to be reported to HMRC will depend upon the information provided and the ACD's determination of what is necessary in order to comply with their relevant obligations. Shareholders are encouraged to consult with their own tax advisors regarding the possible implications of the Tax Compliance Regulations, FATCA, the CRS and similar rules on their interest in the Company.

28 REPORTS AND ACCOUNTS

The annual accounting period of the Company ends on the 31st December.

The annual report of the Company (the "**long report**") will be published on or before the end of April and the half-yearly long report on or before the end of August 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 or from www.ifslfunds.com. These reports may also be inspected at the Depositary's office during normal office hours.

29 ANNUAL GENERAL MEETING

The OEIC Regulations allow for the Company to dispense with the requirement to hold Annual General Meetings. The ACD has therefore decided that the Company will not hold Annual General Meetings. Shareholders will therefore only be entitled to exercise their voting rights at Extraordinary General Meetings of the Company.

30 VOTING

The convening and conduct of Shareholder's meetings and the voting rights of Shareholders at those meetings are governed by the Instrument of Incorporation and the Regulations, which are summarised below.

Notice and Quorum

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. Shareholders will be given at least 14 days' prior notice of a general meeting.

The quorum for a meeting is two Shareholders present in person or by proxy. 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.

Voting Rights

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 they vote, use all their votes or cast all the votes they use 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 chairperson, 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 their attorney or, if the appointor 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 Shareholder.

A corporation, being a Shareholder, 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 Shareholders and the person so authorised is entitled to exercise the same powers on behalf of the corporation which they represent as the corporation could exercise if it were an individual holder.

In the case of joint holders the vote of the most 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 Shareholders.

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

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 themselves 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 their 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. A minimum of 60 days' prior 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 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.

Virtual Shareholder Meetings

If the ACD opts to hold a meeting of Shareholders on a fully or semi-virtual basis in accordance with the provisions of the Instrument of the Company then physical attendance at such meeting may not be permitted. Subject to COLL and the OEIC Regulations, a Shareholder does not have a right:

- (a) to attend the meeting in person; or
- (b) to vote by a particular means.

31 INVESTMENT AND BORROWING POWERS

A description of the types of property the Company may invest in, and a summary of the applicable limits is set out in Appendix 1. A list of the eligible securities is set out in Appendix 2.

32 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 Shareholder, 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 ACD for registration. The transferor remains the holder until the name of the transferee has been entered in the Register.

The Company or the ACD 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.

33 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. Save as otherwise provided in the Instrument as explained in this Prospectus, winding up of the Company or termination of a Fund 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 a Fund will be able to meet all its liabilities within twelve months of the date of the statement (a "**solvency statement**").

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

- if an extraordinary resolution of Shareholders of either the Company or the relevant Fund (as appropriate) to that effect is passed;
- 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 that Fund;
- on the effective date of a duly approved scheme of arrangement which is to result in the Company ceasing to hold any Scheme Property, or
- on the effective date of a duly approved scheme of arrangement which is to result in a Fund ceasing to hold any Scheme Property.

The ACD may request that a 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 £10 million (or its equivalent in the base currency of the Fund).

The winding up of the Company or termination of a 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 a 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 a Fund will be made to the holders of Shares linked to that Fund, in proportion to the units of entitlement in the property of that Fund 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, 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.

34 FAIR TREATMENT OF INVESTORS

The ACD seeks to ensure the fair and equitable treatment of Shareholders by complying with the Regulations, the Fund's Instrument, and this Prospectus. The ACD employs a variety of management information to monitor both its own and its delegates' activities to ensure that the Funds perform in accordance with expectations and that Shareholders receive service and information of an acceptable standard.

As at the date of this Prospectus the ACD has not granted preferential treatment or the right to obtain preferential treatment to any investor or potential investor in the Funds. As such, all investors in the Funds will invest in the same manner and on the same terms.

35 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 and, 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.

Investors' Rights

Absent a direct contractual relationship between a Shareholder and a service provider to the Company, Shareholders generally have no direct rights against the relevant service provider and there are only limited circumstances in which a Shareholder may potentially bring a claim against the relevant service provider. Instead, the proper defendant in an action against the relevant service provider would generally be the Company itself.

Conflicts of Interest

The ACD has in place a conflicts policy which identifies potential conflicts which constitute or may give rise to a conflict of interest that may have an adverse impact upon the interests of the Company, and the procedures which will be followed in order to manage such conflicts.

The Depositary or any associate of the Depositary, may (subject to COLL) hold money on deposit from, lend money to, or engage in stock lending transactions in relation to the Company, so long as the services concerned are provided on arm's length terms.

The Depositary, the ACD, or the 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 and any of its associates 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 and the Investment Adviser (and other companies within their respective groups) may, from time to time, act as managers to other funds or Sub-Funds which follow similar investment objectives to that of the Fund. It is therefore possible that the ACD and/or Investment Adviser may in the course of their business have potential conflicts of interest with the Company or the Fund. The Depositary may act as the depositary of other open-ended investment companies and as trustee or custodian of other collective investment schemes.

The Depositary, the ACD, or the 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 COLL; or

- (c) their dealing in property equivalent to any owned by (or dealt in for the account of) the Company.

Liability and Indemnity

With the exception mentioned below:

- The ACD, the Depositary and the Auditors are each entitled under the Instrument of Incorporation of the Company to be indemnified against any liability incurred by them in defending any proceedings (whether civil or criminal) for negligence, default, breach of duty or breach of trust in each case in relation to the Company in which judgment is given in their favour or they are respectively acquitted or in connection with any application under Regulation 63 of the OEIC Regulations in which relief is granted to them respectively by the Court. The indemnity under the Instrument of Incorporation does not apply to any liability to the extent that it is recovered from another person; 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 Auditors in respect of any negligence, default, breach of duty or breach of trust in relation to the Company;
- any liability, loss or damage in relation to which any indemnity or exemption (as relevant) would not be permitted under the Regulations; and
- any liability on the part of the Depositary for any failure to exercise due care and diligence in the discharge of its functions.

Rebate of Fees

The ACD may at its sole discretion rebate its initial, or periodic charges in respect of any application for, or holding of, Shares. Similarly, the Company may rebate or waive its charges in relation to any exchange of shares.

36 GENERAL

Complaints

Any complaint should in the first instance 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 the ACD's internal complaints handling procedure are available free of charge from the ACD. You can also visit the website www.financial-ombudsman.org.uk.

Cancellation Rights

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.

When the investment is a lump sum investment an Applicant who is entitled to cancel and does so will not get a full refund of the money paid by them 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 they 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.

Service of Notices or Other Documents to the Company

The address for service on the Company of notices or other documents required or authorised to be served on it is Marlborough House, 59 Chorley New Road, Bolton BL1 4QP.

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

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.

Data Protection

The data controller in respect of the personal data you provide on your application form (or you otherwise submit to the ACD in connection with your application for the services generally) is the ACD, who you can contact using the contact details below.

The ACD will process the personal data that you provide as set out below:

Purpose	Type of data	Basis for processing
Providing investment and administration services to you	Identity, contact and financial data	Performance of a contract with you
Carrying out identity checks, anti-money laundering checks and checks with fraud prevention agencies	Identity, contact and financial data	Necessary to comply with a legal obligation
Statistical analysis to understand how you use the ACD's services	Identity, contact, financial, transaction, technical, usage and marketing and communications data	Necessary for the ACD's legitimate interests (to improve its services and develop its business)
To inform you about updates to the service and to notify you about other products and services offered by the ACD that may be of relevance to you.	Identity, contact, usage and marketing and communications data	Necessary for the ACD's legitimate interests (to market its services and develop its business) or, if the ACD cannot rely on legitimate interest for direct electronic marketing, where you have given us your consent to receive such marketing.
To ask you to participate in surveys for market research purposes, and to analyse those surveys and research to benchmark our services.	Identity, contact and marketing and communications data	Necessary for our legitimate interests (to improve our services and develop our business)

The ACD strives to provide you with choices regarding certain personal data uses particularly around marketing and advertising. It is possible to opt in to receiving marketing communications by contacting the ACD using the details below. If you do not provide the ACD with the personal data that the ACD specifies is required for the supply and administration of the services, then the ACD may not be able to provide the services to you.

To the extent that it is necessary for the supply and administration of the services, the ACD may disclose your information: (a) to credit reference agencies to assess your eligibility for the product or service applied for and to verify your identity; (b) to third parties who the ACD uses to assist it in administering the Company; (c) another division or part of the ACD's group (if there is a restructuring of the ACD's business) or to the buyer of the business (if the business is sold); or (d) where the ACD is under a duty to disclose your personal data in order to comply with a legal obligation or to protect the rights, property or safety of the ACD, its associates, or others. Where an authorised financial adviser acts on your behalf, the ACD will disclose information concerning your investment to that financial adviser.

Your personal data may be processed outside the United Kingdom where it is necessary in order to provide the services to you. In each instance, the ACD will ensure that the transfer is in compliance with the requirements of applicable data protection law (such as the transfer being to a country approved as providing adequate protection; there being appropriate safeguards in place; or one of the derogations for specific situations applying to the transfer).

The ACD will keep your personal data stored on its systems for as long as it takes the ACD to provide the services to you. The ACD will retain and use your information as necessary to comply with its legal obligations, resolve disputes and enforce its rights. The ACD reviews its data retention policies regularly and will retain your personal data only as long as necessary for the purpose for which it processes that data.

Data protection legislation gives you the right to access information held about you. In the event that an access request is unfounded, excessive or especially repetitive, the ACD may charge a 'reasonable fee' for meeting that request. Similarly, the ACD may charge a reasonable fee to comply with requests for further copies of the same information (that fee will be based upon the administrative costs of providing the information).

You are entitled to receive the personal data that you have provided to the ACD in a structured, commonly used and machine-readable format, and to transmit that data to another data controller. You can exercise your data protection rights, including your rights to access, restrict, object to the processing of, rectify and erase your personal data by writing to the ACD at: Marlborough House, 59 Chorley New Road, Bolton, BL1 4QP. If you are unhappy with the way in which your personal data is being processed you have a right to lodge a complaint with the Information Commissioner's Office. You can report your concerns by telephoning their helpline on 0303 123 1113 or through their website at <https://ico.org.uk/concerns>.

The Financial Services Compensation Scheme

The Financial Services Compensation Scheme Limited (FSCS) is the UK's compensation fund of last resort for customers of authorised financial services firms. They may pay compensation if a firm is unable, or likely to be unable, to pay claims against it. This is usually because it has stopped trading. 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, PO Box 300, Mitcheldean GL17 1DY.

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 Marlborough House, 59 Chorley New Road, Bolton BL1 4QP:

- Latest version of the Company's Prospectus;
- Latest version of the Key Investor Information Document;
- Latest version of the Company's Instrument of Incorporation which constitutes the Company and the Funds;
- The latest annual and half-yearly long reports applying to the Funds;
- 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; and
- The ACD Agreement.

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

Governing Law

The Company, the Instrument, this Prospectus and any matters arising out of or in connection with a Shareholder's investment 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. Any dispute or claim in connection with the rights of the Shareholders and/or the subject matter or formation of the Instrument and this Prospectus and/or 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.

Potential investors should note that there are a number of legal instruments providing for the recognition and enforcement of foreign judgments in England and Wales. Depending on the nature and jurisdiction of the original judgment, the 2005 Hague Convention on Choice of Court Agreements, which has force

of law in the UK by virtue of section 3D of the Civil Jurisdiction and Judgments Act 1982 as introduced by the Private International Law (Implementation of Agreements) Act 2020; the Civil Jurisdiction and Judgments Act 1982 as amended by the Civil Jurisdiction and Judgments (Amendment) Regulations 2014; the Administration of Justice Act 1920; and the Foreign Judgments (Reciprocal Enforcement) Act 1933 may apply. There are no legal instruments providing for the recognition and enforcement of judgments obtained in jurisdictions outside those covered by the instruments above, although such judgments might be enforceable at common law.

Historical Performance Information

Past performance is not an indicator of future performance.

Please see Appendix 4 for historical performance information

Appendix 1 - Summary of Investment and Borrowing Powers

The Company may exercise, in respect of the Funds, 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 and this Prospectus (including this Appendix) and the relevant Fund's investment objective and policy.

The ACD shall ensure that, taking into account the relevant Fund's investment objectives, the Scheme Property of the Company aims to provide a prudent spread of risk.

The Scheme Property of a Fund must, subject to its investment objective and policy and except where otherwise provided by COLL 5, consist solely of any or all of:

- (a) transferable securities;
- (b) approved money-market instruments;
- (c) units in collective investment schemes;
- (d) derivatives and forward transactions;
- (e) deposits; and
- (f) movable and immovable property that is essential for the direct pursuit of the Company's business, in each case in accordance with the rules in COLL.

The requirements on spread (as set out below) do not apply until the expiry of a period of six months after the date of effect of the authorisation order in respect of the Funds (or on which the initial offer commenced if later) provided that the requirement to maintain prudent spread of risk is complied with.

It is not intended that the Funds will have a direct interest in any immovable property or tangible movable property.

Collective Investment Schemes

The Funds may invest up to 100% of the Scheme Property in units or shares in collective investment schemes (each a "**second scheme**"). Not more than 20% in value of the property of a Fund may consist of units or shares in any one second scheme.

For the purposes of investment in units or shares in collective investment schemes, each Fund of the Company is to be treated as if it were a separate scheme, but no Fund may invest in another Fund of the Company.

A Fund must not invest in units or shares or a second scheme unless the second scheme satisfies the conditions referred to below and provided that no more than 30% of the value of the Scheme Property attributed to the relevant Fund is invested in second schemes within categories (b) to (e) below:

- (a) The second scheme must fall within one of the following categories:
 - (i) a UK UCITS or a scheme which satisfies the conditions necessary for it to enjoy the rights conferred by the UCITS Directive as implemented in the EEA; or
 - (ii) a scheme which is recognised under the provisions of section 270 of the Financial Services and Markets Act 2000 (schemes authorised in designated countries or territories); or
 - (iii) a scheme which is authorised as a Non-UCITS Retail Scheme (as defined in COLL) and in respect of which the requirements of article 19(1)(e) of the UCITS Directive are met; or
 - (iv) a scheme which is authorised in another EEA State (and in respect of which the requirements of article 19(1)(e) of the UCITS Directive are met); or
 - (v) 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
 - ii. approved the scheme's management company, rules and depositary/custody

arrangements (and in respect of which the requirements of article 19(1)(e) of the UCITS Directive are met).

- (b) The second scheme must comply, where relevant, with those COLL provisions regarding investment in other group schemes and associated schemes (referred to below).
- (c) The second scheme must have terms which prohibit more than 10% in value of the Scheme Property consisting of units in collective investment schemes.
- (d) Where the second scheme is an umbrella scheme, the provisions in (ii) and (iii) above and in the paragraph headed "Spread – General" below apply to each Sub-Fund of the second scheme as if it were a separate scheme.

Where shares in more than one Fund are available, the Scheme Property attributable to a Fund may include shares in another Fund (a "**Second Fund**"), provided that:

- (a) the Second Fund does not hold Shares in any other Fund of the Company; and
- (b) the investing or disposing Fund must not be a feeder UCITS to the Second Fund.

Investment in other collective investment schemes managed by the ACD

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 (including a Second Fund). However, if a Fund 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 that Fund before the close of the business on the fourth Business Day after the agreement to invest or dispose of units:

- (a) on investment – if the ACD pays more for the 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 units; and
- (b) on a disposal – any amount charged by the issuer on the redemption of such units.

Where a Fund invests in another collective investment scheme, the maximum annual management charge that may be charged to that collective investment scheme is 2%.

Transferable Securities and Money Market Instruments

The Funds may invest up to 100% of the Scheme Property in transferable securities and money market instruments which are:

- (a) admitted to or dealt in on an eligible market in accordance with COLL;
- (b) recently issued transferable securities with terms of issue which 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;
- (c) approved money market instruments not admitted to or dealt on an eligible market provided the issuer or issuer is regulated for the purposes of protecting investors and savings and the instrument is issued or guaranteed by any one of the following in accordance with the requirements in COLL:
 - (i) a central authority of the United Kingdom or an EEA state or, if the EEA State is a federal state, one of the members making up the federation;
 - (ii) a regional or local authority of the United Kingdom or an EEA State;
 - (iii) the Bank of England, the European Central Bank or a central bank of an EEA State;
 - (iv) the European Union or the European Investment Bank;
 - (v) a non-EEA State or, in the case of a federal state, one of the members making up the federation;
 - (vi) a public international body to which the United Kingdom or one or more EEA States belong;
 - (vii) issued by a body, any securities of which are dealt in on an eligible market; or
 - (viii) issued or guaranteed by an establishment which is subject to prudential supervision

in accordance with criteria defined by UK or EU law, or subject to and complies with prudential rules considered by the FCA to be at least as stringent as those laid down by UK or EU law.

Not more than 10% in value of the Scheme Property of the Funds may consist of transferable securities which do not fall within (a) to (c) above or which are money market instruments which are liquid and have a value which can be determined accurately at any time.

Not more than 5% in value of the property of the Funds may consist of transferable securities or 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 attributable to a Fund. 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 the Funds is to consist of transferable securities and approved money market instruments issued by the same group.

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

Transferable securities

The Funds may invest in transferable securities. For the purposes of COLL a transferable security is an investment which is either a share, debenture, alternative debenture, a government and public security, a warrant or a certificate representing certain securities.

The Funds may invest in transferable securities only to the extent that the relevant transferable security fulfils the following criteria:

- (a) the potential loss which the Funds 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 not to compromise the ability of the ACD to comply with its obligation to redeem Shares at the request of any qualifying Shareholder, and to be negotiable.

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:

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

Transferable securities linked to other assets

The Company and 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:

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

Where an investment (as described above) contains 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.

Approved Money-market Instruments

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

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

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

A money-market instrument shall be regarded as liquid if it can be sold at limited cost in an adequately short time frame, taking into account the obligation of the ACD to redeem units at the request of any qualifying Shareholder (see COLL 6.2.16R(3)).

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

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

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.

Money-market instruments with a regulated issuer

In addition to instruments admitted to or dealt in on an eligible market, a Fund may invest in an approved money-market instrument provided it fulfils the following requirements:

- (a) the issue or the issuer is regulated for the purposes of protecting investors and savings; and
- (b) the instrument is issued or guaranteed in accordance with the paragraph below headed "Issuers and guarantors of money-market instruments"

The issue or the issuer of a money-market instrument, other than one dealt in on an eligible market, shall be regarded as regulated for the purpose of protecting investors and savings if:

- (a) the instrument is an approved money-market instrument;
- (b) appropriate information is available for the instrument (including information which allows an appropriate assessment of the credit risks related to investment in it); and
- (c) the instrument is freely transferrable.

Issuers and guarantors of money-market instruments

A Fund may invest in an approved money-market instrument if it is:

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

An establishment shall be considered to satisfy the requirements in (b) above if it is subject to and complies with prudential rules, and fulfils one or more of the following criteria:

- (a) it is located in the European Economic Area;
- (b) it is located in an OECD country belonging to the Group of Ten;
- (c) it has at least investment grade rating;
- (d) on the basis of an in-depth analysis of the issuer, it can be demonstrated that the prudential rules applicable to that issuers are at least as stringent as those laid down by European Community law.

Warrants

Not more than 5% in value of the Scheme Property attributable to the Funds may consist of warrants.

Investment in nil and partly paid securities

A transferable security or an approved money market instrument 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 relevant Fund at any time when the payment is required without contravening COLL.

Government and public securities

The Funds may invest in government and public securities provided no more than 35% in value of the

Scheme Property attributable to the relevant Fund is invested in such securities issued by any one body. There is no limit on the amount which may be invested in such securities or in any one issue. Subject to COLL 5.2.12R(3), no more than 35% in the value of the Scheme Property may consist of any combination of government and public securities issued by any one body and other investments issued by or made with the same single body.

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.

Cash and Near Cash

In accordance with COLL, the Scheme Property of the Funds may consist of cash or near cash to enable:

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

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 adviser 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 Funds concerned 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 of a Fund the Scheme Property of a Fund may consist of cash or near cash without limitation.

Derivatives – General

The Company and the Funds are permitted to invest directly in derivatives for investment purposes, as well as for efficient portfolio management purposes (including hedging).

The ACD does not anticipate that the use of derivatives for investment purposes or for efficient portfolio management (including hedging) will increase the risk profile of the Company.

Derivatives – Efficient Portfolio Management (including Hedging)

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. Where derivatives are used for efficient portfolio management (including hedging), this will not compromise the risk profile of the Funds. 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;

- (iii) generation of additional capital or income for the Funds with a risk level which is consistent with the risk profile of the relevant Fund and the risk diversification rules in COLL (as summarised in this Appendix.).

In relation to the generation of additional capital or income, there is an acceptably low level of risk in any case where the ACD reasonably believes that the Funds are certain (or certain barring events which are not reasonably foreseeable) to derive a benefit:

- (a) by taking advantage of pricing imperfections in relation to the acquisition and disposal (or disposal and acquisition) of rights in relation to the same or equivalent property, being property which the Fund holds or may properly hold;
- (b) by receiving a premium for the writing of a covered call option, even if that benefit is obtained at the expense of surrendering the chance of yet greater benefit;

To be economically appropriate to the Funds, the ACD must reasonably believe that:

- (a) for transactions undertaken to reduce risk or cost (or both), the transaction (alone or in combination) will diminish a risk or cost of a kind or level which it is sensible to reduce; and
- (b) for transactions undertaken to generate additional capital or income, the Funds are certain (or certain barring events which are not reasonably foreseeable) to derive a benefit from the transaction.

No transaction may be entered into unless the maximum potential exposure created by the transaction, in terms of the principal or notional principal of the forward contract, is covered by cash or near cash sufficient to match the exposure.

Derivatives – Investment Purposes

The Funds are permitted to invest in derivatives for investment purposes (as well as for efficient portfolio management – including hedging).

The ACD does not anticipate that the use of derivatives for investment purposes will increase the risk profile of the Company.

A transaction in derivatives or a forward transaction 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" and "Government and Public Securities" above except for index-based derivatives where the following rules apply.

Where the Funds invest 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 must be taken into account for the purposes of complying with this section.

Permitted Transactions (derivatives and forwards)

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

A transaction in a derivative must not cause the relevant Fund to diverge from its investment objectives as stated in the Instrument of Incorporation 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:

- (a) transferable securities;
- (b) approved money market instruments;
- (c) deposits;

- (d) derivatives;
- (e) collective investment schemes;
- (f) financial indices;
- (g) interest rates;
- (h) foreign exchange rates; and
- (i) 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 COLL 5.2.22(3)R (Requirement 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 Company may be entered into only if:

- (a) that property can be held for the account of the Fund; and
- (b) 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.

Requirement to cover sales

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

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

This requirement does not apply to a deposit FCA guidance states that the requirements at (a) above can be met where:

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

In the asset classes referred to above, an asset may be considered as liquid where the instrument can be converted into cash in no more than seven Business Days at a price closely corresponding to the current valuation of the financial instrument on its own market.

Over-the-counter ("OTC") transactions in derivatives

Any transaction in an OTC derivative must be:

- (a) with an approved counterparty. A counterparty to a transaction in derivatives is approved only if the counterparty is an eligible institution or an approved bank, or a person whose permission (including any requirements or limitations), as published in the FCA register, or whose home state authorisation, permits it to enter into such transactions as principal off-exchange.

- (b) on approved terms. The terms of a transaction in derivatives are approved only if the ACD:
 - (i) carries out at least daily a reliable and verifiable valuation in respect of that transaction corresponding to its fair value and which does not rely only on market quotations by the counterparty; and
 - (ii) can enter into one or more further transactions to sell, liquidate or close out that transaction at any time, at its fair value.
- (c) capable of reliable valuation. A transaction in derivatives is capable of reliable valuation only if the ACD having taken reasonable care determines that, throughout the life of the derivative (if the transaction is entered into), it will be able to value the investment concerned with reasonable accuracy:
 - (i) on the basis of an up-to-date market value which the ACD and the Depositary have agreed is reliable; or
 - (ii) if the value referred to in (i) is not available, on the basis of a pricing model which the ACD and the Depositary have agreed uses an adequate recognised methodology; and
- (d) subject to verifiable valuation. A transaction in derivatives is subject to verifiable valuation only if, throughout the life of the derivative (if the transaction is entered into) verification of the valuation is carried out by:
 - (i) an appropriate third party which is independent from the counterparty of the derivative, at an adequate frequency and in such a way that the ACD is able to check it; or
 - (ii) a department within the ACD which is independent from the department in charge of managing the Scheme Property and which is adequately equipped for such a purpose.

For the purposes of paragraph (b) above, "fair value" is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arms' length transaction.

The Depositary must take reasonable care to ensure that the ACD has systems and controls that are adequate to ensure compliance with paragraphs (a) to (d) above.

For the purposes of paragraph (b) above the ACD must:

- (a) establish, implement and maintain arrangements and procedures which ensure appropriate, transparent and fair valuation of the exposure of the Company to OTC derivatives; and
- (b) ensure that the fair value of OTC derivatives is subject to adequate, accurate and independent assessment. Such arrangements and procedures must be adequate and proportionate to the nature and complexity of the OTC derivative concerned and adequately documented.

Derivative exposure

The Fund may invest in derivatives and forward transactions only where the exposure to which the Fund is committed by that transaction itself is suitably covered from within the Scheme Property. Exposure will include any initial outlay in respect of that transaction.

Cover ensures that the Fund is not exposed to the risk of loss of property, including money, to an extent greater than the net value of the Fund's property. Therefore, the Fund must hold property sufficient in value or amount to match the exposure arising from a derivative obligation to which the Fund is committed. The detailed requirements for cover of the Fund are set out below.

Cover used in respect of one transaction in derivatives or forwards transactions should not be used for cover in respect of another transaction in derivatives or a forward transaction.

Cover for transaction in derivatives and forward transactions

Global exposure relating to derivatives and forward transactions held in the Company must not exceed the net value of the Scheme Property. Global exposure must be calculated on at least a daily basis,

and must take into account the current value of the underlying assets, the counterparty risk, future market movements, and the time available to liquidate any positions and includes underwriting commitments.

Property the subject of a transaction under COLL 5.4 (stock lending) is only available for cover if the ACD has taken reasonable care to determine that it is obtainable (by return or re-acquisition) in time to meet the obligations for which cover is required.

The global exposure of the Company must be calculated either as:

- (a) the incremental exposure and leverage generated through the use of derivatives and forward transactions (including embedded derivatives) which may not exceed 100% of the net value of the Scheme Property; or
- (b) the market risk of the Scheme Property (being the risk of loss to the Company resulting from the fluctuation in the market value of positions in the Company's portfolio attributable to market variables, such as interest rates, foreign exchange rates, equity and commodity prices or an issuer's credit worthiness).

The ACD must calculate the exposure of the Company by using the commitment approach or the value at risk approach (meaning the measure of the maximum expected loss at a given confidence level over a specific time period) as appropriate in accordance with COLL.

Where the ACD uses the commitment approach for the calculation of global exposure, it must:

- (a) ensure that it applies this approach to all derivative and forward transactions (including embedded derivatives as referred to in COLL 5.2.19R (3A) (Derivatives: general), whether used as part of the Fund's general investment policy, for the purposes of risk reduction or for the purposes of efficient portfolio management in accordance with COLL 5.4 (Stock lending); and
- (b) convert each derivative or forward transaction into the market value of an equivalent position in the underlying asset of that derivative or forward (standard commitment approach).

The ACD may apply other calculation methods which are equivalent to the standard commitment approach.

The ACD may take account of netting and hedging arrangements when calculating global exposure of a Fund, where these arrangements do not disregard obvious and material risks and result in a clear reduction in risk exposure.

Where the use of derivatives or forward transactions does not generate incremental exposure for the sub-fund, the underlying exposure need not be included in the commitment calculation.

Where the commitment approach is used, temporary borrowing arrangements entered into on behalf of the Fund in accordance with COLL 5.5.4R (General power to borrow) need not form part of the global exposure calculation.

The ACD calculates global exposure of the Funds using the commitment approach.

Deposits

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

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

Not more than 20% in value of the Scheme Property may consist of deposits with a single body.

Immovable and movable property

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

Spread - General

This section on spread does not apply to government and public securities (see above). 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 two or more of the following:

- (a) transferable securities (including covered bonds) or approved money market instruments issued by; or
- (b) deposits made with; or
- (c) exposures from over the counter derivatives transactions made with, 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.

The exposure to any one counterparty in an over the counter derivative transaction must not exceed 5% in value of the Scheme Property, this limit being raised to 10% where the counter-party is an approved bank.

Counterparty risk and issuer concentration

Counterparty risk for these purposes is the risk of loss for the Company resulting from the fact that the counterparty to a transaction may default on its obligations prior to the final settlement on the transaction's cash flow.

Counterparty risk arising from OTC derivative transactions entered into by the Funds is subject to the limits described above. When calculating the exposure of a Fund to a counterparty, the ACD is required to use the positive mark-to-market value of the OTC derivative with the relevant counterparty.

The OTC derivative positions with the same counterparty may be netted provided: (i) it is able legally to enforce the netting arrangements with the counterparty on behalf of the Company, and (ii) the netting arrangements do not apply to any other exposure the Company may have with that same counterparty.

Exposure to a counterparty to an OTC derivative transaction may be reduced through the receipt of collateral. Collateral received must be sufficiently liquid so that it can be sold quickly at a price that is close to its pre-sale value. The ACD must take collateral into account when calculating exposure to counterparty risk in accordance with paragraph (d) above when it passes collateral to the counterparty on behalf of the Company. Collateral may only be taken into account on a net basis if the ACD is able legally to enforce netting arrangements with the relevant counterparty on behalf of the Company.

The calculation of issuer concentration limits in COLL 5.2.R11 (as described above) must be based on the underlying exposure created through the use of OTC derivatives in accordance with the commitment approach. In relation to the exposure arising from OTC derivative transactions as referred to under paragraph (f) above, any counterparty risk relating to the OTC derivative transactions must be included in the calculation.

Concentration

The Funds must not at any time hold:

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

However, the Funds need not comply with the limits in (b) to (d) above 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 of Incorporation and COLL (as it relates to UCITS Schemes), the Company may borrow money for the purposes of achieving the objectives of a particular Fund on terms that such borrowings are to be repaid out of the Scheme Property of the relevant Fund. 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.

No period of borrowing may exceed 90 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 a Fund must not, on any Business Day, exceed 10% of the value of the property of that Fund. 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 relevant Fund in the expectation that such will be repaid. For example, by way of a combination of derivatives that produces an effect 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 their 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 Fund as would be those of any comparable arrangements effected on normal commercial terms negotiated at arm's length between two independent parties.

Stock lending

The Company or the Depositary 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:

- (a) all the terms of the agreement under which securities are to be reacquired by the Depositary for the account of the Company are in a form which is acceptable to the Depositary and are in accordance with good market practice;
- (b) the counterparty is an authorised person, a person authorised by a home state regulator or otherwise acceptable in accordance with COLL; and
- (c) 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.

Risk management

The ACD uses a risk management process which enables it to monitor and measure as frequently as appropriate the risk of the Company's positions and their impact on the overall risk profile of the Company and the Funds.

The details of the risk management process must be regularly notified to the FCA (and at least on an annual basis) including the methods of estimating risks in derivative and forwards transactions and a true and fair view of the types of derivatives and forwards that will be used within the Funds together with their underlying risks and any relevant quantitative limits.

In addition, the ACD maintains a written risk management policy which identifies the risks which the Company is, or might be, exposed to, and contains procedures which are intended to enable the ACD to assess and manage the exposure of the Company to material risks.

Restrictions on lending of money

None of the money in the Scheme Property of the Funds may be lent and, for the purposes of this prohibition, money is lent by the Fund if it is paid to a person ("the payee") on the basis that it should be repaid, whether or not by the payee.

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

This rule shall not prevent the Company from providing an officer of the Company with funds to meet expenditure to be incurred by them for the purposes of the Company (or for the purposes of enabling them properly to perform their 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. Stock lending transactions permitted by COLL are not to be regarded as lending for these purposes. The Scheme Property of the Company is not permitted to be mortgaged.

Where transactions in derivatives or forward transactions are used for the account of the Company in accordance with COLL, the Company or the Depositary at the request of the Company may however, lend, deposit, pledge or charge Scheme Property for margin requirements or transfer Scheme Property under the terms of an agreement in relation to margin requirements, provided 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 Swaps and Derivatives Association Master Agreement.

General power to accept or underwrite placings

The Company's ability to invest in transferable securities may be used for the purposes of entering into underwriting transactions in accordance with COLL, subject to any restriction in the Instrument. The exposure of the Company to such arrangements must be covered, such that if all possible obligations arising under them had immediately to be met in full, there would be no breach of any limit in COLL.

Guarantees and indemnities

In accordance with COLL, the Company or the Depositary are not permitted to provide any guarantee or indemnity in respect of the obligation of any person, in addition the Scheme Property of the Company may not be used to discharge any obligation arising under a guarantee or indemnity with respect to the obligation of any person. The above restrictions do not apply in respect of any indemnity or guarantee for margin requirements in the event the Funds enter into derivative or forward transactions in accordance with COLL, and in respect of certain indemnities permitted under COLL.

Appendix 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 policy of each Fund):

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

Country	Market
United Kingdom	The London Stock Exchange
	The Alternative Investment Market
United States of America	New York Stock Exchange
	The NASDAQ Stock Market
	The American Stock Exchange
	NYSE ARCA

Eligible Derivatives Markets

Set out below are the derivatives markets through which the Company may deal on account of the Funds (subject to the investment objective and policy of each Fund):

Country	Market
United Kingdom	ICE Futures Europe
United States	Chicago Board Options Exchange Chicago Mercantile Exchange New York Mercantile Exchange ICE Futures US NYSE AMEX Options NYSE ARCA Options

Appendix 3 - Additional Information

Investment Fund Services Limited acts as authorised corporate director or authorised unit trust manager in respect of the following OEICs and unit trusts:

- IFSL AMR OEIC
- IFSL atomos OEIC
- IFSL Avellemy OEIC
- IFSL Avellemy Multi-Manager OEIC
- IFSL Blackfinch OEIC
- IFSL Bowland Fund
- IFSL CAF Investment Fund
- IFSL CH Special Mandates Fund
- IFSL Church House Balanced Equity Income Fund
- IFSL Church House Esk Global Equity Fund
- IFSL Church House Investment Grade Fixed Interest Fund
- IFSL Church House UK Equity Growth Fund
- IFSL CPN OEIC
- IFSL Equilibrium OEIC
- IFSL Evenlode Investment Funds ICVC
- IFSL Hathaway Fund
- IFSL James Hambro Umbrella Fund
- IFSL Marlborough Balanced Fund
- IFSL Marlborough Bond Income Fund
- IFSL Marlborough Cautious Fund
- IFSL Marlborough Emerging Markets Trust
- IFSL Marlborough European Special Situations Fund
- IFSL Marlborough Extra Income Fund
- IFSL Marlborough Global Bond Fund
- IFSL Marlborough Global Fund
- IFSL Marlborough Global Innovation Fund
- IFSL Marlborough High Yield Fixed Interest Fund
- IFSL Marlborough Multi-Asset OEIC
- IFSL Marlborough Multi-Cap Growth Fund
- IFSL Marlborough No2 OEIC
- IFSL Marlborough OEIC
- IFSL Marlborough Special Situations Fund
- IFSL Marlborough UK Micro-Cap Growth Fund
- IFSL Marlborough US Multi-Cap Income Fund
- IFSL Optima Fund
- IFSL Ravenscroft OEIC
- IFSL RC Brown OEIC
- IFSL Rockhold OEIC
- IFSL Signia OEIC
- IFSL SIM Junior Gold & Silver Miners Fund
- IFSL Titan OEIC
- IFSL Trade Union Unit Trust
- IFSL Wise Funds
- IFSL YOU Asset Management Funds
- Mazarin OEIC

Directors of Investment Fund Services Limited

The directors of Investment Fund Services Limited are:

Andrew Staley – In addition to his role as non-executive director of the ACD, Mr Staley also acts as managing director of Marlborough Investment Management Limited and is a director of Novia Global Limited, Marlborough Investment Management (UK) Limited, Marlborough Unit Trust Managers Limited, Marlborough Group Holdings Limited, UK Travel Limited and UFC Fund Management PLC.

Allan Hamer – Also a director of Marlborough Group Holdings Limited, Marlborough Fund Managers Ltd, MFM Unit Trust Managers Limited, IFSL Professional Services Limited, Marlborough International Management Limited and Marlborough International Fund PCC Limited.

Dom Clarke - Also a director of IFSL Platform Services Limited, IFSL Platform Service Providers Limited, Marlborough Investment Management Limited, Marlborough Investment Management International Limited, Marlborough Asset Managers Limited, UFC Fund Management PLC, UFC Fund Management International Holdings Limited, Marlborough Nominee Limited (formerly MIM DFM Limited), MIM Discretionary FM Limited, Marlborough Fund Managers Ltd, MFM Unit Trust Managers Limited, Marlborough Group Holdings Limited, IFSL Professional Services Limited, Marlborough Select Platform Limited, Marlborough Partnership Limited, IFSL ICAV and Philotas Limited.

Helen Redmond – Also a director of IFSL Professional Services Limited.

Sally Helston – Also a director of Marlborough Partnership Limited.

Katherine Damsell – Independent non-executive director and Chair of the IFSL Board.

Sarah Peaston – Independent non-executive director – Also an independent non-executive director of Marlborough Select Platform Limited.

Appendix 4 - Historical Performance

Past performance is not necessarily a guide to future performance. The value of investments and the income from them is not guaranteed and can go down as well as up. Investors may not get back the full amount invested.

As the Company has been in existence for less than a year, past performance information is currently not available.

Appendix 5 - Share Classes

Minimum investment thresholds and charges IFSL

CPN Global Opportunities Fund

Share Class	Minimum initial investment	Minimum holding	Minimum subsequent investment	Minimum redemption	Initial charge	Maximum Annual Management Charge*
X Accumulation Shares	£1,000	n/a	n/a	n/a	n/a	0.72%

IFSL CPN Defensive Strategy Fund

Share Class	Minimum initial investment	Minimum holding	Minimum subsequent investment	Minimum redemption	Initial charge	Maximum Annual Management Charge*
X Accumulation Shares	£1,000	n/a	n/a	n/a	n/a	0.72%

* A tiered rate will be applied to the Annual Management Charge ("AMC"), for the first £150m in value for each Fund the AMC will be 0.72%, for the next £150m in value for each Fund the AMC will be 0.70% and for everything over £300m in value for each Fund the AMC will be 0.68%.

Appendix 6 - List of Depositary Delegates and Sub-delegates

Depositary Delegate (The Custodian)	
Caceis Bank, UK Branch	
Depositary Sub-delegates (Sub-Custodians)	
Argentina	Banco Santander Rio SA
Australia	Citigroup PTY Limited Australia
Austria	CACEIS Bank SA, Germany branch
Belgium	CACEIS Bank France
Brazil	Santander CACEIS Brasil DTVM SA
Canada	CIBC MELLON TRUST COMPANY
Chile	Banco de Chile
Colombia	Santander CACEIS Colombia S.A Sociedad Fiduciaria
Croatia	CACEIS Bank SA, Germany branch
Czech Republic	Raiffeisen Bank International AG
Denmark	Citibank Europe Plc, Denmark Branch
Finland	Citibank Europe Plc, Finland Branch
France	CACEIS Bank France
Germany	CACEIS Bank SA, Germany branch
Greece	Citibank Europe Plc, Greece branch
Hong Kong	Standard Chartered Bank (Hong Kong) Limited
Hungary	CACEIS Bank SA, Germany branch
Iceland	Clearstream Banking S.A., Luxembourg
ICSD (Belgium)	Euroclear Bank SA NV
ICSD (Luxembourg)	Clearstream Banking S.A., Luxembourg
India	Standard Chartered Bank India
Indonesia	Standard Chartered Bank Indonesia
Ireland	Citibank N.A., London Branch
Israel	Citibank N.A Israel
Italy	CACEIS Bank, Italy Branch
Japan	Citibank N.A., Tokyo Branch
Kenya	Standard Chartered Bank Kenya Limited
Korea	Standard Chartered Bank Korea Limited
Malaysia	Standard Chartered Bank Malaysia Berhad
Mexico	Banco S3 CACEIS Mexico, S.A.Institution de Banca Multiple

Netherlands	CACEIS Bank France
New Zealand	Citibank N.A. New Zealand Branch
Norway	Citibank Europe Plc, Norway Branch
Philippines	Standard Chartered Bank Philippines
Poland	Bank Polska Kasa Opieki S.A.
Portugal	Citibank Europe Plc, Portugal Branch
Romania	Raiffeisen Bank International AG
Saudi Arabia	Saudi British Bank, The
Singapore	Standard Chartered Bank Singapore
Slovak Republic	CACEIS Bank SA, Germany branch
South Africa	Standard Chartered Bank Johannesburg branch
Spain	CACEIS Bank Spain S.A.U.
Sri Lanka	Standard Chartered Bank Sri Lanka
Sweden	Citibank Europe Plc, Sweden Branch
Switzerland	CACEIS Bank, Switzerland Branch
Taiwan	Standard Chartered Bank (Taiwan) Limited
Thailand	Standard Chartered Bank (Thai) Pcl
Turkey	CITIBANK A.S. TURQUIE
United Kingdom	Citibank N.A., London Branch
United States	The Bank of New York Mellon
Vietnam	Standard Chartered Bank Johannesburg branch