EF TELLSONS ICVC

Prospectus

Prepared in accordance with the Collective Investment Schemes Sourcebook
Dated and valid as at: 25th July 2019

Authorised Corporate Director
WAY Fund Managers Limited
Cedar House
3 Cedar Park
Cobham Road
Wimborne
Dorset
BH21 7SB
(authorised and regulated by the Financial Conduct Authority)

Investment Manager
Tellsons Investors LLP
4 Woodfall Street
London
SW3 4DJ
(authorised and regulated by the Financial Conduct Authority)

Registered and Head Office of the Company
c/o WAY Fund Managers Limited
Cedar House
3 Cedar Park
Cobham Road
Wimborne
Dorset
BH21 7SB

Depositary
Northern Trust Global Services SE (UK Branch)
50 Bank Street
Canary Wharf
London
E14 5NT
(authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority)

Auditor
BDO LLP
150 Aldersgate Street
London
EC1A 4AB

Administrator
Apex Fund Services (UK) Limited
6th Floor
140 London Wall
London
EC2Y 5DN

Registrar and Transfer Agent
WAY Fund Managers Limited
Cedar House
3 Cedar Park
Cobham Road
Wimborne
Dorset
BH21 7SB

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

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 THE COMPANY AND THE ACD CANNOT BE BOUND BY AN OUT OF DATE PROSPECTUS WHEN IT HAS ISSUED A NEW PROSPECTUS.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

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

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

Distributors and other intermediaries which offer, recommend or sell shares in the Funds must comply with all laws, regulations and regulatory requirements as may be applicable to them. Also, such Distributors and other intermediaries must consider such information about the Funds and its share classes as is made available by the Authorised Corporate Director for the purposes of the EU's Product Governance regime including, without limitation, target market information. Distributors and intermediaries may obtain such information by e-mailing the Manager at compliance@wayfunds.com or by calling 01202 855856.

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

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

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

International Tax Reporting

In order to fulfil our legal obligations in accordance with the requirements of FATCA and other intergovernmental arrangements such as the OECD Common Reporting Standard for Automatic Exchange of Financial Account Information through the International Tax Compliance Regulations 2015, the Company is required to obtain confirmation of the tax residency of Shareholders to comply with certain reporting requirements. We may ask for evidence of the tax identification number, and country and date of birth of individual Shareholders, or for the Global Intermediary Identification number (GIIN) of corporate Shareholders. If certain conditions apply, information about your shareholding may be passed to HM Revenue & Customs ("HMRC") in order to be passed on to other tax authorities, where the UK has an

agreement with that country. Any shareholder that fails to provide the required information may be subject to a compulsory redemption of their Shares and/or monetary penalties.

Information for US Persons

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

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

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

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

Data Protection - How your personal data is used

By completing and submitting an application to invest in any of the Funds that WAY Fund Managers Limited ("we"/"us") operates, you will be giving your consent to the processing of your personal data (including any anti-money laundering verification check), by us for the administration of services in connection with your investment on a contractual basis. Additionally we may be requested to share your personal data with our regulator, the Financial Conduct Authority, or for wider compliance with any legal or regulatory obligation to which we might be subject.

If you have used an intermediary to submit the application we may also share information about your investment with them, to help them to continue to provide their services to you, unless you request us not to.

We may share your personal data with contracted third parties for the purposes mentioned above (however this does not entitle such third parties to send you marketing or promotional messages) and we do not envisage that this will involve your personal data being transferred outside of the European Economic Area.

We make every effort to maintain the registration of your holdings accurately. However, if you feel that we have incorrectly recorded any of your personal data, you may request its correction. You have the right to request copies of your personal data stored by us and can do so by using our contact details below.

Your data will be stored and processed securely for the period of your contract with us and for a minimum of seven years after our relationship ceases, for regulatory and legislation purposes only.

We are registered with the Information Commissioner's Office as a Data Controller and Data Processor for this purpose. Further information on how we manage your personal data can be found within our **Privacy Notice** which can be found on our website www.wayfunds.com.

Should you wish to make a complaint or request further information on how we collect and process your personal data please contact us at:

Data Protection Office, WAY Fund Managers Limited, Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset, BH21 7SB.

Email: DPO@wayfunds.com Tel: 01202 855856.

Alternatively, if you have any concerns or complaints as to how we have handled your personal data, you may lodge a complaint to the Information Commissioner's Office through their website which can be found at https://ico.org.uk/for-the-public/raising-concerns/

This Prospectus is dated and valid as at 1st May 2019.

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1 INTERPRETATION

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

"**ACD**"	the Authorised Corporate Director holding office from time to time pursuant to FCA Regulations being WAY Fund Managers Limited at the date of this Prospectus;
"**Act**"	the Financial Services and Markets Act 2000 as amended, restated, re-enacted or replaced from time to time;
"**Administrator**"	means Apex Fund Services (UK) Limited or such other person appointed from time to time to be the administrator to the Company;
"**Business Day**"	Monday to Friday excluding public and bank holidays in the United Kingdom or any day on which the London Stock Exchange is not open for the normal duration of its trading hours, and excluding any other day on which the ACD has notified the Depositary that it is not open for normal business or as otherwise agreed between the ACD and the Depositary;
"**Collective Investment Schemes Sourcebook**" or "**COLL**"	the Collective Investment Schemes Sourcebook issued by the FCA pursuant to the Act as amended or replaced from time to time;
"**Company**"	**EF Tellsons ICVC**;
"**Conversion**"	the conversion of Shares in one class in a Fund to Shares of another class in the same Fund and "**Convert**" shall be construed accordingly;
"**Depositary**"	the person appointed from time to time by the Company or otherwise as depositary pursuant to the Regulations being Northern Trust Global Services SE (UK Branch) at the date of this Prospectus;
"**FCA**"	the Financial Conduct Authority, 12 Endeavour Square, London, E20 1JN or any successor regulator from time to time;
"**Fund**" or "**Funds**"	a sub-fund of the Company (being part of the property of the Company which is pooled separately) to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with the investment objective and policy applicable to such sub-fund;
"**Instrument**"	means the instrument of incorporation constituting the Company, as amended from time to time;
"**Investment Manager**"	means Tellsons Investors LLP;
"**KIID**"	means the key investor information document prepared in accordance with COLL;
"**ISA**"	an individual savings account under The Individual Savings Account Regulations 1998 (as amended);

"MiFID" or "Markets in Financial Instruments Directive"	is the European Union legislation that regulates firms who provide services to clients linked to 'financial instruments' (shares, bonds, units collective investment schemes and derivatives), and the venues where those instruments are traded;
"**OEIC Regulations**"	Open-Ended Investment Companies Regulations 2001 (as amended or replaced from time to time);
"**Office Hours**"	from 9am to 5pm on any Business Day;
"PRN"	FCA Product Reference Number;
"recognised scheme"	means a collective investment scheme recognised for the purposes of sections 264, 270 or 272 of the Act;
"**Regulations**"	the OEIC Regulations and the Collective Investment Schemes Sourcebook;
"**Sterling**"	pounds sterling of the United Kingdom;
"Switch"	where permissible, the exchange of Shares of one Fund for Shares of another Fund and "**Switching**" shall be construed accordingly;
"**UCITS Directive**"	the European Parliament and Council Directive of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) (No. 2009/65/EC) (as amended from time to time);
"**UCITS Scheme**"	a collective investment Scheme such as the Company, which complies with the UCITS Directive and therefore may enjoy certain passporting rights under that directive;
"**VAT**"	UK value added tax.

2 CONSTITUTION AND REGULATORY STATUS

General

The Company is an investment company with variable capital incorporated in England and Wales under the OEIC Regulations. It is a UCITS Scheme as defined in COLL and also an umbrella company for the purposes of the OEIC Regulations. The Company is registered with the FCA with registered number IC000997. The FCA product reference number for the Company is 610468. The head office of the Company is at Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset BH21 7SB. This is also the address for the service on the Company of notices or other documents required or authorised to be served on it.

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

The Company was authorised by an order made by the FCA on 13th January 2014. The operation of the Company is governed by the Regulations, the Instrument and this Prospectus. The Company has unlimited duration.

Structure of the Company

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

The Company currently has one Fund being: **EF Tellsons Endeavour Fund.**

The property attributable to the Fund is managed as if the Fund belonged to the "UCITS Scheme" category as specified in Chapter 5 of COLL. Subject to the terms set out in this Prospectus, holders of shares in the Fund are entitled to receive the net income derived from the Fund and to redeem their shares at a price linked to the value of the property of the Fund. Shareholders do not have any proprietary interest in the underlying assets of the Fund. The shareholders of the Company will not be liable for the debts of the Company.

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

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

Investors should note that, (where Shares in more than one Fund are available) the Company's Funds are segregated portfolios of assets, and, accordingly, the assets of a Fund belong exclusively to that Fund, and shall not be used or made available to discharge, directly or indirectly, the liabilities of, or claims against, any other person or body, including the Company or any other Fund, and shall not be available for any such purpose.

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

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

3 INVESTMENT OBJECTIVES, POLICIES AND OTHER DETAILS OF THE FUND

A detailed statement of the general investment and borrowing restrictions and the extent to which the Company may invest are set out in Schedule 1. The Fund may invest in derivative instruments and forward transactions as explained in Schedule 1. The eligible securities markets and eligible derivatives markets on which the Fund may invest are set out in Schedule 2.

EF Tellsons Endeavour Fund

Investment Objective

The investment objective of the Fund is to seek to achieve long-term capital growth with less of the volatility of equities[1].

Investment Policy

The Investment Manager aims to achieve the Fund's objective by investing at least 80% of its net assets in a diverse global allocation of direct investment in equities and corporate bonds. The Fund may also invest in other transferable securities, warrants, cash, near cash, deposits and money market instruments.

Subject to the requirements of the Regulations, this Investment Policy and the general investment and borrowing restrictions set out in Schedule 1, there will be no restrictions on the underlying content of the investments held, in terms of investment type, geographical or economic sector, meaning that the Investment Manager has the absolute discretion to weight the portfolio towards any permitted investment type or sector at any time.

The use of derivatives is permitted by the Fund for efficient portfolio management purposes (typically hedging, which attempts to mitigate against falls in the value of the Fund's assets and the effects of changes in currency exchange rates against the Fund's base currency, which is pounds sterling). Borrowing of up to 10% of the Fund's net asset value will be permitted on a temporary basis, but any borrowing will not be used for gearing or to create leverage within the Fund at any time. **On giving 60 days' notice to shareholders, the Fund may, in addition to its other investments powers, use derivatives and forward transaction for investment purposes. It is not intended that the use of derivatives in this way will change the risk profile of the Fund.**

Benchmark

[1] *with less of the volatility of equities"* means that the prices of the shares in the Fund are not expected to experience the short-term peaks and troughs in value that commonly affect the prices of ordinary shares (or their international equivalents).

The Fund aims to grow, over any 5 year period, by 3-4% above the rate of the aggregate performance of 50% of UK Consumer Price Index (CPI) (rolling 5-year average) and 50% of the UK 5-year and less Gilt Index with volatility being measured against the MSCI World 100% Hedged to GBP Index over the same period. This is a target benchmark against which the performance of the Fund has been set ("Target Benchmark").

This Target Benchmark has been chosen by the Investment Manager because the Fund will invest in a combination of investments that have the potential to outperform inflation as well as reduce periodic capital losses over 5 years. The aim of this strategy is to produce a level of stability, in terms of volatility, over a 5 year period compared with the general movement of share prices in equity markets.

Investors may use the Target Benchmark to measure whether the Fund has met its objective. Any publications relating to the Fund that refer to its performance will also show the aggregate performance of the Target Benchmark as a comparison.

Date of launch

27th January 2014

PRN: 646360

4 RISK FACTORS

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

(a) Past performance is not a guide to future performance. The value of Shares is not guaranteed and the income from them may fall as well as rise. You may get back less than you originally invested. What you get back may depend on:

(i) investment performance, which is not guaranteed;

(ii) how much you have invested and whether you have previously taken any money out;

(iii) the effect of an initial charge. If you sell your investment after a short period you may not get back what you originally invested, even if the price of your investment has not fallen.

(b) In certain circumstances, for the purposes of efficient portfolio management, including hedging, (as explained under the heading "**Efficient Portfolio Management**" below) the Fund may enter into certain derivatives transactions, including, without limitation, forward transactions, futures and options. The value of these investments may fluctuate significantly. By holding these types of investments there is a risk of capital depreciation in relation to certain Fund assets. There is also the potential for capital appreciation of such assets. **The ACD does not anticipate that the use of derivatives will alter the risk profile of the Fund**;

(c) The summary of tax treatment in section 23 of this Prospectus is based on current law and practice which may change. The levels of relief from taxation will depend upon individual circumstances. Please note current tax levels and reliefs may change and their value will depend on the investor's individual circumstances;

(d) Investments in emerging markets may be more volatile than investments in more developed markets. Some of these markets may have relatively unstable governments, economies based on only a few industries and securities markets that trade only a limited number of securities. Many emerging markets do not have well developed regulatory systems and disclosure standards may be less stringent than those of developed markets;

(e) A Fund may invest in other currencies. As a result, changes in the rates of exchange between currencies may cause the value of the shares to go up or down. Accordingly, investors may not receive back the amount invested;

(f) A Fund may invest in other collective investment schemes and as such a Fund will bear its portion of the expenses of the other collective investment scheme, including management, performance and/or other fees. These fees will be in addition to the management fees and other expenses which a Fund bears directly with its own operations;

(g) There is also a valuation risk to a Fund from investing in other collective investment schemes;

(h) Where assets are held in custody, there may be a risk of loss resulting from the insolvency, negligence or fraudulent action of the custodian or sub-custodian;

(i) Fixed interest securities (bonds) are particularly affected by trends in interest rates and inflation. If interest rates go up, the value of the capital may fall, and vice versa. Inflation will also decrease the real value of capital. The value of a fixed interest security will fall in the event of a default or reduced credit rating of the issuer. Generally, the higher, the rate of interest, the higher the perceived credit risk of the issuer;

(j) Investors are reminded that in certain circumstances their right to redeem shares (including redemption by way of switching) may be suspended (as explained on page 18);

(k) Whilst equity investments carry potential for attractive returns over the longer term, the volatility of these returns can also be relatively high;

(l) Inflation may affect the real value of shareholder's savings and investments, which may reduce the buying power of the money a shareholder has saved and their investments;

(m) Where cancellation rights are applicable, if shareholders choose to exercise their cancellation rights and the value of their investment falls before notice of cancellation is received by the ACD in writing, a full refund of the original investment may not be provided but rather the original amount less the fall in value;

(n) A Fund may also invest in "options". There are many different types of options with different characteristics, subject to the following conditions:

(i) Buying options generally involves less risk than selling options because, if the price of the asset underlying the option moves against the Fund, the Fund can simply allow the option to lapse. The maximum loss is limited to the premium paid for the option, plus any commission or other transaction charges. However, if the Fund buys a "call" option on a futures transaction, and the Fund later exercises that option, the

Fund will acquire the future. This will expose the Fund to the risks described at (b) above;

(ii) Certain London Stock Exchange member firms write a particular type of option under special exchange rules called a "traditional option". These may involve a greater risk than other options. Two-way prices are not usually quoted and there is no secondary exchange market on which to close-out an open position or to effect an equal and opposite transaction to reverse an open position. It may be difficult to assess the value of such an option, or for the seller of the option to manage its exposure to risk;

(iii) Certain options markets operate on a margined basis under which buyers do not pay the full premium on the option at the time they purchase it. In this situation, the Fund may subsequently be called upon to pay margin on the option up to the level of the full premium. If the Fund fails to do so as required, the position may be closed or liquidated in the same way as a futures position;

(o) The Company's investments may be subject to liquidity constraints, which means that the investments may trade infrequently and in small volumes, or that a particular instrument is difficult to buy or sell. Normally liquid investments may also be subject to periods of disruption in difficult market conditions. As a result, changes in the value of investments may be unpredictable and, in certain circumstances, it may be difficult to deal an investment at the latest market price quoted or at a value considered by the ACD to be fair.

Efficient Portfolio Management

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

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

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

The Profile Of A Typical Investor

This Prospectus sets out below a description of the profile of the typical investor for whom the Fund has been designed. Please note however that this description is not the ACD's assessment of the target market for the Fund for the purposes of the EU's Product Governance regime

which may be obtained separately by distributors and other intermediaries by e-mailing the Manager at compliance@wayfunds.com or by calling 01202 855856.

The ACD considers that the Fund is suitable for investors seeking a medium to long term investment (i.e. at least 3 to 5 years). It is anticipated that retail investors will typically invest in RF Shares (Net Income or Net Accumulation) or PF Shares (Net Accumulation) and institutional investors will typically invest in IF and SP Shares (Net Income or Net Accumulation).

Investors and potential investors should note that neither the description of the typical investor profile as set out above nor any other information contained in this Prospectus constitutes investment advice and investors and potential investors should consult their own professional advisers concerning the acquisition, holding or disposal of shares in the Fund. Neither the Company, the ACD nor the Investment Manager makes any statement or representation in relation to the suitability, appropriateness or otherwise any transaction in shares in the Fund.

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

5 THE AUTHORISED CORPORATE DIRECTOR

The authorised corporate director ("**ACD**") of the Company is WAY Fund Managers Limited. The ACD is a private company limited by shares, incorporated in England and Wales on 9 June 2000 under the Companies Act 1985. The registered and head office of the ACD is at Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset BH21 7SB. This is the address at which notices or other documents may be served on the Company. The amount of the ACD's issued share capital is £460,000, fully paid.

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

ICVCs

- EF 8AM Investment Funds;
- EF Brompton Multi Manager OEIC;
- EF Brunswick Portfolio Fund;
- EF FACET Discretionary Portfolios;
- EF New Horizon Fund;
- EF Rosevine Capital ICVC;
- EF UCITS ICVC;
- EF WM NURS Portfolio;
- EF WM UCITS Portfolio;
- Elite Webb Capital Fund;
- WAY Global Cautious Portfolio Fund;
- WAY Momentum Portfolio;
- WAY MA Growth Portfolio; and
- WAY MA Portfolio.

Unit Trusts

- Elite Balanced Trust;

- Elite Income Trust;
- WAY Global Balanced Portfolio Fund; and
- WAY Flexible Global Growth Portfolio Fund.

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

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

The executive director of the ACD is:

- Vincent Hoare

The Company has no other directors.

The ACD provides its services to the Company under the terms of a service agreement (the "**ACD Agreement**"). The ACD Agreement provides that the appointment may be terminated by either party after the expiry of 6 months written notice or forthwith by the Company in the case of fraud, wilful default or gross negligence on the part of the ACD. The ACD Agreement will also terminate on expiry of notice given by the Depositary in accordance with Rule 6.5.4(3) of COLL (liquidation, receivership or an administration order in respect of the ACD). The ACD is entitled to payment of its fees to the date of termination but no additional compensation.

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

In accordance with the Regulations the ACD has in place a number of policies which set out how it operates and manages the Fund in a number of key areas. The ACD's (and the Investment Manager's) voting policy (which sets out how and when voting rights attached to the Fund's investments are to be exercised), execution policy (which sets out the procedures to be followed when transactions are carried out on behalf of the Fund) and inducement policy (which sets out the types of payments, including fees, commissions and non-monetary benefits, which may be received or made by a third party in respect of the Fund) are available on request from the ACD and are also available on the following website: www.wayfunds.com. Further information on how the ACD's policies are reviewed are also available on request.

Note that investors in the Funds may request from the ACD information about entities where trade orders are transmitted or placed for execution.

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

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

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

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

6 THE INVESTMENT MANAGER

The ACD has appointed Tellsons Investors LLP (the "**Investment Manager**") as the investment adviser to the ACD in relation to the Fund. The Investment Manager is authorised and regulated by the FCA. The Investment Manager's principal activity is the provision of investment management services.

Under the terms of an agreement dated 27th January 2014 between the Investment Manager and the ACD (the "**Investment Management Agreement**"), the Investment Manager has the authority of the ACD to make decisions on behalf of the ACD in respect of the investments of the Fund, subject always to the provisions of the Instrument, the Prospectus, the Regulations, and the investment objectives and policies of the Fund. The Investment Manager is also authorised to deal on behalf of the Fund. Subject to instances where the agreement may be terminated with immediate effect in the interests of the shareholders, the Investment Management Agreement may be terminated by either party giving the other no less than 6 months' written notice.

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

7 THE DEPOSITARY

The Depositary of the Company is Northern Trust Global Services SE (UK Branch), a UK branch of a European public limited liability company, registered on 1 March 2019 with registered number B232281. Northern Trust Global Services SE registered office is 6, Rue Lou Hemmer L - 1748 Senningerberg, Luxembourg and the Depositary's principal place of business is at 50 Bank Street, London E14 5NT, United Kingdom.

Northern Trust Global Services SE is authorised as a credit institution in Luxembourg under Chapter 1 of Part 1 of the Luxembourg law of 5 April 1993 on the financial sector. It is subject to supervision by the European Central Bank and the Luxembourg Commission de Surveillance du Secteur Financier and is regulated by the Financial Conduct Authority in the conduct of its Depositary activities.

The Depositary's ultimate holding company is Northern Trust Corporation, a company which is incorporated in the State of Delaware, United States of America, with its headquarters at 50 South La Salle Street, Chicago, Illinois.

The Depositary is responsible for the safekeeping of all the Scheme Property of the Company (other than tangible moveable property) and has a duty to take reasonable care to ensure that the Company is managed in accordance with the Instrument of Incorporation and the provisions of the COLL Sourcebook and FUND Sourcebook relating to the pricing of, and dealing in, Shares and relating to the income and the investment and borrowing powers of the sub-fund. The Depositary is also responsible for monitoring the cash flows of the sub-fund, and must ensure that certain processes carried out by the ACD are performed in accordance with the FCA Handbook, this Prospectus and the Instrument of Incorporation.

Terms of Appointment

The Depositary provides its services under the terms of a depositary agreement between the Company, the ACD and the Depositary (the "Depositary Agreement"). The Depositary Agreement may be terminated by no less than six (6) months' written notice given by either party. The Depositary is required to carry out the duties specified in the COLL Sourcebook and the OEIC Regulations, including responsibility for the safekeeping of all of the scheme property of the Company entrusted to it.

Subject to the COLL Sourcebook, the Depositary has full power under the Depositary Agreement to delegate (and authorise its delegate to sub-delegate) any part of its duties as depositary. The Depositary has delegated custody services to the Custodian, The Northern Trust Company, London Branch.

The Northern Trust Company has sub-delegated custody services to sub-custodians in certain markets in which the Company may invest. A list of sub-custodians is given in Schedule 3. Investors should note that the list of sub-custodians is updated only at each Prospectus review. An updated list of sub-custodians can be obtained from the ACD upon request.

The Depositary Agreement contains provisions indemnifying the Depositary and limiting the liability of the Depositary in certain circumstances.

The Depositary and the Custodian will receive a fee from the scheme property of the sub-fund as detailed in the Section below entitled "THE FEES, CHARGES AND EXPENSES OF THE DEPOSITARY".

Conflicts of Interest

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

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

Up to date information regarding (i) the Depositary's name, (ii) the description of its duties and any conflicts of interest that may arise between the Company, the Shareholders or the ACD and the Depositary, and (iii) the description of any safekeeping functions delegated by the Depositary, the description of any conflicts of interest that may arise from such delegation, and the list showing the identity of each delegate and sub-delegate, will be made available to Shareholders on request.[2]

8 AUDITOR

The Auditor of the Company is BDO LLP, whose address is 150 Aldersgate Street, London, EC1A 4AB.

9 SHARES IN THE COMPANY

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

- RF Shares (Net Income or Net Accumulation);
- IF Shares (Net Income or Accumulation);

[2] This is required under new COLL 4.2.5(8)(h)

- PF Shares (Net Accumulation); and
- SP Shares (Net Accumulation).

No bearer Shares are issued.

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

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

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

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

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

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

10 REGISTER

The ACD is currently the registrar for the Company. The register of shareholders (including the ISA plan register, being a record of persons who subscribe for shares through ISAs) will be available for inspection by shareholders on any Business Day during normal Office Hours at the office of the ACD at Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset, BH21 7SB.

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

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

11 VALUATIONS

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

that part of that value attributed to shares of the class in question) by the number of shares (of the class in question) in issue.

Valuations will normally be carried out on each Business Day. The valuation point for the Fund is **10pm (UK time)** on each Business Day. This means if an application to buy or sell shares in the Fund is received before 5pm (UK time), we will invest in the Fund at the 10pm valuation point on the same business day. If your application is received after 5pm, we will invest in the Fund at the 10pm valuation point on the following business day.

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

The value of the scheme property attributable to the Company or the 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 (which are set out in full in the Instrument):

1 All the scheme property (including receivables) is to be included, subject to the following provisions.

2 Scheme Property which is not cash (or other assets dealt with in paragraphs 3 and 4 below) shall be valued as follows and the prices used shall (subject as follows) be the most recent prices which it is practicable to obtain:

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

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

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

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

(b) exchange traded derivatives will be valued at their quoted price if a single price for buying and selling the exchange-traded derivative is quoted, or if a separate buying and selling price is quoted, at the average of the two prices;

(c) Over-the-counter derivative contracts will be valued in accordance with the method of valuation as shall have been agreed between the ACD and the Depositary.

(d) Any other investment will be valued at their quoted price (if a single buying and selling price is quoted) or if separate buying and selling prices are quoted, at the average of the two prices, or if, in the opinion of the ACD, the price is unreliable or no recent traded price is available or if the most recent price available does not reflect the ACD's best estimate of fair value, at a value which, in the opinion of the ACD, is fair and reasonable;

(e) Property other than that described above will be valued at what the ACD considers a fair and reasonable mid-market price.

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

4 In determining the value of the scheme property, all instructions given to issue or cancel shares shall be assumed (unless the contrary is shown) to have been carried out and any cash payment made or received and all consequential action required by the Regulations or the Instrument shall be assumed (unless the contrary has been shown) to have taken place.

5 Subject to paragraphs 6 and 7 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the ACD, their omission shall not materially affect the final net asset amount.

6 Futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options shall not be included under paragraph 5.

7 All agreements are to be included under paragraph 5 which are, or ought reasonably to have been, known to the person valuing the property assuming that all other persons in the ACD's employment take all reasonable steps to inform it immediately of the making of any agreement.

8 An estimated amount for anticipated tax liabilities (on unrealised capital gains where the liabilities have accrued and are payable out of the property of the Scheme; on realised capital gains in respect of previously completed and current accounting periods; and on income where liabilities have accrued) including (as applicable and without limitation) capital gains tax, income tax, corporation tax, value added tax and stamp duty will be deducted.

9 An estimated amount for any liabilities payable out of the scheme property and any tax thereon treating periodic items as accruing from day to day will be deducted.

10 The principal amount of any outstanding borrowings whenever payable and any accrued but unpaid interest on borrowings will be deducted.

11 An estimated amount for accrued claims for tax of whatever nature which may be recoverable; any other credits or amounts due to be paid into the scheme property, and a sum representing any interest or any income accrued due or deemed to have accrued but not received, will be added

12 Currencies or values in currencies other than base currency shall be converted at the relevant valuation point at a rate of exchange that is not likely to result in any material prejudice to the interests of shareholders or potential shareholders.

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

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

Fair value pricing

Where the ACD has reasonable grounds to believe that:

(a) no reasonable price exists for a security at a valuation point; or

(b) the most recent price available does not reflect the ACD's best estimate of the value of a security at a valuation point,

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

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

12 PRICES OF SHARES

The Company deals on a forward pricing basis. A forward price is the price calculated at the next valuation of the scheme property after the purchase, redemption, conversion or switch of Shares is agreed. As noted above, Shares in the Company are "single priced". This means that subject to the dilution adjustment referred to below and any preliminary charge (as set out in section 21 under the heading "**The Authorised Corporate Director's Charges**"), the price of a share for both buying and selling purposes will be the same and determined by reference to a particular valuation point.

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

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

Publication of Prices

The prices of shares for each class of share in the Fund will be published daily on the website www.fundlistings.com (Financial Express). Prices can also be obtained by telephoning the ACD on 01202 855856.

The ACD is not responsible for any errors in publication or non-publication. As the ACD deals on a forward pricing basis the price that appears in these sources may not necessary be the same as the one at which investors can currently deal.

13 DILUTION ADJUSTMENT

What is 'dilution'?

Where the Fund buys or sells underlying investments in response to a request for the issue or redemption of shares, it will generally incur a cost which is not reflected in the issue or redemption price paid by or to the shareholder, made up of dealing costs and any spread between the bid and offer prices of the investments concerned. These costs could have an adverse effect on the value of a Fund, known as "**dilution**".

Dilution Adjustment

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.

It is the ACD's policy to reserve the right to impose a dilution adjustment on purchases, sales and switches of Shares of whatever size and whenever made. 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 the 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 dilution adjustment for any one Fund may vary over time because the dilution adjustment for each Fund will be calculated by reference to the costs of dealing in the underlying investments of that Fund, including any dealing spreads, and these can vary with market conditions. A typical dilution adjustment may range from 0% to 0.8% when buying or selling Shares.

14 ISSUE, REDEMPTION AND EXCHANGE OF SHARES

Issue

Applications

The ACD is required to procure the issue or cancellation of shares by the Company where necessary to meet any obligations to sell or redeem shares. Applications for shares linked to the Fund may be made by any eligible person. Following the expiry of the initial offer period for the Funds, dealings shall be effected at forward prices i.e. at prices calculated by reference to the next valuation following acceptance of the application (see "**Valuations**" for details of the valuation points). Therefore shares to satisfy an application will be issued at a price based on the valuation made on the next Business Day following acceptance of the application.

Applications may be made by completing an application form and delivering it to the ACD at Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset BH21 7SB or by telephoning the ACD on 01202 855856 during office hours or by facsimile on 01202 855850. Instructions received by telephone must be confirmed in writing prior to the remittance of proceeds. Application forms are available from the ACD. Applications, however made, are irrevocable (except in the case where cancellation rights are applied - see below). Subject to its obligations under COLL, the ACD reserves the right to reject any application in whole or in part. In that event application monies or any balance will be returned to the applicant by post at the applicant's risk.

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

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

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

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

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

The UK has implemented the Foreign Account Tax Compliant Act (FATCA) and the OECD Common Reporting Standard for Automatic Exchange of Financial Account Information through the International Tax Compliance Regulations 2015. As a result of UK legislation, the Company may be required to obtain confirmation of certain information from shareholders and (where applicable) their beneficial owners, such as where you are resident for tax purposes, your tax identification number, and your place and date of birth, and your tax status classification and place of incorporation if you are a corporate body. Under certain circumstances (including where you do not supply us with the information we request), we will be obliged to report your personal details as well as the details of your Investment to HM Revenue & Customs. This information may then be passed to other tax authorities. Any shareholder that fails to provide the required information may be subject to a compulsory redemption of their Shares and/or monetary penalties.

The extent to which the Company is able to report to HM Revenue & Customs will depend on each affected Shareholder in the Company, providing the Company or its delegate with any information, that the Company determines is necessary to satisfy such obligations. By signing the application form to subscribe for Shares in the Company, each affected Shareholder is agreeing to provide such information upon request from the Company or its delegate. Shareholders are encouraged to consult with their own tax advisors regarding the possible implications of FATCA on their interest in the Company.

Anti-Money Laundering Procedures

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

(a) tenders payment by way of cheque or banker's draft on an account in the name of a person or persons other than the Applicant; or

(b) appears to the ACD to be acting on behalf of some other person.

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

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

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

Market Timing

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

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

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

In Specie Application

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

Minimum Subscription

The minimum investment requirements in respect of the current share classes are as follows:

Share class	Minimum initial investment requirement	Minimum subsequent investment requirement
RF	£3,000	£500
IF	£3,000	n/a
PF	£3,000	£500
SP	£50	£50

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

Regular Savings Plan

A Regular Savings Plan is available for investors in RF and PF Shares. Shares can be purchased monthly and the minimum value of shares which may be the subject of any one single transaction is as follows:

Plan Type	Minimum Investment Amount (per Fund)

ISA	£50
Other Regular Savings Plans	£50

Redemption

Shares in the Company may be redeemed on any Business Day. Dealings are on a forward price basis as explained in the paragraph headed "**Issue**" above. Shares to be redeemed pursuant to a redemption request will be redeemed at a price based on the next available valuation point following receipt of the request. Redemption instructions may be given by delivery to the ACD of written instructions for redemption by letter to WAY Fund Managers Limited, Cedar House, 3 Cedar Park, Wimborne, Dorset BH21 7SB on any Business Day. The ACD may also, at its sole discretion, accept instructions by facsimile on 01202 855850 or telephone on 01202 855856 on such terms as it may specify provided that where a redemption instruction is received outside of Office Hours it shall be deemed to be received at 9am on the next following Business Day. Unless a coverall renunciation is in place, redemption instructions given by telephone and facsimile must be confirmed in writing to the ACD prior to redemption proceeds being remitted. Redemption instructions are irrevocable.

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

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

(a) the valuation point immediately following the receipt by the ACD of the request to redeem the shares; or

(b) the time when the ACD has received all duly executed instruments and authorisations which effect (or enable the ACD to effect) transfer of title to the shares.

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

In Specie Redemption

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

arrange for a sale of that property and the payment to the shareholder of the net proceeds of that sale.

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

Minimum Redemption

In respect of each class of share in the Fund, and subject to the minimum holding requirements outlined below, if the redemption request is in respect of only some of the shares held, the minimum value of shares which may be the subject of one act of redemption is £500 in respect of both RF Shares and PF Shares and £50 in respect of SP Shares (calculated by reference to their current price net of any preliminary charge and before any dilution adjustment). There is no minimum redemption value in respect of IF shares.

Where the value of an individual holding of shares would, in consequence of a request for redemption/cancellation, fall below £500 in respect of RF and PF Shares, £500 in respect of IF Shares and £50 in respect of SF Shares (or the equivalent value in the currency available to the Fund) such request may be treated as a request for redemption/cancellation of all the shares of such class held by such shareholder. The value of shares for this purpose is calculated by reference to the current price, net of any preliminary charge and before any application of a dilution adjustment. However the ACD may, by special arrangement and at its discretion, agree on an individual basis a lower amount in relation to the minimum redemption size.

Restrictions on Redemption

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

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

15 SWITCHING AND CONVERSIONS

Conversions

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

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

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

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

Switches

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

The right to exchange is subject to the following:

- the ACD and the Depositary are not obliged to give effect to a request for exchange of shares if the value of the shares to be exchanged is less than the minimum permitted transaction (see above) or if it would result in the shareholder holding shares of any class of less than the minimum holding for that class of share (see above);

- the ACD may decline to permit an exchange into a share class where it would be entitled under COLL to refuse to give effect to a request by the shareholder for the redemption of shares of the old class or the issue of shares of the new class.

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

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

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

Application

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

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

16 SUSPENSION OF DEALINGS

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

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

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

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

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

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

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

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

17 MANDATORY REDEMPTION OF SHARES

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

(a) constitute a breach of the law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory; or

(b) may (or may if other shares are acquired or held in like circumstances) result in the Company incurring any liability to taxation or suffering any other adverse consequence (including a requirement to register under any securities or investment or similar laws or governmental regulation of any country or territory);

(c) are held in any manner by virtue of which the shareholder(s) in question is not qualified to hold such shares or if the ACD reasonably believes this to be the case;

(d) are owned by a shareholder who is registered in a jurisdiction (where the 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 communications constituting a breach),

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

18 DISTRIBUTION AND ACCUMULATION

The annual accounting period for the Company and the Fund ends on **31 March** (the "**accounting reference date**"). The half-yearly accounting period ends on **30 September** (the "**interim accounting reference date**"). The amount of income to be distributed or accumulated in respect of the Fund is calculated on the last day of each accounting period.

Allocations and distributions of income will be made on or before 31 July and on or before the 30 November each year. The first distribution of income is due to be payable on 30 November 2014.

For accumulation shares, income is transferred to the capital account of the Fund on each distribution date. In accordance with the Regulations, the ACD and the Depositary, have agreed that in the event the income available for distribution or accumulation is less than £20 per shareholder for RF and PF Shares and less than £200 in respect of IF and SP Shares, income, if any will revert to the Fund.

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

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

Determination of Distributable Income

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

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

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

The amount available for income distribution is calculated by taking the aggregate of the income property received or receivable for the account of the Fund in respect of the relevant period, deducting the charges and expenses of the Company paid or payable out of the income property in respect of that period and adding the ACD's best estimate of any relief from tax on those charges and expenses. Further adjustments may be made as the ACD considers appropriate (after consultation with the Auditor) in relation to taxation and the proportion of the prices received or paid for shares that relate to income (taking account of any provisions in the Instrument constituting the scheme relating to income equalisation (see section 19 below),

potential income which is unlikely to be received until 12 months after the relevant allocation date, income which should not be accounted for on an accrual basis because of lack of information about how it accrues, any transfer between the income and the capital account (regarding payments from capital or income) and making any other adjustments which the ACD considers appropriate (after consultation with the Auditor).

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

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

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

19 INCOME EQUALISATION

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

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

20 THE AUTHORISED CORPORATE DIRECTOR'S CHARGES

General Administration Charge

The General Administration Charge ("GAC") reimburses the ACD for the following costs, fees and expenses which it pays on behalf of the Funds. It includes the following costs, fees and expenses:

- the fees and expenses payable to the Depositary, Administrator and to their respective delegates, unless otherwise specified in this Prospectus (including any out of pocket expenses properly and reasonably incurred by the Depositary (see section 22 below), Administrator and 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, are excluded from the General Administration Charge);

- the fees, charges, expenses and disbursements of the Auditor of the Company;
- fees of the FCA under the Financial Services ands Markets Act 2000.

Any residual monies after the payment of the above fees and expenses will be retained by the ACD.

The Current GAC for each Fund is as follows:

Fund Size	Rate
On net asset value between £0m to £100m	0.20%
On net asset value from £100m and above	0.17%

subject to a minimum of £54,000 plus VAT per annum.

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

VAT at the prevailing may be payable on these charges.

The rate of the GAC will be reviewed by the ACD periodically and at least once a year and, if necessary, adjusted to ensure that it continues to reflect the fund costs which the ACD incurs. Any adjustment to the rate of the GAC will be subject to the ACD providing the necessary notice to shareholders.

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

Preliminary charge

The ACD may impose a charge payable by the shareholder on the issue of shares (the "**preliminary charge**"), however the ACD does not currently impose a preliminary charge in respect of any share classes.

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

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

Switching Charge

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

Periodic Charge

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

For RF and IF Net Income shares all of the ACD's periodic charge is deducted from the capital account of the Fund.

The current periodic charges are as follows:

Share Class	Current periodic charge
RF Shares (Net Income and Net Accumulation)	1%
IF Shares (Net Income and Net Accumulation)	0.75%
PF Shares (Net Accumulation)	0%
SP Shares (Net Accumulation)	0.40%

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

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

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

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

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

Redemption charge

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

Performance Fee

In respect of PF Shares only, the ACD shall charge a performance-related investment management fee (the "**Performance Fee**"). The Performance Fee is taken from the scheme property attributed to the PF Shares of the Fund, and is based on the performance of the Fund

since the start of the current period as against the minimum performance requirement. The Performance Fee is calculated and payable after consideration of all other payments; however any income distribution made in the calculation period will be added back in for calculation purposes.

The details of how the Performance Fee operates are set out in Schedule 3.

21 THE FEES, CHARGES AND EXPENSES OF THE DEPOSITARY

The Depositary is paid a monthly periodic fee plus VAT in remuneration for its services from the property of the Fund. The Depositary's fee is calculated, accrued and payable on the same basis as the ACD's periodic charge except that if the Fund is being wound up, the periodic fee will cease to be payable in relation to the Fund on the date of the final distribution of the Fund or in the case of a winding up following the passing of an extraordinary resolution approving a scheme of amalgamation or scheme of construction in relation to the Fund, down to and including the final day on which the Depositary is responsible for the safekeeping of the scheme property of that Fund. The Depositary fee is included within the "General Administration Charge" shown above and is therefore not levied directly against the Funds.

The current fee payable for the Fund is as follows:

Fund value to first £250 million	0.04%
£250 million to £500 million	0.03%
£500 million to £1 billion	0.02%
Over £1 billion	0.01%

Subject to a minimum fee of £14,000 per annum. This fee is currently paid for out of the General Administration Charge (GAC).

VAT at the prevailing standard rate is added to this fee.

In addition to the above periodic fee, the Depositary levies transaction charges and custody charges. These fees are levied directly to the Funds and are currently as follows:

UK Assets

- Safekeeping fee of 0.015% (based on mid-market asset values at the end of a calendar month) on all Funds;
- Transaction charges of £12 per payment; and
- Cash payment charges of £10 to £30 per payment.

Non-UK assets

Non-UK assets will be dependent on the individual market and the safe keeping fees applicable for that market and will range between the following:

- Safekeeping fees currently range from 0.009% per annum to 0.7% per annum. These fees are based on mid-market asset values at the end of a calendar month;
- Transaction charges currently range from £6 to £200 per transaction; and

- Cash payment charges will range from £10 to £30 per payment.

Custody of assets is subject to a minimum fee of £7,500 per annum (£625 per fund per month, exempt from VAT)).

Charges are accrued within the Fund on a daily basis and paid monthly in arrears.

In addition to payment of the periodic charge, the amount payable to the Depositary out of the property of the Fund by way of remuneration for its services may include charges in connection with its duties (or the exercise of powers conferred upon it by the Regulations or the general law) as depositary of the Company referable to: (i) custody of assets (including overseas custody services) as specified above; (ii) the acquisition holding and disposal of property; (iii) the collection of dividends, interest and any other income; (iv) the maintenance of distribution accounts; (v) the conversion of foreign currency; (vi) registration of assets in the name of the Depositary or its nominees or agents; (vii) borrowings, stocklending or other permitted transactions (including any deposit or loan authorised under this deed or the Regulations); (viii) communications with any parties (including telex, facsimile, SWIFT and electronic mail); (ix) taxation matters; (x) insurance matters; or (xi) the Depositary's report as set out in annual reports of the Company.

Expenses

The Depositary is entitled to be reimbursed out of the property of the Funds for expenses properly incurred in performing duties imposed on it or exercising powers conferred upon it by the Regulations, together with any VAT payable.

In addition, the Depositary may be paid the following expenses or disbursements (plus VAT):

(a) all expenses of registration of assets in the name of the Depositary or its nominees or agents, of acquiring, holding, realising or otherwise dealing with any asset; of custody of documents; of insurance of documents and of collecting income or capital; of opening bank accounts, effecting currency transactions and transmitting money; relating to borrowings or other permitted transactions; of obtaining advice, including legal, accountancy or other advice, of conducting legal proceedings, of communicating with shareholders, the ACD, the Registrar or other persons in respect of the Funds, relating to any inquiry by the Depositary into the conduct of the ACD and any report to holders; or otherwise relating to the performance by the Depositary of its duties or the exercise by the Depositary of its powers;

(b) all charges of nominees or agents in connection with any of the matters referred to in (a) above; and

(c) any other costs, disbursements or expenses accepted under the laws of England and Wales from time to time as being properly chargeable by Depositaries. If any person, at the request of the Depositary in accordance with the Regulations, provides services including but not limited to those of a custodian of property of the Fund, the expenses and disbursements hereby authorised to be paid to the Depositary out of the property of the Fund shall extend to the remuneration of such persons as approved by the Depositary and the ACD provided that in respect of a custodian such expenses to be paid out of the property of the Fund as relates to its remuneration shall be equal to (or less than) the current rates stated above under "UK Assets" and "Non-UK Assets".

No compensation for loss of office is provided for in the agreement with the Depositary. Where shares in more than one Fund are available, expenses not directly attributable to a particular

Fund will be allocated between Funds. In each such case such expenses and disbursements may also be payable if incurred by any person (including the ACD or an associate or nominee of the Depositary or of the ACD) who has had the relevant duty delegated to it pursuant to COLL by the Depositary.

22 OTHER PAYMENTS OF THE COMPANY

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

(a) transaction costs, including (without limitation) the fees and/or expenses incurred in acquiring, registering and disposing of investments, such as (for example) broker's commissions, fiscal charges, transaction reporting costs required under the Regulations (e.g. Approved Reporting Mechanisms including DTCC and Bloomberg) and other disbursements which are necessarily incurred in effecting transactions for the Funds and normally shown on contract notes, confirmation notes and difference accounts as appropriate;

(b) interest on borrowings permitted under the Instrument and this Prospectus and other charges incurred in reporting, entering into, varying, carrying into effect with or without variation, maintaining and terminating the borrowing arrangements;

(c) taxation and other duties payable in respect of the property of the Company and the Fund, the Instrument or the issue of shares;

(d) any costs incurred in amending or updating the Instrument, the Prospectus and the KIID;

(e) any costs incurred in respect of any other meeting of shareholders convened on a requisition by holders not including the ACD or an associate of the ACD and expenses of the Depositary in convening a meeting of shareholders convened by the Depositary alone;

(f) any costs incurred in relation to a unitisation, amalgamation or reconstruction where the property of a body corporate (such as an investment company) or of another collective investment scheme is transferred to the Company in consideration of the issue of shares in the Company to shareholders in that body corporate or to participants in that other scheme, any liability arising after the transfer which, had it arisen before the transfer, could properly have been paid out of that other property provided the ACD is of the opinion that proper provision was made for meeting such liabilities as were known or could reasonably have been anticipated at the time of the transfer;

(g) the fees and any proper expenses of any professional advisers retained by the Company or by the Company in relation to the ACD, or by the ACD or the Depositary in relation to the establishment of the Company and its Funds;

(h) payments, costs or any other administrative expenses in relation to the preparation of and dissemination of literature required or necessary for the purpose of complying with the Regulations or any other law or regulation (excluding the cost of disseminating the KIID or any successor or equivalent documentation);

(i) any costs of printing and distributing annual, half yearly and quarterly reports and any other reports or information provided for shareholders;

(j) any costs of listing the prices of the Fund in publications and information services selected by the ACD, including the Financial Times;

(k) any costs of establishing and obtaining authorisation of the Company, including the fees and proper expenses of any professional advisers retained by the Company or the ACD;

(l) any costs of authorising new Funds of the Company after its initial establishment, including the fees and proper expenses of any professional advisers retained by the Company or the ACD;

(m) any sum due by virtue of any provision of the Regulations, such as cancellation proceeds and reasonable stock lending expenses;

(n) any costs incurred in producing and despatching any payment made by the Company, including expenses incurred in distributing income to shareholders;

(o) any costs incurred in taking out and maintaining an insurance policy in relation to the Company and the Fund;

(p) the periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which shares in the Company are or may be marketed;

(q) the cost of any licences required, to enable the Fund to use, or quote, names which would normally be under copyright, in any country or territory, including the United Kingdom;

(r) any costs or fees arising in connection with pursuing or defending litigation on behalf of the Company or any Fund;

(s) any expense incurred in relation to company secretarial duties including the cost of maintenance of minute books and other documentation required to be maintained by the Company;

(t) any costs associated with the admission of shares to listings on any stock exchange and with the maintenance of that listing (including, for the avoidance of doubt, the fees levied by the exchange in question as a condition of the admission to listing of the shares and the periodic renewal of that listing), any offer of shares, including the preparation and printing of any prospectus and the creation, conversion and cancellation of shares associated with such prospectus;

(u) any expense incurred with respect to the publication and circulation of details of the net asset value of the Funds;

(v) Subject to the Regulations, any amount payable to the Company under any indemnity provisions provided for in the Instrument or any agreement to which the Company is party;

(w) the fees and expenses of the Transfer Agent in relation to dealing in shares of the Company by new and existing shareholders, currently as follows per transaction;

(i) Electronic dealing – £7.28

(ii) By paper application or by telephone – £11.65

(x) the fees of the ACD for maintaining the register, which is currently £10.68 per annum per holding;

(y) the ACD will also maintain sub-registers in respect of ISAs and Junior ISAs entitlements. The fees for maintaining the sub-registers will be equivalent to those shown above;

(z) value added tax in respect of any of the costs, expenses, fees and charges payable by the Company; and

(aa) any other charges/expenses that may be taken out of the Company's property in accordance with the Regulations.

VAT where applicable on any fees, charges or expenses will be added to such fees, charges or expenses and will be payable by the Company.

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

Costs relating to EPM

Certain direct and indirect operational costs and/or fees may arise from time to time as a result of Efficient Portfolio Management techniques being used for the benefit of the Company and/or the Funds. These costs and/or fees are regarded as transaction costs and, therefore, would fall within (a) above. Further details on the payment of costs and/or fees relating to Efficient Portfolio Management techniques will be set out in the Annual Report.

Charges to Capital

The expenses of individual Funds, including the ACD's periodic charge, may be charged to the capital account of the relevant Fund, subject to any restrictions contained in the Instrument, this Prospectus and the Regulations. Where such payments are to be made from the capital account of a Fund, this policy may result in capital erosion or constrain the capital growth of a Fund. For the EF Tellsons Endeavour Fund, all charges are currently paid out of the income account with the exception of RF and IF Net Income shares, where all charges are taken from the capital account. Where charges are to be levied against capital, further details will be found under the "***Periodic charge***" section of this Prospectus on page 25.

23 TAXATION

General Summary

The statements in this section are only intended as a general summary of UK tax law and HM Revenue & Customs published practice as at the date of issue of this prospectus (which may change in the future). The summary is only applicable to individual and corporate shareholders who are resident (and in the case of individuals, domiciled) for tax purposes solely in the UK and who are the absolute beneficial owners of a shareholding in the Company held as an investment. The applicability of these statements will depend upon the particular circumstances of each shareholder. In particular, the summary may not apply to certain classes of shareholder (such as dealers in securities) to whom special rules may apply. The summary is not exhaustive or definitive and should not be treated as legal or tax advice. This summary also does not address the taxation consequences for investors who may be subject to taxation or exchange control in any jurisdiction outside the UK. Levels and bases of, and reliefs from, taxation are subject to change.

Any shareholder or prospective shareholder who is in any doubt as to the taxation implications of making an investment in the Company (including as regards the acquisition, holding or disposal of any Shares), or who may be subject to taxation or exchange control provisions in any jurisdiction other than the UK should consult their own professional advisers immediately.

Taxation of the Company

Income

Each Fund is subject to corporation tax, currently 20%, on its taxable income (net of allowable expenses).

Dividends received by the Company from its holdings of most UK equities and non-UK equities are generally exempt from corporation tax. It is not anticipated that the Company will receive any dividends other than exempt dividends in respect of its shareholdings.

Certain Double Tax Agreements between the UK and other territories make provision for withholding taxes, or higher withholding taxes, to apply to dividends paid in circumstances where a resident of the state receiving the dividend is not charged to tax in respect of it. Chapter 4 of Part 9A Corporation Tax Act 2009 therefore provides for the making of an election that a dividend is not exempt, in order to ensure that it is subject to no, or lower rates of, withholding taxes. The Company therefore reserves the right to make such an election if it results in a greater net receipt for the Company. Where an election is made the dividend received will be subject to corporation tax but credit will be given against that tax in respect of withholding taxes suffered, up to the level of the UK tax charged on that income.

Capital gains

Capital gains accruing to the Company will generally be exempt from UK corporation tax on chargeable gains. Should the Company be treated as trading in securities, any gains made will be treated as income and will be subject to corporation tax.

Stamp Taxes

There is generally no charge to stamp duty reserve tax (SDRT) or stamp duty on the surrender (i.e. the redemption or switch) of shares in a UK OEIC such as the Company. However, if a redemption is satisfied by a non-pro rata in specie redemption, then a charge to SDRT may apply.

The Company may be required to pay SDRT or stamp duty in connection with the acquisition or transfer of underlying investments.

Taxation of Shareholders

Income from dividend distributions

(a) *UK resident individual shareholders*

When the Company makes a dividend distribution in respect of Income Shares (or is deemed to make such a distribution in respect of Accumulation Shares), a UK resident individual shareholder may be liable to tax on such distribution.

For UK resident individuals, no income tax is payable in respect of the first £2,000 of dividend income received from all sources in the tax year (although such income will still count towards the basic, higher and additional rate thresholds). For dividends received above £2,000 in a tax

year, the dividend income would be taxable at 7.5%, 32.5% and 38.1% for income falling within the basic rate, higher rate and additional rate bands respectively.

A UK resident individual shareholder who holds their Shares in an ISA will be exempt from income tax on dividend distributions in respect of such Shares.

(b) *Corporate shareholders within the scope of corporation tax*

A dividend distribution made by the Company in respect of Income Shares (or deemed to be made in respect of Accumulation Shares) to a corporate shareholder within the charge to corporation tax in respect of its investment in the Company will be split into franked and unfranked parts according to the underlying gross income of the Company. Very broadly, the unfranked part corresponds to such part of the Company's gross income as does not derive from franked investment income. The franked part will be treated in the same way as exempt dividend income received by a UK resident corporate shareholder. The unfranked part will be treated as an annual payment received after deduction of income tax at the basic rate (currently 20%) from a corresponding gross amount and the corporate shareholder will be liable to corporation tax on it accordingly, but with the benefit of credit for, or (subject to any applicable restrictions) repayment of, the income tax deducted at source.

Income from interest distributions

UK resident individual shareholders will (subject to any available allowance) be subject to income tax at the relevant rate on any interest distributions (or deemed distribution from accumulation shares) from any Fund of the Company.

A UK resident individual shareholder may be entitled to a personal savings allowance in each tax year (the amount of the allowance, if any, depends on whether the taxpayer is a basic, higher or additional rate taxpayer).

A UK resident individual shareholder who holds their Shares in an ISA will be exempt from Income tax on interest distributions in respect of such Shares.

A corporate shareholder within the charge to UK corporation tax in respect of a shareholding will be subject to corporation tax on any interest distributions (or deemed distribution from accumulation shares) from any Fund of the Company.

Equalisation

Where income equalisation applies, the first distribution or accumulation of income after shares are issued may include an amount reflecting accrued income included in the issue price. This amount is capital (and, in the case of Income Shares, is a refund of capital) and is not subject to tax as income.

Shareholding in the Company treated as a loan relationship

Special rules apply to shareholders within the charge to corporation tax which in certain circumstances could result in their shares being treated for the purposes of the UK's loan relationship rules as rights under a creditor relationship. A fair value basis of accounting would have to be used, for corporation tax purposes, with regard to the deemed creditor relationship.

Capital Gains

(a) *UK resident individual shareholders*

An individual shareholder will be liable to capital gains tax on any chargeable gain accruing on the disposal or deemed disposal (including redemption, switches and certain conversions) of Shares in the Company. Capital gains tax is generally charged at rates of 10% and 20%, dependent on an individual's total amount of taxable income and gains within a tax year. An individual shareholder may also be entitled to set all or part of any gains against their annual capital gains tax exemption.

A UK resident individual shareholder who holds their Shares in an ISA will be exempt from capital gains tax on any gain accruing on the disposal or deemed disposal of Shares.

(b) *Corporate shareholders within the scope of corporation tax*

Subject to the possible application of the rules treating a shareholding in the Company as a loan relationship, a corporate shareholder within the charge to corporation tax in respect of its investment in the Company will be liable to corporation tax on any chargeable gain accruing to it on the disposal or deemed disposal (including redemption, switches and certain conversions) of its Shares in the Company. An indexation allowance may be available to reduce or eliminate such a gain but not to create or increase an allowable loss.

(c) *Equalisation*

Where income equalisation applies to Income Shares, the part of the issue price of Shares which reflects accrued income and is returned to the shareholder with the first allocation of income following the issue is deducted from the shareholder's capital gains tax base cost in the Shares.

Inheritance Tax

A gift by an individual shareholder who is domiciled (or deemed domiciled) in the UK for inheritance tax purposes of their Shares in the Company or the death of such a shareholder may give rise to a liability to inheritance tax. For these purposes, a transfer of Shares at less than the full market value may be treated as a gift.

SDRT

Investors will be liable to SDRT at 0.5% on acquiring Shares from a third party (that is other than on an issue of Shares by the Company). SDRT may also apply in cases where an investor redeems Shares in consideration of a transfer of assets of the Company other than cash (i.e. an in specie redemption) where that consideration is non-pro rata (i.e. not in proportion to the total assets of the Company).

ISAs

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

General

In the case of accumulation shares, reinvested income is deemed to have been distributed to the shareholder for the purposes of taxation and a tax voucher will be issued to the shareholder to provide the appropriate details for their returns.

OECD Common Reporting Standard (CRS)

To satisfy the requirement for the automatic exchange of financial information between tax authorities worldwide, CRS countries must obtain information from relevant clients and

exchange that information with the tax authorities of other CRS countries. In the UK the CRS system was mandated by 'The International Tax Compliance Regulations 2015'.

From 1 January 2016, the ACD will be required to compile information about all accounts in existence as of 31 December 2015, and all new accounts opened on or after 1 January 2016, and from 2017 report the information to HM Revenue and Customs.

FATCA

The Foreign Account Tax Compliance Act (FATCA) is a piece of legislation introduced by the United States Government to help counter US tax evasion by encouraging more effective reporting of information.

In the United Kingdom, the principles of FATCA have been brought into local law. The means the ACD will need to provide information on US accounts to the local tax authority, HM Revenue and Customs (HMRC).

For further information on FATCA please refer to the International Tax Reporting section which precedes the Contents pages of this Prospectus.

24 REPORTS AND ACCOUNTS

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

The annual report of the Company (the "**long report**") will be available on or before the end of July and the half-yearly long report on or before the end of November in each year. Copies of these long reports may be inspected at, and copies obtained free of charge from the ACD's website at www.wayfunds.com or by contacting the ACD directly by telephone or in writing.

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

25 ANNUAL GENERAL MEETING

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

26 REQUISITIONS OF MEETINGS

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

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

27 VOTING

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

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

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

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

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

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

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

Meetings and Modifications

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

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

- **Fundamental** events which change the purpose or nature of the Company or the basis on which the investor invested, for example changes to an investment objective, its risk profile or something that would cause material prejudice to the investors would require investor approval. Fundamental changes require prior approval at a meeting of shareholders.

- **Significant** events are those which would materially affect an investor's investment, affect a shareholder's ability to exercise his rights in relation to this investment, result in

material increased payments out of the Company, or could reasonably be expected to cause investors to reconsider their participation in the Company. Those should be notified pre-event to the investors and in sufficient time to enable them to leave the Company, if they wish, before the change takes effect. 60 days minimum notice is required for these changes.

- **Notifiable** events for which the ACD would decide when and how shareholders should be notified, depending on the type of event. In these cases notification could be before or after the event. This may take the form of the sending of an immediate notification to shareholders or the information being included in the next long report of the Company.

28 TRANSFER OF SHARES

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

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

29 WINDING UP OF THE COMPANY AND TERMINATION OF FUNDS

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

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

- if an extraordinary resolution of shareholders of either the Company or the Fund (as appropriate) to that effect is passed; or

- on the date stated in any agreement by the FCA in response to a request from the ACD for the winding up of the Company or a request for the termination of the Fund.

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

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

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

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

30 OTHER INFORMATION

Delegation

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

Conflicts of Interest

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

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

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

The ACD, the Investment Manager and other companies within their respective groups may, from time to time, act as investment advisers or advisers to other schemes, funds or sub-funds which follow similar investment objectives to those of the Fund. It is therefore possible that the ACD and/or the Investment Manager may in the course of their business have potential conflicts of interest with the Company. Each of the ACD and the Investment Manager will, however, have regard in such event to its obligations under the Instrument and, in particular, to its obligation to act in the best interests of the Company so far as practicable, having regard to its obligations to other clients, when undertaking any investment business where potential conflicts of interest may arise.

The Depositary may, from time to time, act as trustee, depositary or custodian of other collective investment schemes.

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

No liability to Account

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

(a) their acting as agent for the Company in the sale or purchase of property to or from a Fund; or

(b) their part in any transaction or the supply of services permitted by the COLL; or

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

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

(a) dealings in the shares of the Company;

(b) any transaction in the underlying property of the Company; or

(c) the supply of services to the Company.

Liability and Indemnity

With the exception mentioned below:

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

- the ACD and the Depositary are, under the terms of their respective agreements with the Company, exempted from any liability for any loss or damage suffered by the Company.

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

- any liability which would otherwise attach to the ACD or the Auditor in respect of any negligence, default, breach of duty or breach of trust in relation to the Company;

- any liability on the part of the Depositary for any failure to exercise due care and diligence in the discharge of its functions;

- any liability on the part of the Depositary for all other losses suffered by the Company as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations pursuant to the UCITS Directive;

- any breach by the ACD or the Depositary of their respective obligations under the Financial Services and Markets Act 2000 or any rules made under or in pursuance of that Act.

31 GENERAL

Complaints

Any complaint should be referred to the ACD at its registered office. If a complaint cannot be resolved satisfactorily with the ACD it may be referred to the Financial Ombudsman Service,

Exchange Tower, Exchange Harbour Square,, London E14 9SR. More details about the Financial Ombudsman Service and a copy of the ACD's complaints procedure are available from the ACD.

Cancellation rights

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

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

Notices, remittances and service of other documents

The address for service on the Company of notices or other documents required or authorised to be served on it is C/O WAY Fund Managers Limited, Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset BH21 7SB.

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

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

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

Financial Services Compensation Scheme

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

Data Protection - How your personal data is used

By completing and submitting an application to invest in any of the Funds that WAY Fund Managers Limited (“we”/”us”) operates, you will be giving your consent to the processing of your personal data (including any anti-money laundering verification check), by us for the administration of services in connection with your investment on a contractual basis. Additionally we may be requested to share your personal data with our regulator, the Financial Conduct Authority, or for wider compliance with any legal or regulatory obligation to which we might be subject.

If you have used an intermediary to submit the application we may also share information about your investment with them, to help them to continue to provide their services to you, unless you request us not to.

We may share your personal data with contracted third parties for the purposes mentioned above (however this does not entitle such third parties to send you marketing or promotional messages) and we do not envisage that this will involve your personal data being transferred outside of the European Economic Area.

We make every effort to maintain the registration of your holdings accurately. However, if you feel that we have incorrectly recorded any of your personal data, you may request its correction. You have the right to request copies of your personal data stored by us and can do so by using our contact details below.

Your data will be stored and processed securely for the period of your contract with us and for a minimum of seven years after our relationship ceases, for regulatory and legislation purposes only.

We are registered with the Information Commissioner's Office as a Data Controller and Data Processor for this purpose. Further information on how we manage your personal data can be found within our **Privacy Notice** which can be found on our website www.wayfunds.com.

Should you wish to make a complaint or request further information on how we collect and process your personal data please contact us at:

Data Protection Office, WAY Fund Managers Limited, Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset, BH21 7SB.

Email: DPO@wayfunds.com Tel: 01202 855856.

Alternatively, if you have any concerns or complaints as to how we have handled your personal data, you may lodge a complaint to the Information Commissioner's Office through their website which can be found at https://ico.org.uk/for-the-public/raising-concerns/

Documents and information available

Copies of the following documents are available for all purchasers of shares on request, free of charge from the ACD at Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset BH21 7SB:

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

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

Telephone calls and electronic communications

Please note that the ACD will record telephone calls and electronic communications will be recorded calls for training and monitoring purposes and to confirm investors' instructions. The ACD will keep a copy of telephone calls and electronic communications. A copy of the record is available from the ACD on request. The records will be kept for up to five years and where requested by the FCA, for up to seven years

This Prospectus

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

Governing law

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

Remuneration Disclosure

Under the requirements of UCITS V and the UCITS Remuneration Code, WAY Fund Managers Limited, as UCITS Manager, must establish and apply remuneration policies and practices for its staff that have a material impact on the risk profile of WAY Fund Managers Limited or the Fund.

These practices must be consistent with and promote sound and effective risk management, not encourage risk taking which is inconsistent with the risk profile of the Fund as detailed in the Instrument of Incorporation or the Prospectus, and does not impair WAY Fund Managers Limited's compliance with its duty to act in the best interest of the Fund it manages. Under the UCITS Remuneration Code, WAY Fund Managers Limited is required to disclose how those individuals whose actions have a material impact on the Fund are remunerated.

WAY Fund Managers Limited considers its activities as non complex due to the fact that regulation limits the UCITS strategies conducted and the scope of investment is in such a way that investor risk is mitigated. The discretion of WAY Fund Managers Limited and the portfolio manager is strictly controlled within certain pre-defined parameters as determined in the prospectus of each UCITS. In its role as UCITS Manager, WAY Fund Managers Limited deems itself as lower risk due to the nature of the activities it conducts and the size of the firm. Therefore the remuneration strategy across WAY Fund Managers Limited is governed by the WAY Fund Managers Board and WAY Fund Managers Limited has chosen not to have a Remuneration Committee. The WAY Fund Managers Board has established a Remuneration Policy designed to ensure the UCITS Remuneration Code in the UK Financial Conduct Authority handbook is met proportionally for all UCITS Remuneration Code Staff.

The annual report of the Company and an up to date version of the ACD's remuneration policy including but not limited to, (i) a description of how remuneration and benefits are calculated, and (ii) the identities of persons responsible for awarding the remuneration and benefits may be obtained free of charge from the ACD at WAY Fund Managers Limited, Cedar House, 3 Cedar Park, Cobham Road, Wimborne, Dorset, BH21 7SB or during normal business hours on 01202 855856 or from outside the UK on +44 (0)1202 855856. The up-to-date remuneration policy

can also be obtained from the ACD's website at www.wayfunds.com. These documents are available in English.

Schedule 1

Investment and Borrowing Powers

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

Transferable Securities

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

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

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

(b) its liquidity does not compromise the ability of the ACD to comply with its obligation to redeem units at the request of any qualifying shareholder;

(c) reliable valuation is available for the transferable securities as follows:

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

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

(d) appropriate information is available for the transferable security as follows:

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

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

(e) it is negotiable; and

(f) its risks are adequately captured by the risk management process of the ACD.

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

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

(b) to be negotiable.

Transferable securities linked to other assets

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

(a) fulfils the criteria for transferable securities set out in COLL 5.2.7A R; and

(b) is backed by or linked to the performance of other assets, which may differ from those in which a UCITS Scheme can invest.

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

Closed end funds constituting transferable securities

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

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

(i) it is subject to corporate governance mechanisms applied to companies; and

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

(b) where the closed end fund is constituted under the law of contract:

(i) it is subject to corporate governance mechanisms equivalent to those applied to companies; and

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

Approved Money Market Instruments

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

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

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

(a) issued or guaranteed by a central, regional or local authority or central bank of an EEA state or if the EEA State is a federal state, one of the members making up the federation, the European Central Bank, the European Union or the European Investment Bank, a non-EEA state or, in the case of a federal state, by one of the members making up the federation, or by a public international body to which one or more EEA states belongs; or

(b) issued or guaranteed by an establishment subject to prudential supervision in accordance with criteria defined by Community Law or an establishment which is subject to and complies with prudential rules governed by the FCA to be at least as stringent as those laid down by Community Law; or

(c) issued by a body, any securities of which are dealt in on an eligible market.

Money-market instruments with regulated issuer

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

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

(a) the issue or issuer is itself regulated for the purpose of protecting investors and savings in accordance with COLL;

(b) investment in that instrument is subject to investor protection equivalent to that provided by instruments which satisfy the requirements of COLL 5.2.10BR(1)(a),(b) or (c); and

(c) the issuer is a company whose capital and reserves amount to at least EUR 10 million and which presents and publishes its annual accounts in accordance with Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles (as defined in COLL) which benefit from a banking liquidity line (as defined in COLL).

Transferable securities and approved money market instruments held within the Company

These must be:

(a) admitted to or dealt in on an eligible market (as set out in Appendix 2); or

(b) for an approved money market instrument not admitted to or dealt in on an eligible market, within COLL 5.2.10AR(1);

(c) recently issued transferable securities provided that the terms of the issue include an undertaking that application will be made to be admitted to an eligible market, and such admission is secured within a year of issue.

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

Nil and partly paid securities

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

Warrants

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

Collective Investment Schemes

Up to 100% of the scheme property of the Fund may consist of shares/units in collective investment schemes.

Not more than 20% in value of the property of the Fund may consist of units or shares in any one collective investment scheme.

The Fund must not invest in units or shares of a collective investment scheme (the "Second Scheme") unless the Second Scheme satisfies the conditions referred to below and provided that not more than 30% of the value of the scheme property attributed to the Fund is invested in Second Schemes within categories (b) to (e) below:

(a) a scheme which satisfies the conditions necessary for it to enjoy the rights conferred by the UCITS directive; or

(b) a scheme which is a recognised scheme under the provisions of section 272 of the Financial Services and Markets Act 2000 (schemes authorised in designated territories); or

(c) a scheme which is authorised as a non-UCITS retail scheme (as defined in COLL) and in respect of which the requirements of article 50(1)(e) of the UCITS Directive are met;

(d) a scheme which is authorised in another EEA State (and in respect of which the requirements of article 50(1)(e) of the UCITS Directive are met);

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

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

(ii) The Second Scheme must comply, where relevant, with: (1) those COLL provisions regarding investment in other group and associated schemes (referred to below); and (2) must have terms which prohibit more than 10% in value of the scheme property consisting of units in collective investment schemes;

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

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

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

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

(b) on a disposal – any amount charged by the issuer on the redemption of such units.

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

(a) the Second Fund does not itself hold units in any other sub-fund of the Company;

(b) in respect of the proportion of the scheme property of the investing sub-fund represented by units of the Second Fund, no payment over and above that due in relation to services provided to the Second Fund is taken to remunerate the ACD or any other director of the Company or an associate of either of them;

(c) the Prospectus clearly states that the property of the investing sub-fund may include such units; and

(d) COLL 5.2.30 R(2) is complied with.

(1) Where:

(a) an investment or disposal is made under COLL 5.2.30R; and

(b) there is a charge in respect of such investment or disposal;

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

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

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

(b) if such price cannot be ascertained by the ACD, the maximum amount of any charge permitted to be made by the seller of shares in the Second Fund.

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

(4) In this rule:

(a) any addition to or deduction from the consideration paid on the acquisition or disposal of shares in the Second Fund, which is applied for the benefit of the Second Fund and is, or is like, a dilution levy made in accordance with COLL 6.3.8R (Dilution) is to be treated as part of the price of the shares and not as part of any charge; and

(b) any charge made in respect of an exchange of shares in the Second Fund for shares in another sub-fund is to be included as part of the consideration paid for the shares.

The scheme property of the EF Tellsons Endeavour Fund will not be invested in units or shares of other collective investment schemes at any time.

Cash and Near Cash

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

(a) the pursuit of the Fund's investment objective;

(b) the redemption of units; or

(c) the efficient management of the Fund in accordance with its objectives or for any other purposes which may reasonably be regarded as ancillary to the objective of the Company.

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

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

Government and Public Securities

The Fund may invest in government and public securities provided no more than 35% in value of the scheme property attributable to 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.

Covered bonds

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

Derivatives

While the Company may invest in derivatives and forward transactions for investment purposes, the Fund may employ derivatives for efficient portfolio management purposes (including hedging) only.

Efficient Portfolio Management

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

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

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

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

(i) reduction of risk;

(ii) reduction of cost; and/or

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

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

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

Derivatives - General

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

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

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

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

Permitted Transactions (derivatives and forwards)

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

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

- transferable securities;
- approved money market instruments;
- deposits;
- derivatives;
- collective investment schemes;
- financial indices;
- interest rates;
- foreign exchange rates; and
- currencies.

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

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

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

(i) that property can be held for the account of the Fund; and

(ii) the ACD having taken reasonable care determines that delivery of the property under the transaction will not occur or will not lead to a breach of COLL.

The Fund may not undertake transactions in derivatives on commodities.

Requirement to cover sales

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

Deposits

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

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

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

Immovable property

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

Prudent Spread of Risk

Taking account of the investment objectives and policy of the Fund as stated in this Prospectus, the scheme property of the Fund must aim to provide a prudent spread of risk. The limits in this Prospectus and in COLL 5.2 relating to spread of investments do not apply until the expiry of a period of six months after the date of which the authorisation order, in respect of the Fund, takes effect or on which the initial offer commenced, if later, provided that the above is complied with during such period.

Spread - General

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

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

(b) deposits made with; or

(c) exposures from OTC derivatives transactions made with;

a single body.

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

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

Covered bonds need not be taken into account for the purpose of applying the limit of 40%. The limit of 5% is raised to 25% in value of the scheme property in respect of covered bonds, provided that when the Fund invests more than 5% in covered bonds issued by a single body, the total value of covered bonds held must not exceed 80% in value of the scheme property.

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

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

Concentration

The Company must not at any time hold:

(a) transferable securities (other than debt securities) which do not carry a right to vote on any matter at a general meeting of the corporate body that issued them and represent more than 10% of those securities issued by that body;

(b) more than 10% of the debt securities issued by one issuer;

(c) more than 25% of the units in a collective investment scheme;

(d) more than 10% of the money market instrument issued by a single body.

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

Significant Influence

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

Borrowing

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

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

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

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

Risk Management

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

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

(a) the methods for estimating risks in derivative and forward transactions; and

(b) a true and fair view of the types of derivatives and forwards transactions to be used within the Company together with their underlying risks and any relevant quantitative limits.

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

Stock lending

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

(a) all the terms of the agreement under which securities are to be reacquired by the Depositary for the account of the Fund are in a form which is acceptable to the Depositary and are in accordance with good market practice;

(b) the counterparty is an authorised person, a person authorised by a home state regulator or otherwise acceptable in accordance with COLL; and

(c) collateral is obtained to secure the obligation of the counterparty under the terms referred to in (a) above, and is acceptable to the Depositary and must also be adequate and sufficiently immediate as set out in COLL. These requirements do not apply to a stock lending transaction made through Euroclear Bank SA/NV's Securities Lending and Borrowing Programme.

Collateral management

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

To be eligible, collateral received must be:

(a) sufficiently liquid so that it can be sold quickly at a price that is close to its pre-sale valuation;

(b) capable of being valued on at least a daily basis and marked to market daily;

(c) of high credit quality and where the issuer is not rated at least A1 or equivalent, conservative haircuts must be applied;

(d) held by the Custodian as a delegate of the Depositary or by a third party custodian who is independent of the collateral provider;

(e) must be immediately available without reference to or approval from the counterparty;

(f) diversified to avoid concentration risk in one issue, sector or country; and

(g) issued by an entity independent of the counterparty.

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

Restrictions on lending of money

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

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

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

Restrictions on lending of property other than money

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

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

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

General power to accept or underwrite placings

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

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

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

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

Guarantees and indemnities

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

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

The above paragraphs do not apply to:

(a) any indemnity or guarantee given for margin requirements where the derivatives or forward transactions are being used in accordance with COLL; and

(b) for the Company:

(i) an indemnity falling within the provisions of regulation 62(3) of the OEIC Regulations (Exemptions from liability to be void);

(ii) an indemnity (other than any provision in it which is void under regulation 62 of the OEIC Regulations) given to the Depositary against any liability incurred by it as a consequence of the safekeeping of any of the scheme property by it or by anyone retained by it to assist it to perform its function of the safekeeping of the scheme property; and

(iii) an indemnity given to a person winding up a scheme if the indemnity is given for the purposes of arrangements by which the whole or part of the property of that scheme becomes the first property of the Company and the holders of shares in that scheme become the first shareholders in the Company.

Schedule 2

Eligible Markets

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

(a) a "regulated market" as defined in COLL;

(b) a securities market established in any EEA State (which as at the date of this Prospectus includes the UK, Austria, Belgium, Bulgaria, Cyprus, Czech Republic, Estonia, Denmark, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Spain, Sweden and Slovenia) which is regulated, operates regularly and is open to the public;

(c) the principal or only market established under the rules of any of the following investment exchanges:

Country	**Market**
Australia	Australian Securities Exchange (ASX)
Canada	Montreal Exchange Toronto Stock Exchange (TMX)
Japan	Tokyo Stock Exchange Osaka Securities Exchange Nagoya Stock Exchange Sapporo Stock Exchange The OTC Market
New Zealand	New Zealand Futures and Options Exchange (NZFOX) New Zealand Stock Exchange (NZSX)
Switzerland	SIX Swiss Exchange
United States of America	Chicago Board of Trade (CBOT) Chicago Board Options Exchange (CBOE) Chicago Mercantile Exchange (CME) Chicago Stock Exchange (CHX) NASDAQ Capital Market NASDAQ Global Market NASDAQ Global Select Market NASDAQ OMX BX NASDAQ OMX Futures Exchange NASDAQ OMX Options NASDAQ OMX PHLX (Philadelphia) National Stock Exchange (USA) New York Mercantile Exchange (NYMEX) NYSE (New York Stock Exchange) NYSE Arca NYSE MKT

	NYSE Arca Options NYSE Alternext

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

Eligible Derivatives Markets

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

(a) a "regulated market" as defined in COLL:

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

(c) the following markets:

Country	**Market**
Switzerland	Eurex
United States of America	American Stock Exchange Chicago Board of Trade Chicago Board Options Exchange (CBOE) Chicago Mercantile Exchange CME Group Inc New York Futures Exchange New York Mercantile Exchange (NYMEX) New York Stock Exchange NASDAQ OMX PHLX

Schedule 3

Sub-custodians

Please note that whilst the list below reflects the full range of countries and sub-custodians available, only those sub-custodians located in the eligible markets on which the Fund is permitted to deal are applicable.

Country	Sub-custodian	Sub-delegate
Argentina	Citibank N.A., Buenos Aires Branch	
Australia	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Australia Limited
Austria	UniCredit Bank Austria AG	
Bangladesh	Standard Chartered Bank	
Belgium	Deutsche Bank AG	
Bermuda	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Bermuda Limited
Bosnia and Herzegovina (Federation of Bosnia-Herzegovina)	Raiffeisen Bank International AG	Raiffeisen Bank Bosnia DD BiH
Bosnia and Herzegovina (Republic of Srpska)	Raiffeisen Bank International AG	Raiffeisen Bank Bosnia DD BiH
Botswana	Standard Chartered Bank Botswana Limited	
Brazil	Citibank N.A., Brazilian Branch	Citibank Distribuidora de Titulos e Valores Mobiliaros S.A ("DTVM")
Bulgaria	Citibank Europe plc, Bulgaria Branch	
Canada	The Northern Trust Company, Canada	
Canada*	Royal Bank of Canada	
Chile	Citibank N.A.	Banco de Chile
China B Share	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank (China) Company Limited
Clearstream	Clearstream Banking S.A.,	
Colombia	Cititrust Columbia S.A. Sociedad Fiduciaria	
Costa Rica	Banco Nacional de Costa Rica	

Croatia	UniCredit Bank Austria AG	Zagrebacka Banka d.d.
Cyprus	Citibank Europe PLC	
Czech Republic	UniCredit Bank Czech Republic and Slovenia, a.s.	
Denmark	Nordea Bank Abp	
Egypt	Citibank N.A., Cairo Branch	
Estonia	Swedbank AS	
Eswatini (formerly Swaziland)	Standard Bank Swaziland Ltd	
Finland	Nordea Bank Abp	
France	The Northern Trust Company	
Germany	Deutsche Bank AG	
Ghana	Standard Chartered Bank Ghana Limited	
Greece	Citibank Europe PLC	
Hong Kong	The Hongkong and Shanghai Banking Corporation Limited	
Hong Kong (Stock Connect Shanghai/Shenshen)	The Hongkong and Shanghai Banking Corporation Limited	
Hungary	UniCredit Bank Hungary Zrt.	
Iceland	Landsbankinn hf	
India	Citibank N.A.	
Indonesia	Standard Chartered Bank	
Ireland	Euroclear UK and Ireland Limited (Northern Trust self-custody)*	
Israel	Bank Leumi Le-Israel B.M.	
Italy	Deutsche Bank SpA	
Japan	The Hongkong and Shanghai Banking Corporation Limited	

Jordan	Standard Chartered Bank	
Kazakhstan	Citibank Kazakhstan JSC	
Kenya	Standard Chartered Bank Kenya Limited	
Kuwait	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Middle East Limited
Latvia	Swedbank AS	
Lithuania	AB SEB bankas	
Luxembourg	Euroclear Bank S.A./N.V.	
Malaysia	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Malaysia Berhad
Mauritius	The Hongkong and Shanghai Banking Corporation Limited	
Mexico	Banco Nacional de Mexico S.A. integrante del Grupo Financiero Banamex	
Morocco	Société Générale Marocaine de Banques	
Namibia	Standard Bank Namibia Ltd	
Netherlands	Deutsche Bank AG	
New Zealand	The Hongkong and Shanghai Banking Corporation Limited	
Nigeria	Stanbic IBTC Bank Plc	
Norway	Nordea Bank Abp	
Oman	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Oman S.A.O.G
Pakistan	Citibank N.A., Karachi Branch	
Panama	Citibank N.A., Panama Branch	
Peru	Citibank del Peru S.A.	
Philippines	The Hongkong and Shanghai Banking Corporation Limited	
Poland	Bank Polska Kasa Opieki Spółka Akcyjna,	

Portugal	BNP Paribas Securities Services	
Qatar	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Middle East Limited
Romania	Citibank Europe PLC	
Russia	AO Citibank	
Saudi Arabia	The Hongkong and Shanghai Banking Corporation Limited	HSBC Saudi Arabia
Serbia	UniCredit Bank Austria A.G.	UniCredit Bank Serbia JSC
Singapore	DBS Bank Ltd	
Slovakia	Citibank Europe PLC	
Slovenia	UniCredit Banka Slovenija d.d.	
South Africa	The Standard Bank of South Africa Limited	
South Korea	The Hongkong and Shanghai Banking Corporation Limited	
Spain	Deutsche Bank SAE	
Sri Lanka	Standard Chartered Bank	
Sweden	Svenska Handelsbanken AB (publ)	
Switzerland	Credit Suisse (Switzerland) Ltd	
Taiwan	Bank of Taiwan	
Tanzania	Standard Chartered Bank (Mauritius) Limited	Standard Chartered Bank Tanzania Limited
Thailand	Citibank N.A., Bangkok Branch	
Tunisia	Union Internationale De Banques	
Turkey	Deutsche Bank AG & Deutsche Bank AS	
Uganda	Standard Chartered Bank Uganda Limited	
United Arab Emirates (ADX)	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Middle East Limited (DIFC) Branch

United Arab Emirates (DFM)	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Middle East Limited (DIFC) Branch
United Arab Emirates (NASDAQ)	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank Middle East Limited (DIFC) Branch
United Kingdom	Euroclear UK and Ireland Limited (Northern Trust self-custody)	
United States	The Northern Trust Company	
Uruguay	Banco Itau Uruguay S.A.	
Vietnam	The Hongkong and Shanghai Banking Corporation Limited	HSBC Bank (Vietnam) Ltd
Zambia	Standard Chartered Bank Zambia PLC	

* The Royal Bank of Canada serves as The Northern Trust Company's sub-custodian for securities not eligible for settlement in Canada's local central securities depository.

Schedule 4

Performance fee

In respect of PF shares only, in place of any periodic charge (see page 26 of the Prospectus), the ACD is entitled to charge, by way of remuneration of the Investment Manager, a performance-related investment management fee (the "**Performance Fee**"). The Performance Fee is taken from the scheme property of the Fund and is based on the performance of the Fund since the start of the calculation period as against the minimum performance requirement. The Performance Fee is calculated and payable after consideration of all other payments and is based on the following:

Share Class	Performance Fee %	Benchmark
PF Shares	20%	50% UK CPI (rolling 5-year average) / 50% UK 5-year and less Gilt Index

When is a performance fee payable?

The Performance Fee will be calculated and accrued daily but will only become payable quarterly in arrears in respect of each period of three months ending on 30 June, 30 September, 31 December and 31 March in each year (each being a "**Calculation Period**"). The Performance Fee will accrue daily as if each day were the end of a Calculation Period. However, the first such Calculation Period will be the period commencing on the Business Day immediately following the close of the initial offer period (as set out on page 10) and ending on 31 March 2014. Thereafter each Calculation Period will be each successive three month period.

The Performance Fee accrues and is reflected in the calculation of the Net Asset Value per share on a daily basis. The differences in the Net Asset Value per Share and performance fee % for each Class, against which a performance fee may accrue (currently only "PF" shares), will result in differences in the Performance Fee calculation for each Class.

The amount of the Performance Fee will be calculated by the Administrator and verified by the ACD. As the Performance Fee depends on the performance of the Net Asset Value per Share of the Class in question, it is not possible to predict the amount of Performance Fee that will be payable. There is no limit to potential outperformance, accordingly there is no limit to the Performance Fee that could be payable and it is therefore impossible to quantify in advance.

What is the value of the Performance Fee?

The fund performance in respect of a Calculation Period is the arithmetic difference between the Net Asset Value per Share on the last Business Day of the previous Calculation Period (the "**Opening NAV**") and on the last Business Day of the current Calculation Period, expressed as a percentage of the Opening NAV (the "**Fund Performance**"). For the purpose of the incorporated examples, the percentage has been rounded up to 2 decimal points. However if the High Watermark is greater than the Opening NAV the Opening NAV is substituted by the High Watermark (as described below).

The benchmark for each Calculation Period is the level of the composite index, being 50% UK Consumer prices Index (rolling 5-year average) / 50% UK 5-year Gilt Index ("the Benchmark Index") on the last Business Day of the previous Calculation Period (the "**Benchmark Level**").

In the first Calculation Period the benchmark will be the level of the Benchmark Index on the last Business Day of the Initial Offer Period.

The net percentage outperformance in respect of Calculation Periods where Fund Performance is greater than the Benchmark Level is the arithmetic difference between the Benchmark Level and Fund Performance (the "**Net Percentage Outperformance**").

In respect of Calculation Periods where Fund Performance is less than Benchmark Level, such underperformance, being the arithmetical difference between Fund Performance and Benchmark Level (the "**Net Percentage Underperformance**"), and any negative Fund Performance will be carried forward.

The amount of Performance Fee payable in respect of each Calculation Period is a Sterling amount equivalent to the Net Asset Value per Share on the last Business Day of the relevant Calculation Period x Net Percentage Outperformance x Performance Fee % relating to the relevant class (as above) x the average number of Shares in issue during the Calculation Period.

Therefore, as the calculation shows, the ACD is entitled to charge a sum that represents the Performance Fee % relating to the relevant class of the positive Fund Performance in excess of the Benchmark Level in respect of the relevant calculation period.

In calculating the Net Asset Value per Share for Performance Fee purposes no deduction is made on account of Performance Fees accrued in the Calculation Period and any dividends or income distributed to Shareholders during the Calculation Period are added back. All other payments and expenses are deducted.

The average number of shares of the Company is calculated by taking the total number of shares in issue in the Company on each day of a Calculation Period and dividing that by the number of days within that Calculation Period.

If redemptions are above a certain level (normally 5% of the shares in issue), the average number of shares can be reset to the current level (i.e. the number of shares in issue after the large redemption had been accounted for), thereby ensuring that the post-redemption performance fee taken from the Fund is suitably reduced because of the reduction in the average number of shares. This is deemed to be in the best interests of the continuing Shareholders in the Fund.

The performance of a Fund and payment of the Performance Fee is measured and determined by reference to the performance of a Fund in that Calculation Period only, however the Fund Performance is required to match or exceed its previous best performance in order for a Performance Fee to be payable, this is known as the "**High Watermark**". Where the Fund Performance matches or exceeds its previous best performance the High Watermark is increased to match this level, being the highest point at which the performance fee has crystallised.

In respect of Calculation Periods where Fund Performance is negative (the "**Underperformance**"), such negative performance will be carried forward in the calculation of Opening NAV for the next period and must be recovered by future Fund Performance before any subsequent Performance Fees are payable. The Performance Fee will not be payable in situations where the Net Asset Value of a Fund falls over the Calculation Period. An illustration of this can be found in Example 3 below.

The level of the Performance Fee and/or the benchmark used in its calculation will not be changed unless, 60 days before the change, the ACD gives notice of this intention. The ACD

will also, at the same time, give notice as to the date of commencement of the change to Shareholders and will have revised and made available the Prospectus to reflect such changes.

Investors may request additional information on the way in which the Performance Fee calculation works from the ACD.

Worked examples of Performance Fee

The worked examples below illustrate the Performance Fee that the Investment Adviser would earn in any one Calculation Period, and the effect this would have on the Net Asset Value of the Fund. All examples assume that the Performance Fee is charged at 20%.

Example 1:

Assuming:

- the Net Asset Value per Share on the first Business Day of the first Calculation Period is 100p, The High Watermark is therefore 100p;
- the Net Asset Value per Share on the last Business Day of the Calculation Period (before deduction for a Performance Fee) is 108p;
- the Benchmark Index on the last Business Day of the Calculation Period is 7%; and
- the average number of Shares in issue during the Calculation Period is 50,000,000.

Then the Fund Performance is (108p-100p)/100p) x 100 = 8%;

The Benchmark level is 7%;

The Net percentage outperformance is 8% - 7% = 1%;

The Performance Fee payable for the Calculation Period is:

108p x 1% x 20% x 50,000,000 = 10,800,000p = £108,000

The High Watermark for the next Calculation Period is 107.79p (108p after the deduction of 0.21p for a Performance Fee).

Example 2:

Assuming:

- the Calculation Period in this example is that immediately following the one in example 1 above, the Net Asset Value per Share on the last Business Day of the previous Calculation Period (after the deduction of 0.21p for a Performance Fee) is 107.79p, the High Watermark is also 107.79p;
- the Net Asset Value per Share on the last Business Day of this Calculation Period (before deduction for a Performance Fee) is 116p;
- the Benchmark Level on the last Business Day of the Calculation Period is 6.5%; and

- the average number of Shares in issue during the Calculation Period remains at 50,000,000.

Then the Fund Performance is (116p-107.79p)/107.79p) x 100 = 7.61%;

The Benchmark Level is 6.5%;

The Net percentage outperformance is 7.61% - 6.5% = 1.11%;

The Performance Fee payable for the Calculation Period is:

116p x 1.11% x 20% x 50,000,000 = 12,876,000p = £128,760

The High Watermark for the next Calculation Period is 115.75p (116p after the deduction of 0.25p for a Performance Fee).

Example 3:

Assuming:

- the Calculation Period in this example is that immediately following the one in example 2 above, the Net Asset Value per Share on the last Business Day of the previous Calculation Period (after the deduction of 0.25p for a Performance Fee) is 115.75p;

- the Net Asset Value per Share on the last Business Day of this Calculation Period (before deduction for a Performance Fee) is 112p;

- the Benchmark Level on the last Business Day of the Calculation Period is 6.5%; and

- the average number of Shares in issue during the Calculation Period is 50,000,000.

Then the Fund Performance is (112p-115.75p)/115.75p) x 100 = (-3.24)%;

The Benchmark Level is 6.5%;

The Fund Performance is negative and is below the High Watermark Net Asset Value of 115.75p therefore there will be no Performance Fee payable.

The High Watermark for the next Calculation Period remains at 115.75p.

Example 4:

Assuming:

- the Calculation Period in this example is that immediately following the one in example 3 above, the Net Asset Value per Share on the last Business Day of the previous Calculation Period (after the deduction of 0p for a Performance Fee) is 115.75p;

- the Net Asset Value per Share on the last Business Day of this Calculation Period (before deduction for a Performance Fee) is 125p;

- the Benchmark Level on the last Business Day of the Calculation Period is 5%; and

- the average number of Shares in issue during the Calculation Period is 50,000,000.

Then the Fund Performance is (125p-115.75p)/115.75p) x 100 = 7.99%;

The Benchmark Level is 5%;

The Net percentage outperformance is 7.99% - 5% = 2.99%;

125p x 2.99% x 20% x 50,000,000 = 37,375,000p = £373,750

The High Watermark for the next Calculation Period is 124.26p (125p after the deduction of 0.74p for a Performance Fee).

Example 5:

Assuming:

- the Calculation Period in this example is that immediately following the one in example 4 above, the Net Asset Value per Share on the last Business Day of the previous Calculation Period (after the deduction of 0.74p for a Performance Fee) is 124.26p, the High Watermark is 124.26p;

- the Net Asset Value per Share on the last Business Day of this Calculation Period (before deduction for a Performance Fee) is 107p;

- the Benchmark Level on the last Business Day of the Calculation Period is 5%; and

- the average number of Shares in issue during the Calculation Period is 50,000,000.

Then the Fund Performance is (107p-124.26p)/124.26p) x 100 = -13.89%;

The Benchmark Level is 5%;

The Fund Performance is negative and is below the high watermark Net Asset Value of 124.26p therefore there will be no Performance Fee payable.

Example 6:

Assuming:

- the Calculation Period in this example is that immediately following the one in example 5 above, the Net Asset Value per Share on the last Business Day of the previous Calculation Period is 107p, the High Watermark is 124.26p;

- the Net Asset Value per Share on the last Business Day of this Calculation Period (before deduction for a Performance Fee) is 135p;

- the Benchmark Level on the last Business Day of the Calculation Period is 5%; and

- the average number of Shares in issue during the Calculation Period is 50,000,000.

Then the Fund Performance is (135p-124.26p)/124.26p) x 100 = 8.64%;

The Benchmark Level is 5%;

The Net percentage outperformance is 8.64% - 5% = 3.64%;

135p x 3.64% x 20% x 50,000,000 = 49,140,000p = £491,140

The High Watermark for the next Calculation Period is 134.02p (135p after the deduction of 0.98p for a Performance Fee).

The above examples exist purely in order to demonstrate clearly the scenarios under which a performance fee is or is not payable and is in no way indicative of the volatility that the Fund may experience.

Schedule 5

Historical Performance

Below we have shown the historical performance, for the period to 30th June 2019. Where possible, we have shown the performance over and the last 5 years, for each complete year, to the last quarter end. However, where the Fund has been in existence for less than any of the above periods, we show the performance since the launch of the Fund, plus for each complete year, to last quarter end.

In respect of Income shares (where they are available), the performance shown will assume that any income has been distributed (i.e. not reinvested to purchase additional shares).

Investors and potential investors should note the following statements

- The prices of shares, and the income from them, can go down as well as up as a result of changes in the value of the underlying securities and currency movements. An investor may not get back the amount originally invested.
- Past performance is not necessarily a guide to future investment returns.
- Source: Financial Express Analytics.

EF Tellsons Endeavour Fund RF Accumulation Shares

Percentage Growth year to 30 June 2015	Percentage Growth year to 30 June 2016	Percentage Growth year to 30 June 2017	Percentage Growth year to 30 June 2018	Percentage Growth year to 30 June 2019	Percentage Growth from Launch to 30 June 2019
1.58%	-0.24%	10.10%	3.48%	1.89%	18.43%

Launch Date: 27 January 2014

EF Tellsons Endeavour Fund RF Income Shares

Percentage Growth year to 30 June 2015	Percentage Growth year to 30 June 2016	Percentage Growth year to 30 June 2017	Percentage Growth year to 30 June 2018	Percentage Growth year to 30 June 2019	Percentage Growth from Launch to 30 June 2019
1.59%	-0.25%	10.09%	3.48%	1.90%	18.42%

Launch Date: 27 January 2014

EF Tellsons Endeavour Fund PF Accumulation Shares

Percentage Growth year to 30 June 2015	Percentage Growth year to 30 June 2016	Percentage Growth year to 30 June 2017	Percentage Growth year to 30 June 2018	Percentage Growth year to 30 June 2019	Percentage Growth from Launch to 30 June 2019
2.18%	0.76%	9.18%	3.71%	2.41%	20.45%

Launch Date: 27 January 2014

EF Tellsons Endeavour Fund IF Accumulation Shares

Percentage Growth year to 30 June 2015	Percentage Growth year to 30 June 2016	Percentage Growth year to 30 June 2017	Percentage Growth year to 30 June 2018	Percentage Growth year to 30 June 2019	Percentage Growth from Launch to 30 June 2019
1.84%	0.04%	10.36%	3.74%	2.15%	20.08%

Launch Date: 27 January 2014

EF Tellsons Endeavour Fund IF Income Shares

Percentage Growth year to 30 June 2015	Percentage Growth year to 30 June 2016	Percentage Growth year to 30 June 2017	Percentage Growth year to 30 June 2018	Percentage Growth year to 30 June 2019	Percentage Growth from Launch to 30 June 2019
1.84%	0.03%	10.36%	3.76%	2.15%	20.17%

Launch Date: 27 January 2014

EF Tellsons Endeavour Fund SP Accumulation Shares

Percentage Growth year to 30 June 2015	Percentage Growth year to 30 June 2016	Percentage Growth year to 30 June 2017	Percentage Growth year to 30 June 2018	Percentage Growth year to 30 June 2019	Percentage Growth from Launch to 30 June 2019
1.84%	-0.19%	10.75%	4.10%	2.51%	21.06%

Launch Date: 12 October 2015

Target Benchmark:

50% of UK Consumer Prices Index (rolling 5-year average) and

50% of the UK 5-year and less Gilt Index

Percentage Growth year to 30 June 2015	Percentage Growth year to 30 June 2016	Percentage Growth year to 30 June 2017	Percentage Growth year to 30 June 2018	Percentage Growth year to 30 June 2019
1.54%	2.13%	1.02%	0.88%	1.58%