COLUMBIA THREADNEEDLE INVESTMENTS

Your success. Our priority.

PROSPECTUS
22 December 2017

THREADNEEDLE
FOCUS INVESTMENT FUNDS ICVC

Contents

Important: if you are in any doubt about the contents of this Prospectus you should consult your financial adviser.

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

Prospectus of Threadneedle Focus Investment Funds ICVC

(An open-ended investment company with variable capital incorporated with limited liability and registered in England and Wales under registered number IC000666).

This document constitutes the Prospectus for Threadneedle Focus Investment Funds ICVC (the 'Company'), which has been prepared in accordance with the FCA Rules. The Company is also subject to the OEIC Regulations. The Instrument of Incorporation of the Company is registered with the Financial Conduct Authority (the 'FCA'). The FCA product reference number for the Company is 481421.

This Prospectus is dated and is valid as 22 December 2017 and replaces any previous prospectuses issued by the Company.

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

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

The distribution of this Prospectus and the offering of Shares in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes are required by the Company and the ACD to inform themselves about and to observe any such restrictions.

This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

At the discretion of the ACD, the Shares may be listed on the Luxembourg Stock Exchange.

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

The provisions of the Company's Instrument of Incorporation are binding on each of its Shareholders (who are taken to have notice of them).

This Prospectus has been approved for the purpose of section 21 of the Financial Services and Markets Act 2000 (the 'Act') by the ACD.

This Prospectus is based on information, law and practice at the date hereof. The Company shall not be bound by an out of date Prospectus when it has issued a new Prospectus or addendum and investors should check with the ACD that this is the most recently published Prospectus.

Copies of this Prospectus can be provided in large print or electronic format.

Shares in the Company are not available for offer or sale in any state in the United States, or to persons (including companies, partnerships, trusts or other entities) who are 'US Persons', nor may Shares be owned or otherwise held by such persons. Accordingly, this Prospectus may not be distributed in the United States or to a US Person. The ACD reserves the right to give notice to any Shareholder that is or that subsequently becomes incorporated in the United States or to a US Person to (i) transfer the Shares to a person that is not a US Person or (ii) request a redemption or cancellation of the Shares and the ACD may redeem or cancel the Shares if the Shareholder fails to make such transfer or request within 30 days of that notice provided by the ACD.

Definitions

'Accumulation Shares' means Gross Paying Shares (of whatever Class) in Funds of 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.

'ACD' means Threadneedle Investment Services Limited, the authorised corporate director of the Company.

'Approved Bank' means one of certain institutions as defined in the glossary to the FCA Handbook.

'Base Currency' means Pounds Sterling and is the currency in which the accounts of the Company are to be prepared.

'Class' or 'Classes' in relation to Shares, means (according to the context) all of the Shares related to a single Fund or a particular class or classes of Share related to a single Fund.

'Class X Shares' means Shares that have been designated to accommodate an alternative charging structure whereby instead of an annual management fee charged to the Fund, the Shareholder is invoiced directly by the ACD as set out in the agreement between the ACD and each Eligible Shareholder.

'COLL' means the appropriate chapter or rule in the FCA Rules.

'Commitment Approach' means a method for calculating leverage which takes into account the exposure of the Fund to derivative instruments with the exclusion of derivative instruments which are used for reducing risk (i.e. derivative instruments used for hedging and netting purposes).

'Company' means Threadneedle Focus Investment Funds ICVC.

'Conversion' means the conversion of Shares in one Class in a Fund to Shares of another Class in the same Fund and "Convert" shall be construed accordingly.

'Dealing Day' means Monday to Friday excluding public and bank holidays in England and Wales and other days at the ACD's discretion.

'Depositary' means Citibank Europe plc, UK branch, the depositary of the Company.

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

'Eligible Institution' means one of certain credit institutions as defined in the glossary to the FCA Handbook.

'Eligible Shareholder' means an existing or new shareholder of the Company that is eligible at the ACD's discretion to invest in the Class X Shares upon entering into an agreement with the ACD and fulfilling the eligibility conditions set by the ACD from time to time.

'EPM' or 'Efficient Portfolio Management' means the use of techniques and instruments which relate to transferable securities and approved money-market instruments and which fulfill the following criteria:

(a) they are economically appropriate in that they are realised in a cost effective way; and

(b) they are entered into for one or more of the following specific aims:

- reduction of risk;
- reduction of cost;
- generation of additional capital or income for the scheme with a risk level which is consistent with the risk profile of the scheme and the risk diversification rules laid down in COLL.

'Fraction' means a smaller denomination Share (on the basis that ten-thousand smaller denomination Shares make one larger denomination Share).

'FCA' means the Financial Conduct Authority or any success or organisation.

'FCA Handbook' means the FCA Handbook of Rules and Guidance.

'FCA Rules' means the rules contained in the Collective Investment Schemes Sourcebook published as part of the FCA Handbook which shall, for the avoidance of doubt, not include guidance or evidential requirements contained in that Sourcebook.

'Fund' or 'Funds' means a sub-fund of the Company (being 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 such sub-fund.

'Fund Currency' means the currency which is used to value the Scheme Property of a particular Fund and to price and denominate its Shares, which may be different from the Base Currency. The relevant Fund Currency for each Fund is stated in the section with the heading **"**Investment objective, policy and other details of each Fund**"** below.

'Global Exposure' is a measure of leverage generated by a UCITS through the use of financial derivative instruments (including embedded derivatives) or the market risk of the UCITS portfolio as further set out in the section with the heading "Use of derivatives and forward transactions for investment purposes" on page 17.

'Gross Paying Shares' means Shares (of whatever Class) in Funds of the Company as may be in issue from time to time in respect of which income allocated to holders is (i) in the case of Accumulation Shares credited periodically to capital or (ii) in the case of Income Shares distributed periodically to the holders thereof in either case in accordance with relevant tax law without any tax being deducted or accounted for by the Company.

'Hedged Currency' means (according to the context) a Portfolio Currency Hedged Share Class or a Reference Currency Hedged Share Class.

'Hedged Share Class' or 'Hedged Share Classes' means (according to the context) share class or classes which allow the use of currency hedging transactions to reduce the effect of exchange rate fluctuations between the Reference Currency or Reference Currencies and the Hedged Currency.

'Income Shares' means Gross Paying Shares (of whatever Class) in Funds of the Company as may be in issue from time to time in respect of which income allocated thereto is distributed periodically to the holders pursuant to the FCA Rules.

'Initial Offer Period' means, in respect of a newly-established Fund, a period described under the heading 'Initial Offer Period' in the section 'Buying, selling, switching and conversion of Shares'.

'Investment Manager' means Threadneedle Asset Management Limited, the investment manager to the ACD.

'IPA' means Shares available to Individual Pensions Accounts only.

'Limited Issue Fund' means a Fund whose Shares are Limited Issue Shares.

'Limited Issue Shares' means Shares which, in accordance with the FCA Rules, may be issued at limited times and in the circumstances as specified in the Prospectus.

'near cash' means money, deposits or investments which, in each case, fall within the definition of "Near Cash" and/or "Money-Market Instrument" set out in the FCA Handbook.

'Net Asset Value' or 'NAV' means the value of the Scheme Property of the Company (or of any Fund as the context requires) less the liabilities of the Company (or of the Fund concerned) as calculated in accordance with the Company's Instrument of Incorporation.

'OECD' means the Organisation for Economic Co-operation and Development.

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

'Portfolio Currency' or 'Portfolio Currencies' means (according to the context) the currency or currencies in which the Fund is invested in line with the investment objective and policy applicable to the Fund.

'Portfolio Currency Hedged Share Class' or 'Portfolio Currency Hedged Share Classes' means (according to the context) a share class or classes which allow the use of currency hedging transactions to reduce the effect of exchange rate fluctuations between the Portfolio Currencies and the Hedged Currency.

'Reference Currency' or 'Reference Currencies' means (according to the context) the currency or currencies against which the currency hedging transaction will be applied in order to reduce any exchange rate fluctuation with the Hedged Currency.

'Reference Currency Hedged Share Class' or 'Reference Currency Hedged Share Classes' means (according to the context) a share class or classes which allow the use of currency hedging transactions to reduce the effect of exchange rate fluctuations between the Reference Currency and the Hedged Currency as set out in Appendix VII.

'Scheme Property' means the property of the Company required under the FCA Rules to be given for safe-keeping to the Depositary.

'Share' or 'Shares' means a share or shares in the Company (including larger denomination Shares and Fractions).

'Shareholder' means a holder for the time being of the Shares.

'Switch' means the exchange of Shares of one Fund for Shares of another Fund.

'US Person' means, for the purposes of the Foreign Account Tax Compliance Act, a US citizen or resident individual, a partnership or corporation organised in the United States or under the laws of the United States or any State thereof, a trust if (i) a court within the United States would have authority under applicable law to render orders or judgements concerning substantially all issues regarding administration of the Company, and (ii) one or more US person has the authority to control all substantial decisions of the Company, or an estate of a decedent that is a citizen or resident of the United States. This definition shall be interpreted in accordance with sections 1471 to 1474 of the US Internal Revenue Code of 1986.

'Valuation Point' 'the point, whether on a periodic basis or for a particular valuation, decided by the ACD, at which the ACD carries out a valuation of the property of the Company or a Fund (as the case may be) for the purpose of determining the price at which Shares of a Class may be issued, cancelled, sold or redeemed. The current Valuation Point is 12 noon UK time on each Dealing Day.

Details of the Company

General

THREADNEEDLE FOCUS INVESTMENT FUNDS ICVC is an open-ended investment company with variable capital incorporated in England and Wales under registered number IC000666 and authorised by the FCA with effect from 2 June 2008.

The Company has been certified by the FCA as eligible to enjoy the rights conferred by the Undertakings for Collective Investment in Transferable Securities Directive (2009/65/EC) (the 'UCITS Directive'). Accordingly, the Company is a UCITS scheme for the purposes of the FCA Rules.

At the referendum held in June 2016, the United Kingdom voted to leave the European Union. The UK invoked Article 50 of the Lisbon Treaty to negotiate the exit from the European Union on 29 March 2017, however there is a significant degree of uncertainty about how negotiations relating to the UK's withdrawal will be conducted, as well as the potential consequences and precise timeframe for this. It is expected that the UK's exit from the European Union will take place on Friday, 26 March 2019, two years after the UK notified the European Council that it intends to withdraw from the EU.

The full scope of the changes and the consequences on the legal framework is currently not known. Depending on the outcome of the UK's negotiations with the European Union, and the existence or otherwise of any formal implementation period, it is possible that the Funds may no longer be eligible to enjoy the rights set out in the UCITS Directive. Ceasing to be so eligible may impact the ability of non-UK domiciled investors to make new investments in the Fund.

Shareholders of the Company are not liable for the debts of the Company.

Head office: Cannon Place, 78 Cannon Street, London EC4N 6AG.

Address for service: The head office is 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.

Base currency: The Base Currency of the Company is pounds Sterling. Each Fund will have a Fund Currency, which may differ from the Base Currency.

Share capital: Maximum £100,000,000,000
Minimum £100

Shares in the Company have no par value. The share capital of the Company at all times equals the sum of the NAV of the Funds.

Shares in the Company can be marketed in other EEA States if the ACD so decides.

The Funds are currently registered for public offer in a number of countries outside the UK including Austria, France, Germany, Italy, Luxembourg, the Netherlands and Spain. The Company issues and redeems Shares in each of its available Classes at a price related to the relevant NAV.

The Structure of the Company

The Funds

The Company is structured so that different Funds may be established from time to time by the ACD with the approval of the FCA and the agreement of the Depositary. On the introduction of any new Fund or Class, a revised Prospectus will be prepared setting out the relevant details of each Fund or Class.

The assets of each Fund will be treated as separate from those of every other Fund and will be invested in accordance with the investment objective and investment policy applicable to that Fund. The Funds which are currently available are:

Name of Fund	Product Reference Number (PRN)
Credit Opportunities Fund	642483

The Fund will be managed so as to be eligible as an ISA investment for the purposes of the Individual Savings Account ("ISA") Regulations 1998 (as amended).

Details of the Funds currently available, including their investment objective and policy, are contained in the section 'Investment objectives, policies and other details of the Fund'. Share classes availability and launch dates are set out in Appendix VI.

Each Fund will be charged with the liabilities, expenses, costs and charges of the Company attributable to that Fund and, within the Funds, charges will be allocated between Classes in accordance with the terms of issue of Shares of those Classes. The liabilities, expenses and charges directly attributable to a Hedged Share Class will be charged to that specific Hedged Share Class. Any assets, liabilities, expenses, costs or charges not attributable to a particular Fund may be allocated by the ACD in a manner which is fair to the Shareholders generally but they will normally be allocated to all Funds pro rata to the NAV of the relevant Funds.

The Funds are segregated portfolios of assets and, accordingly, the assets of a Fund belong exclusively to that Fund and shall not be used to discharge directly or indirectly the liabilities of, or claims against, any other person or body, including the umbrella, or any other Fund, and shall not be available for any such purpose,

While the OEIC Regulations provided 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 contracts which are subject to the laws of other countries it is not yet known how those foreign courts will react to provisions of the OEIC Regulations which provide for segregated liability between Funds.

From 3 January 2018, the ACD will make the details of the target market for each of the Funds available on the website www.columbiathreadneedle.com. This will include the types of investor the Fund is targeted at, their knowledge and experience and risk tolerance. This information can also be obtained by contacting the ACD using the contact details set out in the Directory.

Share Classes

Classes of Shares within the Funds:

Several Classes of Share may be issued in respect of each Fund. Subject to compliance with the OEIC Regulations and the FCA Rules, the ACD may create new Classes of Share in respect of any Fund.

The Funds will make Income Shares and/or Accumulation Shares available. The types of Shares that are currently available are set out in Appendix VI.

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

Holders of Accumulation Shares are not entitled to be paid the income attributable to such Shares, but that income is automatically transferred to (and retained as part of) the capital assets of the relevant Fund on the relevant interim and/or annual accounting dates. The price of Accumulation Shares increases to reflect this.

Where a Fund has different Classes, each Class may attract different charges and expenses and so monies may be deducted from Classes in unequal proportions. In these circumstances, the proportionate interests of the Classes within a Fund will be adjusted accordingly.

The table below shows the types of Share that are currently available as well as the types of investor for whom each Share Class may be available:

Share Class	Availability
Class 1	Available to retail and institutional investors seeking income or growth (or a combination of both) over the medium to long-term
Class 2	Available at the ACD's discretion to institutional investors and eligible distributors that have entered into separate fee arrangements with their clients. If operating within the European Union (ex UK), the distributors will ordinarily be distributors providing (i) discretionary portfolio management; (ii) investment advice on an independent basis or (iii) investment advice on a non-independent basis where those distributors have agreed with their clients to receive fee-based remuneration and will not receive commission and or trail fees, each as defined in the Markets in Financial Instruments Directive. For distributors operating under (i), (ii) or (iii) above no minimum subscription/investment level applies. Existing Shareholders in Class 2 Shares, who held such Shares as at 1 January 2018 but no longer comply with the requirements set out above, can continue to hold such Shares and will be able to continue to apply for additional subscriptions in Class 2 Shares.
Class X	Available only to Eligible Shareholders

Shareholders are entitled to Convert or Switch all or part of their Shares in a Class or a Fund for Shares in another Class within the same Fund or for Shares of the same or another Class within a different Fund (when these become available). Details of this switching facility and the conversion facility and the restrictions are set out in the section 'Buying, selling, switching and conversion of Shares'. Class 1 and Class 2 Shareholders can only Switch or Convert into Class X Shares if they are classified as an Eligible Shareholder.

Hedged Share Classes

The ACD may make Hedged Share Classes available for some Funds. Threadneedle offers two types of Hedged Share Classes: Reference Currency Hedged Share Classes and Portfolio Currency Hedged Share Classes. Reference Currency Hedged Share Classes hedge the Hedged Currency against the Reference Currency of the Fund. Portfolio Hedged Share Classes hedge, in proportion to the weighting of the underlying assets of the Fund, the main currencies of the underlying assets of the Fund attributable to the Share Class against the Hedged Currency.

Where undertaken, the effects of hedging will be reflected in the value of the relevant Hedged Share Class. Hedged Share Classes allow the ACD to use currency hedging transactions to reduce the effect of exchange rate fluctuations between the Reference Currency, or Portfolio Currencies and the Hedged Currency. The aim is that the Hedged Share Class should reflect the actual return of the Reference Currency of the Fund or the various Portfolio Currencies within the Fund, as applicable, plus or minus the interest rate differential between the Hedged Currency and the Portfolio Currency or Reference Currency. However, other factors will impact the return of the Hedged Share Class which will mean that the Hedged Share Class will not perfectly achieve this aim. These factors include but are not limited to:

(i) any unrealised profit/loss on the currency forward remains uninvested until the hedge is rolled over and any profit or loss is crystallised;

(ii) transaction costs;

(iii) short term interest rate changes;

(iv) the timing of the market value hedge adjustments relative to the Fund's Valuation Point; and

(v) intra-day volatility of the value of the currency of the assets of the Fund in relation to the existing hedge.

The cost and expenses associated with the hedging transactions in respect of the relevant Hedged Share Class and any benefits of the hedging transactions will accrue to Shareholders in that Hedged Share Class only. The instruments used to carry out the hedging will all be permitted under Appendix II.

The ACD will aim to hedge between 95% and 105% of the proportion of the Net Asset Value attributable to a Hedged Share Class. When assessing the hedging transactions in respect of a Hedged Share Class both the capital and income values of the relevant Hedged Share Class will be taken into account.

The ACD will review the relevant hedging positions daily and, if appropriate, adjust the hedge to reflect investor inflows and outflows.

It should be noted that hedging transactions may be entered into whether or not the currency of a Hedged Share Class is declining or increasing in value relative to the Reference Currency or Portfolio Currency; consequently, where such hedging is undertaken, it may protect investors in the relevant class against a decrease in the value of this currency being hedged but it may also preclude investors from benefiting from an increase in the value of this currency. Investors in Hedged Share Classes will still be exposed to the market risks that relate to the underlying investments in a Fund and any exchange rate risks that arise from the policy of the relevant Fund that is not fully hedged.

There can be no guarantee that the hedging strategy applied in Hedged Share Classes will entirely eliminate the adverse effects of changes in exchange rates between the Reference Currency or Portfolio Currencies and the Hedged Currency.

The Reference Currency for each Reference Currency Hedged Share Class is set out in Appendix VII.

Limited Issue

The ACD may, at any time in the future, decide to limit the issue of Shares in respect of a Fund or one or more particular Share Classes of a Fund if the ACD is of the opinion that this is appropriate to do so. The ACD will notify Shareholders if it makes such a determination, setting out the reasons for so limiting the capacity of the relevant Fund or Share Class. The reasons may include situations where, for example, the ACD considers that substantially all of the subscriptions relating to a Business Day, if accepted, could not be efficiently invested; could not be invested without compromising the investment objectives and policies of the Fund; or might materially prejudice existing Shareholders' interests. Currently none of the Funds are Limited Issue Funds.

Investment objective, policy and other details of each Fund

Investment of the assets of each Fund must comply with the FCA Rules and the investment objective and policy of the relevant Fund. Details of these investment objectives and policies are set out below. The eligible securities markets and eligible derivatives markets on which the Funds may invest are set out in Appendix I. A detailed statement of the general investment management and borrowing powers, including a full list of eligible and investment restrictions is set out in Appendix I and Appendix II.

The investment policy of a Fund may mean that at times it is appropriate not to be fully invested but to hold cash or near cash. Investors should refer to the section of this Prospectus with the heading “Risk Factors” and to the circumstances when this may occur which are set out in Appendix II.

Each Fund may use derivatives for the purposes of Efficient Portfolio Management. The aim of any derivative or forward is to assist the Manager in meeting the investment objectives of the Fund by reducing risk and/or reducing cost and/or generating additional income or capital with a level of risk which is consistent with the risk profile of the Fund and the risk diversification rules within which it operates. The use of derivatives or forwards for the purposes of Efficient Portfolio Management will not materially alter the risk profile of the Fund. Further details are set out in Appendix II at paragraph19. Where a Fund may invest in derivatives for investment purposes, this will be stated in the investment policy of that Fund.

Bond funds and particularly high yield bond funds are generally permitted to invest in a range of fixed interest securities which include non-traditional types of debt securities. These may include (without limitation), regulatory capital (such as Tier 1 and Tier 2 capital), subordinated debt and various forms of contingent capital securities including, but not limited to, contingent convertible bonds. These securities may possess features such as coupon deferral or cancellation, resettable coupon rates, loss of capital or conversion to equity. Such investments may be made by the Funds but will only be permitted in accordance with the Fund’s investment objectives and policies and within the existing risk profile of the Fund.

Where the investment policy of a Fund contains words such as ‘primarily’, ‘principally’ or ‘mainly’ in the description of its investment policy, the relevant Fund will invest not less than two-thirds of the value of the property of that Fund in the specified kind of assets.

Where the investment policy of a Fund permits it to invest in other collective investment schemes it may invest in other Funds of the Company provided that the investing Fund complies with the FCA Rules and the OEIC Regulations.

Where the investment policy of the Fund permits it to invest in equity related securities these may include participatory notes (p-notes) and/or warrants (including low exercise price warrants).

Credit Opportunities Fund

Investment Objective

The investment objective of the Credit Opportunities Fund is to achieve a total positive return over an 18-24 month period in all market conditions. There is a risk to capital, and there is no guarantee that such a return will be achieved in 18-24 months or any other timescale.

Investment Policy

The ACD's investment policy is to invest the assets of the Fund to gain exposure to a range of credit related instruments, by investing directly or indirectly in such securities. These instruments generate returns from contracted income flows and changes in credit worthiness.

The ACD will invest primarily in corporate bonds, sovereign bonds and other debt securities including money market securities.

If the ACD considers it desirable it may further invest up to one third of the total assets of the Fund in other securities and deposits. For liquidity purposes it may further invest in cash and near cash.

In addition, the ACD may use derivatives and forward transactions.

The ACD may take long and short positions through derivatives.

Fund Currency

The Fund Currency is Euro.

Investor Profile

The Fund may be suitable for investors with a medium-term investment horizon seeking a total positive return who are prepared to tolerate some price fluctuations. If investors are uncertain if this product is suitable for them, they are advised to contact a financial adviser.

Risk Factors

Investors should note the section of this Prospectus with the heading "Risk factors" in relation to the applicable to investing in the Company and in particular the sections relating to "Emerging Markets", 'No Guarantee of Capital", "High Yield Bond", "Investments in derivatives and forward transactions" and "Fixed Income Funds Risk". These risk factors must be understood before making an investment in the Fund.

1. No performance guarantee or capital protection

For the avoidance of doubt, the Credit Opportunities Fund does not offer any form of guarantee with respect to investment performance and no form of capital protection will apply.

2. High Yield and Emerging Markets Bonds

The Fund invests in high yield and emerging market bonds which may carry increased risk to capital through default (where bond issuers either fail to pay the interest or capital repayment due at maturity).

3. Use of derivatives and forward transactions

The Fund uses derivatives and forward transactions for both EPM and investment purposes including short selling and leverage. The use of derivatives and forward transactions for EPM will not materially alter the risk profile of the Fund. The use of derivatives for investment purposes may increase the risk profile of the Fund.

4. Short sales and leverage

The Fund's exposure involves short sales of securities and leverage which increases the risk of the Fund. The term "short sales" refers to an exposure to the selling of securities that are not owned by the seller at the time of the sale in anticipation that its value will fall. However, if the value of that security increases, it will have a negative effect on the Fund's value. In a rising market, leverage can enhance returns to Shareholders but if the market falls, losses may be greater.

Buying, selling, switching and conversion of Shares

The investor may invest in all Funds and Share Classes provided the eligibility criteria are met.

Please note that the ACD may reject a request to buy, sell, Switch or Convert Shares if the investor is unable to demonstrate to the satisfaction of the ACD (acting reasonably) that the investor has complied with applicable law and regulation. By way of example only, such circumstances may include an inability to provide appropriate money laundering documentation or confirmation that the investor has received the most recently available Key Investor Information Document for the Fund in which they wish to invest (if applicable).

The Funds are marketable to all retail and non-retail investors.

It should be noted that restrictions will apply for new subscriptions into Funds that are Limited Issue Funds. Details are set out in the section applicable to the Limited Issue Funds in the section with the heading 'Investment objectives, policies and other details of the Funds'.

The dealing office of the ACD is open from at least 8 am until at least 6 pm UK time (9 am to 7pm Central European Time) on each Dealing Day to receive requests for the issue, redemption, Switching or Conversion of Shares. Details are set out in the section 'Investment objectives, policies and other details of the Funds'.

Prices for the available Funds are calculated every Dealing Day at 12 noon UK time (normally 1 pm Central European Time). Shares in the Fund purchased or sold before 12 noon (normally 1 pm Central European Time) will obtain the price calculated on that Dealing Day. Shares in the Fund purchased or sold after 12 noon (normally 1 pm Central European Time) will obtain the price calculated at 12 noon (normally 1 pm Central European Time) the following Dealing Day.

Minimum subscriptions and holdings

Fund	Minimum Investment	Subsequent Investment	Minimum Holding/ Redemption
Credit Opportunities Fund (Class 1)	EUR 2,500 GBP 2,000 USD 3,000	EUR 750 GBP 1,000 USD 750	EUR 750 GBP 500 USD 750
Credit Opportunities Fund (Class 2)	EUR 750,000 GBP 500,000 USD 800,000	EUR 40,000 GBP 25,000 USD 40,000	EUR 40,000 GBP 25,000 USD 40,000
Credit Opportunities Fund (Class X)	EUR 5 million GBP 3 million USD 5 million	EUR 40,000 GBP 25,000 USD 40,000	EUR 40,000 GBP 25,000 USD 40,000

The ACD may at its discretion accept subscriptions lower than the minimum amount. If a holding is below the minimum holding the ACD has the discretion to require redemption of the entire holding.

For the Hedged Share Classes, although the above applies, if at any time the size of a class falls below GBP 1 million (or the equivalent in other currency), the ACD may, in the interest of remaining Shareholders, redeem all outstanding Shares in the affected Hedged Share Class. Investors should refer to the section of this Prospectus with the heading "Restrictions and compulsory transfer and redemption" for further information.

Client money

The ACD does not treat monies received for the issuance of shares or monies payable to the investor upon redemption as client money as long as: (i) in relation to monies for the issuance of shares, the ACD has paid the subscription monies in exchange for shares to the Depositary by the close of business on the day following receipt of monies from the investor; or (ii) in relation to proceeds from a redemption, paid the redemption monies to the investor within four business days of receipt by the ACD of the fully authorised form of renunciation (or other sufficient instruction) and in any event by the close of business on the day following receipt of the monies from the Depositary.

In the event that the above time limits are not met by the ACD, the ACD will treat the relevant sum received with respect to subscriptions and redemptions as client money as defined under the FCA Rules. This means that the money is held in an account separate from that the ACD uses to hold its own money. The ACD will not calculate or pay to the investor any interest that might arise on those monies.

Initial Offer Period

The ACD may arrange for there to be an Initial Offer Period in respect of any newly-established Fund, commencing on the date of launch of the relevant Fund. During that period, the price at which shares in that Fund can be bought will be as fixed by the ACD and notified to the Depositary at or before the start of that period.

Buying Shares

Procedure:

Shares can be bought by sending a completed application form to the ACD Client Services address (contact details are provided in the Directory). For non-UK residents, the initial purchase must be accompanied by a completed application form. Application forms may be obtained from the ACD Client Services. Subsequent investments can be made by telephone but still require written confirmation. Unless dictated otherwise, all deals will be processed on receipt and payment immediately becoming due.

*Please note that calls and electronic communications may be recorded.

Prior to subscription to Class X Shares an agreement must be entered into between the Eligible Shareholder and the ACD.

Settlement is the relevant Dealing Day plus four business days for Funds of the Company.

As part of its credit control policy, the ACD reserves the right to cancel without notice any contract for which payment has not been received by the relevant settlement date and to recover any losses incurred. The ACD reserves the right to charge interest on late settlement. During an Initial Offer Period, the ACD may require cash settlement before arranging for the issue of Shares.

The ACD has the right to reject, on reasonable grounds, 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.

Any subscription monies remaining after a whole number of Shares has been issued will not be returned to the applicant. Instead, Fractions will be issued in such circumstances.

Documents the purchaser will receive:

A contract note giving details of the Shares purchased and the price obtained will be issued by the end of the business day following the later of receipt of the application to purchase Shares or the Valuation Point by reference to which the purchase price is determined, together with, where appropriate, a notice of the applicant's right to cancel.

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 will show the number of Shares held or accumulated by the recipient. Individual statements of a Shareholder's (or, when Shares are jointly held, the first-named holder's) Shares will also be issued at any time on request by the registered holder.

Selling Shares

Procedure:

Every Shareholder has the right to require that the Company redeem his Shares on any Dealing Day unless the value of Shares which a Shareholder wishes to redeem will mean that the Shareholder will hold Shares with a value less than the required minimum holding for the Fund concerned, in which case the Shareholder may be required to redeem his entire holding.

Requests to redeem Shares may be made to ACD Client Services (contact details are provided in the Directory).

Cheques or electronic funds transfer in satisfaction of the redemption monies will be issued or made within four business days for 'equity Funds' or 'bond Funds' or the later of (a) 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 (b) the Valuation Point following receipt by the ACD of the request to redeem.

Documents the seller will receive:

A contract note giving details of the number and price of Shares sold will be sent to the selling Shareholder (to the first-named, in the case of joint Shareholders) together (if sufficient written instructions have not already been given) with a form of renunciation for completion and execution by the Shareholder(s) no later than the end of the business day following the later of the request to redeem Shares or the Valuation Point by reference to which the redemption price is determined.

Minimum redemption:

Part of a Shareholder's holding may be redeemed but the ACD reserves the right to refuse a redemption request if the value of the Shares of any Fund to be redeemed is less than the minimum holding / redemption amount that is shown in the section with the heading "Minimum subscriptions and holdings".

Switching/Converting

Where more than one Fund exists, a holder of Shares in a Fund may at any time Switch all or some of his Shares of one Fund ('Original Shares') for Shares of another Class or Fund ('New Shares') or Convert all or some of his Shares of the same Fund ('Original Shares') for Shares of that Fund ('New Shares'), provided they meet the eligibility criteria for the New Shares. The number of New Shares issued will be determined by reference to the respective prices of New Shares and Original Shares at the Valuation Point applicable at the time the Original Shares are repurchased and the New Shares are issued.

Switching or Conversion may be effected by contacting ACD Client Services (contact details are provided in the Directory).

The ACD may at its discretion charge a fee on the switching of Shares between Funds. These fees are set out in the section 'Dealing charges'. There is no fee on a Conversion between Classes of the same Fund.

If the Switch or Conversion would result in the Shareholder holding a number of Original Shares or New Shares of a value which is less than the minimum holding in the Class or Fund concerned, the ACD may, if it thinks fit, convert the whole of the applicant's holding of Original Shares to New Shares or refuse to effect any Switch of the Original Shares.

No Switch or Conversion will be made during any period when the right of Shareholders to require the redemption of their Shares is suspended. The general provisions on procedures relating to redemption will apply equally to a Switch or Conversion. A duly completed switching form or conversion form must be received by the ACD before the Valuation Point on a Dealing Day in the Fund or Funds concerned to be dealt with at the prices at those Valuation Points on that Dealing Day, or at such other date as may be approved by the ACD. Switching or Conversion requests received after a Valuation Point will be held over until the next Dealing Day in the relevant Fund or Funds.

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 Original Shares as may be permitted pursuant to the FCA Rules.

Please note that a Switch of Shares in one Fund for Shares in any other Fund is treated as a redemption and sale and therefore may have tax implications for Shareholders. For persons subject to UK taxation it will be a disposal for the purposes of capital gains taxation.

A Shareholder that Switches Shares in one Fund for Shares in any other Fund will not be given a right by law to withdraw from or cancel the transaction.

A Conversion of Shares from one Class to another Class in the same Fund is not, in general, a disposal for the purposes of capital gains taxation. Conversions are not generally treated as a disposal for the purposes of capital gains tax, other than for Conversions between hedged and unhedged Share Classes.

The ACD may carry out a compulsory conversion between different Classes of Shares of the same Fund, in whole or part, where the ACD reasonably believes it is in the interests of Shareholders to do so and the ACD has given Shareholders notice of the conversion in accordance with the FCA Rules. The ACD will not apply any fees where it carries out a compulsory conversion of Shares.

In order to assist Shareholders in complying with their legal and regulatory obligations including complying with the FCA's Retail Distribution Review a Shareholder may Convert Shares of one Class of any Fund for shares in another class of the same Fund at the absolute discretion of the ACD.

It should be noted that the times at which Shareholders may Switch or Convert into Shares of Limited Issue Funds will be restricted: details of such restrictions are set out in the section with the heading 'Investment objectives, policies and other details of the Funds'.

For further information on tax implications for Shareholders, please refer to the section of this Prospectus with the heading "Capital gains tax" on page 31.

Dealing charges

Initial charge

The initial charges vary depending on the Class of Share. The current initial charges are set out below.

Share Class	Initial Charge
Class 1 Shares	3% of the gross amount invested
Class 2 Shares	0% of the gross amount invested
Class X Shares	0% of the gross amount invested

The ACD will give written notice to Shareholders not less than 60 days before implementing any increase to the rates of the initial charge set out above, and will make available a Prospectus to reflect the increased rate of the initial charge.

The initial charge is payable to the ACD and may be used to remunerate intermediaries. To the extent permitted by the FCA Rules, the ACD may agree to waive or reduce the initial charge at its discretion, in respect of a subscription by any person, including a holder of Shares in any other collective investment scheme operated by the ACD, where such subscription is at or about the same time as the redemption of units or Shares (or other interests) in that other collective investment scheme and thereby represents a 'Switch' to the Company.

Reinvestment of Income

For those Funds which allow income to be reinvested, Shareholders may elect to use their dividend income to purchase new Shares in the Fund. For Shares purchased using the reinvestment of dividend income the initial charge may be discounted or waived at the discretion of the ACD.

Redemption charge

The ACD may make a charge on the redemption of Shares. At present no redemption charge is levied by the ACD on the redemption of Shares. Shares issued while this Prospectus is in force will not be subject to any redemption charge in the future.

A redemption charge can only be introduced by the ACD in accordance with the requirements of the FCA Rules.

Switching / Conversion fee

On the Switching of Shares of one Fund for Shares of another Fund the Instrument of Incorporation authorises the Company to impose a Switching fee. Unless otherwise notified in writing by the ACD to the Shareholders not less than 60 days in advance, the Switching fee will be an amount equal to the then prevailing initial charge for the Class into which the Shares are being Switched (as that initial charge is set out in the table above). The Switching fee is payable to the ACD. There is currently no fee charged on a Conversion from one Class in a Fund to another Class in the same Fund. The introduction by the ACD of a fee on a Conversion from one Class in a Fund to another Class in the same Fund would need to comply with the requirements of the FCA Rules.

Other dealing information

Dilution adjustment:

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 Instrument of Incorporation is summarised in the section 'Valuation of the Company'. The actual cost of purchasing or selling a Fund's investments may be higher or lower than the mid-market value used in calculating the Share price – for example, due to dealing charges, or through dealing at prices other than the mid-market price. Under certain circumstances (for example, large volumes of deals) this may have an adverse effect on the Shareholders' interest in the Fund. In order to prevent this effect, called 'dilution', the ACD has the power to apply a 'dilution adjustment' to the subscription and/or redemption of Shares. If applied, the dilution adjustment will be paid into the relevant Fund and will become part of the relevant Fund.

The need to make a dilution adjustment will depend on the volume of subscriptions or redemptions of Shares. The ACD may make a discretionary dilution adjustment if, in its opinion, the existing Shareholders (for subscriptions) or remaining Shareholders (for redemptions) might otherwise be adversely affected. In particular, the dilution adjustment may be made in the following circumstances:

(a) where a Fund is in continual decline (is suffering a net outflow of investment);

(b) on a Fund experiencing large levels of net sales relative to its size;

(c) on a Fund experiencing net sales or net redemptions on any day equivalent to 2% or more of the size of that Fund;

(d) in any other case where the ACD is of the opinion that the interests of Shareholders require the imposition of a dilution adjustment.

The level of net sales or net redemptions on any day described in (c) above may be set with a standard percentage trigger level lower than 2% where the ACD determines that this is in the interests of Shareholders. Such circumstances can arise, for example, where the associated dilution rates are higher due to the costs of dealing in the underlying investments. For example, the costs of subscriptions in UK equity portfolios may have a higher associated dilution rate than is the case for other equity portfolios as a consequence of stamp duty on purchases of the underlying equity investments. This has the effect of an increased impact on the existing Shareholders in such Funds and therefore a reduced standard trigger threshold level may be determined to be more appropriate in order to protect existing Shareholders. Similarly, investing in investments in other regions and markets may also have higher associated costs which could result in a desire by the ACD to lower the trigger threshold for those Funds also as standard.

Where a dilution adjustment is made, it will increase the dealing price when there are net inflows into a Fund and decrease the dealing price when there are net outflows.

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

On the occasions when the dilution adjustment is not made there may be an adverse impact on the total assets of a Fund.

As dilution is directly related to the inflows and outflows of money from a Fund it is not possible to accurately predict whether dilution will occur at any future point in time. Consequently, it is also not possible to accurately predict how frequently the ACD will need to make such a dilution adjustment.

Because the dilution adjustment for each Fund will be calculated by reference to the costs of dealing in the underlying investments of that Fund, including any dealing spreads, and these can vary with market conditions, this means that the amount of the dilution adjustment can vary over time. Estimates of the frequency and amount of dilution adjustment based on securities held in each available Fund and market conditions at the time of this Prospectus as well as the number of occasions on which the dilution adjustment has been applied are set out in Appendix IV.

Calculation of dilution adjustment

In applying a dilution adjustment the ACD must use the following basis of valuations:

(1) When by reference to any Valuation Point the aggregate value of the Shares of all Classes of Fund issued exceeds the aggregate value of Shares of all Classes cancelled, any adjustment must be upwards; and

(2) The dilution adjustment must not exceed the ACD's reasonable estimate of the difference between what the price would have been had the dilution adjustment not been taken into account and what the price would have been if the Scheme Property had been valued on the best available market offer basis plus dealing costs; or

(3) When by reference to any Valuation Point the aggregate value of the Shares of all Classes of Fund cancelled exceeds the aggregate value of Shares of all Classes issued, any adjustment must be downwards; and

(4) The dilution adjustment must not exceed the ACD's reasonable estimate of the difference between what the price would have been had the dilution adjustment not been taken into account and what the price would have been if the Scheme Property had been valued on the best available market bid basis less dealing costs.

Fair value pricing

Where the ACD has reasonable grounds to believe that:

(a) no reliable price for the property in question exists; or

(b) such price, if it does exist, does not reflect the ACD's best estimate of the value of such property, it may value the Scheme Property or any part of Scheme Property at a price which, in its opinion, reflects a fair and reasonable price for that property ("fair value pricing").

The ACD is permitted to use fair value pricing in specific circumstances and pursuant to processes and methodologies that it must have notified to the Depositary. Examples of the circumstances in which the ACD might consider using fair value pricing where the Company's Valuation Point is set during the time when markets in which its portfolio is invested are closed for trading include:

(a) market movements above a pre-set trigger level in other correlated open markets;

(b) war, natural disaster, terrorism;

(c) government actions or political instability;

(d) currency realignment or devaluation;

(e) changes in interest rates;

(f) corporate activity;

(g) credit default or distress; or

(h) litigation.

Even if the Company's Valuation Point is set during the time other markets are open for trading, other scenarios might include:

(a) failure of a pricing provider;

(b) closure or failure of a market;

(c) volatile or "fast" markets;

(d) markets closed over national holidays;

(e) stale or unreliable prices; and

(f) listings, suspensions or de-listings.

This list is not intended to be exhaustive.

Money laundering

Deals in Shares and deals otherwise in connection with the Company will be covered by United Kingdom legislation designed to prevent money laundering. In order to meet these requirements, the ACD may ask investors to provide proof of identity when buying or redeeming Shares. For this purpose, the ACD may use credit reference agencies (who will record that an enquiry has been made) and/or may check electronic databases.

Until satisfactory proof of identity is provided the ACD reserves the right to refuse to sell Shares or to delay processing and/or withhold any payments due to investors in respect of their investment and to discontinue any deals it is conducting on behalf of these investors.

Market Timing and Late Trading

The repeated purchasing and selling of Shares in response to short-term market fluctuations is known as "market timing". The processing of subscriptions after the dealing cut-off time and/or Valuation Point is known as "late trading". Shares in a Fund are not intended for market timing or late trading. The ACD has a policy in relation to market timing and late trading. As part of its policy, the ACD may refuse to accept an application for Shares from persons that they reasonably believe are engaged in market timing or late trading and the ACD will actively monitor trading patterns to assist it in maintaining the stability and integrity of the prices of Shares.

Privacy statement

Your data controller

For the purposes of the UK Data Protection Act 1998, the data controller in respect of any personal information provided is Threadneedle Investment Services Limited. In this privacy statement 'we', 'us' and 'our' means Threadneedle Investment Services Limited.

Uses made of your personal information

The personal information that you provide to us will be used for a number of different purposes including: to manage and administer your account; to offer you investment products and services (except where you have asked us not to do so) and to help us develop new ones; to contact you with details of changes to the products you have bought; for internal analysis and research; to comply with legal or regulatory requirements; and to identify you when you contact us. We may use external third parties to process your personal information on our behalf in accordance with these purposes.

Sharing of your personal information

Where you have notified us of your adviser, the personal information provided may be shared with such adviser. You must notify us in writing if you no longer wish us to share your personal information with your adviser or of any change to your adviser. Your adviser should have its own arrangements with you about its use of your personal information. The personal information provided may also be shared with other organisations (including but not limited to governmental and/or tax authorities in the UK and outside the UK) in order for us to comply with any legal or regulatory requirements and, in addition (in respect of tax authorities, and where lawful to do so under data protection laws) where necessary for the purposes of ensuring that tax is paid correctly and that we receive refunds of tax already paid when this is due to us. In addition, we may share your personal information with the companies within the ACD's group of companies for the purposes set out in this privacy statement.

Business changes

If we or the Threadneedle group undergoes a group reorganisation or is sold to a third party, the personal information provided to us may be transferred to that reorganised entity or third party and used for the purposes highlighted above.

Overseas transfers

We may transfer your personal information to countries located outside of the European Economic Area (the 'EEA'), this may happen when our servers, suppliers and/or, service providers are based outside of the EEA. The data protection laws and other laws of these countries may not be as comprehensive as those that apply within the EEA – in these instances we will take steps to ensure that your privacy rights are respected. Details of the countries relevant to you will be provided upon request.

Access to/correction of your information

With limited exceptions, you have the right to ask for a copy of the information that we hold on you. There may be a charge for this (if a charge is permitted). If any of the information that we hold about you is wrong, please tell us and we will put it right. You can write to us at Threadneedle Investment Services Limited, using the contact details provided in the Directory for the ACD Client Services.

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 Shares are not directly or indirectly acquired or held by any person in breach of any law or governmental rule or regulation (or any interpretation of a law or governmental rule or regulation by a competent authority or entity with equivalent status) of any country or territory, or which would (or would if other Shares were acquired or held in like circumstances) result in the Company incurring any liability to taxation which the Company is not able to recoup itself or suffering any other adverse consequence, including a requirement to register under any securities or investment or similar laws or governmental regulation of any country or territory. Additionally, and only for the Hedged Share Classes, if at any time the size of a class falls below GBP 1million (or the equivalent in other currency), the ACD may, in the interest of remaining Shareholders, redeem all outstanding Shares in the affected Hedged Share Class. In this connection, the ACD may, inter alia, and in its sole discretion reject any application for the purchase, sale, Switching or Conversion of Shares, or compulsorily redeem or require the sale of transfer of any Shares.

If Shares ('affected Shares') are directly or indirectly owned, acquired or controlled in any of the circumstances described above, or if the ACD believes this to be the case, the ACD may give notice to the holder(s) of the affected Shares requiring (i) the transfer of such Shares to a person who is qualified or entitled to own them without causing any of the adverse consequences outlined above or (ii) that a request in writing be given for the redemption or cancellation of such Shares in accordance with the FCA Rules. If the recipient of such a notice does not within 30 days after the date of receipt of such notice so transfer his affected Shares to a person qualified to own them without causing any of the adverse consequences outlined above, or establish to the satisfaction of the ACD (whose judgment is final and binding) that he or the beneficial owner is qualified and entitled to own the affected Shares without causing any of the adverse consequences outlined above, the ACD will compulsorily redeem the affected Shares having relied on the failure to respond to the notice as a request in writing to redeem or cancel all of the affected Shares pursuant to the FCA Rules and from that date, such person will no longer be the beneficial owner of the Shares.

A person who becomes aware that he has directly or indirectly acquired or holds affected Shares in a manner that may cause one of the adverse consequences outlined above, shall forthwith, unless he has received a notice from the ACD as aforesaid, either forthwith transfer all his affected Shares to a person qualified to own them without causing any of the adverse consequences outlined above or give a request in writing for the redemption or cancellation of all his affected Shares pursuant to the FCA Rules.

For the avoidance of doubt, and by way of example only, the rights afforded to the ACD as set out above apply in the event that a person that holds Shares (beneficially or otherwise) is, or is reasonably believed by the ACD to be, a US Person at any time during the life of the investment. Accordingly, the ACD reserves the right to give notice to such Shareholders to request a transfer of the Shares, or the redemption or cancellation of the Shares. The ACD further reserves the right to compulsorily redeem such Shares 30 days after giving notice to the Shareholder that he is required to transfer or redeem or cancel the Shares.

In specie redemptions

If a Shareholder requests the redemption or cancellation of Shares the ACD may, where it considers the deal to be substantial in relation to the total size of the Fund concerned, arrange that in place of payment of the price of the Shares in cash, the Company cancels the Shares and transfers the Scheme Property or, if required by the Shareholder, the net proceeds of sale of relevant the Scheme Property, to the Shareholder.

Before the proceeds of the cancellation of Shares become payable, the ACD must give written notice to the Shareholder that the Scheme Property or the proceeds of sale of the Scheme Property will be transferred to that Shareholder.

The ACD will select the Scheme Property to be transferred in consultation with the Depositary. They must ensure that the selection is made with a view to achieving no more advantage or disadvantage to the Shareholder requesting cancellation/redemption than to the continuing Shareholders.

Deferred redemption

The ACD may introduce provisions allowing it, in times of high redemptions, where requested redemptions exceed 10% of a Fund's value, to protect the interests of continuing Shareholders, the ACD may defer redemptions at a particular Valuation Point on a Dealing Day, to the Valuation Point on the next Dealing Day. This will allow the ACD to match the sale of Scheme Property to the level of redemptions, and should reduce the impact of dilution on a Fund. Subject to sufficient liquidity being raised at the next Valuation Point all deals relating to the earlier Valuation Point will be completed before those relating to the later Valuation Point are considered. The ACD will provide notice of the introduction of this provision and its effective date in accordance with FCA Rules.

Issue of Shares in exchange for in specie assets

The ACD may arrange for the Company to issue Shares in exchange for assets other than money, but will only do so where the Depositary has taken reasonable care to determine that the Company's acquisition of those assets in exchange for the Shares concerned is not likely to result in any material prejudice to the interests of the Shareholders or potential Shareholders.

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

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

Suspension of dealings in the Company

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

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

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

The ACD will notify Shareholders as soon as is practicable after the commencement of the suspension, including details of the exceptional circumstances which have led to the suspension, in a clear, fair and not misleading way and giving Shareholders details of how to find further information about the suspensions.

Where such suspension takes place, the ACD will publish details on its website or other general means, sufficient details to keep Shareholders appropriately informed about the suspension, including, if known, its possible duration.

During the suspension none of the obligations in COLL 6.2 (Dealing) will apply but the ACD will comply with as much of COLL 6.3 (Valuation and Pricing) during the period of suspension as is practicable in light of the suspension.

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

Governing law

All deals in Shares are governed by English law.

Valuation of the Company

There will be a single price of a Share in the Company, calculated in the Fund Currency and by reference to the NAV of the Fund to which it relates. The NAV per Share of a Fund is currently calculated at 12 noon UK time (normally 1 pm Central European Time) on each Dealing Day.

The ACD may at any time during a Dealing Day carry out an additional valuation if the ACD considers it desirable to do so.

Calculation of the Net Asset Value

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.

(1) All the Scheme Property (including receivables) of the Company (or the Fund) is to be included, subject to the following provisions.

(2) Property which is not cash (or other assets dealt with in paragraph 3 below) or a contingent liability transaction shall be valued as follows and the prices used shall (subject as follows) be the most recent prices that it is practicable to obtain:

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

(i) if a single price for buying and redeeming units or shares is quoted, at that price; or

(ii) if separate buying and redemption prices are quoted, at the average of the two prices provided the buying price has been reduced by any initial charge included therein and the redemption price has been increased by any exit or redemption charge attributable thereto; or

(iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no recent price exists, at a value which, in the opinion of the ACD is fair and reasonable.

(b) any other transferable security:

(i) if a single price for buying and redeeming the security is quoted, at that price; or

(ii) if separate buying and redemption prices are quoted, the average of those two prices; or

(iii) if, in the opinion of the ACD, the price obtained is unreliable or does not accurately reflect market developments, or no recent traded price is available or if no recent price exists, at a value which in the opinion of the ACD is fair and reasonable.

(c) property other than that described in (a) and (b) above, at a value which, in the opinion of the ACD, represents a fair and reasonable mid-market price.

(3) Cash and amounts held in current and deposit accounts and in other time-related deposits shall be valued at their nominal values.

(4) Property which is a contingent liability transaction shall be treated as follows:

(a) 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 the premium shall be reflected in the valuation. If the property is an off-exchange option the method of valuation shall be agreed between the ACD and the Depositary.

(b) 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.

(c) if the property is an off-exchange derivative, it will be included at a valuation method agreed between the ACD and Depositary.

(d) 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).

(5) 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.

(6) Subject to paragraphs 7 and 8 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.

(7) Futures or contracts for differences, which are not yet due to be performed and unexpired and unexercised written or purchased options shall not be included under paragraph 6.

(8) All agreements are to be included under paragraph 6 which are, or ought reasonably to have been, known to the person valuing the property.

(9) An estimated amount for anticipated tax liabilities at that point in time including (as applicable and without limitation) on capital gains tax, income tax, corporation tax, value added tax, stamp duty, stamp duty reserve tax and any foreign taxes or duties, will be deducted.

(10) An estimated amount for any liabilities payable out of the Scheme Property and any tax or duty thereon treating periodic items as accruing from day to day will be deducted.

(11) The principal amount of any outstanding borrowings whenever repayable and any accrued but unpaid interest on borrowings will be deducted.

(12) An estimated amount for accrued claims for tax of whatever nature, which may be recoverable will be added.

(13) Any other credits or amounts due to be paid into the Scheme Property will be added.

(14) A sum representing any interest or any income accrued due or deemed to have accrued but not received will be added.

(15) Currencies or values in currencies other than the Fund Currency shall be converted to the Fund Currency at the relevant Valuation Point at a rate of exchange that is not likely to result in any material prejudice to the interests of Shareholders or potential Shareholders.

Price per Share in each Fund and each Class

The price at which Shares are sold is based on the NAV of the relevant Fund and class to which it relates plus any initial charge, adjusted to include any applicable dilution adjustment. The price at which Shares are redeemed is based on the NAV of the relevant Fund less any redemption charge (if applicable), adjusted to include any applicable dilution adjustment. This is calculated by dividing the NAV of the Fund (or the part attributed the relevant Class) by the number of Shares of the relevant Class in issue. An initial charge may be deducted from the amount invested and a redemption charge may be deducted from proceeds on redemption.

The NAV of a Fund or Share will be calculated in accordance with the Company's Instrument of Incorporation.

Pricing basis

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

Publication of prices

The most recent price of Shares in the Funds will appear daily at www.columbiathreadneedle.com or can be obtained from ACD Client Services (contact details are provided in the Directory). Investors will be informed of any changes in the method of publication of prices in accordance with the FCA Rules.

Electronic Price Publication:

Notwithstanding the changes above, the prices of Shares will be published in accordance with local regulatory requirements. Accordingly, the prices of the Shares will be published electronically on a daily basis on www.columbiathreadneedle.com or can be obtained from ACD Client Services (contact details are provided in the Directory).

Investors will be informed in accordance with the FCA Rules of changes in the method of publication of prices.

*Please note that calls and electronic communications may be recorded.

Risk factors

Potential investors should consider the following risk factors before investing in the Company. Please also note that specific risk factors apply to each Fund as set out in the section of the Prospectus with the heading ‘Investment objectives, policies and other details of the Funds’.

1. General

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

Geopolitical events, such as the UK’s decision to leave the European Union, can lead to greater volatility in local and or global markets.

2. Effect of initial charge

Where an initial charge is imposed, an investor who realises his Shares after a short period may not (even in the absence of a fall in the value of the relevant investments) realise the amount originally invested. Therefore, the Shares should be viewed as a long-term investment.

3. Valuation Point

Although the NAV per Share of a Fund is calculated at 12 noon UK time on each Dealing Day, details on the daily creation or liquidation of Fund Shares is not available to the ACD until later in the day.

The ACD has introduced controls to mitigate the impact of this delay on the Funds, however there is a risk that during periods of high market volatility a Fund may be affected if the market prices of the assets dealt in the Fund are significantly different from the prices used to price the Fund. Price movements between the time of pricing and dealing may adversely or positively impact the effective value of shares in the Fund at the time of investment. In normal market conditions, it is expected that such price differentials would be minimal.

4. Suspension of dealings in Shares

Investors are reminded that in certain circumstances their right to request the Company to redeem Shares may be suspended (see under ‘Suspension of dealings in the Company’ in the section ‘Buying, selling, switching and conversion of Shares’).

5. Currency exchange rates

Depending on an investor’s currency when investing in the Fund or Funds, the currency fluctuations may adversely affect the value of an investment and the level of income.

6. Hedged Share Class

There can be no guarantee that the hedging strategy applied in Hedged Share Classes will be successful or entirely eliminate the adverse effects of changes in exchange rates between the Reference Currency or Portfolio Currencies and the Hedged Currency.

It should be noted that hedging transactions may be entered into whether or not the currency of a Hedged Share Class is declining or increasing in value relative to the Reference Currency or Portfolio Currency. Consequently, where such hedging is undertaken, it may protect investors in the relevant class against a decrease in the value of this currency being hedged but it may also preclude investors from benefiting from an increase in the value of the currency. Hedged Share Classes and unhedged Share Classes of the same Fund participate in the same pool of assets and/or liabilities. As a result, Shareholders should note that the liabilities arising from one Share Class in a Fund may affect the Net Asset Value of the other Share Classes in the same Fund.

7. Segregated Liability of the Funds

While 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 contracts which out subject to the laws of other countries it is not yet known how those foreign courts will react to provisions of the OEIC Regulations which provide for segregated liability between Funds.

Shareholders are not, however, liable for the debts of the Company. A Shareholder is not liable to make any further payment to the Company after he has paid the purchase price of the Shares.

8. Regulatory Risk

The Company is resident in the United Kingdom and non-United Kingdom investors should note that the regulatory protections provided by the regulatory authorities in their country of domicile may not apply. Investors should consult their financial advisers for further information in this area.

9. Investment objectives

Investors should be aware of the investment policies of the Funds as these may state that the Funds may invest on a limited basis into markets not naturally associated with the name of the Fund. These other markets may act with more or less volatility than the core investment area and performance will be in part dependent on these investments. Investors should ensure (prior to any investment being made) that they are satisfied with the risk profile of the overall objectives disclosed.

10. Warrants

When a Fund invests in warrants, the price per Share of the Fund may fluctuate more than if the Fund was investing in the underlying securities because of the greater volatility of the warrant price.

11. Cash Concentration

The Credit Opportunities Fund may at any one time hold a substantial proportion of its assets in cash, near cash or money market instruments, and in exceptional circumstances, up to 100% of the Scheme Property of the Fund may be invested in this way. It might not, under such circumstances, participate fully in a rise in market values of the asset classes the Fund would otherwise invest in. Investors should refer to paragraph 27 of Appendix II.

12. Taxation

Tax law and practice in certain countries into which a Fund invests or may invest in the future (in particular in the emerging markets) is not clearly established. It is possible therefore that the current interpretation of the law or understanding of practice might change, or that the law might be changed with retrospective effect. It is therefore possible that the Company could become subject to additional taxation in such countries that is not anticipated either at the date of the Prospectus or when investments are made, valued or disposed of.

13. Investments in collective investment schemes

Funds are entitled to invest all or part of their assets in collective investment schemes, subject to the FCA Rules and the OEIC Regulations, and as otherwise provided herein. Investors should be aware of such potential exposure to the asset classes of those underlying collective investment schemes in the context of all their investments.

13.1 Underlying fund expenses

Investors should be aware that – where the Funds invest in other funds that are managed by companies in the ACD's group of companies – the funds that the Funds invest in will be subject to arrangements whereby no underlying annual management charge will be made on those funds. They will remain subject to other costs in the underlying funds such as registrar fees, audit fees and the costs of investing in equities and bonds. In addition, investors should be aware that some of the underlying funds may be subject to performance fees, which are typically a proportion of any excess return over and above a specific performance target.

There will be no initial charge payable by the Funds when acquiring shares or units in underlying funds and no exit charge payable on the disposal of shares or units in underlying funds. Please refer to Appendix II for more information.

14. Investments in derivatives and forward transactions and the use of EPM

The FCA Rules for "UCITS Schemes" permit the use of derivatives and forward transactions for both EPM and investment purposes including short selling and leverage. Investors should consider potential exposure to derivatives in the context of all their investments.

The Investment Manager has a 'Risk Management Policy' in respect of the measurement and monitoring of risks attached to financial derivative instrument positions entered into by the Company. This policy document has been sent to the Depositary and to the FCA and is available upon request. The Risk Management Policy and processes do not guarantee that the derivative strategies will work in every instance.

Derivative instruments, including but not limited to swaps, futures, and certain FX contracts, are subject to new regulations such as EMIR, MiFID II/MiFIR and similar regulatory regimes in the U.S., Asia, and other global jurisdictions. The implementation of such regulations, including new requirements requiring mandatory clearing and margining, may increase the overall costs to the Fund of entering into and maintaining such derivative instruments and may impact the Fund's returns or the ability of the Investment Manager to achieve their investment objectives. Global regulation of derivative instruments is a rapidly-changing area and, as such, the full effects of present or future legislation or regulations in this area are not known, but could be substantial and adverse. Each Fund is permitted by the FCA Rules to use derivatives and forward transactions for the purposes of EPM. Any Fund also permitted to use derivatives and forward transactions for investment purposes will provide details of this within its investment policy. The risks relating to the different uses are explained below.

15. Use of derivatives and forward transactions for EPM purposes

The use of derivatives and forward transactions for the purposes of EPM will not materially increase the risk profile of any Fund.

EPM is applied in a cost effective way, to achieve at least one of the following: the reduction of risk; reduction of cost or the generation of additional capital or income.

In addition to derivatives and forward transactions, techniques such as temporary borrowing, cash holding and stock lending may also be used for EPM.

The use of derivatives and forward transactions for EPM is not intended to increase Fund volatility. In adverse situations, however, the use of derivatives may become ineffective and a Fund may suffer significant loss as a result.

When entering into EPM (including techniques such as stock lending), the Investment Manager may use one or more separate counterparties to undertake transactions on behalf of a Fund. Consequently, a Fund may be required to pledge or transfer collateral paid from within its assets to a secure a contract. Therefore, there is a risk that a counterparty will wholly or partially fail to honour their contractual arrangements to return collateral and any other payments due to the relevant Fund. The ACD measures the creditworthiness of counterparties as part of the risk management process. A counterparty may be an associate of the ACD or the Investment Manager, which may give rise to a conflict of interest. Please contact the ACD for further details on the ACD's conflicts of interest policy. EPM strategies may be limited by market conditions, regulatory limits and tax considerations. The ACD, the Investment Manager or the Fund will not be liable for failure to implement an EPM strategy, so long as they have acted reasonably and in accordance with the FCA rules.

The use of derivatives for EPM allows a Fund to manage various risks including the following: default risk, market risk, interest rate or duration risk, currency risk and curve risk. A brief description of the ACD's interpretation of each of these risks is set out below:

– Default risk: the risk that the issuer fails to pay.

– Market risk: the risk that general market conditions impact the price of the bond owned by the Fund.

– Interest rate/duration risk: the risk that the price of a bond is sensitive to a change in its yield.

– Currency risk: the risk that can arise when bonds are denominated in a currency that is not the base currency of the Fund.

– Curve risk: the risk that the shape of both the credit yield curve and maturity yield curve can change significantly over time.

16. Use of derivatives and forward transactions for investment purposes

The use of derivatives and forward transactions for investment purposes may increase the risk profile of the Funds.

The exposure of Funds using derivatives for investment purposes involves synthetic short sales of investments and leverage, which may increase the risk profile of the Funds and may carry a higher degree of volatility than a Fund which does not gain short exposure. Leverage has the overall effect of increasing positive returns, but causes a faster decrease in the value of assets if prices fall.

The following Funds are permitted to invest in derivatives, in accordance with their investment policy:

– Credit Opportunities Fund

The use of derivatives for investment purposes may entail additional risks for Shareholders. The ACD will ensure that the global exposure of a Fund (the "Global Exposure"), relating to derivatives that it holds for investment purposes does not exceed the value of the Fund.

The following table shows, for each Fund that uses the VaR approach to determine Global Exposure:

– the choice of VaR methodology used (absolute VaR or relative VaR);

– the expected level of leverage, disclosed on the basis of the sum of the notionals approach and of the Commitment Approach; and

– for Funds using the relative VaR approach, details of the reference portfolio used to track performance.

Name of Fund	Methodology Used to determine Global Exposure	Leverage	
		Sum of Notionals[1]	Commit-ment[2]
Credit Opportunities Fund	Absolute VaR	700%	350%

The table above shows the expected level of leverage. The actual levels may be lower or higher than the ranges shown in the above table. Where leverage is high, additional measures are used to monitor the Fund's risk profile. The actual risks relating to the use of financial derivative instruments by a Fund are not affected by the method used to calculate leverage.

In addition, for the Funds listed above, the FCA Rules permit the ACD to use certain techniques when investing in derivatives in order to manage a Fund's exposure to particular counterparties and in relation to the use of collateral, to reduce overall exposure to OTC derivatives; for example the Funds may take collateral from counterparties with whom they have an OTC derivative position and use that collateral to net off against the exposure they have to the counterparty under that OTC derivative position, for the purposes of complying with counterparty spread limits.

17. Emerging Markets

This section is applicable to the Credit Opportunities Fund and to other Funds that invest in some overseas markets. These investments may carry risks associated with failed or delayed settlement of market transactions and with the registration and custody of securities.

Investment in emerging markets may involve a higher than average risk. In addition, an investment in emerging market currencies and debt may in involve higher risk than an investment in debt and currencies issued in more developed markets.

Investors should consider whether or not investment in such Funds is either suitable for or should constitute a substantial part of an investor's portfolio.

Companies in emerging markets may not be subject to:

(a) accounting, auditing and financial reporting standards, practices and disclosure requirements comparable to those applicable to companies in major markets;

(b) the same level of government supervision and regulation of stock exchanges as countries with more advanced securities markets.

Accordingly, certain emerging markets may not afford the same level of investor protection as would apply in more developed jurisdictions:

[1] The Sum of the Notionals Approach is a method for calculating leverage which takes into account the absolute value of notionals of derivative instruments without taking into account the fact that some derivatives are actually reducing risk. If the Fund owns a long derivative and a short derivative with the same risk exposure, the Sum of the Notionals Approach will add up both notionals (whilst the Commitment Approach will show zero exposure as there is no incremental risk), resulting in a higher level of leverage than if the calculation had been made on the basis of the Commitment Approach. As a result, the Sum of Notionals Approach is a leverage calculation method which shows the "gross" notional amounts of a Fund to derivative instruments, taking into account the notionals to all derivatives, independently from the reasons the Fund has exposure to them.

[2] The Commitment Approach is a method for calculating leverage which takes into account the exposure of the Fund to derivative instruments with the exclusion of derivative instruments which are used for reducing risk (i.e. derivative instruments used for hedging and netting purposes). As a result, it is a leverage calculation method which shows the "net" Global Exposure of a Fund to derivative instruments, taking into account the actual exposure of the Funds to such instruments.

(a) Restrictions on foreign investment in emerging markets may preclude investment in certain securities by certain Funds and, as a result, limit investment opportunities for the Funds. Substantial government involvement in, and influence on, the economy may affect the value of securities in certain emerging markets;

(b) The reliability of trading and settlement systems in some emerging markets may not be equal to that available in more developed markets, which may result in delays in realising investments;

(c) Lack of liquidity and efficiency in certain of the stock markets or foreign exchange markets in certain emerging markets may mean that from time to time the ACD may experience more difficulty in purchasing or selling holdings of securities than it would in a more developed market. The proceeds for illiquid securities that form part of the redemption will in these circumstances be paid in cash once the proceeds become available. Please refer to the section of this Prospectus with the heading "In Specie redemption" for further information.

(d) Economic and/or political instability could lead to legal, fiscal and regulatory changes or the reversal of legal/fiscal regulation/market reforms. Assets could be compulsorily acquired without adequate compensation; and

(e) Share registration services, whilst appropriately licensed in Russia, may not be subject to such tight controls as those in more developed countries. This may mean that the Investment Manager may not secure good title to the Russian securities held.

(f) Higher volatility than in the more developed markets of the world. The paucity of accurate and meaningful information, and inefficiencies in distribution, can leave emerging markets prone to sudden and unpredictable changes in sentiment. The resultant investment flows can trigger significant volatility in these relatively small and illiquid markets. At the same time, this lack of liquidity together with low dealing volumes can restrict the Investment Manager's ability to execute deals.

(g) Some emerging markets countries may restrict investment into securities and/or currency and therefore the ACD may seek exposure to emerging markets through securities and derivatives that invest in underlying emerging markets currencies and securities. These securities and derivatives may be less liquid than a direct investment in the underlying security or currency.

18. High Yield Bond

Where a Fund's investment policy is to generate a higher yield through the use of fixed interest securities, many of the investments will be in 'below investment grade' securities (generally defined as below BBB- by leading rating agencies) and may also include non-traditional types of debt securities. Investment in such securities brings an increased risk of default on repayment and therefore increases the risk that the income and capital of the Fund will be affected.

As a general rule, fixed interest securities with an above average yield tend to be less liquid than securities issued by issuers with a higher investment rating. Furthermore, the solvency of issuers of such fixed interest securities may not be guaranteed in respect of either the principal claim or regarding the interest payments and it cannot be excluded that such issuers may become insolvent.

Investors should be fully aware of such risks.

19. No Guarantee of Capital

Investors should note that the Funds do not offer any form of guarantee with respect to investment performance and no form of capital protection will apply.

20. Fixed Income Funds

The interest rate on corporate bonds and most government bonds will not increase in line with inflation. Thus, over time, the real value of investor's income could fall.

21. Credit Risk

The value of a Fund may be adversely affected if any of the institutions with which the cash is invested or deposited suffers insolvency or other financial difficulties.

22. Shareholder Concentration Risk

A Fund with high shareholder concentration may have compounded funding liquidity risks.

23. Liquidity Risk

In extreme market conditions it may be difficult for a Fund to realise an investment at short notice without suffering a discount to market value. In such circumstances the investor may suffer a delay in realising his investment or may incur a dilution adjustment. Dealings in the Fund may be limited due to issues of capacity or deferred due to high redemption levels. Large subscriptions may not be invested quickly resulting in the Fund holding cash.

Management and administration

The Authorised Corporate Director

The ACD of the Company is Threadneedle Investment Services Limited which is a private company limited by shares incorporated in England and Wales under the Companies Act 1985 on 26 January 1999. The ACD is entered on the FCA register under FCA number 190437.

The issued and paid up share capital of the ACD is £17.02 million.

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

The ultimate holding company of the ACD is Ameriprise Financial Inc., a corporation incorporated in Delaware, USA.

Registered office and head office:

Cannon Place, 78 Cannon Street, London EC4N 6AG.

Terms of appointment:

The ACD Agreement provides that the appointment of the ACD may be terminated upon 12 months' written notice by either the ACD or the Company, although in certain circumstances the 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 change of the 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 agreement. 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 and expenses to which the ACD is entitled are set out in the section 'Charges payable to the ACD'.

The ACD also acts as the Authorised Corporate Director of Threadneedle Investment Funds ICVC, Threadneedle Investment Funds II ICVC[3], Threadneedle Specialist Investment Funds ICVC, Threadneedle Opportunity Investment Funds ICVC and Threadneedle UK Property Authorised Investment Fund, and as a manager in respect of the following authorised unit trusts:

- Threadneedle Managed Bond Focused Fund
- Threadneedle Managed Equity & Bond Fund
- Threadneedle Managed Equity Focused Fund
- Threadneedle Managed Equity Fund
- Threadneedle Managed Bond Fund
- Threadneedle Managed Equity Income Fund
- Threadneedle Navigator Adventurous Managed Trust
- Threadneedle Navigator Balanced Managed Trust
- Threadneedle Navigator Cautious Managed Trust
- Threadneedle Navigator Growth Managed Trust
- Threadneedle Navigator Growth Trust
- Threadneedle Navigator Income Trust
- Threadneedle Navigator UK Index Tracker Trust
- Threadneedle UK Property Authorised Trust

[3] Threadneedle Investment Funds II ICVC is in the process of being terminated.

The directors of the ACD are Mr. Don Jordison, Mr. Dominik Kremer, Ms. Michelle Scrimgeour, Ms. Laura Weatherup, Ms. Kath Cates (non-executive director) and Ms. Ann Roughead (non-executive director). The directors act as directors of companies other than the ACD (including companies that are within the same group of companies as the ACD) but do not engage in business activities that are not connected with the Company that would be "significant" to the Company's business for the purposes of the FCA Rules.

Third party administrative functions, such as customer applications and record keeping, dealing with subscriptions, switching, conversion, withdrawals and terminations, and all communication centre activity in relation to the Company, have been delegated by the ACD to DST Financial Services Europe Ltd ("DST").[4]

The ACD will satisfy itself on an ongoing basis that DST and Citibank is competent to carry out these functions and associated responsibilities.

The Company may engage in stock lending arrangements with the Custodian Citibank N.A., acting as stock lending agent on behalf of the Depositary.

The Depositary

Under the terms of the Depositary Agreement, Citibank Europe plc, acting through its UK branch (the "Depositary") has been appointed as depositary of the assets of the Funds, which have been entrusted to the Depositary for safekeeping.

The key duties of the Depositary consist of:

(i) cash monitoring and verifying the cash flows of the Funds;

(ii) safekeeping of the Scheme Property;

(iii) ensuring that the sale, issue, re-purchase, redemption, cancellation and valuation of Shares are carried out in accordance with the Instrument of Incorporation, the Prospectus, and applicable law, rules and regulations;

(iv) ensuring that in transactions involving Scheme Property any consideration is remitted to the Funds within the usual time limits;

(v) ensuring that the income of the Funds is applied in accordance with Instrument of Incorporation, the Prospectus, applicable law, rules and regulations; and

(vi) carrying out instructions from the Manager unless they conflict with the Prospectus, or applicable law, rules and regulations.

The Depositary is a public limited company with registered number 132781 domiciled in Ireland whose registered office is at 1 North Wall Quay, Dublin 1. The Depositary conducts its business in Great Britain from its branch offices at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB. The branch was established on 15 September 2015. The Depositary is authorised

[4] International Financial Data Services (UK) Limited changed its name to DST Financial Services Europe Limited on 15 August 2017.

by the Central Bank of Ireland and the Prudential Regulation Authority and subject to limited regulation by the Financial Conduct Authority and Prudential Regulation Authority. Details about the extent of the Depositary's authorisation and regulation by the Prudential Regulation Authority and regulation by the Financial Conduct Authority are available from the Depositary on request.

Liability of the Depositary

As a general rule the Depositary is liable for any losses suffered as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations except that it will not be liable for any loss where:

(i) the event which has led to the loss is not the result of any act or omission of the Depositary or of such third party;

(ii) the Depositary could not have reasonably prevented the occurrence of the event which led to the loss despite adopting all precautions incumbent on a diligent depositary as reflected in common industry practice; and

(iii) despite rigorous and comprehensive due diligence, the Depositary could not have prevented the loss.

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

Delegation of safekeeping function

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

As a general rule, whenever the Depositary delegates any of its custody functions to a delegate, the Depositary will remain liable for any losses suffered as a result of an act or omission of the delegate as if such loss had arisen as a result of an act or omission of the Depositary. The use of securities settlement systems, does not constitute a delegation by the Depositary of its functions.

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

Reuse of Scheme Property by the Depositary

Under the Depositary Agreement the Depositary has agreed that it, and any person to whom it delegates custody functions, may not reuse any of the assets of the Funds with which it has been entrusted.

Reuse will be permitted in respect of the assets of the Funds where:

– the reuse is carried out for the account of the Funds;

– the Depositary acts on the instructions of the ACD on behalf of the Funds;

– the reuse of Scheme Property is for the benefit of the Funds and the Shareholders;

– the transaction is covered by high quality and liquid collateral received by the Funds under a title transfer arrangement, the market value of which shall, at all times, amount to at least the market value of the re-used assets plus a premium.

Terms of the Depositary Agreement

The appointment of the Depositary has been made under an agreement between the Fund, the ACD and the Depositary effective from 1 March 2014, as amended and re-stated effective from 18 March 2016 (the "Depositary Agreement").

The Depositary Agreement may be terminated by not less than 180 days' written notice provided that no such notice shall take effect until the appointment of a successor to the Depositary.

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

The Depositary is entitled to receive remuneration out of the Scheme Property for its services, as explained in the section entitled "Depositary's fee".

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

The Investment Manager

The ACD has appointed Threadneedle Asset Management Limited to provide investment management services to the ACD.

The Investment Manager also acts as the Investment Manager of Threadneedle Investment Funds ICVC, Threadneedle Specialist Funds ICVC and a number of other collective investment schemes and segregated accounts.

Threadneedle Asset Management Limited is in the same group of companies as the ACD. Its registered office is at Cannon Place, 78 Cannon Street, London EC4N 6AG. The principal activity of the Investment Manager is acting as an investment manager.

FCA authorised status:

Threadneedle Asset Management Limited is authorised and regulated by the FCA under the Financial Services and Markets Act 2000 to carry on regulated activities in the UK.

Terms of appointment:

The Investment Manager was appointed by an agreement dated 9 June 2008 (as re-stated effective from 21 July 2014) between the Company, the ACD and the Investment Manager.

In accordance with its powers under the Investment Management Agreement the Investment Manager has delegated certain third party administrative and ancillary services to DST, and other members of the ACD's group. Where required, the Investment Manager will only engage with another member of its group of companies that is registered with or approved by the appropriate regulators in their home jurisdictions and overseas (for example, the SEC and the CFTC in the United States). The Investment Manager will remain liable for the services provided by other members of its group on behalf of the Investment Manager at all times.

The Investment Management Agreement may be terminated on 12 months' written notice by the Investment Manager or the ACD. It may also be terminated by the Company or the ACD with immediate effect if this is in the best interest of the shareholders.

Subject to the overall policies, directions and control of the ACD, all relevant laws and regulations, this Prospectus, the Instrument of Incorporation and all proper directions of the Depositary, the Investment Manager has complete discretion to take all day to day investment decisions and to deal in investments in relation to the investment management of the Company, without prior reference to the ACD.

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

Auditor

The auditor of the Company is PricewaterhouseCoopers LLP.

Legal advisers

The Company is advised by Eversheds Sutherland (International) LLP.

Register of Shareholders

The ACD acts as registrar to the Company and has delegated to DST the responsibility of maintaining the register of Shareholders at ACD Client Services (contact details are provided in the directory). The register may be inspected at that address during normal business hours by any Shareholder or any Shareholder's duly authorised agent.

Conflicts of interest

The ACD, the Investment Manager and other companies within the group of companies to which they belong (which for the avoidance of doubt includes Columbia Management Investment Advisers, LLC) (the **"**Group**"**) may, from time to time, act as the investment manager or adviser to other funds or sub-funds which follow similar investment objectives to the Funds of the Company. It is therefore possible that the ACD and/or the Investment Manager may in the course of their business have potential conflicts of interest with the Company or a particular Fund.

Each member of the Group will, however, have regard to its legal obligations and, in particular, to its obligation to act in the best interests of the Company so far as practicable, having regard to its obligations to other clients when undertaking any investment where potential conflicts of interest may arise. As more than one company within the same group of companies as the ACD will have access to the same information, and may be trading in the same investments through different trading desks, policies and procedures are in place to manage this potential conflict. Where a conflict of interest cannot be avoided, the ACD will ensure that the Company and the other funds it manages are treated fairly.

The ACD acknowledges that there may be some situations where the organisational or administrative arrangements in place for the management of conflicts of interest are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of the Company or its shareholders will be prevented. Should any such situations arise the ACD will disclose these to shareholders in an appropriate format, ordinarily this will be in the Report and Accounts of the Company.

The Depositary may act as the depositary of other companies.

From time to time conflicts may arise between the Depositary and the delegates or sub-delegates, for example where an appointed delegate or sub-delegate is an affiliated group company which receives remuneration for other custodial services it provides to the Funds. In the event of any potential conflict of interest which may arise during the normal course of business, the Depositary will have regard to applicable laws.

Exercise of Voting Rights

The ACD has a strategy for determining when and how voting rights attached to ownership of Scheme Property are to be exercised for the benefit of each Fund. A summary of this strategy is available on the ACD's website at www.columbiathreadneedle.com. Details of the actions taken on the basis of this strategy in relation to each Fund are available by writing to ACD Client Services (contact details are provided in the Directory).

Best Execution

The ACD's best execution policy sets out the basis upon which the ACD will effect transactions and place orders in relation to the Company whilst complying with its obligations under the FCA Handbook to obtain the best possible result for the Company. Details of the best execution policy are available on the ACD's website at www.columbiathreadneedle.com or by contacting the ACD via ACD Client Services at the details provided in the Directory.

In addition, by 30 April each year, the Investment Manager will publish annually on its website a summary of the volumes executed for each instrument class, showing the Top 5 venues. This can be found under the 'Literature' section of the site.

Controversial Weapons

The UN Convention on Cluster Munitions came into force on 1 August 2010. This Convention prohibits all use, stockpiling, production and transfer of controversial weapons. The Manager and the Investment Manager acknowledge the importance of the Convention and the Investment Manager actively screens companies for evidence of their corporate involvement, in controversial weapons that includes but it is not limited to anti-personnel mines, cluster munitions, biochemical weapons and depleted uranium ammunition and armour. Where a company is verified to undertake such activities, the Investment Manager's policy is not to invest in the securities issued by that company however it reserves the right to take short positions on such securities.

Responsible Investment

In discharging its obligations, the Manager will have regard, as appropriate, to its policies on the Principles for Responsible Investment (PRI) and the UK Stewardship Code.

Fees and expenses

General

The fees, costs and expenses relating to the authorisation and incorporation and establishment of the Company and the initial offer of Shares (including preparation and printing of this Prospectus and fees of professional advisers to the Company) may be borne by the Company.

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

(a) the fees and expenses payable to the ACD (which will include the fees and expenses payable to the Investment Manager) and to the Depositary;

(b) expenses incurred in acquiring, holding and disposing of investments including those of hedging currency exposure;

(c) taxation and duties payable by the Company;

(d) interest on and charges incurred in borrowings;

(e) any amount payable by the Company under any indemnity provisions contained in the Instrument of Incorporation or any agreement with any functionary of the Company;

(f) fees of the FCA and the corresponding periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which Shares are or may be marketed;

(g) fees and expenses of the auditors; and

(h) fees and expenses connected with the listing of the Shares on any stock exchange.

The ACD or companies in its group will pay, on behalf of the Company, the following ongoing registration and general expenses ("Registrar Fee"):

(i) fees and expenses in respect of establishing and maintaining the register of Shareholders and related functions including the fees of the registrar;

(ii) expenses incurred in distributing income to Shareholders;

(iii) fees in respect of the publication and circulation of details of the NAV;

(iv) the fees and expenses of tax, legal and other professional advisers of the Company;

(v) the costs of convening and holding Shareholder meetings (including meetings of Shareholders in any particular Fund, and a particular Class within a Fund); and

(vi) the costs of printing and distributing reports, accounts and any prospectus, publishing prices and any costs incurred as a result of periodic updates of any prospectus and any other administrative expenses.

In return for paying or satisfying (i)-(vi), the ACD currently collects from the Company the following charges:

Class 1 Shares: the current charge is 0.11% per annum.

Class 2 Shares and Class X Shares: the current charge is 0.035% per annum.

Such a charge provides greater transparency for investors and certainty as to the level of such costs, which they will bear as well as providing for simpler administration. The ACD will give written notice to the Shareholders in a time period in accordance with the FCA Rules before any increase to the rates specified above and the ACD will make available a Prospectus to reflect the increased rates At any particular time the actual amount of ongoing registration and general expenses listed in (i)-(vi) above may be more or less than ACD collects from the Company, however, the ACD is under no obligation to account to the Depositary or the Shareholders for any surplus it retains in relation the payment it receives.

Value Added Tax may be payable on these charges where appropriate. Expenses are allocated between capital and income in accordance with the FCA Rules.

Prohibition of "double-dipping"

If the Company acquires units of other collective investment schemes that are managed directly or indirectly by the ACD itself or a company with which it is linked by way of common management or control or by way of a direct or indirect stake of more than 10% of the capital or votes, no management fee may be charged to the fund's assets in respect of such investments. Moreover, the ACD may not charge to the investment fund any issuing or redemption commissions of the linked target funds.

Charges payable to the ACD

As remuneration for carrying out its duties and responsibilities for Class 1 and Class 2 Shares (including the respective Hedged Share Classes) the ACD is paid an annual fee out of each Fund. In respect to the Class X Shares, the investor is invoiced directly by the ACD for the payment of an annual management fee. All Shares, including Class X bear the pro rata share of Depositary fees as well as other charges and expenses. The fees of all Share classes are calculated on a mid-market basis with reference to the previous day's NAV of the Fund plus or minus any redemptions.

For Class 1 and Class 2 Shares (including the respective Hedged Share Classes) the annual management fee accrues daily and is payable monthly. The current annual management fees for the Funds are set out below, save as for the Class X Shares as these will be detailed in a separate agreement between the Eligible Shareholder and the ACD. The ACD will give written notice to the Shareholders in accordance with FCA Rules before any increase to the annual management fees set out below and the ACD will make available a Prospectus to reflect the increased charges.

Credit Opportunities Fund

The ACD's fee per annum for all Shares in this Fund, calculated on a mid-market basis, accruing daily and payable monthly, is as follows:

Class 1 Hedged Share Class: 1.25%; Class 2 Hedged Share Class 0.65%

Class 1 Shares (not including Hedged Shares): 1.0%; Class 2 Shares 0.50% (not including Hedged Shares)

In addition to the ACD's fee per annum described above the ACD shall be entitled to receive out of the assets of Share Class 1 (not including Hedged Shares) and Share Class 2 (not including Hedged Shares) a performance fee at a rate equal to 20% of the "Excess Return" of the Share Class, as further described below.

The performance fee shall be calculated and accrued as follows:

1. Performance Period

Each "Performance Period" starts on the day immediately following the end of the previous performance period, except that the first performance period shall start on the date of the first issue of the Shares in the relevant Class.

Each performance period ends on the first subsequent 31 December at which there is an Excess Return (unless 31 December is not a Dealing Day, in which case the Excess Return applicable shall be that calculated on the Dealing Day immediately before that 31 December).

2. Share Class Return

The "Share Class Return" is calculated for each Share Class on each Dealing Day, and is the percentage difference between the Net Asset Value per Share on such day and the Net Asset Value per Share at the beginning of the Performance Period.

3. Target

The annual performance target against which the performance of Share Class 1 is measured is the Citigroup EUR 1 Month Eurodeposit Index[5] plus 2.40% (the "Share Class 1 Target"). The annual performance target against which the performance of Share Class 2 is measured is the Citigroup EUR 1 Month Eurodeposit Index[4] plus 2.95% (the "Share Class 2 Target"). The Share Class 1 Target and the Share Class 2 Target are together referred to as the "Target".

4. Target Return

The "Target Return" is calculated on each Dealing Day as the percentage difference between the Target on such Dealing Day and the Target at the beginning of the Performance Period.

5. Excess Return

The "Excess Return" is calculated on each Dealing Day and is the difference between the Share Class Return of the relevant Share Class and the Target Return. There may be Excess Return even if the Net Asset Value per Share of the Share Class has not reached an all-time high at that time or if the performance of the Fund is negative, as long as the Share Class Return is greater than the Target. If on any Dealing Day the difference between the Share Class Return and the Target Return is zero or negative then there will be no Excess Return.

6. Underperformance

The term "underperformance" describes a situation which there is no Excess Return because the Share Class Return is equal to or less than the Target Return.

Where there is underperformance, this does not necessarily indicate that the Share Class Return is a negative number. An example of this shown in the Performance Fee Illustrations below during the Year 2 scenario.

Where there is an Excess Return, this does not necessarily indicate that the Share Class Return is a positive number. An example of this shown in the Performance Fee Illustrations below during the Year 4 scenario.

No performance fee will be charged until any underperformance during the Performance Period has been fully recovered. An example of this is shown in the Performance Fee Illustrations below, covering Year 2-3 scenarios.

7. Performance Fee Calculation and Accrual

The performance fee is calculated as follows: the performance fee rate of 20% is multiplied by the Excess Return, multiplied by that Dealing Day's Net Asset Value for that Share Class. The performance fee is re-calculated each Dealing Day to reflect the performance of the Net Asset Value per Share against the Target from the beginning of the Performance Period to the applicable Dealing Day.

An accrual for the performance fee is calculated on each Dealing Day and forms part of the Net Asset Value for each Share Class and therefore the performance fee accrual is reflected in the price of the Shares. The accrual is calculated on the basis of the performance of the Share Class from the

[5] Updated information on whether the benchmark is provided by an administrator included in the ESMA register of benchmark administrators will be available no later than 1 January 2020. The ACD maintains a written plan setting out the actions that will be taken in the event of the benchmark materially changing or ceasing to be provided.

beginning of the Performance Period to the Dealing Day. Any performance fee accrual made on a Dealing Day is superseded by any accrual made on the following Dealing Day until such time as the performance fee becomes payable. Any accrual for a performance fee shall be prorated to reflect any material movements in the number of Shares in issue.

8. Performance Fee Illustrations

The performance fee is only chargeable at the end of any Performance Period i.e. 31 December, and will be paid within one month of that date. If no performance fee has been charged since the launch of the Share Class, no performance fee will be payable until such time as there is an Excess Return and there is a performance fee accrual at the end of the Performance Period.

To illustrate the potential application of the performance fee, and by way of example only, four possible scenarios are set out below:

(a) Year 1 – Between 1 January and 31 December, the Target is 8% and in that same period the Net Asset Value per Share of the Credit Opportunities Fund goes up by 12%.

A performance fee will be payable at the end of Year 1 because the Fund has outperformed the Target over the Performance Period. The performance fee will be calculated as follows:

The Excess Return on 31st December is 4% i.e. 12% – 8%. The actual performance fee rate will be the Excess Return of 4% multiplied by 20%. This means that the performance fee payable will be 0.8% of the Net Asset Value of the relevant Share Class.

(b) Year 2 – Because a performance fee has been charged at the end of Year 1 a new Performance Period begins on 1 January in Year 2. Between 1 January and 31 December of Year 2, the Target is 8% and in that same period the Net Asset Value per Share of the Credit Opportunities Fund goes up by 4% in comparison with the Net Asset Value per Share at the beginning of Year 2.

No performance fee will be paid even though the performance of the Credit Opportunities Fund has been positive and the Performance Period will continue into Year 3.

(c) Year 3 – Because no performance fee was charged in Year 2, the performance of the Fund will continue to be measured from 1 January of Year 2. If between 1 January of Year 2 and 31 December of Year 3 (a two year period), the Target is 12% and over that same period the Net Asset Value per Share of the Credit Opportunities Fund goes up by 16% in comparison with the Net Asset Value per Share at the beginning of Year 2 then a performance fee will be payable but only after the underperformance in Year 2 has been recovered.

The Excess Return of the relevant Share Class over the Performance Period is equal to 4% i.e. 16% – 12%. On the basis of the formula used for Year 1 the performance fee chargeable at the end of Year 3 will be: 20% x 4% = 0.8% of the Net Asset Value of the relevant Share Class.

There is no maximum value on the performance fee that could be taken provided that there has been an Excess Return at the end of a Performance Period.

The Citigroup EUR 1 Month Eurodeposit Index is part of the Citigroup World Money Market Index family which approximates the performance of money market instruments. The index tracks one-month Eurodeposits in EUR.

Stock lending

The Company currently engages in stock lending arrangements with the Custodian, acting as stock lending agent on behalf of the Depositary. Under an agreement between the Company, the Depositary, the Investment Manager and the Custodian, the Custodian is entitled to a payment for providing stock lending services to the Company. The fee payable to the Custodian is calculated as a percentage of the gross income from stock lending and will be 12.5% of the income generated by the stock lending activity. The remaining amount of income that is generated by virtue of the stock lending activity is then applied to the Scheme Property of the Company being 87.5%.

Investment Manager’s fee

The Investment Manager’s fees and expenses (plus VAT thereon if applicable) will be paid by the ACD out of its remuneration under the ACD Agreement.

Depositary’s fee

The Depositary’s remuneration, which is payable out of the assets of each Fund, is a periodic charge at such annual percentage rate of 0.01% being paid on the same basis as the ACD’s annual management charge.

The Depositary’s fee and other expenses will be calculated in Pound Sterling but settled in the Fund Currency. As a consequence the amount of the fee payable may be subject to variation as a result of currency fluctuations between Pound Sterling and the Fund Currency. The ACD will notify the Shareholders in writing prior to the change coming into force for a time period in accordance with FCA Rules for any material increase to the rates set out above.

The Depositary is also entitled to receive out of the property of each Fund remuneration for performing or arranging for the performance of such functions as the ACD and the Depositary may from time to time agree, being functions conferred on the Depositary by the Instrument of Incorporation or the FCA Rules. The Depositary’s remuneration under this paragraph shall accrue when the relevant transaction or other dealing is effected and shall be paid in arrears on the next following date on which payment of the Depositary’s periodic charge is to be made or as soon as practicable thereafter. Currently the Depositary does not receive any remuneration under this paragraph.

Depositary’s expenses

In addition to the remuneration referred to above, the Depositary is entitled to receive reimbursement for expenses properly incurred by it in the discharge of its duties or exercising any of the powers conferred upon it in relation to the Company and each Fund, subject to approval by the ACD.

The Depositary has appointed Citibank N.A. as the Custodian of the property of the Funds and is entitled to receive reimbursement of the Custodian's fees as an expense of each Fund. Citibank N.A.'s remuneration for acting as Custodian is calculated at an ad valorem rate determined by the territory or country in which the assets of each Fund are held. Currently, the lowest rate is 0.002% and the highest rate is 0.44%. In addition, the Custodian makes a transaction charge determined by the territory or country in which the transaction is effected. Currently, these transaction charges range from £3.00 to £90 per transaction.

Any material increase to the Custodian's charges set out above will be subject to the agreement of the Depositary and the ACD, and the ACD will give prior written notice to the Shareholders in accordance with the FCA Rules.

The Depositary is also entitled to be reimbursed out of the property of each Fund in respect of remuneration charged by the Custodian for such services as the ACD, the Depositary and the Custodian may from time to time agree, being services delegated to the Custodian by the Depositary in performing or arranging for the performance of the functions conferred on the Depositary by the Instrument of Incorporation or the FCA Rules. Remuneration charged under this paragraph shall accrue when the relevant transaction or other dealing is effected and shall be paid in arrears. Currently, the Custodian does not receive any remuneration under this paragraph. The following further expenses may also be paid out of the property of each Fund:

(a) all charges imposed by, and any expenses of, any agents appointed by the Depositary to assist in the discharge of its duties;

(b) all charges and expenses incurred in connection with the collection and distribution of income;

(c) all charges and expenses incurred in relation to the preparation of the Depositary's annual report to Shareholders; and

(d) all charges and expenses incurred in relation to stock lending.

Subject to current HM Revenue and Customs ('HMRC') regulations, Value Added Tax at the prevailing rate may be payable in addition to the Depositary's remuneration, the Custodian's remuneration and the above expenses.

Allocation of fees and expenses between Funds

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

Ongoing Charges Figure ('OCF')

The OCF is the European standard method of disclosing the charges of a share class of a fund based on the last year's expenses and may vary from year to year. It includes charges such as the Fund's annual management charge, registration fee, custody fees and distribution cost but ordinarily excludes the costs of buying or selling assets for the fund. The Key Investor Information Documents contain the current OCF.

Instrument of Incorporation

The Instrument of Incorporation of the Company (which is available for inspection at the ACD's offices at the details provided in the Directory, contains, inter alia, provisions to the following effect:

1. Share capital

(a) The Company may from time to time issue Shares of different Classes in respect of a Fund, and the ACD may by resolution from time to time create additional Classes in respect of a Fund (whether or not falling within one of the Classes in existence on incorporation).

(b) The ACD may by a resolution from time to time create additional Funds with such investment objectives and such restrictions as to geographic area, economic sector, monetary zone or category of transferable security or otherwise, and denominated in such currencies, as the ACD may from time to time determine.

(c) The Company may issue 'Limited Issue Shares' in respect of any Fund.

(d) The special rights attaching to a Class are not (unless otherwise expressly provided by the conditions of issue of such Shares) deemed to be varied by:

  (i) the creation, allotment or issue of further Shares of any Class ranking *pari passu* with them;

  (ii) the switch or conversion of Shares of any Class into Shares of another Class;

  (iii) the creation, allotment, issue or redemption of Shares of another Class within the same Fund, provided that the interests of that other Class in the Fund represent fairly the financial contributions and benefits of Shareholders of that Class;

  (iv) the creation, allotment, issue or redemption of Shares of another Fund;

  (v) the exercise by the ACD of its powers to re-allocate assets, liabilities, expenses, costs or charges not attributable to one Fund or to terminate a Fund;

  (vi) the passing of any resolution at a meeting of another Fund which does not relate to the Fund in which the Class is interested; or

  (vii) any agreement by the ACD or the Investment Manager for the time being of any Fund to suffer a reduction in its fees, in respect of that Fund, for any period.

2. Transfer of Shares

(a) All transfers of registered Shares must be effected by transfer in writing in any usual or common form or in any other form as may be approved by the ACD.

(b) No instrument of transfer may be given in respect of more than one Class.

(c) In the case of a transfer to joint holders, the number of joint holders to whom a Share is to be transferred may not exceed four.

(d) In the case of Class X Shares shareholders must be Eligible Shareholders.

3. Income

The following provisions apply in respect of Shares in issue in respect of the Funds available in the Company:

(a) An allocation of income (whether annual or interim) to be made in respect of each Share issued by the Company or sold by the ACD during the accounting period in respect of which that income allocation is made shall be of the same amount as the allocation to be made in respect of the other Shares of the same Class issued in respect of the same Fund but shall where appropriate include a capital sum ('income equalisation') representing the ACD's best estimate of the amount of income included in the price of that Share, being either the actual amount of income included in the issue price of that Share or an amount arrived at by taking the aggregate of the amounts of income included in the price in respect of Shares of that Class issued or sold to Shareholders in the annual or interim accounting period in question and dividing that aggregate amount by the number of such Shares and applying the resultant average to each of the Shares in question.

(b) Each allocation of income made in respect of any Fund at a time when more than one Class is in issue in respect of that Fund shall be done by reference to the relevant holders' proportionate interests in the Scheme Property of the Fund in question. These will be ascertained for each Class as follows:

(i) A notional account will be maintained for each Class. Each account will be referred to as a 'Proportion Account'.

(ii) The word 'proportion' in this context means the proportion, which the balance on a Proportion Account at the relevant time bears to the balance on all the Proportion Accounts of a Fund at that time. The proportionate interest of a Class of Share in the assets and income of a Fund is its "proportion".

(iii) There will be credited to a Proportion Account:

– The subscription money (excluding any initial charges) for the issue of Shares of the relevant Class;

– that Class's proportion of the amount by which the NAV of the Fund exceeds the total subscription money for all Shares in the Fund;

– that Class's proportion of the Fund's income received and receivable; and

– any notional tax benefit under paragraph (v) below.

(iv) There will be debited to a Proportion Account:

– the redemption payment for the cancellation of Shares of the relevant Class;

– the Class's proportion of the amount by which the NAV of the Fund falls short of the total subscription money for all Shares in the Fund;

– all distributions of income (including equalisation if any) made to Shareholders of that Class;

– all costs, charges and expenses incurred solely in respect of that Class;

– that Class's share of the costs, charges and expenses incurred in respect of that Class and one or more other Classes in the Fund, but not in respect of the Fund as a whole;

– that Class's proportion of the costs, charges and expenses incurred in respect of or attributable to the Fund as a whole; and

– any notional tax liability under paragraph (v) below.

(v) Tax liabilities and tax benefits are assessed by HMRC on each Fund as a whole. Any Fund tax liability or benefit will be allocated between Classes on a just and reasonable basis so as not to materially prejudice any Class. The allocation will be carried out by the ACD in consultation with the Auditors.

(vi) Where a Class is denominated in a currency which is not the Fund Currency, the balance on the Proportion Account shall be converted into the Fund Currency in order to ascertain the proportions of all Classes. Conversions between currencies shall be at a rate of exchange decided by the ACD as being a rate that is not likely to result in any material prejudice to the interests of Shareholders or potential Shareholders.

(vii) The Proportion Accounts are memorandum accounts maintained for the purpose of calculating proportions. They do not represent debts from the Company to Shareholders or the other way round.

(viii) Each credit and debit to a Proportion Account shall be allocated to that account on the basis of that Class's proportion immediately before the allocation. All such adjustments shall be made as are necessary, to ensure that on no occasion on which the proportions are ascertained is any amount counted more than once.

(ix) When Shares are issued thereafter each such Share shall represent the same proportionate interest in the Scheme Property of the relevant Fund as each other Share of the same category and Class then in issue in respect of that Fund.

(x) The Company shall allocate the amount available for income allocation (calculated in accordance with the FCA Rules) between the Shares in issue relating to the relevant Fund according to the respective proportionate interests in the Scheme Property of the Fund represented by the Shares in issue at the Valuation Point in question.

4. Number of directors

Unless otherwise determined by an extraordinary resolution of Shareholders the number of directors shall not at any time exceed one.

5. Removal of ACD

The Company may by ordinary resolution remove the ACD before the expiration of its period of office, notwithstanding anything in the Instrument of Incorporation or in any agreement between the Company and the ACD, but the removal will not take effect until the FCA have approved it and a new ACD approved by the FCA has been appointed.

6. Proceedings at general meetings

(a) The duly authorised representative of the Depositary will nominate the chairman at general meetings. If the nominated chairman is not present within a reasonable time after the time appointed for holding the meeting and willing to act as the chairman, the Shareholders present may choose one of their number to be chairman of the meeting.

(b) The chairman of any quorate meeting may with the consent of the meeting adjourn the meeting from time to time (or without date) and from place to place, and if he is directed by the meeting to adjourn he must do so. No business can be transacted at an adjourned meeting which might not lawfully have been transacted at the meeting from which the adjournment took place.

(c) The Shareholders have rights under the FCA Rules to demand a poll. In addition to these, a poll may be demanded by the chairman of the meeting or by the ACD on any resolution put to the vote of a general meeting.

(d) Unless a poll is required, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book or computer record of proceedings shall be conclusive evidence of that fact. If a poll is required, it shall be taken in such manner as the chairman may direct.

(e) The chairman may take any action he considers appropriate for, for example, the safety of people attending a general meeting, the proper and orderly conduct of the general meeting or in order to reflect the wishes of the majority.

7. Corporations acting by representatives

(a) Any corporation which is a Shareholder may by resolution of its directors or other governing body and in respect of any Share or Shares of which it is the holder authorise such individual as it thinks fit to act as its representative at any general meeting of the Shareholders or of any Class meeting or Fund meeting. The individual so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise in respect of such Share or Shares if it were an individual Shareholder.

(b) Any corporation which is a director of the Company may by resolution of its directors or other governing body authorise such individual as it thinks fit to act as its representative at any general meeting of the Shareholders, or of any Class meeting or Fund meeting of the directors. The person so authorised shall be entitled to exercise the same powers at such meeting on behalf of such corporation as the corporation could exercise if it were an individual director.

8. Class meetings and Fund meetings

The provisions of the Instrument of Incorporation relating to meetings shall apply to Class meetings and Fund meetings in the same way as they apply to general meetings.

9. Instrument of Incorporation

(a) The Instrument of Incorporation may be amended by resolution of the ACD to the extent permitted by the FCA Rules.

(b) In the event of any conflict arising between any provision of the Instrument of Incorporation and either the OEIC Regulations or the FCA Rules, the OEIC Regulations and the FCA Rules will prevail.

10. Indemnity

The Instrument of Incorporation contains provisions indemnifying every director, other officer and auditor against liability in certain circumstances otherwise than in respect of negligence, default, breach of duty or breach of trust, and indemnifying the Depositary against liability in certain circumstances otherwise than in respect of failure to exercise due care and diligence.

Shareholder meetings and voting rights

Annual general meeting

In accordance with The Open-Ended Investment Companies (Amendment) Regulations 2005, the ACD has elected to dispense with the holding of annual general meetings. The ACD has given the required notice of 60 days to the Shareholders in respect of this election and has received the approval of the FCA to dispense with annual general meetings.

Requisitions of meetings

The ACD may requisition a general meeting at any time.

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

Notice and quorum

Shareholders will receive at least 14 days' written notice of a Shareholder's meeting and are entitled to be counted in the quorum and vote at such meeting either in person or by proxy or in the case of a body corporate by a duly authorised representative. 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 or in the case of a body corporate by a duly authorised representative. Notices of meetings and adjourned meetings will be sent to Shareholders at their registered address.

Voting rights

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.

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 sent out.

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

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

The ACD may not be counted in the quorum for a meeting and neither the ACD nor any associate (as defined in the 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.

'Shareholders' in this context means Shareholders on the date seven days before the notice of the relevant meeting is sent out but excludes holders who are known to the ACD not to be Shareholders at the time of the meeting.

Class and Fund Meetings

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

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 Class or Fund by a 75% majority of those votes validly cast for and against such resolution.

Taxation

General

The information given under this heading does not constitute legal or tax advice and prospective investors should consult their own professional advisers as to the implications of subscribing for, purchasing, holding, switching, converting or disposing of Shares under the laws of the jurisdiction in which they may be subject to tax. The following is based on law and practice as at the date of this Prospectus and may be subject to change.

The Company

The Funds are sub-funds of an open-ended investment company to which the Authorised Investment Funds (Tax) Regulations 2006 currently apply. Each Fund will be treated as a separate entity for UK tax purposes.

The Funds are exempt from UK tax on capital gains realised on the disposal of investments including interest paying securities and derivatives held within them.

Dividends received from UK and overseas companies are taxable when received by a Fund unless each dividend falls into one of five exemptions. The most relevant exemption will be that which exempts distributions in respect of portfolio holdings (holdings of 10% or less). It is anticipated that the majority of dividends will be exempt in the hands of the Funds. However, where the availability of treaty relief on withholding tax on overseas dividends from certain countries is unavailable because of a "subject to tax" clause in the relevant double tax treaty, a Fund may elect for dividends from these countries to be treated as taxable income. These dividends and all other income received by a Fund (e.g. interest income) will be subject to tax, currently at 20% after relief for expenses.

To the extent that a Fund receives income from, or realises a gain on investments issued in certain countries, and elects for those overseas dividends to be treated as taxable income for foreign withholding or other foreign taxes suffered on the overseas dividends, this could be used to offset against the corporate tax liability of the Fund.

In respect of any Fund which invests more than 60% of the market value of all investments held by that Fund in, broadly, interest bearing assets, such as debt securities, money placed at interest (other than cash awaiting investment) building society shares or holdings in unit trusts, ICVCs or offshore funds with similar holdings (for example, certain of the 'bond Funds'), such Fund may distribute or accumulate income as yearly interest. The amount of such income whether distributed or accumulated will be deducted from the income of the Fund in computing its liability to corporation tax.

The Credit Opportunities Fund can be managed so as to be eligible as ISA investments. These Funds are identified in the section 'The Structure of the Company'.

Stamp Duty Reserve Tax ('SDRT')

An SDRT liability may be payable by the Funds which invest in assets liable to SDRT (e.g. UK shares) or in respect of any transfers of non-exempt assets between Funds.

UK Shareholders

The following summary applies to holders of Shares who are resident in the UK for tax purposes.

Shareholders' income

(i) Interest distributions

UK resident individuals will be taxable on the sum of gross interest distributions received and accumulations made during the relevant tax year. Such distributions are paid under deduction of income tax at a rate of 20%, and individuals paying tax at the basic rate on such income will not be subject to further taxation. Non-taxpayers will be entitled to claim a repayment of the full amount of the tax. Investors whose total taxable income including savings income falls within the starting rate band will be able to claim back part of the tax deducted. However higher rate and additional rate taxpayers will have further tax to pay on the gross distribution. The amount will depend on the tax rate applicable to their specific circumstance.

A new personal savings allowance was introduced from 6 April 2016. UK tax resident individuals whose income is within the basic rate band will be able to earn the first £1,000 of savings income tax-free. Higher rate tax payers will be able to earn the first £500 savings income with no tax payable. Basic rate and higher rate tax payers whose total savings income is within the annual personal savings allowance can reclaim the tax withheld from the HM Revenue & Customs.

From 6 April 2017, all interest distributions are made gross so no tax will be deducted from any interest distributions. As a result, where individuals' gross interest distributions exceed their personal savings allowances detailed above, then they will be liable to pay income tax at their marginal rates (i.e. 20% for basic rate taxpayers, 40% for higher rate and 45% for additional rate taxpayers) on the excess amount.

Prior to 5 April 2017, unless corporate Shareholders could satisfy the ACD that they were beneficially entitled to the income and were UK resident or acting through a UK branch subject to UK corporation tax on the income, interest distributions and accumulations were paid net of income tax at 20%. Where income tax has been deducted, corporate Shareholders may be entitled to a credit for the tax treated as paid. All interest distributions are made gross from 6 April 2017. Shareholders who are within the charge to UK corporation tax should be aware that where such an investor holds an interest in a Fund and that Fund fails, at any time in an accounting period in which the investor holds its interest, to satisfy the "qualifying investments test", the investor is required to treat its interest for that accounting period as if it were rights under a creditor relationship for the purposes of the "loan relationships" regime (which governs the United Kingdom taxation of most forms of corporate debt) contained in the United Kingdom Corporation Tax Act 2009.

A Fund fails to satisfy the qualifying investments test at any time when its investments consist as to more than 60 per cent by market value of, inter alia, government and corporate debt securities, money placed at interest, certain derivative contracts or holdings in collective investment schemes which do not themselves satisfy the qualifying investment test. Corporate Shareholders would in these circumstances be required to account for their interest in the Fund under the loan relationships regime, in which case all returns on their Funds in the relevant accounting period (including gains and losses) would be taxed or relieved as income receipt or expense on a "fair value" basis. Such Shareholders might therefore, depending upon their particular circumstances, incur a charge to UK corporation tax on an unrealised increase in the value of their Shares (or obtain relief against UK corporation tax for an unrealised diminution in the value of their Shares).

(ii) Dividend Distributions

Other funds will make distributions or accumulations that will be treated as dividends of a UK company and will comprise dividend income for UK tax purposes. An individual recipient of a dividend distribution or accumulation was entitled to a notional tax credit of 10% of the gross dividend up to April 2016. This tax credit was sufficient to cover the liability of taxpayers liable to pay tax at the basic rate of tax on savings income. Higher rate taxpayers were taxed at 32.5% and additional rate taxpayers were taxed at 37.5% on the gross dividend against which the 10% tax credit could be credited and would have further tax to pay. It is no longer possible for Shareholders who hold their shares in ISAs to reclaim the 10% tax credit. Non-taxpayers are not entitled to reclaim the tax credit.

The 10% dividend tax credit was abolished in April 2016. Instead a new dividend tax allowance of £5,000 a year has been introduced where Shareholders will receive the first £5,000 of dividend income free from income tax. From 6 April 2018, the dividend allowance will be reduced to £2,000. The new rates of tax on dividend income received above the dividend tax allowance of £5,000 (£2,000 from 6 April 2018) are 7.5% for basic rate taxpayers, 32.5% for higher rate taxpayers and 38.1% for additional rate taxpayers. Shareholders who hold their Shares in ISAs are unaffected.

The income corporate Shareholders receive from a dividend distribution or accumulation is streamed into franked, unfranked and foreign income, according to the underlying gross income of the Fund. The proportion which is derived from UK and overseas dividends that fall into one of five tax exemptions is treated as franked investment income and is generally not subject to further tax unless taxed on the Shareholder as part of its trade. The income derived from all other sources (e.g. interest income, dividends which do not qualify for exemption or which a Fund has elected to tax or offshore income gains on the disposal of offshore funds without reporting funds status) is treated as an annual payment paid under deduction of income tax at the rate of 20%. The Shareholder will be subject to tax on the grossed up amount but will be entitled to a credit for tax treated as paid. Whilst this amount can be wholly offset against the corporation tax liability of the Shareholder, the maximum amount of tax which can be reclaimed by the corporate Shareholder is limited to their proportion of the Fund's net liability to corporation tax in respect of gross income.

Capital gains tax

Shareholders who are resident in the UK for tax purposes may be liable to capital gains tax or, if companies, corporation tax on chargeable gains ('CGT'). The redemption, sale, switching or transfer of Shares, being chargeable assets, may constitute a disposal or part disposal for the purposes of UK CGT. For individuals, there is an annual exempt amount (for the 2017-2018 tax year of £11,300). From 6 April 2016 for basic rate tax payers the rate of 10% is applied to all chargeable gains in excess of the annual exempt amount. For higher rate and additional rate tax payers a rate of 20% is applied to all chargeable gains in excess of the annual exempt amount. For a corporate Shareholder indexation relief will be allowed as a deduction from the gain calculated by reference to the period the asset was held and its initial cost.

Shareholders subject to UK corporation tax may need to treat their shareholdings in a 'bond' Fund as a creditor relationship subject to a mark to market basis of accounting.

An exchange of Shares of one class for Shares of another class within a Fund may constitute for UK taxation purposes a reorganisation of the Fund within section 127 of the Taxation of Chargeable Gains Act 1992, in which case a UK resident Shareholder who exchanges one class of Share for another class of Shares within a Fund would not be treated as making a disposal of Shares giving rise to a chargeable gain or allowable loss, but instead would be treated as having acquired such new class of Shares at the same time and for the same price at which the original class of Shares were originally acquired. The above treatment may apply if there are switches from one Class of Share to another Class of Share within a Fund except when transferring to or from Hedged Share Classes.

Inheritance tax ('IHT')

Investors are potentially subject to UK inheritance tax on their investment in the Funds.

Income Equalisation

When the first income distribution is received it may include an amount known as equalisation. The amount representing the income equalisation in the Share's price is a return of capital and is not taxable in the hands of Shareholders. This amount should be deducted from the cost of Shares in computing capital gains realised on their disposal.

Income equalisation is applied for the Credit Opportunities Fund.

Foreign Account Tax Compliance Act

Pursuant to U.S. withholding provisions commonly referred to as the Foreign Account Tax Compliance Act 2010 ("FATCA"), a Foreign Financial Institution ("FFI") is under an obligation to broadly collect and provide information regarding US account holders (which includes certain equity and debt holders as well as certain account holders that are non US entities with US owners). An FFI is a non-US entity that either i) accepts deposits in the ordinary course of business or ii) holds financial assets for the account of others as a substantial portion of its business or iii) is engaged primarily in the business of investing or trading in securities or partnership interests or iv) is an insurance company or a holding company that is a member of an expanded affiliated group where the insurance company or holding company is obligated to make payments with respect to a cash value insurance or annuity contract or v) is an entity that is a holding company or treasury centre that is part of an expanded affiliated group that includes a depository institution, custodial institution, investment entity or is formed in connection with or availed by a collective investment vehicle or any similar investment vehicle established with an investment strategy of investing, reinvesting or trading in financial assets.

The FATCA legislation imposes a withholding tax of 30% on withholdable payments and in the future on foreign passthru payments made to a non-US entity that are not an FFI unless such entity provides the withholding agent with certification identifying the substantial US owners of the entity, which includes any US Person who directly or indirectly owns a percentage (depending on jurisdiction) of the entity, or an exception applies. In order to avoid incurring withholding tax on withholdable payments, certain information regarding the direct and indirect investors in the fund will need to be disclosed.

Please note that the Manager has determined that US Persons are not permitted to own Shares in the Funds.

Automatic exchange of information

The Common Reporting Standard ('CRS') is coming into effect in stages, starting from 1 January 2016, was developed by the Organisation for Economic Co-operation and Development ('OECD'). The CRS has been adopted in the UK by The International Tax Compliance Regulations 2015, and may require the Funds to report account holder information to HMRC about Shareholders. HMRC will in turn pass this information onto the competent authorities with which it has an agreement.

In addition, the UK has entered into tax information sharing agreements with its Crown dependent and Overseas Territories (Anguilla, Bermuda, British Virgin Islands, Cayman Islands, Guernsey, Isle of Man, Gibraltar, Jersey, Montserrat, and Turks and Caicos). As a result of these agreements the Funds will be required to report information about their Shareholders resident in these territories to HMRC, who will then provide it to the relevant tax authorities.

Winding up of the Company or a Fund of the Company.

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.

Where the Company or a Fund are 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.

The Company or a Fund may be wound up under the FCA Rules if:

(a) an extraordinary resolution to that effect is passed by Shareholders; or

(b) the period (if any) fixed for the duration of the Company or a particular Fund by the Instrument of Incorporation expires, or the event (if any) occurs on the occurrence of which the Instrument of Incorporation provides that the Company or a particular 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 NAV of the Fund is less than £20 million or if a change in the laws or regulations of any country means that, in the ACD's opinion, it is desirable to terminate the Fund); or

(c) 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 relevant Fund.

On the occurrence of any of the above:

(a) COLL 5 relating to 'Investment and Borrowing Powers', COLL 6.2 relating to 'Dealing' and COLL 6.3 relating to 'Valuation and Pricing' will cease to apply to the Company or the particular Fund;

(b) the Company will cease to issue and cancel Shares in the Company or the particular 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 particular Fund;

(c) no transfer of a Share shall be registered and no other change to the register shall be made without the sanction of the ACD;

(d) the ACD shall be entitled to receive a performance fee in respect of any Excess Return from the commencement of the Performance Fee Period until the date of winding up;

(e) 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;

(f) the corporate status and powers of the Company and, subject to the provisions of (a) and (e) above, the powers of the ACD shall remain until the Company is dissolved.

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 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 to Shareholders proportionately to their rights to participate in the Scheme Property of the Company or the Fund. In the case of the Company the ACD shall also publish notice of the commencement of the winding up of the Company in the London Gazette. When the ACD has caused all of the Scheme Property to be realised and all of the liabilities of the Company or the particular Fund to be realised, the ACD shall arrange for the Depositary to also make a final distribution to Shareholders on or prior to the date on which the final account is sent to Shareholders of any balance remaining in proportion to their holdings in the Company or the particular Fund.

As soon as reasonably practicable after completion of the winding up of the Company or the particular Fund, the ACD shall notify the FCA that it has done so.

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.

Following the completion of a winding up of either the Company or a Fund, the ACD must prepare a final account showing how the winding up took place and how the Scheme Property was distributed. The auditors of the Company shall make a report in respect of the final account stating their opinion as to whether the final account has been properly prepared. This final account and the auditors' report must be sent to the FCA and to each Shareholder within two months of the termination of the winding up.

General information

Accounting periods

The annual accounting period of the Company ends each year on 21 January (the accounting reference date). The interim accounting period ends each year on 21 July.

Income distributions

Distributions of income (dividends) are made in respect of the income available for allocation in each accounting period and are made only by Funds in respect of which there are Income Shares.

Dividends will be allocated on a specific date during the year (the 'XD Date'). The XD Date is the date on which the income attributable to a Share Class is no longer contained within its price. This income is normally paid to eligible Shareholders on the 'Payment Date'. The eligible Shareholders will be those who still hold Shares at the final Valuation Point prior to the XD Date, or who subscribe on this final Valuation Point prior to the XD Date. The XD Date and Payment Date for each Fund are set out in the following table.

Fund Name	XD Dates	Payment Dates
Credit Opportunities Fund	22-Jan	21-Mar

In the event that the Payment Date is not a business day in England and Wales, payments will normally be made on the business day immediately before the Payment Date. Any distribution may be paid by (i) crossed cheque, warrant or money order and may be remitted by post to the registered address of the persons entitled to such monies or to such person and to such address as those persons may direct in writing or (ii) any other usual or common banking method (including, without limitation, direct credit, bank transfer and electronic funds transfer) and to or through such person or such persons as the relevant person may direct in writing.

The amount available for allocation in any accounting period is calculated by taking the aggregate of the income received or receivable for the account of the relevant Fund in respect of that period, and deducting the charges and expenses of the relevant Fund paid or payable out of income in respect of that accounting period. The ACD then makes such other adjustments as it considers appropriate (and after consulting the 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 (including for amortisation) which the ACD considers appropriate after consulting the auditors.

Annual report and financial statements

Annual long report and accounts of the Company will be prepared in the Base Currency and will be made available and published within four months of the close of each annual accounting period and half-yearly long report and accounts will be published within two months of the close of each interim accounting period.

Within the timeframes noted above, the ACD will make the short report which details performance and activities of a Fund over the accounting period available on the website www.columbiathreadneedle.com/shortform. The ACD will provide hard copies of the short reports to Shareholders upon request.

Risk management

Upon request, the ACD will provide further information relating to the quantitative limits applying in the risk management of any Fund and the methods used.

Documents of the Company

The following documents may be inspected free of charge between 9.30 am and 4.30 pm (UK time) on every business day at the offices of the ACD at ACD Client Services (contact details are provided in the Directory) and Cannon Place, 78 Cannon Street, London EC4N 6AG:

(a) the most recent annual and half-yearly reports of the Company;

(b) the Instrument of Incorporation (and any amending Instrument of Incorporation);

(c) the Risk Management Policy; and

(d) the material contracts referred to below.

Shareholders may obtain copies of the above documents from either address.

Additionally, the ACD will supply a copy of this Prospectus, drawn up and published in accordance with FCA Rules, free of charge to any person on request.

Material contracts

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company and are, or may be, material: (i) the agreement between the Company and the ACD, dated 21 July 2014; (ii) the Depositary Agreement, effective from 18 March 2016; and (iii) the Investment Management Agreement, dated 21 July 2014.

Brief summaries of the ACD Agreement, the Investment Management Agreement and the Depositary Agreement are provided in the section with the heading ‘Management and administration’.

Additional information

(a) The FCA Rules contain provisions on conflict of interest governing any transaction concerning the Company which is carried out by or with any ‘affected person’, an expression which covers the Company, an associate of the Company, the ACD, an associate of the ACD, the Depositary, an associate of the Depositary, any investment manager and any associate of any investment manager.

(b) These provisions, among other things, enable an affected person to sell or deal in the sale of property to the Company or Depositary for the account of the Company; vest property in the Company or the Depositary against the issue of Shares in the Company; purchase property from the Company (or the Depositary acting for the account of the Company); enter into a stock lending transaction in relation to the Company; or provide services for the Company. Any such transactions with or for the Company are subject to best execution on exchange, or independent valuation or arm’s length requirements as set out in the FCA Rules. An affected person carrying out such transaction is not liable to account to the Depositary, the ACD, any other affected person, or to the holders of Shares or any of them for any benefits or profits thereby made or derived.

(c) Investment of the property of the Company may be made on arm’s length terms through a member of an investment exchange (acting as principal) who is an affected person in relation to the ACD. Neither the ACD nor any such affected person will be liable to account for any profit out of such dealings.

Notice to Shareholders

In the event that the ACD is required to give notice to Shareholders for any reason, or otherwise chooses to do so, such notice will normally be given in writing. Alternatively, and to the extent permitted by the FCA Rules, notice to Shareholders may be made by way of publishing the information on www.columbiathreadneedle.com, or by including the information in a mailing to the Shareholders such as the Company’s bi-annual statements. Any document served on Shareholders by the ACD will be served to the current address of the Shareholder with reference to the records of the ACD.

Any document or notice to be served by a Shareholder on the ACD or the Company may be served at the head office of the Company.

Complaints

Complaints may be referred to ACD Client Services using the contact details provided in the Directory. A copy of the ACD's 'Complaint Handling Procedure' is available upon request. Complaints may also be referred to the Financial Ombudsman Service which is based at Exchange Tower, London E14 9SR.

Remuneration

The ACD, as part of Columbia Threadneedle Investments EMEA Region, shall apply remuneration policies and practices for identified staff in compliance with the UCITS Directive and regulatory requirements. Further details on the remuneration policy can be found at www.columbiathreadneedle.com. The up to date details of the remuneration policy shall include, but are not limited to, a description of how remuneration and benefits are calculated and the identities of persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee.

The remuneration policy is consistent with and promotes sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profiles, rules or instruments of incorporation:

– the remuneration policy is in line with the business strategy, objectives, values and interests of the ACD and of the investors, and includes measures to avoid conflicts of interest. The ACD has full discretion as to whether any variable remuneration is awarded in compliance with the remuneration policy;

– where remuneration is performance-related, the total amount of remuneration is based on a combination of the assessment as to the performance of the individual and of the business unit and as to their risks and of the overall results of the ACD when assessing individual performance, taking into account financial and non-financial criteria. In particular, employees will not be eligible to receive an incentive award if at any point during the relevant performance year, and the period from the end of the performance year until the award payment date, the employee has been found, not to have met the ACD's standards of performance and conduct;

– the assessment of performance is set in a multi-year framework with stock awards set with deferral rates in accordance with applicable regulation.

Further details on the remuneration policy can be found at columbiathreadneedle.com. A paper copy of the remuneration policy is available free of charge upon request.

Notes for investors resident outside the UK

References to times in this Prospectus are to UK times unless otherwise stated.

The Credit Opportunities Fund is registered for sale in Austria, France, Germany, Italy, Luxembourg, the Netherlands and Spain.

US Persons

Shares in the Company are not available for offer or sale in any state in the United States, or to persons (including companies, partnerships, trusts or other entities) who are US Persons, nor may Shares be owned or otherwise held by such persons. Accordingly, this Prospectus may not be distributed in the United States or to a US Person. The ACD reserves the right to give notice to any Shareholder that is or that subsequently becomes incorporated in the United States or to a US Person to (i) transfer the Shares to a person that is not a US Person or (ii) request a redemption or cancellation of the Shares and the ACD may redeem or cancel the Shares if the Shareholder fails to make such transfer or request within 30 days of that notice provided by the ACD.

Important information for Italian investors

The local documents that Italian investors receive prior to subscribing in Shares may provide:

(i) the ability for investors to appoint a distributor or a local paying agent to send orders in its own name on behalf of the investors and to be recorded as holder of the Shares on behalf of the effective underlying Shareholder (a so called nominee arrangement); and/or

(ii) the possibility for local paying agents to charge a fee to investors in relation to the execution and subscription, redemption and/or exchange transactions; and/or

(iii) the possibility for Italian investors to subscribe Shares through regular savings plans.

Important information for German investors

Publication of relevant German tax information can be found at www.columbiathreadneedle.de.

Important information for Swiss investors

The distribution of Shares in Switzerland will be exclusively made to, and directed at, regulated qualified investors (the "Regulated Qualified Investors"), as defined in Article 10(3)(a) and (b) of the Swiss Collective Investment Schemes Act of 23 June 2006, as amended ("CISA"). Accordingly, the Trusts have not been and will not be registered with the Swiss Financial Market Supervisory Authority (FINMA) and no Swiss representative or paying agent have been or will be appointed in Switzerland. This Prospectus and/or any other offering materials relating to the Shares may be made available in Switzerland solely to Regulated Qualified Investors.

Important information for Mexican investors

The Shares have not been and will not be registered with the National Registry of Securities, maintained by the Mexican National Banking Commission and, as a result, may not be offered or sold publicly in Mexico. The Trust and any underwriter or purchaser may offer and sell the Shares in Mexico, to Institutional and Accredited Investors, on a private placement basis, pursuant to Article 8 of the Mexican Securities Market Law.

Appendix I

Eligible securities markets and eligible derivatives markets

Set out below are the securities and derivatives markets, in addition to those established in a Member State of the EU or EEA, through which the Company may invest or deal for the account of each Fund (subject to the Fund's respective investment objective and policy) when dealing in approved securities and /or derivatives.

North America	
Canada:	Toronto Stock Exchange Montreal Exchange TSX Venture Exchange ICE Futures Canada
United States of America:	New York Stock Exchange NYSE MKT Chicago Board Options Exchange Chicago Stock Exchange, Inc. CME Chicago Board of Trade CME Group – CME Market ICE Futures US NASDAQ Stock Market NASDAQ OMX BX, Inc. NASDAQ OMX Futures Exchange NASDAQ OMX PHLX, Inc NASDAQ Options Market National Stock Exchange, Inc. NYSE Amex (Options) NYSE Arca Inc OTC Bulletin Board TRACE OneChicago BATS Exchange
Asia Pacific	
Australia:	Australian Securities Exchange ASX Derivatives
China:	Shanghai Stock Exchange Shanghai Futures Exchange Shenzhen Stock Exchange China Interbank Bond Market
Hong Kong:	Hong Kong Stock Exchange Hong Kong GEM Hong Kong Futures Exchange Shanghai-HK Stock Connect (Northbound Trading) Shenzhen-HK Stock Connect (Northbound Trading)
India:	BSE Ltd National Stock Exchange of India
Indonesia:	Indonesia Stock Exchange
Japan:	Tokyo Stock Exchange Osaka Exchange (Derivatives) Tokyo Futures-Financial Exchange
Korea:	Korea Exchange (Stock Market) KOSDAQ Korea Exchange (Derivatives)
Malaysia:	Bursa Malaysia Bursa Malaysia (Derivatives)
New Zealand:	New Zealand Exchange NZX Futures Exchange
Philippines:	Philippines Stock Exchange
Singapore:	SGX Singapore Exchange SGX Derivatives
Taiwan:	Taiwan Stock Exchange Taiwan Futures Exchange (TAIFEX) Taipei Exchange
Thailand:	Stock Exchange of Thailand

Latin America	
Brazil:	BM&F Bovespa
Chile:	Bolsa de Comercio de Santiago
Colombia:	Bolsa de Valores de Colombia
Mexico:	Bolsa Mexicana de Valores Mexican Derivatives Exchange
Middle East & Africa	
Israel:	Tel Aviv Stock Exchange
Qatar:	Qatar Exchange
Saudi Arabia:	Saudi Stock Exchange
South Africa:	Johannesburg Stock Exchange JSX Derivatives
United Arab Emirates:	Dubai Financial Market
Europe (non-EEA)	
Russia:	Moscow Exchange
Switzerland:	SIX Swiss Exchange SIX Structured Products The market organised by the International Capital Markets Association
Turkey:	Borsa Istanbul

Appendix II

Investment management and borrowing powers of the Company

1. Investment restrictions

1.1 The Scheme Property of a Fund will be invested with the aim of achieving the investment objective of that Fund but subject to the limits on investment set out in Chapter 5 of the FCA Rules (COLL 5.2 to COLL 5.5). These limits apply to a Fund as summarised below.

1.2 The ACD shall ensure that taking into account the objectives of a Fund and its investment policy, the property of Fund provides a prudent spread of risk. Particular requirements as to this spread of risk are set out below.

2. Cover

2.1 Where the FCA Rules allow a transaction to be entered into or an investment to be retained only if possible obligations arising out of the investment transactions or out of the retention would not cause any breach of any limits in Chapter 5 of the FCA Rules, it must be assumed that the maximum possible liability of a Fund under any other of those rules has also to be provided for.

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

2.2.1 it must be assumed that in applying any of those rules, a Fund must also simultaneously satisfy any other obligation relating to cover; and

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

3. UCITS schemes – general

3.1 The Scheme Property of a Fund must, subject to its investment objective and policy and except where otherwise noted below only consist of any or all of:

3.1.1 transferable securities;

3.1.2 approved money market instruments;

3.1.3 permitted derivatives and forward transactions (subject to the provisions of paragraph 14);

3.1.4 permitted deposits;

3.1.5 permitted units in collective investment schemes; and

3.1.6 movable and immovable property that is necessary for the direct pursuit of the Company's business in accordance with COLL 5.

3.2 Transferable securities and money market instruments held within a Fund must (subject to paragraphs 3.3 and 3.4) be admitted to or dealt on an eligible market as described in paragraphs 9 and 10 below.

3.3 Not more than 10% in value of the Scheme Property of a Fund is to consist of transferable securities which are not approved securities.

3.4 Not more than 10% in value of the Scheme Property is to consist of money market instruments which do not fall within paragraph 8 (Investment in Approved Money Market Instruments).

3.5 The requirements on spread and investment in government and public securities do not apply until the expiry of a period of six months after the date of effect of the authorisation order in respect of a Fund (or on which the initial offer commenced if later) provided that the requirement to maintain prudent spread of risk is complied with.

3.6 It is not intended that Funds will have an interest in any immovable property or tangible movable property.

4. Transferable Securities

4.1 A transferable security is an investment which is any of the following:

4.1.1 a share;

4.1.2 a debenture;

4.1.3 an alternative debenture;

4.1.4 a government and public security;

4.1.5 a warrant; or

4.1.6 a certificate representing certain securities.

4.2 An investment is not a transferable security if the title to it cannot be transferred, or can be transferred only with the consent of a third party.

4.3 In applying paragraph 4.2 to an investment which is issued by a body corporate, and which is a share or a debenture the need for any consent on the part of the body corporate or any members or debenture holders of it may be ignored.

4.4 An investment is not a transferable security unless the liability of the holder of it to contribute to the debts of the issuer is limited to any amount for the time being unpaid by the holder of it in respect of the investment.

5. Investment in transferable securities

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

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

5.1.2 its liquidity does not compromise the ability of the ACD to comply with its obligation to redeem units at the request of any qualifying Shareholder under the FCA Rules;

5.1.3 reliable valuation is available for it as follows:

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

5.1.3.2 in the case of a transferable security not admitted to or dealt in on an eligible market, where there is a valuation on a periodic basis which is derived from information from the issuer of the transferable security or from competent investment research;

5.1.4 appropriate information is available for it as follows:

5.1.4.1 in the case of a transferable security admitted to or dealt in on an eligible market, where there is regular, accurate and comprehensive information available to the market on the transferable security or, where relevant, on the portfolio of the transferable security;

5.1.4.2 in the case of a transferable security not admitted to or dealt in on an eligible market, where there is regular and accurate information available to the ACD on the transferable security or, where relevant, on the portfolio of the transferable security;

5.1.5 it is negotiable; and

5.1.6 its risks are adequately captured by the risk management process of the ACD.

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

5.2.1 not to compromise the ability of the ACD to comply with its obligation to redeem units at the request of any qualifying Shareholder; and

5.2.2 to be negotiable.

5.3 Not more than 5% in value of a Fund is to consist of warrants.

6. Closed end funds constituting transferable securities

6.1 A unit in a closed end fund shall be taken to be a transferable security for the purposes of investment by a Fund, provided it fulfils the criteria for transferable securities set out in paragraph 5, and either:

6.1.1 where the closed end fund is constituted as an investment company or a unit trust:

6.1.1.1 it is subject to corporate governance mechanisms applied to companies; and

6.1.1.2 where another person carries out asset management activity on its behalf, that person is subject to national regulation for the purpose of investor protection; or

6.1.2 where the closed end fund is constituted under the law of contract:

6.1.2.1 it is subject to corporate governance mechanisms equivalent to those applied to companies; and

6.1.2.2 it is managed by a person who is subject to national regulation for the purpose of investor protection.

7. Transferable securities linked to other assets

7.1 A Fund may invest in any other investment which shall be taken to be a transferable security for the purposes of investment by a Fund provided the investment:

7.1.1 fulfils the criteria for transferable securities set out in paragraph 5 above; and

7.1.2 is backed by or linked to the performance of other assets, which may differ from those in which a Fund can invest.

7.2 Where an investment in 7.1 contains an embedded derivative component (see paragraph 18.6), the requirements of this section with respect to derivatives and forwards will apply to that component.

8. Approved Money Market Instruments

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

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

8.2.1 has a maturity at issuance of up to and including 397 days;

8.2.2 has a residual maturity of up to and including 397 days;

8.2.3 undergoes regular yield adjustments in line with money market conditions at least every 397 days; or

8.2.4 has a risk profile, including credit and interest rate risks, corresponding to that of an instrument which has a maturity as set out in 8.2.1 or 8.2.2 or is subject to yield adjustments as set out in 8.2.3.

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

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

8.4.1 enabling the ACD to calculate a net asset value in accordance with the value at which the instrument held in the portfolio could be exchanged between knowledgeable willing parties in an arm's length transaction; and

8.4.2 based either on market data or on valuation models including systems based on amortised costs.
A money-market instrument that is normally dealt in on the money market and is admitted to or dealt in on an eligible market shall be presumed to be liquid and have a value which can be accurately determined at any time unless there is information available to the ACD that would lead to a different determination.

9. Transferable securities and money market instruments generally to be admitted or dealt in on an Eligible Market

9.1 Transferable securities and approved money market instruments held within a Fund must be:

9.1.1 admitted to or dealt on an eligible market (as described in paragraphs 10.2 or 10.3).

9.1.2 for an approved money market instrument not admitted to or dealt in on an eligible market within 11.1; or

9.1.3 recently issued transferable securities provided that:

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

9.1.3.2 such admission is secured within a year of issue.

9.2 However, a Fund may invest no more than 10% of the Scheme Property in transferable securities and approved money-market instruments other than those referred to in 9.1.

10. Eligible markets

10.1 To protect investors the markets on which investments of a Fund are dealt in or traded on should be of an adequate quality ("eligible") at the time of acquisition of the investment and until it is sold. The criteria for eligibility are set out in the FCA Handbook.

10.2 The Fund may deal through the following eligible securities markets and eligible derivatives markets:

10.2.1 Any securities and securities markets established in a Member State of the EU or EEA State through which the Company may invest or deal for the account of each Fund (subject to the Fund's respective investment objective and policy) when dealing in approved securities and /or derivatives; and

10.2.2 the securities markets and derivative markets listed in Appendix 1.

10.3 In addition each Fund may deal through any other eligible securities market and derivatives market which the ACD, after consultation with and notification to the Depositary, considers to be appropriate for the investment of, or dealing in, the property of that Fund. Where a market ceases to be eligible, investments on that market cease to be approved securities. The 10% restriction on investing in non- approved securities applies and exceeding this limit because a market ceases to be eligible will generally be regarded as an inadvertent breach.

11. Money-market instruments with a regulated issuer

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

11.1.1 the issue or the issuer is regulated for the purpose of protecting investors and savings; and

11.1.2 the instrument is issued or guaranteed in accordance with paragraph 13 below.

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

11.2.1 the instrument is an approved money-market instrument;

11.2.2 appropriate information is available for the instrument (including information which allows an appropriate assessment of the credit risks related to investment in it), in accordance with paragraph 13 below; and

11.2.3 the instrument is freely transferable.

12. Issuers and guarantors of money-market instruments

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

12.1.1 issued or guaranteed by any one of the following:

12.1.1.1 a central authority of an EEA State or, if the EEA State is a federal state, one of the members making up the federation;

12.1.1.2 a regional or local authority of an EEA State;

12.1.1.3 the European Central Bank or a central bank of an EEA State;

12.1.1.4 the European Union or the European Investment Bank;

12.1.1.5 a non-EEA State or, in the case of a federal state, one of the members making up the federation;

12.1.1.6 a public international body to which one or more EEA States belong; or

12.2 issued by a body, any securities of which are dealt in on an eligible market; or

12.3 issued or guaranteed by an establishment which is:

12.3.1 subject to prudential supervision in accordance with criteria defined by European Community law; or

12.3.2 subject to and complies with prudential rules considered by the FCA to be at least as stringent as those laid down by European Community law.

12.4 An establishment shall be considered to satisfy the requirement in 12.3.1.2 if it is subject to and complies with prudential rules, and fulfils one or more of the following criteria:

12.4.1 it is located in the European Economic Area;

12.4.2 it is located in an OECD country belonging to the Group of Ten;

12.4.3 it has at least investment grade rating;

12.4.4 on the basis of an in-depth analysis of the issuer, it can be demonstrated that the prudential rules applicable to that issuer are at least as stringent as those laid down by European Community law.

13. Appropriate information for money-market instruments

13.1 In the case of an approved money-market instrument within 12.1.2 or which is issued by an authority within 12.1.2 or a public international body within 12.1.6 but is not guaranteed by a central authority within 12.1.1.1, the following information must be available:

13.1.1 information on both the issue or the issuance programme, and the legal and financial situation of the issuer prior to the issue of the instrument, verified by appropriately qualified third parties not subject to instructions from the issuer;

13.1.2 updates of that information on a regular basis and whenever a significant event occurs; and

13.1.3 available and reliable statistics on the issue or the issuance programme.

13.2 In the case of an approved money-market instrument issued or guaranteed by an establishment within 12.3, the following information must be available:

13.2.1 information on the issue or the issuance programme or on the legal and financial situation of the issuer prior to the issue of the instrument

13.2.2 updates of that information on a regular basis and whenever a significant event occurs; and

13.2.3 available and reliable statistics on the issue or the issuance programme, or other data enabling an appropriate assessment of the credit risks related to investment in those instruments.

13.3 In the case of an approved money-market instrument:

13.3.1 within 12.1.1.1, 12.1.1.4 or 12.1.1.5; or

13.3.2 which is issued by an authority within 12.1.1.2 or a public international body within 12.1.1.6 and is guaranteed by a central authority within 12.1.1.1;

information must be available on the issue or the issuance programme, or on the legal and financial situation of the issuer prior to the issue of the instrument.

14. Spread: general

14.1 This paragraph does not apply in respect of a transferable security or an approved money-market instrument to which paragraph 15 applies.

14.2 For the purposes of this requirement companies included in the same group for the purposes of consolidated accounts as defined in accordance with Directive 83/349/EEC of 13 June 1983 or in the same group in accordance with international accounting standards are regarded as a single body.

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

14.4 Not more than 5% in value of the Scheme Property is to consist of transferable securities or approved money market instruments issued by any single body.

14.5 The limit of 5% in paragraph 14.4 is raised to 10% in respect of up to 40% in value of the Scheme Property. Covered bonds need not be taken into account for the purpose of applying the limit of 40%.

14.6 The limit of 5% in 14.4 is raised to 25% in value of the Scheme Property in respect of covered bonds, provided that when a Fund invests more than 5% in covered bonds issued by a single body, the total value of covered bonds held must not exceed 80% in value of the Scheme Property.

14.7 In applying paragraphs 14.4 and 14.5 certificates representing certain securities are treated as equivalent to the underlying security.

14.8 The exposure to any one counterparty in an OTC derivative transaction must not exceed 5% in value of the Scheme Property. This limit is raised to 10% where the counterparty is an Approved Bank.

14.9 Not more than 20% in value of a Fund is to consist of transferable securities or approved money market instruments issued by the same group (as referred to in paragraph 14.2).

14.10 Not more than 20% in value of the Fund is to consist of the units of any one collective investment scheme. (Please also see the limits on investment in collective investment schemes set out in paragraph 17 below.)

14.11 In applying the limits in paragraphs 14.3 to 14.8 in relation to a single body, and subject to paragraph 14.6, not more than 20% in value of the Scheme Property is to consist of any combination of two or more of the following:

14.11.1 transferable securities (including covered bonds) or approved money market instruments issued by that body; or

14.11.2 deposits made with that body; or

14.11.3 exposures from OTC derivatives transactions made with that body.

15. Spread: Government and public securities

15.1 The above restrictions do not apply in respect of a transferable security or an approved money-market instrument ("such securities") that is issued by:

15.1.1 an EEA State;

15.1.2 a local authority of an EEA State;

15.1.3 a non-EEA State; or

15.1.4 a public international body to which one or more EEA States belong.

15.2 Where no more than 35% in value of the Scheme Property is invested in such securities issued by any one body, there is no limit on the amount which may be invested in such securities or in any one issue.

15.3 A Fund may invest more than 35% in value of the Scheme Property in such securities issued by any one body provided that:

15.3.1 the ACD has before any such investment is made consulted with the Depositary and as a result considers that the issuer of such securities is one which is appropriate in accordance with the investment objectives of the authorised fund;

15.3.2 no more than 30% in value of the Scheme Property consists of such securities of any one issue and

15.3.2.1 the Scheme Property includes such securities issued by that or another issuer, of at least six different issues; and

15.3.2.2 the disclosures required by the FCA Rules have been made.

15.4 Subject to this restriction and any restrictions in the investment objective and policy of a Fund there are no limits on the amount of Fund's property which may be invested in Government and public securities or such securities issued by any one issuer or of any issue.

15.5 In relation to such securities:

15.5.1 issue, issued and issuer include guarantee, guaranteed and guarantor; and

15.5.2 an issue differs from another if there is a difference as to repayment date, rate of interest, guarantor or other material terms of the issue.

16. Counterparty risk and issuer concentration

16.1 The ACD must ensure that counterparty risk arising from an OTC derivative is subject to the limits set out in paragraphs 14.8 and 14.11 above.

16.2 When calculating the exposure of a Fund to a counterparty in accordance with the limits in paragraph 14.8 the ACD must use the positive mark-to-market value of the OTC derivative contract with that counterparty.

16.3 The ACD may net the OTC derivative positions of a Fund with the same counterparty, provided they are able legally to enforce netting agreements with the counterparty on behalf of the Fund.

16.4 The netting agreements in paragraph 16.3 above are permissible only with respect to OTC derivatives with the same counterparty and not in relation to any other exposures the Fund may have with that same counterparty.

16.5 The ACD may reduce the exposure of scheme property to a counterparty of an OTC derivative through the receipt of collateral. Collateral received must be sufficiently liquid so that it can be sold quickly at a price that is close to its pre-sale valuation.

16.6 The ACD must take collateral into account in calculating exposure to counterparty risk in accordance with the limits in paragraph 14.8 when it passes collateral to an OTC counterparty on behalf of a Fund.

16.7 Collateral passed in accordance with paragraph 16.6 may be taken into account on a net basis only if the ACD is able legally to enforce netting arrangements with this counterparty on behalf of that Fund.

16.8 In relation to the exposure arising from OTC derivatives as referred to in paragraph 14.8 the ACD must include any exposure to OTC derivative counterparty risk in the calculation.

16.9 The ACD must calculate the issuer concentration limits referred to in paragraph 14.8 on the basis of the underlying exposure created through the use of OTC derivatives pursuant to the Commitment Approach.

17. Investment in collective investment schemes

17.1 No more than 10% in the value of a Fund may be invested in units of collective investment schemes. Set out in the remainder of this paragraph are the FCA's current rules on collective investment schemes investing in other collective investment schemes.

17.2 A Fund may invest in units in a collective investment scheme ("the second scheme") provided that no more than 30% of the value of that Fund is in collective investment schemes which are not UCITS schemes due to the restriction in 17.1 for the Funds this percentage is reduced from 30% to 10%).

17.3 Subject to the limitation set out in 17.2, under the COLL rules a Fund may and only invest in a second scheme, (other than UCITS schemes) if the second scheme:

17.3.1 complies with the conditions necessary for it to enjoy the rights under conferred by the UCITS Directive; or

17.3.2 is recognised under the provisions of section 272 of the Financial Services and Markets Act (Individually recognised overseas schemes) that is authorised by the supervisory authorities of Guernsey, Jersey or the Isle of Man (provided the requirements of article 50(1)(e) of the UCITS Directive are met); or

17.3.3 is authorised as a non-UCITS retail scheme (provided the requirements of article 50(1)(e) of the UCITS Directive are met); or

17.3.4 is authorised in another EEA State (provided the requirements of article 50(1)(e) of the UCITS Directive are met);

17.3.5 is authorised by the competent authority of an OECD country (other than another EEA State) which has:

17.3.5.1 signed the IOSCO Multilateral Memorandum of Understanding; and

17.3.5.2 approved the scheme's management company, rules and depositary/custody arrangements (provided the requirements of article 50(1)(e) of the UCITS Directive are met);

17.4 Subject to the limitation set out in 17.2, under the COLL rules a Fund may only invest in a second scheme if:

17.4.1 it is a scheme which complies where relevant with paragraph 17.6;

17.4.2 it is a scheme that has terms which prohibit more than 10% in value of the scheme property consisting of units in other collective investment schemes and where for the purposes of paragraphs 17.4.1 and 17.4.2 and paragraph 14 (Spread: general) each sub-fund of an umbrella scheme is to be treated as if it were a separate scheme.

17.5 Each of the Funds may include units in collective investment schemes managed or operated by (or, if it is an open-ended investment company has as its authorised corporate director), the ACD or an associate of the ACD, subject to the following conditions:

17.5.1 there is no charge in respect of the investment in or the disposal of units in the second scheme; or

17.5.2 where there is a charge the ACD is under a duty to pay to a Fund by the close of business on the fourth business day next after the agreement to buy or to sell the amount referred to in paragraphs 17.5.2.1 and 17.5.2.2;

17.5.2.1 where an investment is made, either:

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

(b) if such price cannot be ascertained by the ACD, the maximum amount of any charge permitted to be made by the seller of units in the second scheme;

17.5.2.2 when a disposal is made the amount referred to in paragraph 17.5.2 is any charge made for the account of the ACD the second scheme or an associate of any of them in respect of the disposal;

17.6 A Fund may invest in or dispose of Shares of another Fund (the second sub-fund) only if:

17.6.1 the second sub-fund does not hold Shares in any other sub-fund of the same umbrella;

17.6.2 the conditions in the remainder of this paragraph 17 are complied with; and

17.6.3 the investing or disposing Fund is not be a feeder UCITS to the second sub-fund.

17.7 In this paragraph 17:

17.7.1 any addition to or deduction from the consideration paid on the acquisition or disposal of units in the second scheme, which is applied for the benefit of the second scheme and is, or is like, a dilution levy, is to be treated as part of the price of the units and not as part of any charge; and

17.7.2 any switching charge made in respect of an exchange of units in one Fund or separate part of the second scheme for units in another Fund or separate part of that scheme is to be included as part of the consideration paid for the units.

18. Investment in nil and partly paid securities

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

19. Use of derivatives and forward transactions – general

19.1 Under the COLL Sourcebook derivatives are permitted for Funds for investment purposes and derivative transactions may be used for the purposes of hedging or meeting the investment objectives or both.

19.2 The Credit Opportunities Fund may, in accordance with the COLL Sourcebook, use derivatives for the purposes of EPM as defined in this Prospectus (including hedging) as well as for investment purposes.

19.3 A transaction in derivatives or a forward transaction must not be effected for a Fund unless:

19.3.1 the transaction is of a kind specified in paragraph 20 (Permitted transactions (derivatives and forwards)); and

19.3.2 the transaction is covered, as required by paragraph 43 (Cover for investments in derivatives and forward transactions).

19.4 Where a Fund invests in derivatives, the exposure to the underlying assets must not exceed the limits in paragraph 14 (Spread: General) and paragraph 15 (Spread: Government and public securities), save as provided below.

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

19.6 A transferable security or an approved money-market instrument will embed a derivative if it contains a component which fulfils the following criteria:

19.6.1 by virtue of that component some or all of the cash flows that otherwise would be required by the transferable security or approved money-market instrument which functions as host contract can be modified according to a specified interest rate, financial instrument price, foreign exchange rate, index of prices or rates, credit rating or credit index or other variable, and therefore vary in a way similar to a stand-alone derivative;

19.6.2 its economic characteristics and risks are not closely related to the economic characteristics and risks of the host contract; and

19.6.3 it has a significant impact on the risk profile and pricing of the transferable security or approved money-market instrument.

19.7 A transferable security or an approved money-market instrument does not embed a derivative where it contains a component which is contractually transferable independently of the transferable security or the approved money-market instrument. That component shall be deemed to be a separate instrument.

19.8 Where a Fund invests in an index based derivative, provided the relevant index falls within paragraph 26 (Relevant indices) below the underlying constituents of the index do not have to be taken into account for the purposes of paragraphs 14 (Spread: general) and 15 (Spread: Government and public securities).

19.9 The relaxation in the paragraph above is subject to the ACD taking account of the requirements on prudent spread of risk. Where a Fund invests in an index based derivative, provided the relevant index falls within paragraph 21 (Financial indices underlying derivatives) the underlying constituents of the index do not have to be taken into account for the purposes of paragraphs 14 (Spread: general) and 15 (Spread: Government and public securities).

19.10 The relaxation above is subject to the ACD taking account of the requirements on prudent spread of risk.

19.11 The ACD will use either a Commitment Approach or a value at risk (VaR) approach to measure the exposure of a Fund, depending on the way derivatives and forward transactions are used. Please see paragraphs 44.6 and 44.7 below for further details.

20. Permitted transactions (derivatives and forwards)

20.1 A transaction in a derivative must be in an approved derivative; or be one which complies with paragraph 36 (OTC transactions in derivatives).

20.2 A transaction in a derivative must have the underlying consisting of any or all of the following to which a Fund is dedicated:

20.2.1 transferable securities;

20.2.2 approved money market instruments permitted under paragraph 8 (Approved Money Market Instruments);

20.2.3 deposits permitted under paragraph 22 (Investment in deposits);

20.2.4 derivatives permitted under this Section;

20.2.5 collective investment scheme units permitted under paragraph 16;

20.2.6 financial indices in accordance with paragraph 21 (Financial indices underlying derivatives);

20.2.7 interest rates;

20.2.8 foreign exchange rates; and

20.2.9 currencies.

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

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

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

20.6 Any forward transaction must be with an eligible institution or an Approved Bank.

21. Financial indices underlying derivatives

21.1 The financial indices referred to in paragraph 20.2.6 are those which satisfy the following criteria:

21.1.1 the index is sufficiently diversified;

21.1.2 the index represents an adequate benchmark for the market to which it refers; and

21.1.3 the index is published in an appropriate manner.

21.2 A financial index is sufficiently diversified if:

21.2.1 it is composed in such a way that price movements or trading activities regarding one component do not unduly influence the performance of the whole index;

21.2.2 where it is composed of assets in which a Fund is permitted to invest, its composition is at least diversified in accordance with the requirements with respect to spread and concentration set out in this section; and

21.2.3 where it is composed of assets in which a Fund cannot invest, it is diversified in a way which is equivalent to the diversification achieved by the requirements with respect to spread and concentration set out in this section.

21.3 A financial index represents an adequate benchmark for the market to which it refers if:

21.3.1 it measures the performance of a representative group of underlyings in a relevant and appropriate way;

21.3.2 it is revised or rebalanced periodically to ensure that it continues to reflect the markets to which it refers, following criteria which are publicly available; and

21.3.3 the underlyings are sufficiently liquid, allowing users to replicate it if necessary.

21.4 A financial index is published in an appropriate manner if:

21.4.1 its publication process relies on sound procedures to collect prices, and calculate and subsequently publish the index value, including pricing procedures for components where a market price is not available; and

21.4.2 material information on matters such as index calculation, rebalancing methodologies, index changes or any operational difficulties in providing timely or accurate information is provided on a wide and timely basis.

21.5 Where the composition of underlyings of a transaction in a derivative does not satisfy the requirements for a financial index, the underlyings for that transaction shall, where they satisfy the requirements with respect to other underlyings pursuant to 20.2, be regarded as a combination of those underlyings.

22. Investment in deposits

22.1 A Fund may invest in deposits only with an Approved Bank and which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months.

23. Significant influence

23.1 The Company must not acquire transferable securities issued by a body corporate and carrying rights to vote (whether or not on substantially all matters) at a general meeting of that body corporate if:

23.1.1 immediately before the acquisition, the aggregate of any such securities held by the Company gives the Company power significantly to influence the conduct of business of that body corporate; or

23.1.2 the acquisition gives the Company that power.

23.2 For the purpose of paragraph 23.1., the Company is to be taken to have power significantly to influence the conduct of business of a body corporate if it can, because of the transferable securities held by it, exercise or control the exercise of 20% or more of the voting rights in that body corporate (disregarding for this purpose any temporary suspension of voting rights in respect of the transferable securities of that body corporate).

24. Concentration

A Fund:

24.1 must not acquire transferable securities (other than debt securities) which:

24.1.1 do not carry a right to vote on any matter at a general meeting of the body corporate that issued them; and

24.1.2 represent more than 10% of those securities issued by that body corporate;

24.2 must not acquire more than 10% of the debt securities issued by any single body;

24.3 must not acquire more than 25% of the units in a collective investment scheme;

24.4 must not acquire more than 10% of the money market instruments issued by any single body; and

24.5 need not comply with the limits in paragraphs 24.1 to 24.3 if, at the time of acquisition, the net amount in issue of the relevant investment cannot be calculated.

25. Schemes replicating an index

25.1 Notwithstanding paragraph 14 (Spread: general), a Fund may invest up to 20% in value of the Scheme Property in shares and debentures which are issued by the same body where the investment policy of that scheme as stated in the most recently published prospectus is to replicate the composition of a relevant index which satisfies the criteria specified in paragraph 21 (Financial indices underlying derivatives).

25.2 Replication of the composition of a relevant index shall be understood to be a reference to replication of the composition of the underlying assets of that index, including the use of techniques and instruments permitted for the purpose of Efficient Portfolio Management.

25.3 The limit in paragraph 25.1 can be raised for a particular UCITS scheme up to 35% in value of the Scheme Property, but only in respect of one body and where justified by exceptional market conditions.

26. [Left intentionally blank.]

27. Cash and near cash

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

27.1.1 the pursuit of a Fund's investment objectives; or

27.1.2 redemption of Shares; or

27.1.3 efficient management of a Fund in accordance with its investment objectives; or

27.1.4 other purposes which may reasonably be regarded as ancillary to the investment objectives of the Fund.

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

27.3 The investment policy of the Fund may mean that at times it is appropriate not to be fully invested in transferable securities but to hold cash or near cash in order to enable the pursuit of the Fund's investment objectives. In exceptional circumstances this may be 100% of its NAV. Investors should refer to the 'Risk factors' section of this Prospectus.

28. General power to borrow

28.1 A Fund may, in accordance with this paragraph, borrow money for the use of the Fund on terms that the borrowing is to be repayable out of the Scheme Property. This power to borrow is subject to the obligation of the Fund to comply with any restriction in the instrument constituting the Fund.

28.2 The Fund may borrow under paragraph 28.1 only from an Eligible Institution or an Approved Bank.

28.3 The ACD must ensure that any borrowing is on a temporary basis and that borrowings are not persistent, and for this purpose the ACD must have regard in particular to:

28.3.1 the duration of any period of borrowing; and

28.3.2 the number of occasions on which resort is had to borrowing in any period.

28.4 The ACD must ensure that no period of borrowing exceeds three months, whether in respect of any specific sum or at all, without the prior consent of the Depositary.

28.5 With respect to 28.4 the Depositary may only give its consent on such conditions as appear to the Depositary appropriate to ensure that the borrowing does not cease to be on a temporary basis only.

28.6 A Fund must not issue any debenture unless it acknowledges or creates a borrowing that complies with paragraph 28.1 to 28.5.

28.7 These borrowing restrictions and those in paragraph 29 (Borrowing Limits) do not apply to "back to back" borrowing for currency hedging purposes.

29. Borrowing limits

29.1 The ACD must ensure that a Fund's borrowing does not, on any business day, exceed 10% of the value of the Scheme Property of the Fund.

29.2 In this paragraph 29 "borrowing" includes, as well as borrowing in a conventional manner, any other arrangement (including a combination of derivatives) designed to achieve a temporary injection of money into the Scheme Property in the expectation that the sum will be repaid.

29.3 The ACD should ensure when calculating the Fund's borrowing for paragraph 29.1 that:

29.3.1 the figure calculated is the total of all borrowing in all currencies by the Fund; and

29.3.2 long and short positions in different currencies are not netted off against each other.

30. Restrictions on lending of money

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

30.2 Acquiring a debenture is not lending for the purposes of paragraph 30.1; nor is the placing of money on deposit or in a current account.

30.3 Paragraph 30.1 does not prevent a Fund from providing an officer of the Fund with funds to meet expenditure to be incurred by him for the purposes of the Fund (or for the purposes of enabling him properly to perform his duties as an officer of the Fund) or from doing anything to enable an officer to avoid incurring such expenditure.

31. Restrictions on lending of property other than money

31.1 The Scheme Property of a Fund other than money must not be lent by way of deposit or otherwise.

31.2 Transactions permitted by paragraph 44 (Stock lending) are not lending for the purposes of paragraph 31.1.

31.3 The Scheme Property of a Fund must not be mortgaged.

32. General power to accept or underwrite placings

32.1 Any power in Chapter 5 of the FCA Rules to invest in transferable securities may be used for the purpose of entering into transactions to which this section applies, subject to compliance with any restriction in the Instrument of Incorporation.

32.2 This section applies, subject to paragraph 32.3, to any agreement or understanding:

32.2.1 which is an underwriting or sub-underwriting agreement; or

32.2.2 which contemplates that securities will or may be issued or subscribed for or acquired for the account of a Fund.

32.3 Paragraph 32.2 does not apply to:

32.3.1 an option; or

32.3.2 a purchase of a transferable security which confers a right:

32.3.2.1 to subscribe for or acquire a transferable security; or

32.3.2.2 to convert one transferable security into another.

32.4 The exposure of a Fund to agreements and understandings within paragraph 32.2 must, on any day:

32.4.1 be covered in accordance with the requirements for cover for transactions in derivatives and forward transactions in the FCA Rules; and

32.4.2 be such that, if all possible obligations arising under them had immediately to be met in full, there would be no breach of any limit in Chapter 5 of the FCA Rules.

33. Guarantees and indemnities

33.1 A Company or the Depositary for the account of a Fund must not provide any guarantee or indemnity in respect of the obligation of any person.

33.2 None of the Scheme Property of a Fund may be used to discharge any obligation arising under a guarantee or indemnity with respect to the obligation of any person.

33.3 Paragraphs 33.1 and 33.2 do not apply in respect of the Fund to:

33.3.1 an indemnity falling within the provisions of regulation 62(3) of the OEIC Regulations;

33.3.2 an indemnity (other than any provision in it which is void under regulation 62 of the OEIC Regulations given to the Depositary against any liability incurred by it as a consequence of the safekeeping of any of the Scheme Property by it or by anyone retained by it to assist it to perform its function of the safekeeping of the Scheme Property; and

33.3.3 an indemnity given to a person winding up a scheme if the indemnity is given for the purposes of arrangements by which the whole or part of the property of that scheme becomes the first property of the Fund and the holders of units in that scheme become the first shareholders in the Fund.

34. Transactions for the purchase of property:

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

34.1.1 that property can be held for the account of the Company; and

34.1.2 the ACD having taken reasonable care determines that delivery of the property under the transaction will not occur or will not lead to a breach of the rules in the FCA Rules.

35. Requirement to cover sales

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

35.1.1 the obligation to make the disposal and any other similar obligation could immediately be honoured by the Company by delivery of property or the assignment (or, in Scotland, assignation) of rights; and

35.1.2 the property and rights above are owned by the Company at the time of the agreement.

35.2 This paragraph does not apply to a deposit.

36. OTC transactions in derivatives

36.1 Any transaction in an OTC derivative under paragraph 20 (Permitted transactions (derivatives and forwards) must be:

36.1.1 with an approved counterparty; a counterparty to a transaction in derivatives is approved only if the counterparty is:

36.1.1.1 an Eligible Institution or an Approved Bank; or

36.1.1.2 The person whose permission (including any requirements or limitations), as published in the FCA Register or whose Home State authorisation, permits it to enter into the transaction as principal off-exchange;

36.1.2 on approved terms; the terms of the transaction in derivatives are approved only if, before the transaction is entered into, the Depositary is satisfied that the counterparty has agreed with the ACD:

36.1.2.1 to provide at least daily and at any other time at the request of the Fund, a reliable and verifiable valuation in respect of that transaction corresponding to its fair value (being the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction) and which does not rely on market quotations by the counterparty; and

36.1.2.2 that it will, at the request of the ACD, enter into a further transaction to close out that transaction at any time, at a fair value arrived at under the reliable market value basis or pricing model agreed under paragraph 36.1.3 below; and

36.1.3 capable of reliable valuation; a transaction in derivatives is capable of reliable valuation only if the ACD having taken reasonable care determines that, throughout the life of the derivative (if the transaction is entered into), it will be able to value the investment concerned with reasonable accuracy:

36.1.3.1 on the basis of an up to date market value which the ACD and Depositary have agreed is reliable, the pricing model which has been agreed between the ACD and the Depositary; or

36.1.3.2 if such value is not available, on the basis of a pricing model which the ACD and the Depository have agreed uses an adequate recognised methodology.

36.2 Subject to verifiable valuation; a transaction in derivatives is subject to verifiable valuation only if, throughout the life of the derivative (if the transaction is entered into) verification of the valuation is carried out by:

(a) an appropriate third party which is independent from the counterparty of the derivative, at an adequate frequency and in such a way that the authorised fund manager is able to check it; or

(b) a department within the authorised fund manager which is independent from the department in charge of managing the Scheme Property and which is adequately equipped for such a purpose.

37. Valuation of OTC derivatives

37.1 For the purposes of paragraph 36.1.2, the ACD must:

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

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

37.2 Where the arrangements and procedures referred to in paragraph 37.1 involve the performance of certain activities by third parties, the ACD must comply with the requirements in SYSC 8.1.13 R (Additional requirements for a management company) and COLL 6.6A.4 R (4) to (6) (Due diligence requirements of AFMs of UCITS schemes).

37.3 The arrangements and procedures referred to in this rule must be:

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

37.3.2 adequately documented.

38. Risk Management

38.1 The ACD uses a Risk Management Policy. The processes detailed within it are designed to monitor and measure as frequently as appropriate the risk of a Fund's positions and their contribution to the overall risk profile of a Fund.

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

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

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

39. Cover for investment in derivatives

39.1 A Fund may invest in derivatives and forward transactions as part of its investment policy provided:

39.1.1 its Global Exposure relating to derivatives and forward transactions held in the Fund does not exceed the net value of the scheme property where a Fund uses the Commitment Approach; and

39.1.2 its Global Exposure to the underlying assets does not exceed in aggregate the investment limits laid down in paragraph 14 above.

40. Daily calculation of Global Exposure

40.1 The ACD must calculate the Global Exposure of a Fund on at least a daily basis.

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

41. Calculation of Global Exposure

41.1 The ACD must calculate the Global Exposure of any Fund it manages either as:

41.1.1 the incremental exposure and leverage generated through the use of derivatives and forward transactions (including embedded derivatives as referred to in paragraph 19 (Derivatives: general), which may not exceed 100% of the net value of the scheme property of a Fund, by way of the Commitment Approach; or

41.1.2 the market risk of the scheme property of a Fund, by way of the value at risk approach.

41.2 The ACD must ensure that the method selected above is appropriate, taking into account:

41.2.1 the investment strategy pursued by the Fund;

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

41.2.3 the proportion of the scheme property comprising derivatives and forward transactions.

41.3 Where a Fund employs techniques and instruments including repo contracts or stock lending transactions in accordance with paragraph 44 (Stock lending) in order to generate additional leverage or exposure to market risk, the ACD must take those transactions into consideration when calculating Global Exposure.

41.4 For the purposes of paragraph 41.1, value at risk means a measure of the maximum expected loss at a given confidence level over the specific time period.

42. Commitment Approach

42.1 Where the ACD uses the Commitment Approach for the calculation of Global Exposure, it must:

42.1.1 ensure that it applies this approach to all derivative and forward transactions (including embedded derivatives as referred to in paragraph 19 (Use of derivatives and forward transactions – general)), whether used as part of the Fund's general investment policy, for the purposes of risk reduction or for the purposes of efficient portfolio management in accordance with paragraph 44 (Stock lending); and

42.1.2 convert each derivative or forward transaction into the market value of an equivalent position in the underlying asset of that derivative or forward (standard Commitment Approach).

42.2 The ACD may apply other calculation methods which are equivalent to the standard Commitment Approach.

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

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

42.5 Where the Commitment Approach is used, temporary borrowing arrangements entered into on behalf of the Fund need not form part of the Global Exposure calculation.

43. Cover for investment in derivatives and forward transactions

43.1 A transaction in derivatives or forward transaction is to be entered into only if the maximum exposure, in terms of the principal or notional principal created by the transaction to which the scheme is or may be committed by another person is covered globally under the following paragraphs.

43.2 Exposure is covered globally if adequate cover from within the Scheme Property is available to meet the scheme's global exposure, taking into account the value of the underlying assets, any reasonably foreseeable market movement, counterparty risk, and the time available to liquidate any positions.

43.3 Cash not yet received into the Scheme Property but due to be received within one month is available as cover for the purposes of the paragraph above.

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

43.5 The Global Exposure relating to derivatives held in the Fund may not exceed the net value of the Scheme Property where a Fund uses the Commitment Approach.

44. Stock lending

44.1 The Company or the Depositary at the request of the ACD, may enter into certain stock lending arrangements or repo contracts in respect of the Company if it reasonably appears to the ACD to be appropriate to do so with a view to generating additional income for the Fund with an acceptable degree of risk.

44.2 There is no limit on the value of the Scheme Property which may be the subject of repo contracts or stock lending transactions.

44.3 Any stock lending arrangements or repo entered into must be of the kind described in section 263B of the Taxation of Chargeable Gains Act 1992 (without extension by section 263C), but only if:

44.3.1 all the terms of the agreement under which securities are to be reacquired by the Depositary for the account of the Company are in a form which is acceptable to the Depositary and are in accordance with good market practice;

44.3.2 the counterparty is:

44.3.2.1 an authorised person; or

44.3.2.2 a person authorised by a Home State regulator; or

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

44.3.3 a bank, or a branch of a bank, supervised and authorised to deal in investments as principal, with respect to OTC derivatives by at least one of the following federal banking supervisory authorities of the United States of America: the Office of the Controller of the Currency; the Federal Deposit Insurance Corporation and the Board of Governors of the Federal Reserve System; and

44.3.4 collateral is obtained to secure the obligation of the counterparty under the terms referred to above and the collateral is acceptable to the Depositary, adequate and sufficiently immediate.

44.4 The counterparty for the purpose of paragraph 44.1 is the person who is obliged under the agreement referred to in paragraph 44.3.1 to transfer to the Depositary the securities transferred by the Depositary under the stock lending arrangement or securities of the same kind.

44.5 Paragraph 44.3.3 does not apply to a stock lending transaction made through Euroclear Bank SA/NV's Securities Lending and Borrowing Programme.

45. Treatment of collateral

45.1 Collateral is adequate for the purposes of this section only if it is:

45.1.1 transferred to the Depositary or its agent;

45.1.2 at least equal in value, at the time of the transfer to the Depositary, to the value of the securities transferred by the Depositary; and

45.1.3 in the form of one or more of:

45.1.3.1 cash; or

45.1.3.2 a certificate of deposit; or

45.1.3.3 a letter of credit; or

45.1.3.4 a readily realisable security; or

45.1.3.5 commercial paper with no embedded derivative content; or

45.1.3.6 a qualifying money market fund.

45.2 Where the collateral is invested in units in a qualifying money market fund managed or operated by (or, for an ICVC, whose authorised corporate director is) the ACD or an associate of the ACD, the conditions in paragraph 17.5 (Investment in collective investment schemes) must be complied with.

45.3 Collateral is sufficiently immediate for the purposes of this section if:

45.3.1 it is transferred before or at the time of the transfer of the securities by the Depositary; or

45.3.2 the Depositary takes reasonable care to determine at the time referred to in paragraph 45.3.1 that it will be transferred at the latest by the close of business on the day of the transfer.

45.4 The Depositary must ensure that the value of the collateral at all times is at least equal to the value of the securities transferred by the Depositary.

Each day, collateral held in respect of each stock lending transaction is revalued. Where, due to market movements, the value of the collateral is less than the value of the loaned securities, the Company is entitled to call for additional collateral from the counterparty such that the value of the collateral and margin requirements is maintained.

In the event that there is a decline in the value of the collateral which exceeds the value of the margin held by the Depositary, a counterparty credit risk will arise pending delivery of the additional collateral.

45.5 The duty in paragraph 45.4 may be regarded as satisfied in respect of collateral the validity of which is about to expire or has expired where the Depositary takes reasonable care to determine that sufficient collateral will again be transferred at the latest by the close of business on the day of expiry.

45.6 Any agreement for transfer at a future date of securities or of collateral (or of the equivalent of either) under this section may be regarded, for the purposes of valuation and pricing of the Company or this Appendix, as an unconditional agreement for the sale or transfer of property, whether or not the property is part of the property of the Fund.

45.7 Collateral transferred to the Depositary is part of the Scheme Property for the purposes of the rules in the FCA Rules, except in the following respects:

45.7.1 it does not fall to be included in any calculation of NAV or this Appendix, because it is offset under paragraph 45.6 by an obligation to transfer; and

45.7.2 it does not count as Scheme Property for any purpose of this Appendix other than this paragraph.

45.8 Paragraph 45.6 and 45.7.1 not apply to any valuation of collateral itself for the purposes of this paragraph.

Appendix III

List of states, local authorities or public international bodies issuing or guaranteeing the securities in which the Company may invest.

These are the only public bodies in which the Company may invest more than 35% of the assets of the Fund.

Australia
Austria
Belgium
Canada
Denmark
Finland
France
Germany
Greece
Iceland
Ireland
Italy
Japan
Liechtenstein
Luxembourg
Netherlands
New Zealand
Northern Ireland
Norway
Portugal
Spain
Sweden
Switzerland
United Kingdom
United States
Asian Development Bank (ADB)
Council of Europe Development Bank
Eurofima
European Bank for Reconstruction and Development (EBRD)
International Finance Corporation (IFC)
Nordic Investment Bank (NIB)

Appendix IV

Dilution adjustment estimates

Estimates of the dilution adjustment based on securities held in the Fund and market conditions at the time of this Prospectus and number of occasions on which the dilution adjustment has been applied in the period 1 April 2017 to 30 September 2017:

Fund	Estimate of dilution adjustment applicable to purchases	Estimate of dilution adjustment applicable to sales	Number of days on which dilution adjustment has been applied during the period
Credit Opportunities Fund	0.22%	-0.22%	3

Updated figures for the dilution adjustment estimates will be published on www.columbiathreadneedle.com

Appendix V

Performance of the Funds (GBP)

Performance* for Class 1 Shares quoted in GBP (on a bid to bid price basis, net of fees with unadjusted income reinvested, based on 12 p.m. prices). Annualised performance since launch is quoted to 31 October 2017 (source: Morningstar). The assets of the Fund are predominantly invested in assets denominated in Euro. Where the performance data is not determined in this currency investors will be exposed to fluctuation in exchange rates which could enhance or diminish the total return.

Fund name	Launch Date	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	Annualised Performance since launch
Credit Opportunities Fund	April 2009	n/a	n/a	n/a	3.37%	-2.38%	3.17%	5.62%	-5.66%	-5.21%	20.17%	3.31%

Performance of the Funds (EUR)

Performance* for Class 1 Shares quoted in EUR (on a bid to bid price basis, net of fees with unadjusted income reinvested), based on 12 p.m. prices). Annualised performance since launch is quoted to 31 October 2017 (source: Morningstar).

Fund name	Launch Date	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	Annualised Performance since launch
Credit Opportunities Fund	April 2009	n/a	n/a	n/a	7.18%	0.13%	6.26%	2.96%	1.14%	-0.19%	3.75%	3.49%

Performance of the Funds (USD)

Performance* for Class 1 Shares quoted in USD (on a bid to bid price basis, net of fees with unadjusted income reinvested), based on 12 p.m. prices). Annualised performance since launch is quoted to 31 October 2017 (source: Morningstar). The assets of the Fund are predominantly invested in assets denominated in Euro. Where the performance data is not determined in this currency investors will be exposed to fluctuation in exchange rates which could enhance or diminish the total return.

Fund name	Launch Date	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	Annualised Performance since launch
Credit Opportunities Fund	April 2009	n/a	n/a	n/a	0.22%	-3.10%	7.91%	7.61%	-11.18%	-10.40%	0.74%	2.10%

*Please be aware that past performance it not a guide for future performance.

Appendix VI

Share class availability

Funds	Income Shares		Accumulation Shares		
	Class 1	Class 2	Class 1	Class 2	Class X
Credit Opportunities Fund	√	√	√	√	

Appendix VII

Hedged Share Class availability

Fund	Reference Currency	Hedged Accumulation			Hedged Income	
		Class 1	Class 2	Class X	Class 1	Class 2
Credit Opportunities Fund	**EUR**	USD (R) GBP (R)	GBP (R)	GBP (R)		GBP (R)

The letter P after the Hedged Currency indicates that the Hedged Share Class is a Portfolio Hedged Share Class and the letter R after the Hedged Currency indicated that the Hedged Share Class is a Reference Hedged Share Class.

Appendix VIII: Delegates of the Depositary

The following list sets out the entities to which the Depositary may delegate its safekeeping functions, subject to the terms of the Depositary Agreement.

Country	Entity
Argentina	The branch of Citibank N.A. in the Republic of Argentina
Australia	Citigroup Pty. Limited
Austria	Citibank Europe plc, Dublin
Bahrain	Citibank N.A., Bahrain
Bangladesh	Citibank N.A., Bangladesh
Belgium	Citibank Europe plc, UK Branch
Bermuda	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Bank Bermuda Limited
Bosnia-Herzegovina (Sarajevo)	UniCredit Bank d.d.
Bosnia-Herzegovina: Srpska (Banja Luka)	UniCredit Bank d.d.
Botswana	Standard Chartered Bank of Botswana Limited
Brazil	Citibank, N.A., Brazilian Branch
Bulgaria	Citibank Europe plc, Bulgaria Branch
Canada	Citibank Canada
Chile	Banco de Chile
China B Shanghai	Citibank, N.A., Hong Kong Branch (For China B shares)
China A Shares	Citibank China Co ltd (For China A Shares)
China Hong Kong Stock Connect	Citibank, N.A., Hong Kong Branch
Clearstream ICSD	Clearstream ICSD
Colombia	Cititrust Colombia S.A. Sociedad Fiduciaria
Costa Rica	Banco Nacional de Costa Rica
Croatia	Privedna banka Zagreb d.d.
Cyprus	Citibank Europe plc, Greece branch
Czech Republic	Citibank Europe plc, organizacni slozka
Denmark	Nordea Danmark, filial of Nordea Bank AB (publ), Sverige
Egypt	Citibank, N.A., Cairo Branch
Estonia	Swedbank AS

Country	Entity
Euroclear	Euroclear
Finland	Nordea Bank AB (publ), Finnish Branch
France	Citibank Europe plc UK branch
Georgia	JSC Bank of Georgia
Germany	Citigroup Global Markets Deutschland AG
Ghana	Standard Chartered Bank of Ghana Limited
Greece	Citibank Europe plc, Greece Branch
Hong Kong	Citibank N.A., Hong Kong
Hungary	Citibank Europe plc Hungarian Branch Office
Iceland	Citibank is a direct member of Clearstream Banking, which is an ICSD.
India	Citibank N.A., Mumbai Branch
Indonesia	Citibank, N.A., Jakarta Branch
Ireland	Citibank N.A., London Branch
Israel	Citibank N.A., Israel Branch
Italy	Citibank N.A., Milan Branch
Jamaica	Scotia Investments Jamaica Limited
Japan	Citibank N.A., Tokyo Branch
Jordan	Standard Chartered Bank Jordan Branch
Kenya	Standard Chartered Bank Kenya Limited
Korea (South)	Citibank Korea Inc.
Kuwait	Citibank N.A., Kuwait Branch
Latvia	Swedbank AS, based in Estonia and acting through its Latvian branch, Swedbank AS
Lebanon	Blominvest Bank S.A.L.
Lithuania	Swedbank AS, based in Estonia and acting through its Lithuanian branch Swedbank AB
Macedonia	Raiffeisen Bank International AG
Malaysia	Citibank Berhad
Malta	Citibank is a direct member of Clearstream Banking, which is an ICSD.
Mauritius	The Hong Kong & Shanghai Banking Corporation Limited

Country	Entity
Mexico	Citibanamex
Morocco	Citibank Maghreb
Namibia	Standard Bank of South Africa Limited acting through its agent, Standard Bank Namibia Limited
Netherlands	Citibank Europe plc, UK Branch
New Zealand	Citibank, N.A., New Zealand Branch
Nigeria	Citibank Nigeria Limited
Norway	DNB Bank ASA
Oman	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Bank Oman S.A.O.G
Pakistan	Citibank, N.A., Karachi
Panama	Citibank N.A., Panama Branch
Peru	Citibank del Peru S.A.
Philippines	Citibank, N.A., Manila Branch
Poland	Bank Handlowy w Warszawie SA
Portugal	Citibank Europe plc, sucursal em Portugal
Qatar	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Bank Middle East Limited
Romania	Citibank Europe plc, Dublin – Romania Branch
Russia	AO Citibank
Serbia	UniCredit Bank Srbija a.d.
Singapore	Citibank, N.A., Singapore Branch
Slovak Republic	Citibank Europe plc pobocka zahranicnej banky

Country	Entity
Slovenia	UniCredit Banka Slovenia d.d. Ljubljana
South Africa	Citibank NA South Africa branch
Spain	Citibank Europe plc, Sucursal en Espana
Sri Lanka	Citibank N.A., Colombo Branch
Sweden	Citibank Europe plc, Sweden Branch
Switzerland	Citibank N.A., London branch
Taiwan	Citibank Taiwan Limited
Tanzania	Standard Bank of South Africa acting through its affiiliate Stanbic Bank Tanzania Ltd
Thailand	Citibank, N.A., Bangkok Branch
Tunisia	Union Internationale de Banques
Turkey	Citibank, A.S.
Uganda	Standard Chartered Bank of Uganda Limited
United Arab Emirates ADX & DFM	Citibank N.A. UAE
United Arab Emirates NASDAQ Dubai	Citibank N.A., UAE
United Kingdom	Citibank N.A., London branch
United States	Citibank N.A., New York offices
Uruguay	Banco Itau Uruguay S.A.
Venezuela	Citibank, N.A., Venezuela Branch
Vietnam	Citibank N.A., Hanoi Branch
Zambia	Standard Chartered Bank Zambia Plc

Directory

The Company and Head Office:
Threadneedle Focus Investment Funds ICVC
Cannon Place
78 Cannon Street
London EC4N 6AG

Authorised Corporate Director Client Services Details
UK Investors
Address: Threadneedle Investment Services Limited
PO Box 10033, Chelmsford Essex CM99 2AL
Telephone (dealing & customer enquiries): 0800 953 0134
Fax (dealing): 0845 113 0274
Email (enquiries): questions@service.columbiathreadneedle.co.uk

All other Investors
Address: Threadneedle Investment Services Limited International Financial Data Services 47, avenue JF Kennedy L-1855 Luxembourg
Telephone (dealing & customer enquiries): +35 2464 010 7020
Fax (dealing): +352 2452 9807
Email (enquiries): questions@service.columbiathreadneedle.co.uk

(*Calls may be recorded)

Authorised Corporate Director:
Threadneedle Investment Services Limited
Cannon Place
78 Cannon Street
London EC4N 6AG

Investment Manager:
Threadneedle Asset Management Limited
Cannon Place
78 Cannon Street
London EC4N 6AG

Registrar
DST Financial Services Europe Limited[6]
(authorised and regulated by the FCA)
St Nicholas Lane
Basildon
Essex SS15 5FS

Depositary:
Citibank Europe plc, UK branch
(authorised and regulated by the Prudential Regulatory Authority and regulated by the FCA)
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB

Legal Advisers:
Eversheds Sutherland (International) LLP
One Wood Street
London EC2V 7WS

Auditor:
PricewaterhouseCoopers LLP
Atria One
144 Morrison Street
Edinburgh EH3 8EX

Paying Agents

Austria
Erste Bank der österreichischen Sparkassen AG
Petersplatz 7
1010 Vienna
Austria

France
BNP Paribas Securities Services
66 rue de la Victoire
75009 Paris
France

Germany
JP Morgan AG
Junghofstrasse 14
60311 Frankfurt
Germany

Luxembourg
State Street Bank S.p.A.
49 avenue J.F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg

Italy
State Street Bank S.p.A.
Via Ferrante Aporti, 10
20125 Milan
Italy

Allfunds Bank S.A. (filiale di Milano)
via Bocchetto, 6
20123 Milan
Italy

BNP Paribas Securities Services
Piazza Lina Bo Bardi, 3
20124 Milan
Italy

[6] International Financial Data Services (UK) Limited changed its name to DST Financial Services Europe Limited on 15 August 2017.

Societe Generale Securities Services S.p.A.
via Benigno Crespi 19/A – MAC2
20159 Milan
Italy

Information Agents

Spain

Threadneedle Focus Investment Funds ICVC is duly authorised for its marketing in Spain under registered number 700 for such purposes with the Register of Foreign Collective Investment Schemes of the Comisión Nacional del Mercado de Valores (CNMV), in accordance with section 15.2 of Law 35/2003 of 4 November 2003 on Collective Investment Schemes, as amended.

A list of the appointed local distributors Funds and share classes available for public distribution in Spain is available at the CNMV web page (www.cnmv.es).

To find out more visit columbiathreadneedle.com

Issued 12.17 | Valid to 12.18 | T247984