

**IFSL JAMES HAMBRO UMBRELLA FUND**

An investment company with variable capital established pursuant to English law

**PROSPECTUS**

**Valid as at 1 June 2024**

**PROSPECTUS**  
**OF**  
**IFSL JAMES HAMBRO UMBRELLA FUND**

This document is the Prospectus for IFSL James Hambro Umbrella Fund (the “**Company**”) which has been prepared in accordance with the Financial Conduct Authority’s Handbook of Rules and Guidance.

This Prospectus is dated and is valid as at 1 June 2024.

Copies of this Prospectus have been sent to the Financial Conduct Authority and the Depositary.

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

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 The Company is not bound by any out of date prospectus when it has issued a new prospectus and potential investors should check that they have the most recently published prospectus.

Investment Fund Services Limited (IFSL), the Authorised Corporate Director of the Company, is the person responsible for the information contained in this Prospectus. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained herein does not contain any untrue or misleading statement or omit any matters required by applicable regulations to be included in it.

**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 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 Depositary is not a person responsible for the information contained in this Prospectus and accordingly does not accept any responsibility therefore under the FCA Rules 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 US 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.

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## Definitions

<b>“ACD”</b>	the Authorised Corporate Director of the Company from time to time. As at the date of this Prospectus, the ACD is Investment Fund Services Limited;
<b>“Accumulating Share”</b>	a share (of whatever class) in the Company as may be in issue from time to time in respect of which income allocated thereto is credited periodically to capital pursuant to the FCA Rules net of any tax deducted or accounted for by the Company;
<b>“Act”</b>	Financial Services and Markets Act 2000 (as amended from time to time);
<b>“Administrator”</b>	SS&C Financial Services International Limited;
<b>“Approved Derivative”</b>	an approved derivative is one which is traded or dealt on an eligible derivatives market and any transaction in such a derivative must be effected on or under the rules of the market;
<b>“Business Day”</b>	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;
<b>“Company”</b>	IFSL James Hambro Umbrella Fund, a UK authorised open-ended investment company;
<b>“Dealing Day”</b>	each Business Day;
<b>“Depositary”</b>	the depositary of the Company from time to time. As at the date of this Prospectus, the Depositary is NatWest Trustee and Depositary Services Limited;
<b>“Distributing Share”</b>	a share (of whatever class) in the Company as may be in issue from time to time in respect of which income allocated thereto is distributed periodically to the holders thereof pursuant to the FCA Rules net of any tax deducted or accounted for by the Company;
<b>“EEA”</b>	means the European Economic Area;
<b>“FCA”</b>	the Financial Conduct Authority of 12 Endeavour Square, London E20 1JN;
<b>“FCA Rules”</b>	the rules contained in that part of the FCA Handbook which deals with regulated collective investment schemes;
<b>“FCA Handbook”</b>	the FCA Handbook of Rules and Guidance made under the Financial Services and Markets Act 2000 (as amended from time to time);
<b>“Fund” or “Funds”</b>	a sub-fund/sub-funds of the Company (comprising part of the Scheme Property of the Company which is pooled separately) and to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with the investment objective applicable to that sub-fund;
<b>“Hedging”</b>	the use of derivative transactions (which the ACD reasonably believes to be economically appropriate and to be fully covered) to reduce risk and cost to the Company and to generate additional capital or income with a risk level which is consistent with the risk

	profile of the Company (or relevant Fund) and the risk diversification rules laid down in the FCA Rules;
<b>“Investment Manager”</b>	the investment manager of the Company from time to time. As at the date of this Prospectus, the Investment Manager is James Hambro & Partners LLP;
<b>“Leverage”</b>	means any method by which exposure of the Company or a Fund is increased whether through borrowing of cash or transferrable securities or leverage embedded in derivative positions or by any other means;
<b>“Net Asset Value” or “NAV”</b>	the value of the Scheme Property of the Company less the liabilities of the Company as calculated in accordance with the Company's Instrument of Incorporation;
<b>“OCF”</b>	the ongoing charge figure;
<b>“OEIC Regulations”</b>	the Open-Ended Investment Companies Regulations 2001;
<b>“Register”</b>	means the Register of Shareholders of the Company;
<b>“Registrar”</b>	SS&C Financial Services International Limited;
<b>“Regulated Activities Order”</b>	the Financial Services and Markets Act 2000 (Regulated Activities Order) 2001;
<b>“Scheme Property”</b>	the property of the Company to be placed with the Depositary for safe-keeping, as required by the FCA Rules;
<b>“Share Class”</b>	a particular class of shares in the Company;
<b>“Shareholder”</b>	a holder of shares in the Company;
<b>“Shares”</b>	the shares issued in respect of each Fund of the Company as specified herein;
<b>“UCITS”</b>	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; a holder of shares in the Company;
<b>“UCITS Directive”</b>	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) (as amended);
<b>“UCITS scheme”</b>	a UK UCITS, as defined in the FCA Handbook;
<b>“UK UCITS”</b>	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;
<b>“VAT”</b>	UK value added tax.





## 1 The Company

- 1.1 IFSL James Hambro Umbrella Fund is an open-ended investment company with variable capital incorporated in England and Wales with registered number IC000687 authorised by the FCA on 13 June 2008 with the Product Reference Number (PRN) 482946. The Company has unlimited duration.
- 1.2 The Head Office of the Company is at Marlborough House, 59 Chorley New Road Bolton BL1 4QP which is also the address of the place in the United Kingdom for service on the Company of notices or other documents required or authorised to be served on it.
- 1.3 The base currency of the Company is pounds Sterling. Investors should note that if the United Kingdom participates in the third stage of European Monetary Union and Sterling ceases to exist, the ACD may convert the base currency of the Company from Sterling to Euros. The ACD in consultation with the Depositary shall determine the best means to effect this conversion.
- 1.4 The maximum share capital of the Company is currently £10,000,000,000 and the minimum is £100. Shares in the Company have no par value and therefore the share capital of the Company at all times equals the Company's current Net Asset Value.
- 1.5 Shareholders in the Company are not liable for the debts of the Company.

## 2 Company Structure

- 2.1 The Company has been established as a UCITS scheme and is also an "umbrella company" (under the OEIC Regulations) meaning that different Funds may be formed by the ACD, subject to approval from the FCA. On the establishment of a new Fund or Share Class an updated prospectus will be prepared setting out the relevant information concerning the new Fund. The assets of any particular Fund are treated as separate from those of every other Fund and will be invested in accordance with that Fund's own investment objective and policy.
- 2.2 Details of the Funds, including their investment objectives and policies are set out in Appendix 1. As at the date of this Prospectus, the following four Funds exist.
- IFSL James Hambro Barnham Broom Fund (PRN: 644561);
  - IFSL James Hambro Master Fund (PRN: 644562);
  - IFSL James Hambro Penrhos Fund (PRN: 644563);
  - IFSL James Hambro Rires Fund (PRN: 644565).

References in this Prospectus to "each Fund" or to "Funds" in the plural are to those Funds and to any others which may be formed in the future.

- 2.3 Each Fund is a UCITS scheme.
- 2.4 Each Fund has a specific portfolio of assets and investments, and its own liabilities, and investors should view each Fund as a separate investment entity.
- 2.5 The assets of a Fund belong exclusively to that Fund and cannot 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. However, while the provisions of the OEIC Regulations provide for segregated liability between 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 regulations 11A and 11B of the OEIC Regulations (the regulations which provide for the segregated liability of Funds).
- 2.6 Each Fund will be charged with the liabilities, expenses, costs and charges of the Company attributable to that Fund.
- 2.7 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 Shareholders as a whole but they will normally be allocated to all Funds pro rata to the value of the net assets of the relevant Funds.

### 3 **Shares**

- 3.1 The Share Classes presently available for each Fund are set out in the details of each Fund in Appendix 1. Further Share Classes may be made available in due course, as the ACD may decide.
- 3.2 The minimum initial investment for each Share Class is set out in Appendix 1. These limits may be waived at the discretion of the ACD.
- 3.3 The Company may issue Distributing and Accumulating Shares. Distributing Shares are entitled to receive distributions of net income periodically. Net income attributable to Accumulating Shares is credited periodically to capital.
- 3.4 When more than one share class is available, Shareholders are entitled (subject to certain restrictions) to switch all or part of their shares in one class for shares of a different class. Details of this switching facility and the restrictions are set out below under the heading "Switching" and the fee for doing so is set out below under the heading "Switching Fee".

### 4 **Management and Administration**

#### 4.1 **Authorised Corporate Director**

The Authorised Corporate Director of the Company is Investment Fund Services Limited which is a private company limited by shares incorporated in England and Wales under the Companies Act 1985 on 16<sup>th</sup> February 2007 with registered number 6110770. The ACD is responsible for managing and administering the Company's affairs, and for managing the Company's assets, in compliance with the FCA Rules. The ACD is authorised to carry on regulated activity in the UK by virtue of being regulated by the FCA.

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

#### 4.2 **Registered Office and Head Office**

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

#### 4.3 **Share Capital**

The amount of the ACD's issued and authorised share capital is £4,010,000. The ultimate holding company of the ACD is UFC Fund Management plc.

#### 4.4 **Terms of Appointment**

The ACD was appointed by an agreement dated 1 May 2015 between the Company and the ACD (the "**ACD Agreement**"). The ACD Agreement provides that the appointment of the ACD is for an initial period of 3 years and thereafter may be terminated upon 6 months' written notice by either the ACD or the Company, although in certain circumstances the ACD Agreement may be terminated forthwith by notice in writing by the ACD to the Company or the Depositary, or by the Depositary or the Company to the ACD. Termination cannot take effect until the FCA has approved the appointment of another authorised corporate director in place of the retiring ACD.

The ACD is entitled to its pro rata fees and expenses to the date of termination and any additional expenses necessarily realised in settling or realising any outstanding obligations. No compensation for loss of office is provided for in the ACD Agreement. To the extent allowed by the FCA Rules the ACD Agreement provides indemnities to the ACD other than for matters arising by reason of its negligence, default, breach of duty or breach of trust in the performance of its duties and obligations.

The ACD is under no obligation to account to the Depositary or the Shareholders for any profit it makes on the issue or re-issue of shares or cancellation of shares which it has redeemed. The fees to which the ACD is entitled are set out below under the heading "Charges payable to 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 19 E of the FCA. 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:

- 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](http://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 Directive and AIFMD / Article 14 of the UCITS Directive; 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.

## 5 **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:-

(i) 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;

(ii) Ensuring that the Company’s cash flows are properly monitored and verified;

(iii) Ensuring that issues and cancellations of the shares of the Company are carried out in accordance with the Instrument of the Company, this Prospectus and the applicable laws and regulations;

(iv) Ensuring that in transactions involving the Company’s assets any consideration is remitted to the Company within the usual time limits;

(v) Ensuring that the value of the shares of the Company are calculated in accordance with the Instrument of the Company, this Prospectus and the applicable laws and regulations;

(vi) 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

(vii) Carrying out the instructions of the ACD, unless they conflict with the Instrument of the Company, this Prospectus or the applicable laws and regulations.

#### 5.1 **Registered Office and Head Office**

250 Bishopsgate, London, EC2M 4AA.

#### 5.2 **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.

#### 5.3 **Terms of Appointment**

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

Under the Depositary Agreement, the Depositary 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 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 "Depositary's Fees".

#### 5.4 **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 7. Investors should note that the list of Sub-Custodian is updated only at each Prospectus review.

#### 5.5 **Conflicts of Interest**

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

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

## 5.6 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.

## 6 Investment Manager

The ACD has appointed James Hambro & Partners LLP as Investment Manager to provide investment management and related advisory services, which include responsibilities as co-manufacturer of the Company and Funds, to the ACD pursuant to an agreement dated 1 May 2015 (as subsequently amended) (the “**Investment Management Agreement**”).

When acting as co-manufacturer, James Hambro & Partners LLP 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.

James Hambro & Partners LLP is not paid a separate fee for its role as co-manufacturer.

### 6.1 Registered Office and Head Office

45 Pall Mall, London, SW1Y 5JG.

### 6.2 Principal Business Activity

The principal business of the Investment Manager is the provision of investment management services. The Investment Manager is authorised and regulated by the FCA.

### 6.3 Terms of Appointment

6.3.1 The Investment Management Agreement may be terminated on six months' written notice by the Investment Manager or the ACD. Notwithstanding this, the ACD may terminate the Investment Management Agreement with immediate effect if that is in the interests of the Shareholders.

6.3.2 The services to be provided by the Investment Manager under the Investment Management Agreement include the purchase and sale of investments and the exercise of voting rights relating to such investments. The Investment Manager has authority to make decisions on behalf of the ACD on a discretionary basis in respect of day to day investment management of the Scheme Property. 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.

6.3.3 The Investment Manager is remunerated by the ACD out of the charges payable under Section 27.

## 7 **The Auditor**

The Auditor of the Company is Ernst & Young LLP.

## 8 **Administration and Register of Shareholders**

The ACD is responsible for managing and administering the Company's affairs in accordance with the FCA Rules. The ACD is permitted to delegate its administration functions, but not responsibility, to third parties, subject to the rules in FCA Rules.

### 8.1 **Administrator and Registrar**

8.1.1 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.

8.1.2 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 reasonably be 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.

## 9 **Conflicts of Interest**

9.1 The ACD and the Depositary are or may be involved in other financial, investment and professional activities which may, on occasion, cause conflicts of interest with the management of the Company or its Funds. In addition, the Company may enter into transactions at arm's length with companies in the same group as the ACD.

9.2 The Depositary may, from time to time, act as depositary of other companies or funds.

9.3 Each of the parties will, to the extent of their ability and in compliance with the FCA Rules, ensure that the performance of their respective duties will not be impaired by any such involvement. Further details of the ACD's conflicts of interest policy are available on request.

## 10 **Buying, Selling and Switching Shares**

The dealing office of the ACD is open from 9.00 am until 5.00 pm on each Dealing Day to receive requests for the issue, redemption and switching of shares, which will be effected at prices determined at the next valuation point following receipt of such request. Methods of dealing other than those set out below may from time to time be available at the ACD's discretion.

## 11 **Buying Shares**

### 11.1 **Procedure**

11.1.1 Shares can be bought by sending a completed application form to the ACD's address, or by telephoning the ACD on 0808 164 5458, by facsimile on 01204 533045, by email to [dealing@ifslfunds.com](mailto:dealing@ifslfunds.com), or through an authorised intermediary. Application forms are available from the ACD at its website [www.ifslfund.com](http://www.ifslfund.com). The ACD may require telephone or electronic requests to be confirmed in writing.

11.1.2 The ACD shall have the right to reject, on reasonable grounds relating to the circumstances of the applicant, any application for shares in whole or part, and in

this event the ACD will return any money sent, or the balance of such monies, at the risk of the applicant.

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

## 11.2 **Documentation**

- 11.2.1 A contract note giving details of the shares purchased and the price used will be issued by the end of the Business Day following the date of the issue of the shares, together with, where appropriate, a notice of the applicant's right to cancel.
- 11.2.2 Settlement is due within three Business Days after the date of the issue of shares.
- 11.2.3 Share certificates will not be issued in respect of shares. Ownership of shares will be evidenced by an entry on the Company's Register of Shareholders. Statements in respect of periodic distributions of income in each Fund will show the number of shares held by the recipient in the Fund in respect of which the distribution is made. Individual statements of a Shareholder's (or, when shares are jointly held, the first named Shareholder's) shares will also be issued at any time on request by the registered Shareholder.

## 11.3 **Minimum Subscriptions and Holdings**

- 11.3.1 The minimum initial and subsequent subscription levels, and minimum holdings, are set out in Appendix 1. The ACD may at its discretion accept subscriptions lower than the minimum amount.
- 11.3.2 If a holding is below the minimum holding the ACD has discretion to require redemption of the entire holding.

## 12 **Selling Shares**

### 12.1 **Procedure**

- 12.1.1 Every Shareholder has the right to require that the Company redeem their shares on any Dealing Day unless the value of shares which a Shareholder wishes to redeem will mean that the Shareholder will hold shares with a value less than the required minimum holding for the Fund concerned, in which case the Shareholder may be required to redeem their entire holding.
- 12.1.2 Requests to redeem shares may be made to the ACD by telephone on 0808 1 64 5458 or in writing to the ACD at the address set out at the end of this Prospectus, by facsimile on 01204 533045, by email to [dealing@ifslfunds.com](mailto:dealing@ifslfunds.com), or through an authorised intermediary. The ACD may require telephone or electronic requests to be confirmed in writing.

### 12.2 **Documents the Seller will Receive**

- 12.2.1 A contract note giving details of the number and price of shares sold will be sent to the selling Shareholder (the first named, in the case of joint Shareholders) or their duly authorised agent together (if sufficient written instructions have not already been given) with a form of renunciation for completion and execution by the Shareholder (and, in the case of a joint holding, by all the joint Shareholders) not later than the end of the Business Day following the valuation point by reference to which the redemption price is determined.
- 12.2.2 Payment in satisfaction of the redemption monies will be issued within three Business Days of the later of:
  - 12.2.2.1 receipt by the ACD of the form of renunciation (or other sufficient written instructions) duly signed by all the relevant Shareholders

and completed as to the appropriate number of shares, together with any other appropriate evidence of title; and

12.2.2.2 the valuation point following receipt by the ACD of the request to redeem.

### 12.3 **Minimum Redemption**

Part of a Shareholder's holding may be sold but the ACD reserves the right to refuse a redemption request if the value of the shares of any Fund to be redeemed is less than any minimum redemption amount set out in Appendix 1 or would result in a Shareholder holding less than the minimum holding for a Fund, as detailed in Appendix 1.

### 12.4 **In Specie Redemption**

12.4.1 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.

12.4.2 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.

12.4.3 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.

## 13 **Switching**

13.1 Shareholders should be aware that a switch of shares in one Fund for shares in another Fund is treated as a redemption and sale and is a disposal for UK Capital Gains Tax purposes. A switch of shares between different share classes in the same Fund is not so treated.

13.2 If and when more than one class of shares is in issue, a Shareholder of shares may switch all or some of their shares ("**Old Shares**") for shares of another class of the same Fund or for shares in another Fund (if available) ("**New Shares**"). The number of New Shares issued will be determined by reference to the respective prices of New Shares and Old Shares at the valuation point applicable at the time the Old Shares are repurchased and the New Shares are issued. 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.

13.3 Switching may be effected either by telephone on 0808 164 5458 or in writing to the ACD or faxed to the ACD on 01204 533045, by facsimile on 01204 533045, by email to [dealing@ifslfunds.com](mailto:dealing@ifslfunds.com), or through an authorised intermediary and the Shareholder may be required to complete a switching form (which, in the case of joint Shareholders must be signed by all the joint Shareholders). A switching Shareholder must be eligible to hold the shares into which the switch is to be made.

13.4 The ACD may at its discretion charge a fee on the switching of shares between classes and between Funds. These fees are set out in Section 14.3.



- 13.5 If the switch would result in the Shareholder holding a number of Old Shares or New Shares of a value which is less than the minimum holding, the ACD may if it thinks it appropriate convert the whole of the applicant's holding of Old Shares to New Shares or refuse to effect any switch of the Old Shares. No switch will be made during any period when the right of Shareholders to require the redemption of their shares is suspended. The general provisions on selling shares shall apply equally to a switch.
- 13.6 The ACD may adjust the number of New Shares to be issued to reflect the imposition of any switching fee together with any other charges or levies in respect of the issue or sale of the New Shares or repurchase or cancellation of the Old Shares as may be permitted pursuant to the FCA Rules.
- 13.7 A Shareholder who switches shares in one class for shares in any other class will not be given a right by law to withdraw from or cancel the transaction.
- 13.8 Where the ACD decides to close a share class in any of the Funds, the ACD may mandatorily redeem a shareholder's investment. The ACD will provide shareholders with no less than 30 days' notice prior to the redemption.

## 14 **Dealing Charges**

### 14.1 **Preliminary Charge**

The ACD may impose a charge on the sale of shares to investors which is based on the amount invested by the prospective investor. The preliminary charge is payable to the ACD but may be waived at the ACD's discretion. Full details of the current preliminary charge for each class of share in each Fund are set out in Appendix 1.

### 14.2 **Redemption Charge**

- 14.2.1 The ACD may make a charge on the redemption of shares. Full details of the current redemption charge for each class of share in each Fund are set out in Appendix 1. The ACD may waive or discount the redemption charge at its discretion.
- 14.2.2 The redemption charge will be deducted from the price of the shares being redeemed and will be paid by the Company to the ACD.
- 14.2.3 In the event of a change to the rate or method of calculation of a redemption charge, details of the previous rate or method of calculation will be available from the ACD.

### 14.3 **Switching Fee**

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

## 15 **Dilution Levy**

- 15.1 The basis on which the Company's investments are valued for the purpose of calculating the issue and redemption price of shares as stipulated in the FCA Rules and the Company's Instrument of Incorporation is summarised in Section 21. The actual cost of purchasing or selling investments for any Fund may be higher or lower than the mid market value used in calculating the share price - for example, due to dealing charges, or through dealing at prices other than the mid-market price. Under certain circumstances (for example, large volumes of deals) this may have an adverse effect on the Shareholders' interest in the Fund. In order to prevent this effect, called "dilution", the ACD has the power to charge a "dilution levy" on the sale and/or redemption of shares. As a dilution levy is not currently charged (except on large deals, as defined below), the cost of purchasing or selling investments for the Fund in question subsequent to Shareholder dealing will be borne by that Fund with a consequent effect on future growth of the Fund in question. If the ACD decides in the future to charge a dilution levy on all deals (and not just on large deals), it will be calculated by reference to the costs of dealing in the underlying investments of the Fund, including any dealing

spreads, commission and transfer taxes. If charged, the dilution levy will be paid into the Fund in question and will become part of its property.

- 15.2 The dilution levy for each Fund will be calculated by reference to the estimated costs of dealing in the underlying investments of that Fund, including any dealing spreads, commission and transfer taxes.
- 15.3 The need to charge a dilution levy will depend on the volume of sales or redemptions. The ACD may charge a discretionary dilution levy on the sale and redemption of shares if, in its opinion, the existing Shareholders (for sales) or remaining Shareholders (for redemptions) might otherwise be adversely affected, and if charging a dilution levy is, so far as practicable, fair to all Shareholders and potential Shareholders. In particular, the dilution levy may be charged in the following circumstances:
- 15.3.1 where over a dealing period the Fund has experienced a large level of net sales or redemptions relative to its size (ie.net purchases or redemptions equivalent to greater than 2% of the Net Asset Value of the Funds);
  - 15.3.2 on “large deals”. For these purposes, a large deal generally means a deal worth 2% or more of the size of the Fund, however, the ACD has the discretion to determine the size of deal to which the dilution levy will be applied. This will not prevent the ACD from making a different determination in respect of a similarly sized deal in similar circumstances in the future;
  - 15.3.3 where the ACD considers it necessary to protect the interests of the Shareholders of the Fund;
  - 15.3.4 Where a Fund is in continuing decline, in terms of Net Asset Value, as a result of poor market conditions or continual net redemptions.

It is therefore not possible to predict accurately whether dilution would occur at any point in time however based on future projections the ACD considers that where a large inflow or outflow of money into or out of the Funds triggers an investment or disinvestment within the Funds of securities which do not trade at mid market value or have dealing charges, it is likely to apply a dilution levy in order to mitigate any dilution effects. Based on the number of Shareholders in each Fund and their average shareholding, as well as historic subscription and redemption volumes, the ACD considers that it likely that a dilution levy will only be imposed on a very infrequent basis. Where a dilution levy is applied, the ACD believes that due to the nature of the underlying securities the amount will not normally exceed 1% of the Net Asset Value of shares being bought or sold. If a dilution levy is not charged then this may restrict the future growth of the Company.

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

## 16 **Money Laundering**

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

## 17 **Restrictions and Compulsory Transfer and Redemption**

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

## 18 **Suspension of Dealings in the Company**

- 18.1 The ACD may, with the prior agreement of the Company's Depository, or must if the Depository 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 Depository 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.
- 18.2 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 Depository 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 Depository.
- 18.3 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.
- 18.4 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.

## 19 **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 disputes 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.

## 20 **Valuation of the Company**

- 20.1 The price of a share in the Company is calculated by reference to the Net Asset Value of the Funds to which it relates. The Net Asset Value per share is currently calculated at the valuation point which is 12 noon (London Time) on each Dealing Day.
- 20.2 The ACD may at any time during a Business Day carry out an additional valuation if the ACD considers it desirable to do so. The ACD intends to carry out such an additional valuation on the final Business Day of each calendar month. This valuation will be undertaken for information purposes only and, unless the final Business Day of a given calendar month is also a Dealing Day, will not have any impact on the price at which shares may be bought, sold or switched.

- 21 Calculation of the Net Asset Value**
- 21.1 The value of the Scheme Property of the Company or of a Fund (as the case may be) shall be the value of its assets less the value of its liabilities determined in accordance with the following provisions.
- 21.2 All the Scheme Property (including receivables) of the Company (or the Fund) is to be included, subject to the following provisions.
- 21.3 Scheme Property which is not cash (or other assets dealt with in Section 21.4) or a contingent liability transaction shall be valued as follows and the prices used shall (unless indicated otherwise) be the most recent prices which it is practicable to obtain:
- 21.3.1 units or shares in a collective investment scheme:
- 21.3.1.1 if a single price for buying and selling units is quoted, at the most recent such price; or
- 21.3.1.2 if separate buying or selling prices are quoted, at the average of the two prices provided the buying price has been reduced by any preliminary charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto; or
- 21.3.1.3 if no price or no recent price exists, at a price which in the opinion of the ACD is fair and reasonable;
- 21.3.2 any other transferable security:
- 21.3.2.1 if a single price for buying and selling the security is quoted, at that price; or
- 21.3.2.2 if separate buying and selling prices are quoted, the average of those two prices; or
- 21.3.2.3 if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no price exists, at a value which in the opinion of the ACD reflects a fair and reasonable price for that investment;
- 21.3.3 property other than that described in Sections 21.3.1 and 21.3.2 above, at a value which, in the opinion of the ACD, represents a fair and reasonable mid-market price.
- 21.4 Cash and amounts held in current and deposit accounts and in other time-related deposits shall be valued at their nominal values.
- 21.5 Property which is a contingent liability transaction shall be treated as follows:
- 21.5.1 if it is a written option (and the premium for writing the option has become part of the Scheme Property), the amount of the net valuation of premium receivable shall be deducted.
- 21.5.2 if it is an off-exchange future, it will be included at the net value of closing out in accordance with a valuation method agreed between the ACD and the Depositary;
- 21.5.3 if the property is an off-exchange derivative, it will be included at a valuation method agreed between the ACD and Depositary;
- 21.5.4 if it is any other form of contingent liability transaction, it will be included at the net value of margin on closing out (whether as a positive or negative value).
- 21.6 In determining the value of the Scheme Property, all instructions given to issue or cancel shares shall be assumed to have been carried out (and any cash paid or received) whether or not this is the case.

- 21.7 Subject to Sections 21.8 and 21.9 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the ACD, their omission will not materially affect the final net asset amount.
- 21.8 Futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options shall not be included under Section 21.7.
- 21.9 All agreements are to be included under Section 21.7 which are, or ought reasonably to have been, known to the person valuing the property.
- 21.10 An estimated amount for anticipated tax liabilities at that point in time including (as applicable and without limitation) capital gains tax, income tax, corporation tax and advance corporation tax and value added tax will be deducted.
- 21.11 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.
- 21.12 The principal amount of any outstanding borrowings whenever repayable and any accrued but unpaid interest on borrowings will be deducted.
- 21.13 An estimated amount for accrued claims for tax of whatever nature which may be recoverable will be added.
- 21.14 Any other credits or amounts due to be paid into the Scheme Property will be added.
- 21.15 A sum representing any interest or any income accrued due or deemed to have accrued but not received will be added.
- 21.16 Currency or values in currencies other than the base currency shall be converted at a rate of exchange that is not likely to result in any material prejudice to the interests of Shareholder or potential Shareholders.
- 21.17 Where the ACD has reasonable grounds to believe that no reliable price exists for an investment at a valuation points; or that the most recent price available does not reflect the ACD's best estimate of the value of the investment at the valuation point, then the ACD may value the investment at a price which, in its opinion, reflects a fair and reasonable price for that investment.

## 22 **Price per Share in each Fund and each Class**

The price per share at which shares are sold is the sum of the Net Asset Value of a share and any preliminary charge. The price per share at which shares are redeemed is the Net Asset Value per share less any applicable redemption charge. In addition, there may, for both purchases and sales, be a dilution levy, as described in Section 15 above.

## 23 **Pricing Basis**

Shares in the Funds are dealt on a forward pricing basis. A forward price is the price calculated at the next valuation point after the sale or redemption is agreed.

## 24 **Publication of Prices**

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

[www.ifslfunds.com](http://www.ifslfunds.com)

[www.fundlistings.com](http://www.fundlistings.com).

As the ACD deals on a forward pricing basis, the price that appears on the website will not necessarily be the same as the one at which investors deal. Share prices may also be obtained by telephone during business hours on Business Days. The telephone number is 0808 178 9321.

## 25 Risk Factors

Potential investors should consider the following risk factors before investing in the Company.

### 25.1 General risk factors

- 25.1.1 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.
- 25.1.2 There is no certainty that a Funds' investment objective will be achieved.
- 25.1.3 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.
- 25.1.4 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.
- 25.1.5 Where a Fund pays out income, the level of income payments may not be constant and may fluctuate.
- 25.1.6 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.
- 25.1.7 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.
- 25.1.8 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.
- 25.1.9 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.
- 25.1.10 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.
- 25.1.11 The Funds' 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.
- 25.1.12 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.
- 25.1.13 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 Funds 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.

- 25.1.14 Where Funds have a relatively small number of holdings, this can make them more volatile than funds with greater diversification.
- 25.1.15 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.
- 25.1.16 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.
- 25.1.17 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.
- 25.1.18 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.
- 25.1.19 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.
- 25.1.20 The operations of Funds can be subject to human error, faulty processes or governance, or technological failures. Operational risks may subject the 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.
- 25.1.21 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.
- 25.1.22 In extreme market conditions redemptions in the Fund 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.
- 25.1.23 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.

- 25.1.24 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.
- 25.1.25 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.
- 25.1.26 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 Fund 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 Fund.

## 25.2 Fund specific risk factors

### **IFSL James Hambro Barnham Broom Fund, IFSL James Hambro Master Fund, IFSL James Hambro Penrhos Fund and IFSL James Hambro Rires Fund**

- 25.2.1 Whilst shares investments carry potential for attractive returns over the longer term, the volatility of these returns can also be relatively high.
- 25.2.2 The Funds will 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.
- 25.2.3 Funds with exposure to less developed overseas markets pose greater investment risk than funds invested in larger and more established markets.
- 25.2.4 Fixed interest securities 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.
- 25.2.5 The Funds 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.
- 25.2.6 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.



- 25.2.7 Subject to COLL, the Funds 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.
- 25.2.8 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.
- 25.2.9 In certain circumstances, for hedging purposes to reduce or eliminate risk arising from fluctuations in interest or exchange rates and in the price of investments, the Funds may enter into certain derivatives transactions, including, without limitation, forward transactions, futures and options. The value of these investments may fluctuate significantly. By holding these types of investments there is a risk of capital depreciation in relation to certain assets of the Funds. There is also the potential for capital appreciation of such assets. The Investment Manager does not anticipate that the use of derivatives in this way will have any significant effect on the risk profile of the Funds.

**IFSL James Hambro Barnham Broom Fund, IFSL James Hambro Master Fund, IFSL James Hambro Penrhos Fund and IFSL James Hambro Rires Fund**

- 25.2.10 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.
- 25.2.11 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.

**25.3 Liabilities of the Company**

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

**25.4 Historical Performance Information**

Information on the historical performance of the Funds will be contained in Appendix 5.

**26 Fees and Expenses**

**26.1 Fees and Expenses Payable out of the Property of the Company**

The Company may pay out of the property of the Company charges and expenses incurred by the Company, which will include the following expenses:

- 26.1.1 the fees and expenses payable to the ACD, the Depositary and the Administrator;
- 26.1.2 broker's commission (where permitted under the FCA handbook), fiscal charges (including stamp duty and/or stamp duty reserve tax) and other disbursements which are necessarily incurred in effecting transactions for the Company and normally shown in contract notes, confirmation notes and difference accounts as appropriate;

- 26.1.3 fees and expenses in respect of establishing and maintaining the Register of Shareholders and any sub-register of Shareholders, see clause 29.2;
- 26.1.4 any costs incurred in or about the listing of shares in the Company on any Stock Exchange, and the creation, conversion and cancellation of shares;
- 26.1.5 any costs incurred by the Company in publishing the price of the shares in a national or other newspaper;
- 26.1.6 any costs incurred in producing and dispatching any payments made by the Company, or the yearly and half-yearly reports of the Company;
- 26.1.7 any fees, expenses or disbursements of any legal or other professional adviser of the Company;
- 26.1.8 any costs incurred in taking out and maintaining any insurance policy in relation to the Company;
- 26.1.9 any costs incurred in respect of meetings of Shareholders convened for any purpose including those convened on a requisition by Shareholders not including the ACD or an associate of the ACD;
- 26.1.10 liabilities on unitisation, amalgamation or reconstruction including certain liabilities arising after transfer of property to the Company in consideration for the issue of shares as more fully detailed in the FCA Rules;
- 26.1.11 interest on borrowings and charges incurred in effecting or terminating such borrowings or in negotiating or varying the terms of such borrowings;
- 26.1.12 taxation and duties payable in respect of the property of the Company or the issue or redemption of shares;
- 26.1.13 the audit fees of the Auditors (including VAT) and any expenses of the Auditors;
- 26.1.14 the fees of the FCA under the FCA Rules, together with any corresponding periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which shares in the Company are or may be marketed;
- 26.1.15 the Depositary's expenses, as detailed in Section 28 below;
- 26.1.16 any expense incurred in relation to company secretarial duties including the cost of maintenance of minute books and other documentation required to be maintained by the Company; and
- 26.1.17 any payments otherwise due by virtue of the FCA Rules.

## 26.2 **VAT**

Value Added Tax is payable on these charges where appropriate.

## 26.3 **Allocation between Capital and Income**

Expenses are allocated between capital and income in accordance with the FCA Rules. To the extent that expenses are allocated to capital, this may in certain circumstances constrain capital growth.

Please refer to Appendix 1 for information on each Funds specific treatment of expenses.

## 27 **Charges Payable to the ACD**

- 27.1 In payment for carrying out its duties and responsibilities the ACD is entitled to take out of each Fund an annual management charge, calculated as a percentage per annum of the Net Asset Value of each Fund. Details of such annual management charge are set out for each Fund in

Appendix 1. However, in the case of the IFSL James Hambro Barnham Broom Fund and the IFSL James Hambro Rires Fund, the figure set out in Appendix 1 comprises the total fees and expenses payable in respect of the management of those Funds and is therefore inclusive of the fees and expenses payable under Sections 26, 28 and 29.

For the IFSL James Hambro Master Fund, the ACD will ensure that the total fees and expenses of the Fund do not exceed 0.7%, inclusive of the fees and expenses payable under sections 26, 28 and 29.

- 27.2 The annual management charge accrues on a daily basis by reference to the Net Asset Value of the relevant Fund calculated at each valuation point (as referred to in Section 20.1) and is payable monthly in arrears on the last Business Day of each month.
- 27.3 The ACD is also entitled to reimbursement of all reasonable, properly vouched, out of pocket expenses incurred in the performance of its duties, including stamp duty and stamp duty reserve tax on transactions in shares.
- 27.4 The ACD may not introduce a new category of remuneration for its services or increase the current rate or amount of its remuneration payable out of the Scheme Property of the Company or the preliminary charge unless, not less than 60 days before the introduction or increase, the ACD gives notice in writing of the introduction or increase and the date of its commencement to all Shareholders and has revised and made available the Prospectus to reflect the introduction or new rate and the date of its commencement.

## 28 **Depositary's and Custodian's Fees**

### 28.1 **Depositary**

- 28.1.1 The Depositary receives for its own account a periodic fee which will accrue daily and is payable monthly on the last business day in each calendar month in respect of that day and the period since the last business day in the preceding month and is payable within seven days after the last business day in each month. The fee is calculated by reference to the value of the Company at each valuation point except for the first accrual which is calculated by reference to the first valuation point of the Company. The rate of the periodic fee is agreed between the ACD and the Depositary and is currently 0.022% per annum of the first £100 million, 0.019% per annum on the next £200 million, 0.015% per annum on the next £700 million, and then 0.0075% on the remainder, per annum, of the value of relevant Fund, represented by the Net Asset Value of the Company calculated on each dealing day.
- 28.1.2 These rates can be varied from time to time in accordance with the FCA Rules.
- 28.1.3 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 that Fund is made and ending on the last business day of the month in which that day falls.
- 28.1.4 In addition to the periodic fee referred to above, the Depositary shall also be entitled to be paid transaction and custody charges in relation to transaction handling and safekeeping of the Scheme Property as detailed in clause 28.2.
- 28.1.5 These charges vary from country to country depending on the markets and the type of transaction involved. Transaction charges accrue at the time the transactions are effected and are payable as soon as is reasonably practicable, and in any event not later than the last business day of the month when such charges arose or as otherwise agreed between the Depositary and the ACD. Custody charges accrue and are payable as agreed from time to time by the ACD and the Depositary.
- 28.1.6 Where relevant, the Depositary may make a charge for (or otherwise benefit from) providing services in relation to: distributions, the provision of banking services, holding money on deposit, lending money, or engaging in stock lending or derivative transactions, in relation to the Fund 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 of the FCA Rules.

- 28.1.7 The Depositary will also be entitled to payment and reimbursement of all costs, liabilities and expenses properly incurred in the performance of, or arranging the performance of, functions conferred on it by the Instrument, the FCA Rules or by the general law.
- 28.1.8 On a winding up of the Company the Depositary will be entitled to its pro rata fees, charges and expenses to the date of winding up, the termination, or the redemption (as appropriate) and any additional expenses necessarily realised in settling or receiving any outstanding obligations.
- 28.1.9 Any value added tax on any fees, charges or expenses payable to the Depositary will be added to such fees, charges or expenses.
- 28.1.10 In each such case such payments, expenses and disbursements may be payable to any person (including the ACD or any associate or nominee of the Depositary or of the ACD) who has had the relevant duty delegated to it pursuant to the FCA Rules by the Depositary.

## 28.2 **Custodian**

- 28.2.1 Caceis Bank, UK Branch (to whom the Depositary has delegated custody of the Scheme Property of the Company) is entitled to receive from the Scheme Property fees in relation to dealing in investments and the provision of custodian services. The amount of these fees vary, dependent on the markets and the value of the stock involved and currently range between £2.40 – £111.75 per transaction and 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, the ACD and Caceis Bank, UK Branch. Custody charges again vary depending on the markets and the value of the stock involved and currently range between 0.3 basis points per annum and 81 basis points per annum, subject to a minimum aggregate charge (including both custody and transaction charges) of £4,200 per Fund per annum (exclusive of any dealing charges or out-of-pocket expenses). Custody fees shall accrue as agreed from time to time between the ACD, the Depositary and Caceis Bank, UK Branch but no later than the last Business Day of each month and shall be paid as soon as reasonably practicable after they accrue. These custody and transaction rates can be varied from time to time as agreed between the ACD, the Depositary and Caceis Bank, UK Branch, subject always to compliance with the FCA Rules. Fees and charges quoted in Euro will be converted to their Sterling equivalent based on the prevailing Euro/Sterling exchange rate selected by the ACD on date on which the fees or charges (as the case may be) are incurred.
- 28.2.2 In addition, Caceis Bank, UK Branch will also be paid out of the property attributable to each Fund, expenses properly incurred in the performance of, or arranging the performance of, stocklending transactions.

## 29 **Administration Fees and Expenses**

### 29.1 **Fund Accounting and Valuation**

Investment Fund Services Limited, as the provider of fund accounting and valuation services, will be entitled to receive out of the property of the Company for its own account, by way of remuneration, a periodic fee which will accrue daily and be payable monthly in arrears. The rate of the periodic charge will be subject always to compliance with the FCA Rules. The current fee is based on a fee schedule covering various processes and is therefore not directly related to the value of the Scheme Property of the Company. It is anticipated that the annual charge will be approximately £22,000 per annum per Fund.

In the case of the IFSL James Hambro Penrhos Fund, Investment Fund Services Limited may charge this fee however it is currently not deducted from the Fund. The ACD shall give Shareholders no less than 60 days' prior notice should this fee begin being charged.

## 29.2 **Administrator and Registrar**

The Administrator, by way of remuneration for the transfer agency functions which it is responsible for, will receive for its own account fees which are payable monthly out of the Scheme Property attributable to each Fund. The current rates are set out below (subject to a minimum fee of £5,000 per annum per share register):

- 29.2.1 a maintenance and servicing fee of £3,180 per annum;
- 29.2.2 a Fund maintenance and servicing fee of £1,500 per Fund per annum;
- 29.2.3 where any Fund contains more than one share class, a maintenance and servicing fee of £1,500 per share class per annum;
- 29.2.4 an accounts fee of £22 per account per annum for retail accounts, and £75 per account per annum for nominee accounts;
- 29.2.5 processing fees of £7.50 per electronic transaction and £15 per manual transaction;
- 29.2.6 dividend processing fees of 10 per basis point per annum (when based on NAV), and of £7.50 per manual transaction;
- 29.2.7 ad-hoc request fees of £125 per hour;
- 29.2.8 professional services fees of £125 per hour; and
- 29.2.9 other fees as agreed with the ACD.

## 30 **Shareholder Meetings and Voting Rights**

### 30.1 **Annual General Meeting**

The Company will not hold annual general meetings.

### 30.2 **Requisitions of Meetings**

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

### 30.3 **Notice and Quorum**

Shareholders will receive at least 14 days' notice of a Shareholders' meeting and are entitled to be counted in the quorum and vote at such meeting either in person or by proxy. The quorum for a meeting is two Shareholders, present in person or by proxy. The quorum for an Adjourned Meeting is one Shareholder present in person or by proxy. Notices of Meetings and Adjourned Meetings will be sent to Shareholders at their registered addresses.

### 30.4 **Voting Rights**

- 30.4.1 At a meeting of Shareholders, on a show of hands every Shareholder who (being an individual) is present in person or (being a corporation) is present by its representative properly authorised in that regard, has one vote.
- 30.4.2 On a poll vote, a Shareholder may vote either in person or by proxy. The voting rights attaching to each share are such proportion of the voting rights attached to all the shares in issue that the price of the share bears to the aggregate price(s) of all

the shares in issue at the date seven days before the notice of meeting is deemed to have been served.

30.4.3 A Shareholder 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.

30.4.4 Except where the FCA Rules 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 will be passed by a simple majority of the votes validly cast for and against the resolution.

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

30.4.6 "Shareholders" in this context means Shareholders on the date seven days before the notice of the relevant meeting was deemed to have been served but excludes persons who are known to the ACD not to be Shareholders at the time of the meeting.

## 31 **Class and Fund Meetings**

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

## 32 **Variation of Class Rights**

The rights attached to a class or Fund may not be varied without the sanction of a resolution passed at a meeting of Shareholders of that Share Class or Fund by a seventy-five per cent majority of those votes validly cast for and against such resolution.

## 33 **Taxation**

### 33.1 **General**

The information outlined below is intended as a general guide only and is based on current United Kingdom law and HM Revenue and Customs practice, both of which are subject to change. It summarises the tax position of the Company and of Shareholders who are UK resident for tax purposes and who are the beneficial owners of shares which are held as investments. The summary may not apply to certain classes of investor (such as financial institutions and dealers in securities). Shareholders who are in any doubt about their tax position are recommended to seek professional advice.

### 33.2 **The Company**

#### 33.2.1 **Income**

The Company will be liable to corporation tax on its taxable income (including any offshore income gains arising on a disposal of a relevant interest in non-reporting offshore funds) at a rate of 20% after deducting management and other allowable expenses (including the gross amount of any interest distributions the Company makes or is deemed to make). Dividend income received by the Company will not normally be taxed provided it falls within one of the several exempt classes set out in Part 9A of the Corporation Tax Act 2009 ("**CTA 2009**"). Where the Company suffers foreign tax on income it receives, this may, in certain circumstances, be deducted from any UK tax which is due on that income.

#### 33.2.2 **Capital Gains**

The Company is generally exempt from UK tax on capital gains arising on the disposal of its investments.

### 33.2.3 Stamp Duty Reserve Tax

***This section is based on current law and HM Revenue & Customs practice which may change.***

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

#### (i) **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%.

#### (ii) **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.

## 33.3 The Shareholder

### 33.3.1 Individual Shareholders

The Fund's 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.

### 33.3.2 Non Residents

Dividend distributions will be made gross to shareholders who are not UK resident. Non resident shareholders who are individuals are not liable to UK income tax on the dividend distribution. Non-UK resident shareholders are recommended to seek professional advice as to the tax consequences of receiving a dividend distribution under the law of the jurisdiction of their residence.

Non resident trusts may be chargeable to UK income tax on distributions made by the Company and are recommended to seek professional advice.

#### **Corporate Shareholders**

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.

### 33.3.3 **Capital 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.

Shareholders who are non UK resident will not normally be liable to UK tax on capital gains arising on a sale, disposal or other chargeable event unless the shareholding is connected with a trade carried on by the Shareholder through a UK branch or agency or certain anti-avoidance provisions relating to temporary non-UK residence apply.

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

## 34 **Information reporting**

- 34.1 Income 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.

### **35 Income Equalisation**

- 35.1 Income equalisation, as explained below, may apply in relation to the Company, as detailed in Appendix 1.
- 35.2 Part of the purchase price of a share reflects the relevant share of accrued income received or to be received by the Company. This capital sum is returned to a Shareholder with the first allocation of income in respect of a share issued during an accounting period.
- 35.3 The amount of income equalisation is either the actual amount of income included in the issue price of that share or is calculated by dividing the aggregate of the amounts of income included in the price of shares issued or sold to Shareholders in an annual or interim accounting period by the number of those shares and applying the resultant average to each of the shares in question.

### **36 Winding up of the Company or a Fund of the Company**

- 36.1 The Company shall not be wound up except as an unregistered company under Part V of the Insolvency Act 1986 or under the FCA Rules. A Fund may only be wound up under the FCA Rules.
- 36.2 Where the Company or a Fund is to be wound up under the FCA Rules, such winding up may only be commenced following approval by the FCA. The FCA may only give such approval if the ACD provides a statement (following an investigation into the affairs of the Company) either that the Company will be able to meet its liabilities within 12 months of the date of the statement or that the Company will be unable to do so. The Company may not be wound up under the FCA Rules if there is a vacancy in the position of ACD at the relevant time.
- 36.3 The Company or a Fund may be wound up under the FCA Rules if:
  - 36.3.1 an extraordinary resolution to that effect is passed by Shareholders; or
  - 36.3.2 the period (if any) fixed for the duration of the Company or a Fund by the Instrument of Incorporation expires, or an event (if any) occurs on the occurrence of which the Instrument of Incorporation provides that the Company or a Fund is to be wound up (for example, if the share capital of the Company is below its prescribed minimum or (in relation to any Fund) the Net Asset Value of the Fund is less than £10,000,000, or if a change in the laws or regulations of any country means that, in the ACD's opinion, it is desirable to terminate the Fund); or
  - 36.3.3 on the date of effect stated in any agreement by the FCA to a request by the ACD for the revocation of the authorisation order in respect of the Company or the Fund;
- 36.4 On the occurrence of any of the above:
  - 36.4.1 the parts of the FCA Rules and the Instrument of Incorporation relating to Pricing and Dealing and Investment and Borrowing will cease to apply to the Company or the Fund;
  - 36.4.2 the Company will cease to issue and cancel shares in the Company or the Fund and the ACD shall cease to sell or redeem shares or arrange for the Company to issue or cancel them for the Company or the Fund;
  - 36.4.3 no transfer of a share shall be registered and no other change to the Register shall be made without the sanction of the ACD;
  - 36.4.4 where the Company is being wound up, the Company shall cease to carry on its business except in so far as it is beneficial for the winding up of the Company; and

- 36.4.5 the corporate status and powers of the Company and, subject to the provisions of Sections 35.4.1 and 35.4.4 above, the powers of the ACD shall remain until the Company is dissolved.
- 36.5 The ACD shall, as soon as practicable after the Company or the Fund falls to be wound up, realise the assets and meet the liabilities of the Company or the Fund and, after paying out or retaining adequate provision for all liabilities properly payable and retaining provision for the costs of winding up, arrange for the Depositary to make one or more interim distributions out of the proceeds remaining (if any) to Shareholders proportionately to their rights to participate in the Scheme Property of the Company or Fund. When the ACD has caused all of the Scheme Property to be realised and all of the liabilities of the Company or Fund to be realised, the ACD shall arrange for the Depositary to also make a final distribution to Shareholders (if any Scheme Property remains to be distributed) on or prior to the date on which the final account is sent to Shareholders of any balance remaining in proportion to their holdings in the Company or Fund.
- 36.6 As soon as reasonably practicable after completion of the winding up of the Company or Fund, the ACD shall notify the FCA.
- 36.7 On completion of a 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.
- 36.8 Following the completion of the winding up of the Company, the ACD shall notify the Registrar of Companies and shall notify the FCA that it has done so.
- 36.9 Following the completion of the winding up of the Company or Fund, the ACD must prepare a final account showing how the winding up took place and how the Scheme Property was distributed. The auditors of the Company shall make a report in respect of the final account stating their opinion as to whether the final account has been properly prepared. This final account and the auditors' report must be sent to the FCA, to each Shareholder and, in the case of the winding up of the Company, to the Registrar of Companies within two months of the termination of the winding up.
- 36.10 As the Company is an umbrella company, any liabilities attributable or allocated to a Fund under the FCA Rules shall be met solely out of the Scheme Property attributable or allocated to that Fund.

## 37 **General Information**

### 37.1 **Accounting Periods**

The annual accounting period of the Company ends each year on 31 March (the accounting reference date). The interim accounting period of the Company ends each year on 30 September.

### 37.2 **Income Allocations**

37.2.1 Allocations of income are made in respect of the income available for allocation in each accounting period.

37.2.2 Final distributions of income in respect of Distributing Shares for the Company and allocations in respect of Accumulating Shares occur on or before the annual income allocation date of 31 May, with interim distributions (or allocations, as the case may be) occurring on or before 30 November, except in relation to the IFSL James Hambro Penrhos Fund where interim distributions (or allocations, as the case may be) occur on or before 28 February, 31 August and 30 November.

37.2.3 Payments will be made by bank automated credit system. Cheques will not be sent for new investors who invest after 1<sup>st</sup> January 2018. Where new investor's bank details are not known or are inaccurate, accumulation shares will be purchased, where available, otherwise any income from income shares will be reinvested.

37.2.4 If a distribution remains unclaimed for a period of six years after it has become due, it will be forfeited and will revert to the Company.

37.2.5 The amount available for distribution in any accounting period is calculated by taking the aggregate of the income received or receivable for the account of the relevant Fund in respect of that period, and deducting the charges and expenses of that Fund paid or payable out of income in respect of that accounting period. The ACD then makes such other adjustments as it considers appropriate (and after consulting the auditors as appropriate) in relation to taxation, income equalisation, income unlikely to be received within 12 months following the relevant income allocation date, income which should not be accounted for on an accrual basis because of lack of information as to how it accrues, transfers between the income and capital account and any other adjustments which the ACD considers appropriate after consulting the auditors.

**37.3 Annual Reports**

37.3.1 Annual reports of the Company will be published within four months of each annual accounting period and interim reports will be published within two months of each interim accounting period.

37.3.2 The Company prepares a long report in relation to each annual and interim accounting period.

37.3.3 Copies of the long reports are available on our website at [www.ifslfunds.com](http://www.ifslfunds.com). Alternatively copies can be obtained free of charge from the ACD at its operating address or by calling 0808 178 9321.

**37.4 Documents Relating to the Company**

The following documents may be inspected free of charge between 9.00 a.m. and 5.00 p.m. every Business Day at the offices of the ACD.

37.4.1 the most recent annual and interim reports of the Company;

37.4.2 the Instrument of Incorporation (and any amending instrument of incorporation);

37.4.3 the ACD Agreement; and

37.4.4 the Investment Management Agreement.

**37.5 Complaints**

Complaints concerning the operation or marketing of the Company should be referred to the compliance officer of the ACD in the first instance. If the complaint is not dealt with satisfactorily then it can be made direct to The Financial Ombudsman Service at Exchange Tower, London E14 9SR. Further details of the ACD's complaints handling policy are available on request.

**37.6 The Financial Services Compensation Scheme**

The Financial Services Compensation Scheme Limited has been established under the rules of the FCA as a "rescue fund" for certain clients of firms authorised and regulated by the FCA which have gone out of business. The ACD will supply you with further details of the scheme on written request to its operating address. Alternatively, you can visit the scheme's website at [www.fscs.org.uk](http://www.fscs.org.uk) or by writing to the Financial Services Compensation Scheme, PO Box 300, Mitcheldean, GL17 1DY.

**37.7 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: of the ACD's voting policy is available on request.

Purpose	Type of data	Basis for processing
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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>.

**37.8 Notice to Shareholders**

Any notice or document will be served on Shareholders, by post, at their respective registered address.

**37.9 Fair Treatment of Investors**

The ACD seeks to ensure the fair and equitable treatment of Shareholders by complying with the Regulations, the Company'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 Company and its 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 Company will invest in the same manner and on the same terms.

**37.10 Execution Policy**

A copy of the ACD's execution policy is available upon request.

**37.11 Voting**

A copy of the ACD's voting policy is available on request.

## Appendix 1

### The Funds: Investment Objectives, Policies and Other Details

#### IFSL James Hambro Barnham Broom Fund

<b>Investment Objective</b>	<p>The aim of the Fund is to grow the value of your investment over a period of at least 5 years, through both capital growth, which is profit on investments, and income, which is money paid out from an investment, such as interest and dividends.</p>
<b>Investment Policy</b>	<p>The Fund will invest in a broad range of asset classes and investments across different industries and geographical regions, however not all assets classes may be held at all times. This will include:</p> <ul style="list-style-type: none"> <li>• 40% to 85% in shares in companies.</li> <li>• Up to 35% in bonds and loans issued by governments, supra-national organisations and companies.</li> <li>• Up to 30% in real assets such as property, infrastructure and commodities (e.g. gold and raw materials).</li> <li>• Up to 40% in cash.</li> </ul> <p>These asset classes may be held directly (although the Fund will not invest directly in real assets), through other funds (which could include other funds managed by the Authorised Corporate Director or the Investment Manager), exchange traded funds, exchange traded contracts, investment trusts, or structured products, which are securities whose returns are linked to underlying assets or markets.</p> <p>The Fund may also invest in preference shares, bonds which may be converted into shares (known as convertible bonds) and money market instruments, which are shorter term loans.</p> <p>The Fund can use derivatives or forward transactions to manage currency exposure and for efficient portfolio management. The Fund will not always hold these, however at times they may be held for extended periods. The use of derivatives is not expected to have a significant impact on the risk profile of the Fund. Any underlying funds held within this Fund may also use derivatives to varying degrees.</p> <p>The Fund is actively managed, which means the Investment Manager decides which investments to buy and when. Investments selected are based on those the Investment Manager believes will deliver returns consistent with the overall investment objective.</p> <p>The Investment Manager will decide the proportion of the Fund to be held in each asset class, aiming to achieve a balance which appears most likely to deliver returns consistent with the overall investment objective. This decision, at any given time, will be influenced by the Investment Manager's view of current economic and other circumstances.</p>
<b>Assessing Performance</b>	<p>The Investment Association (IA), the trade body for UK investment managers, has created a number of 'sectors' as a way of dividing funds into broad groups with similar characteristics.</p> <p>The Fund will be in the IA Mixed Investment 40-85% shares sector. You may want to assess the Fund's performance compared to the performance of this sector.</p>

<b>Classes of shares available</b>	Distributing Shares	Accumulating Shares
<b>Currency of denomination</b>	Pounds Sterling	Pounds Sterling
<b>Investment minima:*</b>		
- initial	£100,000	£100,000
- holding	£100,000	£100,000
- top-up	£10,000	£10,000
- redemption	£10,000	£10,000
<b>ACD's preliminary charge</b>	10%	10%
<b>Annual Management Charge**</b>	1%	1%
<b>Expenses charged to</b>	Income	Income
<b>Annual accounting date</b>	31 March	31 March
<b>Interim accounting date</b>	30 September	30 September
<b>Annual ex-dividend date</b>	1 April	1 April
<b>Interim ex-dividend date</b>	1 October	1 October
<b>Annual income allocation date</b>	31 May	31 May
<b>Interim income allocation date</b>	30 November	30 November
<b>Invest in Eligible Markets</b>	As listed in Appendix 3	As listed in Appendix 3
<b>Income Equalisation</b>	Yes	Yes
<b>ISA Qualifying</b>	Yes	Yes
<b>Typical investor</b>	<p>The Fund is suitable for retail investors, professional investors and eligible counterparties whose investment requirements are aligned with the objectives, policies and risk profiles of the Fund. The Fund will be distributed primarily via fund platforms, wealth managers, discretionary fund managers and financial institutions. The Fund has 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 Fund and the risks involved in investment is important.</p> <p>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 Fund.</p> <p>The Fund 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 Fund, 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 Fund. The Fund is also not committed to meeting any specific ethical, social, religious or environmental restrictions which some investors may be seeking.</p>	

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

Investors must be able to accept some risk to their capital, thus the Fund may be suitable for investors who are looking to set aside the capital for at least 5 years. The Fund may be suitable for those investors wishing to achieve a balance of capital growth and income.

\* The ACD (in consultation with the Investment Manager) may waive these minima at its discretion.  
\*\* Please refer to Section 27.1 for further details.



## IFSL James Hambro Master Fund

<p><b>Investment Objective</b></p>	<p>The Fund aims to provide income, that is, money paid out from an investment such as dividends from shares or interest from bonds. The Fund aims to grow the total annual income distribution per share paid out to Shareholders, in line with inflation, measured using the UK Consumer Price Index, each year. The Fund also aims to increase the value of an investment over a minimum of 10 years.</p>
<p><b>Investment Policy</b></p>	<p>The Fund will invest in a diversified portfolio of assets. Typically, around 70% of the Fund will be invested in shares in companies. However, the Fund is unconstrained and the equity allocation may be significantly lower in volatile market conditions in order to protect the value of the Fund.</p> <p>The Fund will also invest in bonds, which are loans issued by companies, governments and other institutions. This may include investment grade bonds, where the issuer has a higher capacity to repay the debt, as well as sub-investment grade bonds, which can be more vulnerable to changing market conditions but typically pay a higher rate of interest. Typically, around 10-30% of the Fund will be invested in bonds, however during extreme market conditions this may rise significantly higher, potentially up to 100% of the Fund.</p> <p>The Fund may also invest in other securities whose returns are linked to the performance of a company, such as preference shares and warrants, money market instruments, which are shorter term loans. The Fund may also hold cash.</p> <p>The Fund may invest in the above asset classes directly or gain exposure indirectly, through other funds (which could include other funds managed by the Authorised Corporate Director or the Investment Manager), including exchange-traded funds, which typically track an index and investment trusts.</p> <p>The Fund is actively managed which means the Investment Manager decides the nature and timing of investment decisions in order to meet the overall objective. These decisions will be influenced by the Investment Manager's view of the current economic conditions and other factors such as interest rates.</p> <p>Where the Fund invests directly in companies, there will be no particular emphasis on any industry or sector. However, there will be no investment in tobacco, alcohol or gambling companies (as defined by any of these activities representing more than 50% of the company's turnover).</p> <p>The Fund may also use forward transactions and derivatives (which are instruments whose value is linked to the performance of an underlying asset or another variable factor, such as stock markets and currencies). These are used for efficient portfolio management; in order to protect the value of the Fund, to reduce the cost of investing, or to generate additional capital or income without significantly affecting the risk profile of the Fund. Whilst the Fund will not always use these instruments, at times they may be held for extended periods. Other funds held may also use derivatives to varying degrees.</p>
<p><b>Assessing Performance</b></p>	<p><i>Performance Target</i></p> <p>The performance target is the level of performance the Fund aims to deliver however there is no certainty this will be achieved. The Fund aims to grow the percentage of income paid out each year, net of fees, in line with (or better than) movements in the UK Consumer Price Index (UK CPI). The UK CPI is one of the most widely used measures of inflation.</p>

	<p><i>Performance Assessment</i></p> <p>The Investment Association (IA), the trade body for UK investment managers, has created a number of 'sectors' as a way of dividing funds into broad groups with similar characteristics.</p> <p>The Fund will be a member of the IA Flexible Sector. You may want to assess the Fund's performance compared to the performance of this sector. From time to time, due to the nature of the IA Flexible Investment sector, the Fund may have an asset allocation which is different to the average of the sector. This variable nature of the sector should be taken into consideration when comparing the performance of the Fund.</p>						
<b>Classes of shares available</b>	Distributing Shares						
<b>Currency of denomination</b>	Pounds Sterling						
<b>Investment minima:*</b>							
- initial	£100,000						
- holding	£50,000						
- top-up	£10,000						
- redemption	£10,000						
<b>ACD's preliminary charge</b>	10%						
<b>Annual Management Charge**</b>	0.58%. A tiered rate will be applied as below:						
	<table border="1"> <tr> <td>0.58%</td> <td>for the first £25m in value</td> </tr> <tr> <td>0.555%</td> <td>for the next £25m in value</td> </tr> <tr> <td>0.53%</td> <td>for everything over £50m in value</td> </tr> </table>	0.58%	for the first £25m in value	0.555%	for the next £25m in value	0.53%	for everything over £50m in value
0.58%	for the first £25m in value						
0.555%	for the next £25m in value						
0.53%	for everything over £50m in value						
<b>Expenses charged to</b>	Capital.						
<b>Annual accounting date</b>	31 March						
<b>Interim accounting date</b>	30 September						
<b>Annual ex-dividend date</b>	1 April						
<b>Interim ex-dividend date</b>	1 October						
<b>Annual income allocation date</b>	31 May						
<b>Interim income allocation date</b>	30 November						
<b>Invest in Eligible Markets</b>	As listed in Appendix 3						
<b>Income Equalisation</b>	Yes						
<b>ISA Qualifying</b>	Yes						
<b>Typical investor</b>	The Fund is suitable for retail investors, professional investors and eligible counterparties whose investment requirements are aligned with the objectives, policies and risk profiles of the Fund. The Fund will be distributed primarily via fund platforms, wealth managers, discretionary fund managers and financial institutions. The Fund has 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 Fund 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 Fund.

The Fund 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 Fund, 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 Fund. The Fund is 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 Fund is available from the ACD upon request. If you are in any doubt as to the suitability of the Fund, you should consult an appropriately qualified financial adviser prior to making an investment.

Investors must be able to accept some risk to their capital, thus the Fund may be suitable for investors who are looking to set aside the capital for at least 5 years. The Fund may be suitable for those investors wishing to achieve income, with some potential for capital growth.

\* The ACD (in consultation with the Investment Manager) may waive these minima at its discretion.  
\*\* Please refer to Section 27.1 for further details.

## IFSL James Hambro Penrhos Fund

<b>Investment Objective</b>	<p>The aim of the Fund is to grow the value of your investment over a period of at least 5 years, through both capital growth, which is profit on investments, and income, which is money paid out from an investment, such as interest and dividends.</p>	
<b>Investment Policy</b>	<p>The Fund will invest in a broad range of asset classes and investments across different industries and geographical regions, however not all assets classes may be held at all times. This will include:</p> <ul style="list-style-type: none"> <li>• 40% to 85% in shares in companies.</li> <li>• Up to 35% in bonds and loans issued by governments, supra-national organisations and companies.</li> <li>• Up to 30% in real assets such as property, infrastructure and commodities (e.g. gold and raw materials).</li> <li>• Up to 40% in cash.</li> </ul> <p>These asset classes may be held directly (although the Fund will not invest directly in real assets), through other funds (which could include other funds managed by the Authorised Corporate Director or the Investment Manager), exchange traded funds, exchange traded contracts, investment trusts, or structured products, which are securities whose returns are linked to underlying assets or markets.</p> <p>The Fund may also invest in preference shares, bonds which may be converted into shares (known as convertible bonds) and money market instruments, which are shorter term loans.</p> <p>The Fund can use derivatives or forward transactions to manage currency exposure and for efficient portfolio management. The Fund will not always hold these, however at times they may be held for extended periods. The use of derivatives is not expected to have a significant impact on the risk profile of the Fund. Any underlying funds held within this Fund may also use derivatives to varying degrees.</p> <p>The Fund is actively managed, which means the Investment Manager decides which investments to buy and when. Investments selected are based on those the Investment Manager believes will deliver returns consistent with the overall investment objective.</p> <p>The Investment Manager will decide the proportion of the Fund to be held in each asset class, aiming to achieve a balance which appears most likely to deliver returns consistent with the overall investment objective. This decision, at any given time, will be influenced by the Investment Manager's view of current economic and other circumstances.</p>	
<b>Assessing Performance</b>	<p>The Investment Association (IA), the trade body for UK investment managers, has created a number of 'sectors' as a way of dividing funds into broad groups with similar characteristics.</p> <p>The Fund will be in the IA Mixed Investment 40-85% shares sector. You may want to assess the Fund's performance compared to the performance of this sector.</p>	
<b>Classes of shares available</b>	Distributing Shares	Accumulating Shares
<b>Currency of denomination</b>	Pounds Sterling	Pounds Sterling

<b>Investment minima:*</b>		
- initial	£100,000	£100,000
- holding	£100,000	£100,000
- top-up	£10,000	£10,000
- redemption	£10,000	£10,000
<b>ACD's preliminary charge</b>	10%	10%
<b>Annual Management Charge</b>	1.03%	1.03%
<b>Expenses charged to</b>	Capital	Capital
<b>Annual accounting date</b>	31 March	31 March
<b>Interim accounting dates</b>	30 June, 30 September, 31 December	30 June, 30 September, 31 December
<b>Annual ex-dividend date</b>	1 April	1 April
<b>Interim ex-dividend dates</b>	1 July, 1 October, 1 January	1 July, 1 October, 1 January
<b>Annual income allocation date</b>	31 May	31 May
<b>Interim income allocation dates</b>	31 August, 30 November, 28 February	31 August, 30 November, 28 February
<b>Invest in Eligible Markets</b>	As listed in Appendix 3	As listed in Appendix 3
<b>Income Equalisation</b>	Yes	Yes
<b>ISA Qualifying</b>	Yes	Yes
<b>Typical investor</b>	<p>The Fund is suitable for retail investors, professional investors and eligible counterparties whose investment requirements are aligned with the objectives, policies and risk profiles of the Fund. The Fund will be distributed primarily via fund platforms, wealth managers, discretionary fund managers and financial institutions. The Fund has 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 Fund and the risks involved in investment is important.</p> <p>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 Fund.</p> <p>The Fund 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 Fund, 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 Fund. The Fund is also not committed to meeting any specific ethical, social, religious or environmental restrictions which some investors may be seeking.</p> <p>Further information on the intended target market for the Fund is available from the ACD upon request. If you are in any doubt as to the suitability of the Fund, you should consult an appropriately qualified financial adviser prior to making an investment.</p>	

Investors must be able to accept some risk to their capital, thus the Fund may be suitable for investors who are looking to set aside the capital for at least 5 years. The Fund may be suitable for those investors wanting long-term capital growth principally through a diversified holding of securities.

\* The ACD (in consultation with the Investment Manager) may waive these minima at its discretion.

## IFSL James Hambro Rires Fund

<b>Investment Objective</b>	<p>The aim of the Fund is to grow the value of your investment over a period of at least 5 years, through both capital growth, which is profit on investments, and income, which is money paid out from an investment, such as interest and dividends.</p>
<b>Investment Policy</b>	<p>The Fund will invest in a broad range of asset classes and investments across different industries and geographical regions, however not all assets classes may be held at all times. This will include:</p> <ul style="list-style-type: none"> <li>• 40% to 85% in shares in companies.</li> <li>• Up to 35% in bonds and loans issued by governments, supra-national organisations and companies.</li> <li>• Up to 30% in real assets such as property, infrastructure and commodities (e.g. gold and raw materials).</li> <li>• Up to 40% in cash.</li> </ul> <p>These asset classes may be held directly (although the Fund will not invest directly in real assets), through other funds (which could include other funds managed by the Authorised Corporate Director or the Investment Manager), exchange traded funds, exchange traded contracts, investment trusts, or structured products, which are securities whose returns are linked to underlying assets or markets.</p> <p>The Fund may also invest in preference shares, bonds which may be converted into shares (known as convertible bonds) and money market instruments, which are shorter term loans.</p> <p>The Fund can use derivatives or forward transactions to manage currency exposure and for efficient portfolio management. The Fund will not always hold these, however at times they may be held for extended periods. The use of derivatives is not expected to have a significant impact on the risk profile of the Fund. Any underlying funds held within this Fund may also use derivatives to varying degrees.</p> <p>The Fund is actively managed, which means the Investment Manager decides which investments to buy and when. Investments selected are based on those the Investment Manager believes will deliver returns consistent with the overall investment objective.</p> <p>The Investment Manager will decide the proportion of the Fund to be held in each asset class, aiming to achieve a balance which appears most likely to deliver returns consistent with the overall investment objective. This decision, at any given time, will be influenced by the Investment Manager's view of current economic and other circumstances.</p>
<b>Assessing Performance</b>	<p>The Investment Association (IA), the trade body for UK investment managers, has created a number of 'sectors' as a way of dividing funds into broad groups with similar characteristics.</p> <p>The Fund will be in the IA Mixed Investment 40-85% shares sector. You may want to assess the Fund's performance compared to the performance of this sector.</p>
<b>Classes of shares available</b>	Distributing Shares
<b>Currency of denomination</b>	Pounds Sterling

<b>Investment minima:*</b>	
- initial	£100,000
- holding	£100,000
- top-up	£10,000
- redemption	£10,000
<b>ACD's preliminary charge</b>	10%
<b>Annual Management Charge**</b>	1.00%
<b>Expenses charged to</b>	Income
<b>Annual accounting date</b>	31 March
<b>Interim accounting date</b>	30 September
<b>Annual ex-dividend date</b>	1 April
<b>Interim ex-dividend date</b>	1 October
<b>Annual income allocation date</b>	31 May
<b>Interim income allocation date</b>	30 November
<b>Invest in Eligible Markets</b>	As listed in Appendix 3
<b>Income Equalisation</b>	Yes
<b>ISA Qualifying</b>	Yes
<b>Typical investor</b>	<p>The Fund is suitable for retail investors, professional investors and eligible counterparties whose investment requirements are aligned with the objectives, policies and risk profiles of the Fund. The Fund will be distributed primarily via fund platforms, wealth managers, discretionary fund managers and financial institutions. The Fund has 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 Fund and the risks involved in investment is important.</p> <p>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 Fund.</p> <p>The Fund 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 Fund, 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 Fund. The Fund is also not committed to meeting any specific ethical, social, religious or environmental restrictions which some investors may be seeking.</p> <p>Further information on the intended target market for the Fund is available from the ACD upon request. If you are in any doubt as to the suitability of the Fund, you should consult an appropriately qualified financial adviser prior to making an investment.</p>



Investors must be able to accept some risk to their capital, thus the Fund may be suitable for investors who are looking to set aside the capital for at least 5 years. The Fund may be suitable for those investors wishing to achieve a balance of capital growth and income by investing in a range of asset classes in any or all geographic areas of the world and in any or all economic sectors.

\* The ACD (in consultation with the Investment Manager) may waive these minima at its discretion.  
\*\* Please refer to Section 27.1 for further details.

## Appendix 2

### Investment and Borrowing Powers of the Company

#### 1 Investment and Borrowing Powers of the Company

##### 1.1 Investment Restrictions

The property of each Fund of the Company will be invested with the aim of achieving the investment objective but subject to the limits on investment set out in the FCA Rules. These limits as summarised below:

- 1.1.1 Generally the Company will invest in the investments to which it is dedicated including approved securities which are transferable securities admitted to or dealt on a regulated market or in a market in an EEA State which is regulated, operates regularly and is open to the public, units in collective investment schemes, warrants, approved money market instruments, deposits and derivatives and forward transactions.
- 1.1.2 Eligible markets are regulated markets or markets established in an EEA State which are regulated, operate regularly and are open to the public; and markets which the ACD, after consultation with the Depositary, has decided are appropriate for the purpose of investment of or dealing in the property of the Company having regard to the relevant criteria in the FCA Rules and guidance from the FCA. Such markets must operate regularly, be regulated, recognised, open to the public, adequately liquid and have arrangements for unimpeded transmission of income and capital to or to the order of the investors. The eligible securities and derivatives markets for the Company are set out in Appendix 3.
- 1.1.3 If the ACD and Depositary believe that such an addition would make a fundamental change to the Company then new eligible securities markets may be added to the existing list only by the passing of a resolution of Shareholders at a Shareholders' meeting. If not, then the ACD and the Depositary will need to assess whether such an addition would be a significant event requiring Shareholders to be notified of the change 60 days in advance, and for the Prospectus to reflect the intended change and the date of commencement, or if the addition is of minimal significance to the investment policy of the Company such that Shareholders will just be notified of the change.

##### 1.2 Transferable Securities

- 1.2.1 Up to 10% of the value of each Fund may be invested in transferable securities which are not approved securities.
- 1.2.2 Up to 5% of a Fund may be invested in transferable securities other than Government and public securities and approved money market instruments issued by any one issuer. However, up to 10% in value of a Fund may be invested in those securities and instruments (or certificates representing those securities) issued by the same issuer if the value of all such holdings combined does not exceed 40% of the value of the property of a Fund. Up to 20% in value of the scheme property of a Fund can consist of transferable securities or approved money market instruments issued by the same group (being companies included in the same group for the purposes of consolidated accounts as defined in accordance with Directive 83/349/EEC or in the same group in accordance with international accounting standards).
- 1.2.3 Up to 100% of the scheme property of the Company or of any Fund, as the case may be, may be invested in government and public securities issued by or on behalf of or guaranteed by a single issuer which may be one of the following: the government of the United Kingdom, any member state of the European Union or EEA (Austria, Belgium, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden, and the United Kingdom (including the Scottish

Administration, the Executive Committee of the Northern Ireland Assembly and the National Assembly for Wales)), Australia, Canada, Japan, New Zealand, Switzerland or the United States of America; or public securities issued by the Council of Europe, European Bank of Reconstruction and Development, Europe Coal and Steel, European Community, European Investment Bank, Eurofima, International Finance Corporation or Nordic Investment Bank.

### 1.3 Collective Investment Schemes

1.3.1 Up to 100% in value of the scheme property of a Fund may be invested in units in other schemes. Investment may be made in another collective investment scheme managed by the ACD or an associate of the ACD, subject to those of the FCA Rules which prevent double charging. Investment may only be made in other collective investment schemes whose maximum annual management charge does not exceed 5%.

1.3.2 The investee schemes must comply with 1.3.3 and 1.3.4.

1.3.3 Any schemes in which the Company invests must:

1.3.3.1 comply with the conditions necessary for them to enjoy the rights conferred by the UCITS Directive, as implemented in the EEA; or

1.3.3.2 be recognised under the provision of section 272 of the Act; or

1.3.3.3 be authorised as a non-UCITS retail scheme; or

1.3.3.4 be authorised in another EEA state; or

1.3.3.5 be authorised by the competent authority of an OECD member country (other than another EEA State) which has (i) signed the IOSCO Multilateral Memorandum of Understanding and (ii) approved the scheme's management company, rules and depositary/custody arrangements.

provided that for 1.3.3.3, 1.3.3.4 and 1.3.3.5 the requirements of article 50(1)(e) of the UCITS Directive are also met.

1.3.4 Investee schemes must also comply with the rules relating to investment in other group schemes contained in the FCA Rules and themselves be schemes which have terms which prohibit more than 10% of their assets consisting of units in other collective investment schemes.

1.3.5 The Funds may invest in units of collective investment schemes and pay any related charges or expenses for investing in such units unless the schemes are managed, operated or administered by the ACD (or one of its associates) in which case, the Fund will pay no additional management or administrative charges to the ACD or its associate (as the case may be).

1.3.6 When a Fund invests in the units of other schemes that are managed, directly or by delegation, by the ACD or by any other company with which the ACD is linked by common management or control, or by a substantial direct or indirect holding (i.e. more than 10% of the capital or voting rights), the ACD or the other company may not charge subscription, conversion or redemption fees on account of the Fund's investment in the units of such other schemes and only a reduced management fee of max. 0.25% p.a. in relation to the proportion of assets invested in the units of such other schemes may be charged.

1.3.7 When a Fund invests in the units of a related scheme according to the above paragraph, which applies a lower management fee than the Fund, the Fund may charge on the assets invested in such target fund the difference between its own management fee and the applicable management fee of the target fund, instead of the above mentioned reduced management fee.

## **1.4 Warrants and Nil and Partly Paid Securities**

- 1.4.1 Up to 100% in value of the scheme property of a Fund may consist of warrants (which may at times make the portfolio composition highly volatile), provided that warrants may only be held if it is reasonably foreseeable there will be no change to the scheme property between the acquisition of the warrant and its exercise and the rights conferred by the proposed warrant and all other warrants forming part of the scheme property at the time of the acquisition of the proposed warrant will be exercised and that the exercise of the rights conferred by the warrants will not contravene the FCA Rules.
- 1.4.2 Securities on which any sum is unpaid may be held provided that it is reasonably foreseeable that the amount of any existing and potential call for any sum unpaid could be paid by the Fund at any time when the payment is required without contravening the FCA Rules.
- 1.4.3 A warrant which is an investment falling within article 80 of the Regulated Activities Order (Certificates representing certain securities) and which is akin to an investment falling within article 79 (Instruments giving entitlement to investments) of the Regulated Activities Order may not be included in the scheme property unless it is listed on an eligible securities market.
- 1.4.4 It is possible that more than 5% of the Scheme Property will be invested in warrants, in which case the Net Asset Value of the Company may, at times be highly volatile.

## **1.5 Money Market Instruments**

- 1.5.1 Up to 100% in value of the scheme property of a Fund can consist of approved money market instruments, which are money market instruments which are normally dealt in on the money market, are liquid and whose value can be accurately determined at any time provided the money market instrument is admitted to or normally dealt on an eligible market; or is issued or guaranteed by one of the following: the government of the United Kingdom and the United States of America; or issued by a body, any securities of which are dealt in on an eligible market; or issued or guaranteed by an establishment subject to prudential supervision in accordance with criteria defined by Community law or by an establishment which is subject to and complies with prudential rules considered by the FCA to be at least as stringent as those laid down by Community law.
- 1.5.2 Notwithstanding the above up to 10% of the scheme property of a Fund may be invested in money market instruments which do not meet these criteria.

## **1.6 Deposits**

Up to 20% in value of the scheme property of a Fund can consist of deposits with a single body. The Fund may only invest in deposits with an approved bank and which are repayable on demand, or have the right to be withdrawn, and maturing in no more than 12 months.

## **1.7 Derivatives and Forward Transactions**

- 1.7.1 Derivative transactions may be used for the purposes of Hedging although it is not the ACD's current intention to do so. In pursuing the Fund's objective the ACD may make use of a variety of derivative instruments in accordance with the FCA Rules. Where derivatives are used for Hedging or in accordance with efficient portfolio management techniques then this will not compromise the risk profile of the Fund. Use of derivatives will not contravene any relevant investment objectives or limits.
- 1.7.2 To the extent that the ACD does use such techniques, Efficient Portfolio Management ("EPM") transactions may involve options, futures or contracts for differences or forward transactions in accordance with the FCA Rules. There is no limit on the amount of the property of a Scheme which may be used for these purposes, but there are various requirements which must be satisfied. The specific aims of EPM are:

- 1.7.2.1 the reduction of risk - to hedge against either price or currency fluctuation to avoid volatility in the market and limit the down side of the risk;
- 1.7.2.2 the reduction of cost; and
- 1.7.2.3 the generation of additional capital or income for a Scheme with a risk level which is consistent with the risk profile of the Company (or the relevant Fund) and the risk diversification rules laid out in the FCA Rules.

The transaction must be economically appropriate for the purposes of EPM and any exposure must be fully covered by cash or other property sufficient to meet any obligation to pay or deliver that could arise

1.7.3 Except as set out in 1.7.8 below there is no upper limit on the use of transactions in derivatives or forward transaction for a Fund but they must fall under 1.7.4 and 1.7.6.

1.7.4 A transaction in a derivative or forward transaction must:

1.7.4.1 either (i) be an approved derivative (which means it is effected on or under the rules of an eligible derivative market) **or** (ii) if it is an OTC derivative it must be in a future, an option or a contract for differences which must be entered into with a counterparty that is acceptable in accordance with the FCA Rules, must be on approved terms as to valuation and close out and must be capable of valuation;

1.7.4.2 have the underlying consisting of any or all of the following to which the Fund is dedicated:

- (i) transferable securities;
- (ii) approved money market instruments;
- (iii) permitted deposits;
- (iv) permitted derivatives;
- (v) permitted collective investment scheme units;
- (vi) financial indices;
- (vii) interest rates;
- (viii) foreign exchange rates; and
- (ix) currencies; and

1.7.4.3 not cause the Fund to diverge from its investment objective, must not be entered into if the intended effect is to create the potential for an uncovered sale of one or more transferable securities, money market instruments, units in collective investment schemes, or derivatives.

1.7.5 Use of derivatives must be supported by a risk management process maintained by the ACD which should take account of the investment objective and policy of the Fund.

1.7.6 Transactions may only be entered into if the maximum potential exposure created by the transaction, in terms of the principal or notional principal of the derivative does not exceed the net asset value of the Scheme Property and their global exposure to the underlying assets does not exceed the investment limit laid down in the FCA Rules.

1.7.7 Global exposure within a Fund is a measure of the maximum potential loss to the Fund from the use of derivative instruments. This is calculated using the "commitment approach" which converts derivatives into the equivalent position in the underlying assets and thereby measures the incremental exposure provided by derivatives, after all appropriate netting or hedging positions have been removed.

- 1.7.8 The exposure to any one counterparty in an OTC derivative transaction must not exceed 5% in value of the Scheme Property of the Fund. This limit is raised to 10% where the counterparty is an approved bank.
- 1.7.9 Transactions may be effected in which the ACD has, either directly or indirectly, an interest that may potentially involve a conflict of its obligation to the Company. Where a conflict cannot be avoided, the ACD will have regard to its fiduciary responsibility to act in the best interests of the Company and its investors. The ACD will ensure that investors are treated fairly and that such transactions are effected on terms which are not less favourable to the Company than if the potential conflict had not existed.
- 1.7.10 Operational costs and fees arising from EPM techniques and/or the use of derivatives are paid for by the relevant Fund. The identity of the entities to which operational costs and fees are paid will be disclosed in the annual report.

## **1.8 Combinations of Investments**

In applying the limits in 1.2.2, 1.6 and 1.7 not more than 20% in value of the Scheme Property is to consist of any combination of two or more of the following: (a) transferable securities or approved money market instruments issued by; or (b) deposits made with; or (c) exposures from OTC derivatives transactions made with; a single body.

## **1.9 Concentration**

- 1.9.1 The Company must not hold more than:
- 1.9.1.1 10% of the transferable securities issued by a body corporate which do not carry rights to vote on any matter at a general meeting of that body; or
  - 1.9.1.2 10% of the debt securities issued by any single body; or
  - 1.9.1.3 10% of the approved money market instruments issued by any single body; or
  - 1.9.1.4 25% of the units in a collective investment scheme.
- 1.9.2 A Fund may only acquire transferable securities issued by a body corporate carrying rights to vote at a general meeting of that body provided that before the acquisition the aggregate number of such securities held by the Fund 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 Fund such power.

## **1.10 General**

- 1.10.1 Underwriting and sub-underwriting contracts and placings may also, subject to certain conditions set out in the FCA Rules, be entered into for the account of a Fund.
- 1.10.2 Cash or near cash must not be retained in the scheme property of a Fund except in order to enable the pursuit of the Fund's investment objective; or for redemption of shares in the Fund; or efficient management of the Fund in accordance with its investment objective or for a purpose which may reasonably be regarded as ancillary to the investment objectives of the Fund.

## **2 Stock Lending**

- 2.1 A Fund, or the Depositary at the Company's request, may enter into stock lending transactions (involving a disposal of securities in the Fund and reacquisition of equivalent securities) or repo contracts when it reasonably appears to the Fund or to the Company to be appropriate to do so with a view to generating additional income for the Fund with an acceptable degree of risk. Such transactions must comply with conditions set out in the FCA Rules, which require (among other things) that:

- 2.1.1 the stock lending transaction must be of a kind described in Section 263B of the Taxation of Chargeable Gains Act 1992;
  - 2.1.2 the terms of the agreement under which the Depositary is to re-acquire the securities for the account of the Fund must be acceptable to the Depositary and in accordance with good market practice; and
  - 2.1.3 the counterparty must be acceptable in accordance with the FCA Rules.
- 2.2 The collateral obtained must be acceptable to the Depositary and must also be adequately and sufficiently immediate as set down in the FCA Rules.
  - 2.3 The ACD shall maintain a collateral management policy in accordance with applicable rules and regulations, details of which are available on request.

### **3 Borrowing Powers**

- 3.1 A Fund may, subject to the FCA Rules, borrow money from an eligible institution or an approved bank for the use of the Fund on the terms that the borrowing is to be repayable out of the Scheme Property.
- 3.2 Borrowing must be on a temporary basis and must not be persistent and in any event must not exceed three months without the prior consent of the Depositary, which may be given only on such conditions as appear appropriate to the Depositary to ensure that the borrowing does not cease to be on a temporary basis.
- 3.3 The ACD must ensure that borrowing does not, on any Business Day, exceed 10% of the value of the Scheme Property of the Fund.
- 3.4 These borrowing restrictions do not apply to “back to back” borrowing to be cover for transactions in derivatives and forward transactions.

### Appendix 3

#### Eligible Securities and Derivatives Markets

#### 1 Eligible Securities Markets

1.1 A Fund may deal through securities markets established in Member States of the EU or the EEA on which transferable securities admitted to official listing in those states are dealt in or traded. In addition, up to 10% in value of the Fund may be invested in transferable securities which are not so listed.

1.2 A Fund may also deal on the securities markets listed below:

United Kingdom	London Stock Exchange The Alternative Investment Market (AIM)
United States of America	NYSE NASDAQ Stock Exchange NYSE MKT
Australia	Australian Securities Exchange
Canada	Montreal Exchange Toronto Stock Exchange TSX Venture Exchange
Hong Kong	The Stock Exchange of Hong Kong
India	National Stock Exchange of India
Japan	Tokyo Stock Exchange Osaka Securities Exchange Nagoya Stock Exchange
Korea	Korea Exchange
Malaysia	Bursa Malaysia Berhad
Mexico	Bolsa Mexicana de Valores
New Zealand	New Zealand Exchange
The Philippines	Philippine Stock Exchange
Singapore	Singapore Exchange
South Africa	Johannesburg Stock Exchange
Switzerland	SIX Swiss Exchange
Taiwan	Taiwan Stock Exchange
Thailand	Stock Exchange of Thailand



## **2 Eligible Derivatives Markets**

A Fund may also deal on the derivatives markets listed below:

- Australian Securities Exchange
- Bolsa Mexicana de Valores
- Chicago Board of Trade
- Chicago Board Options Exchange
- Chicago Mercantile Exchange
- ICE Futures Europe
- ICE Futures US
- MEFF Renta Variable
- Montreal Exchange
- NASDAQ Stock Exchange
- New York Mercantile Exchange
- NYSE
- NYSE AMEX Options
- Osaka Securities Exchange
- Singapore Exchange
- South Africa Futures Exchange

## Appendix 4

### Directory

#### **1 The Company and Head Office**

IFSL James Hambro Umbrella Fund  
Marlborough House  
59 Chorley New Road  
Bolton  
BL1 4QP

#### **2 Authorised Corporate Director**

Investment Fund Services Limited  
Marlborough House  
59 Chorley New Road  
Bolton  
BL1 4QP

#### **3 Depositary**

NatWest Trustee & Depositary Services Limited  
House A, Floor 0, Gogarburn  
175 Glasgow Road  
Edinburgh  
EH12 1HQ

#### **4 Custodian**

Caceis Bank, UK Branch  
Broadwalk House  
5 Appold Street  
London  
EC2A 2DA

#### **5 Investment Manager**

James Hambro & Partners LLP  
45 Pall Mall  
London  
SW1Y 5JG

#### **6 Fund Accounting and Valuation**

Investment Fund Services Limited  
Marlborough House  
59 Chorley New Road  
Bolton  
BL1 4QP

#### **7 Administrator and Registrar**

SS&C Financial Services International Limited  
Head Office Address:  
St. Nicholas Lane  
Basildon  
Essex, SS15 5FS

## Appendix 5

### Historical Performance for the Funds

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.

For Funds and share classes that have been running for less than 5 years, performance information is shown for as many full years as are available. Updated past performance figures can be obtained from the ACD.

Performance to 31<sup>st</sup> March 2024. **Figures include net income reinvested. Past performance is not a guide to future performance.**

	01/04/19 to 31/03/20	01/04/20 to 31/03/21	01/04/21 to 31/03/22	01/04/22 to 31/03/23	01/04/23 to 31/03/24
<b>IFSL James Hambro Barnham Broom Fund</b>	-2.83%	19.73%	6.66%	-4.41%	8.99%
<b>IFSL James Hambro Master Fund</b>	-3.73%	16.62%	6.21%	-0.33%	9.81%
<b>IFSL James Hambro Penrhos Fund</b>	-3.97%	19.13%	5.90%	-4.57%	8.37%
<b>IFSL James Hambro Rires Fund</b>	-3.79%	14.71%	5.94%	-4.47%	8.96%

Source: Morningstar

### **Target Benchmark Performance**

	01/04/19 to 31/03/20	01/04/20 to 31/03/21	01/04/21 to 31/03/22	01/04/22 to 31/03/23	01/04/23 to 31/03/24
<b>UK Consumer Price Index</b>	1.52%	0.71%	7.02%	10.06%	3.20%

Source: Morningstar

## Appendix 6

### Additional Information

Investment Fund Services Limited acts as authorised corporate director or authorised fund 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 7

### List of Depositary Delegates and Sub-delegates

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

<b>Korea</b>	Standard Chartered Bank Korea Limited
<b>Malaysia</b>	Standard Chartered Bank Malaysia Berhad
<b>Mexico</b>	Banco S3 CACEIS Mexico, S.A.Institution de Banca Multiple
<b>Netherlands</b>	CACEIS Bank France
<b>New Zealand</b>	Citibank N.A. New Zealand Branch
<b>Norway</b>	Citibank Europe Plc, Norway Branch
<b>Philippines</b>	Standard Chartered Bank Philippines
<b>Poland</b>	Bank Polska Kasa Opieki S.A.
<b>Portugal</b>	Citibank Europe Plc, Portugal Branch
<b>Romania</b>	Raiffeisen Bank International AG
<b>Saudi Arabia</b>	Saudi British Bank, The
<b>Singapore</b>	Standard Chartered Bank Singapore
<b>Slovak Republic</b>	CACEIS Bank SA, Germany branch
<b>South Africa</b>	Standard Chartered Bank Johannesburg branch
<b>Spain</b>	CACEIS Bank Spain S.A.U.
<b>Sri Lanka</b>	Standard Chartered Bank Sri Lanka
<b>Sweden</b>	Citibank Europe Plc, Sweden Branch
<b>Switzerland</b>	CACEIS Bank, Switzerland Branch
<b>Taiwan</b>	Standard Chartered Bank (Taiwan) Limited
<b>Thailand</b>	Standard Chartered Bank (Thai) Pcl
<b>Turkey</b>	CITIBANK A.S. TURQUIE
<b>United Kingdom</b>	Citibank N.A., London Branch
<b>United States</b>	The Bank of New York Mellon
<b>Vietnam</b>	Standard Chartered Bank Johannesburg branch