Important information for

Ninety One

Previously Investec Asset Management

# Ninety One OEIC Fund Range

22 June 2020

## Addendum to Ninety One Omnibus Prospectus

Changes to Ninety One's OEIC fund range

We wrote to investors in Ninety One's OEIC fund range on 22 June 2020 to notify them of:

- changes to the investment objectives and policies of the funds; and
- the change of name of the Global Multi-Asset Total Return Fund to the 'Global Macro Allocation Fund'.

The reasons for these changes were outlined in the relevant shareholder notices, which can be found on our website, www.ninetyone.com.

The effective date of these changes is on or around 24 August 2020.

If you would like additional information, please contact your financial advisor in the first instance.

Additionally, our Investor Services team can be contacted on +44 (0) 203 938 1900 or by sending an email to enquiries@ninetyone.com.

For further information on our funds, you can visit our website www.ninetyone.com.

Telephone calls may be recorded for training, monitoring and regulatory purposes and to confirm investors' instructions.

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

Ninety One Fund Managers UK Limited (formerly called Investec Fund Managers Limited)**,** the authorised corporate director of each Company, is the person responsible for the information contained in this Omnibus Prospectus. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained herein does not contain any untrue or misleading statement or omit any matters required by the Collective Investment Schemes Sourcebook to be included in it. Ninety One Fund Managers UK Limited accepts responsibility accordingly.

# NINETY ONE OMNIBUS PROSPECTUS

**FOR**

**NINETY ONE FUNDS SERIES i (FORMERLY CALLED INVESTEC FUNDS SERIES i)**

**NINETY ONE FUNDS SERIES ii (FORMERLY CALLED INVESTEC FUNDS SERIES ii)**

**NINETY ONE FUNDS SERIES iii (FORMERLY CALLED INVESTEC FUNDS SERIES iii)**

**NINETY ONE FUNDS SERIES iv (FORMERLY CALLED INVESTEC FUNDS SERIES iv)**

**(the "Company" or the "Companies")**

**(All open-ended investment companies incorporated with limited liability and registered in England and Wales)**

This document constitutes the Omnibus Prospectus (hereafter called the "Prospectus") for the Companies which has been prepared in accordance with the Collective Investment Schemes Sourcebook.

This Prospectus is dated, and is valid as at, 1 June 2020.

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

IMPORTANT INFORMATION:

The Target Return Bond Fund is currently in the process of being terminated and is, therefore, unavailable for investment.

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This document constitutes a Prospectus for:

Ninety One Funds Series i (FCA Product Reference Number: 196106)
Ninety One Funds Series ii (FCA Product Reference Number: 196107)
Ninety One Funds Series iii (FCA Product Reference Number: 186934)
Ninety One Funds Series iv (FCA Product Reference Number: 431987)

each referred to as a “Company” or, collectively, “Companies” as the context requires.

No person has been authorised by the Companies 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 Companies. 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 Companies have not changed since the date hereof.

The distribution of this Prospectus and the offering of Shares in certain jurisdictions may be restricted. Persons into whose possession this Prospectus comes are required by the Companies 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.

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

Without limitation to the foregoing, in the event that a Shareholder is or becomes a US Person and the issue or transfer of their Shares causes the assets of any Company to become "plan assets" for the purposes of ERISA (US Employee Retirement Income Securities Act of 1974 (as amended)) or Section 4975 of the US Internal Revenue Code of 1986 (as amended), such Shareholder may be compulsorily redeemed in accordance with section 3.7 of this Prospectus.

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 each Company’s Instrument of Incorporation are binding on each of the Shareholders in that Company and a copy of the Instruments of Incorporation are available on request.

This Prospectus has been issued for the purpose of section 21 of the Financial Services and Markets Act 2000 Ninety One Fund Managers UK Limited.

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

This Prospectus is based on information, law and practice at the date hereof. The Companies are not be bound by an out of date prospectus when they have issued a new prospectus and investors should check with Ninety One Fund Managers UK Limited that this is the most recently published prospectus.

1. **DEFINITIONS**

| | |
|---|---|
| **"ACD"** | Ninety One Fund Managers UK Limited, the authorised corporate director of each Company |
| **"ACD Agreement"** | an agreement between a Company and the ACD. 'ACD Agreements' shall accordingly be construed as referring to more than one, or all, of such agreements |
| **"Administrator"** | SS&C Financial Services International Limited, or such other entity as is appointed to act as administrator to the Companies from time to time |
| **"Application Form"** | a form used by potential Shareholders or Shareholders giving instructions in respect of a transaction in Shares. The form should include a declaration stating that potential Shareholders or Shareholders have received and read the current Key Investor Information Document(s) for the Share Class(es) the form relates to |
| **"Approved Bank"** | (in relation to a bank account opened by each Company):<br>(a) if the account is opened at a branch in the United Kingdom:<br>(i) the Bank of England; or<br>(ii) the central bank of a member state of the OECD; or<br>(iii) a bank; or<br>(iv) a building society; or<br>(v) a bank which is supervised by the central bank or other banking regulator of a member state of the OECD; or<br>(b) if the account is opened elsewhere:<br>(i) a bank in (a); or<br>(ii) a credit institution established in an EEA State other than in the United Kingdom and duly authorised by the relevant Home State Regulator; or<br>(iii) a bank which is regulated in the Isle of Man or the Channel Islands; or<br>(c) a bank supervised by the South African Reserve Bank |
| **"Auditors"** | KPMG LLP, or such other entity as is appointed to act as auditors to each Company from time to time |
| **"CASS"** | the Client Assets Sourcebook issued as part of the FCA Handbook and amended from time to time |

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| **"China" or "PRC"** | the People's Republic of China (excluding Hong Kong, Macau and Taiwan for the purposes of this Prospectus) |
| **"CIBM Direct Access"** | the PRC investment program under which certain foreign institutional investors may invest in RMB securities and derivatives dealt on the China Interbank Bond Market |
| **"Class" or "Classes"** | in relation to Shares, means (according to the context) all of the Shares related to a single Fund or a particular class or classes of Share related to a single Fund |
| **"COLL"** | refers to the appropriate chapter or rule in the COLL Sourcebook |
| **"the COLL Sourcebook"** | the Collective Investment Schemes Sourcebook issued by the FCA and amended from time to time |
| **"Company" or "Companies"** | any or all of the following UK authorised investment companies with variable capital as the context requires:<br>• Ninety One Funds Series i;<br>• Ninety One Funds Series ii;<br>• Ninety One Funds Series iii; and<br>• Ninety One Funds Series iv |
| **"Conversion"** | the conversion of Shares in one Class in a Fund to Shares of another Class in the same Fund and "Convert" shall be construed accordingly |
| **"Dealing Day"** | Monday to Friday for all Funds.<br>In addition, the ACD has determined that the following shall not be "Dealing Days" (unless the ACD otherwise decides):<br>• a bank or public holiday in England and Wales (and any other days declared by the ACD to be a company holiday);<br>• in respect of the Asia Pacific Franchise Fund only, any days which are public holidays in the PRC or Hong Kong for the Chinese New Year holiday period;<br>• in respect of the All China Equity Fund only, any days which are public holidays in the PRC or Hong Kong; and<br>• any other days at the ACD's discretion.<br>A list of the dates on which these non-dealing days fall can be obtained from the Investment Manager on request and is also available in the legal literature section of the website at www.ninetyone.com/en/united-kingdom/funds-strategies/literature-library. This list is subject to change |

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|---|---|
| **"Depositary"** | State Street Trustees Limited, or such other entity as is appointed to act as depositary of each Company |
| **"EEA State"** | a member state of the European Union and any other state which is within the European Economic Area |
| **"Efficient Portfolio Management"** | an investment technique where derivatives are used for one or more of the following purposes: reduction of risk, reduction of cost or generation of additional income with an acceptably low level of risk |
| **"Eligible Institution"** | one of certain eligible institutions as defined in the glossary of definitions to the FCA Handbook |
| **"EMIR"** | means EU Regulation 648/2012 on OTC derivatives, central counterparties and trade repositories, as amended from time to time |
| **"ESMA"** | means the European Securities and Markets Authority or any successor from time to time |
| **"FATCA"** | provisions commonly known as the US Foreign Account Tax Compliance Act enacted on 18 March 2010 (as amended, consolidated or supplemented from time to time), including any regulations issued pursuant thereto |
| **"the FCA"** | the Financial Conduct Authority or any other regulatory body which may assume its regulatory responsibilities from time to time |
| **"the FCA Handbook"** | the FCA Handbook of Rules and Guidance, as amended from time to time |
| **"Fund"** | a sub-fund of a Company (being part of the Scheme Property of that Company which is pooled separately in accordance with that Company's Instrument of Incorporation). "Funds" shall accordingly be construed as referring to more than one, or all, sub-funds in any or all of the Companies as the context requires |
| **"Greater China" or "All China"** | the region comprised of the PRC, Hong Kong, Macau and Taiwan |
| **"Instrument of Incorporation"** | the instrument of incorporation of a Company as amended from time to time. Instruments of Incorporation shall accordingly be construed as referring to the instruments of incorporation of more than one, or all, of the Companies |

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|---|---|
| **"Investment Manager"** | Ninety One UK Limited, the investment manager to the ACD in respect of each Company |
| **"ISA"** | an individual savings account under The Individual Savings Account Regulations 1998 (as amended) |
| **"Net Asset Value" or "NAV"** | the value of the Scheme Property of a Company or of any Fund (as the context may require) less the liabilities of that Company (or of the Fund concerned) as calculated in accordance with its Instrument of Incorporation |
| **"OEIC Regulations"** | the Open-Ended Investment Companies Regulations 2001 as amended, recast or replaced from time to time |
| **"OECD"** | the Organisation for Economic Co-operation and Development. A current list of the member countries of the organisation can be found on the OECD website at (www.oecd.org) |
| **"Register"** | the register of Shareholders of each Company |
| **"Registrar"** | SS&C Financial Services Europe Limited, or such other entity as is appointed to act as registrar to each Company from time to time |
| **"Regulated Activities Order"** | the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 (SI 2001/544) as amended from time to time |
| **"Regulations"** | the OEIC Regulations and the FCA Handbook (including the COLL Sourcebook) |
| **"Renminbi" or "RMB"** | the currency of the PRC |
| **"Scheme Property"** | the scheme property of a Company or a Fund (as the case may be) required under the COLL Sourcebook to be given for safekeeping to the Depositary |
| **"Share" or "Shares"** | a share or shares in a Company (including larger denomination shares, and smaller denomination shares equivalent to one thousandth of a larger denomination share) |
| **"Shareholder"** | a holder of registered Shares in a Company |
| **"Switch"** | the exchange where permissible of Shares of one Fund for Shares of another Fund |

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|---|---|
| **"UCITS Directive"** | Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities as amended by Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 as regards depositary functions, remunerations policies and sanctions, as may be further amended in the future |
| **"UCITS Regulation"** | Commission Delegated Regulation (EU) 2016/438 of the 17 December 2015 European Commission proposal which relates to Directive 2009/65/EC of the European Parliament and of the Council with regard to obligations of depositaries |
| **"US Persons"** | a person who falls within the definition of "US Person" as defined in rule 902 in regulation S of the United States Securities Act 1933 and/or a person falling within the definition of "Specified US Person" for the purposes of FATCA as the context requires |
| **"Valuation Point"** | the point, whether on a periodic basis or for a particular valuation, at which the ACD carries out a valuation of the Scheme Property for each Company or a Fund (as the case may be) for the purpose of determining the price at which Shares of a Class may be issued, cancelled or redeemed. The current Valuation Point is 12 noon London time for all Funds |
| **"VAT"** | value added tax |

## 2. DETAILS OF THE COMPANIES

### 2.1 General

2.1.1 Ninety One Funds Series i is an open-ended investment company with variable capital, incorporated in England and Wales under registered number IC124 and authorised by the FCA with effect from 7 September 2001.

Ninety One Funds Series ii is an open-ended investment company with variable capital, incorporated in England and Wales under registered number IC125 and authorised by the FCA with effect from 7 September 2001.

Ninety One Funds Series iii is an open-ended investment company with variable capital, incorporated in England and Wales under registered number IC13 and authorised by the FCA with effect from 6 August 1998.

Ninety One Funds Series iv is an open-ended investment company with variable capital, incorporated in England and Wales under registered number IC392 and authorised by the FCA with effect from 10 June 2005.

Each Company has been certified by the FCA as complying with the conditions necessary for it to enjoy rights conferred by the UCITS Directive. Each Company has an unlimited duration.

Shareholders are not liable for the debts of the Companies.

The ACD is also the manager of certain open-ended investment companies details of which are set out in Appendix VI.

2.1.2 **Head Office**

The head office of each Company is 55 Gresham Street, London EC2V 7EL.

2.1.3 **Address for Service**

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

2.1.4 **Base Currency**

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

2.1.5 **Share Capital of each Company**

Maximum £100 billion

Minimum £1

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

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

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

2.2 **The Structure of the Companies**

2.2.1 **The Funds**

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

Each Company and each Fund is a UCITS scheme.

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

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

Each Fund has a specific portfolio to which that Fund's assets and liabilities are attributable. So far as the Shareholders are concerned, each Fund is treated as a separate entity.

The Funds are segregated portfolios of assets and, accordingly, the assets of a Fund belong exclusively to that Fund and shall not be used or made available to discharge (directly or indirectly) the liabilities of, or claims against, any other person or body, including each Company and any other Fund and shall not be available for any such purpose. Once Shareholders have paid for their Shares, they are not liable to make any further payment to the Company in respect of those Shares.

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

2.2.2 **Shares**

**Classes of Shares within the Funds**

Shares will be issued in larger and smaller denominations. There are 1,000 smaller denomination Shares to each larger Share. Smaller denomination Shares represent what, in other terms, might be called fractions of a larger Share and have proportionate rights.

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

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

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

The net proceeds from subscriptions to a Fund will be invested in the specific pool of assets constituting that Fund. Each Company will maintain for each current Fund a separate pool of assets, each invested for the exclusive benefit of the relevant Fund.

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

No Shares are currently listed on any investment exchange.

Shares may be available as both income and accumulation Shares. Details of the Share Classes that are currently available in each Fund, including details of their criteria for subscription and fee structure, are set out in Appendix II.

Some Classes of Shares may be hedged Share Classes, either classified as "base currency hedged" or "portfolio currency hedged" as detailed in Appendix II.

(i) Base currency hedging:

This means that in relation to these base currency hedged Classes of Shares, the ACD can use hedging transactions to reduce risk by limiting the impact of exchange rate movements between the Base Currency and the currency in which the base currency hedged Classes of Shares are denominated; (either Euros or US Dollars). The base currency hedging transactions used by the ACD for this purpose will be those permitted under section 18 of Appendix IV of this Prospectus ("Permitted Transactions: derivatives and forwards").

The costs of base currency hedging a Class of Shares and the potential risk reducing benefits will accrue only to Shareholders in the relevant base currency hedged Class of Shares. The ACD will aim to fully hedge the Net Asset Value (capital and income) of the relevant base currency hedged Share Class although this may not always be achievable for various reasons. Consequently the base currency hedged Classes of Shares will not be completely protected from any adverse fluctuations between the currency in which they are denominated and the Base Currency. The ACD will review the hedging position at each Valuation Point but will only adjust the hedge where there is a material change to the Net Asset Value of a Share Class. Shareholders should be aware that base currency hedged Classes of Shares aim to reduce exposure to exchange rate fluctuations at Share Class level, however, investors in base currency hedged Classes of Shares will still be exposed to the market risks that relate to the underlying investments in a Fund and to any exchange rate risks that arise from the policy of the Fund that are not fully hedged and to other risks as set out in Appendix I for each Fund.

(ii) Portfolio currency hedging:

For any portfolio currency hedged Share Class (a "PCHSC"), the ACD will use hedging transactions to reduce the impact of exchange rate movements between the currency in which the PCHSCs are denominated and the primary currency exposures in the relevant Fund's portfolio. The portfolio currency hedging strategy employed will not completely eliminate the currency exposures of the PCHSCs and, due to the impossibility of forecasting future market values, the hedging will not be perfect. No assurance can be given that the hedging objective will be achieved. Shareholders in a PCHSC may still be exposed to an element of currency exchange rate risk.

The hedging transactions used by the ACD will be those permitted under Section 18 of Appendix IV of this Prospectus ("Permitted transactions: derivatives and forwards").

The hedging transactions for any PCHSC may be implemented using one of the following methods:

| **Method** | **Description** |
|---|---|
| Actual portfolio currency hedging ("AC") | Hedging transactions will be used with the aim of reducing the impact of exchange rate movements between the currency denomination of the PCHSC and currency exposures present in the relevant Fund's |

| | |
|---|---|
| | portfolio (in terms of the currency denominations of the relevant Fund's portfolio of securities). |
| Comparison index currency hedging ("CI") | Hedging transactions will be used with the aim of reducing the impact of exchange rate movements between the currency denomination of the PCHSC and currency exposures present in the relevant Fund's comparison index.<br><br>This method may be used by those Funds which are managed with reference to a comparison index (as indicated in the Key Investor Information Document for each of the relevant Funds). Typically, these Funds will target a tracking error of 2-10% relative to the relevant comparison index. |

The hedging method to be applied for each PCHSC is set out in Appendix II and in the relevant Key Investor Information Document.

The costs of portfolio currency hedging a Class of Shares and the potential risk reducing benefits will accrue only to Shareholders in the relevant PCHSC.

Highly-correlated proxy currencies may be used to hedge certain currency exposures where the cost of hedging or operational efficiencies justify this approach. The use of such proxy currencies will result in currency exposures that are not fully hedged. The aggregate value of any unhedged exposures at a particular point in time could be material.

Investors in PCHSC will still be exposed to the market risks that relate to the underlying investments in a Fund and to other risks as set out in Appendix I for each Fund.

The L Share Class will not be issued by the ACD unless the following two conditions are met in addition to any minimum investment amount specified in Appendix II:

(1) The request to purchase the relevant L Share Class must be received in writing by the ACD within two years of the relevant L Share Class' launch date; and

(2) The cumulative number of L Shares in issue for the relevant Fund sold by the ACD has not exceeded 200,000,000 at the time the written request is received by the ACD.

At its absolute discretion, the ACD may shorten or extend the period of time stated in (1) above during which the relevant L Share Class may be purchased and may increase or decrease the total number of L Shares stated in (2) that may be purchased.

In order to obtain the current limits regarding the sale of a L Share Class, a potential investor should contact the ACD (this Prospectus will not be immediately updated to reflect any non-availability of a L Share Class or an increase or decrease to the period stated in (1) or the amount stated in (2)).

Should the ACD receive an initial subscription or subsequent subscription request and the above conditions are not met, the ACD will return any relevant subscription money sent, at the risk of the applicant and without interest.

A Regular Savings Plan is available on certain Classes of Share on certain Funds. Details of which Share Classes and Funds are set out in Appendix II.

Holders of income Shares and income 2 Shares are entitled to be paid the distributable income attributed to such Shares on any relevant interim and annual allocation dates.

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

Where a Fund has different Classes, each Class may attract different charges and so monies may be deducted from the Scheme Property attributable to such Classes in unequal proportions and may be allocated between income and capital differently. In these circumstances, the proportionate interests of the Classes within a Fund will be adjusted accordingly.

Shareholders are entitled (subject to certain restrictions) to:

- Convert all or part of their Shares in a Class for Shares of another Class within the same Fund.

- Switch all or part of their Shares in a Fund for Shares within a different Fund in the same Company or another Company.

Details of this conversion and switching facility, the restrictions and the ACD's ability to Convert Shareholders are set out in paragraph 3.4 titled "Conversion" and "Switching".

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

The dealing office of the Administrator is normally open from 9am to 5pm (London time) on each Dealing Day to receive postal requests for the purchase, redemption, conversion and switching of Shares. The Administrator may vary these times with the consent of the ACD.

Requests for the purchase, Conversion or Switch of Shares must, unless determined otherwise at the discretion of the ACD, be made using a completed Application Form (please see the definition of this term in clause 1 of this Prospectus) which is returned to the Administrator. Where determined by the ACD, requests for the purchase or Conversion or Switch of Shares may be made by telephone on each Dealing Day (at the ACD's discretion) between 9am and 5pm (London time) directly to the office of the ACD (telephone: 0800 389 2299 (freephone) or +44(0)20 3938 1900 or such other number as published from time to time).

Requests for the redemption of Shares can be made in writing and also by telephone on each Dealing Day (at the ACD's discretion) between 9am and 5pm (London time) directly to the office of the ACD (telephone: 0800 389 2299 (freephone) or +44 (0)20 3938 1900 or such other number as published from time to time).

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

Telephone calls will be recorded for training, monitoring and regulatory purposes and to confirm investors' instructions.

The ACD may, at its discretion, introduce further methods of dealing in Shares in the future.

In its dealings in Shares of the Funds the ACD is dealing as principal. The ACD may make a profit from dealing in Shares as principal. The ACD is not accountable to Shareholders for any profit it makes in dealing in Shares as principal.

### 3.1 Money laundering

As a result of legislation in force in the UK to prevent money laundering, the ACD is responsible for compliance with money laundering regulations. In order to comply with these regulations, all investors (including the payor where relevant) are required to be identified and in certain circumstances investors may be asked to provide proof of identity when buying or redeeming Shares and may be asked to complete additional documentation in relation to their source of funds and source of wealth. Until satisfactory proof of identity is provided the ACD reserves the right to refuse to issue Shares, pay the proceeds of a redemption of Shares, or pay income on Shares to the investor. In the case of a purchase of Shares where the applicant is not willing or is unable to provide the information requested within a reasonable period, the ACD also reserves the right to sell the Shares purchased and return the proceeds to the account from which the subscription was made. These proceeds may be less than the original investment.

## 3.2 Buying Shares

### 3.2.1 Procedure

Shares may be bought directly from the ACD or through a professional adviser or other intermediary. Any intermediary who recommends an investment in any of the Companies to Shareholders may be entitled to receive commission from the ACD. An ongoing commission, based on the value of Shares held may also be paid to qualifying intermediaries in accordance with the FCA Handbook. For details of dealing charges see paragraph 3.5 below. Application forms may be obtained from the ACD.

Valid applications to purchase Shares in a Fund will be processed at the Share price calculated, based on the Net Asset Value per Share, at the next Valuation Point following receipt of the application, except in the case where dealing in a Fund has been suspended as set out in paragraph 3.10 or in a deferred redemption situation as set out in paragraph 3.11.

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

A purchase of Shares in writing made on the required Application Form or by telephone (at the ACD's discretion) or through any other communication media made available by the ACD is a legally binding contract. All applications to purchase, once made are, except in the case where cancellation rights are applied, irrevocable.

The ACD in its sole discretion reserves the right, in accordance with the provisions of the Regulations and this Prospectus 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.

Such reasonable grounds include (but are not limited to) those which:

(i) relate to the individual circumstances of the applicant; or

(ii) relate to a Fund or a Share Class as whole, such as but not limited to:

(a) a reasonably unforeseen change to market conditions;

(b) a significant large subscription/series of subscriptions over a short period of time; or

(c) such other circumstances occur,

and the ACD or Investment Manager believe that to allow further subscriptions into a Fund or Share Class in such circumstances may be detrimental to the performance of a Fund and prejudice existing Shareholders. Where further subscriptions into a Fund or Share Class are to be rejected the ACD will notify the FCA and the relevant Shareholders, setting out the reasons for the decision to exercise this discretion, as soon as possible afterwards. This Prospectus will also be updated accordingly.

Certain Share Classes require an agreement to be entered into with the ACD before a subscription for such Shares is accepted. As ownership of these Share Classes is restricted in this way, the ACD, may, in its absolute discretion either reject or accept subscriptions for such Shares. Details of the Share Classes that require an agreement to be entered into are included in Appendix II.

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

Applicants who have received advice may have the right to cancel their application to buy Shares at any time during the 14 days after the date on which they receive a cancellation notice from the ACD. If an applicant (except for those investors who subscribe through the Regular Savings Plan) decides to cancel the contract, and the value of the investment has fallen at the time the ACD receives the completed cancellation notice, they will not receive a full refund as an amount equal to any fall in value will be deducted from the sum originally invested. Investors who invest through the Regular Savings Plan will be entitled to cancel their first subscription only; if a Regular Saver decides to cancel their contract within 14 days after the date on which they receive the cancellation notice then they will receive back the full amount of their initial subscription. The ACD may extend cancellation rights to other investors but is under no obligation to do so.

3.2.2 **Documents the buyer will receive**

A confirmation giving details of the number and price of Shares bought will be issued no later than the end of the business day following the later of receipt of the application to buy Shares and the Valuation Point by reference to which the price is determined, together with, where appropriate, a notice of the applicant's right to cancel. Registration of Shares can only be completed by the ACD upon receipt of any required registration details. These details may be supplied in writing to the ACD or by returning to the ACD the properly completed "Registration Form" copy of the confirmation.

Settlement is due within 3 business days of the Valuation Point. An order for the purchase of Shares will only be deemed to have been accepted by the ACD once it is in receipt of cleared funds for the application. If settlement is not made within a reasonable period, then the ACD has the right to cancel any Shares issued in respect of the application.

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

3.2.3 **Regular Savings Plan**

The ACD may make available certain Classes of Shares of any Fund through the Regular Savings Plan (details of current Classes of Shares and Funds which are available are shown in Appendix II). To invest in this way, Shareholders must, unless

determined otherwise at the discretion of the ACD, complete and return to the Administrator both the relevant plan Application Form and direct debit form before contributions may begin.

Monthly contributions may be increased, decreased (subject to maintaining the minimum level of contribution) or stopped at any time by notifying such party as the ACD may direct. Unless determined otherwise at the discretion of the ACD, instructions to increase or decrease contributions should be made by completing and returning to the Administrator the relevant plan Application Form. If, however, payments are not made into the Regular Savings Plan for more than ten months and the Shareholder holds less than the minimum holding for that Class, then the ACD reserves the right to redeem that Shareholder's entire holding in that Class. Confirmations will not be issued to Shareholders investing through a Regular Savings Plan.

Contributions to the Regular Savings Plan will normally be collected on a monthly basis usually on the first of each month (or the next following Dealing Day) with Shares being allocated at the Share price ruling at the next following Valuation Point subject to any applicable initial charge or dilution levy (see paragraph 3.5.4 for details of which Funds, if any, apply a dilution levy).

For Shares purchased through the Regular Savings Plan, the minimum monthly investment is stated in Appendix II.

Statements detailing all Share transactions will be sent out to all Monthly Savers at least on a six monthly basis.

3.2.4 **Minimum subscriptions and holdings**

The minimum initial subscriptions, subsequent subscriptions and holdings levels for each Class of Share in a Fund are set out in Appendix II.

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

If following a redemption, Conversion, Switch or transfer a holding in any Class of Share should fall below the minimum holding for that Class, the ACD has the discretion to effect a redemption of that Shareholder's entire holding in that Class of Share. The ACD may use this discretion at any time. Failure not to do so immediately after such redemption, Conversion, Switch or transfer does not remove this right. If such a holding is below £20 in value (or an equivalent amount in the currency of a Share Class not denominated in sterling), the ACD shall have the discretion to pay the proceeds of the redemption to a registered charity of its choice.

3.3 **Redeeming Shares**

3.3.1 **Procedure**

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

Valid instructions to the ACD to redeem Shares in a Fund will be processed at the Share price calculated at the next Valuation Point based on the Net Asset Value per Share following receipt of the instruction, except in the case where dealing in a Fund has been suspended as set out in paragraph 3.10 or in a deferred redemption situation as set out in paragraph 3.11.

A redemption instruction in respect of Shares in writing or by telephone or any other communication media made available is a legally binding contract. However, an

instruction to the ACD to redeem Shares, although irrevocable, may not be settled by either the relevant Company or the ACD if the redemption represents Shares where the money due on the earlier purchase of those Shares has not yet been received or if insufficient documentation or anti-money laundering information has been received by the ACD.

For details of dealing charges see paragraph 3.5 below.

3.3.2 **Documents a redeeming Shareholder will receive**

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

Payment of redemption proceeds will normally be made by cheque to the first named Shareholder (at their risk), or, at the ACD's discretion, via bank transfer in accordance with any instruction received (the ACD may recover any bank charge levied on such transfers). Instructions to make payments to third parties (other than intermediaries associated with the redemption) will not normally be accepted.

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

3.3.3 **Minimum redemption**

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

3.4 **Conversion and Switching**

Subject to any restrictions on the eligibility of investors for a particular Share Class, a Shareholder in a Fund may:

(i) Convert all or some of his Shares of one Class in a Fund for another Class of Shares in the same Fund; or

(ii) Switch all or some of his Shares in one Fund for Shares in another Fund in the same Company or another Company.

**Conversions**

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

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

The ACD may carry out a compulsory Conversion of all or some of the Shares of one Class into another Class where it reasonably believes it is in the interests of Shareholders and the rights

of the Shareholders remain substantially the same. The ACD will give Shareholders 60 days' written notice before any compulsory Conversion is carried out.

Conversions may not be effected at the next Valuation Point and may be held over and processed at a subsequent Valuation Point or ultimately to the Valuation Point immediately following the end of the relevant Fund's accounting period. For further information and to discuss the timing for the completion of Conversions please contact the ACD.

Conversions will not generally be treated as a disposal for capital gains tax purposes and no stamp duty reserve tax will be payable on the Conversion. This may not be the case for Conversions involving hedged Share Classes.

There is no fee on Conversions.

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

**Switches**

Subject to the qualifications below, a Shareholder may at any time Switch all or some of his Shares of one Class in a Fund (Original Shares) for Shares of another Fund (New Shares) in the same Company or another Company.

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

Requests for the Switch of Shares must, unless determined otherwise at the discretion of the ACD, be made on a completed Application Form which is returned to the Administrator.

Where determined by the ACD, telephone switching instructions may be given but Shareholders are required to provide written instructions to the ACD (which, in the case of joint Shareholders, must be signed by all the joint Shareholders) before switching is effected.

The ACD may at its discretion make a charge on the switching of Shares between Funds. Any such charge on switching does not constitute a separate charge payable by a Shareholder, but is rather the application of any redemption charge on the Original Shares and any initial charge on the New Shares, subject to certain waivers. For details of the charges on switching currently payable, please see paragraph 3.5.3 "Charges on Switching".

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

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

**Please note that under UK tax law a Switch of Shares in one Fund for Shares in any other Fund in the same Company or another Company is treated as a redemption of the Original Shares and a purchase of New Shares and will, for persons subject to taxation, be a realisation of the Original Shares for the purposes of capital gains taxation, which may give rise to a liability to tax, depending upon the Shareholder's circumstances.**

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

## 3.5 Dealing Charges

The price per Share at which Shares in the Funds are bought, redeemed, converted or switched is the Net Asset Value per Share. Any initial charge, or redemption charge, or dilution levy (see paragraph 3.5.4 for details of which Funds, if any, apply a dilution levy on a specific deal, if applicable) is deducted from the gross subscription or the proceeds of the redemption monies.

### 3.5.1 Initial charge

The ACD may impose a charge on the purchase of Shares in each Class. The current initial charge is calculated as a percentage of the amount invested by a potential Shareholder in respect of each Share Class and is set out in Appendix II.

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

Any initial charge of a Class may only be increased in accordance with the Regulations and after the ACD has adopted a revised Prospectus showing the new rate of charge and its commencement date.

From any initial charge received, or out of other of its own resources, the ACD may pay a commission to relevant intermediaries as permitted by the Regulations.

### 3.5.2 Redemption Charge

The ACD may make a charge on the redemption of Shares in each Class. At present, no redemption charge is levied.

The ACD may only introduce a redemption charge in accordance with the Regulations after it has made available a revised Prospectus to reflect the introduction and the date of its commencement. Also, if such a charge was introduced, it would not apply to Shares issued before the date of the introduction (i.e., those not previously subject to a redemption charge).

### 3.5.3 Charges on Switching

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

### 3.5.4 Dilution

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

**Dilution Adjustment (applicable to all Funds except the Multi-Asset Protector Fund and Multi-Asset Protector Fund 2)**

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

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

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

Where a Fund is experiencing net acquisitions of its Shares the dilution adjustment would increase the price of Shares above their mid-market value. Where a Fund is experiencing net redemptions the dilution adjustment would decrease the price of Shares to below their mid-market value. The ACD reserves the right to impose a dilution adjustment on purchases, sales and switches of Shares of whatever size and whenever made where the ACD is of the opinion that the interests of existing/continuing Shareholders and potential Shareholders require the imposition of a dilution adjustment. In the event that a dilution adjustment is made it will be applied to all transactions in a Fund during the relevant measurement period and all transactions during the relevant measurement period will be dealt on the same price inclusive of the dilution adjustment.

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

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

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

The details of the typical estimated amount of the dilution adjustments for each Fund are set out in Appendix I.

Based on future projections and on its experience of managing the Funds, the ACD would typically expect to make a dilution adjustment only on rare occasions in any month in each Fund. The frequency of such occasions depends on the specific Fund and, amongst other things, the size of inflow or outflow in question.

**Dilution Levy (applicable to the Multi-Asset Protector Fund and Multi-Asset Protector Fund 2)**

In order to mitigate the effect of dilution in the Multi-Asset Protector Fund and Multi-Asset Protector Fund 2 (hereinafter in this section only, all references to "Fund(s)" are to be read as references to the Multi-Asset Protector Fund or Multi-Asset Protector Fund 2 as relevant) the Regulations allow the ACD to make a dilution levy on the purchase, sale or Switch of Shares in the Funds. A dilution levy is a separate charge of such amount or at such rate as is determined by the ACD to be made for the purpose of reducing the effect of dilution. This amount is not retained by the ACD, but is paid into the relevant Fund.

The ACD reserves the right to impose a dilution levy on purchases, sales and Switches of Shares of whatever size and whenever made where the ACD is of the opinion that the interests of existing/continuing Shareholders and potential Shareholders require the imposition of a dilution levy. For the purposes of the COLL Sourcebook, any value of transaction may be considered to be a 'large deal'.

Further issues taken into account in determining whether dilution levy may be applied include the potential scale of dilution applicable to the Funds and the potential benefit of economies of scale in relation to costs over the longer term.

The ACD's decision on whether or not to make this charge, and at what level this charge might be in a particular case or generally, will not prevent it from making a different decision on future similar transactions. Any dilution levy charged will, so far as is practicable, be fair to all Shareholders and potential Shareholders.

On the occasions when dilution levy is not applied there may be an adverse impact on the total assets of the Funds, although the ACD does not consider this to be material in relation to the potential future growth of the Funds. As dilution is directly related to the inflows and outflows of monies from the Funds 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 apply a dilution levy. As a guide at the date of this Prospectus, no dilution levy has been applied in the Funds.

The details of typical estimated rates of dilution for the Funds based on future projections are set out in Appendix I.

3.6 **Transfers**

Shareholders are entitled to transfer their Shares to another person or body subject to any restrictions on the eligibility of investors for a particular Share Class. Transfers may be in writing in the form of an instrument of transfer approved by the ACD for this purpose. Completed instruments of transfer must be returned to the ACD in order for the transfer to be registered by the ACD.

The ACD will at its discretion, accept instructions to transfer or renunciation of title to Shares on the basis of an authority communicated by electronic means and sent by the Shareholder, or delivered on their behalf by a person that is authorised by the FCA, subject to:

(a) prior agreement between the ACD and the person making the communication as to:

  (i) the electronic media by which such communication may be delivered; and
  (ii) how such communications will be identified as conveying the necessary authority;

(b) assurance from any person who may give such authority on behalf of the investor that they will have obtained the required appointment in writing from the Shareholder; and

(c) the ACD being satisfied that any electronic communications purporting to be made by a Shareholder or his agent are in fact made that person.

3.7 **Restrictions and Compulsory Transfer and Redemption**

The ACD may from time to time impose such restrictions as it may think necessary for the purpose of ensuring that no Shares in a Company are acquired or held by any person in breach of the law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory or which would result in a Company incurring any liability to taxation which that Company is not able to recoup itself or suffering any other adverse consequence. In this connection, the ACD may, inter alia, reject in its discretion any application for the purchase, redemption, transfer or switching of Shares.

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

(a) are owned directly or beneficially in breach of any law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory; or

(b) would result in a Company incurring any liability to taxation which that Company would not be able to recoup itself or suffering any other adverse consequence (including a requirement to register under any securities or investment or similar laws or governmental regulation of any country or territory);

(c) are held in any manner by virtue of which the Shareholder or Shareholders in question is/are not qualified to hold such Shares or if it reasonably believes this to be the case; or

(d) are owned by a Shareholder who is registered in a jurisdiction (where the Fund is not registered or recognised by the relevant competent authority) whereby communication with that Shareholder by the ACD, on behalf of the Fund, might constitute a breach of the regulations in that jurisdiction (unless specific action is taken by the ACD to prevent such a communication constituting a breach).

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

A Shareholder who becomes aware that he is holding or owns affected Shares shall immediately, unless he has already received a notice as set out above, either transfer all his affected Shares to a person qualified to own them or submit a request in writing to the ACD for the redemption of all his affected Shares.

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

3.8 **Issue of Shares in exchange for in specie assets**

The ACD may arrange for each Company to issue Shares in exchange for assets other than cash, but will only do so where the Depositary has taken reasonable care to determine that the Company's acquisition of those assets in exchange for the Shares concerned is not likely to

result in any material prejudice to the interests of Shareholders. Where the ACD considers the deal to be substantial in relation to the total size of the Fund it may require the investor to contribute in specie. The ACD may consider a deal in this context to be substantial if the relevant Shares constitute 5% (or a lesser or higher percentage if considered appropriate) of those in issue in the relevant Fund.

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

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

3.9 **In specie redemptions**

If a Shareholder requests the redemption of Shares the ACD may, where it considers the deal to be substantial in relation to the total size of the Fund concerned or in some way detrimental to the Fund, arrange, having given prior notice in writing to the Shareholder, that, in place of payment for the Shares in cash, the relevant Company transfers property or, if required by the Shareholder, the net proceeds of sale of the relevant property, to the Shareholder. Before the redemption proceeds of the Shares become payable, the ACD must give written notice to the Shareholder that the relevant property or the proceeds of sale of the relevant property will be transferred to that Shareholder so that the Shareholder can require the net proceeds of redemption rather than the relevant property if he so desires. Where the relevant property is sold and the net proceeds transferred to the Shareholder the sale will be entirely at the risk of the Shareholder. Shareholders should note that the net proceeds of redemption which they receive may not be equal to the value of their Shares at the Valuation Point at which the redemption request was effected.

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

The ACD will select the property to be transferred or sold 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 the redemption than to the continuing Shareholders.

3.10 **Suspension of dealings in Shares**

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 by other general means, sufficient details to keep Shareholders appropriately informed about the

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

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

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

3.11 **Deferred redemption of Shares**

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. Requests for redemption in these circumstances will be treated on a pro rata basis to ensure the consistent treatment of all Shareholders. 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.

3.12 **Client money**

In accordance with CASS, the ACD will operate under the Delivery versus Payment Exemption ("DvP Exemption") in relation to subscriptions and redemptions of Shares.

The DvP Exemption allows the ACD two small periods of time during which the ACD can process a Shareholder's money without holding it in a client money account (as detailed in CASS, an account designed to protect a Shareholder's rights to money).

In summary this means:

(1) for subscriptions of Shares into the Funds, where money is provided to the ACD from the Shareholder earlier than the relevant settlement date for the Shares, the money will be held in the ACD's corporate bank account and transferred to a client money account or to the relevant Fund at the latest by the end of the business day after the ACD received the money from the Shareholder; or

(2) for redemptions of Shares in the Funds, where money is received from the Fund by the ACD to pay the Shareholder for the redemption, this money may be held in a corporate bank account prior to payment to the Shareholder and if not paid by the ACD to the Shareholder at the latest by the end of the business day after receipt from the Fund, the money will be transferred to a client money account. Typically the ACD would only not have paid the money to the Shareholder within this period after immediately on receipt from the Fund if the ACD had not received completed redemption documentation from the Shareholder.

In any scenario where money is not treated as client money, the money is not protected and in the unlikely event that the ACD should fail, this money is at risk.

By agreeing to subscribe to Shares in the Funds, Shareholders are agreeing for the ACD to operate under the CASS DvP Exemption summarised above.

Should the ACD cease at any time to use the DvP Exemption, Shareholders will be notified in writing ahead of the relevant cessation date.

In accordance with CASS, the ACD is obliged to obtain Shareholder consent to use the Delivery versus Payment Exemption within Commercial Settlement Systems as set out in CASS. By agreeing to subscribe to Shares in the Funds, Shareholders are agreeing for the ACD to the use of such systems in this way.

In relation to CASS, the ACD confirms that it will not pay interest on any client money or otherwise.

3.13 **Governing law**

All deals in Shares are governed by English law.

3.14 **Privacy Notice**

The privacy notice ("Privacy Notice") sets out how the ACD processes Shareholder personal information in accordance with the General Data Protection Regulation (EU) 679/2016 ("GDPR"). The Privacy Notice provides Shareholders with transparency over what the ACD does with your personal information. Please read the Privacy Notice.

Details of the collection, use and sharing of a Shareholder's personal information in connection with an investment in the Funds are contained in the Privacy Notice, which is available at: www.ninetyone.com/united-kingdom.

The Privacy Notice may be updated from time to time and readers should ensure they hold the latest version.

Shareholders who access the Funds through an intermediary such as a wealth manager or platform service should also contact the organisation for information about its treatment of their personal information.

Any Shareholder who provides the ACD and its agents with personal information about another individual (such as a joint investors), must show the Privacy Notice to those individuals.

When the ACD processes Shareholders' personal information, it is being processed:

1. to comply with its legal obligations and/or market obligations particularly its financial regulatory obligations, as well as obligations regarding identity verification and money-laundering obligations and which include the recording of calls and monitoring of trades;

2. where it is necessary for the ACD to provide its services to Shareholders, which includes, for example undertaking transactions in relation to an investment in the Funds, communicating with Shareholders about their investment in the Funds and any changes to it or its performance;

3. where it is necessary for the ACD's legitimate interests (so long as those legitimate interests are not overridden by a Shareholder's interests or fundamental rights). Those legitimate interests include monitoring calls for training, quality and security purposes, testing the ACD's products and services to ensure that they are performing to their best potential (and therefore aiming to provide Shareholders with financial benefit), contacting Shareholders about updates to the Privacy Notice and other document amendments and appointing third party contractors to assist the ACD in carrying out its services; and

4. where a Shareholder has given their consent, such as when a Shareholder has agreed to receive marketing communications from the ACD, or where a Shareholder has consented or instructed the ACD to provide information to a third party (such a financial

advisor), or where a Shareholder has volunteered personal information to the ACD during correspondence.

When a Shareholder provides personal information to the ACD, it will be shared with other third parties. The Privacy Notice provides Shareholders with further information about who the ACD will disclose a Shareholder's personal information to and why. The Privacy Notice also advises Shareholders that personal information will be sent outside of the European Economic Area, where it is transferred to and what steps the ACD have taken to secure personal information when it is transferred.

When the ACD processes personal information about a Shareholder, that Shareholder has certain rights in relation to that personal information and the ACD is under a number of obligations placed on the ACD by the GDPR in relation to the same. Included within the Privacy Notice is information about a Shareholder's rights and how Shareholders can contact the ACD about exercise them.

The above is a brief summary of the key aspects of the Privacy Notice. There is a lot more information on each of the above topics and other information about how the ACD processes Shareholders' personal information which is contained within the Privacy Notice. Please consider the Privacy Notice for any questions about our processing of personal information. For any questions, the ACD can also be contacted directly using the contact details below.

Email us: dataprivacy@ninetyone.com

Call us: 0800 389 2299 (freephone) or +44 (0)20 3938 1900

## 4. VALUATION OF THE COMPANIES

### 4.1 General

The price of a Share is calculated by reference to the Net Asset Value of the Fund to which it relates. The Net Asset Value per Share of a Fund is currently calculated at 12 noon (London time) for all Funds (this being the Valuation Point) on each Dealing Day.

The ACD may determine that any Dealing Day so defined shall not be a Dealing Day.

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

The ACD will, upon completion of each valuation, notify the Depositary of the price of Shares, of each Class of each Fund and the amount of any dilution adjustment made or dilution levy charged (see paragraph 3.5.4 for details of which Funds, if any, apply a dilution levy ) in respect of any purchase or redemption of Shares.

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

### 4.2 Calculation of the Net Asset Value

The value of the Scheme Property of a Company or of a Fund (as the case may be) shall be the value of its assets less the value of its liabilities determined in accordance with the following provisions:

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

4.2.2 Property which is not cash (or other assets dealt with in paragraph 4.2.3 below) shall be valued as follows and the prices used shall (subject as follows) be the most recent prices which it is practicable to obtain:

4.2.2.1 units or shares in a collective investment scheme:

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

(b) if separate buying and 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

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

4.2.2.2 exchange-traded derivative contracts:

(a) if a single price for buying and selling the exchange-traded derivative contract is quoted, at that price; or

(b) if separate buying and selling prices are quoted, at the average of the two prices;

4.2.2.3 over-the-counter derivative contracts shall be valued in accordance with the method of valuation as shall have been agreed between the ACD and the Depositary;

4.2.2.4 any other investment:

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

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

(c) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if the most recent price available does not reflect the ACD's best estimate of the value, at a value which in the opinion of the ACD, is fair and reasonable; and

4.2.2.5 property other than that described in paragraphs 4.2.2.1 to 4.2.2.4 above: at a value which, in the opinion of the ACD, represents a fair and reasonable mid-market price.

4.2.3 Cash and amounts held in current, deposit and margin accounts and in other time-related deposits shall be valued at their nominal values.

4.2.4 In determining the value of the Scheme Property, all instructions given to issue or cancel Shares shall be assumed (unless the contrary is shown) to have been carried

out and any cash payment made or received and all consequential action required by the Regulations or the relevant Instrument of Incorporation shall be assumed (unless the contrary has been shown) to have been taken.

4.2.5 Subject to paragraphs 4.2.6 and 4.2.7 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and if, in the opinion of the ACD, their omission will not materially affect the final net asset amount.

4.2.6 Futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options shall not be included under paragraph 4.2.5.

4.2.7 All agreements are to be included under paragraph 4.2.5 which are, or ought reasonably to have been, known to the person valuing the property assuming that all persons in the ACD's employment take all reasonable steps to inform it immediately of the making of any agreement.

4.2.8 Deduct an estimated amount for anticipated tax liabilities (on unrealised capital gains where the liabilities have accrued and are payable out of the Scheme Property; on realised capital gains in respect of previously completed and current accounting periods; and on income where liabilities have accrued) including (as applicable and without limitation) capital gains tax, income tax, corporation tax, VAT, stamp duty and any foreign taxes or duties.

4.2.9 Deduct an estimated amount for any liabilities payable out of the Scheme Property and any tax thereon, treating periodic items as accruing from day to day.

4.2.10 Deduct the principal amount of any outstanding borrowings whenever repayable and any accrued but unpaid interest on borrowings.

4.2.11 Add an estimated amount for accrued claims for tax of whatever nature which may be recoverable.

4.2.12 Add any other credits or amounts due to be paid into the Scheme Property.

4.2.13 Add a sum representing any interest or any income accrued due or deemed to have accrued but not received.

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

4.2.15 Deduct the total amount of any performance fee that has accrued as at that time (if any) based on the calculation summarised in this Prospectus.

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

There is a single price for Shares in all of the Funds.

The price per Share at which Shares in each Fund are bought or are redeemed is the Net Asset Value per Share. There will be a single price per Share. Any initial charge, or redemption charge, or dilution levy (see paragraph 3.5.4 for details of which Funds, if any, apply a dilution levy) on a specific deal, if applicable) is payable in addition to the price or deducted from the proceeds and is taken from the gross subscription or redemption monies.

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

4.4 **Fair Value Pricing**

4.4.1 Where the ACD has reasonable grounds to believe that:

4.4.1.1 no reliable price exists for a security (including a unit/share in a collective investment scheme) at a Valuation Point; or

4.4.1.2 the most recent price available does not reflect the ACD's best estimate of the value of the security (including a unit/share in a collective investment scheme) at the Valuation Point;

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

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

4.4.2.1 no recent trade in the security concerned; or

4.4.2.2 suspension of dealings in an underlying collective investment scheme; or

4.4.2.3 the occurrence of a significant event since the most recent closure of the market where the price of the security is taken.

4.4.3 In determining whether to use such a fair value price, the ACD will include in their consideration but need not be limited to:

4.4.3.1 the type of authorised fund concerned;

4.4.3.2 the securities involved;

4.4.3.3 whether the underlying collective investment schemes may already have applied fair value pricing;

4.4.3.4 the basis and reliability of the alternative price used; and

4.4.3.5 the ACD's policy on the valuation of Scheme Property as disclosed in this Prospectus.

4.5 **Pricing basis**

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

4.6 **Publication of Prices**

The prices of all Share Classes are available on the ACD's website at: www.ninetyone.com/united-kingdom. The prices of Shares may also be obtained by calling 0800 389 2299 (freephone) or +44 (0)20 3938 1900 during the ACD's normal business hours. As the ACD deals on a forward pricing basis, the price that appears in these sources will not necessarily be the same as the one at which investors can currently deal. The ACD may also, at its sole discretion, decide to publish certain Share prices on third party websites or in publications but the ACD does not accept responsibility for the accuracy of the prices published

in, or for the non-publication of prices by, these sources for reasons beyond the control of the ACD.

## 5. RISK FACTORS

Please refer to Appendix VI for information relating to risk factors.

## 6. MANAGEMENT AND ADMINISTRATION

### 6.1 Regulatory Status

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

### 6.2 Authorised Corporate Director

#### 6.2.1 General

The authorised corporate director of each Company is Ninety One Fund Managers UK Limited (formerly called Investec Fund Managers Limited) which is a private company limited by shares incorporated in England and Wales on 6 June 1989.

The directors of the ACD are:-

David Aird

Kim McFarland (*)

John McNab

Adam Fletcher

John Green (*)

Kevin Alcock

Richard Saunders

(*) also director of Ninety One UK Limited

| | |
|---|---|
| **Registered Office and Head Office:** | 55 Gresham Street, London EC2V 7EL. |
| **Share Capital:** | It has an authorised share capital of £5 million comprising 5 million shares of £1 each, of which 4 million have been issued and are fully paid. |
| **Ultimate Holding Company:** | Ninety One plc, a company incorporated in England and Wales. |

The ACD is responsible for managing and administering each Company's affairs in compliance with the COLL Sourcebook. The ACD may delegate its management and administration functions, but not responsibility, to third parties, including associates subject to the rules in the COLL Sourcebook.

It has therefore delegated to the Investment Manager the function of managing and acting as the investment adviser for the investment and reinvestment of the assets of the Funds (as further explained in paragraph 6.4 below). It has also delegated to the Administrator and the Registrar certain functions relating to administration and the Fund's register (as further explained in paragraphs 6.5 and 6.6 below). The ACD has delegated various operational and fund accounting functions to State Street Bank & Trust Company.

The latest remuneration policy relating to the ACD is available from www.ninetyone.com/united-kingdom/remuneration or free of charge on request from the Registered Office detailed above.

6.2.2 **Terms of Appointment:**

The appointment of the ACD has been made under separate agreements between each Company and the ACD, as listed below and as amended from time to time.

Ninety One Funds Series i (formerly called Investec Funds Series i) dated 14 September 2001

Ninety One Funds Series ii (formerly called Investec Funds Series ii) dated 14 September 2001

Ninety One Funds Series iii (formerly called Investec Funds Series iii) dated 3 January 2003

Ninety One Funds Series iv (formerly called Investec Funds Series iv) dated 27 June 2005

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

Each Company has agreed to indemnify the ACD and its delegates against claims and expenses that arise in respect of their duties to it (but not the other Companies) to the extent permitted by the COLL Sourcebook, except where there is fault on its or their part of the kind referred to above.

Details of the fees payable to the ACD are set out in paragraph 7.3 "Charges payable to the ACD" below.

The ACD (or its associates or any affected person) is also under no obligation to account to the Depositary, any Company or the Shareholders for any profit it makes on the issue or re-issue or cancellation of Shares which it has redeemed.

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

Each Company has no directors other than the ACD. A list of the other regulated collective investment schemes to which the ACD acts as authorised fund manager is included in Appendix VI.

## 6.3 The Depositary

### 6.3.1 General

The Depositary of each Company is State Street Trustees Limited (registered no. 298 2384), a private company limited by shares incorporated in England and Wales on 24 October 1994. Its ultimate holding company is State Street Corporation, a company incorporated in the state of Massachusetts, USA. Its registered office is at 20 Churchill Place, London E14 5HJ. The principal business activity of the Depositary is acting as a trustee and depositary of collective investment schemes. It is authorised and regulated by the Financial Conduct Authority.

### 6.3.2 Appointment:

The appointment of the Depositary has been made under separate agreements between each Company and the Depositary, as listed below and as amended from time to time (in each case the "Depositary Agreement").

Ninety One Funds Series i (formerly called Investec Funds Series i) dated 18 March 2016

Ninety One Funds Series ii (formerly called Investec Funds Series ii) dated 18 March 2016

Ninety One Funds Series iii (formerly called Investec Funds Series iii) dated 18 March 2016

Ninety One Funds Series iv (formerly called Investec Funds Series iv) dated 18 March 2016

The Depositary is appointed to act as depositary of each Company's assets, including its cash and securities, which will be held either directly by the Depositary or through other financial institutions such as correspondent banks, subsidiaries or affiliates of the Depositary, clearing systems or securities settlement systems.

### 6.3.3 The Depositary's functions:

The Depositary is entrusted with the safe-keeping of the Fund's assets. All financial instruments that can be held in custody are registered in the Depositary's books within segregated accounts, opened in the name of the relevant Company, in respect of each relevant Fund. For assets other than financial instruments held in custody and cash, the Depositary must verify the ownership of such assets by the Company in respect of each Fund. Furthermore, the Depositary shall ensure that each Company's cash flows are properly monitored.

The Depositary has also been entrusted with following main functions:

- ensuring that the sale, issue, repurchase, redemption and cancellation of Shares are carried out in accordance with applicable law and the relevant Company's Instrument of Incorporation;

- ensuring that the value of the Shares is calculated in accordance with applicable law and the relevant Company's Instrument of Incorporation;

- carrying out the instructions of the relevant Company (and the ACD as its delegate) unless they conflict with applicable law and the Instrument of Incorporation;

- ensuring that in transactions involving the assets of each of the Companies any consideration is remitted within the usual time limits; and

- ensuring that the income of each Company is applied in accordance with applicable law and the relevant Company's Instrument of Incorporation.

6.3.4 **Depositary's liability**

In carrying out its duties the Depositary shall act honestly, fairly professionally, independently and solely in the interests of each Company and its Shareholders.

In the event of a loss of a financial instrument held in custody, determined in accordance with the UCITS Directive, and in particular Article 18 of the UCITS Regulation, the Depositary shall return financial instruments of identical type or the corresponding amount to the relevant Company without undue delay.

The Depositary shall not be liable if it can prove that the loss of a financial instrument held in custody has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary pursuant to the UCITS Directive.

In case of a loss of financial instruments held in custody, the Shareholders may invoke the liability of the Depositary directly or indirectly through the relevant Company provided that this does not lead to a duplication of redress or to unequal treatment of the Shareholders.

The Depositary will be liable to each Company and the Shareholders for all other losses suffered by them arising as a result of the Depositary's (or its delegate's or agent's) fraud, negligent or intentional failure to properly fulfil its obligations pursuant to the UCITS Directive or the Depositary Agreement.

The Depositary shall not be liable for consequential or indirect or special damages or losses, arising out of or in connection with the performance or non-performance by the Depositary of its duties and obligations.

6.3.5 **Delegation**

The Depositary has full power to delegate the whole or any part of its safe-keeping functions but its liability will not be affected by the fact that it has entrusted to a third party some or all of the assets in its safekeeping. The Depositary's liability shall not be affected by any delegation of its safe-keeping functions under the Depositary Agreement.

Information about the safe-keeping functions which have been delegated and the identification of the relevant delegates and sub-delegates are contained in Appendix VII to the Prospectus.

Subject to the terms of the Depositary Agreement, entrusting the custody of assets to the operator of a securities settlement system is not considered to be a delegation of custody functions.

6.3.6 **Fees**

The Depositary is entitled to receive remuneration out of the property of the Funds for its services, as explained in paragraph 7.4 “Depositary’s fee and expenses” below. The Depositary (or its associates or any affected person) is under no obligation to account to the ACD, the Companies or the Shareholders for any profits or benefits it makes or receives that are made or derived from or in connection with the dealings in Shares of the Companies, any transaction in Scheme Property or the supply of services to any Company.

6.3.7 **Termination**

Each Company and the Depositary may terminate the relevant Depositary Agreement on 90 calendar days’ prior written notice provided that no such notice shall take effect until the appointment of a successor to the Depositary. The Depositary Agreement may also be terminated on shorter notice in certain circumstances. The Depositary shall take all necessary steps to ensure the good preservation of the interests of the Shareholders of the Fund and allow the transfer of all assets of the Fund to the succeeding depositary.

6.3.8 **Indemnity**

To the extent permitted under applicable law (including the FCA Handbook), each Company undertakes to hold harmless and indemnify the Depositary against all liabilities directly suffered or incurred by the Depositary by reason of the proper performance of the Depositary's duties under the terms of the Depositary Agreement save where any such liabilities arise as a result of the Depositary’s breach of the Depositary Agreement or the negligence, fraud, bad faith, wilful default or recklessness of the Depositary or its agent and/or delegate or the loss of financial instruments held in custody or in the event such indemnification would be contrary to the mandatory provisions in the UCITS Directive or in relation to an agent or delegate that is an affiliate, to the extent the Depositary is liable to the UCITS in relation to such agent or delegate under the Depositary Agreement.

6.3.9 **Conflicts of interest**

The Depositary is part of an international group of companies and businesses that, in the ordinary course of their business, act simultaneously for a large number of clients, as well as for their own account, which may result in actual or potential conflicts. Conflicts of interest arise where the Depositary or its affiliates engage in activities under the Depositary Agreement or under separate contractual or other arrangements. Such activities may include:

(i) providing nominee, administration, registrar and transfer agency, research, agent securities lending, financial advice and/or other advisory services to the Companies;

(ii) engaging in banking, sales and trading transactions including foreign exchange, derivative, principal lending, broking, market making or other financial transactions with the Companies either as principal and in the interests of itself, or for other clients.

In connection with the above activities the Depositary or its affiliates:

(i) will seek to profit from such activities and are entitled to receive and retain any profits or compensation in any form and are not bound to disclose to the Companies the nature or amount of any such profits or compensation including any fee, charge, commission, revenue share, spread, mark-up, mark-down, interest, rebate, discount, or other benefit received in connection with any such activities;

(ii) may buy, sell, issue, deal with or hold, securities or other financial products or instruments as principal acting in its own interests, the interests of its affiliates or for its other clients;

(iii) may trade in the same or opposite direction to the transactions undertaken, including based upon information in its possession that is not available to the Companies;

(iv) may provide the same or similar services to other clients including competitors of the Companies;

(v) may be granted creditors' rights by the Companies which it may exercise.

The Companies may use an affiliate of the Depositary to execute foreign exchange, spot or swap transactions for the account of the Funds. In such instances the affiliate shall be acting in a principal capacity and not as a broker, agent or fiduciary of the Funds. The affiliate will seek to profit from these transactions and is entitled to retain and not disclose any profit to the Funds. The affiliate shall enter into such transactions on the terms and conditions agreed with the Funds.

Where cash belonging to any of the Funds is deposited with an affiliate being a bank, a potential conflict arises in relation to the interest (if any) which the affiliate may pay or charge to such account and the fees or other benefits which it may derive from holding such cash as banker and not as trustee.

The ACD may also be a client or counterparty of the Depositary or its affiliates.

Potential conflicts that may arise in the Depositary's use of sub-custodians include four broad categories:

(1) conflicts from the sub-custodian selection and asset allocation among multiple sub-custodians influenced by (a) cost factors, including lowest fees charged, fee rebates or similar incentives and (b) broad two-way commercial relationships in which the Depositary may act based on the economic value of the broader relationship, in addition to objective evaluation criteria;

(2) sub-custodians, both affiliated and non-affiliated, act for other clients and in their own proprietary interest, which might conflict with clients' interests;

(3) sub-custodians, both affiliated and non-affiliated, have only indirect relationships with clients and look to the Depositary as its counterparty, which might create incentive for the Depositary to act in its self-interest, or other clients' interests to the detriment of clients; and

(4) sub-custodians may have market-based creditors' rights against client assets that they have an interest in enforcing if not paid for securities transactions.

In carrying out its duties the Depositary shall act honestly, fairly, professionally, independently and solely in the interests of the Funds and their Shareholders.

The Depositary has functionally and hierarchically separated the performance of its depositary tasks from its other potentially conflicting tasks. The system of internal controls, the different reporting lines, the allocation of tasks and the management reporting allow potential conflicts of interest and the Depositary issues to be properly identified, managed and monitored. Additionally, in the context of the Depositary's use of sub-custodians, the Depositary imposes contractual restrictions to address some of the potential conflicts and maintains due diligence and oversight of sub-custodians to ensure a high level of client service by those agents. The Depositary further provides frequent reporting on clients' activity and holdings, with the underlying functions subject to internal and external control audits. Finally, the Depositary internally separates the performance of its custodial tasks from its proprietary activity and follows a Standard of Conduct that requires employees to act ethically, fairly and transparently with clients.

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

6.4 **The Investment Manager**

6.4.1 **General**

The ACD has appointed the Investment Manager, Ninety One UK Limited (formerly called Investec Asset Management Limited), to provide investment management, advisory and certain administration services to the ACD. The Investment Manager is authorised and regulated by the Financial Conduct Authority.

The Investment Manager's registered office is at 55 Gresham Street, London, EC2V 7EL. The Investment Manager is a member of the same group of companies as the ACD.

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

6.4.2 **Terms of Appointment:**

The Investment Manager was appointed under separate agreements between the ACD and the Investment Manager, as listed below and as amended from time to time (in each case the "Investment Management Agreement").

Ninety One Funds Series i (formerly called Investec Funds Series i) dated 14 September 2001

Ninety One Funds Series ii (formerly called Investec Funds Series ii) dated 14 September 2001

Ninety One Funds Series iii (formerly called Investec Funds Series iii) dated 3 January 2003

Ninety One Funds Series iv (formerly called Investec Funds Series iv) dated 27 June 2005

In the exercise of the ACD's investment functions, the Investment Manager shall (subject to the overall policy and supervision of the ACD) have full power, authority and right to exercise the functions, duties, powers and discretions exercisable by the ACD under the relevant Instrument of Incorporation or the Regulations to manage the investment of the Scheme Property of each Company. The Investment Manager has full power to delegate under the Investment Management Agreement, and has entered into an Investment Services Agreement with Ninety One SA (Pty) Ltd (formerly called Investec Asset Management (PTY) Limited), a company incorporated in South Africa, a Sub-Investment Management Agreement with Ninety One North America, Inc. (formerly called Investec Asset Management North America, Inc.), a company incorporated in the state of Delaware, USA and a Sub-Investment Management Agreement with Ninety One Hong Kong Limited (formerly called Investec Asset Management Hong Kong Limited) (effective 7 December 2018), to assist in the exercise of such duties.

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

The Investment Management Agreement may be terminated by not less than 90 days' written notice, or immediately by written notice given by either party on the happening

of certain events involving any material breach or insolvency. It will also terminate automatically if the agreement appointing the ACD is terminated or if the ACD or the Investment Manager cease to be authorised to act as such.

The Investment Manager is entitled to an investment management fee out of the fee that is paid to the ACD, as explained below in paragraph 7.5.

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

6.5 **The Administrator**

On behalf of each Company the ACD has appointed the Administrator, SS&C Financial Services International Limited, to provide certain administration services. The Administrator's registered office is SS&C House, St Nicholas Lane, Basildon, Essex SS15 5FS.

6.6 **The Registrar**

6.6.1 **General**

On behalf of each Company the ACD has also appointed SS&C Financial Services Europe Limited to act as registrar to each Company.

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

6.6.2 **Register of Shareholders**

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

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

6.7 **The Auditors**

The Auditors of each Company are KPMG LLP, whose address is 15 Canada Square, Canary Wharf, London E14 5GL.

6.8 **Legal Advisers**

Each Company is advised by Eversheds Sutherland (International) LLP of One Wood Street, London EC2V 7WS.

6.9 **Conflicts of Interest**

The ACD, the Investment Manager and other companies within the Ninety One group may, from time to time, act as investment managers or advisers to other funds or sub-funds which follow similar investment objectives to those of the Funds. It is therefore possible that the ACD and/or the Investment Manager may in the course of their business have potential conflicts of interest with a Company or a particular Fund or that a conflict exists between a Company and other funds managed by the ACD. Each of the ACD and the Investment Manager will, however, have regard in such event to its obligations under the ACD Agreement and the Investment Management Agreement respectively and, in particular, to its obligation to act in the best interests of a Company so far as practicable, having regard to its obligations to other clients, when undertaking any investment business where potential conflicts of interest may arise. Where a conflict of interest cannot be avoided, the ACD and the Investment Manager will ensure that each Company and other collective investment schemes it manages are fairly treated.

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 each Company or its Shareholders will be prevented. Should any such situations arise the ACD will disclose these to Shareholders in an appropriate format.

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

Any third party research and research related services provided to the Investment Manager will be paid for by the Investment Manager from its own resources and will not be charged to the Funds.

The Investment Manager will ensure the receipt of any fee, commission, monetary or non-monetary benefits by a Sub-Investment Manager from any third party or person acting on behalf of a third party in relation to the execution of orders for a Fund shall not prevent the Investment Manager from complying with its obligations under applicable law and regulation.

## 7. FEES AND EXPENSES

### 7.1 General

All costs, charges, fees or expenses, other than the charges made in connection with the subscription and redemption of Shares (see paragraph 3.5) payable by a Shareholder or out of Scheme Property of a Company are set out in this section.

Each Company or each Fund (as the case may be) may, so far as the COLL Sourcebook allows, also pay out of the property of the relevant Company or Fund all relevant costs, charges, fees and expenses incurred by it including the following:

7.1.1 the fees and expenses payable to the ACD (which will include the fees and expenses payable to the Investment Manager) and to their respective delegates, unless otherwise specified in this Prospectus;

7.1.2 the fees and expenses payable to the Custodian and its delegates (including any out of pocket expenses properly and reasonably incurred by the Custodian in the performance of its duties) including transaction charges;

7.1.3 the costs of dealing and expenses incurred in acquiring and disposing of investments;

7.1.4 stamp and other duties, taxes, governmental charges, commissions, brokerage, transfer fees, registration fees and other charges payable in respect of the acquisition, holding or realisation of any investment and any foreign exchange transactions carried out in connection therewith;

7.1.5 all expenses of any nature of or incidental to deposits of cash made by that Company;

7.1.6 any interest on borrowings and charges and expenses incurred in effecting, arising out of or terminating such borrowings or in negotiating or varying the terms of such borrowings;

7.1.7 expenses incurred in acquiring and disposing of investments (including the costs associated with entering into hedging transactions in any hedged share class (which includes the costs paid to any applicable Hedging Service Provider for calculating the required daily hedge and placing hedging transactions) and which will be applied only to the relevant hedged share class);

7.1.8 any taxation and duties payable in respect of the holding of the Scheme Property or the issue of Shares, including stamp or other duties or taxes in relation to the transfer to that Company of assets taken in exchange for the issue of Shares;

7.1.9 all taxes and corporate fees payable by that Company to any Government or other authority or to any agency of such Government or authority whether in Great Britain or elsewhere;

7.1.10 safe custody charges (including transactional charges);

7.1.11 the costs of registering investments; and

7.1.12 the General Administration Charge (as detailed in 7.2 below).

VAT is payable on these charges where appropriate.

7.2 **General Administration Charge**

There are additional costs, charges, fees and expenses (other than those listed above) which relate to the management and administration of the Funds. These are paid in the first instance by the ACD on behalf of the Funds. However, as reimbursement for paying such general administration costs on behalf of the Funds, the ACD collects from the Scheme Property of the Companies a charge (the "General Administration Charge" or "GAC"). The GAC is calculated as a percentage of the Scheme Property of the Companies and the amount each Share Class in each Fund will pay will depend on that Share Class' proportionate interest in the Scheme Property of the relevant Companies. The GAC accrues on a daily basis and is payable to the ACD by the Funds monthly. As the GAC is calculated as a single rate which is applicable to each Fund of each Company, the GAC may be more or less than the charges and expenses that the ACD would be entitled to charge to a particular Fund under the traditional charging method. It could be considered, therefore, that some of the Funds will be "subsidising" other Funds under the GAC method. However, the ACD believes that the GAC is more efficient and transparent than traditional charging methods, and that the degree of potential cross-subsidisation is small in relation to the gain in efficiency and transparency. In addition, the ACD is taking upon itself the risk that the market value of the Funds will fall to the extent that the GAC will not fully recompense it for the charges and expenses that the ACD would otherwise be entitled to charge to those Funds, and the ACD is therefore affording a degree of protection in relation to costs to investors. To ensure that the GAC is, over time, set at a level that is a fair reflection of the charges and expenses that the ACD would be entitled to charge across all the Funds under the traditional charging method, from time to time, and at least once a year, the ACD will review the operation and amount of the GAC. The ACD will calculate the charges and expenses that it would have been entitled to charge the Funds in the previous year and in relation to the coming year's anticipated charges and expenses under the traditional charging method. The ACD will then use these figures as well as the total amount charged as the GAC over the previous year (in monetary terms) in order to set the level of the GAC for the coming year. The ACD will take reasonable steps to adjust the GAC for the following year, if, in the sole opinion of the ACD, any adjustment is necessary. The ACD is not accountable to Shareholders should the aggregate fees generated by the GAC in any period exceed the charges and expenses that the ACD would be entitled to charge across all of the Funds under the traditional charging method. The General Administration Charge reimburses the ACD for the following costs, charges, fees and expenses which it pays on behalf of the Funds:

- the fees and expenses payable to the Depositary, Administrator and Registrar and to their respective delegates, unless otherwise specified in this Prospectus (including any out of pocket expenses properly and reasonably incurred by the Depositary (see 7.4 below), Administrator and Registrar in the performance of their duties but note that transaction costs, which are costs incurred by the Funds in connection with transactions on their Scheme Property *(as described in COLL 4 Annex 1 paragraph (c)), are excluded from the General Administration Charge*);

- fees and expenses in respect of establishing and maintaining the Register of Shareholders (and any sub-register(s)) and charges made by the Administrator, the Registrar or any other entity relating to dealings in Shares and related functions;

- any costs incurred in producing, distributing and dispatching income and other payments to Shareholders;

- the costs of dealing in the scheme property necessary to be incurred and normally shown in contract notes and similar documents;

- any costs in respect of the preparation and calculation of the Net Asset Value and prices of Shares in the Funds and the publication and circulation thereof;

- fees of the FCA under the Financial Services and Markets Act 2000 and the corresponding periodic fees of any regulatory authority in a country or territory outside the country in which Shares are or may lawfully be marketed;

- the fees, charges, expenses and disbursements of the Auditors and any tax, legal and other professional service provider or adviser of each Company including (for the avoidance of doubt) any legal costs arising from any Shareholder action;

- any costs incurred in respect of any meeting of holders (including meetings convened on a requisition by holders and not including the ACD or an associate of the ACD);

- any costs incurred in producing and despatching dividend or other payments of each Company;

- any costs incurred in modifying the Instruments of Incorporation, the ACD Agreement, the Prospectus and the Key Investor Information Document or any other relevant document required under the Regulations;

- costs incurred in taking out and maintaining any insurance policy in relation to each Company and/or its Directors (including the ACD) and the Depositary;

- any costs incurred in company secretarial duties, including the cost of minute books and other documentation required to be maintained by each Company;

- any costs incurred in the preparation, translation, production (including printing) and distribution of annual, half yearly or other reports, accounts, statements, contract notes and other like documentation, any prospectuses Application Form(s), Key Investor Information Document ("KIID"), any document which is provided to potential Shareholders or Shareholders with content that is supplementary to the KIID ("Supplementary Information Document") (apart from the costs of distributing any Application Form(s), KIID or Supplementary Information Document) or other documents required under the Regulations), any instrument of incorporation and any costs incurred as a result of periodic updates of or changes to any prospectus or instrument of incorporation and any other administrative expenses;

- any amount payable by a Company under any indemnity provisions contained in its Instrument of Incorporation or any agreement with any functionary of that Company;

- any payments otherwise due by virtue of the COLL Sourcebook;

- all costs, apart from promotional payments, incurred in connection with communicating with potential or actual investors;

- all fees and expenses incurred in relation to the addition and initial organisation of any new Funds, the listing of Shares on any stock exchange, any offer of Shares and the creation, conversion and cancellation of Shares in a new or existing Fund;

- certain liabilities on amalgamation or reconstruction arising after transfer of property to each Company in consideration for the issue of Shares as more fully detailed in the FCA Handbook;

- the fees and expenses of any paying agents, information agents or other entities which are required to be appointed by each Company by any regulatory authority;

- the fees and expenses incurred in the operational due diligence undertaken for each Company in relation to investments in other collective investment schemes;

- royalty fees incurred for the use of stock exchange index names;

- fees of external rating agencies (e.g. Standard & Poor's); and

- VAT is payable on these charges where appropriate.

The current General Administration Charge for each Share Class is set out in Appendix II.

For the avoidance of doubt, any deductions and income as referred to in 7.3.3 below arising from stock lending is not included in the GAC.

7.3 **Charges payable to the ACD**

7.3.1 *Annual Management Charge*

In payment for carrying out its duties and responsibilities the ACD is entitled to take an annual fee out of the Scheme Property of each Fund as set out in Appendix II. The annual management charge may vary between different Share Classes. The annual management charge will accrue on a daily basis in arrears by reference to the Net Asset Value of the Fund based on the Net Asset Value of the Scheme Property of the relevant Fund on the immediately preceding Dealing Day and the amount due for each month is payable on the last Dealing Day of each month. The current annual management charges for each Share Class (expressed as a percentage per annum of the Net Asset Value of each Fund) are set out in Appendix II. The ACD may waive part or all of the current annual management charge for a Share Class from time to time at its discretion where it applies such waiver consistently for all Shareholders in the relevant Share Class.

There is no annual management charge levied on a Fund for Class S Shares. An annual management charge may be paid by the Shareholders in that Class to the ACD pursuant to a separate contractual obligation. Such charge will be calculated, accrued and paid in a manner agreed from time to time with Shareholders of that Class.

If a Fund (Fund A) invests in units or shares of another collective investment scheme (Fund B) directly or indirectly managed by the ACD itself or an associate of the ACD with which it is related by virtue of common management or control or by way of a direct or indirect stake in that management company of more than 10% of the capital or votes, then the ACD will rebate to Fund A the annual management charge levied by Fund B on the value of the assets invested in Fund B by Fund A. In addition Fund A will not pay any initial or redemption charge in respect of its investment in Fund B.

7.3.2 *Expenses*

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

7.3.3 *Performance Fee*

The ACD is also entitled to receive a further fee related to the performance of certain Funds or Share Classes (the "Performance Fee"). The amount of the fee, the circumstances in which it becomes payable, how it is calculated, the Funds or Share Classes to which it applies and other relevant matters are set out in Appendix I.

VAT is payable on the charges or expenses mentioned above, where appropriate.

7.4 **Depositary's fee and expenses**

The Depositary is entitled to receive out of the property of each Fund by way of remuneration a periodic charge, which will be calculated and accrue daily and be paid monthly as soon as practicable after the end of each month, and certain additional charges and expenses. The Depositary's periodic charge is paid by the ACD initially and the ACD is then reimbursed by way of the General Administration Charge as detailed in 7.2 above. The periodic charge commences on the day on which the first Valuation Point occurs. The rate of the Depositary's periodic charge in respect of each Fund will be such rate or rates as agreed from time to time between the ACD and the Depositary in accordance with the COLL Sourcebook. The current rate of the Depositary's periodic charge in respect of each Fund is:

| **Value of Fund** | **Fee** |
|---|---|
| £0 - £65 million | 0.025% |
| over £65 - £175 million | 0.02% |
| over £175 million | 0.01% |

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

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

The Depositary Agreement provides that in addition to a periodic charge the Depositary may also be paid by way of remuneration custody fees where it acts as Custodian and other transaction and bank charges. At present the Depositary delegates the function of custody of the Scheme Property to State Street Bank & Trust Company ("SSBTC").

The remuneration for acting as custodian is calculated at such rate and/or amount as the ACD, the Depositary and the Custodian may agree from time to time. The remuneration for acting as custodian is paid directly from a Fund's Scheme Property and is not included in the General Administration Charge. The current remuneration ranges from between 0.005% per annum to 0.75% per annum of the value of the property of each Fund, plus VAT (if any) represented by the Net Asset Value of the Fund calculated on the last business day of each month. The

valuation used for each day which is not a business day will be the value calculated on the previous business day. The current range of transaction charges is between £0 and £150 per transaction plus VAT (if any). Transaction charges are paid directly from a Fund's Scheme Property and are not included in the General Administration Charge. Custody and transaction charges will be payable monthly in arrears.

In addition to the remuneration referred to above, the Depositary is entitled to receive reimbursement for expenses properly incurred by it in discharge of its duties or exercising any powers conferred upon it in relation to each Company and each Fund. The reimbursement of such expenses incurred by the Depositary will be met by the ACD and the ACD will then recover these from the General Administration Charge unless indicated otherwise below. Such expenses include, but are not restricted to:

(i) the charges and expenses payable to SSBTC (incurred in relation to its capacity as custodian only) to whom the Depositary has delegated the function of custody of the Scheme Property, such charges being the subject of agreement between the Depositary, each Company and SSBTC from time to time and are paid directly from a Fund's Scheme Property;

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

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

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

(v) all charges and expenses incurred in relation to stock lending or other transactions;

(vi) fees and expenses payable to any professional advisors advising or assisting the Depositary.

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

Expenses not directly attributable to a particular Fund will be allocated between Funds. In each such case such expenses and disbursements will also be payable if incurred by any person (including the ACD or an associate or nominee of the Depositary or of the ACD) who has had the relevant duty delegated to it pursuant to the COLL Sourcebook by the Depositary.

7.5 **Investment Manager's fee**

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

Further details of this agreement are summarised in paragraph 6.4.2 "Terms of Appointment" above.

7.6 **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. This includes any charges and expenses incurred in relation to the Register of Shareholders, except that these will be allocated and charged to the specific class of Shares to which they relate within the relevant Fund.

Where an expense is not considered to be attributable to any one Fund, the expense will normally be allocated to all Funds (either of a Company or of all the Companies as appropriate)

pro rata to the value of the Net Asset Value of the Funds, although the ACD has discretion to allocate these fees and expenses in a manner which it considers fair to Shareholders generally.

Where income is insufficient to pay charges the residual amount is taken from capital.

**Allocation of fees and expenses between capital and income**

Fees and expenses are allocated between capital and income, at a Share Class level, for each Fund.

Fees and expenses in respect of accumulation Shares and income Shares are deducted from income in the first instance. Where income is insufficient to pay any such fees and expenses, the residual amount will be deducted from capital.

Fees and expenses in respect of income 2 Shares will be deducted from capital.

Where fees and expenses are deducted from capital, this may result in capital erosion and constrain capital growth.

Information about how to convert between Share Classes is set out in Section 3.

Please also see the risk warning "Allocation of Charges" in Appendix VI for further information about how this allocation may affect your investment.

7.7 **Increases in Charges**

Any material increase of a charge may be made, (if it is deemed by the ACD to be a significant rather than a fundamental change) as set out in the provisions of the COLL Sourcebook only after giving 60 days' written notice to Shareholders. If such a change is deemed fundamental, it will require the approval of the Shareholders.

## 8. INSTRUMENT OF INCORPORATION

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

## 9. SHAREHOLDER MEETINGS AND VOTING RIGHTS

9.1 **Class and Fund Meetings**

Each Company has dispensed with the requirement to hold annual general meetings.

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

9.2 **Requisitions of Meetings**

The ACD may requisition a general meeting at any time.

Shareholders may also requisition a general meeting of a Company in which they hold Shares. 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 relevant Company. The ACD must convene a general meeting no later than eight weeks after receipt of such requisition.

9.3 **Notice and Quorum**

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

9.4 **Voting Rights**

At a general meeting, on a show of hands every Shareholder who (being an individual) is present in person or (being a corporation) is present by its representative properly authorised in that regard, has one vote.

On a poll vote, a Shareholder may vote either in person or by proxy. The voting rights attaching to each Share are such proportion of the voting rights attached to all the Shares in issue that the price of the Share bears to the aggregate price of all the Shares in issue at the date seven days before the notice of meeting is sent out.

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

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

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

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

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

"Shareholders" in this context means Shareholders entered on the Register at a time to be determined by the ACD which is a reasonable time before notices of the relevant meeting are sent out.

9.5 **Variation of Class or Fund rights**

The rights attached to a Class or Fund may not be varied without the sanction of an extraordinary resolution passed at a meeting of Shareholders of that Class or Fund.

## 10. TAXATION

### 10.1 General

The information below is a general guide based on current United Kingdom law and HM Revenue and Customs practice, which are subject to change. It summarises the tax position of the Funds and of investors who are United Kingdom resident (except where indicated) and hold Shares as investments. Prospective investors who are in any doubt about their tax position, or who may be subject to tax in a jurisdiction other than the United Kingdom, are recommended to take professional advice.

### 10.2 The Funds

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

The Funds are generally exempt from United Kingdom tax on capital gains realised on the disposal of investments (including interest-paying securities and derivatives, but excluding non-reporting offshore funds) held within them.

No further tax is payable by the Fund on dividends from United Kingdom and non-United Kingdom companies except where the Fund has made an election to the contrary where this would be more advantageous or where a "Bond" Fund receives a property income distribution. The Funds will each be subject to corporation tax at 20% on most other types of income but after deducting allowable management expenses and the amount of any interest distributions. Where a Fund suffers foreign tax on income received, this may normally be treated as an expense or deducted from any United Kingdom corporation tax payable on that income.

### 10.3 Shareholders

#### 10.3.1 Income - Equity Funds

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

All United Kingdom resident individual taxpayers are entitled to a Dividend Allowance which will exempt the first £2,000 of total dividend income from tax. The tax treatment of dividend distributions will therefore depend on whether those dividend distributions fall within an investor's Dividend Allowance or not. For those dividend distributions that fall within the Dividend Allowance, there is no further tax to pay or reclaim and they do not need to be declared on your tax return. For those dividend distributions that exceed the Dividend Allowance, special tax rates apply and these dividend distributions will need to be declared on your tax return. Basic rate taxpayers will have an additional 7.5% tax liability. Higher rate taxpayers will have an additional 32.5% tax liability. Additional rate taxpayers will have an additional 38.1% tax liability.

Corporate Shareholders who receive dividend distributions may have to divide them into two (in which case the division will be indicated on the tax voucher). Any part representing dividends received from a company will be treated as dividend income and no further tax will be due on it. The remainder will be received as an annual payment after deduction of income tax at the basic rate, and corporate Shareholders may, depending on their circumstances, be liable to tax on the grossed up amount, with the benefit of the 20% income tax credit attached or to reclaim part of the income tax credit as shown on the tax voucher.

#### 10.3.2 Income - Bond Funds

Funds which are so called “Bond” Funds for the purposes of tax currently pay interest distributions which will be automatically retained in the case of accumulation Shares. Details of whether a particular Fund is an “Equity” Fund or a “Bond” Fund for tax purposes are set out in Appendix I. Interest distributions will be paid without the deduction of UK income tax.

United Kingdom resident individual taxpayers are entitled to a Personal Savings Allowance which exempts the first £1,000 of total interest income from tax if they are basic rate taxpayers or exempts from tax the first £500 of total interest income from tax if they are higher rate taxpayers. Additional rate taxpayers are not entitled to a Personal Savings Allowance. The tax treatment of interest distributions will therefore depend on whether those interest distributions fall within an investor’s Personal Savings Allowance or not. For those interest distributions which exceed the Personal Savings Allowance, it will be necessary to declare these on the investor’s tax return. Basic rate taxpayers will have a tax liability of 20% on this income. Higher rate taxpayers will have a tax liability of 40% on it. Additional rate taxpayers will have a tax liability of 45% on it.

Shareholders subject to United Kingdom corporation tax will be liable to tax on their holdings (including any interest distributions or accumulations) under the loan relationships regime described under “Capital gains” below.

10.3.3 **Automatic exchange of information**

Each Company is subject to UK laws requiring the identification of investors who are resident for tax purposes in various other countries and the provision of data regarding holdings and amounts paid out to investors.

In 2010, the US Government enacted rules requiring financial institutions to disclose the name, address, taxpayer identification number and investment information to the US tax authorities. Under local laws implemented following an agreement between the UK and the USA, each Company is required to identify investors who pay tax in the USA and to provide these details to the UK’s tax authority, for sharing with the US tax authority. These rules are generally referred to as ‘FATCA’ and came into force on 1 July 2014.

Following the creation of FATCA, a number of other countries agreed to create a similar system on a global basis. These rules are generally called ‘CRS’ or ‘Common Reporting Standard’ and apply similar identification and reporting rules across a much larger number of countries. The CRS is now in force in the United Kingdom and most of the other countries.

Each Company is also required to report details of interest paid to UK residents to the UK tax authority.

Each Company’s ability to report to the UK’s tax authority under FATCA and CRS will depend on each affected Shareholder providing the Company or its delegate with any information that the Company determines is necessary to satisfy such obligations. By signing an application form to subscribe for Shares or accepting a transfer of Shares in a Company, each affected Shareholder is agreeing to provide such information upon request from the Company or its delegate.

10.3.4 **Income equalisation**

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

applied on all of the Funds and equalisation amounts will be shown on tax vouchers for each distribution and accumulation.

10.3.5 **Capital gains**

Shareholders who are resident in the United Kingdom for tax purposes may, depending on their personal circumstances, be liable to capital gains tax or, if a corporate Shareholder, corporation tax on gains arising from the redemption, transfer or other disposal of Shares (but not on Conversions between Classes within a Fund except when transferring to or from hedged share classes).

Corporate Shareholders in the "Bond" Funds which are subject to corporation tax must treat their Shareholding as a creditor relationship subject to a fair value basis of accounting.

Part of any increase in value of accumulation Shares represents the accumulation of income (including income equalisation). These amounts may be added to the acquisition cost when calculating the capital gain realised on their disposal.

Individual Shareholders will find further information in HM Revenue and Customs' Help Sheets for the capital gains tax pages of their tax returns.

10.4 **Additional information for German Tax Resident Investors**

10.4.1 **Equity Funds**

At least 50% of the value of the following Funds is invested permanently in Equity Participations within the meaning of Sec. 2 (8) German Investment Tax Act:

| **Fund Name** |
|---|
| All China Equity Fund |
| American Franchise Fund |
| Asia Pacific Franchise Fund |
| Global Dynamic Fund |
| Global Environment Fund |
| Global Equity Fund |
| Global Franchise Fund |
| Global Quality Equity Income Fund |
| Global Special Situations Fund |
| Global Strategic Equity Fund |
| UK Alpha Fund |
| UK Equity Income Fund |
| UK Smaller Companies Fund |
| UK Special Situations Fund |
| UK Sustainable Equity Fund |
| UK Total Return Fund |

Equity Participations means shares in corporations admitted to official listing on a stock exchange or admitted to or included in another organised market; shares in corporations which are resident in a Member State of the European Union or in another Contracting State to the Agreement on the European Economic Area and are subject to the income tax for corporations and are not exempt from it; shares in corporations which are resident in a non-member country and are subject to income taxation for corporations of at least

15% and are not exempt from it; shares in other investment funds either (i) equal to the quota of their value actually invested in the aforementioned shares in corporations and published on each valuation day of the other investment fund or (ii) in the amount of the minimum quota specified in the investment terms of the other investment fund.

## 11. WINDING UP OF A COMPANY OR TERMINATION OF A FUND

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

Where a Company is to be wound up or a Fund is to be terminated under the COLL Sourcebook, such winding up or termination may only be commenced following approval by the FCA. The FCA may only give such approval if the ACD provides a statement (following an investigation into the affairs of the relevant Company) either that the relevant Company will be able to meet its liabilities within 12 months of the date of the statement or that the relevant Company will be unable to do so. A Company may not be wound up under the COLL Sourcebook if there is a vacancy in the position of ACD at the relevant time.

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

11.1 if an extraordinary resolution to that effect is passed by Shareholders; or

11.2 when the period (if any) fixed for the duration of that Company or a particular Fund by its Instrument of Incorporation expires, or any event occurs on the occurrence of which that Instrument of Incorporation provides that the Company is to be wound up or a particular Fund terminated (for example, if the share capital of the Company or (in relation to any Fund) the Net Asset Value of the Fund is below £10 million, or if a change in the laws or regulations of any country means that, in the ACD's opinion, it is desirable to terminate the Fund); or

11.3 on the date stated in any agreement by the FCA to a request by the ACD for the revocation of the authorisation order in respect of the Company or for the termination of the relevant Fund; or

11.4 on the effective date of a duly approved scheme of arrangement which is to result in the Company ceasing to hold any Scheme Property; or

11.5 in the case of a Fund, on the effective date of a duly approved scheme of arrangement which is to result in the Fund ceasing to hold any Scheme Property; or

11.6 on the date when all the Funds fall within 11.5 above or have otherwise ceased to hold any Scheme Property, notwithstanding that the Company may have assets and liabilities that are not attributable to any particular Fund.

In addition the Multi-Asset Protector Fund and Multi-Asset Protector Fund 2 may be terminated, in accordance with the Regulations, if:

- the Bank of England's base interest rate is below 1% (in which case it would be particularly difficult to continue to run the Fund in accordance with its investment objective); or

- the derivative contract with a counterparty under which the 80% protection feature for this Fund is provided is terminated (which may be done by either party in certain circumstances). Should this occur the ACD may not be able to enter into an agreement on the same terms in which case it may be necessary to terminate the Fund; or

- the Fund is wholly invested in cash and/or near cash due to the Net Asset Value of the Fund reaching the 80% protection level or where the Fund, due to its investment policy, is holding high levels of cash and/or near cash and this means that the Fund is unable to or materially prejudiced in its ability to meet its investment objective of long term capital growth; or

- the ACD, at its discretion (following consultation with the Depositary), reasonably believes that due to economic or market conditions or for other reasons beyond its control (such as a change in regulation or taxation) its ability to achieve the investment objective or policy is materially impaired and/or such objective or policy are no longer appropriate and/or it is no longer viable to run the Fund or where its continued operation is detrimental to the interest of Shareholders. Should such circumstances arise the ACD will only terminate the Fund once it has considered alternative options and have obtained the approval of the FCA in accordance with the Regulations and subject always to its obligations to consider the best interests of Shareholders.

On the occurrence of any of the above:

11.7 COLL 6.2 (Dealing), COLL 6.3 (Valuation and Pricing) and COLL 5 (Investment and borrowing powers) will cease to apply to the relevant Company or the relevant Fund;

11.8 the relevant Company will cease to issue and cancel Shares in the relevant Company or the relevant Fund and the ACD shall cease to sell or redeem Shares or arrange for the relevant Company to issue or cancel them for the relevant Company or the relevant Fund;

11.9 no transfer of a Share shall be registered and no other change to the Register of Shareholders shall be made without the sanction of the ACD;

11.10 where a Company is being wound up, the relevant Company shall cease to carry on its business except in so far as it is beneficial for the winding up of the relevant Company;

11.11 the corporate status and powers of the relevant Company and subject to 11.4 to 11.7 above, the powers of the Depositary shall continue until the relevant Company is dissolved.

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

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

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

Following the completion of a winding up of the relevant Company or termination of a Fund, the ACD must prepare a final account showing how the winding up or termination took place and how the property was distributed. The Auditors of the relevant Company shall make a report in respect of the final account stating their opinion as to whether the final account has been properly prepared. This final account and the Auditors' report must be sent to the FCA and to each Shareholder (or the first named of joint Shareholders) on it within two months of the completion of the winding up or termination.

## 12. GENERAL INFORMATION

### 12.1 Accounting Periods

The annual accounting period of each Company is detailed below:

Ninety One Funds Series i ends each year on 30 September (its accounting reference date) with an interim accounting period ending on 31 March.

Ninety One Funds Series ii ends each year on 31 December (its accounting reference date) with an interim accounting period ending on 30 June.

Ninety One Funds Series iii ends each year on 28/29 February (its accounting reference date) with an interim accounting period ending on 31 August.

Ninety One Funds Series iv ends each year on 31 May (its accounting reference date) with an interim accounting period ending on 30 November.

The ACD may even out the payments of income within an accounting period by carrying forward income otherwise distributable with a view to augmenting amounts to be paid out at a later date. Details of the Funds for which this policy is currently considered are set out in Appendix I.

### 12.2 Income Allocations

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

In relation to income Shares, distributions of income for each Fund in which income Shares are issued are paid by cheque or BACS directly into a Shareholder's bank account on or before the relevant income allocation date in each year as set out in Appendix I.

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

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

The amount available for accumulation or for distribution in any accounting period is calculated by taking the aggregate of the income received or receivable for the account of the relevant Fund in respect of that period, and deducting the charges and expenses of 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 other matters.

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

### 12.3 Annual Reports

The annual report of each Company will normally be published within four months from the end of each annual accounting period and the half yearly report will be published within two months

of each interim accounting period. A report containing the full accounts is available to any person free of charge on request.

12.4 **Documents of each Company**

The following documents may be inspected free of charge during normal business hours on any business day at the offices of the ACD at 55 Gresham Street, London, EC2V 7EL:

12.4.1 the most recent annual and half yearly reports of each Company;

12.4.2 the Prospectus;

12.4.3 the Instruments of Incorporation (and any amending documents); and

12.4.4 the material contracts referred to below.

Shareholders may obtain copies of the above documents from the ACD. The ACD may make a charge at its discretion for copies of documents (apart from the most recent annual and half yearly reports of each Company and the Prospectus which are available to any person free of charge on request).

12.5 **Material Contracts**

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

12.5.1 Depositary Agreements:

Ninety One Funds Series i (formerly called Investec Funds Series i) dated 18 March 2016

Ninety One Funds Series ii (formerly called Investec Funds Series ii) dated 18 March 2016

Ninety One Funds Series ii (formerly called Investec Funds Series iii) dated 18 March 2016

Ninety One Funds Series iv (formerly called Investec Funds Series iv) dated 18 March 2016

12.5.2 ACD Agreements:

Ninety One Funds Series i (formerly called Investec Funds Series i) dated 14 September 2001

Ninety One Funds Series ii (formerly called Investec Funds Series ii) dated 14 September 2001

Ninety One Funds Series iii (formerly called Investec Funds Series iii) dated 3 January 2003

Ninety One Funds Series iv (formerly called Investec Funds Series iv) dated 27 June 2005

Details of the above contracts are given under section 6 “Management and Administration”.

12.6 **Provision of Investment Advice**

All information concerning each Company and about investing in Shares of each Company is available from the ACD at 55 Gresham Street, London, EC2V 7EL. The ACD is not authorised to give investment advice and persons requiring such advice should consult a professional financial adviser. All applications for Shares are made solely on the basis of the current Prospectus, and investors should ensure that they have the most up to date version.

12.7 **Telephone Recordings and electronic communications**

Telephone conversations and electronic communications between you and representatives of the Companies or any of the Companies' agents or delegates will be recorded where required to comply with applicable law and regulation. Recordings of these communications will be retained in accordance with and to comply with applicable law and regulation.

12.8 **Complaints**

Complaints concerning the operation or marketing of the Companies may be referred to the Compliance Officer of the ACD at 55 Gresham Street, London, EC2V 7EL or, if you subsequently wish to take your complaint further, direct to the Financial Ombudsman Service at Exchange Tower, London E14 9SR.

12.9 **Risk Management**

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

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

12.9.2 the methods used in relation to 12.9.1; and

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

12.10 **Notices**

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

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

The Investment Manager, on behalf of 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 Investment Manager's website at www.ninetyone.com/united-kingdom as are the details of the actions taken on the basis of this strategy in relation to each Fund.

12.12 **Best Execution**

The Investment Manager's execution policy sets out the basis upon which the Investment Manager will effect transactions and place orders in relation to each Company whilst complying with its obligations under the FCA Handbook to obtain the best possible result for the ACD on behalf of the Company.

Details of the best execution policy are available from the ACD on request.

12.13 **ACD facilitated payments**

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

12.14 **Benchmarks Regulation: Indices or benchmarks**

**The following Funds use a benchmark(s) (for the purposes of Regulation (EU) 2016/1011 'the Benchmarks Regulation') whose administrator appears on the ESMA register. Where the ACD uses a benchmark for the purposes of the Benchmarks Regulation, it will, where relevant maintain a written plan setting out the actions that will be taken in the event of the benchmark materially changing or ceasing to be provided:**

| **Fund** | **Benchmark** | **Administrator** |
|---|---|---|
| UK Smaller Companies Fund | Numis Smaller Companies plus AIM (excluding Investment Trusts) Index | Numis Securities Limited |
| Emerging Markets Blended Debt Fund | JPM Emerging Markets Blended Hard Currency/Local Currency 50-50 Index | J.P. Morgan Securities PLC |

## APPENDIX I

## FUND DETAILS

The object of each Company is to invest the Scheme Property in transferable securities, money market instruments, cash and near cash, derivative instruments and forward transactions, deposits and units in collective investment schemes in accordance with the FCA Handbook and with the type of authorisation of the relevant Company (which may include stock lending, borrowing, cash holdings, hedging and using other investment techniques permitted in applicable FCA Handbook*), with the aim of spreading investment risk and giving its Shareholders the benefit of the results of the management of that property.

Each Company invests its Funds' assets in accordance with the investment objectives and policies described below. Where a Fund uses the term "primarily" in its objective and policy this is used to mean at least two-thirds of its assets.

An investment in a company shall be corresponding to a country, continent or region if such company is domiciled, listed in or exercising the predominant part of its economic activity in such country continent or region. An investment shall be corresponding to a currency if the investment is originally denominated in such currency.

Unless otherwise specified in the objective and policy below, the Funds' performance aims are gross of fees i.e. before any fees are applied to the return Shareholders may receive.

The ACD may use benchmarks i.e. an index or similar factor: to limit or constrain how a Fund's portfolio is constructed ("constraining benchmark"); as a performance target for a Fund ("performance target"); or to compare a Fund's performance ("comparator"). The ACD may use the same benchmark for one or more of these purposes and may also use multiple benchmarks in relation to a Fund. Where the ACD uses a constraining benchmark, this will be disclosed in the Fund's investment policy in the Fund specific details below. Where the ACD uses a performance target benchmark, this will be disclosed in the Fund's investment objective in the Fund specific details below. Where the ACD uses a comparator, this will be disclosed in the benchmark section in the Fund specific details below. References to a benchmark in a specific Fund's details below shall be read and construed in this context. Please note it is not mandatory for the ACD to use a benchmark. Where no benchmark is used, the ACD will explain how Shareholders may assess the Fund's performance in the Fund specific details below.

Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers) to facilitate comparison between funds with broadly similar characteristics. Performance data of funds within specific sectors may be prepared and published by data providers and may also be used by the ACD when comparing performance of the Fund. Should the ACD choose to compare the Fund's performance to a sector average, the data source used by the ACD will be Morningstar.

***The Funds are not currently entering into stock lending transactions or repo contracts.**

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|---|---|
| **Name:** | **All China Equity Fund** |
| **FCA Product Reference Number:** | **828070** |
| **Company:** | **Ninety One Funds Series ii** |
| **Type of Fund:** | **UCITS scheme** |
| **Launch date:** | Not yet launched |
| **Investment Objective and Policy:** | The Fund aims to provide long-term capital growth and income.<br><br>The Fund primarily invests in shares or share-related securities issued by companies that are either incorporated, listed, carry out a significant portion of their operations in, or derives a significant part of their revenue from, Greater China.<br><br>The Fund may invest in these companies directly through investment in shares (e.g. China A shares) or indirectly through other transferable securities (e.g. equity linked notes), derivatives or units or shares in funds.<br><br>The Fund may also invest in other transferable securities, money market instruments, cash or near cash, deposits, units or shares in other funds (up to 10%) and derivatives and forward transactions (for Efficient Portfolio Management and investment purposes).<br><br>Where reference is made to the Fund investing in other funds, these funds may be managed by the Investment Manager, the Investment Manager's affiliates or a third party. |
| **Benchmark:** | The ACD compares the Fund's performance to the MSCI China All Shares Index (Total Return Net). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA China/Greater China sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 31 December |
| **Interim accounting date:** | 30 June |

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| **Income distribution date:** | 28/29 February (there is no interim distribution) |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustments:** | The typical estimated amount of a dilution adjustment, based on future projections, when the Fund is experiencing net acquisitions of Shares is 0.1791% and the rate of dilution adjustment when the Fund is experiencing net redemptions of Shares is –0.2173%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**<br><br>**Borrowing: The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent**. |

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| **Name:** | **American Franchise Fund** |
| **FCA Product Reference Number:** | **633863** |
| **Company:** | **Ninety One Funds Series ii** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to achieve long-term capital growth primarily through investment in a portfolio of equities issued by USA companies and in derivatives the underlying assets of which are equities issued by USA companies.<br><br>At least two thirds of the Fund's total assets will be in equities issued by USA companies and in derivatives the underlying assets of which are equities issued by USA companies for investment purposes in order to meet the investment objectives of the Fund and/or Efficient Portfolio Management purposes. Using these investment powers for investment purposes means, in particular, maintaining positions in these investments for the longer term rather than just for tactical short term purposes. The Fund will focus investment on equities deemed to be of high quality which are typically associated with strong brands or franchises.<br><br>Up to one third of the Fund's total assets could be in cash and near cash (which includes money market instruments and deposits) denominated in a freely convertible currency, other derivatives, other transferable securities and units or shares in other collective investment schemes, although only up to 10% of the Fund could be held in collective investment schemes, which may be managed by the Investment Manager, the Investment Manager's affiliates or a third party.<br><br>Furthermore, use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook. |
| **Benchmark:** | The ACD compares the Fund's performance to the S&P 500 Index (Total Return Net). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA North America sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |

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| **Final accounting date:** | 31 December |
| **Interim accounting date:** | 30 June |
| **Income distribution date:** | 28/29 February (there is no interim distribution) |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustments:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.0511% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.0382%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**<br><br>**Borrowing: The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent**. |

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| **Name:** | **Asia Pacific Franchise Fund** |
| **FCA Product Reference Number:** | **633860** |
| **Company:** | **Ninety One Funds Series ii** |
| **Type of Fund:** | **UCITS scheme** |
| Investment Objective and Policy: | The Fund aims to achieve long term-capital growth primarily through investment in equities issued by companies in the Asia Pacific region, excluding Japan and in derivatives the underlying assets of which are equities issued by companies in the Asia Pacific region, excluding Japan.<br><br>The Asia Pacific region, excluding Japan includes Australia, Hong Kong, Singapore, Malaysia, Thailand, Taiwan, South Korea, the Philippines, Indonesia, China, India and New Zealand.<br><br>In particular, the Investment Manager will seek to invest in companies that are expected to benefit from the growth and development of the Chinese economy. The Fund will focus investment on equities deemed to be of high quality which are typically associated with strong brands or franchises.<br><br>At least two thirds of the Fund's total assets will be in equities issued by companies in the Asia Pacific region, excluding Japan and in derivatives the underlying assets of which are equities issued by companies in the Asia Pacific region, excluding Japan for investment purposes in order to meet the investment objectives of the Fund and/or Efficient Portfolio Management purposes. Using these investment powers for investment purposes means, in particular, maintaining positions in these investments for the longer term rather than just for tactical short term purposes.<br><br>Up to one third of the Fund's total assets could be in cash and near cash (which includes money market instruments and deposits) denominated in a freely convertible currency, other derivatives, other transferable securities and units or shares in other collective investment schemes, although only up to 10% of the Fund could be held in collective investment schemes, which may be managed by the Investment Manager, the Investment Manager's affiliates or a third party. The Fund may have exposure to Japanese companies through these assets but such exposure will not form a predominant part of the Fund's portfolio.<br><br>Furthermore, use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook. |
| **Benchmark:** | The ACD compares the Fund's performance to the MSCI All Country Asia Pacific ex Japan Index (Total Return Net). The index is deemed to be a good representation of the Fund's investable universe and is |

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| | widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA Asia Pacific excluding Japan sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 31 December |
| **Interim accounting date:** | 30 June |
| **Income distribution date:** | 28/29 February (there is no interim distribution) |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution Adjustments:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.1457% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.1875%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**<br><br>**Borrowing: The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Cautious Managed Fund** |
| **FCA Product Reference Number:** | **633848** |
| **Company:** | **Ninety One Funds Series i** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to provide a combination of income and long term capital growth by investing conservatively in a diversified portfolio of equities, bonds and other fixed interest securities of high quality and marketability.<br><br>The Fund targets a return of UK Consumer Prices Index (CPI) +4% each year (gross of fees), over 5 year rolling periods.<br><br>While the Fund aims to achieve its objective and its performance target, there is no guarantee that either will be achieved, over 5 year rolling periods or over any period and there is a risk of loss.<br><br>At all times the Fund's equity exposure will be limited to a maximum of 60% of the portfolio value.<br><br>Where reference is made to investment in "high quality" bonds this shall be defined as investment grade bonds.<br><br>Bonds held may be corporate or Government and of any duration and may be investment grade or sub investment grade.<br><br>Furthermore up to 10% in value of the property of this Fund may be invested in units or shares in other collective investment schemes.<br><br>The Fund may also invest, at the ACD's discretion, in other transferable securities<br><br>The Fund may, in addition to its other investment powers, use cash and near cash (which includes money market instruments and deposits) and exchange traded and over the counter derivatives and forward currency contracts for investment purposes. Using these investment powers for investment purposes means, in particular, maintaining positions in these investments for the long term rather than just for tactical short-term purposes.<br><br>Furthermore, use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook. |
| **Benchmark:** | The performance target has been chosen by the ACD as it sets a realistic expectation, given the current market environment, of the Fund's long-term real returns based on the principal asset types available for investment. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA Mixed Investment 20-60% Shares sector average. Many funds sold in the UK are grouped into |

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| | sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 30 September |
| **Interim accounting dates:** | 31 December, 31 March and 30 June |
| **Income distribution dates:** | 30 November, 28/29 February, 31 May and 31 August<br>The ACD may even out the income within an accounting period by carrying forward income otherwise distributable with a view to augmenting amounts to be paid out at a later date. |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustment:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.1563% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.0780%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**<br>**Borrowing: The Fund will continue to have the power, as currently, to borrow up to 10% of the Fund, provided such borrowing is temporary and not persistent.** |

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| **Name:** | **Diversified Growth Fund** |
| **FCA Product Reference Number:** | **636976** |
| **Company:** | **Ninety One Funds Series iv** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to provide long-term real returns measured in Sterling through a combination of income and capital growth by investing primarily in a globally diversified portfolio of assets. The Fund targets a return of UK CPI +5% (gross of fees) per annum over rolling 5 year periods. While the Fund aims to achieve real returns and its performance target, there is no guarantee that either will be achieved over the long term, or over any period of time. There is no guarantee that all capital invested in the Fund will be returned.<br><br>The Fund may take investment exposure to global equities, fixed interest instruments, cash and near cash (which includes money market instruments and deposits in any currency), commodities, property and alternative assets (such as hedge funds and private equity funds).<br><br>Any such exposures could be gained by direct investment or through funds, though no direct investments in property or commodities will be made and investment in alternative assets will be restricted to UCITS funds and transferable securities.<br><br>The proportion of the Fund allocated to each asset class will be actively managed. Equity exposure will be limited to a maximum of 85% of the Fund value.<br><br>Fixed interest instruments held may be corporate or Government and of any duration and may be investment grade or sub investment grade.<br><br>In addition, the Fund may use derivatives and forward transactions for Efficient Portfolio Management and investment purposes.<br><br>Up to 100% in value of the property of the Fund may be invested in units or shares of other collective investment schemes, which may be managed by the Investment Manager, the Investment Manager's affiliates or a third party. The Fund may also invest, at the ACD's discretion, in other transferable securities.<br><br>Real returns are returns in excess of UK inflation, (currently measured by the increase in the UK Consumer Price Index (CPI)). |
| **Benchmark:** | The performance target has been chosen by the ACD as it sets a realistic expectation, given the current market environment, of the Fund's long-term real returns based on the principal asset types available for investment. |

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| **Final accounting date:** | 31 May |
| **Interim accounting date:** | 30 November |
| **Income distribution date:** | 31 July (there is no interim distribution)<br>The ACD may even out the income within an accounting period by carrying forward income otherwise distributable with a view to augmenting amounts to be paid out at a later date. |
| **ISA status:** | Qualifying Investment for stocks and shares ISA |
| **Past performance:** | Past performance information is set out in Appendix VI |
| **Dilution adjustments:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.0892% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.0599%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, the use of derivatives by this Fund may still increase the risk in the Fund by multiplying the effect of both gains and losses. This may lead to large changes in the value of the Fund and potentially large financial loss.**<br><br>**The Fund may use total return swaps and derivatives with similar characteristics to gain exposure to underlying assets e.g. a basket of securities or an index. The Fund may use these types of instrument to gain access to the returns of (including but not limited to) certain bonds, equities and commodities or other instruments that provide related returns when it is efficient to do so from an accessibility and/or cost perspective. The expected proportion of the assets under management of the Fund that could be subject to total return swaps (including contracts for difference) is <10%, subject to a maximum of 50%.**<br><br>**The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Diversified Income Fund** |
| **FCA Product Reference Number:** | **633849** |
| **Company:** | **Ninety One Funds Series i** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to provide income with the opportunity for long-term capital growth.<br><br>The Fund will invest in both fixed interest instruments and equities and in derivatives the underlying assets of which are fixed interest instruments and equities in order to benefit from risk reduction through diversification. Investment will be oriented towards fixed interest instruments and may include international as well as UK investments.<br><br>Fixed interest instruments held may be corporate or Government and of any duration and may be investment grade or sub investment grade.<br><br>The Fund may also invest, at the ACD's discretion, in other transferable securities, cash and near cash (which includes money market instruments and deposits) and other exchange traded and over the counter derivatives and forward transactions for investment purposes. Using these investment powers for investment purposes means, in particular, maintaining positions in these investments for the long term rather than just for tactical short-term purposes.<br><br>Use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook.<br><br>Furthermore up to 10% in value of the property of this Fund may be invested in units or shares in other collective investment schemes. |
| **Benchmark:** | The ACD compares the Fund's performance to a return of 4% each year in GBP. The performance comparator has been chosen by the ACD as it is a reasonable benchmark by which to measure the Fund's returns based on current market conditions and the principal asset types available for investment. |
| **Final accounting date:** | 30 September |
| **Interim accounting dates:** | Last day of every month |
| **Income distribution dates:** | This Fund will distribute income on a monthly basis. All monthly income payments will be made two months after the relevant interim accounting date.<br><br>The ACD may even out the income within an accounting period by carrying forward income otherwise distributable with a view to augmenting amounts to be paid out at a later date. |

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| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustment:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.1611% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.1166%. |
| **Status of Fund for tax purposes:** | The Fund is a Bond Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, the use of derivatives by this Fund may still increase the risk in the Fund by multiplying the effect of both gains and losses. This may lead to large changes in the value of the Fund and potentially large financial loss.**<br><br>**The Fund may use total return swaps and derivatives with similar characteristics to gain exposure to underlying assets e.g. a basket of securities or an index. The Fund may use these types of instrument to gain access to the returns of (including but not limited to) certain bonds or other instruments that provide bond related returns when it is efficient to do so from an accessibility and/or cost perspective. The expected proportion of the assets under management of the Fund that could be subject to total return swaps (including contracts for difference) is <10%, subject to a maximum of 50%.**<br><br>**The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Emerging Markets Blended Debt Fund** |
| **FCA Product Reference Number:** | **636982** |
| **Company:** | **Ninety One Funds Series iv** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to provide income and generate capital gains over the long term primarily through investment in public sector, sovereign and corporate fixed interest instruments issued by emerging market borrowers or borrowers that derive a predominant part of their economic activity from emerging market countries.<br><br>These instruments may be denominated in either local currencies or hard currencies (globally traded major currencies) and may be investment grade or sub-investment grade.<br><br>The Fund uses currency hedging derivatives to seek to reduce the impact of exchange rate movements between its base currency (Pounds Sterling) and US Dollars, consistent with the currency hedging in the Fund's performance comparison index*. This hedging will be implemented automatically regardless of whether the rate of exchange between Sterling and US Dollars is increasing or decreasing. These derivatives are being used for Efficient Portfolio Management and investment purposes.<br><br>The currency hedging in the Fund seeks to reduce, but is not intended to remove, currency risk between Sterling and US Dollars. The Fund's actual exposure to US Dollars at any time may be higher or lower than the US Dollar exposure hedged to Sterling in the performance comparison index, depending on the Investment Manager's investment view on currency returns and/or volatility. Where higher, this will result in additional currency exposure within the Fund to US Dollars. Where lower, this will result in additional currency exposure within the Fund to Sterling.<br><br>The Fund may also invest in other transferable securities, money market instruments, cash and near cash, deposits, units or shares in other collective investment schemes (up to 10%) and other derivatives (for Efficient Portfolio Management and investment purposes). |
| **Benchmark:** | The ACD compares the Fund's performance to the following composite index: *JPM Emerging Markets Blended Hard Currency/Local Currency 50-50 Index. The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA Global Emerging Markets Bond - Blended sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents |

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| | UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 31 May |
| **Interim accounting dates:** | 28/29 February, 31 August, 30 November |
| **Income distribution dates:** | 30 April, 31 July, 31 October, 31 January<br>The ACD may even out the income within an accounting period by carrying forward income otherwise distributable with a view to augmenting amounts to be paid out at a later date. |
| **ISA status:** | Qualifying investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustments:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.2599% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.2599%. |
| **Status of Fund for tax purposes:** | The Fund is a Bond Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, the use of derivatives by this Fund may still increase the risk in the Fund by multiplying the effect of both gains and losses. This may lead to large changes in the value of the Fund and potentially large financial loss.**<br>**The Fund may use total return swaps and derivatives with similar characteristics to gain exposure to underlying assets e.g. a basket of securities or an index. The Fund may use these types of instrument to gain access to the returns of (including but not limited to) certain bonds or other instruments that provide bond related returns when it is efficient to do so from an accessibility and/or cost perspective. The expected proportion of the assets under management of the Fund that could be subject to total return swaps (including contracts for difference) is <10%, subject to a maximum of 50%.**<br>**The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Emerging Markets Equity Fund** |
| **FCA Product Reference Number:** | **636983** |
| **Company:** | **Ninety One Funds Series iv** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to achieve long term capital growth primarily through investment in shares of companies with an exposure to emerging markets.<br><br>The companies will be those established and/or listed on an exchange in emerging markets, or companies which are established and/or listed on exchanges outside emerging markets but which carry out a significant proportion of their economic activity in emerging markets and/or are controlled by entities established and/or listed in emerging markets.<br><br>The Fund may also invest in other transferable securities, money market instruments, cash or near cash, deposits, units or shares in other collective investment schemes (up to 10%) and derivatives (for Efficient Portfolio Management and investment purposes). |
| **Benchmark:** | The ACD compares the Fund's performance to the MSCI Emerging Markets Index (Total Return Net). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA Global Emerging Markets sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 31 May |
| **Interim accounting date:** | 30 November |
| **Income distribution date:** | 31 July (there is no interim distribution) |
| **ISA status:** | Qualifying investment for stocks and shares ISA |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustments:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.1851% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.1906%. |

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| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**<br><br>**The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Emerging Markets Local Currency Debt Fund** |
| **FCA Product Reference Number:** | **636454** |
| **Company:** | **Ninety One Funds Series iii** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to provide income with the opportunity for long term capital growth primarily through investment in public sector, sovereign and corporate bonds issued by emerging market borrowers and in derivatives the underlying assets of which are public sector, sovereign and corporate bonds issued by emerging market borrowers.<br><br>At least two thirds of the Fund's total assets will be in public sector, sovereign and corporate bonds issued by emerging market borrowers and in derivatives the underlying assets of which are public sector, sovereign and corporate bonds issued by emerging market borrowers for investment purposes in order to meet the investment objectives of the Fund and/or Efficient Portfolio Management purposes. Using these investment powers for investment purposes means, in particular, maintaining positions in these investments for the longer term rather than just for tactical short term purposes.<br><br>Up to one third of the Fund's total assets could be in cash and near cash (which includes money market instruments and deposits) denominated in a freely convertible currency, other derivatives, other transferable securities and units or shares in other collective investment schemes, although only up to 10% of the Fund could be held in collective investment schemes.<br><br>Furthermore, use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook. |
| **Benchmark:** | The ACD compares the Fund's performance to the JPMorgan Global Bond Index-Emerging Markets Global Diversified Index. The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA Global Emerging Markets Bond - Local Currency sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |

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| **Final accounting date:** | 28/29 February |
| **Interim accounting dates:** | 31 May, 31 August, 30 November |
| **Income distribution dates:** | 30 April, 31 July, 31 October, 31 January<br>The ACD may even out the income within an accounting period by carrying forward income otherwise distributable with a view to augmenting amounts to be paid out at a later date. |
| **ISA status:** | Qualifying Investment for stocks and shares ISA |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustments:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.2065% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.2065%. |
| **Status of Fund for tax purposes:** | The Fund is a Bond Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, the use of derivatives by this Fund may still increase the risk in the Fund by multiplying the effect of both gains and losses. This may lead to large changes in the value of the Fund and potentially large financial loss.**<br>**The Fund may use total return swaps and derivatives with similar characteristics to gain exposure to underlying assets e.g. a basket of securities or an index. The Fund may use these types of instrument to gain access to the returns of (including but not limited to) certain bonds or other instruments that provide bond related returns when it is efficient to do so from an accessibility and/or cost perspective. The expected proportion of the assets under management of the Fund that could be subject to total return swaps (including contracts for difference) is <10%, subject to a maximum of 50%.**<br>**The Fund may also borrow up to 10% of the Fund provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Enhanced Natural Resources Fund** |
| **FCA Product Reference Number:** | **633856** |
| **Company:** | **Ninety One Funds Series i** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to achieve long term capital growth primarily through investment in securities issued by companies around the globe that are expected to benefit from a long term increase in the prices of commodities and natural resources, and in related derivatives.<br><br>Such companies will be involved in mining, extracting, producing, processing or transporting a natural resource or commodity or will be companies which provide services to such companies or will be companies that issue securities whose performance is related to the prices of specific commodities or commodity derivatives. The derivatives may be used both for hedging and for investment purposes.<br><br>The Fund may also invest in other transferable securities, money market instruments, cash and near cash, derivatives and forward transactions, deposits and units in collective investment schemes (up to 10%). |
| **Benchmark:** | The ACD compares the Fund's performance to the MSCI All Countries World Select Natural Resources Cap Index (Total Return Net). The index is deemed to be a good representation of the Fund's investable universe and it is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Final accounting date:** | 30 September |
| **Interim accounting date:** | 31 March |
| **Income distribution date:** | 30 November (there is no interim distribution) |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution Adjustment:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.2631% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.1338%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks. |

**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and, meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, the use of derivatives by this Fund may still increase the risk in the Fund by multiplying the effect of both gains and losses. This may lead to large changes in the value of the Fund and potentially large financial loss.**

**The Fund may use total return swaps and derivatives with similar characteristics to gain exposure to underlying assets e.g. a basket of securities or an index. The Fund may use these types of instrument to gain access to the returns of (including but not limited to) certain bonds, equities and commodities or other instruments that provide related returns when it is efficient to do so from an accessibility and/or cost perspective. The expected proportion of the assets under management of the Fund that could be subject to total return swaps (including contracts for difference) is <10%, subject to a maximum of 50%.**

**Borrowing: The Fund may borrow up to 10% of the Fund, provided such borrowing is temporary and not persistent.**

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| **Name:** | **Global Dynamic Fund** |
| **FCA Product Reference Number:** | **636451** |
| **Company:** | **Ninety One Funds Series iii** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to achieve long term capital growth primarily through investment in a focussed portfolio of equities issued by companies established in any country and in derivatives the underlying assets of which are equities issued by companies established in any country.<br><br>The Fund will be managed actively.<br><br>At least two thirds of the Fund's total assets will be invested in a focussed portfolio of equities issued by companies established in any country and in derivatives the underlying assets of which are equities issued by companies established in any country for investment purposes in order to meet the investment objectives of the Fund and/or Efficient Portfolio Management purposes. Using these investment powers for investment purposes means, in particular, maintaining positions in these investments for the longer term rather than just for tactical short term purposes.<br><br>Up to one third of the Fund's total assets could be in cash and near cash (which includes money market instruments and deposits) denominated in a freely convertible currency, other derivatives, other transferable securities and units or shares in other collective investment schemes, although only up to 10% of the Fund could be held in collective investment schemes.<br><br>Furthermore, use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook. |
| **Benchmark:** | The ACD compares the Fund's performance to the MSCI All Countries World Index (Total Return Net). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA Global sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 28/29 February |

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| **Interim accounting date:** | 31 August |
| **Income distribution date:** | 30 April (there is no interim distribution) |
| **ISA status** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustments:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.1031% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.0763%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and, meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**<br><br>**The Fund may also borrow up to 10% of the Fund provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Global Energy Fund** |
| **FCA Product Reference Number:** | **633864** |
| **Company:** | **Ninety One Funds Series ii** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to achieve long term capital growth primarily through investment in equities issued by companies around the globe involved in the exploration, production or distribution of oil, gas and other energy sources or companies which service the energy industry and in derivatives the underlying assets of which are equities issued by companies around the globe involved in the exploration, production or distribution of oil, gas and other energy sources or companies which service the energy industry.<br><br>At least two thirds of the Fund's total assets will be in equities issued by companies around the globe involved in the exploration, production or distribution of oil, gas and other energy sources or companies which service the energy industry and in derivatives the underlying assets of which are equities issued by companies around the globe involved in the exploration, production or distribution of oil, gas and other energy sources or companies which service the energy industry for investment purposes in order to meet the investment objectives of the Fund and/or Efficient Portfolio Management purposes. Using these investment powers for investment purposes means, in particular, maintaining positions in these investments for the longer term rather than just for tactical short term purposes.<br><br>Up to one third of the Fund's total assets could be in cash and near cash (which includes money market instruments and deposits) denominated in a freely convertible currency, other derivatives, other transferable securities and units or shares in other collective investment schemes, although only up to 10% of the Fund could be held in collective investment schemes.<br><br>Furthermore, use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook. |
| **Benchmark:** | The ACD compares the Fund's performance to the MSCI All Countries World Energy + Global Environment ex Select GICS 10-40 Index (Total Return Net). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |

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| **Final accounting date:** | 31 December |
| **Interim accounting date:** | 30 June |
| **Income distribution date:** | 28/29 February (there is no interim distribution) |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution Adjustment:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.2332% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.0973%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**<br><br>**Borrowing: The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Global Environment Fund** |
| **FCA Product Reference Number:** | **914980** |
| **Company:** | **Ninety One Funds Series iii** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to grow the value of your investment and provide income over at least 5 year periods, after allowing for fees.<br><br>The Fund invests primarily (at least two-thirds and typically substantially more) in the shares of companies which the Investment Manager believes contribute to positive environmental change through sustainable decarbonisation (the process of reducing carbon dioxide emissions).<br><br>This means the Investment Manager focuses on identifying companies whose products, technologies and/or services avoid carbon, relative to their industry peers. These companies are typically committed to renewable energy, resource efficiency and/or electrification (the process of powering by electricity by switching from other power sources).<br><br>This approach means that not all companies in the portfolio will have low absolute levels of carbon emissions as the company's shares may be selected because the Investment Manager believes the company contributes to sustainable decarbonisation in another way. The Fund does not place a time limit on an investment in the shares of a company and may remain invested in the shares of companies that do not reduce their absolute carbon emissions, provided that the company continues to meet the criteria set out above.<br><br>These companies may be located anywhere in the world, be of any size and operate within any industry sector. The Fund may, at times, invest in a relatively small number of companies.<br><br>The Fund may invest in other transferable securities (e.g. shares and bonds), money market instruments, cash or near cash, deposits, units or shares in other funds (up to 10%) (which may be managed by the Investment Manager, one of its affiliates or a third party) and derivatives (for investment purposes and/or managing the Fund in a way that is designed to reduce risk or cost and/or generate extra income or growth with a low level of risk). |
| **Benchmark:** | The ACD compares the Fund's performance to MSCI All Country World Index. The index is deemed to be a good representation of a global equity fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of |

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| | the index is used by the ACD to compare performance instead. |
| **Final accounting date:** | 28/29 February |
| **Interim accounting date:** | 31 August |
| **Income distribution date:** | 30 April (there is no interim distribution) |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustments:** | The typical estimated amount of a dilution adjustment, based on future projections, when the Fund is experiencing net acquisitions of Shares is 0.3245% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.3367%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, the use of derivatives by this Fund may still increase the risk in the Fund by multiplying the effect of both gains and losses. This may lead to large changes in the value of the Fund and potentially large financial loss.**<br><br>**The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Global Equity Fund** |
| **FCA Product Reference Number:** | **636449** |
| **Company:** | **Ninety One Funds Series iii** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to achieve long term capital growth primarily through investment in a focused portfolio of equities issued by companies established in the larger, more liquid equity markets of the USA, Continental Europe, UK and Japan and in derivatives the underlying assets of which are equities issued by companies established in the larger, more liquid equity markets of the USA, Continental Europe, UK and Japan.<br><br>The Fund will not be dominated by a specific investment style.<br><br>At least two thirds of the Fund's total assets will be in equities issued by companies established in the larger, more liquid equity markets of the USA, Continental Europe, UK and Japan and in derivatives the underlying assets of which are equities issued by companies established in the larger, more liquid equity markets of the USA, Continental Europe, UK and Japan for investment purposes in order to meet the investment objectives of the Fund and/or Efficient Portfolio Management purposes. Using these investment powers for investment purposes means, in particular, maintaining positions in these investments for the longer term rather than just for tactical short term purposes.<br><br>Up to one third of the Fund's total assets could be in cash and near cash (which includes money market instruments and deposits) denominated in a freely convertible currency, other derivatives, other transferable securities and units or shares in other collective investment schemes, although only up to 10% of the Fund could be held in collective investment schemes.<br><br>Furthermore, use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook. |
| **Benchmark:** | The ACD compares the Fund's performance to the MSCI All Countries World Index (Total Return Net). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA Global sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to |

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| | facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 28/29 February |
| **Interim accounting date:** | 31 August |
| **Income distribution date:** | 30 April (there is no interim distribution) |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustments:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.0951% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.0726%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and, meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**<br><br>**The Fund may also borrow up to 10% of the Fund provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Global Franchise Fund** |
| **FCA Product Reference Number:** | **636984** |
| **Company:** | **Ninety One Funds Series iv** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to achieve long-term capital growth primarily through investment in shares of companies around the world.<br><br>The Fund will be unrestricted in its choice of companies either by size or industry, or in terms of the geographical location.<br><br>The Fund will focus investment in companies deemed to be of high quality which are typically ~~those~~ associated with global brands or franchises.<br><br>The Fund may also invest in other transferable securities, money market instruments, cash or near cash, deposits, units or shares in other collective investment schemes (up to 10%) and derivatives (for Efficient Portfolio Management and investment purposes). |
| **Benchmark:** | The ACD compares the Fund's performance to the MSCI All Countries World Index (Total Return Net). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA Global sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 31 May |
| **Interim accounting date:** | 30 November |
| **Income distribution date:** | 31 July (there is no interim distribution) |
| **ISA status:** | Qualifying investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustments:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.0948% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.0446%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |

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| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and, meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss. The Fund may also borrow up to 10% of the Fund provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Global Gold Fund** |
| **FCA Product Reference Number:** | **636452** |
| **Company:** | **Ninety One Funds Series iii** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to achieve long term capital growth primarily through investment in equities issued by companies around the globe involved in gold mining and in derivatives the underlying assets of which are equities issued by companies around the globe involved in gold mining.<br><br>At least two thirds of the Fund's total assets will be in equities issued by companies around the globe involved in gold mining and in derivatives the underlying assets of which are equities issued by companies around the globe involved in gold mining for investment purposes in order to meet the investment objectives of the Fund and/or Efficient Portfolio Management purposes. Using these investment powers for investment purposes means, in particular, maintaining positions in these investments for the longer term rather than just for tactical short term purposes.<br><br>Up to one third of the Fund's total assets may be invested in companies around the globe that are involved in mining for precious metals apart from gold as well as other minerals and metals, in cash and near cash (which includes money market instruments and deposits) denominated in a freely convertible currency, other derivatives, other transferable securities and units or shares in other collective investment schemes, although only up to 10% of the Fund could be held in collective investment schemes.<br><br>Furthermore, use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook. |
| **Benchmark:** | The ACD compares the Fund's performance to the NYSE Arca Gold Miners Index (Total Return). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Final accounting date:** | 28/29 February |
| **Interim accounting date:** | 31 August |
| **Income distribution date:** | 30 April (there is no interim distribution) |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |

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| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustments:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.2159% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.2008%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and, meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss. The Fund may also borrow up to 10% of the Fund provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Global Multi-Asset Total Return Fund** |
| **FCA Product Reference Number:** | **633854** |
| **Company:** | **Ninety One Funds Series i** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to achieve long-term total returns comprised of income and capital growth primarily through investment in a diversified portfolio of global assets and related derivatives. These assets may include, but are not limited to, equities, fixed interest instruments, commodities, property and other alternative assets (such as hedge funds, infrastructure funds and private equity funds). While the Fund aims to achieve a positive return there is no guarantee it will be achieved over the long term, or over any period of time. There is no guarantee that all capital invested in the Fund will be returned.<br>Any such exposures could be gained by direct investment, use of derivatives or through funds though no direct investments in property or commodities will be made and investment in alternative assets will be restricted to UCITS funds and transferable securities.<br><br>Up to 100% in value of the property of the Fund may be invested in units in other collective investment schemes, which may be managed by the Investment Manager, the Investment Manager's affiliates or a third party.<br><br>The Fund may also invest, at the ACD's discretion, in other transferable securities, cash and near cash (which includes money market instruments and deposits), derivatives and forward transactions for Efficient Portfolio Management and investment purposes.<br><br>Furthermore, use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook. |
| **Benchmark:** | The ACD compares the Fund's performance to a return of 7% each year in GBP. The performance comparator has been chosen by the ACD as it is a reasonable benchmark by which to measure the Fund's returns based on current market conditions and the principal asset types available for investment. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA Flexible Investment sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 30 September |
| **Interim accounting date:** | 31 March |
| **Income distribution date:** | 30 November (there is no interim distribution) |

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| **ISA status** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustment:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.0333% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.0217%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**<br><br>**The Fund may use total return swaps and derivatives with similar characteristics to gain exposure to underlying assets e.g. a basket of securities or an index. The Fund may use these types of instrument to gain access to the returns of (including but not limited to) certain bonds, equities and commodities or other instruments that provide related returns when it is efficient to do so from an accessibility and/or cost perspective. The expected proportion of the assets under management of the Fund that could be subject to total return swaps (including contracts for difference) is <10%, subject to a maximum of 50%.**<br><br>**The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Global Quality Equity Income Fund** |
| **FCA Product Reference Number:** | **748915** |
| **Company:** | **Ninety One Funds Series iv** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to provide income and long-term capital growth primarily through investment in shares of companies around the world.<br><br>The Fund will be unrestricted in its choice of companies either by size or industry, or the geographical make-up of the portfolio. The Fund will focus on investing in companies deemed to be of high quality, i.e. providing sustainably high levels of return on invested capital and free cash flow.<br><br>The Fund may, at times, invest in a relatively small number of companies.<br><br>The Fund may also invest in other transferable securities, money market instruments, cash or near cash, deposits, units or shares in other collective investment schemes (up to 10%) and derivatives (for Efficient Portfolio Management and investment purposes). |
| **Benchmark:** | The ACD compares the Fund's performance to the MSCI All Countries World Index (Total Return Net). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA Global sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 31 May |
| **Interim accounting date:** | 30 November |
| **Income distribution date:** | 31 July/31 January |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution Adjustments:** | The typical estimated amount of a dilution adjustment, based on future projections when the Fund is experiencing net acquisitions of Shares is 0.1648% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.0516%. |

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| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise.**<br><br>**The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Global Special Situations Fund** |
| **FCA Product Reference Number:** | **636978** |
| **Company:** | **Ninety One Funds Series iv** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to provide income and capital growth over the long term primarily through investment in the shares of companies around the world. Investments will largely be determined by the application of a contrarian investment process and will be in a selection of companies which will not be restricted either by size, industry, or geographical location.<br><br>The Fund may also invest in other transferable securities, money market instruments, cash and near cash, derivatives and forward transactions, deposits and units in collective investment schemes (up to 10%). |
| **Benchmark:** | The ACD compares the Fund's performance to the MSCI All Countries World Index (Total Return Net). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA Global sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 31 May |
| **Interim accounting date:** | 30 November |
| **Income distribution date:** | 31 July (there is no interim distribution)<br><br>The ACD may even out the income within an accounting period by carrying forward income otherwise distributable with a view to augmenting amounts to be paid out at a later date. |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution Adjustments:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.1950% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.0875%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |

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| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**<br><br>**The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **Global Strategic Equity Fund** |
| **FCA Product Reference Number:** | **633861** |
| **Company:** | **Ninety One Funds Series ii** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to achieve long term capital growth primarily through investment in equities issued by companies around the world that are believed to offer above average opportunities for capital gains and in related derivatives.<br><br>At least two thirds of the Fund's total assets will be in equities and derivatives. The equities will be those issued by companies that are believed to be of high quality (such as global brands) or offer good value (meaning they are undervalued within the market), those expected to benefit from increases in profit expectations or are currently or expected to receive increased investor demand. Opportunities may also be sought for investments in companies which are expected to see their profits benefit over time from operational and structural improvements. Derivatives may be used for investment purposes means, in particular, maintaining positions in these investments for the longer term rather than just for tactical short term purposes.<br><br>Up to one third of the Fund's total assets could be in cash and near cash (which includes money market instruments and deposits) denominated in a freely convertible currency, other derivatives, other transferable securities and units or shares in other collective investment schemes, although only up to 10% of the Fund could be held in collective investment schemes.<br><br>Furthermore, use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook. |
| **Benchmark:** | The ACD compares the Fund's performance to the MSCI All Countries World Index (Total Return Net). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA Global sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 31 December |

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| **Interim accounting date:** | 30 June |
| **Income distribution date:** | 28/29 February (there is no interim distribution) |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution Adjustment:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.1008% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.0747%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**<br><br>**Borrowing: The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

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| Name: | **Global Total Return Credit Fund** |
| FCA Product Reference Number: | **808189** |
| Company: | **Ninety One Funds Series ii** |
| Type of Fund: | **UCITS scheme** |
| Investment Objective and Policy: | The Fund aims to achieve long-term total returns comprised of income and capital growth primarily through investment in a diversified portfolio of fixed and floating rate credit securities. The Fund targets a positive return in excess of 3 month GBP LIBOR +4% gross of fees over a full credit cycle (economic conditions over which the cost of borrowing initially increases, then decreases and then stabilises. Credit cycles can vary in length and typically last between 3 and 7 years). While the Fund aims to achieve a positive return and its performance target, there is no guarantee that either will be achieved over the full credit cycle, or over any period of time. There is no guarantee that all capital invested in the Fund will be returned.<br><br>The fixed and floating rate credit securities may be (i) denominated in any currency (ii) deposits, bills, notes, bonds or derivatives of them (iii) fixed or variable coupon instruments (iv) issued by companies, institutions, governments, government agencies, supranational bodies or local authorities around the world (including but not limited to emerging markets) (v) of any duration and (vi) investment grade and non-investment grade.<br><br>The Investment Manager will take into consideration factors such as credit quality, duration, issuer type, liquidity, geographic and sectoral exposure as part of the portfolio construction process. Currency exposures will typically be hedged back to Sterling.<br><br>The Fund may invest up to 20% of its assets in structured credit instruments, including collateralised loan obligations, mortgage-backed securities and asset backed securities.<br><br>The Fund may also invest in other transferable securities, money market instruments, cash or near cash, deposits, units or shares in other funds (up to 10%), which may be managed by the Investment Manager, the Investment Manager's affiliates or a third party, and derivatives and forward transactions (for Efficient Portfolio Management and investment purposes). |
| **Benchmark:** | The performance target has been chosen by the ACD as it sets a realistic expectation of the Fund's long-term outperformance of the return an investor can expect from investing in short-term bank deposits, based on the principal asset types available for investment and the current market environment. |

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| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA £ (GBP) Strategic Bond sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 31 December |
| **Interim accounting dates:** | 31 March, 30 June, 30 September |
| **Income distribution dates:** | 28/29 February, 31 May, 31 August and 30 November<br>The ACD may even out the income within an accounting period by carrying forward income otherwise distributable with a view to augmenting amounts to be paid out at a later date. |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution Adjustment:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.2311% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.2311%. |
| **Status of Fund for tax purposes:** | The Fund is a Bond Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks. |
| | **Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.** |
| | **The Fund may use total return swaps and derivatives with similar characteristics to gain exposure to underlying assets e.g. a basket of securities or an index. The Fund may use these types of instrument to gain access to the returns of (including but not limited to) certain bonds, equities and commodities or other instruments that provide related returns when it is efficient to do so from an accessibility and/or cost perspective. The expected proportion of the assets under management of the Fund that could be subject to total return swaps (including contracts for difference) is <10%, subject to a maximum of 50%.** |
| | **Borrowing: The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and** |

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| **Name:** | **Monthly High Income Fund** |
| **FCA Product Reference Number:** | **633858** |
| **Company:** | **Ninety One Funds Series ii** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to provide investors with a high income, paid monthly, primarily through investment in highly rated and/or high yield bonds from around the world and in derivatives the underlying assets of which are highly rated and/or high yield bonds from around the world.<br><br>The portfolio will be managed to minimise any currency risk in Sterling.<br><br>At least two thirds of the Fund's total assets will be highly rated and/or high yield bonds from around the world and in derivatives the underlying assets of which are highly rated and/or high yield bonds from around the world for investment purposes in order to meet the investment objectives of the Fund and/or Efficient Portfolio Management purposes. Using these investment powers for investment purposes means, in particular, maintaining positions in these investments for the longer term rather than just for tactical short term purposes.<br><br>Up to one third of the Fund's total assets could be in cash and near cash (which includes money market instruments and deposits) denominated in a freely convertible currency, other derivatives, other transferable securities and units or shares in other collective investment schemes, although only up to 10% of the Fund could be held in collective investment schemes.<br><br>Furthermore, use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook.<br><br>Where reference is made to investment in "highly rated corporate bonds" this shall be defined as investment grade bonds which are either rated at least BBB by one of the recognised rating agencies or which are of equivalent quality. Where reference is made to "high yield bonds" this shall be defined as sub-investment grade bonds. Bonds held may be corporate or Government and of any duration and may be investment grade or sub investment grade. |
| **Benchmark:** | The ACD compares the Fund's performance to the Merrill Lynch Global High Yield Constrained Index GBP Hedged Index. The index is deemed to be the best available representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA £ (GBP) High Yield sector average. Many funds sold in the UK are grouped into sectors by the Investment |

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| | Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 31 December |
| **Interim accounting date:** | Last day of every month |
| **Income distribution dates:** | This Fund will distribute income on a monthly basis. All monthly income payments will be made two months after the monthly accounting reference date.<br><br>The ACD may even out the income within an accounting period by carrying forward income otherwise distributable with a view to augmenting amounts to be paid out at a later date. |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix VI |
| **Dilution Adjustment:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.2995% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.2995%. |
| **Status of Fund for tax purposes:** | The Fund is a Bond Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, the use of derivatives by this Fund may still increase the risk in the Fund by multiplying the effect of both gains and losses. This may lead to large changes in the value of the Fund and potentially large financial loss.**<br><br>**The Fund may use total return swaps and derivatives with similar characteristics to gain exposure to underlying assets e.g. a basket of securities or an index. The Fund may use these types of instrument to gain access to the returns of (including but not limited to) certain bonds or other instruments that provide bond related returns when it is efficient to do so from an accessibility and/or cost perspective. The expected proportion of the assets under management of the Fund that could be subject to total return swaps (including contracts for difference) is <10%, subject to a maximum of 50%.**<br><br>**Borrowing: The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and** |

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| **Name:** | **Multi-Asset Protector Fund** |
| **FCA Product Reference Number:** | **636980** |
| **Company:** | **Ninety One Funds Series iv** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to provide long term capital growth from a multi-asset portfolio and to deliver protection at 80% of the Fund's highest share price ever achieved.<br><br>The Fund may take investment exposure to global equities, bonds, property, commodities, cash and alternative assets. From time to time, the Fund's strategy will be to increase its allocation to low risk interest bearing investments which is designed to deliver the 80% protection.<br><br>The proportion of the Fund allocated to each asset class will be actively managed. Any such exposures could be gained by direct investment or through open or closed ended funds. Equity investments will be limited to a maximum of 85% of the Fund value.<br><br>The closer the current share price moves downward towards the protected level, 80% of the highest ever share price, the greater the level of cash or near cash (including money market instruments and deposits) held. Depending on market performance the Fund may at times be 100% invested in cash.<br><br>The Fund intends to also invest in a derivative contract which will provide further protection against the risk of a decline in the share price below 80% of the highest price ever achieved.<br><br>No direct investments in property or commodities will be made and investment in alternative assets will be restricted to UCITS funds and transferable securities.<br><br>Bonds held may be corporate or Government and of any duration and may be investment grade or sub investment grade.<br><br>The Fund may, in addition to its other investment powers, use cash and near cash (which includes money market instruments and deposits) and exchange traded and over the counter derivatives and forward currency contracts for hedging and investment purposes. Up to 100% in value of the Scheme Property of the Fund may be invested in units or shares in other collective investment schemes.<br>The Fund may also invest, at the ACD's discretion, in other transferable securities. Furthermore use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook. |
| **Benchmark:** | The ACD compares the performance of the Fund to a return of 5% each year in GBP. The performance comparator has been chosen by the ACD as it is a reasonable benchmark by which to measure the Fund's returns based on current |

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| | market conditions and the principal asset types available for investment. |
| **Final accounting date:** | 31 May |
| **Interim accounting date:** | 30 November |
| **Income distribution date:** | 31 July (there is no interim distribution) |
| **ISA status:** | Qualifying investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution Levy:** | The typical estimated rates of a dilution levy, based on future projections on a purchase or redemption of Shares in the Fund, would be 0.0541% on a purchase of Shares and -0.0239% on a redemption of Shares. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund and in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**<br><br>**The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.**<br><br>**If the Share price for the Fund falls to the 80% protected level then the Fund will be invested entirely in cash and near cash (including money-market instruments and deposits) and it is likely that the ACD will (following consultation with the Depositary) terminate the Fund, in accordance with the Regulations, in such circumstances.**<br><br>**In addition if the ACD believes that should the Fund's requirement to hold high levels of cash within the Fund, in order to provide downside protection, makes it unable, or severely prejudices its ability to, achieve the Fund's prime investment objective of providing long term capital growth, then the ACD at its absolute discretion may, in accordance with the Regulations, terminate the Fund (following consultation with the Depositary).**<br><br>**In certain market conditions the Fund may hold cash for considerable periods of time.**<br><br>**Investors should note that it is intended that the 80% protection feature for this Fund will be provided under a derivative contract with a single counterparty. This agreement may be terminated by either party in certain** |

**circumstances (including where the Fund holds 100% of the Scheme Property in cash and market conditions are such that it is not appropriate to re-invest in the markets in the reasonably foreseeable future or where the ACD becomes insolvent). Should this occur the ACD may not be able to enter into an agreement on the same terms or for the same degree of protection and it is likely that Fund will have to be terminated (or its objective may be changed).**

**There may be periods of time where no derivative contract is in place to support the 80% protection feature (for example where one has ended and a new one is in the process of being negotiated). Where this is the case the Fund will be relying on its asset allocation policy to provide the 80% protection.**

**If the counterparty to the Fund in relation to the derivative designed to ensure the 80% protection level became insolvent or is unable to meet its obligations under the derivative contract or where there is no derivative in place, then the Fund will not have the same level of protection and there will be a risk that the price could fall below the 80% level.**

**The ACD may, at its discretion (following consultation with the Depositary), terminate the Fund where it reasonably believes that due to economic or market conditions or for other reasons beyond its control (such as a change in regulation or taxation) its ability to achieve the investment objective or policy is materially impaired and/or such objective or policy is no longer appropriate and/or it is no longer viable to run the Fund or where its continued operation is detrimental to the interest of shareholders. Should such circumstances arise the ACD will only terminate the Fund once it has considered alternative options and has obtained the approval of the FCA in accordance with the Regulations and subject always to its obligations to consider the best interests of shareholders.**

**The ACD may, at its discretion (following consultation with the Depositary), terminate the Fund where the Bank of England's base interest rate is below 1% (in which case it would be particularly difficult to continue to run the Fund in accordance with its investment objective). Should such circumstances arise the ACD will only terminate the Fund once it has considered alternative options and have obtained the approval of the FCA in accordance with the Regulations and subject always to its obligations to consider the best interests of shareholders.**

**Where there is a change in tax law or practice which means that a new or increased tax liability is met from the Fund's Scheme Property and causes its share price to fall below the 80% protection level then the share price of the Fund will not be protected at 80% of its highest level. In such circumstances the extent of protection of the highest share price of the Fund will be less than 80% to the extent attributable only to the tax**

**liability.**

**The Fund aims to provide protection at 80% of the highest share price ever achieved in the Fund, however, this is not guaranteed.**

**Shareholders should note that details of the Fund's Scheme Property are disclosed on a daily basis to a third party which carries out a function for the ACD in relation to the Fund.**

**Example Scenarios**

The following examples are designed to show how the 80% protection feature works in relation to investors who invest at different points in time, at different levels of the share price, subject always to the risk warnings set out above.

Example 1 – Rising share price

The Fund is launched with a starting price of 100. The initial protection level, below which the price cannot fall, is 80. After 1 year the price has risen to a peak of 125. The protection level is now 80% of 125 which equals 100. An investor buying shares at 125 can be assured that the price will not fall below 100. Of course, for an investor who bought at launch, they now, in effect, have 100% capital protection as 80% of the peak price is now equal to their initial investment price.

Example 2 – Share price rises then falls a modest amount

The Fund is launched with a starting price of 100. Over two years it rises to a peak of 150, to create a protection level of 80% of 150 which equals 120. The share price now falls to 130. The protection level is measured from the highest price of 150 and so remains at 120 even though the share price itself has fallen. An investor who buys at 130 is protected at 120, so their effective protection level is at 92% (120 divided by 130). However, it is not necessarily a better situation to buy shares in the Fund when the protection level is closer to the investment price, as the consequence of being closer to the protection level is that the Fund will have a higher proportion of its assets invested defensively, which means that it will have less upside potential in the near term.

Example 3 – Share price rises and then falls sharply

The Fund is launched with a starting price of 100. Over three years it rises to a peak of 160, to create a protection level of 80% of 160 which equals 128. There is now a severe bear market and the share price falls to 128. Whatever happens[1], this is the lowest the share price can go, however weak the investment markets are from that point. An investor buying at that point has full capital protection on their investment (after charges). However, it is not necessarily a better situation to buy shares in the Fund when it is at the protection level, as the Fund will be wholly invested in cash instruments, which means that it will have less upside potential in the near term than a more aggressively invested fund. If the ACD feels the markets are due to recover the interest earnings and then the Fund's property may be re-invested in the markets, although this may take place over a period of months. However it is likely that instead the ACD will terminate the Fund. If the ACD does not terminate the Fund, as the markets rise profits will be made on these investments and it will be possible to invest an increasing amount into the markets. As this plays out the price will rise, though the protected level will remain at 128 until (if at all) the price is above 160. Shareholders should note, however, that the ACD has the discretion to terminate the Fund in certain market conditions as set out above.

Example 4 – Share price falls and then rises

The Fund is launched with a starting price of 100. In the first year markets are very poor, falling around 30%. However, the price falls just 20% to 80 and is then protected from further falls. The Fund is now invested in cash assets and is accumulating interest. If the ACD feels the markets are due to recover the interest earnings and then the Fund's property may be re-invested in the markets, although this may take place over a period of months. However it is likely that instead the ACD will terminate the Fund. If the

ACD does not terminate the Fund, as the markets rise profits will be made on these investments and it will be possible to invest an increasing amount into the markets. As this plays out the price will rise, though the protected level will remain at 80 until (if at all) the price is above 100. Shareholders should note, however, that the ACD has the discretion to terminate the Fund in certain market conditions as set out above.

[1]Assuming Ninety One remains in business and the counterparty to the derivative contract fulfils its obligation.

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| **Name:** | **Multi-Asset Protector Fund 2** |
| **FCA Product Reference Number:** | **636981** |
| **Company:** | **Ninety One Funds Series iv** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to provide long term capital growth from a multi-asset portfolio and to deliver protection at 80% of the Fund's highest Share price ever achieved.<br><br>The Fund may take investment exposure to global equities, bonds, property, commodities, cash and alternative assets. From time to time, the Fund's strategy will be to increase its allocation to low risk interest bearing investments which is designed to deliver the 80% protection.<br><br>The proportion of the Fund allocated to each asset class will be actively managed. Any such exposures could be gained by direct investment or through open or closed ended funds. Equity investments will be limited to a maximum of 85% of the Fund value.<br><br>The closer the current Share price moves downward towards the protected level, 80% of the highest ever Share price, the greater the level of cash or near cash (including money market instruments and deposits) held. Depending on market performance the Fund may at times be 100% invested in cash.<br><br>The Fund intends to also invest in a derivative contract which will provide further protection against the risk of a decline in the Share price below 80% of the highest price ever achieved.<br><br>No direct investments in property or commodities will be made and investment in alternative assets will be restricted to UCITS funds and transferable securities.<br><br>Bonds held may be corporate or Government and of any duration and may be investment grade or sub investment grade.<br><br>The Fund may, in addition to its other investment powers, use cash and near cash (which includes money market instruments and deposits) and exchange traded and over the counter derivatives and forward currency contracts for hedging and investment purposes. Up to 100% in value of the Scheme Property of the Fund may be invested in units or Shares in other collective investment schemes.<br><br>The Fund may also invest, at the ACD's discretion, in other transferable securities. Furthermore use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook. |
| **Benchmark:** | The ACD compares the performance of the Fund to a return of 5% each year in GBP. The performance comparator has been chosen by the ACD as it is a reasonable benchmark by which to measure the Fund's returns based on current market conditions and the principal asset types available for |

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| | investment. |
| **Final accounting date:** | 31 May |
| **Interim accounting date:** | 30 November |
| **Income distribution date:** | 31 July (there is no interim distribution) |
| **ISA status:** | Qualifying investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution Levy:** | The typical estimated rates of a dilution levy, based on future projections on a purchase or redemption of Shares in the Fund, would be 0.0517% on a purchase of Shares and -0.0228% on a redemption of Shares. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks. |
| | **Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund and in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.** |
| | **The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |
| | **If the Share price for the Fund falls to the 80% protected level then the Fund will be invested entirely in cash and near cash (including money-market instruments and deposits) and it is likely that the ACD will (following consultation with the Depositary) terminate the Fund, in accordance with the Regulations, in such circumstances.** |
| | **In addition if the ACD believes that should the Fund's requirement to hold high levels of cash within the Fund, in order to provide downside protection, makes it unable, or severely prejudices its ability to, achieve the Fund's prime investment objective of providing long term capital growth, then the ACD at its absolute discretion may, in accordance with the Regulations, terminate the Fund (following consultation with the Depositary).** |
| | **In certain market conditions the Fund may hold cash for considerable periods of time.** |
| | **Investors should note that it is intended that the 80% protection feature for this Fund will be provided under a derivative contract with a single counterparty. This** |

**agreement may be terminated by either party in certain circumstances (including where the Fund holds 100% of the Scheme Property in cash and market conditions are such that it is not appropriate to re-invest in the markets in the reasonably foreseeable future or where the ACD becomes insolvent). Should this occur the ACD may not be able to enter into an agreement on the same terms or for the same degree of protection and it is likely that Fund will have to be terminated (or its objective may be changed).**

**There may be periods of time where no derivative contract is in place to support the 80% protection feature (for example where one has ended and a new one is in the process of being negotiated). Where this is the case the Fund will be relying on its asset allocation policy to provide the 80% protection.**

**If the counterparty to the Fund in relation to the derivative designed to ensure the 80% protection level became insolvent or is unable to meet its obligations under the derivative contract or where there is no derivative in place, then the Fund will not have the same level of protection and there will be a risk that the price could fall below the 80% level.**

**The ACD may, at its discretion (following consultation with the Depositary), terminate the Fund where it reasonably believes that due to economic or market conditions or for other reasons beyond its control (such as a change in regulation or taxation) its ability to achieve the investment objective or policy is materially impaired and/or such objective or policy is no longer appropriate and/or it is no longer viable to run the Fund or where its continued operation is detrimental to the interest of Shareholders. Should such circumstances arise the ACD will only terminate the Fund once it has considered alternative options and has obtained the approval of the FCA in accordance with the Regulations and subject always to its obligations to consider the best interests of Shareholders.**

**The ACD may, at its discretion (following consultation with the Depositary), terminate the Fund where the Bank of England's base interest rate is below 1% (in which case it would be particularly difficult to continue to run the Fund in accordance with its investment objective). Should such circumstances arise the ACD will only terminate the Fund once it has considered alternative options and have obtained the approval of the FCA in accordance with the Regulations and subject always to its obligations to consider the best interests of Shareholders.**

**Where there is a change in tax law or practice which means that a new or increased tax liability is met from the Fund's Scheme Property and causes its share price to fall below the 80% protection level then the share price of the Fund will not be protected at 80% of its highest level. In such circumstances the extent of protection of the highest share price of the Fund will be**

**less than 80% to the extent attributable only to the tax liability.**

**The Fund aims to provide protection at 80% of the highest share price ever achieved in the Fund, however, this is not guaranteed.**

**Shareholders should note that details of the Fund's Scheme Property are disclosed on a daily basis to a third party which carries out a function for the ACD in relation to the Fund.**

**Example Scenarios**

The following examples are designed to show how the 80% protection feature works in relation to investors who invest at different points in time, at different levels of the share price, subject always to the risk warnings set out above.

Example 1 – Rising share price

The Fund is launched with a starting price of 100. The initial protection level, below which the price cannot fall, is 80. After 1 year the price has risen to a peak of 125. The protection level is now 80% of 125 which equals 100. An investor buying shares at 125 can be assured that the price will not fall below 100. Of course, for an investor who bought at launch, they now, in effect, have 100% capital protection as 80% of the peak price is now equal to their initial investment price.

Example 2 – Share price rises then falls a modest amount

The Fund is launched with a starting price of 100. Over two years it rises to a peak of 150, to create a protection level of 80% of 150 which equals 120. The share price now falls to 130. The protection level is measured from the highest price of 150 and so remains at 120 even though the share price itself has fallen. An investor who buys at 130 is protected at 120, so their effective protection level is at 92% (120 divided by 130). However, it is not necessarily a better situation to buy shares in the Fund when the protection level is closer to the investment price, as the consequence of being closer to the protection level is that the Fund will have a higher proportion of its assets invested defensively, which means that it will have less upside potential in the near term.

Example 3 – Share price rises and then falls sharply

The Fund is launched with a starting price of 100. Over three years it rises to a peak of 160, to create a protection level of 80% of 160 which equals 128. There is now a severe bear market and the share price falls to 128. Whatever happens[1], this is the lowest the share price can go, however weak the investment markets are from that point. An investor buying at that point has full capital protection on their investment (after charges). However, it is not necessarily a better situation to buy shares in the Fund when it is at the protection level, as the Fund will be wholly invested in cash instruments, which means that it will have less upside potential in the near term than a more aggressively invested fund. If the ACD feels the markets are due to recover the interest earnings and then the Fund's property may be re-invested in the markets, although this may take place over a period of months. However it is likely that instead the ACD will terminate the Fund. If the ACD does not terminate the Fund, as the markets rise profits will be made on these investments and it will be possible to invest an increasing amount into the markets. As this plays out the price will rise, though the protected level will remain at 128 until (if at all) the price is above 160. Shareholders should note, however, that the ACD has the discretion to terminate the Fund in certain market conditions as set out above.

Example 4 – Share price falls and then rises

The Fund is launched with a starting price of 100. In the first year markets are very poor, falling around 30%. However, the price falls just 20% to 80 and is then protected from further falls. The Fund is now invested in cash assets and is accumulating interest. If the ACD feels the markets are due to recover the interest earnings and then the Fund's property may be re-invested in the markets, although this may take place over a period of months. However it is likely that instead the ACD will terminate the Fund. If the

ACD does not terminate the Fund, as the markets rise profits will be made on these investments and it will be possible to invest an increasing amount into the markets. As this plays out the price will rise, though the protected level will remain at 80 until (if at all) the price is above 100. Shareholders should note, however, that the ACD has the discretion to terminate the Fund in certain market conditions as set out above.

[1]Assuming Ninety One remains in business and the counterparty to the derivative contract fulfils its obligation.

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| **Name:** | **Target Return Bond Fund*** |
| **FCA Product Reference Number:** | **636974** |
| **Company:** | **Ninety One Funds Series iv** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to produce a positive return above overnight GBP LIBOR over rolling 3 year periods regardless of market conditions by investing primarily in interest bearing assets and related derivatives. The Fund targets a return of overnight GBP LIBOR +2.5% (gross of fees) per annum over rolling 3 year periods. While the Fund aims to achieve a positive return and its performance target, there is no guarantee either will be achieved over rolling 3 year periods or over any period of time. There is no guarantee that all capital invested in the Fund will be returned.<br><br>The Fund will seek to achieve its objectives by holding a diversified portfolio of interest bearing securities and/or related assets. The securities may be denominated in any currency and could include bills, notes and bonds issued by governments, government agencies, supranational institutions and corporations. The related assets could be deposits or forward currency contracts, or alternatively, interest rate, currency or credit derivatives. Forward currency contracts and derivatives may be held for Efficient Portfolio Management and investment purposes. The Fund will not invest in equities or equity-related derivatives.<br><br>The returns, if any, which the Fund aims to produce could be in the form of capital or income or a mixture of the two.<br><br>The Fund may also invest, at the ACD's discretion, in other transferable securities, money market instruments, cash and near cash, other derivatives and forward transactions, deposits and units in collective investment schemes (up to 10%) which may be managed by the Investment Manager, the Investment Manager's affiliates or a third party. Use may also be made of stock lending, borrowing, cash holdings, hedging and other investment techniques permitted in the COLL Sourcebook. |
| **Benchmark:** | The performance target has been chosen by the ACD as it sets a realistic expectation of the Fund's long-term outperformance of the return an investor can expect from investing in short-term bank deposits, based on the principal asset types available for investment and the current market environment. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA Targeted Absolute Return sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 31 May |

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| **Interim accounting dates:** | 28/29 February, 31 August, 30 November |
| **Income distribution dates:** | 30 April, 31 July, 31 October, 31 January<br>The ACD may even out the income within an accounting period by carrying forward income otherwise distributable with a view to augmenting amounts to be paid out at a later date. |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution Adjustments:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.0795% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.0795%. |
| **Status of Fund for tax purposes:** | The Fund is a Bond Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks. |
| | **Derivatives: Derivatives will be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund and in accordance with the maximum exposure permitted under COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, the use of derivatives by this Fund may still increase the risk in the Fund by multiplying the effect of both gains and losses. This may lead to large changes in the value of the Fund and potentially large financial loss.** |
| | **The Fund may use total return swaps and derivatives with similar characteristics to gain exposure to underlying assets e.g. a basket of securities or an index. The Fund may use these types of instrument to gain access to the returns of (including but not limited to) certain bonds or other instruments that provide bond related returns when it is efficient to do so from an accessibility and/or cost perspective. The expected proportion of the assets under management of the Fund that could be subject to total return swaps (including contracts for difference) is <10%, subject to a maximum of 50%.** |
| | **Borrowing: The Fund has the power, to borrow up to 10% of the Fund, provided such borrowing is temporary and not persistent.** |

* The Target Return Bond Fund is currently in the process of being terminated and is, therefore, unavailable for investment.

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| **Name:** | **UK Alpha Fund** |
| **FCA Product Reference Number:** | **633850** |
| **Company:** | **Ninety One Funds Series i** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to achieve long term capital growth and provide income primarily through investment in a portfolio of equities issued by UK companies. The Fund will be managed actively with a long term investment horizon and will focus on stocks believed to offer above average opportunities for total returns.<br><br>The Fund may also invest, at the ACD's discretion, in other transferable securities, cash and near cash (which includes money market instruments and deposits) and other exchange traded and over the counter derivatives and forward transactions for investment purposes. Using these investment powers for investment purposes means, in particular, maintaining positions in these investments for the long term rather than just for tactical short-term purposes.<br><br>Use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook.<br><br>Furthermore up to 10% in value of the property of this Fund may be invested in units or shares in other collective investment schemes. |
| **Benchmark:** | The ACD compares the Fund's performance to the FTSE All Share Index (Total Return). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA UK All Companies sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 30 September |
| **Interim accounting date:** | 31 March |
| **Income distribution date:** | 30 November (there is no interim distribution) |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustment:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing |

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| | net acquisitions of Shares is 0.4851% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.0797%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**<br>**The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **UK Equity Income Fund** |
| **FCA Product Reference Number:** | **669203** |
| **Company:** | **Ninety One Funds Series i** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to provide income with the opportunity for capital growth primarily through investment in equities issued by UK companies.<br>The Fund may also invest in other transferable securities, money market instruments, cash or near cash, deposits, units or shares in other collective investment schemes (up to 10%) and derivatives (for Efficient Portfolio Management and investment purposes). |
| **Benchmark:** | The ACD compares the Fund's performance to the FTSE All Share Index (Total Return). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA UK All Companies sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 30 September |
| **Interim accounting date:** | 31 March, 30 June, 31 December |
| **Income distribution date:** | 28/29 February, 31 May, 31 August, 30 November<br>The ACD may even out the income within an accounting period by carrying forward income otherwise distributable with a view to augmenting amounts to be paid out at a later date. |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustment:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.4747% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.0754%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks. |

**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and, meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**

**The Fund may also borrow up to 10% of the Fund provided such borrowing is temporary and is not persistent.**

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| **Name:** | **UK Smaller Companies Fund** |
| **FCA Product Reference Number:** | **633852** |
| **Company:** | **Ninety One Funds Series i** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to achieve long term capital growth primarily through investment in equities issued by UK smaller companies and in derivatives the underlying assets of which are equities issued by UK smaller companies.<br><br>UK Smaller Companies are those companies that are constituents of the Numis Smaller Companies plus AIM (excluding Investment Trusts) Index.<br><br>The Fund may also invest, at the ACD's discretion, in other transferable securities, cash and near cash (which includes money market instruments and deposits) and other exchange traded and over the counter derivatives and forward transactions for investment purposes. Using these investment powers for investment purposes means, in particular, maintaining positions in these investments for the long term rather than just for tactical short-term purposes.<br><br>Use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook.<br><br>Furthermore up to 10% in value of the property of this Fund may be invested in units or shares in other collective investment schemes. |
| **Benchmark:** | The ACD uses the constituents of the Numis Smaller Companies (excluding Investment Trusts) including AIM Index to broadly define the list of companies available to invest in. The index is deemed by the ACD to be the best available representation of the universe of listed, smaller market capitalisation companies in the UK. The index is independently calculated.<br><br>The ACD compares the Fund's performance to the Numis Smaller Companies (excluding Investment Trusts) Index. The index is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA UK Smaller Companies sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 30 September |

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| **Interim accounting date:** | 31 March |
| **Income distribution date:** | 30 November (there is no interim distribution) |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustment:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 1.0178% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.7496%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks. |
| | **Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.** |
| | **The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **UK Special Situations Fund** |
| **FCA Product Reference Number:** | **633851** |
| **Company:** | **Ninety One Funds Series i** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to provide a combination of income and long term capital growth, primarily through application of a contrarian approach to investment in UK equities and in derivatives the underlying assets of which are UK equities.<br><br>The Fund may also invest, at the ACD's discretion, in other transferable securities, cash and near cash (which includes money market instruments and deposits) and other exchange traded and over the counter derivatives and forward transactions for investment purposes. Using these investment powers for investment purposes means, in particular, maintaining positions in these investments for the long term rather than just for tactical short-term purposes.<br><br>Use may be made of stock lending and borrowing and other investment techniques permitted in the COLL Sourcebook.<br><br>Furthermore up to 10% in value of the property of this Fund may be invested in units or shares in other collective investment schemes. |
| **Benchmark:** | The ACD compares the Fund's performance to the FTSE All Share Index (Total Return). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA UK All Companies sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 30 September |
| **Interim accounting date:** | 31 March |
| **Income distribution date:** | 30 November (there is no interim distribution) |
| **ISA status** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustment:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing |

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| | net acquisitions of Shares is 0.5279% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.1050%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, it still could lead to large changes in the value of the Fund and a potential large financial loss.**<br><br>**The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent**. |

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| **Name:** | **UK Sustainable Equity Fund** |
| **FCA Product Reference Number:** | **828071** |
| **Company:** | **Ninety One Funds Series iii** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to provide long-term capital growth and income.<br><br>The Fund primarily invests in shares issued by UK companies (i.e. companies which are domiciled in the UK, incorporated in the UK or carry out a significant portion of their business in the UK) which are considered by the Investment Manager to be making a positive contribution to society and/or the environment through sustainable and socially responsible practices, products and/or services.<br><br>The Fund is actively managed with a long-term investment horizon and focusses on shares which the Investment Manager believes offer above average opportunities for income and growth.<br><br>The Fund invests in companies of all sizes (i.e. market capitalisation).<br><br>The Fund may also invest in other transferable securities, money market instruments, cash or near cash, deposits, units or shares in other funds (up to 10%) (which may be managed by the Investment Manager, the Investment Manager's affiliates or a third party) and derivatives and forward transactions (for Efficient Portfolio Management and investment purposes). |
| **Benchmark:** | The ACD compares the Fund's performance to the FTSE All Share Index (Total Return). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Sector benchmark:** | The ACD also compares the Fund's performance to the IA UK All Companies sector average. Many funds sold in the UK are grouped into sectors by the Investment Association (the trade body that represents UK investment managers), to facilitate comparison between funds with broadly similar characteristics. |
| **Final accounting date:** | 28/29 February |
| **Interim accounting date:** | 31 August |
| **Income distribution date:** | 30 April (there is no interim distribution) |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |

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| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustments:** | The typical estimated amount of a dilution adjustment, based on future projections, when the Fund is experiencing net acquisitions of Shares is 0.6362% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.2658%. |
| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, the use of derivatives by this Fund may still increase the risk in the Fund by multiplying the effect of both gains and losses. This may lead to large changes in the value of the Fund and potentially large financial loss.**<br><br>**The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

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| **Name:** | **UK Total Return Fund** |
| **FCA Product Reference Number:** | **636975** |
| **Company:** | **Ninety One Funds Series iv** |
| **Type of Fund:** | **UCITS scheme** |
| **Investment Objective and Policy:** | The Fund aims to produce steady capital growth over the long term by investing primarily in a portfolio of equities and related derivatives. While the Fund aims to achieve a positive return there is no guarantee it will be achieved over the long term, or over any period of time. There is no guarantee that all capital invested in the Fund will be returned.<br><br>The Fund will seek to achieve its objectives by holding investments which in the opinion of the ACD, in aggregate, and particularly over the long term, offer a level of risk lower than that of the FTSE All Share Index. Such investments could include equities, equity derivatives and equity linked notes. Deposits and other bond investments may also be held for risk management purposes.<br><br>At least 80% of the Fund's equities will be sterling denominated.<br><br>The Fund may also invest, at the ACD's discretion, in other transferable securities, money market instruments, cash and near cash, other derivatives and forward transactions, deposits and units in collective investment schemes (up to 10%) (use may also be made of stock lending, borrowing, cash holdings, hedging and other investment techniques permitted in the COLL Sourcebook). |
| **Benchmark:** | The ACD compares the Fund's performance to the FTSE All Share Index (Total Return). The index is deemed to be a good representation of the Fund's investable universe and is widely used, independently calculated and readily available. Where available, for currency hedged share classes, the relevant hedged version of the index is used by the ACD to compare performance instead. |
| **Final accounting date:** | 31 May |
| **Interim accounting date:** | 30 November |
| **Income distribution date:** | 31 July (there is no interim distribution) |
| **ISA status:** | Qualifying Investment for stocks and shares ISA. |
| **Past performance:** | Past performance information is set out in Appendix V. |
| **Dilution adjustments:** | The typical estimated amount of a dilution adjustment, based on historical data when the Fund is experiencing net acquisitions of Shares is 0.5086% and the rate of dilution adjustment when the Fund is experiencing net redemptions is -0.1438%. |

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| **Status of Fund for tax purposes:** | The Fund is an Equity Fund for the purposes of tax. |
| **Specific risks applicable to the Fund:** | Investors should refer to Appendix VII for a detailed explanation of each of the specific risks.<br><br>**Derivatives: Derivatives may be used for the purposes of Efficient Portfolio Management and meeting the investment objectives of the Fund in accordance with the maximum exposure permitted by COLL. It is not intended that the use of derivatives in this way will cause the NAV of the Fund to have high volatility or otherwise cause its existing risk profile to rise. However, the use of derivatives by this Fund may still increase the risk in the Fund by multiplying the effect of both gains and losses. This may lead to large changes in the value of the Fund and potentially large financial loss.**<br><br>**The Fund may also borrow up to 10% of the Fund, provided such borrowing is temporary and is not persistent.** |

## APPENDIX II
## CHARACTERISTICS OF SHARE CLASSES

Share Classes are currently denoted by the letters A, B, I, J, K, L, R and S.

The table below sets out the minimum initial subscription, subsequent subscription, holding and redemption levels for each Share Class. The ACD may at its sole discretion accept subscriptions, holdings and/or redemptions lower than the minimum amounts. The Regular Savings Plan is currently available only for GBP-denominated A or R Share Classes, and the minimum Regular Savings subscription is £100.

The availability of L Shares is subject to the conditions set out in Section 2.2.2 of this Prospectus. However, please note that as of 31 August 2018 the L Shares in the Global Quality Equity Income Fund are no longer available for initial or subsequent subscriptions or conversions.

Except where the ACD determines otherwise, the J and K Shares are only available to investors who have a written agreement or terms in place with the ACD authorising them to purchase such Shares. As ownership of the J and K Shares is restricted in this way, the ACD, may, in its absolute discretion either reject or accept subscriptions for J and K Shares.

The S Shares are only available to investors who enter into an investment management agreement or other such agreement as determined by the ACD. As ownership of the S Shares is restricted in this way, the ACD may in its absolute discretion either reject or accept subscriptions for S Shares.

| Characteristic | A | A USD | B | I | I USD | J | K | L | R | S |
|---|---|---|---|---|---|---|---|---|---|---|
| Minimum initial subscription | £1,000 | $100,000 | £10,000,000* | £1,000,000 | $1,000,000 | £50,000,000 | £400,000,000 | £5,000,000 | £1,000 | £100,000,000 |
| Minimum subsequent subscription | £500 | $10,000 | £10,000,000 | £250,000 | $250,000 | £500,000 | £50,000,000 | £500,000 | £500 | £1,000,000 |
| Minimum holding | £1,000 | $100,000 | £10,000,000 | £1,000,000 | $1,000,000 | £50,000,000 | £400,000,000 | £5,000,000 | £1,000 | £100,000,000 |
| Minimum redemption | £500 | $10,000 | £10,000,000 | £250,000 | $250,000 | £500,000 | £50,000,000 | £500,000 | £500 | £1,000,000 |
| Initial charge | 0% | 0% | 0% | 0% | 0% | 0% | 0% | 0% | 0% | 0% |

The table also sets out the initial charge applicable to each Share Class. The initial charge and redemption charge is currently 0.00% for all Share Classes.

From any initial charge received, or out of other of its own resources, the ACD may pay an initial commission to relevant intermediaries in accordance with the FCA Rules. An ongoing commission, based on the value of Shares held may also be paid to qualifying intermediaries in accordance with the FCA Rules. These commissions do not constitute additional charges.

For hedged Share Classes the minimum levels are the relevant currency equivalent e.g. the equivalent amount of US Dollars (as relevant) where a minimum initial subscription of £100,000,000 is specified.

Fees and expenses in respect of accumulation Shares and income Shares will be deducted from income. Fees and expenses in respect of income 2 Shares will be deduced from capital. Please see the risk warning "Allocation of Charges" in Appendix VI for further information about how this allocation may affect your investment.

The table overleaf sets out the Share Classes currently available, showing the annual management charge applicable to each. The General Administration Charge is up to 0.08% p.a. for all Share Classes.

| **Share Classes available showing Annual Management Charge** | | | | **Accumulation shares (%)** | | | | | | | | **Income shares (%)** | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Fund Name** | **Fund Series** | **Hedged** | **Currency** | **A** | **B** | **I** | **J** | **K** | **L** | **R** | **S** | **A** | **A(2)** | **B** | **B(2)** | **I** | **I(2)** | **J** | **J(2)** | **K** | **K(2)** | **L** | **L(2)** | **R** | **R(2)** | **S** | **S(2)** |
| All China Equity | ii | - | GBP | | | 0.75 | | 0.45 | | 1.00 | | | | | | | | | | | | | | | | | |
| American Franchise | ii | - | GBP | 1.50 | 1.25 | 0.75 | | | | 1.00 | 0 | | | | | | | | | | | | | | | | |
| | | Portfolio currency hedged - AC | GBP | 1.50 | | | | | | | | | | | | | | | | | | | | | | | |
| | | - | USD | 1.50 | | | | | | | | | | | | | | | | | | | | | | | |
| Asia Pacific Franchise | ii | - | GBP | 1.50 | 1.25 | 0.75 | 0.65 | | | 1.00 | | | | | | | | | | | | | | | | | |
| Cautious Managed | i | - | GBP | 1.50 | | 0.75 | 0.65 | | | 1.00 | 0 | 1.50 | 1.50 | | | 0.75 | 0.75 | | 0.65 | | | | | 1.00 | | | |
| Diversified Growth | iv | - | GBP | 1.50 | | 0.75 | 0.65 | | | 1.00 | 0 | 1.50 | | | | 0.75 | | | | | | | | | | | |
| Diversified Income | i | - | GBP | 1.25 | 1.00 | 0.65 | 0.55 | 0.50 | | 0.75 | | | 1.25 | | 1.00 | | 0.65 | | 0.55 | | 0.50 | | | | 0.75 | | |
| Emerging Markets Blended Debt | iv | - | GBP | 1.50 | | 0.75 | 0.65 | | | 1.00 | 0 | | 1.50 | | | | 0.75 | | 0.65 | | | | | | 1.00 | | |
| Emerging Markets Equity | iv | - | GBP | 1.75 | | 0.90 | | | | 1.25 | 0 | | | | | | | | | | | | | | | | |
| Emerging Markets | iii | - | USD | 1.50 | | 0.75 | | | | | | | | | | | | | | | | | | | | | |

| Share Classes available showing Annual Management Charge | | | | Accumulation shares (%) | | | | | | | | Income shares (%) | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Fund Name** | **Fund Series** | **Hedged** | **Currency** | **A** | **B** | **I** | **J** | **K** | **L** | **R** | **S** | **A** | **A(2)** | **B** | **B(2)** | **I** | **I(2)** | **J** | **J(2)** | **K** | **K(2)** | **L** | **L(2)** | **R** | **R(2)** | **S** | **S(2)** |
| Local Currency Debt | | - | GBP | 1.50 | | 0.75 | | | | 1.00 | | | 1.50 | | | | 0.75 | | | | | | | | 1.00 | | |
| Enhanced Natural Resources | i | - | GBP | 1.50 | | 0.75 | 0.65 | | | 1.00 | | | | | | | | | | | | | | | | | |
| Global Dynamic | iii | Portfolio currency hedged – AC | GBP | | | 0.75 | | | | | | | | | | | | | | | | | | | | | |
| | | - | GBP | 1.50 | | 0.75 | | | | | 0 | | | | | | | | | | | | | | | | |
| | | | USD | 1.50 | | | | | | | | | | | | | | | | | | | | | | | |
| Global Energy | ii | - | GBP | 1.50 | | 0.75 | | | | 1.00 | 0 | | | | | 0.75 | | | | | | | | | | | |
| | | | USD | 1.50 | | | | | | | | | | | | | | | | | | | | | | | |
| Global Environment | iii | - | GBP | | | 0.75 | | 0.55 | | 1.00 | 0 | | | | | | | | | 1.00 | | | | | | | |
| Global Equity | iii | - | GBP | 1.50 | | 0.75 | | | | 1.00 | 0 | | | | | | | | | | | | | | | | |
| | | | USD | 1.50 | | 0.75 | | | | | | | | | | | | | | | | | | | | | |
| Global Franchise | iv | - | GBP | 1.50 | | 0.75 | 0.65 | 0.50 | | 1.00 | 0 | | | | | | | | | | | | | | | | |
| Global Gold | iii | - | GBP | 1.50 | | 0.75 | | | | 1.00 | | | | | | | | | | | | | | | | | |
| | | | USD | 1.50 | | | | | | | | | | | | | | | | | | | | | | | |
| Global Multi-Asset Total Return | i | - | GBP | 1.50 | | 0.75 | 0.65 | | | 1.00 | | | | | | | | | | | | | | | | | |
| Global Quality Equity Income | iv | - | GBP | 1.50 | | 0.75 | 0.65 | 0.45 | 0.45 | | | | | | | | 0.75 | | 0.65 | | 0.45 | | 0.45 | | | | |
| Global Special Situations | iv | - | GBP | 1.50 | | 0.75 | | 0.30 | | 1.00 | 0 | 1.50 | | | | 0.75 | | | | | | | | | | 0 | |
| Global Strategic Equity | ii | Portfolio currency hedged – AC | GBP | | | 0.75 | | | | | | | | | | | | | | | | | | | | | |
| | | - | GBP | 1.50 | | 0.75 | | | | 1.00 | 0 | | | | | | | | | | | | | | | | |
| | | - | USD | 1.50 | | | | | | | | | | | | | | | | | | | | | | | |

| Share Classes available showing Annual Management Charge | | | | Accumulation shares (%) | | | | | | | | Income shares (%) | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Fund Name** | **Fund Series** | **Hedged** | **Currency** | **A** | **B** | **I** | **J** | **K** | **L** | **R** | **S** | **A** | **A(2)** | **B** | **B(2)** | **I** | **I(2)** | **J** | **J(2)** | **K** | **K(2)** | **L** | **L(2)** | **R** | **R(2)** | **S** | **S(2)** |
| Global Total Return Credit | ii | - | GBP | | | 0.65 | | 0.45 | | | | | 1.25 | | | | 0.65 | | | | 0.45 | | | | | | |
| Monthly High Income | ii | - | GBP | 1.25 | | 0.65 | | | | 0.75 | 0 | | 1.25 | | | | 0.65 | | | | | | | | 0.75 | | |
| Multi-Asset Protector | iv | - | GBP | 1.60 | | | | | | | | | | | | | | | | | | | | | | | |
| Multi-Asset Protector Fund 2 | iv | - | GBP | | | 0.80 | | | | | | | | | | | | | | | | | | | | | |
| Target Return Bond | iv | - | GBP | 1.25 | | 0.65 | | | | 0.75 | | | | | | 0.65 | | | | | | | | | | | |
| UK Alpha | i | - | GBP | 1.50 | | 0.75 | 0.65 | 0.40 | | 1.00 | 0 | | | | | 0.75 | | 0.65 | | 0.40 | | | | | | | |
| UK Equity Income | i | - | GBP | 1.50 | | 0.75 | 0.65 | 0.40 | 0.30 | | | | 1.50 | | | | 0.75 | | 0.65 | | 0.40 | | 0.30 | | | | 0 |
| UK Smaller Companies | i | - | GBP | 1.50 | | 0.75 | | | | 1.00 | 0 | 1.50 | | | | 0.75 | | | | | | | | | | | |
| UK Special Situations | i | - | GBP | 1.50 | 1.00 | 0.75 | 0.65 | | | 1.00 | | 1.50 | 1.50 | 1.00 | | 0.75 | 0.75 | 0.65 | | 0.45 | | | | 1.00 | | | |
| UK Sustainable Equity | iii | - | GBP | | | 0.75 | | 0.40 | | 1.00 | 0 | | | | | 0.75 | | | | | | | | | | | |
| UK Total Return | iv | - | GBP | 1.25 | | 0.65 | | | | 0.75 | 0 | | | | | | | | | | | | | | | | |

## APPENDIX III

## ELIGIBLE SECURITIES MARKETS AND ELIGIBLE DERIVATIVES MARKETS

Where permitted by their objective and policy, the Funds may deal in any securities, derivatives or money market instruments on any market that is:

a) a regulated market (as defined for the purposes of COLL); or

b) a market in an EEA State which is regulated, operates regularly and is open to the public; or

c) a market which the ACD, after consultation with the Depositary, decides is appropriate for investment of or dealing in the Scheme Property, is listed below and the Depositary has taken reasonable care to determine that: (i) adequate custody arrangements can be provided for the investment dealt in on that market; and (ii) all reasonable steps have been taken by the ACD in deciding whether the market is eligible.

For the purposes of "a" above, the lists of regulated markets and multi-lateral trading facilities are maintained by ESMA (the database lists identification codes for Regulated Markets) and can be found here: http://registers.esma.europa.eu/publication/searchRegister?core=esma_registers_mifid_rma. If the market in question (securities or derivative) is on the ESMA lists, then it is eligible.

For the purposes of "b" above, the Investment Manager may trade in bonds and other securities issued by non-UK institutions, on the UK OTC Market.

Additionally, for "c" above, the markets listed below have been deemed appropriate. In the event that an eligible market changes its name or merges with another eligible market, the successor market will be an eligible market unless the FCA's COLL rules require further due diligence by the ACD and Depositary in order for it to be approved. In these circumstances, the Prospectus will be updated with the name of the new market at the next available opportunity.

**Eligible Securities Markets**

| Region | Country | Market |
|---|---|---|
| Africa | Tunisia | Bourse de Tunis |
| Africa | Morocco | Casablanca Stock Exchange |
| Africa | Egypt | Egyptian Exchange |
| Africa | Ivory Coast | Bourse Régionale des Valeurs Mobilières SA |
| Africa | South Africa | Johannesburg Stock Exchange |
| Africa | Nigeria | The Nigerian Stock Exchange |
| Africa | Senegal | Bourse Régionale des Valeurs Mobilières SA |
| Africa | Zimbabwe | Zimbabwe Stock Exchange |
| Americas | United States of America | A market made by dealers which are regulated by the Federal Reserve Bank of New York and the United States Securities and Exchange Commission |
| Americas | United States of America | A market made by dealers which are regulated by the Financial Industry Regulatory Authority (FINRA) and the United States Securities and Exchange Commission |
| Americas | Brazil | B3 S.A. – Brasil, Bolsa, Balcão |
| Americas | Argentina | Bolsa de Comercio de Buenos Aires |
| Americas | Chile | Bolsa de Comercio de Santiago |
| Americas | Colombia | Bolsa de Valores de Colombia |
| Americas | Mexico | Bolsa Mexicana de Valores |
| Americas | United States of America | Chicago Stock Exchange, Inc |
| Americas | United States of America | Intercontinental Exchange (ICE – US) |
| Americas | Peru | Bolsa de Valores de Lima (Lima Stock Exchange) |
| Americas | Canada | The Montreal Exchange / Bourse de Montreal |
| Americas | United States of America | National Stock Exchange Inc. |
| Americas | United States of America | NASDAQ |
| Americas | United States of America | NASDAQ OMX BX |
| Americas | United States of America | NASDAQ OMX PHLX |
| Americas | United States of America | New York Stock Exchange, Inc. |
| Americas | United States of America | NYSE Arca |
| Americas | Canada | Toronto Stock Exchange |
| Americas | Canada | TSX Venture Exchange |

| | | |
|---|---|---|
| Europe | EU/EEA | Any Regulated Market and/or Multilateral Trading Facility (MTF) which is located in an EU/EEA State, that is regulated, operates regularly and is open to the public. Please refer to ESMA's Registers Portal: http://registers.esma.europa.eu/publication/searchRegister?core=esma_registers_mifid_rma |
| Europe | EU/EEA | A market in an EEA State which is regulated, operates regularly and is open to the public |
| Europe | Russia | Moscow Exchange |
| Europe | Switzerland | SIX Swiss Exchange |
| Europe (non-EEA) | Turkey | Borsa Istanbul |
| Europe (non-EEA) | Guernsey | The International Stock Exchange |
| Far East | Australia | ASX |
| Far East | India | BSE Limited |
| Far East | Malaysia | Bursa Malaysia |
| Far East | China | China Interbank Bond Market - Direct |
| Far East | China | China Interbank Bond Market - Bond Connect |
| Far East | Sri Lanka | Colombo Stock Exchange |
| Far East | Japan | Fukuoka Stock Exchange (including the Q Board) |
| Far East | Vietnam | Hanoi Stock Exchange |
| Far East | Vietnam | Hochiminh Stock Exchange |
| Far East | Hong Kong | Hong Kong Exchanges and Clearing Ltd |
| Far East | Indonesia | Indonesia Stock Exchange |
| Far East | Korea | Korea Exchange |
| Far East | Japan | Nagoya Stock Exchange (including Centrex) |
| Far East | India | National Stock Exchange of India |
| Far East | New Zealand | New Zealand Exchange Ltd |
| Far East | Japan | Osaka Exchange (including Hercules) |
| Far East | Pakistan | The Pakistan Stock Exchange Limited |
| Far East | Philippines | Philippine Stock Exchange, Inc. |
| Far East | Japan | Sapporo Securities Exchange (including Ambitious) |
| Far East | China | Shanghai Stock Exchange |
| Far East | China | Shanghai Stock Exchange – Shanghai – Hong Kong Stock Connect |
| Far East | China | Shenzhen Stock Exchange |
| Far East | China | Shenzhen Stock Exchange – Shenzhen – Hong Kong Stock Connect |
| Far East | Singapore | Singapore Exchange |

| | | |
|---|---|---|
| Far East | Thailand | Stock Exchange of Thailand |
| Far East | Taiwan | Taiwan Stock Exchange |
| Far East | Japan | Tokyo Stock Exchange (including Mothers) |
| Middle East | United Arab Emirates | Abu Dhabi Securities Exchange |
| Middle East | Jordan | Amman Stock Exchange |
| Middle East | United Arab Emirates | Dubai Financial Market |
| Middle East | United Arab Emirates | NASDAQ Dubai |
| Middle East | Qatar | Qatar Stock Exchange |
| Middle East | Kingdom of Saudi Arabia | Saudi Stock Exchange (Tadawul) |
| Middle East | Israel | Tel Aviv Stock Exchange |
| International | International | The market organised by the International Capital Market Association (ICMA) |

**Eligible Markets**
**For Approved Derivatives**

| Region | Country | Market |
|---|---|---|
| Africa | South Africa | Johannesburg Stock Exchange |
| Americas | United States of America | Chicago Board Options Exchange |
| Americas | United States of America | CME Group |
| Americas | Canada | ICE Futures Canada |
| Americas | United States of America | ICE Futures U.S. |
| Americas | United States of America | Kansas City Board of Trade |
| Americas | Canada | The Montreal Exchange / Bourse de Montreal |
| Americas | United States of America | NASDAQ OMX Futures Exchange |
| Americas | United States of America | NASDAQ OMX PHLX |
| Americas | United States of America | NASDAQ OMX BX |
| Americas | United States of America | New York Stock Exchange, Inc. |
| Americas | United States of America | NYSE Arca |
| Europe | EU/EEA | Any Regulated Market and/or Multilateral Trading Facility (MTF) which is located an EU/EEA State, that is regulated, operates regularly and is open to the public. Please refer to ESMA's Registers Portal: http://registers.esma.europa.eu/publication/searchRegister?core=esma_registers_mifid_rma |
| Europe | EU/EEA | A market in an EEA State which is regulated, operates regularly and is open to the public |
| Europe | Italy | Borsa Italiana S.P.A |
| Far East | Australia | ASX |
| Far East | Hong Kong | Hong Kong Futures Exchange Limited |
| Far East | Korea | Korea Exchange |
| Far East | New Zealand | New Zealand Exchange Ltd (NZX) |
| Far East | Japan | Osaka Exchange |
| Far East | Singapore | Singapore Exchange |
| Far East | Japan | Tokyo Financial Exchange |
| Far East | Japan | Tokyo Stock Exchange |

## APPENDIX IV

## INVESTMENT AND BORROWING POWERS OF THE COMPANIES

### 1. General rules of investment

The Scheme Property of each Fund of each Company will be invested with the aim of achieving the investment objective of that Fund but subject to the limits set out in Chapter 5 of the COLL Sourcebook ("COLL 5") and this Prospectus. These limits apply to each Fund as summarised below.

The investment and borrowing powers of the Companies are summarised below. The restrictions apply to each Fund separately.

### 1.1 Prudent spread of risk

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

### 1.2 Cover

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

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

1.2.2.1 it must be assumed that in applying any of those rules, the Funds must also simultaneously satisfy any other obligation relating to cover; and

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

### 2. UCITS Schemes - general

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

2.1.1 transferable securities;

2.1.2 approved money-market instruments;

2.1.3 permitted derivatives and forward transactions;

2.1.4 permitted deposits; and

2.1.5 permitted units in collective investments schemes.

2.2 The requirements on spread of investments generally and in relation to 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 the relevant Fund (or on which the initial offer commenced if later) provided that the requirement to maintain prudent spread of risk in paragraph 1.1 above is complied with.

3. **Transferable Securities**

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

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

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

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

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

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

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

3.5.3 reliable valuation is available for it as follows:

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

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

3.5.4 appropriate information is available for it as follows:

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

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

3.5.5 it is negotiable; and

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

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

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

3.6.2 to be negotiable.

3.7 No more than 5% of the Scheme Property of a Fund may be invested in warrants.

4. **Closed end funds constituting transferable securities**

4.1 A unit or share in a closed end fund shall be taken to be a transferable security for the purposes of investment by a Fund, provided it fulfils the criteria for transferable securities set out in paragraph 3.5 and either:

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

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

4.1.1.2 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

4.1.2 Where the closed end fund is constituted under the law of contract:

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

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

5. **Transferable securities linked to other assets**

5.1 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:

5.1.1 fulfils the criteria for transferable securities set out in paragraph 3.5 above; and

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

5.2 Where an investment in paragraph 5.1 contains an embedded derivative component, the requirements of this section with respect to derivatives and forwards will apply to that component.

6. **Approved Money-Market Instruments**

6.1 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.

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

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

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

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

6.2.4 has a risk profile, including credit and interest rate risks, corresponding to that of an instrument which has a maturity as set out in paragraph 6.2.1 or paragraph 6.2.2 or is subject to yield adjustments as set out in paragraph 6.2.3.

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

6.2.6 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:

6.2.6.1 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

6.2.6.2 based either on market data or on valuation models including systems based on amortised costs.

6.2.7 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.

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

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

7.1.1 admitted to or dealt on an eligible market (as described in paragraph 8.3.1 or paragraph 8.3.2); or

7.1.2 dealt on an eligible market (as described in 8.4); or

7.1.3 for an approved money-market instrument not admitted to or dealt in on an eligible market, within paragraph 9.1; or

7.1.4 recently issued transferable securities provided that:

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

7.1.4.2 such admission is secured within a year of issue.

7.1.5 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 paragraph 7.1.

## 8. Eligible markets regime: purpose

8.1 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.

8.2 Where a market ceases to be eligible, investments on that market cease to be approved securities. The 10% restriction in paragraph 7.1.5above 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.

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

8.3.1 a regulated market as defined in the FCA Handbook; or

8.3.2 a market in an EEA State which is regulated, operates regularly and is open to the public.

8.4 A market not falling within paragraph 8.3 of this Appendix is eligible for the purposes of COLL 5 if:

8.4.1 the ACD, after consultation with and notification to the Depositary, decides that market is appropriate for investment of, or dealing in, the Scheme Property;

8.4.2 the market is included in a list in the prospectus; and

8.4.3 the Depositary has taken reasonable care to determine that:

8.4.3.1 adequate custody arrangements can be provided for the investment dealt in on that market; and

8.4.3.2 all reasonable steps have been taken by the ACD in deciding whether that market is eligible.

8.5 In paragraph 8.4.1, a market must not be considered appropriate unless it is regulated, operates regularly, is recognised as a market or exchange or as a self-regulating organisation by an overseas regulator, is open to the public, is adequately liquid and has adequate arrangements for unimpeded transmission of income and capital to or for the order of investors.

9. **Money-market instruments with a regulated issuer**

9.1 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:

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

9.1.2 the instrument is issued or guaranteed in accordance with paragraph 10 below.

9.2 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:

9.2.1 the instrument is an approved money-market instrument;

9.2.2 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 11 below; and

9.2.3 the instrument is freely transferable.

10. **Issuers and guarantors of money-market instruments**

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

10.1.1 issued or guaranteed by any one of the following:

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

10.1.1.2 a regional or local authority of an EEA State;

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

10.1.1.4 the European Union or the European Investment Bank;

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

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

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

10.1.3 issued or guaranteed by an establishment which is:

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

10.1.3.2 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.

10.2 An establishment shall be considered to satisfy the requirement in paragraph 10.1.3.2 if it is subject to and complies with prudential rules, and fulfils one or more of the following criteria:

10.2.1 it is located in the European Economic Area;

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

10.2.3 it has at least investment grade rating;

10.2.4 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.

11. **Appropriate information for money-market instruments**

11.1 In the case of an approved money-market instrument within paragraph 10.1.2 or issued by a body of the type referred to in COLL 5.2.10EG, or which is issued by an authority within paragraph 10.1.1.2 or a public international body within 10.1.1.6 but is not guaranteed by a central authority within paragraph 10.1.1.1, the following information must be available:

11.1.1 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;

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

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

11.2 In the case of an approved money-market instrument issued or guaranteed by an establishment within paragraph 10.1.3, the following information must be available:

11.2.1 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;

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

11.2.3 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.

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

11.3.1 within paragraphs 10.1.1.1, 10.1.1.4 or 10.1.1.5 or

11.3.2 which is issued by an authority within paragraph 10.1.1.2 or a public international body within paragraph 10.1.1.6 and is guaranteed by a central authority within paragraph 10.1.1.1;

11.3.3 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.

12. **Spread: general**

12.1 This rule on spread does not apply to government and public securities.

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

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

12.4 Not more than 5% in value of the Scheme Property of a Fund is to consist of transferable securities or approved money market instruments issued by any single body, except that the limit of 5% is raised to 10% in respect of up to 40% in value of the Scheme Property (covered bonds need not be taken into account for the purposes of applying the limit of 40%). For these purposes certificates representing certain securities are treated as equivalent to the underlying security.

12.5 The limit of 5% is raised to 25% in value of the Scheme Property in respect of covered bonds provided that when a Fund invests more than 5% in covered bonds issued by a single body, the total value of covered bonds held must not exceed 80% in value of the Scheme Property. None of the Funds may currently invest in covered bonds.

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

12.7 Not more than 20% in value of the Scheme Property of a Fund is to consist of transferable securities and approved money market instruments issued by the same group.

12.8 Not more than 20% in value of the Scheme Property of a Fund is to consist of the units of any one collective investment scheme. Each of the Funds has its own limit as to the extent to which it will invest in other collective investment schemes as set out in Appendix I. This limit can be raised or decreased in accordance with the COLL Sourcebook.

12.9 The FCA Handbook provides that in applying the limits in paragraphs 12.3, 12.4 and 12.6 and subject to paragraph 12.5, not more than 20% in value of the Scheme Property of a Fund is to consist of any combination of two or more of the following:

12.9.1 transferable securities (including covered bonds) or approved money market instruments issued by; or

12.9.2 deposits made with; or

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

13. **Counterparty risk and issuer concentration**

13.1 The ACD must ensure that counterparty risk arising from an OTC derivative is subject to the limits set out in paragraphs 12.6 and 12.9 above.

13.2 When calculating the exposure of a Fund to a counterparty in accordance with the limits in paragraph 12.6 the ACD must use the positive mark-to-market value of the OTC derivative contract with that counterparty.

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

13.4 The netting agreements in paragraph 13.3 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.

13.5 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.

13.6 The ACD must take collateral into account in calculating exposure to counterparty risk in accordance with the limits in paragraph 12.6 when it passes collateral to an OTC counterparty on behalf of a Fund.

13.7 Collateral passed in accordance with paragraph 13.6 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.

13.8 The ACD must calculate the issuer concentration limits referred to in paragraph 12.6 on the basis of the underlying exposure created through the use of OTC derivatives pursuant to the commitment approach.

13.9 In relation to the exposure arising from OTC derivatives as referred to in paragraph 12.9 the ACD must include any exposure to OTC derivative counterparty risk in the calculation.

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

14.1 The following section applies in respect of a transferable security or an approved money market instrument ("such securities") that is issued by:

14.1.1 an EEA state;

14.1.2 a local authority of an EEA state;

14.1.3 a non-EEA state; or

14.1.4 a public international body to which one or more EEA states belong.

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

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

14.3.1 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;

14.3.2 no more than 30% in value of the Scheme Property consists of such securities of

any one issue;

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

14.3.4 the disclosures required by the FCA have been made.

14.4 For Ninety One Funds Series i only:

**In giving effect to paragraph 14.3, more than 35 per cent. of the property of the Funds may be invested in transferable securities or approved money market instruments issued or guaranteed by any single state, local authority or public international body in the following list: the United Kingdom, Northern Ireland, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, Netherlands, Portugal, Spain, Sweden, Australia, Canada, Japan, New Zealand, Switzerland or the United States of America, or by the European Atomic Energy Commission, the European Coal and Steel Community, the European Economic Community, the European Investment Bank, the International Bank for Reconstruction and Development, the International Finance Corporation, the International Monetary Fund, the African Development Bank, the Asian Development Bank, the Caribbean Development Bank, the Inter-American Development Bank, the Guaranteed Export Finance Corporation PLC, the European Bank for Reconstruction and Development or the World Bank.**

**Notwithstanding paragraph 12.1 and subject to paragraphs 14.2 and 14.3 above, in applying the 20% limit in paragraph 12.9 with respect to a single body, government and public securities issued by that body shall be taken into account.**

For Ninety One Funds Series ii only:

**In giving effect to paragraph 14.3, more than 35 per cent. of the property of the Funds may be invested in transferable securities or approved money market instruments issued or guaranteed by any single state, local authority or public international body in the following list: the United Kingdom, Northern Ireland, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, Netherlands, Portugal, Spain, Sweden, Australia, Canada, Japan, New Zealand, Switzerland or the United States of America, or by the European Atomic Energy Commission, the European Coal and Steel Community, the European Economic Community, the European Investment Bank, the International Bank for Reconstruction and Development, the International Finance Corporation, the International Monetary Fund, the African Development Bank, the Asian Development Bank, the Caribbean Development Bank, the Inter-American Development Bank, the Guaranteed Export Finance Corporation PLC, the European Bank for Reconstruction and Development or the World Bank.**

**Notwithstanding paragraph 12.1 and subject to paragraphs 14.2 and 14.3 above, in applying the 20% limit in paragraph 12.9 with respect to a single body, government and public securities issued by that body shall be taken into account.**

For Ninety One Funds Series iii only:

**In giving effect to paragraph 14.3, more than 35 per cent. of the property of the Funds may be invested in transferable securities or approved money market instruments issued or guaranteed by any single state, local authority or public international body in the following list: the United Kingdom, Northern Ireland, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, Netherlands, Portugal, Spain, Sweden, Australia, Canada, Japan, New Zealand, Switzerland or the United States of America, or by the European Atomic Energy Commission, the European Coal and Steel Community, the European Economic Community, the European Investment Bank, the International Bank for Reconstruction and Development, the International Finance Corporation, the International Monetary Fund, the African Development Bank, the Asian Development Bank, the Caribbean Development Bank, the Inter-American Development Bank, the Guaranteed**

**Export Finance Corporation PLC, the European Bank for Reconstruction and Development or the World Bank.**

**Notwithstanding paragraph 12.1 and subject to paragraphs 14.2 and 14.3 above, in applying the 20% limit in paragraph 12.9 with respect to a single body, government and public securities issued by that body shall be taken into account.**

For Ninety One Funds Series iv only:

**In giving effect to paragraph 14.3, more than 35 per cent. of the property of the Funds may be invested in transferable securities or approved money market instruments issued or guaranteed by any single state, local authority or public international body in the following list: the United Kingdom, the Scottish Administration, the Executive Committee of the Northern Ireland Assembly, the National Assembly of Wales, Australia, Austria, Belgium, Canada, the Czech Republic, Denmark, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Japan, Luxembourg, Mexico, Netherlands, Norway, Poland, Portugal, South Korea, Spain, Sweden, Switzerland Turkey and the United States, or by the European Atomic Energy Commission, the European Investment Bank, the International Bank for Reconstruction and Development, the International Finance Corporation, the International Monetary Fund, the African Development Bank, the Asian Development Bank, the Caribbean Development Bank, the Inter-American Development Bank, the Guaranteed Export Finance Corporation PLC, the European Bank for Reconstruction and Development and the World Bank.**

**Notwithstanding paragraph 12.1 and subject to paragraphs 14.2 and 14.3 above, in applying the 20% limit in paragraph 12.9 with respect to a single body, government and public securities issued by that body shall be taken into account.**

15. **Investment in collective investment schemes**

15.1 The Scheme Property of a Fund may be invested, subject to the Fund specific limits set out in Appendix I, in units or shares in other collective investment schemes ("Second Scheme") provided the Second Scheme satisfies all of the following conditions and provided that no more than 30% of the UCITS Scheme is invested in Second Schemes within paragraphs 15.1.1.2 to 15.1.1.5 below.

15.1.1 The Second Scheme must:

15.1.1.1 satisfy the conditions necessary for it to enjoy the rights conferred by the UCITS Directive; or

15.1.1.2 be recognised under the provisions of s.272 of the Financial Services and Markets Act 2000; or

15.1.1.3 be authorised as a non-UCITS retail scheme (provided the requirements of Article 50(1)(e) of the UCITS Directive are met); or

15.1.1.4 be authorised in another EEA State provided the requirements of Article 50(1)(e) of the UCITS Directive are met; or

15.1.1.5 be authorised by the competent authority of an OECD member country (other than another EEA State) which has:

(i) signed the IOSCO Multilateral Memorandum of Understanding; and

(ii) approved the scheme's management company, rules and depositary/custody arrangements;

(provided the requirements of article 50(1)(e) of the UCITS Directive are met).

15.1.2 The Second Scheme has terms which prohibit more than 10% in value of the scheme property consisting of units in collective investment schemes. Where the Second Scheme is an umbrella, the provisions in paragraphs 15.1.2, 15.2, 15.3, 15.4 and 12 apply to each sub fund as if it were a separate scheme.

15.1.3 The Scheme Property attributable to a Fund may include Shares in another Fund of the same Company (the "Second Fund") subject to the requirements of paragraph 15.1.4 below.

15.1.4 A Fund may invest in or dispose of Shares of a Second Fund provided that:

15.1.4.1 the Second Fund does not hold Shares in any other Fund in the same Company;

15.1.4.2 the requirements set out at paragraphs 15.2 and 15.3 below are complied with; and

15.1.4.3 the investing or disposing Fund must not be a feeder UCITS to the Second Fund.

Investment may only be made in a Second Fund or other collective investment schemes managed by the ACD or one of its associates if the Prospectus clearly states that the Funds may enter into such investments.

15.2 The Funds may subject to the limit set out in 15.1 above, invest in collective investment schemes (including a Second Fund) managed or operated by, or whose authorised corporate director is, the ACD of the Funds or one of its associates.

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

15.4 If a substantial proportion of a Fund's assets are invested in other collective investment schemes, the maximum level of management fees that the Fund will pay the manager of such collective investment schemes is 6% p.a.

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

16.1 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 a Fund, at the time when payment is required, without contravening the rules in COLL 5.

17. **Derivatives: general**

**All of the Funds may use derivatives for the purposes of Efficient Portfolio Management and investment purposes.**

17.1 **Where provided for as a term of a derivative contract (including a total return swap) or as prescribed by applicable law, the counterparties with which the Funds enter into over the counter ("OTC") derivative contracts, or a clearing member through which a Fund submits its OTC derivative trades to clearing, provide and/or receive collateral to/from the Funds.**

**Collateral is normally made up of US dollar cash, Sterling cash and/or G7 treasuries and where the collateral posted to a Fund is comprised of G7 treasuries, it is held by the**

**Depositary. The Fund has full legal ownership of collateral received. Collateral received by the Funds may be used to reduce their counterparty risk exposure if it complies with the criteria set out in applicable laws, regulations and guidance, opinions or other documents issued by the FCA from time to time notably in terms of liquidity, valuation, issuer credit quality, correlation, risks linked to the management of collateral and enforceability. In particular, collateral should comply with the following conditions:**

- **any collateral received other than cash should be of high quality, highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation;**
- **it should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place;**
- **it should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty;**
- **it should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure of 20% of the Funds' net asset values to any single issuer on an aggregate basis, taking into account all collateral received; and**
- **it should be capable of being fully enforced by the Fund at any time without reference to or approval from the counterparty.**

**In the event that the counterparty to an OTC derivative trade which is not submitted to clearing was to default or become insolvent, this collateral would be used to enable the Fund to offset the OTC derivative exposure to the counterparty. Whilst this collateral may not cover the full value of the OTC derivative exposure to the counterparty, where it is provided as a term of the derivative contract and once the minimum monetary threshold exposure is reached, it aims to cover at least 95% of the value of the OTC derivative exposure to the counterparty under normal market conditions.**

**The collateral therefore provides a degree of mitigation to Shareholders in relation to counterparty risk in OTC derivative transactions. The Investment Manager will determine the level of haircut applicable to any non-cash assets received as collateral, taking into account the assets' characteristics such as the credit standing of the issuers, the maturity, the currency and the price volatility of the assets. A 'haircut' is a nominal reduction applied to the market value of non-cash assets to provide a buffer against possible future falls in those assets' market value.**

**An OTC derivative trade submitted for clearing is subject to minimum initial and variation margin requirements set by the relevant clearing house, as well as margin requirements mandated by applicable law and regulation. Additionally, when trading cleared OTC derivatives, a Fund will not face a clearing house directly but rather will do so through a clearing member. Clearing members typically demand the unilateral ability to increase a Fund's margin requirements for cleared OTC derivatives trades beyond any regulatory and/or clearing house minimums which may not be passed through to the relevant clearing house. With respect to cleared OTC derivatives, a Fund may be subject to the risk that a clearing member fails to meet its obligations to the clearing house, which could arise indirectly from the failure by another customer of the clearing member to meet its obligations to the clearing member. Where a clearing member fails, the positions and related collateral could either be ported to another clearing member (in certain circumstances and upon the satisfaction of certain conditions) or terminated by the relevant clearing house, on a close out calculation being performed, and any amounts owed, paid to the Fund, subject to the type of account opened with the relevant clearing house (and not necessarily all of or the same assets posted as collateral).**

**The Funds will only enter into over-the-counter derivatives transactions (including total return swaps) with counterparties who are reputable financial institutions that specialise in these types of transactions and are subject to prudential supervision and as set out in paragraph 23.1.2. Counterparties will typically have a public credit rating which is investment grade (defined as S&P's Long Term Foreign Issuer of BBB- or above, Moody's Long Term Rating of Baa3 or above and Fitch Long Term Issuer Default Rating of BBB- or**

**above). While there are no predetermined legal status or geographic criteria applied in the selection of the counterparties, these elements are typically taken into account in the selection process. The counterparties will have no discretion over the composition or management of the relevant Fund's portfolio or over the underlying of the financial derivative instruments. The identity of the counterparties will be disclosed in the annual report.**

17.2 A transaction in derivatives or a forward transaction must not be effected for a Fund unless the transaction is of a kind specified in paragraph 18 (Permitted transactions (derivatives and forwards)) below, and the transaction is covered, as required by paragraph 31 (Cover for investment in derivatives) of this Appendix.

17.3 Where a Fund invests in derivatives, the exposure to the underlying assets must not exceed the limits set out in the COLL Sourcebook in relation to spread (COLL 5.2.11R Spread: general, COLL 5.2.12R Spread: government and public securities) except for index based derivatives where the rules below apply.

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

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

17.5.1 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;

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

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

17.6 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.

17.7 Where a scheme invests in an index based derivative, provided the relevant index falls within paragraph 20 (Financial Indices underlying derivatives), the underlying constituents of the index do not have to be taken into account for the purposes of COLL 5.2.11R and COLL 5.2.12R.

18. **Total return swaps**

18.1 Subject to a Fund's investment policy and the requirements as set out in this Appendix IV, total return swaps or other financial derivative instruments with similar characteristics may be used by a Fund to gain exposure on a total return basis to any asset that the Fund is otherwise permitted to gain exposure to, including transferable securities, approved money-market instruments, collective investment scheme units, derivatives, financial indices, foreign exchange rates and currencies in order to achieve its investment objective. For Funds that invest in total return swaps or other financial derivative instruments with similar characteristics in accordance with their investment policies, a general description of the use of total return swaps may be found in the relevant section in Appendix I.

18.2 A total return swap is an agreement in which one party (total return payer) transfers the total economic performance of a reference obligation (e.g. a share, bond or index) to the other party (total return receiver). The total return receiver must in turn pay the total return payer any reduction

in the value of the reference obligation and possibly certain other cash flows. Total economic performance includes income from interest and fees, gains or losses from market movement, and credit losses. A Fund may use a total return swap to gain exposure to an asset (or other reference obligation), which it does not wish to buy and hold itself, or otherwise to make a profit or avoid a loss. Total return swaps entered into by a Fund may be in the form of funded and/or unfunded swaps. An unfunded swap means a swap where no upfront payment is made by the total return receiver at inception. A funded swap means a swap where the total return receiver pays an upfront amount in return for the total return of the reference obligation.

18.3 Where a Fund uses total return swaps, the maximum and the expected proportion of assets that could be subject to these instruments will be set out in respect of each Fund in Appendix I.

18.4 For the Funds which are permitted by their investment policy to use total return swaps but do not actually use them, the expected proportion of assets under management that could be subject to these instruments is 0%. In the event that a Fund which at the date of this Prospectus does not use total return swaps but does in the future engage in their use, the relevant sections of Appendix I will be updated accordingly and in particular the maximum and expected proportion of assets under management subject to these transactions will be disclosed at the next available opportunity.

18.5 Any returns or losses generated by total return swaps and other financial derivative transactions with similar characteristics will be for the account of the relevant Fund, subject to the terms agreed with the relevant counterparty which may require the Fund to make payments to the counterparty or broker at a set rate that may be fixed or variable. The counterparties or brokers with whom the Funds may trade total return swaps and other financial derivatives transactions with similar characteristics may be affiliated with the Depositary, the ACD and/or the Investment Manager to the extent permitted under applicable laws and regulations. Neither the ACD nor the Investment Manager will take any fees or costs out of the revenues generated by total return swaps or other financial derivative transactions with similar characteristics additional to the fees, charges, costs and expenses described in Section 7 “Fees and Expenses”. Information on direct and indirect operational costs incurred by each Fund in this respect, as well as the identity of the entities to which such costs are paid and any affiliation they may have with the Depositary, the ACD or the Investment Manager, if applicable, will be made available in the annual report.

18.6 The Depositary will verify the ownership of the OTC derivatives (including total return swaps) of the Funds and maintain an updated record of such OTC derivatives in accordance with the terms of the Depositary Agreement.

19. **Permitted transactions (derivatives and forwards)**

19.1 A transaction in a derivative must be in an approved derivative; or be one which complies with paragraph 23 (OTC transactions in derivatives).

19.2 A transaction in a derivative must have the underlying consisting of any one or more of the following to which the scheme is dedicated: transferable securities, approved money market instruments permitted under paragraphs 7.1.1 to 7.1.3, deposits, permitted derivatives under this paragraph, collective investment scheme units permitted under paragraph 15 (Investment in collective investment schemes), financial indices which satisfy the criteria set out in paragraph 20, interest rates, foreign exchange rates, and currencies.

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

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

19.5 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 a sale

is not to be considered as uncovered if the conditions in COLL 5.2.22AG(1) are satisfied.

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

20. **Financial Indices underlying derivatives**

20.1 The financial indices referred to in paragraph 19.2 are those which satisfy the following criteria:

20.1.1 the index is sufficiently diversified;

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

20.1.3 the index is published in an appropriate manner.

20.2 A financial index is sufficiently diversified if:

20.2.1 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;

20.2.2 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

20.2.3 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.

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

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

20.3.2 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

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

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

20.4.1 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

20.4.2 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.

20.5 Where the composition of underlyings of a transaction in a derivative does not satisfy the requirements for a financial index, the underlyings for that transaction shall where they satisfy the requirements with respect to other underlyings pursuant to paragraph 19.2, be regarded as a combination of those underlyings.

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

21.1 A derivative or forward transaction which will or could lead to the delivery of property for the account of a Fund may be entered into only if that property can be held for the account of that Fund, and the ACD having taken reasonable care determines that delivery of the property under

the transaction will not occur or will not lead to a breach of the rules in the COLL Sourcebook.

22. **Requirement to cover sales**

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

23. **OTC transactions in derivatives**

23.1 Any transaction in an OTC derivative under paragraph 19.1 must be:

23.1.1 in a future or an option or a contract for differences;

23.1.2 with an approved counterparty; a counterparty to a transaction in derivatives is approved only if the counterparty is an Eligible Institution or an Approved Bank; or a person whose permission (including any requirements or limitations), as published in the FCA Register or whose Home State authorisation, permits it to enter into the transaction as principal off-exchange;

23.1.3 on approved terms; the terms of the transaction in derivatives are approved only if, the ACD carries out at least daily a reliable and verifiable valuation in respect of that transaction corresponding to its fair value and which does not rely only on market quotations by the counterparty; and can enter into one or more further transactions to sell, liquidate or close out that transaction at any time, at its fair value;

23.1.4 capable of reliable valuation; a transaction in derivatives is capable of reliable valuation only if the ACD having taken reasonable care determines that, throughout the life of the derivative (if the transaction is entered into), it will be able to value the investment concerned with reasonable accuracy:

23.1.4.1 on the basis of an up-to-date market value which has been agreed is reliable; or

23.1.4.2 if the value referred to in paragraph 23.1.4.1 is not available, on the basis of a pricing model which the ACD and the Depositary have agreed uses an adequate recognised methodology; and

23.1.5 subject to verifiable valuation: a transaction in derivatives is subject to verifiable valuation only if, throughout the life of the derivative (if the transaction is entered into) verification of the valuation is carried out by:

23.1.5.1 an appropriate third party which is independent from the counterparty of the derivative at an adequate frequency and in such a way that the ACD is able to check it; or

23.1.5.2 a department within the ACD which is independent from the department in charge of managing the Fund and which is adequately equipped for such a purpose.

For the purposes of paragraph 23.1.3 above, “fair value” is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm’s length transaction.

24. **Valuation of OTC derivatives**

24.1 For the purposes of paragraph 23.1.3 the ACD must:

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

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

24.2 Where the arrangements and procedures referred to in paragraph 24.1 above 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).

24.3 The arrangements and procedures referred to in paragraph 24.1 must be:

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

24.3.2 adequately documented.

## 25. Risk Management

25.1 The ACD uses a risk management process (including a risk management policy) in accordance with COLL 6.12.3R, as reviewed by the Depositary and filed with the FCA, enabling it to monitor and measure at any time the risk of a Fund's positions and their contribution to the overall risk profile of the Fund. The following details of the risk management process must be regularly notified to the FCA and at least on an annual basis:

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

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

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

## 26. Investment in deposits

26.1 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.

## 27. Significant influence

27.1 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:

27.1.1 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

27.1.2 the acquisition gives the Company that power.

27.2 For the purposes of paragraph 27.1, 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).

## 28. Concentration

A UCITS Scheme:

28.1 must not acquire transferable securities other than debt securities which:

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

28.1.2 represent more than 10% of these securities issued by that body corporate;

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

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

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

28.5 need not comply with the limits in paragraphs 28.2, 28.3 and 28.4of this Appendix if, at the time of the acquisition, the net amount in issue of the relevant investment cannot be calculated.

29. **Schemes replicating an index**

29.1 Notwithstanding COLL 5.2.11R (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 stated investment policy is to replicate the composition of a relevant index as defined below.

29.2 Replication of the composition of a relevant index shall be understood to be a reference to a 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.

29.3 The 20% limit can be raised for a particular Fund up to 35% in value of the Scheme Property, but only in respect of one body and where justified by exceptional market conditions.

29.4 In the case of a Fund replicating an index the Scheme Property need not consist of the exact composition and weighting of the underlying in the relevant index in cases where the Fund's investment objective is to achieve a result consistent with the replication of an index rather than an exact replication.

29.5 The indices referred to above are those which satisfy the following criteria:

29.5.1 the composition is sufficiently diversified;

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

29.5.3 the index is published in an appropriate manner.

29.6 The composition of an index is sufficiently diversified if its components adhere to the spread and concentration requirements in this section.

29.7 An index represents an adequate benchmark if its provider uses a recognised methodology which generally does not result in the exclusion of a major issuer of the market to which it refers.

29.8 An index is published in an appropriate manner if:

29.8.1 it is accessible to the public;

29.8.2 the index provider is independent from the index-replicating UCITS scheme; this does not preclude index providers and the UCITS scheme from forming part of the same group, provided that effective arrangements for the management of conflicts of interest are in place.

30. **Derivative exposure**

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

30.2 Cover ensures that a Fund is not exposed to the risk of loss of property, including money, to an extent greater than the net value of the Scheme Property. Therefore, a Fund must hold Scheme Property sufficient in value or amount to match the exposure arising from a derivative obligation to which that Fund is committed. Paragraph 31 (Cover for investment in derivatives) below sets out detailed requirements for cover of that Fund.

30.3 A future is to be regarded as an obligation to which a Fund is committed (in that, unless closed out, the future will require something to be delivered, or accepted and paid for); a written option as an obligation to which the scheme is committed (in that it gives the right of potential exercise to another thereby creating exposure); and a bought option as a right (in that the purchaser can, but need not, exercise the right to require the writer to deliver and accept and pay for something).

30.4 Cover used in respect of one transaction in derivatives or forward transaction must not be used for cover in respect of another transaction in derivatives or a forward transaction.

31. **Cover for investment in derivatives**

31.1 A Fund may invest in derivatives and forward transactions as part of its investment policy provided:

31.1.1 its global exposure relating to derivatives and forward transactions held in the Fund does not exceed the net value of the Scheme Property; and

31.1.2 its global exposure to the underlying assets does not exceed in aggregate the investment limits laid down in paragraph 12 above.

32. **Cover and Borrowing**

32.1 Cash obtained from borrowing, and borrowing which the ACD reasonably regards an Eligible Institution or an Approved Bank to be committed to provide, is not available for cover under paragraph 31 except where paragraph 32.2 below applies.

32.2 Where, for the purposes of this paragraph a Fund borrows an amount of currency from an Eligible Institution or an Approved Bank; and keeps an amount in another currency, at least equal to such borrowing for the time being in paragraph 32.1 on deposit with the lender (or his agent or nominee), then this paragraph 32.2 applies as if the borrowed currency, and not the deposited currency, were part of the Scheme Property.

33. **Calculation of global exposure**

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

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

33.2.1 the incremental exposure and leverage generated through the use of derivatives and forward transactions (including embedded derivatives as referred to in paragraph 17(Derivatives: general), which may not exceed 100% of the net value of the Scheme Property; or

33.2.2 the market risk of the Scheme Property

33.3 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.

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

33.4.1 commitment approach; or

33.4.2 the value at risk approach.

33.5 The ACD must ensure that the method selected above is appropriate, taking into account:

33.5.1 the investment strategy pursued by the Fund;

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

33.5.3 the proportion of the scheme property comprising derivatives and forward transactions.

33.6 Where a Fund employs techniques and instruments including repo contracts or stock lending transactions in accordance with paragraph 35 (Securities lending) in order to generate additional leverage or exposure to market risk, the ACD must take those transactions into consideration when calculating global exposure.

34. **Commitment approach**

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

34.1.1 ensure that it applies this approach to all derivative and forward transactions (including embedded derivatives as referred to in paragraph 17 (Derivatives: general)), whether used as part of the Fund's general investment policy, for the purposes of risk reduction or for the purposes of Efficient Portfolio Management in accordance with paragraph 35 (Securities lending); and

34.1.2 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).

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

34.3 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.

34.4 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

34.5 Where the commitment approach is used, temporary borrowing arrangements entered into on behalf of the Fund in accordance with paragraph 41 (Borrowing powers) need not form part of the global exposure calculation.

35. **Securities Financing Transactions**

**Securities lending**

**The Funds are not currently entering into securities lending or repurchase or reverse purchase transactions ("repo contracts") but should they do so in the future, the following provisions will apply and the Prospectus will be amended accordingly before they do so**

**and in particular the legal status, country of origin and minimum credit rating criteria, if any, used to select the counterparties will be disclosed.**

35.1 The entry into securities lending transactions or repo contracts for the account of a Fund is permitted for the generation of additional income for the benefit of that Fund, and hence for its investors.

35.2 The specific method of securities lending permitted in this section is in fact not a transaction which is a loan in the normal sense. Rather it is an arrangement of the kind described in section 263B of the Taxation of Chargeable Gains Act 1992, under which the lender transfers securities to the borrower otherwise than by way of sale for a fee and the borrower is to transfer those securities, or securities of the same type and amount, back to the lender at a later date. In accordance with good market practice, a separate transaction by way of transfer of assets is also involved for the purpose of providing collateral to the "lender" to cover him against the risk that the future transfer back of the securities may not be satisfactorily completed. Even though the parties are called lender and borrower, actual ownership of the assets is transferred. A Fund may act as lender or borrower under a securities lending transaction. The types of assets that can be subject to a securities lending transaction are securities (both bonds and shares).

35.3 As part of any securities lending transaction, a Fund must in principle receive, previously or simultaneously to the transfer of the securities lent, collateral which is issued or guaranteed by an entity that is independent from the counterparty. The value of the collateral received under the securities lending transaction must, at the conclusion of and continuously during the contract, be equal to at least 100% of the total value of the securities lent.

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

35.5 The Company or the Depositary at the request of the Company may enter into a securities lending arrangement or repo contract of the kind described in section 263B of the Taxation of Chargeable Gains Act 1992 (without extension by section 263C), but only if all the terms of the agreement under which securities are to be reacquired by the Depositary for the account of the Fund, are in a form which is acceptable to the Depositary and are in accordance with good market practice, the counterparty meets the criteria set out in COLL 5.4.4, and collateral is obtained to secure the obligation of the counterparty. Collateral must be acceptable to the Depositary, adequate and sufficiently immediate.

35.6 The counterparties of securities lending transactions will be reputable financial institutions specialised in this type of transaction. The Funds will only enter into securities lending transactions and repurchase and reverse repo contracts with counterparties who are reputable financial institutions that specialise in these types of transactions and are subject to prudential supervision.

35.7 Eligible collateral types are approved by the Investment Manager and may, unless agreed otherwise, only consist of USD, Sterling and EURO cash. Collateral having a market value of not less than 100% of the market value of the securities on loan shall be received. Valuations are carried out daily and a margin is applied to collateral transactions. If the market value falls below 100% of the securities on loan the counterparty shall be required to deliver additional collateral. However market volatility increases the risk that collateral which has been received on such transactions may at a point in time have a market value lower than that of the securities on loan. If this scenario coincided with a counterparty default this could result in a shortfall in the collateral provided by such counterparty. In normal circumstances the securities lending agent's guarantee would cover any shortfall arising.

35.8 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. This duty 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.

35.9 Any agreement for transfer at a future date of securities or of collateral (or of the equivalent of either) may be regarded, for the purposes of valuation under the COLL Sourcebook, as an unconditional agreement for the sale or transfer of property, whether or not the property is part of the property of the Fund.

35.10 Where collateral (other than cash) is approved by the Investment Manager, it must be given in the form of highly liquid assets which are of high quality and traded on a regulated market or multilateral trading facility with transparent pricing. For the Funds, this non-cash collateral will normally consist of (i) bonds issued or guaranteed by a Member State, a member state of the OECD or by their local public authorities or by supranational institutions and undertakings of a community, regional or worldwide nature; and/or (ii) bonds issued or guaranteed by high quality issuers offering an adequate liquidity; and/or (iii) shares listed or dealt on a Regulated Market of a Member State of the European Union or on a stock exchange of a Member State of the OECD provided that they are included in a main index.

35.11 The collateral received must be valued on a daily basis. Assets that exhibit high price volatility shall not be accepted unless suitably conservative haircuts are put in place.

35.12 The collateral received shall be sufficiently diversified in terms of country, market and issuers and shall not entail on an aggregate basis an exposure to a given issuer of more than 20% of the Fund's Net Asset Value. The collateral shall further comply with the limits set forth above under Section 28 "Significant influence".

35.13 The collateral received should be capable of being fully enforced by the Fund at any time without reference to or approval from the counterparty.

35.14 As at the date of this Prospectus, the Funds do not enter in to any securities lending transactions, therefore the expected proportion of a Funds' assets under management that could be subject to securities lending transactions is 0%. If, however, a Fund was to enter into securities lending transactions, as permitted by its investment policy. Prior to entering into such transactions, this Prospectus will be updated to disclose the expected maximum of the Fund's assets under management that may be subject to securities lending transactions.

35.15 Securities held by the Fund that are lent will be held in custody by the Depositary (or a sub-custodian on behalf of the Depositary) in a registered account opened in the Depositary's books for safekeeping in accordance with the terms of the Depositary Agreement.

35.16 Any returns or losses generated by securities lending transactions will be for the account of the relevant Fund, subject to the terms agreed with the relevant lending agent, counterparty or broker which may provide for deductions for taxes and any fees, costs and expenses of the counterparty or broker, any custodian or third parties securities lending agent, which parties may be affiliated with the Depositary, the ACD and/or the Investment Manager to the extent permitted under applicable laws and regulations. The amount of these fees, costs and expenses may be fixed or variable. Neither the ACD nor the Investment Manager will take any fees or costs out of the revenues generated by securities lending transactions additional to the fees, charges, costs and expenses described in Section 7 "Fees and Expenses". Information on direct and indirect operational costs and fees incurred by each Fund in this respect, as well as the identity of the entities to which such costs and fees are paid and any affiliation they may have with the Depositary, the ACD or the Investment Manager, if applicable, will be made available in the annual report.

**Repo contracts**

35.17 Unless prohibited by the investment policy of a specific Fund as described in Appendix I, a Fund may, within the limit set out in the relevant guidance, opinions or other documents issued by the FCA in accordance with COLL, enter into repo contracts consisting of the purchase or sale of securities with a clause reserving for the counterparty or the Fund the right to repurchase the securities from the other party at a price and term specified under the transaction contract.

35.18 A Fund may further enter into repo contracts, consisting of a forward transaction at the maturity of which the Fund or the counterparty has the obligation to repurchase the asset sold and the other

party has the obligation to return the asset bought.

35.19 Under a repurchase contract, one party sells securities (such as shares or bonds) to another party at one price at the start of the trade and at the same time agrees to repurchase (buy back) the asset from the original buyer at a different price at a future date or on demand. The term 'reverse repurchase contract' describes the same contract from the perspective of the buyer.

35.20 A Fund can act as buyer or seller under a repurchase contract and a reverse repurchase contract or a series of continuing repurchase and reverse repurchase contracts. The types of assets that can be subject to such contracts are securities (both bonds and shares).

35.21 As at the date of this Prospectus, the Funds do not enter into repurchase and reverse repo contracts, therefore the expected proportion of a Fund's assets under management that could be subject to these transactions is 0%. If, however, a Fund was to enter into repurchase and reverse repo contracts, as permitted by its investment policy. Prior to entering into such transactions, this Prospectus will be updated to disclose the expected maximum of the Fund's assets under management that may be subject to securities lending transactions.

35.22 Where collateral (other than cash) is approved by the Investment Manager, it must be given in the form of highly liquid assets which are of high quality and traded on a regulated market or multilateral trading facility with transparent pricing. For the Funds, this non-cash collateral will normally consist of (i) bonds issued or guaranteed by a Member State, a member state of the OECD or by their local public authorities or by supranational institutions and undertakings of a community, regional or worldwide nature; and/or (ii) bonds issued or guaranteed by high quality issuers offering an adequate liquidity; and/or (iii) shares listed or dealt on a Regulated Market of a Member State of the European Union or on a stock exchange of a Member State of the OECD provided that they are included in a main index.

35.23 The collateral received must be valued on a daily basis. Assets that exhibit high price volatility shall not be accepted unless suitably conservative haircuts are put in place.

35.24 The collateral received shall be sufficiently diversified in terms of country, market and issuers and shall not entail on an aggregate basis an exposure to a given issuer of more than 20% of the Fund's Net Asset Value. The collateral shall further comply with the limits set forth above under Section 28 "Significant influence".

35.25 The collateral received should be capable of being fully enforced by the Fund at any time without reference to or approval from the counterparty.

35.26 Any repurchase or reverse repurchase contract will generally be collateralised at any time during the lifetime of the agreement, at a minimum of 100% of its notional amount.

35.27 A repurchase agent (which may be a related party of the Depositary, the ACD and/or Investment Manager to the extent permitted by applicable law and regulations) may be compensated for services provided to the Company under the repurchase or reverse repo contracts by receiving a percentage of the net income generated, including the net income generated by the investment of cash collateral received from borrowers. This fee is a direct operational cost of the Company's repurchase and reverse repo contract programme. The Company will retain the remainder (after fees) of the net income from the programme and this will be credited to the relevant Fund on a receipts basis. Neither the ACD nor the Investment Manager will take any fees or costs out of the revenues generated by the Company's repurchase and reverse repo contract programme additional to the fees, charges, costs and expenses described in Section 7 "Fees and Expenses". Information on direct and indirect operational costs and fees incurred by each Fund in this respect, as well as the identity of the entities to which such costs and fees are paid and any affiliation they may have with the Depositary, the ACD or the Investment Manager, if applicable, will be made available in the annual report.

35.28 Securities held by the Fund under a repurchase or reverse repo contract will be held in custody by the Depositary (or a sub-custodian on behalf of the Depositary) in a registered account opened in the Depositary's books for safekeeping in accordance with the terms of the Depositary Agreement.

36. **Collateral Management**

36.1 As part of its OTC derivatives, securities lending, and repurchase and reverse repo contracts, a Fund may receive collateral with a view to reduce its counterparty risk. Any collateral received by a Fund in connection with such transactions must comply with the criteria described in paragraph 17.1 and 35.11 – 35.14 as applicable. Conversely, to act as cover to any exposure by the counterparty to a Fund, a counterparty may require (i) outright title transfer of the Fund's assets as collateral, or (ii) a security interest to be created over the Fund's assets to the benefit of the counterparty as collateral.

36.2 In accordance with its internal policy relating to the management of collateral received by a Fund, and subject to applicable regulation, the Investment Manager/the ACD will determine:

- the required level of collateral; and
- the level of valuation haircut applicable to non-cash assets received as collateral, taking into account the assets' characteristics (such as the credit standing of the issuers, the maturity, the currency and the price volatility of the assets).

36.3 A "haircut" is a nominal reduction applied to the market value of non-cash assets to provide a buffer against possible future falls in those assets' market value.

36.4 As at the date of this Prospectus, the Investment Manager typically accepts receipt of the following collateral types and applies the following haircuts in relation thereto:

| Collateral type | Typical haircut |
|---|---|
| Cash | 0% |

36.5 The Investment Manager reserves the right, subject to applicable regulation, to depart from the above haircut levels where it would be appropriate to do so, taking into account the assets' characteristics (such as the credit standing of the issuers, the maturity, the currency and the price volatility of the assets). Furthermore, the Investment Manager reserves the right to accept collateral types other than those disclosed above.

36.6 Subject to applicable regulation, the Investment Manager may take non-cash collateral which will consist of (i) bonds issued or guaranteed by a Member State, a member state of the OECD or by their local public authorities or by supranational institutions and undertakings of a community, regional or worldwide nature; and/or (ii) bonds issued or guaranteed by high quality issuers offering an adequate liquidity; and/or (iii) shares listed or dealt on a Regulated Market of a Member State of the European Union or on a stock exchange of a member state of the OECD provided that they are included in a main index. At the date of this Prospectus, the collateral received only comprises cash.

36.7 Collateral will be valued on each Dealing Day, using the latest market prices and taking into account appropriate discounts determined for each asset class based on the haircut policy as set out above.

36.8 Where there is a title transfer, collateral received will be held by the Depositary (or a sub-custodian on behalf of the Depositary) in accordance with the terms of the Depositary Agreement. For other types of collateral arrangements, the collateral can be held by a third party custodian that is subject to prudential supervision by its regulator and is unrelated to the provider of the collateral.

36.9 Notwithstanding the creditworthiness of the issuer of the assets received as collateral or the assets acquired by a Fund through the re-investment of cash collateral, a Fund may be subject to a risk of loss in the case of a default of the relevant issuer or the relevant counterparty to transactions in which cash collateral has been re-invested.

36.10 A Fund may provide cash and non-cash collateral to an OTC derivative counterparty. The types of assets which may be provided by a Fund as collateral to a counterparty and any haircuts that may be applied by a counterparty to those types of assets will be as agreed in the terms of the OTC derivative contract. Depending on the terms agreed in the OTC derivative contract, a Fund may provide collateral to a counterparty by an outright transfer of title of assets to the counterparty or by the creation of a security interest over the Fund's assets to the benefit of the counterparty. Where collateral is provided by an outright transfer of title, the counterparty will have full legal ownership of this collateral. Where a security interest is created over a Fund's assets, the secured assets will be held by the Depositary (or its agent) to the benefit of the counterparty. However, the relevant Fund will retain legal ownership of the secured assets. In the event that the relevant Fund was to default or become insolvent, the collateral would be used/the security interest enforced to enable the counterparty to offset the OTC derivatives exposure to the relevant Fund.

37. **Reinvestment of cash collateral**

37.1 Cash collateral received may be reinvested within the limits and in accordance with COLL. Non-cash collateral received may not be reinvested. Non-cash collateral may neither be sold nor pledged.

37.2 Reinvested cash collateral must comply with the 20% diversification requirements set out above (i.e. no more than 20% of a Fund's cash collateral may be exposed to a single institution). In addition, cash collateral received should only be:

- placed on deposit with entities referred to in paragraph 26.1;
- invested in high-quality government bonds;
- used for the purpose of reverse repo contracts entered into with credit institutions subject to prudential supervision; or
- invested in short term money market funds as defined in Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds, as amended, consolidated or supplemented from time to time (if authorised by the investment policy of the Fund).

37.3 A Fund may incur a loss in reinvesting the cash collateral it receives. Such a loss may arise due to a decline in the value of the investment made with cash collateral received. The interest received being insufficient makes the interest payable to the counterparty. A decline in the value of such investment of the cash collateral would reduce the amount of collateral available to be returned by the relevant Fund to the counterparty at the conclusion of the transaction. The relevant Fund would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Fund.

38. **Cash and near cash**

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

38.1.1 the pursuit of the Fund's investment objectives; or

38.1.2 redemption of units; or

38.1.3 efficient management of the Fund in accordance with its investment objectives; or

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

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

39. **General**

39.1 It is not intended that the Fund will have an interest in any immovable property or tangible movable property.

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

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

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

39.5 The COLL Sourcebook permits the ACD to use certain techniques when investing in derivatives in order to manage the Fund's exposure to particular counterparties and in relation to the use of collateral to reduce overall exposure with respect to over-the-counter ("OTC") derivatives; for example the Fund may take collateral from counterparties with whom they have an OTC derivative position and use that collateral to net off against the exposure they have to the counterparty under that OTC derivative position, for the purposes of complying with counterparty spread limits. The COLL Sourcebook also permits the Fund to use derivatives to effectively short sell (agree to deliver the relevant asset without holding it in the scheme) under certain conditions.

## 40. Underwriting

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

## 41. Borrowing powers

41.1 The ACD may, on the instructions of a Fund and subject to the COLL Sourcebook, borrow money from an Eligible Institution or an Approved Bank for the use of the Fund on terms that the borrowing is to be repayable out of the Scheme Property.

41.2 Borrowing must be on a temporary basis, must not be persistent, and in any event must not exceed three months without the prior consent of the Depositary, which may be given only on such conditions as appear appropriate to the Depositary to ensure that the borrowing does not cease to be on a temporary basis.

41.3 The ACD must ensure that borrowing does not, on any business day, exceed 10% of the value of each Fund.

41.4 These borrowing restrictions do not apply to "back to back" borrowing for currency hedging purposes (i.e. borrowing permitted in order to reduce or eliminate risk arising by reason of fluctuations in exchange rates).

## APPENDIX V

## PAST PERFORMANCE TABLES AND INVESTOR PROFILE

### 1. Historic performance table:

Ninety One Funds Series i

| Fund | 01.01.18 to 31.12.18 PGR% | 01.01.17 to 31.12.17 PGR% | 01.01.16 to 31.12.16 PGR% | 01.01.15 to 31.12.15 PGR% | 01.01.14 to 31.12.14 PGR% |
|---|---|---|---|---|---|
| Diversified Income | 0.4 | 4.8 | 5.9 | 2.0 | 5.3 |
| Enhanced Natural Resources | -12.9 | -0.4 | 60.5 | -20.3 | -4.0 |
| Global Multi-Asset Total Return | -8.1 | 11.1 | 17.3 | 8.0 | 3.3 |
| UK Alpha‡ | -9.3 | 12.7 | 8.8 | 6.4 | 6.7 |
| UK Equity Income | -7.5 | 11.9 | 10.5 | n/a | n/a |
| UK Special Situations | -10.0 | 5.4 | 17.6 | -1.2 | -0.5 |

| Fund/Benchmark | 01.01.18 to 31.12.18 PGR% | 01.01.17 to 31.12.17 PGR% | 01.01.16 to 31.12.16 PGR% | 01.01.15 to 31.12.15 PGR% | 01.01.14 to 31.12.14 PGR% |
|---|---|---|---|---|---|
| Cautious Managed | -7.3 | 3.6 | 19.1 | -2.2 | 0.4 |
| Cautious Managed Benchmark (CPI + 4%) | 6.1 | 7.0 | 5.6 | 4.2 | 4.5 |
| UK Smaller Companies‡ | -13.1 | 30.8 | -1.2 | 12.5 | -1.2 |
| UK Smaller Companies Benchmark (Numis Smaller Companies Excl. IT incl. AIM*) | -15.8 | 21.9 | 12.0 | 8.6 | -4.8 |

Ninety One Funds Series ii

| Fund | 01.01.18 to 31.12.18 PGR% | 01.01.17 to 31.12.17 PGR% | 01.01.16 to 31.12.16 PGR% | 01.01.15 to 31.12.15 PGR% | 01.01.14 to 31.12.14 PGR% |
|---|---|---|---|---|---|
| American Franchise | 7.9 | 9.8 | 44.4 | 1.9 | 19.3 |
| Asia Pacific Franchise | -12.5 | 40.4 | 24.6 | -4.2 | 13.2 |
| Global Energy | -12.1 | -13.0 | 49.9 | -24.2 | -17.7 |
| Global Strategic Equity | -8.9 | 18.8 | 25.0 | 4.3 | 14.4 |
| Global Total Return Credit | n/a | n/a | n/a | n/a | n/a |
| Monthly High Income | -3.5 | 5.1 | 12.2 | 0.3 | 1.6 |

Ninety One Funds Series iii

| Fund | 01.01.18 to 31.12.18 PGR% | 01.01.17 to 31.12.17 PGR% | 01.01.16 to 31.12.16 PGR% | 01.01.15 to 31.12.15 PGR% | 01.01.14 to 31.12.14 PGR% |
|---|---|---|---|---|---|
| Emerging Markets Local Currency Debt | -2.7 | 6.2 | 28.1 | -13.8 | -1.0 |
| Global Dynamic | -9.2 | 14.3 | 21.8 | 5.5 | 8.3 |
| Global Equity | -8.1 | 14.2 | 23.0 | 2.8 | 8.6 |
| Global Gold | -0.6 | 0.0 | 84.1 | -18.7 | -2.7 |

Ninety One Funds Series iv

| Fund | 01.01.18 to 31.12.18 PGR% | 01.01.17 to 31.12.17 PGR% | 01.01.16 to 31.12.16 PGR% | 01.01.15 to 31.12.15 PGR% | 01.01.14 to 31.12.14 PGR% |
|---|---|---|---|---|---|
| Diversified Growth | -10.7 | 9.0 | 3.8 | -0.1 | 6.4 |
| Emerging Markets Blended Debt | -4.0 | 4.1 | 29.9 | -4.3 | 4.7 |
| Emerging Markets Equity | -11.2 | 27.7 | 29.0 | -11.0 | 2.4 |
| Global Franchise | 2.0 | 13.0 | 21.1 | 15.7 | 11.9 |
| Global Quality Equity Income‡ | -1.9 | 14.3 | n/a | n/a | n/a |
| Global Special Situations | -14.6 | 18.0 | 36.8 | 2.3 | 11.6 |
| Multi-Asset Protector† | -4.1 | 7.9 | 9.0 | 1.9 | 6.0 |
| Multi-Asset Protector 2 | -3.5 | 7.4 | 7.5 | 1.0 | 5.3 |
| Target Return Bond | -5.8 | -0.5 | 0.4 | -2.0 | 1.2 |
| UK Total Return | -7.4 | 6.7 | 7.2 | 3.2 | 2.7 |

| Fund/Benchmark | 01.01.18 to 31.12.18 PGR% | 01.01.17 to 31.12.17 PGR% | 01.01.16 to 31.12.16 PGR% | 01.01.15 to 31.12.15 PGR% | 01.01.14 to 31.12.14 PGR% |
|---|---|---|---|---|---|
| Diversified Growth | -10.7 | 9.0 | 3.8 | -0.1 | 6.4 |
| Diversified Growth Benchmark (CPI + 5%) | 7.1 | 8.0 | 6.6 | 5.2 | 5.5 |
| Target Return Bond | -5.8 | -0.5 | 0.4 | -2.0 | 1.2 |

| | | | | | |
|---|---|---|---|---|---|
| Target Return Bond Benchmark (Overnight GBP LIBOR + 2.5%) | 3.1 | 2.8 | 2.9 | 3.0 | 3.0 |

*Where Numis data is shown, source: Numis Securities.

Performance data source: © Morningstar, NAV based (net of fees, excluding any initial charges), total return (income reinvested net of UK basic rate tax where applicable), I Acc share class, in sterling. Performance would be lower had initial charges applicable at the time been included. PGR means Percentage Growth Rate.

‡ Performance data source: © Morningstar, NAV based, (net of fees, excluding any initial charges), total return (income reinvested net of UK basic rate tax where applicable), I Inc share class, in sterling. Performance would be lower had initial charges applicable at the time been included. PGR means Percentage Growth Rate.

†Performance data source: © Morningstar, NAV based, (net of fees, excluding any initial charges), total return (income reinvested net of UK basic rate tax), A Acc share class, in sterling. Performance would be lower had initial charges applicable at the time been included. PGR means Percentage Growth Rate.

The Global Total Return Credit Fund launched on 11 May 2018 and the UK Sustainable Equity Fund launched on 14 December 2018, therefore, no past performance information is available for either of these Funds for the period January – December 2018.

The Global Environment Fund launched on 2 December 2019 and the All China Equity Fund has not yet launched, therefore, no past performance information is available for either of these Funds.

**NOTE:** Past performance and performance targets are not a reliable indicator of future results, losses may be made. Please see Appendix I for the Funds' objectives and below for an explanation of investor profiles and risk categories.

2. **Investor profiles**

The Funds are suitable for a retail or professional investor who wishes to have the investment exposure as set out in each Fund's objective and policy and is comfortable taking on the general and specific risks as set out in the risk section. Although an investor can sell at any time, each Fund is only suitable where the intended investment horizon is long term, with the exception of the Target Return Bond Fund, where the intended investment horizon is medium term. Each Fund involves a risk to capital that could be large or small depending on various market conditions and investors must understand this uncertainty. Although a Fund that is currently low risk would be deemed to be unlikely to lose much, it is still possible that it will suffer a large loss, and this is consistent with it being low risk.

Taking account of uncertainty, the measurement currency of the investor, the expected holding period and the consequences of overall risk when holding the Fund within a portfolio of investments, it is not possible to make a simple statement as to the risk level of the Fund. For example, even for a short term holding period, a deposit account that invests in US Dollar deposits is risky for an investor who measures their wealth in Euros. Also, over the long term, a sterling deposit account is risky for a sterling based investor, due to the likelihood that inflation will erode the real value of the investment.

## APPENDIX VI

## LIST OF OTHER AUTHORISED COLLECTIVE INVESTMENT SCHEMES OPERATED BY THE ACD

The ACD acts as the authorised corporate director of the Companies detailed in this Prospectus, as well as for the NFM Vitality Funds.

## APPENDIX VII

## RISK FACTORS

All investments risk the loss of capital. Before making an investment in a Fund, investors should consider carefully the information contained in this Prospectus. Investors should consider their own personal circumstances including their level of risk tolerance, financial circumstances and investment objectives. The value of an investment in a Fund, and any income generated from it, will be affected by changes in interest rates, general market conditions and other political, social and economic developments, as well as by specific matters relating to the assets in which the Fund invests.

Past performance should not be taken as a guide to the future and there is no guarantee that any investment will make profits or that losses may not be incurred. No assurance is given that a Fund's objective will be achieved, investors should therefore ensure that they are satisfied with the risk profile of the Fund.

Only risks that are considered material and that are currently known have been disclosed. Risks may arise in the future which could not have been anticipated in advance. Risk factors may apply to each Fund to varying degrees, and this exposure will also vary over time. This Prospectus will be updated at regular intervals to reflect any changes to the Risk Factors detailed in this Appendix VI of this Prospectus.

The following General Risks in part A of this Appendix apply to all Funds, whereas Specific Risks detailed in Part B as at the date of this prospectus apply only to certain Funds as set out at in the Specific Risks warning table in Part C of this Appendix.

If you are in any doubt about the suitability of an investment in any of the Funds, or if you are not confident you understand the risks involved, please contact your financial or other professional advisor for further information.

### Part A – General Risks
### Risks Associated with Investments

| | |
|---|---|
| Accounting | Accounting, auditing and financial reporting standards, practices and disclosure requirements vary between countries and can change and this can be a source of uncertainty in the true value of investments and can lead to a loss of capital or income. |
| Active Management | As the Funds are actively managed, the portfolio's constituents may vary from the benchmark and, therefore, the performance of the Funds may differ from that benchmark and so could underperform it. |
| Climate Change | Climate change is an evolving risk which could affect the value of the underlying investments of a Fund. Climate change risk includes i) transition risks, being risks associated with markets transitioning to a lower-carbon economy (including extensive policy, legal, technology and market changes to address mitigation and adaption requirements related to climate change) and ii) physical risks which may be acute (e.g. extreme weather events) or chronic (e.g. longer term shifts in climate patterns such as sustained higher temperatures). |
| Efficient Portfolio Management | Efficient Portfolio Management may be used by the Funds to reduce risk, reduce costs or for the generation of additional capital or income in the Funds at an acceptably low level of risk.<br><br>The Funds may use derivatives repo contracts, and stock lending for Efficient Portfolio Management. |

| | |
|---|---|
| | It is not intended that using derivatives for Efficient Portfolio Management will increase the volatility of the Funds. In adverse situations, however, a Fund's use of derivatives may become ineffective in hedging or Efficient Portfolio Management and a Fund may suffer significant loss as a result.<br><br>A Fund's ability to use Efficient Portfolio Management techniques may be limited by market conditions, regulatory limits and tax considerations. Any income or capital generated by Efficient Portfolio Management techniques will be paid to the Funds.<br><br>The Investment Manager may use one or more separate counterparties to undertake transactions on behalf of these Funds. A Fund may be required to pledge or transfer collateral from its assets to secure the exposure of such contracts entered into for Efficient Portfolio Management. There may be a risk that a counterparty will wholly or partially fail to honour their contractual arrangements with regards the provision and/or return of collateral and any other payments due to the relevant Fund. The ACD measures the creditworthiness of counterparties as part of the risk management process.<br><br>A counterparty may be an associate of the ACD or the Investment Manager which may give rise to a conflict of interest. For further details on the ACD's conflicts of interest policy please contact the ACD. |
| Exchange Rate Fluctuation | Currency fluctuations may adversely affect the value of a Fund's investments and the income thereon. Currency fluctuations may also adversely affect the profitability of an underlying company in which a Fund invests. |
| Income Yield | The level of any yield arising from interest and/or dividend payments, and other such sources of income, for a Fund may be subject to fluctuations and is not guaranteed. Therefore the related distribution amount paid, or deemed to be paid, from any Fund's Share Classes may also fluctuate over time and is not guaranteed. |
| Inflation & Deflation | Inflation erodes the real value of all investments and changes in the anticipated rate of inflation could lead to capital losses in a Fund's investments.<br><br>Deflation risk is the risk that prices throughout an economy may decline over time. Deflation may have an adverse effect on company profitability, impacting their value or creditworthiness, which may result in a decline in the value of a Fund's portfolio. |
| Initial Public Offerings (IPO) & Placement | When a Fund subscribes for an IPO or a placing there is a (potentially lengthy) period between the Fund submitting its application and finding out whether the application has been successful. If the Fund is not allocated the full amount subscribed for due to oversubscription or the security is listed at lower than the issue price (in respect of an IPO only), this may result in a sudden change in the Fund's price. There is also the opportunity cost of having cash committed to the subscription (and therefore out of the market), and not receiving the full allocation. |
| Political, Legal & Regulatory | Expropriation by the state, social or political instability, or other restrictions on the freedom of a Fund to deal in its investments, may all lead to investment losses. It should also be noted that there may be occasions when a government imposes restrictions on a company's operations and / or the free movement of cash.<br><br>The regulatory environment is evolving and changes therein may adversely affect the ability of a Fund to pursue its investment strategies. |

The regulatory environment within which the Funds operate may be different to the regulatory requirements of the investors' home countries.

**Risks Associated with Derivatives**

EMIR clearing: client segregation model

EMIR requires clearing members of central counterparties established in the European Union to offer their clients (e.g. a Fund) the choice between omnibus accounts and individual accounts in relation to their centrally cleared over-the-counter (OTC) derivative transactions.

The omnibus account option is the minimum standard of client protection permitted under EMIR. Omnibus accounts are accounts at the level of the central counterparty which contain the OTC derivative positions and the related collateral of several of the clearing member's clients. The pooling of client positions and collateral in this way means that assets related to a client could be used to cover the losses of other clients following a clearing member default. Individual accounts only contain the positions and collateral of the respective account holder and therefore offer a higher level of client protection compared to an omnibus account structure.

For omnibus accounts, a further distinction is made between net omnibus accounts and gross omnibus accounts. In a gross omnibus account, which is the type of account the ACD has selected, positions are recorded on a gross basis by the clearing member for each of its clients and collateral is calculated on a gross basis. In contrast, in a net omnibus account there is netting between the different clients' positions and collateral is calculated on a net basis. Accordingly a gross omnibus account results in less risk for the respective client as following a clearing member default, there is likely to be a larger pool of collateral available to be returned to clients than would be the case in respect of a net omnibus account.

**Risks Associated with Share Classes**

Base Currency Hedged Share Classes

For the base currency Hedged Share Classes, the ACD will implement a currency hedging strategy to limit exposure to the currency position of the relevant Fund's Base Currency relative to the currency denomination of the relevant base currency hedged Share Class ("BCHSC Currency"). However, there can be no assurance that the strategy implemented by the ACD will be successful.

The currency hedging transactions will be entered into regardless of whether the Base Currency is declining or increasing in value relative to the BCHSC Currency. Consequently, while such hedging will largely protect investors against a decline in the value of the relevant Base Currency relative to the BCHSC Currency, it will also mean that investors will not benefit from an increase in the value of that Base Currency relative to the BCHSC Currency.

Due to the impossibility of forecasting future market values the currency hedging will not be perfect and the returns of the base currency hedged Share Class, measured in the BCHSC Currency, will not be exactly the same as the returns of an equivalent Share Class denominated in and measured in the relevant Base Currency.

Shareholders should also note that liabilities arising from a Hedged

| | |
|---|---|
| | Share Class in a Fund may affect the Net Asset Value of the other Share Classes in that Fund. |
| Charges to Capital | Where the income generated by a Fund's investments is not sufficient to offset the charges and expenses of the Fund they may instead be deducted from the capital of the Fund. This will constrain the rate of capital growth.<br><br>For the Inc-2 Share Classes, all expenses attributable to that Share Class will be charged against the capital account of that Share Class. This has the effect of increasing the Share Class' distributions (which may be taxable) whilst reducing its capital to an equivalent extent. This could constrain future capital and income growth. |
| Currency Denomination | The Currency Denomination of a Share Class in a Fund may not necessarily be an indicator of the currency risk to which its Shareholders are exposed. Currency risk derives from the currency exposures of the underlying assets of a Fund, while the currency denomination of a Share Class only indicates the currency in which the Net Asset Value of that Share Class is valued in.<br><br>It is also particularly important to be aware of the difference between a Share Class that is denominated in a given currency and a Share Class that is hedged into that currency. For a full overview of the different Share Classes available please refer to Section "3" of this Prospectus. |
| Distribution from Capital | Inc-2 Shares may make distributions from capital as well as from net realised and unrealised capital gains before deduction of fees and expenses. Whilst this might allow more income to be distributed, it may also have the effect of reducing capital and the potential for long-term capital and income growth. In addition, this distribution policy may have tax implications for your investment in such Income Shares. If in doubt, please consult your tax adviser. |
| Initial Charges | Where an Initial Charge is made, investors who sell their Shares may not, even in the absence of a fall in the value of the Shares, recover the total amount originally subscribed. |
| Transactional Risks Arising From The Hedged Share Classes | There is a risk that where a Fund has Share Classes that operate a hedge as well as Share Classes that do not, the returns of the latter may be affected, positively or negatively, by inaccuracies and imperfections in the operation of the hedge. This risk arises because Share Classes are not separate legal entities. Hedged Share Classes and un-hedged Share Classes of the same Fund participate in the same pool of assets and/or liabilities of the same Fund.<br><br>Shareholders should also note that assets and/or liabilities arising from one Share Class in a Fund may affect the Net Asset Value of the other Share Classes in that Fund. |
| Portfolio Currency Hedged Share Class ("PCHSC") | Due to the impossibility of forecasting future market values and the primary currency exposures in the relevant Fund's portfolio, portfolio currency hedging will never be perfect and the returns of PCHSC may be impacted by exchange rate movements.<br><br>Currency hedging transactions will be entered into regardless of whether the primary currency exposures are declining or increasing in value relative to the currency denomination of the PCHSC. Consequently, while such hedging will largely protect investors against a decline in the value of the relevant the primary currency exposures relative to the currency denomination of the PCHSC, it will also mean that investors will |

not benefit from an increase in the value of those primary currency exposures relative to the currency denomination of the PCHSC.

Shareholders should also note that liabilities arising from a hedged Share Class in a Fund may affect the Net Asset Value of the other Share Classes in that Fund.

By virtue of the hedging techniques used, the performance of any PCHSC will diverge from the performance of the equivalent Share Class that does not make use of these hedging strategies.

Please see Section 2.2.2 for further details on the types of hedging transactions implemented by the ACD and the risks associated with the PCHSCs.

**Risks Associated with Shareholder Dealing and Portfolio Transactions**

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| Cancellation | If you exercise any cancellation rights you may have, you may not get back the full amount of your investment. |
| Conflicts of Interest | In relation to an investment in a Fund, it should be noted that the ACD, the Investment Manager and other companies within the Ninety One group may, from time to time, act as ACD, management company, investment manager or adviser to other funds, Funds or other client mandates which are competitors to the Fund in question because they follow similar investment objectives to that Fund. It is therefore possible that the ACD and the Investment Manager may in the course of their business dealings have potential conflicts of interest with the Fund. Each of the ACD and the Investment Manager will, however, have regard in such event to their regulatory and contractual obligations and to their overall duty to act in a commercially reasonable manner to act in the best interests of all customers and to treat all customers fairly when undertaking any investment business where potential conflicts of interest may arise. |
| Counterparty - Trading | A Fund may enter into transactions with counterparties, thereby exposing it to the counterparties' credit worthiness and their ability to perform and fulfil their financial obligations (including the timely settlement of trades). This risk may arise at any time a Fund's assets are deposited, extended, committed, invested or otherwise exposed through actual or implied contractual agreements.<br><br>In some markets there may be no secure method of delivery against payment which would minimise the exposure to counterparty risk. It may be necessary to make payment on a purchase or delivery on a sale before receipt of securities or, as the case may be, sale proceeds. In this situation, the receipt of securities or sale proceeds by a Fund is dependent on the counterparty fulfilling its own delivery obligation.<br><br>When entering derivatives transactions and making use of Efficient Portfolio Management techniques, a Fund may be adversely impacted by conflicts of interest arising from the relationship of the counterparties to the relevant investment manager or another member of the relevant Investment Manager's group of companies. |
| Dilution | In certain circumstances a dilution adjustment (or dilution levy in the case of the Multi-Asset Protector Fund and Multi-Asset Protector Fund 2) may be made on the purchase or sale of Shares. In the case of purchases this will reduce the number of Shares acquired, in the case of sales this will reduce the proceeds. Where a dilution adjustment or dilution levy (in the case of the Multi-Asset Protector Fund and Multi-Asset Protector Fund 2) is not made, existing investors in the Fund in question may suffer dilution which will constrain capital growth. The dilution is triggered |

based on estimated net flows on the Dealing Day, which may differ from the actual net flows for that day.

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| Liquidity risk - fund investments | A Fund may invest in less liquid securities or securities that subsequently become less liquid and therefore may be difficult to sell under certain circumstances, which would have an adverse impact on the market price or the ability to realise the asset. Lower liquidity for such securities may be because of lower liquidity in the asset class in general, such as smaller companies or certain categories of credit, or as a result of specific economic or market events, such as the deterioration in the performance of an issuer. |
| Risk of Deferred Redemptions | In the case of individual or collective redemptions and/or switches which are in aggregate 10% or more of the net asset value of a Fund on a Dealing Day, the ACD may decide without Shareholder approval to defer redemptions to the Valuation Point on the next Dealing Day (see section 3.11). 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. |
| Risk of Market Closure | Certain markets in which a Fund invests may not open every Dealing Day. Consequently, the prices at which the Shares may be bought or sold will be based on prices for the underlying investments that are out of date to a greater or lesser extent. This will cause the returns of the Fund to be affected if purchases or sales of Shares are followed immediately by increases or decreases in the prices of the underlying investments. Causes of market closures can be either from differences in normal market trading days, national or localised public holidays or from non-standard market closures imposed as emergency measures. |
| Risk of Remittance Restrictions | In some countries, the proceeds from the sale of a security, or dividends or other income, which is due to foreign investors, may not be payable, in full or in part, due to governmental or other restrictions. Any such restrictions will reduce the profit potential of a Fund and may lead to losses. Other such risks may include the introduction of unexpected taxation rules. In some circumstances, governmental or regulatory controls may be imposed affecting the efficient movement of capital (e.g. exchange limitations or currency movements/repatriation). |
| Risk of Suspension | In certain circumstances, Shareholders' right to redeem, switch or convert Shares (including a sale by way of conversion) may be suspended (see section 3.10). This will mean that on a temporary basis Shareholders will not have access to their money. |

**Risks Associated with Fund Operations**

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| Central Securities Depositaries | For the purposes of the UCITS Directive, entrusting the custody of the Company's assets to the operator of a securities settlement system ("SSS") is currently not considered as a delegation by the Depositary and the Depositary would therefore be exempted from its obligation to return an asset lost by an SSS. |
| Custody | Each Fund's assets are safe kept by the Depositary or its sub-custodians (which may not be part of the same group of companies as the Depositary) and Shareholders in a Fund are exposed to the risk of the Depositary or its sub-custodian not being able to fully meet its obligation to return in a short time frame all of the assets held at the Depositary or a sub-custodian in the case of its insolvency. Securities of a Fund will |

normally be identified in the Depositary's or sub-custodian's books as belonging to the Fund and will be segregated from the Depositary or the sub-custodian's assets. This provides protection for the Fund's assets in the event of the insolvency of either the Depositary or its sub-custodian, but does not exclude the risk that the assets will not be returned promptly in the event of insolvency.

A Fund's assets may also be pooled with the securities of other clients of the Depositary or sub-custodian. In this circumstance, if there were problems with the settlement or custody of any security in the pool then, subject to the requirements of COLL, the loss would be spread across all clients in the pool and would not be restricted to the client whose securities were subject to loss.

In addition, a Fund may be required to place assets outside of the Depositary and the sub-custodian's safekeeping network in order for the Fund to trade in certain markets. In such circumstances the Depositary remains responsible for the proper selection and supervision of the persons safekeeping such assets in the relevant markets. In such markets, Shareholders should note that there may be delays in settlement and/or uncertainty in relation to the ownership of a Fund's investments which could affect the Fund's liquidity and which could lead to investment losses.

The Depositary is liable to a Fund for the loss of an asset held in custody by the Depositary and its sub-custodians. However, the Depositary may have no liability for the loss of an asset where the Depositary can prove that the loss is due to an event beyond it reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary by the Depositary.

A Fund's cash held on deposit with a Depositary or its sub-custodian is not segregated from the assets of the Depositary or its sub-custodian and is held at the risk of the Fund.

Subscale

If a Fund does not reach a sustainable size, this will constrain the Investment Manager from implementing all of the investment decisions that it would like to for the Fund and/or the effect of charges and expenses may be higher than anticipated and the value of the investment consequently reduced. Also, in accordance with the relevant Instrument of Incorporation, a Fund may be liquidated if it does not reach assumed sustainable size and is no longer viable to operate.

Fair Value Pricing

Fair value pricing adjustments may be made to the price of an underlying asset of a Fund, at the absolute discretion of the Board of Directors, to reflect predicted changes in the last available price between the market close and the Valuation Point. There is, however, a risk that this predicted price is not consistent with the subsequent opening price of that security.

Fraud

A Fund's assets may be subject to fraud. This includes but is not limited to fraudulent acts at the sub-custodian level such that the sub-custodian does not maintain books and records that reflect the beneficial ownership of the Fund to its assets. Fraud may also arise with regards to counterparty default and/or fraudulent acts of other third parties.

Fund Legal Action

There is no certainty that any legal action taken by a Fund against its service providers, agents, counterparties or other third parties will be successful and Shareholders may not receive compensation in full or at all for any losses incurred. Recourse through the legal system can be lengthy, costly and protracted. Depending on the circumstances, a Fund

may decide not to take legal action and/or the Fund may decide to enter into settlement negotiations which may or may not be successful.

Higher Ongoing Charges when investing in funds

Where a Fund invests in other UCITS and/or other funds which are eligible for investment, there may be additional costs of investing in these UCITS/UCIs which may increase the Total Expense Ratio (TER) and/or Ongoing Charges.

Liabilities of each Company and the Funds

As explained in paragraph 2.2.1 above where, under the OEIC Regulations, each Fund within a Company is a segregated portfolio of assets and those assets can only be used to meet the liabilities of, or claims against, that Fund. Whilst the provisions of the OEIC Regulations provide for segregated liability between Funds in the same Company, the concept of segregated liability is relatively new. Accordingly, where claims are brought by local creditors in foreign courts or under foreign law contracts, it is not yet known whether a foreign court would give effect to the segregated liability and cross-investment provisions contained in the OEIC Regulations. Therefore, it is not possible to be certain that the assets of a Fund will always be completely insulated from the liabilities of another Fund in the same Company in every circumstance. However, for the avoidance of doubt there is no liability between Funds in different Companies.

Liquidity risk – shareholder activity

Subscriptions, conversions or redemptions of Shares in a Fund may have an impact on the other Shareholders of that Fund, which is commonly known as dilution or concentration.

To match subscriptions, conversions and redemptions of Shares from a Fund, assets may be bought or sold and such transactions may incur costs that the Fund must meet. Where a Fund is forced to buy or sell a significant volume of assets relative to the liquidity normally available in the market, it may affect the price at which those assets are bought or sold (and this may be different from the price at which they are valued), therefore having a dilutive or concentrative impact for the other Shareholders. In addition, the weighting of different holdings within the Fund may change, therefore altering the construction and composition of the Fund. The impact will vary to a lesser or greater extent depending on the volume of transactions, the purchase and sale price of the assets and valuation method used to calculate net asset value of the Fund.

The ACD may at its discretion, but always acting in the best interests of Shareholders, in times of illiquidity, utilise liquidity management tools including, without limitation, the power to defer redemptions and suspend dealing in the Shares of a Fund.

Securities Lending

Securities lending involves the risk that the borrower may fail to return the securities in a timely manner or at all. As a result, a Fund engaged in securities lending transactions may lose money and there may be a delay in recovering the lent securities. A Fund could also lose money if it does not recover the securities and/or the value of the collateral falls, including the value of assets purchased with re-invested cash collateral.

A Fund's portfolio exposure to market risk will not change by engaging in securities lending. However, securities lending carries the specific market risk of the counterparty defaulting. To mitigate this risk, the Fund will receive collateral relating to its securities lending transactions in accordance with the ESMA Guidelines 2012/832. This collateral shall take any of the forms described under the ESMA Guidelines 2012/832.

In the event of default by the counterparty to a securities lending transaction, the collateral provided will need to be sold and the lent

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| | securities repurchased at the prevailing price, which may lead to a loss in value for the relevant Fund. There can therefore be no assurance that the relevant Fund's investment objectives will be achieved.<br><br>Securities lending also carries operational risks such as the non-settlement of instructions associated with securities lending. Such operational risks are managed by means of procedures, controls and systems implemented by the securities lending agent and the Fund.<br><br>When engaging in securities lending, a Fund may be adversely impacted by conflicts of interest arising from the relationship of the counterparties to such transactions with the relevant investment manager or another member of the relevant investment manager's group of companies. |
| Tax | Tax laws may change without notice and may impose taxes on a retrospective basis. Taxes may be deducted at source without notice to a Fund and/or the Investment Manager. Tax charged may vary between Shareholders. Local tax procedures may have the effect of limiting or denying the reclaim of such taxes deducted, that might otherwise be available. |
| Third-Party Operational (including Counterparty Service Providers) – | Each Fund's operations depend on third parties, either for the purpose of segregating duties, or due to delegation/outsourcing of functions by the Investment Manager. Investors in a Fund may suffer disruption or financial loss in the event of third-party operational failure. |

**Part B – Specific Risks**
**Risks Associated with Debt Investments**

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| Contingent Convertibles or CoCos | A Fund may invest in contingent convertibles (CoCos), which are a type of debt security issued by financial institutions. The terms of these securities mean that investors in CoCos may suffer losses prior to investors in the same financial institution which hold securities ranking senior to the CoCo bond holders, as the instruments become loss absorbing upon certain triggering (contingent) events related to the solvency of the issuer. This creates uncertainty about how CoCos may perform under stressed conditions and presents risks over the certainty of future interest payments as well as the potential conversion to equity in such a stress scenario. |
| Credit | Where the value of an investment depends on a party (which could be a company, government or other institution) fulfilling an obligation to pay, there exists a risk that that obligation will not be satisfied. This risk is greater the weaker the financial strength of the party. The Net Asset Value of a Fund could be affected by any actual or feared breach of the party's obligations, while the income of the Fund would be affected only by an actual failure to pay, which is known as a default. |
| Distressed Debt | A Fund may invest in distressed debt securities. Investment in such distressed debt securities (which qualify as transferable securities) involves purchases of obligations of companies that are experiencing significant financial or business distress, including companies involved in insolvency or other reorganisation and liquidation proceedings. These assets involve a high risk of capital loss, uncertainty of interest payments and can suffer from poor liquidity. |
| High Yield Debt Securities | High yield debt securities, that is those that are rated BB+ by Standard & Poor's or Ba1 by Moody's or lower, or are unrated, are subject to greater risk of loss of income and principal due to default by the issuer than are higher-rated debt securities. It may also be more difficult to dispose of, or to determine the value of, high yield debt securities. |
| Interest Rate | The earnings or market value of a Fund may be affected by changes in interest rates. This risk can be particularly relevant for Funds holding fixed-rate debt securities (such as bonds), since their values may fall if interest rates rise. Furthermore, Funds holding fixed-rate debt securities with a long time until maturity may be more sensitive to changes in interest rates than shorter-dated debt securities, for example a small rise in long-term interest rates may result in a more than proportionate fall in the price of a long-dated debt security. |
| Investment Grade | Investment grade debt securities, like other types of debt securities, involve credit risk. As such, they are subject to loss of income and/or principal due to default by the issuer, or if their financial circumstances deteriorate. Investment grade debt securities also face the risk that their ratings can be downgraded by the ratings agencies when these securities are held by a particular Fund. |
| Mortgage Backed and Other Asset Backed Securities | <u>Mortgage Backed</u><br><br>A mortgage-backed security is a generic term for a debt security backed or collateralised by the income stream from an underlying pool of commercial and/or residential mortgages. As such they are vulnerable to similar risks to traditional fixed income securities as well as specific risks related to the exercise of any optional redemption and mandatory prepayment, the prevailing level of interest dates, the creditworthiness of the underlying mortgage assets and the originator of the security. The |

market for these investments may be volatile and illiquid, which may make it difficult to buy or sell them, and the secondary market may be smaller than that for more traditional debt securities.

Asset Backed

Traditional debt securities typically pay a fixed rate of interest until maturity, when the entire principal amount is due. By contrast, payments on asset-backed securities (ABS) typically include both interest and partial payment of principal. ABS may affected by changes to prevailing levels of interest rates. Principal may be prepaid voluntarily, or as a result of refinancing or forced repayment. Principal and interest payments may also not be made on time. The nature and timing of these payments may make the return profile less predictable when compared to other fixed income securities and they can increase the volatility of the Fund. The Fund will be vulnerable to specific risks related to the creditworthiness of the underlying assets and the originator of the security. The market for these investments may be volatile and illiquid, which may make it difficult to buy or sell them, and the secondary market may be smaller than that for more traditional debt securities.

CDOs/CLOs

Collateralised Debt Obligations (CDOs) and Collateralised Loan Obligations (CLOs). represent a participation in, or are secured by, a pool of fixed or floating rate debt obligations. These securities are issued in separate classes with different stated maturities that may have different credit and investment profiles. As the debt pool experiences prepayments, the pool pays off investors in classes with shorter maturities first. Prepayments may cause the actual maturity of the securities to be substantially shorter than its stated maturity. Conversely, slower than anticipated prepayments can extend the effective maturities of the securities, subjecting them to a greater risk of decline in market value in response to rising interest rates than traditional debt securities, and, therefore, potentially increasing their volatility. The securities and other instruments with complex or highly variable prepayment terms generally entail greater market, prepayment and liquidity risks than other asset backed securities (ABS). The securities are generally subject to each of the risks discussed under asset-backed (ABS) securities.

CLNs

Credit Linked Notes (CLNs) are executed directly with a counterparty rather than through a recognised exchange and are, therefore, not afforded the same protections as instruments trading on recognised exchanges. CLNs carry the default risk of the counterparty as well as the default risk associated with the underlying credit securities and may not have a claim over the underlying assets in the event of a default by the counterparty. Additionally, when compared to the underlying reference securities, a CLN may provide varying returns because of, for example, the terms of the CLN contract, imperfect matching of price points or coupon payments. In times of stress CLNs may become less liquid and more difficult to price.

**Risks Associated with Derivative Instruments**

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| Cash Flow | A Fund may have insufficient cash to meet the margin calls necessary to sustain its position in a derivatives contract. This may result in the Fund having to close a position (or sell other securities to raise the cash) at a time and / or on terms that it may otherwise not have done. This could lead to capital losses for the Fund. |
| Credit Default Swaps and Other Synthetic Securities | A portion of a Fund's investments may consist of credit default swaps and other synthetic securities the reference obligations of which may be leveraged loans, high-yield debt securities or similar securities. Investments in such types of assets through the purchase of credit default swaps and other synthetic securities present risks in addition to those resulting from direct purchases of such investments. With respect to each synthetic security, a Fund will usually have a contractual relationship only with the counterparty of such synthetic security, and not have a direct claim over the underlying securities or direct rights and remedies against the issuer(s) of such securities. In the event of the insolvency of the counterparty, a Fund will be treated as a general creditor of such counterparty, and will not have any claim with respect to the underlying securities. Consequently, a Fund will be subject to the credit risk of the counterparty as well as that of the underlying securities.<br><br>Additionally, while the Investment Manager expects that the returns on a synthetic security will generally reflect those of the underlying securities, as a result of the terms of the synthetic security and the assumption of the credit risk of the synthetic security counterparty, a synthetic security may have a different expected return, a different (and potentially greater) probability of default and expected loss characteristics following a default, and a different expected recovery following default. Additionally, when compared to the underlying security, the terms of a synthetic security may provide for different maturities, distribution dates, interest rates, interest rate references, credit exposures, or other credit or non-credit related characteristics. Upon maturity, default, acceleration or any other termination (including a put or call) other than pursuant to a credit event (as defined therein) of the synthetic security, the terms of the synthetic security may permit or require the issuer of such synthetic security to satisfy its obligations by delivering to the relevant Fund securities other than the underlying securities or an amount different than the then current market value of the underlying securities. |
| Derivatives | The use of derivatives may lead to large changes in the value of a Fund and includes the potential for large financial loss if improperly managed. The value of a derivative typically depends on the value of an underlying asset. The value of the derivative may not be 100% correlated with the value of the underlying asset and therefore a change in the value of the asset may not be matched by a proportionate corresponding change in the value of the derivative. |
| Exchange Derivatives | Futures contracts may have restricted liquidity due to certain exchanges limiting fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits". These prevent trades from being executed at prices beyond the daily limits during a single trading day. Also, once the price of a contract for a futures contract has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. |
| Leverage | Where a Fund uses derivatives to create aggregate exposure that is greater than its net assets, this may lead to potentially large financial loss. This also creates the effect that the Fund will have greater exposure |

to certain risks that are associated with the use of derivatives (e.g. Counterparty Risk – Trading, OTC Derivatives Risk and market risk).

OTC Derivative Instruments

In general, there is less government regulation and supervision of transactions in OTC markets than of transactions entered into on organised exchanges. OTC derivatives are executed directly with the counterparty rather than through a recognised exchange and clearing house. Counterparties to OTC derivatives are not afforded the same protections as may apply to those trading on recognised exchanges, such as the performance guarantee of a clearing house.

Investments in OTC derivatives may be subject to the risk of differing valuations arising out of different permitted valuation methods. Although the Fund has implemented appropriate valuation procedures to determine and verify the value of OTC derivatives, certain transactions are complex and valuation may only be provided by a limited number of market participants who may also be acting as the counterparty to the transactions.

OTC derivatives expose a Fund to the risk that the counterparty will not settle a transaction in accordance with its terms, or will delay the settlement of the transaction, because of a dispute over the terms of the contract (whether or not that dispute is valid) or because of the insolvency, bankruptcy or other credit or liquidity problems of the counterparty. Investors should also refer to the risk factor Counterparty Risk – Trading.

Counterparty risk is generally mitigated by the transfer or pledge of collateral in favour of the relevant Fund. The value of the collateral may fluctuate, however, and it may be difficult to sell (in the case of non-cash collateral), so there are no assurances that the value of collateral held will be sufficient to cover the amount owed to the relevant Fund.

The Funds may enter into OTC derivatives cleared through a clearing house that serves as a central counterparty. Central clearing is designed to reduce counterparty risk and increase liquidity compared to bilaterally-cleared OTC derivatives, but it does not eliminate the risk completely. The central counterparty will require margin from the clearing broker which will in turn require margin from the relevant Fund. There is a risk of loss by a Fund of its initial and variation margin deposits in the event of default of the clearing broker with which the Fund has an open position or if margin is not identified and correctly reported to the relevant Fund, in particular where margin is held in an omnibus account maintained by the clearing broker with the central counterparty. In the event that the clearing broker becomes insolvent, the Fund may not be able to transfer or "port" its positions to another clearing broker.

EMIR requires certain eligible OTC derivatives to be submitted for clearing to regulated central clearing counterparties and the reporting of certain details to trade repositories. In addition, EMIR imposes requirements for appropriate procedures and arrangements to measure, monitor and mitigate operational and counterparty risk in respect of OTC derivatives which are not subject to mandatory clearing. Ultimately, these requirements are likely to include the exchange and segregation of collateral by the parties, including by the Fund. While some of the obligations under EMIR have come into force, a number of the requirements are subject to phase-in periods and certain key issues have not been finalised by the date of this Prospectus.

It is as yet unclear how the over-the-counter financial derivative instruments market will adapt to the new regulatory regime. The collateral, reporting and clearing requirements under EMIR, compliance with rules, regulations promulgated and other legislation in other jurisdictions may increase costs to the Funds and may impact performance. The full impact that such legislation will ultimately have on the Funds and the markets in which they trade and invest is not fully known. Such uncertainty may itself be detrimental to the efficient functioning of the markets and the success of certain investment strategies. Any changes to current regulations or any new regulations applicable to the Funds could have a materially adverse effect on the Funds.

Short Exposure

Where a Fund uses derivatives to create short exposure there is potential for gains to be made when the underlying securities are falling in value, but a loss could be incurred when the underlying security is rising in value. This means the Fund's performance will be less closely related to the performance of the type of assets in which it will ordinarily invest.

**Risks Associated with Emerging Market Investments**

China Interbank Bond Market

The China Interbank Bond Market ("CIBM") is an OTC market (i.e. trades are conducted directly between the buyer and the seller and not on an exchange) that operates outside of the two main stock exchanges in China. On the CIBM, institutional investors trade sovereign, government and corporate bonds.

The main debt instruments traded on the CIBM include government bonds, bond repo, bond lending, People's Bank of China ("PBOC") bills, and other financial debt instruments.

The CIBM is regulated and supervised by the PBOC. The PBOC is responsible for, among other things, establishing listing, trading, functioning rules applying to the CIBM and supervising the market operators of the CIBM.

Counterparty and liquidity risk are particularly relevant to trading on the CIBM.

Settlement risk

There are various transaction settlement methods in the CIBM, which involve varying degrees of risk. Although the Investment Manager may be able to negotiate terms which are favourable to the Funds (e.g. requiring simultaneous delivery of security and payment), there is no assurance that settlement risks can be eliminated. Where the counterparty does not perform its obligations under a transaction, the Funds will sustain losses.

Risks in relation to RMB fixed income securities using the CIBM Direct Access

The CIBM Direct Access is the PRC investment program revised in 2016 under which certain foreign institutional investors such as the Funds may invest, without particular license or quota, directly in RMB fixed income securities dealt on the CIBM via an onshore bond settlement agent (the "Bond Settlement Agent").

CIBM Direct Access rules and regulations

Participation in the CIBM Direct Access by foreign institutional investors (such as the Funds) is governed by rules and regulations set by the Mainland Chinese authorities, i.e. the PBOC and the State Administration of Foreign Exchange in China. Such rules and regulations may be amended from time to time (with retrospective effect).

The CIBM Direct Access rules and regulations are relatively new. The application and interpretation of such investment regulations are therefore relatively untested and there is no certainty as to how they will be applied as the PRC authorities and regulators have been given wide discretion in such investment regulations and there is no precedent or certainty as to how such discretion may be exercised now or in the future. In addition, there can be no assurance that the CIBM Direct Access rules and regulations will not be abolished in the future. Funds, which invest in the PRC markets through the CIBM Direct Access, may be adversely affected as a result of any such changes or abolition.

Restrictions to remittances and repatriations risk

Certain restrictions may be imposed by the PRC authorities on investors participating in the CIBM Direct Access and/or the Bond Settlement Agent which may have an adverse effect on the Funds' liquidity and performance. Repatriations (moving cash offshore from Mainland China) conducted in RMB are currently permitted daily and are not subject to repatriation restrictions (such as lock-up periods) or prior approval. There is no assurance, however, that PRC rules and regulations will not change or that repatriation restrictions will not be imposed in the future. It should also be noted that the actual time required for the completion of the relevant repatriation will be beyond the Investment Manager's control should such restrictions be imposed.

Securities and cash accounts

Onshore PRC securities are registered in accordance with the relevant rules and regulations and maintained by the Bond Settlement Agent. Onshore cash will be maintained on a cash account with the Bond Settlement Agent.

Beneficial ownership of RMB securities should be acquired by a Fund through CIBM Direct Access. However, beneficial ownership is an untested concept in the PRC.

Investors should note that cash deposited in the cash account of the Funds with the Bond Settlement Agent will not be segregated but will be a debt owing from the Bond Settlement Agent to the Funds as a depositor. Such cash will be co-mingled with cash belonging to other clients of the Bond Settlement Agent. In the event of bankruptcy or liquidation of the Bond Settlement Agent, the Funds will not have any proprietary rights to the cash deposited in such cash account, and the Funds will become unsecured creditors, ranking on equal footing with all other unsecured creditors, of the Bond Settlement Agent. The Funds may face difficulty and/or encounter delays in recovering such debt, or may not be able to recover it in full or at all, in which case the Funds will suffer losses.

Bond settlement agent risk

There is a risk that the Funds may suffer losses, whether direct or consequential, from the acts or omissions in the settlement of any transaction or in the transfer of funds or securities, default, bankruptcy or disqualification of the Bond Settlement Agent.

Such acts, omissions, default or disqualification may also adversely affect the Funds in implementing their investment strategies or disrupt the operations of the Funds, including causing delays in the settlement of any transaction.

In addition, the PBOC is vested with the power to impose regulatory sanctions if the Bond Settlement Agent violates any provision of the CIBM Direct Access rules. Such sanctions may adversely impact on the investment by the Funds through the CIBM Direct Access.

China Tax

In common with other Funds, income and gains derived from China may be subject to withholding tax and VAT and relevant surcharges on the VAT. The interpretation and applicability of existing Chinese tax laws may not be as consistent and transparent as those of more developed nations, and may vary from region to region. There is a possibility that the current tax laws, regulations, and practice in China may be changed with retrospective effect in the future. Moreover, there is no assurance that tax incentives currently offered to foreign companies, if any, will not be abolished and the existing tax laws and regulations will not be revised or amended in the future. Any of these changes may reduce the income from, and/or value of, the Funds' investments. The Chinese government has implemented a number of tax reform policies in recent years. The current tax laws and regulations may be revised or amended in the future. Any revision or amendment in tax laws and regulations may affect the after-tax profit of Chinese companies and foreign investors in such companies, such as the Funds. There can be no guarantee that future tax laws, regulations, and practice in China will not adversely impact the tax exposure of the Funds and/or their Shareholders.

The ACD considers that the Funds should be regarded as a UK tax resident and should be able to enjoy a tax exemption on capital gains under the UK-China double tax treaty, although there is no guarantee that the Chinese tax authorities will provide tax treaty relief.

In light of the legal and regulatory uncertainties in China, the Funds reserve the right to make any provision for taxes or to deduct or to withhold an amount on account of taxes (which may be payable by the Funds to the Chinese tax authorities in respect of its investments in China) from assets of the Funds. The amount of provision (if any) will be disclosed in the financial statements of the Funds. In this regard, the Funds have determined that no tax provision will be made on the capital gains derived from PRC investments. Any provision for taxes made by the Funds may be more or less than the Funds' actual Chinese tax liabilities. If the Funds do not set aside enough to meet these tax obligations, then the shortfall may be debited from the Funds' assets to meet its actual Chinese tax liabilities. As a result, the income from, and/or the performance of the Funds may be reduced/adversely affected. The degree of impact on individual Shareholders may vary depending on whether or not the price they paid or received for Shares reflected any difference between the amount the Funds set aside for tax and their actual tax liabilities.

<u>China Interbank Bond Market</u>

The Chinese tax authorities have granted VAT exemption on the capital gains derived by qualified non PRC tax residents from the investments through the China Interbank Bond Market with effective from 1 May 2016. In addition, according to the Caishui 2018 No. 108, effective from 7th November 2018 to 6th November 2021, there is a three-year tax exemption (including PRC withholding tax, VAT and local surcharges) on the bond interest income derived from the China Interbank Bond Market by qualified non-PRC tax residents.

Bond Connect

According to the Caishui 2018 No. 108, effective from 7th November 2018 to 6th November 2021, there is a three-year tax exemption (including withholding tax, VAT and local surcharges) on bond interest income derived by qualified non PRC tax residents through Bond Connect. Except for the above, there is no specific regulation released regarding the tax treatment on capital gains through Bond Connect. Without further clarification, Chinese tax authorities may levy withholding tax, VAT as well as the surcharges on bond capital gains.

In light of the legal and regulatory uncertainties in China, the Companies reserve the right to make any provision for taxes or to deduct or to withhold an amount on account of taxes (which may be payable by the Funds to the Chinese tax authorities in respect of its investments in China) from assets of the Funds. The amount of provision (if any) will be disclosed in the financial statements of the Companies. In this regard, the Companies have, as at the date of this Prospectus, determined that no tax provision will be made on the capital gains derived from PRC investments. Any provision for taxes made by the Companies may be more or less than the Funds' actual Chinese tax liabilities. If the Funds do not set aside enough to meet these tax obligations, then the shortfall may be debited from the Funds' assets to meet its actual Chinese tax liabilities. As a result, the income from, and/or the performance of the Funds may be reduced/adversely affected and the impact/degree of impact on the individual shareholders may vary, depending on factors such as the level of the Funds' provision for taxes and the amount of the shortfall at the relevant time and when the relevant shareholders subscribed for and/or redeemed their Shares in the Funds.

| | |
|---|---|
| Emerging Markets | Emerging Markets investments may be more volatile and less liquid than investments in developed markets and the investments of a Fund in such markets may be subject to significant delays in settlement. In addition, there may be a higher than usual risk of exchange rate, political, economic, social and religious instability and of adverse changes in government regulations. Some of these markets may not be subject to accounting, auditing and financial reporting standards and practices comparable to those of more developed countries and the securities markets of such markets may be subject to unexpected closure. In addition, there may be less government supervision, legal regulation and less well defined tax laws and procedures than in countries with more developed securities markets. |
| Investment in China | Investments in China are particularly exposed to China's economic, social and political system, which may behave differently to other markets, and investments in China may be harder to assess for suitability or risk. China has enjoyed significant economic prosperity in recent years but continued growth cannot be assumed and a decline in China's economic performance may affect a Fund's investment. |

Investments in China are subject to State-imposed restrictions, including the operation of trading quotas and currency management; while other State and regulatory intervention may be more unpredictable or intrusive than in other markets. China's laws and regulations relating to securities (including surrounding taxation) are new and evolving, their application is subject to uncertainty, and they may be subject to change in the future. Investments in China may be subject to greater or more frequent rises and falls in value than other markets and may be harder or impossible to buy or sell.

Accounting and auditing standards in China may also be less rigorous than their international equivalents and this could result in investments being overvalued. Investments held by Chinese brokers may be mixed with other investors' assets or subject to lower safekeeping standards than investments held domestically, which could lead to delays in payment or losses should the broker become insolvent. Chinese investments are denominated in Renminbi and its value may fluctuate widely from other international currencies

Other applicable risks:

Investors should also note the following risk factors, which may be applicable to the Funds, each of which is described in more detail in this Appendix: Accounting, Emerging Markets, Equity Investment, Exchange Rates, Market Action, Market Closure, Political, Settlement and Custody and Tax.

RQFII Risk

Certain Funds (the "RQFII Funds") may invest in securities issued in Mainland China in accordance with their investment objective and policies. Other than risks involved in investments made on a worldwide basis and in emerging markets, as well as other risks of investments generally as described elsewhere in this Appendix VII which are applicable to investments in China, investors in the RQFII Funds should note the additional specific risks below.

Custody risk for investment in China:

The Investment Manager (in its capacity as an RQFII) and the Depositary have appointed HSBC China (the "RQFII Local Custodian") as custodian to maintain the RQFII Funds' assets in custody in China, pursuant to relevant laws and regulations. Chinese securities are registered in accordance with these rules and regulations, and maintained by the RQFII Local Custodian in electronic form via a securities account with the China Securities Depository and Clearing Corporation Limited and cash shall be maintained in a cash account with the RQFII Local Custodian. The Depositary will make arrangements to ensure that the RQFII Local Custodian has appropriate procedures in place to properly safe-keep the RQFII Fund's assets including maintaining records that clearly show that such RQFII Fund's assets are recorded in the name of that RQFII Fund and segregated from the other assets of the RQFII Local Custodian.

Investors should note that cash deposited in the cash account of a RQFII Fund with the RQFII Local Custodian will not be segregated but will be a debt owing from the RQFII Local Custodian to that RQFII Fund as a depositor. Such cash will be co-mingled with cash that belongs to other clients or creditors of the RQFII Local Custodian. In the event of bankruptcy or liquidation of the RQFII Local Custodian, a RQFII Fund will not have any proprietary rights to the cash deposited in such cash account, and that RQFII Fund will become an unsecured creditor, ranking pari passu with all other unsecured creditors, of the RQFII Local Custodian. The RQFII Fund may face difficulty and/or encounter delays

in recovering such debt, or may not be able to recover it in full or at all, in which case the RQFII Fund will suffer losses.

RQFII regime risk:

Under current Chinese laws and regulations, the RQFII Fund's investments in the Chinese securities can only be made by or through an RQFII, within certain investment quota as approved under and subject to applicable Chinese regulatory requirements. The RQFII regime is governed by rules and regulations as promulgated by the Mainland Chinese authorities.

Neither the Companies nor the RQFII Funds are themselves RQFIIs, but they may obtain access to the Chinese domestic securities market using the Investment Manager's RQFII quota.

Investors should note that RQFII status could be suspended or revoked at any time, which may have an adverse effect on an RQFII Fund's performance as the Fund may be required to dispose of its securities holdings over a short period. In addition, certain restrictions imposed by the Chinese government on RQFIIs may have an adverse effect on an RQFII Fund's liquidity and performance.

The State Administration of Foreign Exchange in China ("SAFE") regulates and monitors the repatriation of funds out of China by an RQFII. Repatriations by RQFIIs in respect of an open-ended fund (such as the RQFII Funds) conducted in Renminbi are currently not subject to repatriation restrictions or prior approval, although authenticity and compliance reviews will be conducted, and monthly reports on remittances and repatriations will be submitted to SAFE by the RQFII Local Custodian. There is no assurance, however, that the Chinese rules and regulations will not change or that repatriation restrictions will not be imposed in the future. Any restrictions on repatriation of the invested capital and net profits may impact on an RQFII Fund's ability to meet redemption requests from Shareholders. Furthermore, as the RQFII Local Custodian's review on authenticity and compliance is conducted on each repatriation, the repatriation may be delayed or even rejected by the RQFII Local Custodian in case of non-compliance with the RQFII rules and regulations. In such case, it is expected that redemption proceeds will be paid to the redeeming Shareholder as soon as practicable and after the completion of the repatriation of funds concerned. It should be noted that the actual time required for the completion of the relevant repatriation will be beyond the Investment Manager's control.

RQFII quotas are generally granted to an RQFII. The rules and restrictions under the RQFII regulations generally apply to the RQFII as a whole and not simply to the investments made by an RQFII Fund. It is provided in the RQFII Measures that the size of the quota may be reduced or cancelled by the SAFE if the RQFII is unable to use its RQFII quota effectively within one year following the quota being granted. If the SAFE reduces the RQFII's quota, it may affect the Investment Manager's ability to effectively pursue the investment strategy of an RQFII Fund. The SAFE may impose regulatory sanctions if the RQFII or the RQFII Local Custodian violates any provision of the RQFII Measures. Any violations could result in the revocation of the RQFII's quota or other regulatory sanctions and may adversely impact on the portion of the RQFII's quota made available for investment by an RQFII Fund.

Investors should note that there can be no assurance that an RQFII will continue to maintain its RQFII status or to make available its RQFII quota, or that an RQFII Fund will be allocated a sufficient portion of RQFII quota from a RQFII to meet all applications for subscription into an RQFII Fund, or that redemption requests can be processed in a timely manner

due to repatriation restrictions or adverse changes in relevant laws or regulations. Such factors may restrict the ability to process subscriptions and/or redemptions in a timely manner. In extreme circumstances, an RQFII Fund may incur significant losses due to insufficiency of RQFII quota, limited investment capabilities, or inability to fully implement or pursue its investment objective or strategy due to RQFII investment restrictions, illiquidity of the Chinese domestic securities market, and/or delay or disruption in execution of trades or in settlement of trades.

The current RQFII regulations are subject to change, which may take retrospective effect. In addition, there can be no assurance that the RQFII regulations will not be abolished. An RQFII Fund, which invests in the Chinese domestic securities markets, may be adversely affected as a result of such changes.

Stock Connect

To the extent that a Fund's investments in China are dealt via Hong Kong Shanghai Stock Connect or Shenzhen Stock Connect ("Stock Connect"), such dealing will be subject to additional risk factors.

Stock Connect is a relatively new trading programme, therefore the relevant rules and regulations are untested and subject to change. Since investments through Stock Connect are subject to certain restrictions (including trading day restrictions, pre-trade checking, eligibility of stock, quota limits and daily trade quotas), investments may be subject to greater or more frequent rises and falls in value and may be harder to buy or sell.

Under Stock Connect, overseas investors such as the investing Funds may invest directly in certain China A shares listed on the Shanghai Stock Exchange or Shenzhen Stock Exchange ("Stock Connect Shares"). The Funds trade Stock Connect Shares through brokers who are Hong Kong Stock exchange participants.

Stock Connect Shares purchased through Stock Connect are uncertified and held in accounts in the Hong Kong Central Clearing and Settlement System maintained by the Hong Kong Securities and Clearing Corporation Limited ("HKSCC"), the central securities depositary in Hong Kong. HKSCC in turn holds the legal title to the Stock Connect Shares of all its participants through a nominee omnibus securities account in its name, registered with ChinaClear, the central securities depositary in China.

A failure or delay by the HKSCC in the performance of its obligations may result in a failure of settlement, or the loss, of Stock Connect Shares and/or monies in connection with them and the Funds may suffer losses as a result.

Foreign investors like the Funds investing through the Stock Connect remain beneficial owners of the Stock Connect Shares and are only eligible to exercise their rights to the Stock Connect Shares in China through the HKSCC nominee.

In the event of a default of ChinaClear, HKSCC through its nominee is likely to seek to recover any outstanding Stock Connect Shares on behalf of the Funds from ChinaClear through available legal channels but it is not obligated to do so. If HKSCC does not enforce claims against ChinaClear the Fund may not be able to recover all of its Stock Connect Shares.

Trading under Stock Connect will not be covered by Hong Kong's Investor Compensation Fund nor the China Securities Investor Protection Fund.

Investors should also consider the Investment in China detailed in this Appendix which applies to investment in China.

**Risks Associated with Equity Investments**

| | |
|---|---|
| Equity Investment | The value of equities and equity-related investments may vary according to company profits and future prospects as well as more general market factors. In the event of a company default, the owners of their equity rank last in terms of any financial payment from that company. |
| Smaller Companies | Smaller company shares may be less liquid and more volatile than the shares of larger companies, due to the smaller market capitalisation and the frequently less diversified and less established nature of their businesses. These factors can create a greater potential for significant capital losses. |

**Risks Associated with Investment Strategy**

| | |
|---|---|
| Commodities | Investing in commodity-linked derivative instruments, exchange traded instruments and/or the equity securities of commodity-related companies may subject the Fund to greater volatility than investments in traditional securities. The commodities markets may fluctuate widely based on a variety of factors. Movements in commodity prices are outside of the Fund's control and may not be anticipated by the Investment Manager. Price movements may be influenced by, among other things: governmental, agricultural, trade, fiscal, monetary and exchange control programs and policies; changing market and economic conditions; market liquidity; weather and climate conditions; changing supply and demand relationships; the availability of transportation systems; energy conservation; the success of exploration projects; changes in international balances of payments and trade; domestic and foreign rates of inflation; currency fluctuations; domestic and foreign political and economic events; domestic and foreign interest rates and/or investor expectations concerning interest rates; domestic and foreign governmental regulation and taxation; war, acts of terrorism and other political upheaval and conflicts; governmental expropriation; investment and trading activities of mutual funds, hedge funds and commodities funds. The frequency and magnitude of such changes are unpredictable. |
| Concentration | A Fund which invests in a concentrated portfolio of holdings may be more volatile than more broadly diversified funds. |
| Income Priority | Where a Fund gives priority to income over capital growth this may constrain the rate of future capital and income growth. |
| Sector and / or Geographical | A Fund that restricts investment to a small number of related sectors and/or geographical locations will be subject to risks specific to those sectors and/or locations and may decline even while broader based market indices are rising. |

## Part C – Table of Specific Risks Factors

| Risk Title | China Interbank Bond Market | China tax | CIBM Direct Access | Commodities | Concentration | Contingent Convertibles or CoCos | Credit | Credit Default Swaps and Other Synthetic Securities | Derivatives | Distressed Debt | Emerging Markets | Equity Investment | Exchange Derivatives | High Yield Debt Securities | Income Priority | Interest Rate | Investment Grade | Investment in China | Leverage | Mortgage Backed and Other Asset Backed Securities | OTC Derivative Instruments | RQFII | Sector and / or Geographical | Short Exposure | Smaller Companies | Stock Connect |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| All China Equity Fund | | ✓ | | | | | | | ✓ | | ✓ | ✓ | | | | | | ✓ | | | | ✓ | ✓ | | | ✓ |
| American Franchise Fund | | | | | ✓ | | | | ✓ | | | ✓ | | | | | | | | | | | ✓ | | | |
| Asia Pacific Franchise Fund | | | | | | | | | ✓ | | ✓ | ✓ | | | | | | ✓ | | | | | ✓ | | | ✓ |
| Cautious Managed Fund | ✓ | ✓ | ✓ | | | | ✓ | | ✓ | | | | ✓ | | ✓ | ✓ | ✓ | | | | | | | | | |
| Diversified Growth Fund | ✓ | ✓ | ✓ | | | ✓ | ✓ | ✓ | ✓ | | ✓ | | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | | ✓ | | | ✓ | | ✓ |
| Diversified Income Fund | ✓ | ✓ | ✓ | | | ✓ | ✓ | ✓ | ✓ | | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | | | | | ✓ |
| Emerging Markets Blended Debt Fund | ✓ | ✓ | ✓ | | | | ✓ | | ✓ | | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | | | | |
| Emerging Markets Equity Fund | | | | | | | | | ✓ | | ✓ | ✓ | | | | | | ✓ | | | | | | | | ✓ |
| Emerging Markets Local Currency Debt Fund | ✓ | ✓ | ✓ | | | | ✓ | | ✓ | | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | | | | |
| Enhanced Natural Resources Fund | | | | | | | | ✓ | ✓ | | ✓ | ✓ | ✓ | | | | | ✓ | | | ✓ | | ✓ | ✓ | | |
| Global Dynamic Fund | | | | | | | | | ✓ | | ✓ | ✓ | | | | | ✓ | | | | | | | | | ✓ |
| Global Energy Fund | | | | ✓ | | | | | ✓ | | ✓ | ✓ | | | | | ✓ | | | | | | ✓ | | | ✓ |
| Global Environment Fund | | ✓ | | ✓ | ✓ | | | | ✓ | | ✓ | ✓ | | | | | ✓ | | | | | ✓ | ✓ | | | ✓ |
| Global Equity Fund | | | | | | | | | ✓ | | ✓ | ✓ | | | | | ✓ | | | | | | | | | ✓ |
| Global Franchise Fund | | ✓ | | | ✓ | | | | ✓ | | ✓ | ✓ | | | | | ✓ | | | | | | | | | ✓ |
| Global Gold Fund | | | | ✓ | | ✓ | | | ✓ | | ✓ | ✓ | | | | | | | | | | | ✓ | | | |
| Global Multi-Asset Total Return Fund | ✓ | ✓ | ✓ | ✓ | | | ✓ | ✓ | ✓ | | | ✓ | | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | | | | ✓ |
| Global Quality Equity Income Fund | | ✓ | | | ✓ | | | | ✓ | | ✓ | ✓ | | | ✓ | | | ✓ | | | | | | | | ✓ |
| Global Special Situations Fund | | | | | ✓ | | | | ✓ | | | ✓ | | | | | | | | | | | | | ✓ | |
| Global Strategic Equity Fund | | | | | | | | | ✓ | | ✓ | ✓ | | | | | | ✓ | | | | | | | | ✓ |
| Global Total Return Credit Fund | | | | | | ✓ | ✓ | ✓ | ✓ | | ✓ | | | ✓ | | | ✓ | | ✓ | ✓ | ✓ | | | | | |
| Monthly High Income Fund | ✓ | ✓ | ✓ | | | ✓ | ✓ | ✓ | ✓ | | | | | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | | | | | |
| Multi-Asset Protector Fund | ✓ | ✓ | ✓ | | | | ✓ | | ✓ | | | | | ✓ | | ✓ | ✓ | ✓ | | | ✓ | | | | | ✓ |
| Multi-Asset Protector Fund 2 | ✓ | ✓ | ✓ | | | | ✓ | | ✓ | | | | | ✓ | | ✓ | ✓ | ✓ | | | ✓ | | | | | ✓ |
| Target Return Bond Fund | ✓ | ✓ | ✓ | | | | ✓ | ✓ | ✓ | | ✓ | | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | | ✓ | | | ✓ | | |
| UK Alpha Fund | | | | | | | | | ✓ | | | ✓ | | | | | | | | | | | ✓ | | | |
| UK Equity Income Fund | | | | | ✓ | | | | ✓ | | | ✓ | | | ✓ | | | | | | | | ✓ | | | |
| UK Smaller Companies Fund | | | | | | | | | ✓ | | | ✓ | | | | | | | | | | | ✓ | | ✓ | |
| UK Special Situations Fund | | | | | | | | | ✓ | | | ✓ | | | | | | | | | | | ✓ | | ✓ | |
| UK Sustainable Equity Fund | | | | | | | | | ✓ | | | ✓ | | | | | | | | | | | ✓ | | ✓ | |
| UK Total Return Fund | | | | | | | | | ✓ | | | ✓ | ✓ | | | | | | | | | | ✓ | | ✓ | |

## APPENDIX VIII

DEPOSITARY'S SUB-CUSTODY NETWORK

The Depositary has delegated those safekeeping duties set out in Article 22(5)(a) of the UCITS Directive to State Street Bank and Trust Company with registered office at Copley Place 100, Huntington Avenue, Boston, Massachusetts 02116, USA, with an office at 20 Churchill Place, Canary Wharf, London E14 5HJ, UK, whom it has appointed as its global sub-custodian.

At the date of this Prospectus State Street Bank and Trust Company as global sub-custodian has appointed local sub-custodians within the State Street Global Custody Network as listed below.

| **MARKET** | **SUBCUSTODIAN** |
|---|---|
| **Albania** | Raiffeisen Bank sh.a. |
| **Argentina** | Citibank, N.A., Buenos Aires |
| **Australia** | The Hong Kong and Shanghai Banking Corporation Limited |
| **Austria** | Deutsche Bank AG |
| | UniCredit Bank Austria AG |
| **Bahrain** | HSBC Bank Middle East Limited<br>(as delegate of The Hong Kong and Shanghai Banking Corporation Limited) |
| **Bangladesh** | Standard Chartered Bank |
| **Belgium** | Deutsche Bank AG, Netherlands (operating through its Amsterdam branch with support from its Brussels branch) |
| **Benin** | via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast |
| **Bermuda** | HSBC Bank Bermuda Limited |
| **Federation of Bosnia and Herzegovina** | UniCredit Bank d.d. |
| **Botswana** | Standard Chartered Bank Botswana Limited |
| **Brazil** | Citibank, N.A. |
| **Bulgaria** | Citibank Europe plc, Bulgaria Branch |
| | UniCredit Bulbank AD |
| **Burkina Faso** | via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast |
| **Canada** | State Street Trust Company Canada |
| **Chile** | Banco Itaú Chile S.A. |

| | |
|---|---|
| **People's Republic of China** | HSBC Bank (China) Company Limited<br>(as delegate of The Hong Kong and Shanghai Banking Corporation Limited) |
| | China Construction Bank Corporation<br>(for A-share market only) |
| | Citibank N.A.<br>(for Shanghai – Hong Kong Stock Connect market only) |
| | The Hong Kong and Shanghai Banking Corporation Limited<br>(for Shanghai – Hong Kong Stock Connect and Shenzhen Stock Connect markets only) |
| | Standard Chartered Bank (Hong Kong) Limited<br>(for Shanghai – Hong Kong Stock Connect market and Shenzhen Stock Connect market) |
| **Colombia** | Cititrust Colombia S.A. Sociedad Fiduciaria |
| **Costa Rica** | Banco BCT S.A. |
| **Croatia** | Privredna Banka Zagreb d.d. |
| | Zagrebacka Banka d.d. |
| **Cyprus** | BNP Paribas Securities Services, S.C.A., Greece (operating through its Athens branch) |
| **Czech Republic** | Československá obchodní banka, a.s. |
| | UniCredit Bank Czech Republic and Slovakia, a.s. |
| **Denmark** | Nordea Bank AB (publ), Sweden (operating through its subsidiary, Nordea Bank Danmark A/S) |
| | Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Copenhagen branch) |
| **Egypt** | HSBC Bank Egypt S.A.E.<br>(as delegate of The Hongkong and Shanghai Banking Corporation Limited) |
| **Estonia** | AS SEB Pank |
| **Eswatini** | Standard Bank Swaziland Limited, Mbabane |
| **Finland** | Nordea Bank AB (publ), Sweden (operating through its subsidiary, Nordea Bank Finland Plc.) |
| | Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Helsinki branch) |
| **France** | Deutsche Bank AG, Netherlands (operating through its Amsterdam branch with support from its Paris branch) |
| **Republic of Georgia** | JSC Bank of Georgia |
| **Germany** | State Street Bank GmbH |
| | Deutsche Bank AG |
| **Ghana** | Standard Chartered Bank Ghana Limited |
| **Greece** | BNP Paribas Securities Services, S.C.A. |
| **Guinea-Bissau** | via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast |
| **Hong Kong** | Standard Chartered Bank (Hong Kong) Limited |

| | |
|---|---|
| **Hungary** | Citibank Europe plc Magyarországi Fióktelepe |
| | UniCredit Bank Hungary Zrt. |
| **Iceland** | Landsbankinn hf. |
| **India** | Deutsche Bank AG |
| | The Hong Kong and Shanghai Banking Corporation Limited |
| **Indonesia** | Deutsche Bank AG |
| **Ireland** | State Street Bank and Trust Company, United Kingdom branch |
| **Israel** | Bank Hapoalim B.M. |
| **Italy** | Deutsche Bank S.p.A.<br>Intesa Sanpaolo S.p.A. |
| **Ivory Coast** | Standard Chartered Bank Côte d'Ivoire S.A. |
| **Japan** | Mizuho Bank, Limited |
| | The Hong Kong and Shanghai Banking Corporation Limited |
| **Jordan** | Standard Chartered Bank |
| **Kazakhstan** | JSC Citibank Kazakhstan |
| **Kenya** | Standard Chartered Bank Kenya Limited |
| **Republic of Korea** | Deutsche Bank AG |
| | The Hong Kong and Shanghai Banking Corporation Limited |
| **Kuwait** | HSBC Bank Middle East Limited<br>(as delegate of The Hong Kong and Shanghai Banking Corporation Limited) |
| **Latvia** | AS SEB banka |
| **Lithuania** | AB SEB bankas |
| **Luxembourg** | Clearstream Banking S.A., Luxembourg |
| **Malawi** | Standard Bank Limited |
| **Malaysia** | Deutsche Bank (Malaysia) Berhad |
| | Standard Chartered Bank Malaysia Berhad |
| **Mali** | via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast |
| **Mauritius** | The Hong Kong and Shanghai Banking Corporation Limited |
| **Mexico** | Banco Nacional de México, S.A. |
| **Morocco** | Citibank Maghreb |
| **Namibia** | Standard Bank Namibia Limited |
| **Netherlands** | Deutsche Bank AG |
| **New Zealand** | The Hong Kong and Shanghai Banking Corporation Limited |
| **Niger** | via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast |
| **Nigeria** | Stanbic IBTC Bank Plc. |
| **Norway** | Nordea Bank AB (publ), Sweden (operating through its subsidiary, Nordea Bank Norge ASA) |
| | Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Oslo branch) |

| | |
|---|---|
| **Oman** | HSBC Bank Oman S.A.O.G.<br>(as delegate of The Hong Kong and Shanghai Banking Corporation Limited) |
| **Pakistan** | Deutsche Bank AG |
| **Peru** | Citibank del Perú, S.A. |
| **Philippines** | Deutsche Bank AG |
| **Poland** | Bank Handlowy w Warszawie S.A. |
| | Bank Polska Kasa Opieki S.A |
| **Portugal** | Deutsche Bank AG, Netherlands (operating through its Amsterdam branch with support from its Lisbon branch) |
| **Puerto Rico** | Citibank N.A. |
| **Qatar** | HSBC Bank Middle East Limited<br>(as delegate of The Hong Kong and Shanghai Banking Corporation Limited) |
| **Romania** | Citibank Europe plc, Dublin – Romania Branch |
| **Russia** | AO Citibank |
| **Saudi Arabia** | HSBC Saudi Arabia Limited<br>(as delegate of The Hong Kong and Shanghai Banking Corporation Limited) |
| **Senegal** | via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast |
| **Serbia** | UniCredit Bank Serbia JSC |
| **Singapore** | Citibank N.A. |
| **Slovak Republic** | UniCredit Bank Czech Republic and Slovakia, a.s. |
| **Slovenia** | UniCredit Banka Slovenija d.d. |
| **South Africa** | FirstRand Bank Limited |
| | Standard Bank of South Africa Limited |
| **Spain** | Deutsche Bank S.A.E. |
| **Sri Lanka** | The Hong Kong and Shanghai Banking Corporation Limited |
| **Republic of Srpska** | UniCredit Bank d.d. |
| **Sweden** | Nordea Bank AB (publ) |
| | Skandinaviska Enskilda Banken AB (publ) |
| **Switzerland** | Credit Suisse AG |
| | UBS Switzerland AG |
| **Taiwan - R.O.C.** | Deutsche Bank AG |
| | Standard Chartered Bank (Taiwan) Limited |
| **Tanzania** | Standard Chartered Bank (Tanzania) Limited |
| **Thailand** | Standard Chartered Bank (Thai) Public Company Limited |
| **Togo** | via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast |
| **Tunisia** | Union Internationale de Banques |
| **Turkey** | Citibank, A.Ş. |

| | |
|---|---|
| | Deutsche Bank A.Ş. |
| **Uganda** | Standard Chartered Bank Uganda Limited |
| **Ukraine** | JSC Citibank |
| **United Arab Emirates Dubai Financial Market** | HSBC Bank Middle East Limited<br>(as delegate of The Hong Kong and Shanghai Banking Corporation Limited) |
| **United Arab Emirates Dubai International Financial Center** | HSBC Bank Middle East Limited<br>(as delegate of The Hong Kong and Shanghai Banking Corporation Limited) |
| **United Arab Emirates Abu Dhabi** | HSBC Bank Middle East Limited<br>(as delegate of The Hong Kong and Shanghai Banking Corporation Limited) |
| **United Kingdom** | State Street Bank and Trust Company, United Kingdom branch |
| **United States** | State Street Bank and Trust Company, Boston |
| **Uruguay** | Banco Itaú Uruguay S.A. |
| **Vietnam** | HSBC Bank (Vietnam) Limited<br>(as delegate of The Hong Kong and Shanghai Banking Corporation Limited) |
| **Zambia** | Standard Chartered Bank Zambia Plc. |
| **Zimbabwe** | Stanbic Bank Zimbabwe Limited<br>(as delegate of Standard Bank of South Africa Limited) |

## APPENDIX IX

## GLOBAL EXPOSURE AND EXPECTED LEVERAGE LEVEL

| Fund Name | Fund Series | Global Exposure | | Leverage* | |
|---|---|---|---|---|---|
| | | Calculation Method | Reference Portfolio[1] | Calculation Method | Expected Level of Leverage Level (%) |
| All China Equity Fund | ii | Commitment | - | - | - |
| American Franchise Fund | ii | Commitment | - | - | - |
| Asia Pacific Franchise Fund | ii | Commitment | - | - | - |
| Cautious Managed Fund | i | Commitment | - | - | - |
| Diversified Growth Fund | iv | VaR - relative | MSCI World GBP Hedged | Sum of notionals | 525 |
| Diversified Income Fund | i | VaR - absolute | - | Sum of notionals | 300 |
| Emerging Markets Blended Debt Fund | iv | VaR - relative | JPM Emerging Markets Blended Hard Currency/Local Currency 50-50 Index | Sum of notionals | 325 |
| Emerging Markets Equity Fund | iv | Commitment | - | - | - |
| Emerging Markets Local Currency Debt Fund | iii | VaR - relative | JPM GBI-EM Diversified Composite | Sum of notionals | 325 |
| Enhanced Natural Resources Fund | i | VaR - relative | MSCI ACWI Select Natural Resources Capped | Sum of notionals | 25 |
| Global Dynamic Fund | iii | Commitment | - | - | - |
| Global Energy Fund | ii | Commitment | - | - | - |
| Global Environment Fund | iii | Commitment | - | - | - |
| Global Equity Fund | iii | Commitment | - | - | - |
| Global Franchise Fund | iv | Commitment | - | - | - |
| Global Gold Fund | iii | Commitment | - | - | - |
| Global Multi-Asset Total Return Fund | i | VaR - absolute | - | Sum of notionals | 200 |
| Global Quality Equity Income Fund | iv | Commitment | - | - | - |

[1] The Reference Portfolio is in the index used for relative VaR purposes.

| | | | | | |
|---|---|---|---|---|---|
| **Global Special Situations Fund** | **iv** | **Commitment** | **-** | **-** | **-** |
| **Global Strategic Equity Fund** | **ii** | **Commitment** | **-** | **-** | **-** |
| **Global Total Return Credit Fund** | **ii** | **VaR - absolute** | **-** | **Sum of notionals** | **125** |
| **Monthly High Income Fund** | **ii** | **VaR - relative** | **ML Global High Yield Constrained GBP Hedged** | **Sum of notionals** | **150** |
| **Multi-Asset Protector Fund** | **iv** | **Commitment** | **-** | **-** | **-** |
| **Multi-Asset Protector Fund 2** | **iv** | **Commitment** | **-** | **-** | **-** |
| **Target Return Bond Fund** | **iv** | **VaR - absolute** | **-** | **Sum of notionals** | **1075** |
| **UK Alpha Fund** | **i** | **Commitment** | **-** | **-** | **-** |
| **UK Equity Income Fund** | **i** | **Commitment** | **-** | **-** | **-** |
| **UK Smaller Companies Fund** | **i** | **Commitment** | **-** | **-** | **-** |
| **UK Special Situations Fund** | **i** | **Commitment** | **-** | **-** | **-** |
| **UK Sustainable Equity Fund** | **iii** | **Commitment** | **-** | **-** | **-** |
| **UK Total Return Fund** | **iv** | **Commitment** | **-** | **-** | **-** |

***<u>IMPORTANT NOTICE:</u> Shareholders should note that the above figures are a representative guide only, showing an average of the daily leverage figures over the previous 12 months, and should not be regarded as imposing limits which may not be exceeded. Furthermore, the expected leverage levels do not include borrowings which are made only on a temporary basis.**

The expected leverage levels have been calculated using one of the specific methodologies prescribed under the ESMA (formerly CESR) Guidelines 10-788 of 28 July 2010 on Risk Measurement and the Calculation of Global Exposure and Counterparty Risk for UCITS and the document entitled "Questions and Answers: Risk Measurement and Calculation of Global Exposure and Counterparty Risk for UCITS (2012/ESMA/429)" published on 9 July 2012 (namely, the "sum of notionals" methodology). This methodology might differ from the methodologies used in other jurisdictions and/or general market practice regarding how leverage is understood. Shareholders should note that under this methodology, where a Fund uses derivatives for the purposes of Efficient Portfolio Management, this will in some cases be included in the expected leverage calculation. This will inevitably inflate the expected leverage level for that Fund. In particular, under the sum of notionals methodology, neither netting, (including duration netting), nor hedging in relation to derivative positions is permitted. This will inevitably inflate the expected leverage levels calculated using this methodology, especially for any Fund that uses foreign exchange forward contracts extensively as part of its investment strategy. Shareholders should note that the Companies use a different methodology for their internal monitoring of expected leverage levels in the Funds.

## DIRECTORY

**The Companies and Head Office:**
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Ninety One Funds Series ii;
Ninety One Funds Series iii;
Ninety One Funds Series iv.

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**Investment Manager:**
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