PROSPECTUS

Orbis OEIC

JANUARY 2017

Orbis OEIC

An open-ended investment company with variable capital incorporated with limited liability and registered in England and Wales under registered number IC000992)

Orbis Investment Management (Luxembourg) S.A.
(AUTHORISED CORPORATE DIRECTOR)

IMPORTANT

IF YOU ARE IN ANY DOUBT AS TO THE CONTENTS OF THIS PROSPECTUS YOU SHOULD SEEK INDEPENDENT ADVICE.

This Prospectus has been prepared in accordance with the Rules of the Financial Conduct Authority as contained in the Collective Investment Schemes Sourcebook of the Financial Conduct Authority and is dated and is valid as at 1 January 2017. Capitalised terms used in this Prospectus are defined in the Glossary on page 77.

IMPORTANT INFORMATION

Orbis OEIC is an open-ended investment company with variable capital incorporated with limited liability and registered in England and Wales under number IC000992.

Orbis Investment Management (Luxembourg) S.A., the Authorised Corporate Director of the Company, is the person responsible for the information contained in this Prospectus. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case), the information in this document does not contain any untrue or misleading statement or omit any matters required by the Open-Ended Investment Companies Regulations 2001 and the Collective Investment Schemes Sourcebook to be included in it. Orbis Investment Management (Luxembourg) S.A. accepts responsibility accordingly.

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

The distribution of this Prospectus and the offering of Shares in certain jurisdictions may be restricted. 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 an offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

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

The Shares have not been and will not be registered under the United States Securities Act of 1933, as amended. They may not be offered 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. The Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended. The Authorised Corporate Director has not been registered under the United States Investment Advisers Act of 1940. Copies of this Prospectus have been sent to the Financial Conduct Authority and the Depositary.

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

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

This Prospectus has been approved for the purpose of section 21 of the Financial Services and Markets Act 2000 by Orbis Investment Management (Luxembourg) S.A.

This Prospectus is based on information, law and practice at the date hereof. The Company cannot be bound by an out-of-date Prospectus when it has issued a new Prospectus, and Shareholders should check www.orbisaccess.co.uk to confirm that this is the most recently published Prospectus.

The Depositary is not a person responsible for the information contained in this Prospectus and accordingly does not accept any responsibility therefor under the Regulations or otherwise.

Important: If you are in any doubt about the contents of this Prospectus you should seek independent advice.

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PART ONE: INTRODUCTION

Please consider whether the expected characteristics described below suit your investment needs and whether you are comfortable with the risks of investing in these Funds. If you are in any doubt please do not invest or, alternatively, seek independent advice before investing.

1 Investing with Orbis

1.1 Key characteristics of the Orbis investment philosophy

The Orbis investment approach is best described as "fundamental, long-term and contrarian". It is fundamental in the sense that Orbis analysts are encouraged to think like business owners as if they were planning to buy the whole company. It has a long-term perspective, in the sense that investments are made with an expectation that the Fund may hold them for three to five years or even longer. That can present investment opportunities that others have missed or are simply not willing to consider. It is contrarian, in the sense that Orbis is prepared to take different views from the market and search for compelling investment ideas in areas of the market that most other investors are less excited about.

Orbis strives to buy securities (typically shares in companies) it considers to be undervalued. Shares are essentially ownership interests in a company. Orbis analysts therefore try to understand the fundamentals of each company they consider and determine whether the price the shares in that company are trading at in the stock market is cheap or expensive relative to the analyst's view of what a rational buyer would pay for that business. Compelling investment opportunities arise for Orbis when, in Orbis' view, other investors have placed too much emphasis on negative short-term developments at the expense of long-term fundamentals.

Orbis will purchase shares it considers to be significantly undervalued by the market and is prepared to hold on to those shares patiently until the share price reflects their view of the rational value of that business – or until more compelling opportunities can be identified. It is a simple philosophy to grasp, but difficult to execute. Orbis has structured its firm and investment process to foster long-term decision-making that is truly consistent with this philosophy.

1.2 What you should expect from the Orbis investment philosophy

There are several implications of this philosophy that are important for clients and prospective investors to understand. In particular, this fundamental, long-term and contrarian approach typically results in portfolios and returns that differ from the Benchmark. This means that an investment in the Orbis Funds is unlikely to rise or fall in value at exactly the same time and in the same magnitude or direction as the Benchmark.

(a) **Different portfolios**

If you are taking a different approach, you should not be surprised if you reach a different conclusion. A quick glance at portfolio holdings in the Orbis Funds often reveals positions that are very different to the Benchmark.

(b) **Different performance**

Orbis selects investments for the Funds which it believes offer better value than the Funds' Benchmarks. Even if successful in the long term, the short- or medium-term returns of the Funds can be highly variable relative to their Benchmarks in any given period. Orbis can't predict the pattern of relative or absolute returns of the Funds. Investors should therefore expect periods of relative underperformance in the short- and medium-term, recognising that these periods of underperformance can be painfully long.

2 How the Orbis Funds Work

2.1 The interest that investors acquire

When you invest, you buy Shares in a Fund. You do not have any direct entitlement to the underlying investments and other assets owned by a Fund. However, your return will mirror the return of a Fund's underlying investments, after fees and expenses.

2.2 Orbis OEIC

Orbis OEIC is a collective investment scheme authorised by the Financial Conduct Authority. It is available to investors resident in the United Kingdom. This includes England, Wales, Scotland and Northern Ireland, but not the Channel Islands or the Isle of Man. It is an umbrella company which has three Funds, the Global Equity Fund, the UK Equity Fund and the Global Balanced Fund. The assets of each Fund belong exclusively to that Fund and

cannot be used to pay the debts of a different Fund. The Company has appointed Orbis Investment Management (Luxembourg) S.A. as its Authorised Corporate Director (ACD).

2.3 Defined investment restrictions

The Funds have detailed investment restrictions/limits which are set out in Part Five: Investment And Borrowing Powers And Restrictions of this Prospectus. The Funds are unable to purchase investments that fall outside these restrictions.

3 Returns on the Funds

The purpose of long term investing is to aim to produce positive returns that beat both interest rates on cash and the rate of inflation. Despite that, you must be prepared for periods of negative returns, i.e. losses in the value of your investments. Each Fund's performance is compared to a suitable Benchmark, which measures the performance of some of the largest relevant investments in that region or sector. Orbis aims to outperform the Fund's Benchmark and investors will only be charged a performance fee (in the Standard Share Class) if Orbis succeeds. See Part Three: Fees for more details.

4 Investment Strategy

The Funds are actively managed aiming for higher returns than their Benchmarks without greater risk of loss over the long-term. The securities and weightings in the Funds may be materially different from those in their Benchmark. In constructing the portfolio, Orbis assesses the potential risk and reward of shares in many different companies. Orbis selects investments that it believes offer the highest potential returns and lowest risk of loss over the long-term. Orbis constantly monitors each Fund's performance, comparing the make-up of each Fund's portfolio by industry, geography and currency with that of its Benchmark. The objective of monitoring this is to try to ensure that differences from the Benchmark are consistent with Orbis' broader views of overall market conditions.

5 Fees and Costs

Most fund managers charge an annual management fee on a percentage of the value of your investment in a fund, whether the fund has earned a higher return than the Benchmark or not. Some managers also charge additional fees, for example when you invest or withdraw. With Orbis Funds there is no annual management or base fee, and no fee for buying or selling the Funds. Instead, Orbis charges a single fee, which is entirely dependent on performance. Aside from fees for management, the Funds also incur certain operating expenses. These costs affect the total overall return of the relevant Fund. The mechanics are described fully in Part Three: Fees of this Prospectus.

6 Pricing of the Funds

The price of a Share of a Fund is determined each day based on the Net Asset Value of each Fund. The price of the Shares will vary as the market value of the Fund's assets rises or falls.

When you invest in a Fund, you will be allocated Shares based on the price of those Shares for the Dealing Day on which you subscribe (buy). When you redeem (sell), we will redeem your Shares based on the price of those Shares for the Dealing Day on which you redeem. The latest Fund prices are published daily on www.orbisaccess.co.uk and/or www.trustnet.com, as set out in Part Two below. Prices can also be obtained by contacting the Registrar on 0800 358 2030.

7 How to Invest in the Funds

7.1 How to make an initial investment

Complete the Fund's new account opening process online at www.orbisaccess.co.uk and you will be able to invest into the Global Equity Fund or Global Balanced Fund straight away. The UK Equity Fund will be made available through www.orbisaccess.co.uk on request. The Funds are also available through selected platform partners.

7.2 How to make an additional investment

Log on to www.orbisaccess.co.uk with your username and security credentials and make your investment online or invest through your platform provider.

There is more detailed information available online about investing in the Fund's Shares which you should read before making an investment decision. Go to: www.orbisaccess.co.uk.

8 Minimum Investment and Redemption Amounts

Minimum initial investment	£1 Sterling
Minimum subsequent investment	£1 Sterling
Minimum withdrawal	£1 Sterling
Minimum holding	£1 Sterling

9 Other Key Information

Structure	UK open-ended investment company
Dealing days	Daily each Business Day
Reporting currency	£ Sterling
Reporting	Comprehensive reports are available at www.orbisaccess.co.uk.

10 How We Invest Your Money

10.1 Funds' investment profiles

Fund Name	**Global Equity Fund**	**UK Equity Fund**	**Global Balanced Fund**
Benchmark	MSCI World Index (Total Return £, net of withholding tax)	FTSE UK All-Share Index (Total Return £)	60% MSCI World Index (Total Return £, net of withholding tax) 40% JP Morgan Global Government Bond Index (Total Return £)
Investment Objective	To seek to deliver higher long-term returns than global stock markets, without taking on greater risk of loss	To seek to deliver higher long-term returns than the UK stock market, without taking on greater risk of loss	To seek to balance income generation, appreciation of capital, and risk of loss within a diversified global portfolio
Suggested time frame for investment	More than five years	More than five years	More than three years

10.2 Investment restrictions

The Funds adhere to investment restrictions at least as strict as those prescribed by the FCA Rules. A complete copy of the investment and borrowing powers of the Funds is set out in Part Five: Investment And Borrowing Powers And Restrictions of this Prospectus.

The following table highlights the key investment restrictions observed by the Funds. Please see Part Five: Investment And Borrowing Powers And Restrictions of this Prospectus for further details of the investment restrictions that apply to the Funds.

1. Securities listed on Eligible Markets	No more than 5% of a Fund's assets may be invested in securities issued by one issuer except that positions of up to 10% are allowed as long as no more than 40% in total is invested in positions of more than 5% of a Fund's assets.
2. Securities not listed on Eligible Markets	No more than 10% of a Fund's assets may be invested in securities which are not traded on Eligible Markets.
3. Collective Investment Schemes	No more than 10% of a Fund's assets may be invested in collective investment schemes.
4. Derivatives	**Derivatives may be used by the Funds for the purposes of efficient portfolio management, which includes stock market hedging which generally should not increase the risk profile of the Funds. The Funds may manage currency exposure. The Funds may not transact in uncovered derivatives that expose a Fund to the risk of loss greater than the net value of the Fund's assets.**
5. Borrowing	The Funds may only borrow money on a temporary basis. Borrowing may not exceed 10% of the value of the Fund's assets on any Business Day.
6. Counterparty exposure	Not more than 20% of a Fund's assets may consist of any combination of two or more of the following: – transferable securities or approved money market instruments, or – deposits, or – exposures from derivatives transactions negotiated directly with the counterparty (referred to as OTC derivative transactions) or efficient portfolio management techniques, issued by, or made with a single body.

11 Key Risks

All investments carry risk. Different investment strategies may carry different levels of risk, depending on the assets that make up the strategy. Assets with the highest long-term returns may also carry the highest level of risks. This section highlights the significant risks you should consider when deciding whether to invest in a Fund, but please refer to Section 15 of Part Four: Information Relating To The Company of this Prospectus for a full description of the risk factors affecting the Funds.

You may want to consider these risks in light of your risk profile. Your risk profile will vary depending on a range of factors, including your age, your investment time-frame (how long you wish to invest for), your other investments or assets, and your tolerance for risk. There is no guarantee of the repayment of the amount you invested, or of any rate of return or of a Fund's investment performance. Your investments in the Funds may not meet your goals. You may lose some or, in extreme cases, even all of your investment by investing in the Funds.

We cannot provide you with investment advice.

11.1 Risks inherent in the holding of securities

Stock markets and investments are generally volatile and the value of your investments in the Funds will fluctuate with the stock market. The tax treatment of the Funds may change and such changes cannot be foreseen. A Fund's past performance is no guide to the future. The value of the Funds' Shares, and any income from them, can go down as well as up, particularly in the short term, meaning that an investment may not be returned in full.

11.2 Currency risk

Fluctuations in exchange rates significantly influence global investment returns. As a result, significant changes in exchange rates could impact overall returns of the Funds, particularly the Global Equity Fund and the Global Balanced Fund.

11.3 Geographic risk

The Global Equity Fund and the Global Balanced Fund are invested in securities in many international markets, including some which are considered to be emerging markets. There are significant risks involved in investing internationally, particularly in emerging markets, including liquidity risks, currency risks, political and social instability, the possibility of nationalisation of assets or other governmental interference, or the establishment of foreign exchange controls which may include the suspension of the ability to transfer currency from a given country.

11.4 Suspension of dealings in Shares

In certain circumstances your right to redeem Shares may be suspended for a period of time.

11.5 Dilution adjustment

When investors buy units in a Fund, the money the Fund receives can be used to buy investments for the Fund; and when investors sell shares in a Fund, the Fund can sell investments it owns and use the proceeds to pay money out to the investors who are selling. The price a Fund pays for the purchase and sale of investments may include a variety of costs such as dealing charges (fees charged by the broker who sells the investments to the fund), taxes or dealing spreads (the difference between the price at which an investment can be bought and the price at which it can be sold). Unless the overall level of money flowing into or out of a Fund is large in proportion to the size of the Fund, the effect of these costs is not significant for the Fund or its Shareholders. However if a large amount of money comes into or goes out of the Fund, the effect of these charges can be significant. This effect is referred to as dilution.

An adjustment may be made to the price of Shares where the ACD considers, in its discretion, that the effects of dilution may be material to a Fund. The dilution adjustment is made to counter the costs associated with buying investments for the Fund when additional money is invested in the Fund or selling investments from the Fund when money is disinvested from the Fund.

11.6 Liquidity and settlement risk

The Funds bear the risk of settlement default by parties with whom they trade. Some of the markets in which the Funds may invest can become insufficiently liquid or highly volatile from time to time and this may result in fluctuations in the price of the Funds' Shares. In addition, local market practices in relation to the settlement of certain securities transactions and the custody of assets can provide increased liquidity and settlement risks.

11.7 Counterparty risk

The Funds take a credit risk on the parties with whom they trade (counterparties) and the Funds' custodian may become insolvent. If this occurs, there may be additional costs or time delays associated with settling a transaction or appointing another custodian. This may have an effect on your ability to invest in or redeem from a Fund during that period.

11.8 Management risk

The Funds depend on the expertise of Orbis and its employees. The Funds' performance could be negatively affected in the event of the death, disability, departure, insolvency or withdrawal of the key personnel of the Investment Manager, the Sub-Portfolio Managers, the ACD or the Investment Advisers.

12 Tax Matters

Investing in collective investment schemes (such as these Funds) will have tax consequences, which vary depending on your personal circumstances. You are strongly advised to seek your own professional tax advice before investing in a Fund if you are in any doubt as to your individual tax position.

The bases and rates of taxation and relief from taxation may change in the future.

For a more detailed description of the tax treatment of income and gains for the Funds and for certain classes of investor, please refer to section 13 of Part Four: Information Relating To The Company of this Prospectus.

12.1 Funds

- Each Fund is generally exempt from UK corporation tax on capital gains realised on the disposal of investments, including most profits on interest paying securities and on dividends from UK or overseas companies.
- Each Fund is generally liable for UK corporation tax on sources of income other than dividends from UK or overseas companies (in relation to which exemptions may be available), including interest distributions from UK collective investment schemes and bank deposit interest, as well as on refunds from the reserve in periods of underperformance.

- Where foreign tax has been deducted from income from overseas sources, that tax can in some instances be offset against corporation tax payable by a Fund by way of double tax relief.
- Each Fund may incur stamp duty or transaction taxes, including SDRT, on transactions undertaken by that Fund which may be paid out of the relevant Fund's property.

12.2 UK tax resident Investors

- Investors will receive an annual tax voucher showing the amount of income to which they are entitled, the nature of each distribution or deemed distribution. The tax voucher will indicate how the amount should be reflected in your tax return.
- An individual Shareholder who is resident for tax purposes in the United Kingdom receives an annual allowance ("**Dividend Allowance**") which exempts from tax his first £5,000 of dividend income (which includes any dividend distributions received for non-ISA investments). Dividend income in excess of the Dividend Allowance is taxed at the appropriate rate for the tax band applicable to the Shareholder. It is expected that most dividend distributions made by a Fund to Shareholders within the charge to corporation tax should, subject to the "corporate streaming" rules, be exempt from corporation tax in most circumstances.
- Amounts available for distribution as yearly interest may be subject to deduction of tax. Shareholders should receive credit for any tax deducted, but may be liable to pay additional amounts in respect of income or corporation tax where their liabilities on the gross amount of the interest exceed the amount deducted. Individual Shareholders should note that a personal savings allowance exempts from tax the first £1,000 of savings income of basic rate taxpayers (£500 for higher rate taxpayers). The allowance is not available to additional rate taxpayers.
- The disposal of non-ISA investments may give rise to a liability for capital gains tax (or corporation tax) in respect of gains arising from the disposal of Fund Shares. Individuals are liable for UK capital gains tax if their total chargeable gains in the year exceed applicable annual exemptions, taking account of capital losses and other reliefs and exemptions.
- Special rules apply to certain Shareholders including UK charities, UK tax-exempt pension funds, ISA plan managers and non-resident Shareholders.

You should read all parts of this Prospectus, including the more detailed information about buying and selling Fund Shares, before making an investment decision.

The information in this Prospectus could change between the time when you read this and the time you place an order.

PART TWO: THE FUNDS

1 Global Equity Fund

1.1 Investment objective

The Fund seeks to deliver higher long-term returns than global stock markets, without taking on greater risk of loss. The Fund's success or failure with regard to this objective is measured by comparing its returns with those of its Benchmark, the MSCI World Index which measures the performance of some of the largest companies listed on stock exchanges around the world.

1.2 Investment policy

In pursuing its investment objective, the Fund will invest primarily in shares of publicly listed companies, which may be located anywhere in the world and in any industry.

While the Fund aims to be fully invested in selected shares of such companies, it may, to the extent permitted by the Fund's investment restrictions, also periodically hold cash and invest in other types of investments such as other transferable securities, money market instruments, deposits, derivative instruments or other investment funds.

At any given time, Orbis will invest in a limited selection of shares, from around the world, that it considers to be most undervalued compared to its assessment of what they are worth. As a result, the Fund's holdings may be relatively concentrated in some geographic regions or industries, while at the same time having little or no exposure to others.

From time to time, the Fund may utilise exchange-traded derivatives e.g. futures and options on broad stock market indices in regions in which the Fund is invested, for efficient portfolio management purposes by helping the Fund be continuously fully exposed to equities.

Similarly, Orbis actively manages the Fund's currency exposure, which can also differ greatly from the currency exposures of its Benchmark and therefore may significantly influence returns. The Fund may use forward currency contracts to provide protection against exchange rate risks in the context of the management of its assets and liabilities. The Fund may also be long in currencies, without holding underlying assets in those currencies. The Fund will not enter into derivatives transactions for the purpose of causing net negative currency exposures. Net negative currency exposures which arise as a result of the Fund's regular portfolio management activities are eliminated taking due account of the interests of Shareholders. Indirect currency exposure may be taken by holding underlying assets in these currencies.

1.3 Investment Manager

The Investment Manager of the Fund is Orbis Investment Management Limited.

1.4 Sub-Portfolio Manager

The Investment Manager of the Fund has appointed the following companies both of which are in the Orbis Group as sub-portfolio managers: Orbis Portfolio Management (Europe) LLP and Orbis Investment Advisory (Hong Kong) Limited.

1.5 Investor profile

The Fund is aimed at investors with an investment horizon of more than five years who are seeking a portfolio that is fully invested in, and exposed to, global equities and who therefore accept exposure to trends in world stock markets.

1.6 Valuation

(a) The Fund will be valued at 5:30 p.m. Bermuda time on each Dealing Day. This will normally correspond to 9:30 p.m. in the United Kingdom except that in the period (usually two weeks) between the start of daylight saving time in Bermuda and the start of British summer time in the United Kingdom, and the period (usually one week) between the end of British summer time in the United Kingdom and the end of daylight saving time in Bermuda, the Valuation Point will be at 8:30 p.m. in the United Kingdom.

(b) Additional valuations may be carried out at such times as may be determined by the ACD pursuant to paragraph 9.2 of Part Four: Information Relating To The Company (and such additional valuation may occur on a day that is not a Dealing Day).

1.7 Frequency of dealing

The Fund will deal on each Business Day at its Valuation Point (but will not deal in respect of a valuation carried out pursuant to paragraph 9.2 of Part Four: Information Relating To The Company that is not treated as creating a Valuation Point pursuant to that paragraph).

1.8 Price publication

Prices will be published on www.orbisaccess.co.uk and can be obtained by contacting the Registrar on 0800 358 2030.

1.9 Share classes and types of Shares

(a) Standard Share Class (income) – available to all investors

(b) Refundable Fee Class (accumulation) – only available to the Fee Reserve Administrator

(c) Fund Management Fee Free Class (also known as FMFF Class) (income) – only available to JISA investors

Further details of each of these Share Classes and their eligibility criteria are set out in Section 7 of Part Four: Information Relating To The Company.

1.10 Currency of denomination

The Fund is denominated in Sterling. Shares will not be sold or issued in any other currency apart from Sterling.

1.11 Accounting dates

	Annual	Interim
Accounting date	31 December	30 June
Income distribution date	28 February	N/A

The grouping period for income equalisation will be the annual accounting period.

1.12 Minimum amounts

Minimum initial investment	£1 Sterling
Minimum subsequent investment	£1 Sterling
Minimum withdrawal	£1 Sterling
Minimum holding	£1 Sterling

The ACD may increase, reduce or waive the minimum initial and subsequent investment amounts, the minimum withdrawal and holding amounts at its absolute discretion in any particular case or cases.

2 UK Equity Fund

2.1 Investment objective

The Fund seeks to deliver higher long-term returns than the UK stock market, without taking on greater risk of loss. The Fund's success or failure with regard to this objective is measured by comparing its returns with those of its Benchmark, the FTSE UK All Share Index, which measures the performance of companies listed on the London Stock Exchange.

2.2 Investment policy

In pursuing its investment objective, the Fund will invest primarily in shares of companies with a listing and significant business presence in the United Kingdom.

While the Fund aims to be fully invested in shares of such companies, it may, to the extent permitted by the Fund's investment restrictions, also periodically hold cash and invest in other types of investments such as other transferable securities, cash, money market instruments, deposits, derivative instruments or other investment funds.

At any given time, Orbis will invest in a limited selection of shares, with a listing and significant business presence in the United Kingdom, which it considers to be most undervalued compared to its assessment of what they are worth. As a result, the Fund's holdings will often be relatively concentrated in some industries, while at the same time having little or no exposure to others.

From time to time, the Fund may utilise exchange-traded derivatives e.g. futures and options on broad stock market indices in the UK, for efficient portfolio management purposes by helping the Fund be continuously fully exposed to equities.

2.3 Investment Manager

The Investment Manager of the Fund is Orbis Investment Management Limited.

2.4 Investor profile

The Fund is aimed at investors with an investment horizon of more than five years who are seeking a portfolio that is fully invested in, and exposed to, UK equities and who therefore accept exposure to trends in the UK stock markets.

2.5 Valuation

(a) The Fund will be valued at 5:30 p.m. Bermuda time on each Dealing Day. This will normally correspond to 9:30 p.m. in the United Kingdom except that in the period (usually two weeks) between the start of daylight saving time in Bermuda and the start of British summer time in the United Kingdom, and the period (usually one week) between the end of British summer time in the United Kingdom and the end of daylight saving time in Bermuda, the Valuation Point will be at 8:30 p.m. in the United Kingdom.

(b) Additional valuations may be carried out at such times as may be determined by the ACD pursuant to paragraph 9.2 of Part Four: Information Relating To The Company (and such additional valuation may occur on a day that is not a Dealing Day).

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The Fund will deal on each Business Day at its Valuation Point (but will not deal in respect of a valuation carried out pursuant to paragraph 9.2 of Part Four: Information Relating To The Company that is not treated as creating a Valuation Point pursuant to that paragraph).

2.7 Price publication

Prices will be published on www.trustnet.com and can also be obtained by contacting the Registrar on 0800 358 2030.

2.8 Share classes and types of Shares

(a) Standard Share Class (income) – available to all investors

(b) Refundable Fee Class (accumulation) – only available to the Fee Reserve Administrator

(c) Fund Management Fee Free Class (also known as FMFF Class) (income) – only available to JISA investors

Further details of each of these Share Classes and their eligibility criteria are set out in Section 7 of Part Four: Information Relating To The Company.

2.9 Currency of denomination

The Fund is denominated in Sterling. Shares will not be sold or issued in any other currency apart from Sterling.

2.10 **Accounting dates**

	Annual	Interim
Accounting date	31 December	30 June
Income distribution date	28 February	N/A

The grouping period for income equalisation will be the annual accounting period.

2.11 **Minimum amounts**

Minimum initial investment	£1 Sterling
Minimum subsequent investment	£1 Sterling
Minimum withdrawal	£1 Sterling
Minimum holding	£1 Sterling

The ACD may increase, reduce or waive the minimum initial and subsequent investment amounts, the minimum withdrawal and holding amounts at its absolute discretion in any particular case or cases.

3 Global Balanced Fund

3.1 Investment objective

The Fund seeks to balance income generation, capital growth, and risk of loss using a diversified global portfolio. The Fund's success or failure with regard to this objective is measured by comparing its returns with those of its Benchmark, 60% MSCI World Index and 40% JP Morgan Global Government Bond Index. This Benchmark combines indices which measure the performance of some of the largest companies listed on world stock exchanges and bonds issued by governments around the world.

3.2 Investment policy

In pursuing its investment objective, the Fund will invest primarily in shares of publicly listed companies and fixed income instruments. These may be located anywhere in the world, in any industry and issued by governments, corporate entities, partnerships, business trusts or other issuers.

While the Fund aims to be fully invested in selected shares of such companies and fixed income instruments, it may, to the extent permitted by the Fund's investment restrictions also invest indirectly in commodities such as metals through commodity-linked instruments as defined below. The Fund may also invest in other types of investments such as securities, cash, money market instruments, deposits, derivative instruments or other investment funds.

Orbis targets the portfolio to hold:

40 – 85% global equities

< 50% fixed income instruments, cash and cash equivalents and

0 – 10% commodity-linked instruments.

For these purposes, fixed income instruments include debt securities with fixed and floating rates and money market instruments, and commodity-linked instruments are instruments and securities where an investor's return and the issuer's payment obligations are contingent on, or highly sensitive to, changes in the value of physical commodities (such as metals, energy and agricultural products), including, without limitation:

(a) exchange-traded funds that hold physical commodities or that enable investors to gain exposure to commodity indices;

(b) futures, forwards, options or swaps on a commodities index (but not on a single commodity);

but exclude exchange-traded funds that hold transferable securities, single name securities of companies that are exposed to the physical commodities sector, or futures, forwards, options or swaps on a financial index that is not linked to physical commodities.

However, the composition of the portfolio may from time to time move outside these targets in pursuit of the Fund's investment objectives.

At any given time, Orbis will invest in a limited selection of shares and fixed income instruments, from around the world that it considers to be most undervalued compared to its assessment of what they are worth. As a result, the Fund's holdings will often be relatively concentrated in some geographic regions or industries, while at the same time having little or no exposure to others.

From time to time the Fund uses derivatives such as futures and options on broad stock market indices in the regions in which the Fund is invested for efficient portfolio management purposes including with the intention of reducing the risk of loss associated with the Fund's equity investments as a result of a significant decline in the stockmarkets. This risk reduction may not be achieved.

Similarly, Orbis actively manages the Fund's currency exposure, which can also differ greatly from the currency exposures of its Benchmark and therefore may significantly influence returns. The Fund will not enter into derivatives transactions for the purpose of causing net negative currency exposures. Net negative currency exposures which arise as a result of the Fund's regular portfolio management activities are eliminated taking due account of the interests of Shareholders.

3.3 Investment Manager

The Investment Manager of the Fund is Orbis Investment Management Limited.

3.4 Investor profile

The Fund is aimed at investors with an investment horizon of more than three years who are seeking a balance of income generation, appreciation of capital, and risk of loss by investing in a diversified global portfolio of equities, fixed income instruments and, at times, commodity-linked instruments in a single fund. The Fund does not aim to generate a significant level of income and does not target a specific yield and may not therefore be appropriate for investors seeking a regular income stream from their investment.

3.5 Valuation

(a) The Fund will be valued at 5:30 p.m. Bermuda time on each Dealing Day. This will normally correspond to 9:30 p.m. in the United Kingdom except that in the period (usually two weeks) between the start of daylight saving time in Bermuda and the start of British summer time in the United Kingdom, and the period (usually one week) between the end of British summer time in the United Kingdom and the end of daylight saving time in Bermuda, the Valuation Point will be at 8:30 p.m. in the United Kingdom.

(b) Additional valuations may be carried out at such times as may be determined by the ACD pursuant to paragraph 9.2 of Part Four: Information Relating To The Company (and such additional valuation may occur on a day that is not a Dealing Day).

3.6 Frequency of dealing

The Fund will deal on each Business Day at its Valuation Point (but will not deal in respect of a valuation carried out pursuant to paragraph 9.2 of Part Four: Information Relating To The Company that is not treated as creating a Valuation Point pursuant to that paragraph).

3.7 Price publication

Prices will be published on www.orbisaccess.co.uk and can be obtained by contacting the Registrar on 0800 358 2030.

3.8 Share classes and types of Shares

(a) Standard Share Class (income) – available to all investors

(b) Refundable Fee Class (accumulation) – only available to the Fee Reserve Administrator

(c) Fund Management Fee Free Class (also known as FMFF Class) (income) – only available to JISA investors

Further details of each of these Share Classes and their eligibility criteria are set out in Section 7 of Part Four: Information Relating To The Company.

3.9 Currency of denomination

The Fund is denominated in Sterling. Shares will not be sold or issued in any other currency apart from Sterling.

3.10 Accounting dates

	Annual	Interim
Accounting date	31 December	30 June
Income distribution date	28 February	N/A

The grouping period for income equalisation will be the annual accounting period.

3.11 Minimum amounts

Minimum initial investment	£1 Sterling
Minimum subsequent investment	£1 Sterling
Minimum withdrawal	£1 Sterling
Minimum holding	£1 Sterling

The ACD may increase, reduce or waive the minimum initial and subsequent investment amounts, the minimum withdrawal and holding amounts at its absolute discretion in any particular case or cases.

PART THREE: FEES

1 Fees and Expenses

Any fees or expenses payable by a Shareholder or out of the Scheme Property are set out in this Part.

2 Summary of Fees, Expenses and Refunds on Each Share Class

Annual management fee	None
Establishment fee *(the fee to open your account)*	None
Entry/subscription fee *(the fee on each amount contributed to your account)*	None
Exit/redemption fee *(the fee on each amount withdrawn from your account)*	None
Termination fee *(the fee to close your account)*	None

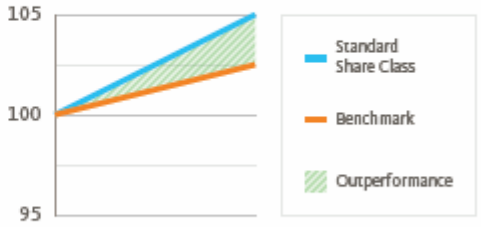
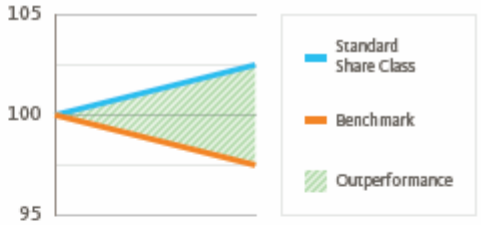
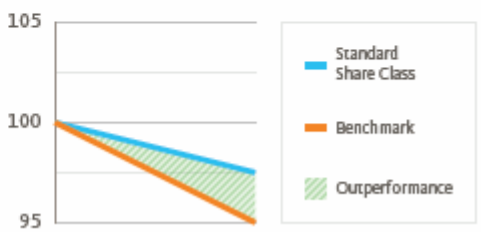
Performance fee structure (Standard Share Class only)	
Accrual to (refund from) the Reserve	Accruals are made to (and refunds paid from) the Reserve depending on whether the Standard Share Class outperforms (or underperforms) its Benchmark. Accruals to the Reserve will reduce the NAV of the Standard Share Class and refunds from the Reserve will add to the NAV of the Standard Share Class. On each Dealing Day when there is value in the Reserve, the performance of the Standard Share Class since the previous Dealing Day is compared to the performance of the Benchmark since the previous Dealing Day. • When the Standard Share Class has outperformed, 50% of the outperformance accrues to and increases the Reserve. • When the Standard Share Class has underperformed, 50% of the underperformance is refunded from and decreases the Reserve if there is value in the Reserve. When there is insufficient value in the Reserve to pay refunds to the Standard Share Class and the Reserve NAV reaches zero, a Reserve Recovery Mark will be set so the Standard Share Class will not be charged for outperformance until any subsequent underperformance is fully recovered.
Draw from the Reserve	The Investment Manager's only source of income from each Fund is a draw from the Reserve. This non-refundable draw from the Reserve is the lesser of: (a) one third (annualised) of the Reserve NAV; and (b) 2.5% (annualised) of the NAV of the Standard Share Class. This is paid out of the Reserve on each Dealing Day when the Reserve NAV

Performance fee structure (Standard Share Class only)	
	is greater than zero.
Other expenses	Certain operating costs up to a total annual amount of the larger of 0.1% of the Net Asset Value or £1,000,000 per Fund per annum will be met by Orbis Investment Management Limited. Orbis Investment Management Limited may, at its discretion, meet expenses in excess of this level. The Funds will be liable to meet all their other operating costs and any operating costs that exceed the levels Orbis Investment Management Limited has agreed to meet from the Company's Scheme Property. Orbis Investment Management Limited pays the fees of the ACD and the Registrar and these will not affect the total overall return of the relevant Fund.

3 Key Concepts of the Performance Fee Structure

3.1 What is outperformance?

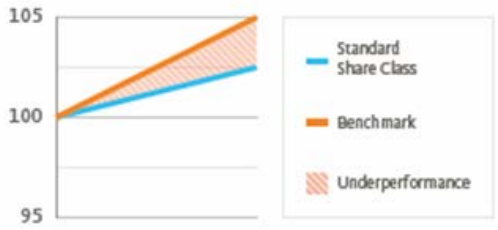
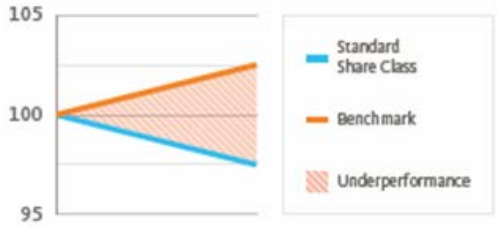
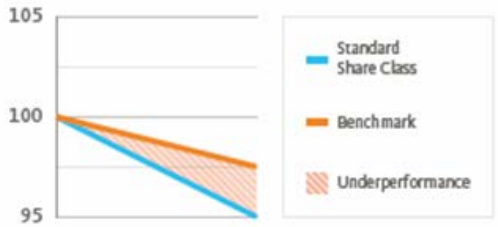
The table below illustrates outperformance:

	Performance of the Standard Share Class	Performance of the Benchmark	When does outperformance occur?	Illustration
(i)	Positive	Positive	When the value of the Standard Share Class has increased more than the value of an equivalent investment in the Benchmark	
(ii)	Positive	Negative	Always	
(iii)	Negative	Negative	When the value of the Standard Share Class has decreased less than the value of an equivalent investment in the Benchmark	

Note that in example (iii) above, an amount will still accrue to the Reserve when the overall value of the Standard Share Class has fallen but the Standard Share Class has performed better than an equivalent investment in the Benchmark would have.

3.2 What is underperformance?

The table below illustrates underperformance:

	Performance of the Standard Share Class	Performance of the Benchmark	When does underperformance occur?	Illustration
(i)	Positive	Positive	When the value of the Standard Share Class has increased less than the value of an equivalent investment in the Benchmark	
(ii)	Negative	Positive	Always	
(iii)	Negative	Negative	When the value of the Standard Share Class has decreased more than the value of an equivalent investment in the Benchmark	

3.3 How is performance measured?

Performance of the Standard Share Class is measured by comparing the Reference NAV of the Standard Share Class at a Valuation Point to the Previous NAV of the Standard Share Class.

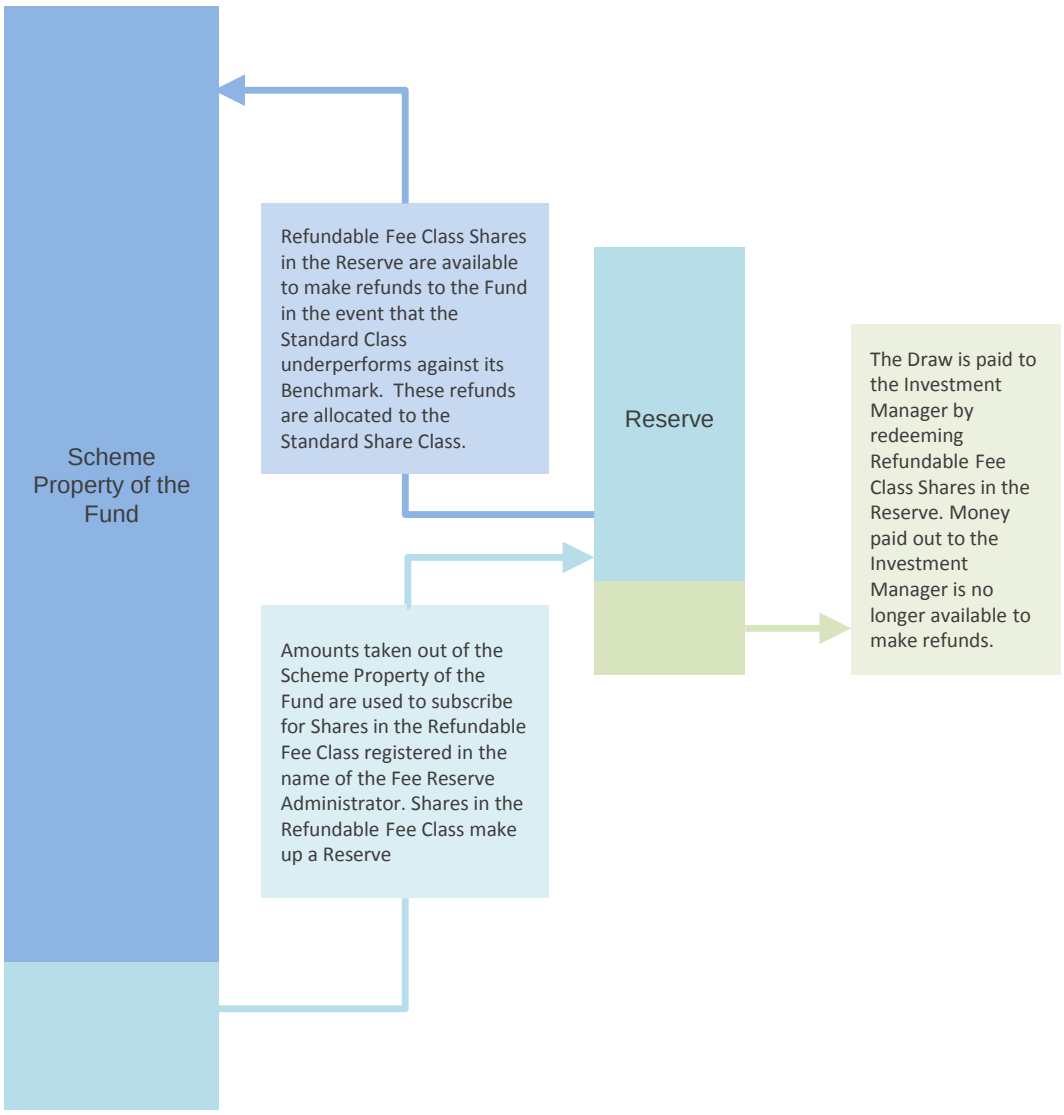
Similarly, performance of the Benchmark is measured by comparing the value of an investment in the Benchmark to the value of the same investment in the Benchmark at the previous Valuation Point.

3.4 What is the Reserve?

Instead of paying a fee directly in cash to the relevant Investment Manager, an amount equivalent to 50% of the outperformance of the Standard Share Class is taken out of the Scheme Property and invested in Shares in the Refundable Fee Class which will be registered in the name of the Fee Reserve Administrator. When these amounts are transferred out of the Scheme Property, this reduces the NAV of the Standard Share Class. The Shares in the Refundable Fee Class make up a reserve (the "**Reserve**") that continues to be invested in the Fund and is available

(a) to make refunds to the relevant Standard Share Class, which increase the NAV of the Standard Share Class in the event the Fund subsequently underperforms as against its Benchmark (as described in paragraph 4.1 below); and

(b) to make non-refundable payments to the Investment Manager (as described in paragraph 4.4 below).



3.5 What is the Reserve Recovery Mark?

The Reserve Recovery Mark represents the target which has to be reached by the Standard Share Class before a performance fee accrues to the Reserve again during periods when the Reserve NAV is zero.

The Reserve Recovery Mark is used to ensure that, when the Reserve is fully depleted and refunds cannot be paid, the Standard Share Class will not be charged for outperformance until any subsequent underperformance is fully recovered.

3.6 How does the Reserve Recovery Mark Work?

If the Reserve NAV falls to zero, a record is made of the point at which this occurred (the "**Reserve Recovery Mark**"). Subsequent underperformance and outperformance of the Standard Share Class versus its Benchmark will be tracked on each Dealing Day by comparing rises or falls in the Reference NAV of the Standard Share Class to rises or falls in the Benchmark from the previous Dealing Day as a percentage of the Reference NAV of the Standard Share Class.

After a Fund has fallen below its Reserve Recovery Mark, no further fees will accrue to the Reserve until the Standard Share Class has outperformed the Benchmark since the date on which the Fund fell below the Reserve Recovery Mark and when it has outperformed since that date, fees will only start to accrue to the Reserve again in respect of outperformance of the Standard Share Class versus the Benchmark starting from the point where the Reserve Recovery Mark is exceeded.

4 Performance Fee

4.1 Overview of the performance fee structure

In respect of the Standard Share Class, on each Dealing Day:

(a)	when there is **outperformance** against the Benchmark:	except if the Fund is below the Reserve Recovery Mark, a payment is made out of the Scheme Property of the Standard Share Class (decreasing the NAV of the Standard Share Class) which is invested in Shares in the relevant Refundable Fee Class of the Fund. These shares are owned by the Fee Reserve Administrator and make up the Reserve. This means that the Reserve for each Fund remains invested in that Fund and the value of the Reserve will be exposed to the performance of the Fund. The value of the Reserve may therefore rise or fall depending on the performance of the Fund.
(b)	when there is **underperformance** against the Benchmark:	Refundable Fee Class Shares making up the Reserve are redeemed and the proceeds are refunded to the Standard Share Class (increasing the NAV of the Standard Share Class) except that when there are no Refundable Fee Class Shares remaining in the Reserve to redeem, a Reserve Recovery Mark is used as described above.

Accruals and refunds are calculated by the Administrator and paid on each Dealing Day.

4.2 What can the Reserve be used for?

The Reserve may only be used:

(a) to pay refunds to the Standard Share Class of the relevant Fund in the event that the Fund subsequently underperforms its Benchmark, or

(b) to pay the Investment Manager's Draw

as further described below.

4.3 How much is the accrual and refund and how is it calculated?

The accrual is 50% of any outperformance of the Standard Share Class over the Fund's Benchmark and the refund is 50% of any underperformance of the Standard Share Class against its Benchmark. Accruals and refunds are paid on each Dealing Day. The following examples illustrate the operation of the accrual and the refund.

	Amount invested	Return on Standard Share Class	Return on equivalent investment in the Benchmark	Amount accrued to or refunded from the Reserve
Example 1	£10,000	Gain of £150	Gain of £50	The Standard Share Class has outperformed the Benchmark by £100 50% of £100 = £50 £50 accrues to the Reserve
Example 2	£10,000	Loss of £50	Gain of £50	The Standard Share Class has underperformed the Benchmark by £100 50% of £100 = £50 £50 is refunded from the Reserve to the Standard Share Class.

If a Fund is below its Reserve Recovery Mark (as described in paragraph 3.5 above), in order to ensure that shareholders of the Standard Share Class are not charged for outperformance that follows corresponding underperformance, the Standard Share Class will not pay a fee.

4.4 How is the fee paid to the Investment Manager?

On each Dealing Day when the Reserve NAV is greater than zero, the lesser of

(a) one third annualised of the Reserve NAV; and

(b) 2.5% annualised of the NAV of the Standard Share Class

is redeemed from the Reserve and paid to the Investment Manager (the **"Draw"**) or as they may direct. For these purposes, the NAV of the Reserve and the NAV of the Standard Share Class are calculated after accrual of any fee to the Reserve or payment of any refund due on that Dealing Day.

The limits above serve to regulate the amount of fee effectively paid out to the Investment Manager, leaving value available for refunds (as described under paragraph 4.1 above) for future underperformance of a Standard Share Class. However, in the event all of the Shares in a Standard Share Class are redeemed, the Investment Manager will be entitled to redeem in its entirety the Shares in the Refundable Fee Class. Once Shares from the Reserve are redeemed and the proceeds paid to the Investment Manager, that money is no longer available for refunds.

4.5 In periods of underperformance, will I always be able to receive back the full amount of any fees I have previously paid?

No. As noted above, once money is paid out of the Reserve to the Investment Manager, it is no longer available for refund. When the value of the Reserve NAV falls to zero, no refunds will be paid.

4.6 Are my fees calculated on an individual basis?

No. Both the fee and the refund are calculated across the entire Standard Share Class, being allocated on a per Share basis. This means that in certain circumstances some Shareholders could disproportionately benefit over others with respect to the fee and refund. For example, after a period of strong performance, if subscriptions were to increase significantly and then a period of underperformance occurred, Shareholders who invested in the Fund later would benefit from a share of refunds for which they did not contribute as much to the Reserve during the earlier period of outperformance.

4.7 Are there any other fees?

The performance fee is the only fee paid from the Scheme Property of the Standard Share Class to the Investment Manager. Orbis Investment Management Limited pays the ACD and the Registrar. However, the Fund directly bears other operating expenses subject to the arrangements described below. To the extent that operating costs exceed the operating expenses met by the ACD, they will affect the total overall return of the Fund.

(a) **Operating expenses met by Orbis Investment Management Limited**

Orbis Investment Management Limited has agreed that in the current calendar year, with the exception of those expenses specified in paragraph 4.7(b) below, all operating expenses specified in Sections 5, 6 and 9 of Part Three: Fees attributable to the Share Classes of each Fund ("**Relevant**

Expenses") will be met by it up to a total amount of the larger of (i) 0.1% per annum of the Net Asset Value of the Fund and (ii) £1,000,000 per annum. Orbis Investment Management Limited may, at its discretion, meet expenses in excess of this level (points (i) and (ii) together being the "**Expenses Coverage Cap**").

For the purposes of determining whether Relevant Expenses exceed the Expense Coverage Cap, on each Dealing Day, Relevant Expenses accrued to the Fund are compared to the Expenses Coverage Cap using the annual weighted average NAV of the Fund.

These operating expenses payment arrangements will be reviewed annually by Orbis Investment Management Limited. In the event that Orbis Investment Management Limited decides to reduce the amount of the operating expenses that it meets below the Expenses Coverage Cap, then Shareholders will be notified in advance. Expenses in excess of the level specified above will be met directly from the Scheme Property of the relevant Fund or will be reimbursed to Orbis Investment Management Limited from the Scheme Property of the Fund.

(b) **Operating expenses not met by Orbis Investment Management Limited**

The operating expenses that will be met by Orbis Investment Management Limited exclude the cost of buying and selling assets, interest and brokerage charges and taxes payable in respect the property or income of the relevant Fund and in respect of the issue or redemption of Shares as further specified in paragraphs 9.1(a), 9.1(b) and 9.1(c) below.

5 Depositary's Remuneration and Expenses

5.1 Periodic fees

The fees of the Depositary are calculated in respect of each successive monthly period and, subject to paragraph 4.7(a) above, are paid out of the Scheme Property. The Depositary's fees consist of a periodic charge of the annual percentage rates set out in the table below applied to the Net Asset Value of the Fund calculated:

(a) if there is a Valuation Point on the first day of the relevant monthly period, using that Valuation Point; or

(b) if there is no such Valuation Point using the Valuation Point on the preceding Business Day.

plus VAT if applicable.

Minimum per Fund	£35,000
£0 – £100 million	3 bps
Over £100 million	2 bps

The Depositary's fees will accrue daily and will be paid monthly within seven days of the end of the period to which they relate.

If one of the events specified in COLL 7.4.3 R(2) (triggering the winding up or termination of a Fund or the Company) occurs, the Depositary's periodic charge will continue to be payable and will be calculated as if the requirement to carry out valuations of the Scheme Property in COLL 6.3 continued to apply to the Company or Fund.

The Depositary is permitted to increase its fees with the agreement of the ACD and in accordance with the FCA Rules.

5.2 Additional fees

The Depositary is also entitled to receive fees which, subject to paragraph 4.7(a) above, will be paid out of the Scheme Property for performing or arranging for the performance of the functions conferred on the Depositary by the Instrument of Incorporation, the FCA Rules or by general law. These functions may include (but are not limited to):

- custody;
- insurance;
- acquisition, disposal and dealing with assets of the Company;
- making deposits or loans;
- dealing with borrowings;

- effecting foreign currency dealings and effecting efficient portfolio management transactions, as permitted by the FCA Rules;
- collection of income or capital;
- submissions of tax returns and handling tax claims;
- preparation of the Depositary's annual report to Shareholders (including the Fund's annual report);
- calling Shareholders' meetings and communicating with Shareholders;
- clearing and despatching distribution warrants;
- obtaining professional advice;
- conducting legal proceedings;
- carrying out administration relating to the Company;
- supervision of certain of the activities of the ACD;

and such other duties as the Depositary is permitted or required by law to perform.

The Depositary's fees in respect of these functions shall accrue when the relevant transaction or other dealing takes place and will be paid in arrears on the next date on which payment of the Depositary's periodic charge is to be made or as soon as practicable after that date.

5.3 Expenses

In addition to the fees referred to above, the Depositary will be entitled to receive reimbursement of expenses properly incurred by it in the discharge of its duties or exercising any of the powers conferred upon it in relation to the Company, subject to approval by the ACD. This reimbursement will, subject to paragraph 4.7(a) above, be paid out of the Scheme Property.

Where the Depositary is responsible for the registration functions, subject to paragraph 4.7(a) above, it will be entitled to be reimbursed from the Scheme Property for any costs and disbursements incurred in discharging those duties (plus VAT if applicable). The Depositary is not currently responsible for registration functions.

5.4 Custodian's fee

The Depositary has appointed Citibank N.A. London branch, as the Custodian of the moveable property of the Company and, subject to paragraph 4.7(a) above, will be entitled to receive reimbursement of these Custodian's fees out of the Scheme Property. The Custodian's fee is calculated at an ad valorem rate determined by the territory or country in which the Company's assets are held. Currently, the lowest rate is 0.005% and the highest rate is 0.75% per annum. In addition, the Custodian makes a transaction charge determined by the territory or country in which the transaction is effected. Currently, these transaction charges range from 0.08% to 1.5% per transaction.

The Depositary is also, subject to paragraph 4.7(a) above, entitled to be reimbursed out of the Scheme Property in respect of fees charged by the Custodian for such services as the ACD, Depositary and the Custodian may from time to time agree, being services delegated to the Custodian by the Depositary in performing or arranging for the performance of the functions conferred on the Depositary by the Instrument of Incorporation or the FCA Rules. Remuneration charged under this paragraph shall accrue when the relevant transaction or other dealing is effected and shall be paid in arrears.

Subject to current HM Revenue & Customs regulations, VAT at the prevailing rate may be payable out of the Scheme Property of the relevant Fund in connection with the Depositary's fees and the Custodian's fees.

6 Administrator's Fee

The Administrator charges a fee for fund administration calculated on a percentage basis of the NAV depending on the value of each Fund of up to 0.0375% a year, subject to a minimum level of £57,000 per Fund. Subject to paragraph 4.7(a) above the Administrator's fee is borne by each Fund from its Scheme Property.

7 Registrar's Fee

The fees of the Registrar will not be paid out of the Scheme Property but by Orbis Investment Management Limited.

8 ACD's Fee

The fees of the ACD will not be paid out the Scheme Property but by Orbis Investment Management Limited.

9 Other Payments Out of the Scheme Property of the Company

9.1 Allowable expenses

The following payments may, subject to paragraph 4.7(a) above, be made out of the Scheme Property of the Funds:

(a) Broker's commission, fiscal charges and other disbursements which it is necessary to incur in effecting transactions for the Funds concerned and which are normally shown in contract notes, confirmation notes and difference accounts, as appropriate.

(b) Interest on borrowings permitted under the FCA Rules and charges incurred in effecting or terminating such borrowings or in negotiating or varying the terms of such borrowings.

(c) Taxation and duties payable in respect of the income or property of the Funds or in respect of the issue or redemption of Shares, including stamp duties or other taxes or duties in relation to the transfer to the Company of assets acquired in exchange for the issue of Shares or in relation to the redemption of Shares.

(d) Any costs incurred in modifying the Instrument of Incorporation, including costs incurred in respect of meetings of Shareholders convened for purposes which include the modification of the Instrument of Incorporation where the modification is necessary to implement changes in the law, or necessary as a direct consequence of any change in the law, or expedient having regard to any change in the law made or to remove obsolete provisions from the Instrument of Incorporation.

(e) Any costs incurred in respect of meetings of Shareholders, or class meetings of Shareholders of a Fund, including meetings convened on a requisition by Shareholders or by the ACD, or travel to and attendance at such meetings.

(f) Liabilities arising on amalgamation or reconstruction of the Company or any of its constituent Funds.

(g) The audit fee of the Auditors of the Company and any proper expenses of such an auditor.

(h) The periodic fees of the FCA in respect of the Company as may be prescribed under the Financial Services and Markets Act 2000 (as amended), or any relevant regulations made thereunder and any payments otherwise due by virtue of the FCA Rules or the corresponding fees of any regulatory authority in a country or territory outside the UK in which the Shares are or may be marketed and the costs involved in registering the Company or a Fund in a country or territory outside the UK (including translations and the fees and expenses of any paying agents, information agents or other entities which are required to be appointed by any regulatory authority).

(i) The costs of printing and distributing reports, accounts, statements, contract notes and other like documentation, any Prospectuses (including the preparation, but not the distribution, of the key investor information documents ("**KIIDs**")), any instrument of incorporation and any costs incurred as a result of periodic updates of or changes to any Prospectus or instrument of incorporation and any other administrative expenses.

(j) Any costs incurred by the Company in publishing the prices of Shares, including the costs of listing the prices of Shares in publications and information services selected by the ACD, in whatever medium.

(k) Any expenses incurred in relation to company secretarial duties, including all costs incurred in preparing accounts and producing and despatching annual, half yearly and other reports of the Company.

(l) Any costs incurred in producing and despatching dividend or other payments of the Company.

(m) Any fees, expenses or disbursements of any investment, legal or other professional adviser of the Company and those of the Company's sub-advisers.

(n) Fees and expenses incurred by the ACD in connection with the provision of its portfolio management services (including, but not limited to, research).

(o) All fees and expenses incurred in relation to the addition and initial organisation of any new Funds, the listing of Shares on any stock exchange, the registration of any Fund with any regulator (including the fees of any law firm or other adviser in connection thereto) any offer of Shares (including the preparation and printing of any prospectus and KIIDs) and the distribution of the Prospectus and the creation, conversion and cancellation of Shares.

(p) Any costs incurred in taking out and maintaining an insurance policy in respect of the ACD and the Company.

(q) Any fees of any stocklending agent in relation to the entry into stocklending arrangement or repo contracts for the account of a Fund in accordance with the FCA Rules.

(r) Expenses incurred by the Company in respect of any movable and immovable property in which the

Company has an interest. Currently the Company does not intend to hold any such interests.

(s) Any costs incurred by the Company associated with independent risk monitoring or daily "value at risk" ("**VaR**") calculations.

(t) Any value added or similar tax relating to any charge or expense set out above.

(u) Any other charges or expenses that may lawfully be taken out of the Scheme Property in accordance with the OEIC Regulations and the FCA Rules.

9.2 Allocation of assets, charges and expenses to Funds

All fees, duties, charges and expenses (other than any borne by the ACD) are charged to the Fund or Class in which they were incurred. Where a Fund has different Classes, each Class may attract different charges and so monies may be deducted from the Scheme Property attributable to such Classes in unequal proportions. In these circumstances, the proportionate interests of the Classes within a Fund will be adjusted accordingly. The costs of authorisation of any new Fund may be borne by that Fund at the discretion of the ACD.

10 Expenses of the ACD

Where expenses falling within the scope of section 9 of this Part Three: Fees are paid by the ACD, these will, subject to paragraph 4.7(a) above, be reimbursed to the ACD from the Scheme Property.

11 Increase in Charges

In order to introduce material new payments or materially increase fees from the Scheme Property the relevant Fund to which such new payments or fees relate must act in accordance with the requirements under COLL.

PART FOUR: INFORMATION RELATING TO THE COMPANY

1 The Company and the Funds

1.1 The Company

The Company is an open-ended investment company with variable capital. This means that the Company can issue new Shares to investors and redeem existing Shares for investors on every Dealing Day.

The Company is incorporated in England and Wales with registered number IC000992 and is authorised pursuant to Regulation 14 of the OEIC Regulations. The effective date of the authorisation order made by the FCA was 31 October 2013. Authorisation by the FCA makes it possible to offer Shares in the Company to members of the public in the United Kingdom.

The minimum share capital of the Company is £1 and the maximum share capital is £100,000,000,000. The base currency for the Company is Sterling. This means that the Company will prepare its financial report and accounts in Sterling.

The Shareholders are not liable for the debts of the Company and Shares in the Company are not listed on any investment exchange.

The Company is an umbrella company which means that a number of Funds can exist inside a single company structure. It is authorised as a UCITS scheme for the purposes of the FCA Rules. UCITS stands for "Undertakings for Collective Investment In Transferable Securities" which is the term European legislation uses for regulated European funds. Authorisation as a UCITS scheme means that the Company fulfils the criteria set out in the relevant European legislation.

As at the date of this Prospectus, the Company consists of three Funds: Global Equity Fund, UK Equity Fund and Global Balanced Fund. Subject to the Regulations and the Instrument of Incorporation, the ACD may establish additional Funds from time to time.

The head office of the Company and the address in the UK for service on the Company of notices or other documents required or authorised to be served on the Company is 28 Dorset Square, London, NW1 6QG.

Each of the Funds has a segregated portfolio of assets which means that the assets of a Fund belong exclusively to that Fund and will not be used to discharge directly or indirectly the liabilities of or claims against any other person or body including the Company and any other Fund and shall not be available for any such purpose. This means that money and assets belonging to one Fund cannot be used to pay the debts of a different Fund in the Company structure. This is referred to as segregated liability.

Whilst the provisions of the OEIC Regulations provide for segregated liability between Funds, the relevant law is subject to the scrutiny of the courts and it is possible, in the context of claims brought by local creditors in foreign courts or under foreign law contracts, that the assets of a Fund will not always be 'ring fenced' or segregated from the liabilities of other Funds of the Company.

Each Fund will be required to pay the liabilities, expenses, costs and charges of the Company that are attributable to that Fund and within the Funds charges will be allocated between Share Classes in accordance with the rights of those Classes.

Any assets, liabilities, expenses, costs or charges not attributable to a particular Fund or Class may be allocated by the ACD in a manner which it believes is fair to the Shareholders generally. This will normally be pro rata to the Net Asset Value of the relevant Funds and Classes (i.e. they will be shared out between the Funds and Classes in proportion to the relative values of the Funds and Classes).

1.2 The Funds and their investment objectives and policies

Details of the investment objective, policy and certain terms relating to an investment in the Funds are set out in Part Two: The Funds.

The choice of a Fund should be based on the investor's attitude to risk, desire for income and/or growth, and intended length of time for investment and an investment in a Fund should be considered in the context of the investor's overall portfolio. Further details of the typical investor profile of each Fund can be found in Part Two: The Funds.

Where and when Funds have a relevant track record of four or more calendar quarters, the historical performance of the Funds will be set out in Part Eight: Historical Performance Of The Funds.

1.3 Distribution of income

The Company's annual accounting period ends on 31 December in each year. The interim accounting periods for each Fund are set out in Part Two: The Funds.

Any distribution of income that is unclaimed for a period of six years after having become due for payment, shall be forfeited and shall revert to the Fund to which such distribution relates.

Included in the price of Shares will be an income equalisation amount representing the value of income attributable to the Share in question accrued since the end of the last accounting period (interim or final as the case may be).

Grouping for equalisation is permitted under the Instrument of Incorporation and arises during the allocation period of the Fund. Shares purchased during the allocation period will carry an entitlement to equalisation which is the amount arrived at on an average basis of the accrued net income per Share included in the price of Shares issued or re-issued during the allocation period. An equalisation amount may be included as part of any income allocation to shareholders and represents a return of capital rather than income.

1.4 How distributable income is determined

The income available for distribution or accumulation in relation to a Fund is determined in accordance with the FCA Rules. In general terms, the income comprises all the sums deemed by the Company, after consultation with the Auditor, to be income in nature and received or receivable by the Company and attributable to the Fund in respect of the accounting period concerned, after deducting charges and expenses paid or payable out of such income and after making such adjustments in relation to taxation and other matters. The allocation of income to each Share Class is made after allowing for the effect, including attributable taxation, of any charges or expenses made on bases which vary by Share Class.

Income relating to a Fund is allocated at each Dealing Day among Classes of Shares linked to the Fund in proportion to the value of each Share Class relative to the value of the entire Fund as at the immediately preceding Dealing Day including any share class issue and cancellation movements applied at the immediately preceding Dealing Day. Where a Fund has different Classes, each class may attract different charges and so monies may be deducted from the Scheme Property attributable to such Classes in unequal proportions. In these circumstances, the proportionate interests of the Classes within a Fund will be adjusted accordingly.

2 Authorised Corporate Director

The ACD is Orbis Investment Management (Luxembourg) S.A., a *Société Anonyme* (limited company) incorporated in Luxembourg on 22 August 2012. It has an issued and fully paid-up share capital of €2,400,000. The ACD's principal activity is acting as the authorised fund manager for regulated collective investment schemes.

The ACD is authorised and regulated by the *Commission de Surveillance du Secteur Financier in Luxembourg*. Its ultimate holding company is Orbis Holdings (Luxembourg) S.A., a *Société Anonyme* (limited company) incorporated in Luxembourg on 6 July 2012 which is a 100% subsidiary of the Orbis Group Foundation, a Jersey Foundation.

The ACD also acts as UCITS management company for the Orbis SICAV.

The directors of the ACD are Alexander Cutler, Alireza Ziai and James Dorr. The directors act as directors of companies other than the ACD (including companies that are within the Orbis Group) but do not engage in business activities that are not connected with the Company that would be significant to the Company's business in terms of the FCA Rules.

2.1 ACD Agreement

The ACD has been appointed under an agreement dated 20 November 2013 between the Company and the ACD (the "**ACD Agreement**"). Pursuant to the ACD Agreement, the ACD shall manage and administer the Company in accordance with the Regulations, the Instrument of Incorporation, the Prospectus and any relevant legislation or regulation applicable to the ACD. The ACD Agreement contains detailed provisions relating to the responsibilities of the ACD, including the management, investment and reinvestment of the property of each Fund in order to achieve the various investment objectives. The ACD may delegate its management and administration functions to third parties including associates subject to the FCA Rules. The specific functions the ACD has delegated are set out below.

The ACD is entitled to receive periodic charges from the Fee Reserve Administrator.

The ACD Agreement provides that the appointment may be terminated by either party after the expiry of six months' written notice or immediately if the ACD ceases for any reason to be the Company's authorised corporate director. The ACD Agreement will also terminate on expiry of notice given by the Depositary in accordance with COLL 6.5.4(3) of the FCA Rules (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 to the extent permitted by applicable law, which at the date of this Prospectus would exclude, except in certain limited circumstances, liability arising from the negligence, default, breach of duty or breach of trust on the part of the ACD in the performance of its duties.

2.2 Remuneration Policy

Subject to applicable law, the ACD will be adopting a remuneration policy in accordance with the requirements of the UCITS Directive (the "**Remuneration Policy**").

The Remuneration Policy will apply to certain staff ("**Remuneration Code Staff**"), being (in summary) those persons whose professional activities have a material impact on the risk profile of the ACD and the Company, including but not limited to, senior management and risk takers.

Details of the Remuneration Policy, including a description of how remuneration and benefits are calculated will be made available on www.orbisaccess.co.uk when adopted and a paper copy of the information will also be available (free of charge) from the ACD on request.

2.3 Delegated functions of the ACD

The ACD has delegated fund valuation and fund accounting functions to Citibank N.A., London Branch and share dealing and registration functions to the Registrar and has appointed Investment Manager, the Sub-Portfolio Managers and Investment Advisers to the Fund as detailed in Sections 3 and 4 below. The ACD remains responsible for ensuring that the companies to whom it delegates such functions, perform those delegated functions in compliance with the Regulations.

3 Investment Managers and Sub-Portfolio Managers

The ACD has appointed Orbis Investment Management Limited to provide fund management services to the Global Equity Fund under an investment management agreement (the "**Global Equity Fund Investment Management Agreement**") and to provide fund management services to the UK Equity Fund under an investment management agreement (the "**UK Equity Fund Investment Management Agreement**"). Orbis Investment Management Limited has appointed each of Orbis Portfolio Management (Europe) LLP (for currencies) and Orbis Investment Advisory (Hong Kong) Limited (primarily for emerging market securities) as sub-portfolio managers in respect of the Global Equity Fund under sub-portfolio management agreements. Each Sub-Portfolio Manager is entitled to a sub-portfolio management fee paid by the Investment Manager in question out of its assets.

The ACD has appointed Orbis Investment Management Limited to provide portfolio management and other services under a portfolio management and services agreement (the "**Global Balanced Fund Portfolio Management and Services Agreement**") in respect of the Global Balanced Fund.

Orbis Investment Management Limited is a Bermuda company founded in 1989 by Dr. Allan Gray. It is licensed to conduct investment business by the Bermuda Monetary Authority. It also provides portfolio management services to clients other than the Company, including other Orbis collective investment schemes.

Orbis Investment Advisory (Hong Kong) Limited is licensed by the Hong Kong Securities and Futures Commission has its principal place of business at Suites 1802-1805, 18th Floor, Chater House, 8 Connaught Road, Central, Hong Kong.

Orbis Portfolio Management (Europe) LLP is authorised and regulated by the Financial Conduct Authority and has its registered office address at 28 Dorset Square, London, NW1 6QG.

Each of the Global Equity Fund Investment Management Agreement, the UK Equity Fund Investment Management Agreement and the Global Balanced Fund Portfolio Management and Services Agreement (together the "**Management Agreements**") may be terminated on three years' written notice by the ACD or the Portfolio Manager. Notwithstanding this, the ACD may terminate each Management Agreement with immediate effect if it is in the interests of the Shareholders. Under the Management Agreements, the Company provides indemnities to the Investment Manager to the extent permitted by applicable law which at the date of this agreement would exclude matters arising from its own fraud or dishonesty or breach of its obligations under the regulatory system.

The Investment Manager has the authority to make investment decisions on behalf of the Company and the ACD and, in respect of the Global Equity Fund the Sub-Portfolio Managers, have authority to make investment decisions on behalf of the Company.

4 Investment Advisers

Orbis Investment Management Limited has appointed Orbis Investment Advisory Limited, Orbis Portfolio Management (Europe) LLP, and Orbis Investment Management (U.S.), LLC as its Investment Advisers for each of the Global Equity Fund and the Global Balanced Fund.

Each Investment Adviser is entitled to an advisory fee paid by the Investment Manager in question out of its assets.

Each of Orbis Investment Advisory Limited and Orbis Portfolio Management (Europe) LLP is authorised and regulated by the Financial Conduct Authority and has its registered office address at 28 Dorset Square, London, NW1 6QG.

Orbis Investment Management (U.S.), LLC has its principal place of business at 600 Montgomery Street, Suite 3800, San Francisco, CA 94111, USA.

The ACD and each of the Investment Advisers are members of the Orbis Group. The significant activities of each of the Investment Advisers, other than providing services to the Company as investment adviser, are providing investment management services to other funds established by the Orbis Group.

5 The Administrator, Auditor and Registrar

5.1 The Administrator

The ACD has appointed Citibank N.A., London Branch to provide administration services to the ACD. The principal activity of the Administrator is banking.

5.2 The Auditor

The auditors of the Company are Ernst & Young LLP of Ten George Street, Edinburgh EH2 2DZ.

5.3 The Registrar

The ACD has appointed Orbis Access (UK) Limited to carry out the registration and transfer agency functions. The Shareholder register can be inspected by Shareholders upon reasonable notice during normal business hours at the offices of the Registrar.

6 Depositary

6.1 Introduction and key duties

Under the terms of a Depositary Agreement, Citibank Europe Plc, acting through its London Branch (the "Depositary") has been appointed as depositary of the Funds' assets and the assets of the Funds have been entrusted to the Depositary for safekeeping.

In accordance with the applicable laws, rules and regulations (including the FCA Rules), the key duties of the Depositary consist of:

(a) safekeeping of the Scheme Property, which involves holding in custody the Company's Custodial Assets in the Depositary's books within segregated accounts opened in the name of the Company or the ACD (acting on behalf of the Company) and, in respect of other assets (that are not the Company's Custodial Assets), verifying the ownership of such assets and maintaining records accordingly;

(b) cash monitoring and verifying the Funds' cash flows, which involves ensuring that the cash flows of the Funds are properly monitored and that:

  (i) all payments made by or on behalf of applicants subscribing for Shares have been received, and

  (ii) all cash is booked in cash accounts in accordance with the FCA Rules;

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

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

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

(f) carrying out instructions from the ACD unless they conflict with the Instrument of Incorporation the Prospectus, or applicable law, rules and regulations; and

(g) providing the ACD on a regular basis with a comprehensive inventory of all of the assets comprising the Scheme Property.

6.2 Information about the Depositary

The Depositary is a public limited company with registered number 132781 domiciled in Ireland whose registered office is at 1 North Wall Quay, Dublin 1. The Depositary conducts its business in Great Britain from its branch

offices at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB. The branch was established on 20 August 2015. The Depositary is authorised by the Central Bank of Ireland and the Prudential Regulation Authority and subject to limited regulation by the Financial Conduct Authority and the Prudential Regulation Authority. Details about the extent of the Depositary's regulation by the Prudential Regulation Authority, and the Financial Conduct Authority are available from the Depositary on request.

6.3 Liability of the Depositary

(a) As a general rule in the event of a loss of any financial instrument held in custody, the Depositary will be required to return to the Company financial instruments of an identical type and corresponding amount to the Company without undue delay.

(b) However, the Depositary will generally not be responsible to the Company or the Shareholders for the loss of any financial instrument held in custody if the Depositary can prove that all of the following conditions are met:

(i) the event which led to the loss is not the result of an act or omission of the Depositary (or, if relevant, any custodian or sub-custodian to whom safekeeping of the financial instrument has been delegated);

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

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

(c) The Depositary will be responsible to the Company for all other losses suffered arising from the Depositary's negligence or intentional failure to properly fulfil its obligations.

(d) Shareholders may invoke the liability of the Depositary directly or indirectly through the Company, provided that this does not lead to the duplication of redress or to the unequal treatment of Shareholders.

6.4 Delegation of the Depositary's safekeeping function

(a) Subject to certain conditions set out in the FCA Rules, the Depositary has the power to delegate its safekeeping functions.

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

(c) As at the date of this Prospectus, the Depositary has entered into written agreements delegating the performance of its safekeeping function in respect of certain of the Funds' assets to the delegates and sub-delegates listed in Part Nine: Details Of Custodians And Sub-Custodians.

(d) Up-to-date information concerning the Depositary's custody arrangements (including a description of the safekeeping duties delegated, a summary of any conflicts of interest that may arise from such delegation, and the identity of any custodians and sub-custodians) is available on request.

(e) Generally, any third party to whom custody functions are to be delegated must be subject to effective prudential regulation (including minimum capital requirements) and regulatory supervision in the jurisdiction concerned. However, the Depositary may delegate (or permit a custodian to sub-delegate) safekeeping duties to an entity that does not satisfy these requirements if: (i) the law of the relevant jurisdiction requires the financial instrument to be held in custody by a local entity; (ii) no other local entity satisfies these requirements; and (iii) the Depositary (or the custodian, as applicable) delegates its functions to such entity only to the extent required by the legal constraints of that jurisdiction and for so long as there is no local entity that satisfies the requirements. The ACD's prior consent to such delegation must be obtained before such delegation arrangements become effective.

6.5 Conflicts of interest

From time to time conflicts may arise from the appointment by the Depositary of any of its delegates out of which may arise a conflict of interest with the Funds. For example, Citibank N.A., which has been appointed by the Depositary to act as custodian of the Scheme Property, also performs certain investment operations and functions and derivatives collateral management functions delegated to it by the ACD. It is therefore possible that a conflict of interest could arise. Citibank N.A. and any other delegate are required to manage any such conflict having regard to the FCA Handbook and its duties to the Depositary and the ACD.

There may also be conflicts arising between the Depositary and the Funds, Shareholders and the ACD. The Depositary is prohibited from carrying out any activities with regard to the Funds unless:

(a) the Depositary has properly identified any such potential conflicts of interest;

(b) the Depositary has functionally and hierarchically separated the performance of its depositary tasks from its other potentially conflicting tasks; and

(c) the potential conflicts of interest are properly managed, monitored and disclosed to the investors of the Funds.

Shareholders should note that the Depositary may, from time to time, act as the depositary of other open-ended investment companies and as trustee or custodian of other collective investment schemes. It is therefore possible the Depositary, and it its members, directors, officers, agents or employees, may in the course of business have potential conflicts of interest with the Company and its Funds. The Depositary will at all times have regard in such event to its obligations to the Company and will endeavour to ensure that such conflicts are resolved fairly.

The Depositary maintains a conflicts of interest policy to address these issues.

6.6 Reuse of Scheme Property by the Depositary

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

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

(a) The reuse is carried out for the account of the Funds;

(b) The Depositary acts on the instructions of the ACD on behalf of the Funds;

(c) The reuse of Scheme Property is for the benefit of the Funds and the Shareholders;

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

6.7 Terms of the Depositary Agreement

The appointment of the Depositary has been made under an agreement between the Fund, the ACD and the Depositary dated 21 November 2013 and as amended and restated at 4 July 2016 (the "**Depositary Agreement**").

The Depositary Agreement may be terminated by not less than 90 days' written notice provided that no such notice shall take effect until the appointment of a successor to the Depositary.

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

The Depositary is entitled to receive remuneration out of the Scheme Property for its services, as explained in paragraph 5 (Depositary's Remuneration and Expenses) of Part Three: Fees above.

6.8 European Cross-Border Merger - Depositary

Pursuant to a restructuring event which took place under the European Cross-Border Merger Directive 2005/56/EC on 1st January, 2016, all contractual obligations of Citibank International Limited (as former depositary) were automatically transferred by operation of law to the Depositary.

7 Characteristics of Shares

7.1 Classes of Shares

Several Classes of Shares may be issued in respect of each Fund, distinguished by their criteria for subscription and fee structure. The criteria for subscription for the Classes of Shares currently available are set out in the table below:

Share Class	Subscription Criteria
Standard Share Class	Available to any investor resident in the United Kingdom who is not a US Person.
Fund Management Fee Free Class (also known as FMFF Class)	Available to an investor resident in the United Kingdom, who is not a US Person, subscribing within a JISA managed by the Distributor, subject to terms and conditions published on the Distributor's website from time to time.
Refundable Fee Class	Available only to the Fee Reserve Administrator and used for investment of the Reserve.

Classes are denominated in Sterling.

The Classes of Share currently available for each Fund are set out in Part Two: The Funds.

The limits for minimum initial investment and minimum subsequent investment may be waived or reduced and the subscription criteria described above in respect of each Share Class may be waived at the discretion of the ACD.

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

7.2 Income and Accumulation Shares

All references in this Prospectus to Income Shares and Accumulation Shares are to net Income and net Accumulation Shares unless otherwise stated.

The Instrument of Incorporation allows gross Income and gross Accumulation Shares to be issued as well as net Income and net Accumulation Shares. Net Shares are Shares in respect of which income allocated to them is distributed periodically to the relevant Shareholders (in the case of Income Shares) or credited periodically to capital (in the case of Accumulation Shares), in either case in accordance with relevant tax law, net of any tax deducted or accounted for by the Company. Gross Shares are Income or Accumulation Shares where, in accordance with relevant tax law, distribution or allocation of income is made without any tax being deducted or accounted for by the Company. Gross Shares are available only to those Shareholders in respect of whom distribution or allocation of income may be made without any tax being deducted or accounted for by the Company.

The Company does not currently issue Gross Shares.

Holders of Income Shares are entitled to be paid the distributable income attributed to such Shares in respect of the relevant interim and/or annual accounting period.

Holders of Accumulation Shares are entitled to have income attributable to such Shares, in respect of the relevant interim and/or annual accounting period, added to (and retained as part of) the capital value of their Shares,

Income will be distributed on or before the income distribution dates (see Part Two: The Funds in relation to each Fund).

7.3 Bearer Shares

The Company does not issue bearer shares and only intends to issue registered shares.

7.4 Title to Shares

The title to Shares is evidenced by entries on the Register of Shareholders. Certificates for Shares will not be issued.

7.5 Shares with different denominations

In order to calculate fractional entitlements of less than one, Shares are expressed in two denominations - Larger Denomination Shares and Smaller Denomination Shares.

The Smaller Denomination Shares are Shares which carry a fraction of one millionth of the rights of a Larger Denomination Share.

Whenever the number of any such Smaller Denomination Shares shall reach one million, the ACD shall automatically consolidate the Smaller Denomination Shares into one Larger Denomination Share of the same Class.

8 Shareholder Meetings and Voting Rights

8.1 Annual general meetings

The Company will not hold annual general meetings.

8.2 Shareholder resolutions

(a) **Matters requiring shareholder approval**

The FCA Rules state that certain changes to this Prospectus or the Instrument of Incorporation can only be made with the prior approval of a meeting of Shareholders. Any other change to this Prospectus or the Instrument of Incorporation, can be made by the ACD without the approval of Shareholders.

(b) **Ordinary resolutions and extraordinary resolutions**

In certain circumstances, the FCA Rules require that a resolution be passed as an extraordinary resolution, which is a resolution passed by a majority of not less than three-quarters of the votes validly cast (whether on a show of hands or on a poll) for and against the resolution.

In other cases, a resolution may be passed by an ordinary resolution, which is a resolution passed by a simple majority of the votes validly cast for and against the resolution.

(c) **Resolutions of particular Share Classes of Funds**

In some cases, Shareholder meetings may be held to vote on matters that affect only a particular Fund or Funds or a particular Share Class or Share Classes. In these cases, meetings may be held for the relevant Share Classes or Funds.

The rights attached to a Class of Shares may only be amended by a class meeting of Shareholders of that Class of Shares. Any amendment to the Instrument of Incorporation that relates to a particular Class of Shares or particular Share Classes and does not prejudice the Shareholders of any other Share Class may be made by an extraordinary resolution passed at a class meeting.

8.3 Who can attend and vote at Shareholder meetings?

When a Shareholder meeting is to be held, the ACD will send notice of the meeting (or any adjourned meeting) to all the Shareholders who are entitled to vote at the meeting at their registered email address unless the ACD does not have an email address for the Shareholder or otherwise determines that it would be appropriate to send such notice to the Shareholder's registered postal address. Eligibility to vote will be determined by reference to the Shareholders on the Company's Share register as at the close of business seven days before the date on which notice of the relevant meeting is sent out (the "**Reference Date"**).

8.4 Is it possible to vote if my Shares are held through the Distributor's nominee?

Generally, individual investors will invest through a nominee company of the Distributor and will not therefore have their names recorded in the Register of Shareholders. Instead, the name of the Distributor's nominee will be entered in the Register of Shareholders with the individual investors recorded as beneficial owners of the Shares in the Distributor's records ("**Distributor Beneficial Owners**").

The Distributor will provide details of Shareholder meetings to Distributor Beneficial Owners whose Shares carry voting rights in respect of any Shareholder meeting to be held, and will provide Distributor Beneficial Owners with the opportunity to give voting instructions in respect of resolutions to be proposed at the Shareholder meeting.

In the event that two or more Distributor Beneficial Owners provide voting instructions in respect of jointly held shares, the vote of the primary account holder will be accepted to the exclusion of the votes of any other joint Distributor Beneficial Owners. For these purposes the primary account holder is the Distributor Beneficial Owner who initially applied to open a joint account.

The Distributor will aggregate all voting instructions received in respect of the Shares of Distributor Beneficial Owners and will cast its votes in proportion to the number of Shares held by each Distributor Beneficial Owner from whom it has received voting instructions in accordance with such instructions as described below.

Distributor Beneficial Owners will not have the right to attend and vote at the Shareholder meetings in person.

8.5 What about Shareholders who can't make the meeting?

Shareholders who cannot make a meeting can appoint another person as their proxy to vote for them. Instructions on how to vote by proxy will be included with the meeting notice.

8.6 What about joint Shareholders?

If two or more joint Shareholders vote at the same meeting, the vote of the 'senior' joint shareholder will be accepted to the exclusion of the votes of the other joint Shareholders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Shareholders.

8.7 How do corporate Shareholders vote?

Where a Shareholder is a corporation (such as a company), it may authorise any person it thinks fit to act as its representative at any meeting of Shareholders and that person will be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual Shareholder.

8.8 How are decisions made at a Shareholder meeting?

(a) **Show of hands**

At any meeting of Shareholders a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before the declaration of the result of the show of hands) demanded by the Chairman, by the Depositary or, by at least two Shareholders present in person or by proxy or, in the case of a body corporate, by a duly authorised representative. It is the policy of the Distributor's nominee that its representative will demand a poll vote in cases where it has received voting instructions to vote both for and against a resolution.

On a show of hands every Shareholder who is present in person or by proxy shall have one vote.

(b) **Poll vote**

On a poll, the voting rights attached to each Share shall be calculated as follows:

$$\frac{Share\ Price}{Aggregate\ Value\ of\ All\ Eligible\ Voting\ Shares} \text{ x } 100\ \%$$

where the **Share Price** is the price of the Share on the Reference Date; and the **Aggregate Value of All Eligible Voting Shares** is the sum of the value of all the Shares in all the Share Classes of all the Funds eligible to vote on the resolution in question (which is calculated for each Share Class of each Fund as the price per Share for that Share Class of that Fund on the Reference Date multiplied by the number of Shares of that Share Class of that Fund in issue as at the Reference Date).

8.9 What happens if none of the Shareholders is eligible to vote?

If a resolution (including an extraordinary resolution) is required to conduct business at a meeting of Shareholders (including a class meeting of Shareholders) and every Shareholder who would be eligible to vote at the meeting is

(a) a director of the Company or the ACD; or

(b) an associate of any such person

and consequently prohibited from voting at the meeting by the FCA Rules, with the prior written agreement of the Depositary, the resolution may instead be passed with the written consent of Shareholders representing 50% or more, or for an extraordinary resolution 75% or more, of the relevant Shares in issue.

8.10 What is the minimum number of Shareholders required at a Shareholder meeting?

For the business of the meeting to proceed, there is a requirement as to the minimum number of Shareholders who must be present in person or by proxy. This is referred to as the quorum.

The quorum at a meeting of Shareholders is two Shareholders who must be present in person or by proxy. The quorum for an adjourned meeting is also two Shareholders present in person or by proxy, however if a quorum is not present from a reasonable time from the time appointed for the meeting then one person present at the meeting entitled to be counted in a quorum shall be a quorum.

8.11 Can the ACD vote at a Shareholder meeting?

The ACD shall be entitled to receive notice of and attend any such meeting, but shall not be counted in the quorum nor be entitled to vote except in respect of Shares which the ACD or its associate holds on behalf of or

jointly with a person who, if the registered Shareholder, would be entitled to vote and from whom the ACD or its associate has received voting instructions.

Any associate of the ACD will not be entitled to vote at any such meeting except in respect of Shares which he holds on behalf of a person who, if himself the registered holder, would be entitled to vote, and from whom he has received voting instructions.

9 Valuation

9.1 The Scheme Property is valued at the time specified in Part Two: The Funds on each Dealing Day in order to determine the price at which Shares in the Funds may be purchased from or redeemed by the ACD and issued or cancelled by the Company. There will be one price at which a Shareholder may buy and sell Shares as determined from time to time by reference to a particular Valuation Point.

9.2 The ACD reserves the right to carry out an additional valuation to the Scheme Property if it considers it desirable to do so at any time during a Business Day or a day other than a Business Day (which the ACD, or its appointed Portfolio Managers or Investment Advisers may treat as not creating a Valuation Point for dealing purposes), including without limitation the following:

(a) where necessary for the purposes of effecting a scheme of reconstruction or amalgamation; or

(b) on the day on which the annual or half-yearly accounting period ends.

The ACD shall inform the Depositary of any such additional valuations.

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

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

9.5 Scheme Property which is not cash (or other assets dealt with in paragraphs 9.6 and 9.7 below) shall be valued as follows and the prices used shall (subject as follows) be the most recent prices which it has been practicable to obtain:

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

(i) if a single price for buying and selling units is quoted, at the most recent such price; or

(ii) if separate buying or 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 derivative contracts:

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

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

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

(d) any other investment:

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

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

(iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if the most recent price available does not reflect the ACD's best estimate of the value, at a value which in the opinion of the ACD reflects a fair and reasonable price for that investment including, where available, the market closing price;

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

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

9.7 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 FCA Rules, the OEIC Regulations or the Instrument of Incorporation shall be assumed (unless the contrary has been shown) to have been taken.

9.8 Subject to paragraphs 9.10 and 9.11 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the ACD their omission will not materially affect the final Net Asset Value.

9.9 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 9.8 above.

9.10 All agreements are to be included under paragraph 9.8 above 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.

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

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

9.13 The principal amount of any outstanding borrowings whenever repayable and any accrued but unpaid interest on borrowings will also be deducted.

9.14 An estimated amount for accrued claims for tax of whatever nature which may be recoverable will be added. Any other credits or amounts due to be paid into the Scheme Property will be added. A sum representing any interest or any income accrued, both on cash and interest bearing securities, due or deemed to have accrued but not received.

9.15 Currencies or values in currencies other than the 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.

9.16 Notwithstanding the foregoing, the ACD may, at its absolute discretion, use other generally recognised valuation principles in order to reach a proper valuation of the Net Asset Value of the Company or a Fund, in the event that it is impractical or manifestly incorrect to carry out a valuation of an investment in accordance with the above rules or it considers such principles better reflect the valuation of a security, interest or position and are in accordance with generally accepted accounting principles.

9.17 Specifically, where the ACD has reasonable grounds to believe that the price obtained is unreliable or the most recent price available does not reflect the ACD's best estimate of the value of the relevant investment at the relevant Valuation Point or no price or no recent price exists, the ACD may use a price which, in the opinion of the ACD reflects a fair and reasonable price for that investment (the fair value price) including, where available, the market closing price.

9.18 The proportionate interests of each Share Class in the assets and income of the Fund shall be determined by the ACD as the proportion of the Scheme Property that is held by that Share Class at the end of the previous Dealing Day, save that assets or liabilities forming part of the Scheme Property that are attributable to a specific class of Shares will, where practicable, be allocated to such Class after determining its proportionate interest unless the ACD is not satisfied that such method is fair to Shareholders and that it is reasonable to adopt such method in the given circumstances.

9.19 The proportion of assets and income allocated to each Share Class is made after allowing for the effect, including attributable taxation, of any charges and expenses made on bases which vary by Share Class.

9.20 Dilution

9.21 When investors buy units in a Fund, the money the Fund receives can be used to buy investments for the Fund; and when investors sell shares in a Fund, the Fund can sell investments it owns and use the proceeds to pay money out to the investors who are selling. The price a Fund pays for the purchase and sale of investments may include a variety of costs such as dealing charges (fees charged by the broker who sells the investments to the fund), taxes or dealing spreads (the difference between the price at which an investment can be bought and the price at which it can be sold). Unless the overall level of money flowing into or out of a Fund is large in proportion to the size of the Fund, the effect of these costs is not significant for the Fund or its Shareholders. However if a large amount of money comes into or goes out of the Fund, the effect of these charges can be significant. This effect is referred to as dilution.

9.22 The ACD has the discretion to apply a dilution adjustment on the purchase or redemption of Shares in a Fund to

mitigate the effect of dilution (a policy commonly referred to as "single swinging price"). A dilution adjustment is an adjustment to the price of Shares on a Dealing Day.

9.23 A dilution adjustment may be applied on any Dealing Day when the ACD considers the effects of dilution may be material for a Fund and could therefore have an adverse effect on its value. The purpose of the adjustment is to reflect in the price of Shares the costs that a Fund may incur in liquidating investments to satisfy net redemptions or purchasing investments to utilise net subscriptions, taking into consideration the costs of buying and selling investments for the Fund such as dealing spreads, commission and transfer taxes. If a dilution adjustment is not applied the cost of purchasing or selling investments for the Fund subsequent to Shareholder dealing will be borne by the relevant Fund with a consequent effect on future growth.

9.24 The adjustment in the price of a Share will be upwards when there are net subscriptions in Shares in the Fund and will be downwards when there are net redemptions in Shares of the Fund. The adjusted Share price will be applicable to all transactions on that Dealing Day.

9.25 The need to charge a dilution adjustment will depend on the volume of subscriptions or redemptions of Shares in the relevant Fund, as well as the level of trading costs at the time. The ACD has discretion to apply a dilution adjustment if, in its opinion the existing Shareholders in the case of subscriptions, or remaining Shareholders in the case of redemptions, might otherwise be adversely affected, and if applying a dilution adjustment is, so far as practicable, fair to all Shareholders and potential Shareholders. In particular, the dilution adjustment may be applied in the following circumstances:

(a) where over a dealing period a Fund has experienced a high level of net subscriptions or redemptions relative to its size. For these purposes the ACD will consider 5% or more of the Net Asset Value of the Fund in question (as calculated at the last Valuation Point) to be a high level; or

(b) in any other case where the ACD is of the opinion that the application of a dilution adjustment is in the interests of Shareholders.

9.26 The ACD's decision on whether or not to make an adjustment in a particular instance will not prevent it from making a different decision in future similar circumstances.

9.27 As dilution is directly related to the inflows and outflows of monies from a Fund and the level of trading costs it is not possible to accurately predict whether dilution will occur at any future point in time. Consequently it is also not possible to accurately predict how frequently the ACD will need to make such a dilution adjustment. However, for illustrative purposes, it is likely that if the ACD was using swinging single pricing over the 12 months period from 1 May 2015 to 30 April 2016, a dilution adjustment would have not have been made.

9.28 Whilst any price adjustment is not expected to exceed 1% of the Net Asset Value of a Fund (based on future projections) the ACD may exceed this figure in exceptional market circumstances.

10 Buying and Selling of Shares

10.1 Subscriptions and redemptions

Shares in the Standard Shares Class and Fund Management Fee Free Class (FMFF Class) of each Fund may be bought or sold at any time before 7:00 p.m. on any Dealing Day (U.K. time) (the "**Dealing Cut-off Point**"). There will be no Dealing Cut-off Point in respect of Shares in the Refundable Fee Class. Instructions to issue or redeem Shares must be transmitted to the Registrar using the dedicated Orbis Access dealing platform (which can be accessed online at www.orbisaccess.co.uk or through other communication media).

The ACD will accept instructions to effect a transfer or renunciation of title to Shares on the basis of an authority communicated by electronic means and sent by the Shareholder or delivered on their behalf by a person that is authorised by the FCA or regulated in another jurisdiction by an equivalent supervisory authority, subject to:

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

(i) the electronic media by which such communications may be delivered; and

(ii) how such communications will be identified as conveying the necessary authority; and

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

Shares may be bought and sold by such other means as the ACD may make available from time to time. A purchase or sale of Shares by any means made available by the ACD is a legally binding contract.

Orders received and accepted by the Registrar by the Dealing Cut-off Point on a Dealing Day will be dealt with at the price calculated on that day. Orders received and accepted after that time will be dealt with at the price calculated on the next Dealing Day.

The ACD may defer redemptions at a particular Dealing Day to the next Dealing Day where the requested redemptions exceed 10% of a Fund's value. The ACD will ensure the consistent treatment of all Shareholders who

have sought to redeem Shares at any Dealing Day at which redemptions are deferred. The ACD will *pro rata* all such redemption requests to the stated level (i.e. 10% of the Fund's value) and will defer the remainder until the next Dealing Day. The ACD will also ensure that all deals relating to an earlier Dealing Day are completed before those relating to a later Dealing Day are considered.

A contract note giving details of the transaction will be issued by the Business Day following the purchase or sale. Cancellation rights do not apply to transactions in the Funds. Certificates will not be issued in respect of shares in the Fund as ownership is evidenced by entry on the Register. In the case of a purchase of Shares, settlement will be required within three Business Days from the date of placing the instruction to purchase Shares. In the case of a redemption, the ACD will normally effect settlement by means of electronic transfer (or such other reasonable means of payment as the ACD deems appropriate) within four Business Days of receipt by the Administrator of an appropriate form of renunciation (which may be obtained from the Administrator).

The ACD has the right to reject, on reasonable grounds relating to the circumstances of the applicant, any application for Shares in whole or part, and in this event the ACD will return any money sent, or the balance of such monies, at the risk of the applicant.

10.2 Suspension of dealing

The ACD may, with the prior agreement of the Depositary, or must without delay if the Depositary so requires, temporarily suspend the issue, cancellation, sale and redemption of Shares in any or all of the Funds, without prior notice to Shareholders. Such suspension will be effected in accordance with the FCA Rules which currently permit a suspension if the ACD or the Depositary is of the opinion that due to exceptional circumstances there is good and sufficient reason to do so having regard to the interests of the Shareholders in the Fund concerned. If the redemption of Shares in a Fund is suspended, the obligations, relating to the creation, cancellation, issue and redemption of Shares, contained in the FCA Rules, will cease to apply in respect of the Fund concerned. The ACD will comply with as much of the obligations in the FCA Rules relating to the valuation and pricing of Shares as is practicable in the light of the suspension.

Shareholders will be notified of any suspension as soon as practicable after suspension commences. Such notification will draw Shareholder's attention to the exceptional circumstances which resulted in the suspension and the ACD will keep Shareholders informed about the suspension and the likely duration. The ACD and the Depositary will conduct a formal review of the suspension at least every 28 days in accordance with the FCA Rules.

Where the ACD agrees during the suspension to deal in Shares, all deals accepted during, and outstanding prior to, the suspension will be undertaken at a price calculated at the first relevant Valuation Point after the restart of dealings in Shares.

During any suspension, a Shareholder may withdraw his redemption notice provided that such withdrawal is in writing and is received before determination of the suspension. Any notice not withdrawn will be dealt with on the next Dealing Day following the end of the suspension.

10.3 Pricing

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

10.4 Publication of prices of Shares

Prices of Shares will be published daily on the Registrar's website at www.orbisaccess.co.uk and/or www.trustnet.com, as set out in Part Two above, and can also be obtained by contacting the Registrar on 0800 358 2030.

The price shown will be that calculated for the previous Dealing Day. The ACD may change the manner in which prices are published on 60 days' written notice to Shareholders.

10.5 In specie subscription

The ACD may arrange for the Company to issue Shares in exchange for assets other than cash, but will only do so where the Depositary has taken reasonable care to determine that the Company's acquisition of those assets in exchange for the Shares concerned is not likely to result in any material prejudice to the interests of Shareholders. The ACD will ensure that the beneficial interest in the assets is transferred to the Company with effect from the issue of the Shares. The ACD will not issue Shares in any Fund in exchange for assets the holding of which would be inconsistent with the investment objective of that Fund.

10.6 In specie redemption

The ACD may arrange that in lieu of payment of the price of the Shares in cash, the Company shall cancel the Shares and transfer to that Shareholder property of the Fund of the relevant value. The ACD must give written notice to the Shareholder concerned of its decision to exercise these powers before the cash payment would otherwise be due. The Fund property to be transferred will be selected by the ACD in consultation with the Depositary and with a view to achieving no more advantage or disadvantage to the Shareholder requesting

redemption of their Shares than to continuing Shareholders. The ACD will review its in specie redemption policy at regular intervals and may change it at any time, in accordance with the FCA Rules.

10.7 Restrictions and compulsory transfer and redemption

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

If it comes to the notice of the ACD that any Shares are or may be owned or held legally or beneficially by a Non-Qualified Person ("**affected Shares**") the ACD may give notice to the registered holder(s) of the affected Shares requiring either the transfer of such Shares to a person who is not a Non-Qualified Person or a request in writing for the redemption or cancellation of such Shares in accordance with the FCA Rules. If any person upon whom such a notice is served does not, within 30 days after the date of such notice, transfer the affected Shares to a person who is not a Non-Qualified Person or establish to the satisfaction of the ACD (whose judgement is final and binding) that he and the beneficial owner are not Non-Qualified Persons, he shall be deemed upon the expiration of that 30 day period to have given a request in writing for the redemption or cancellation (at the discretion of the ACD) of all the affected Shares pursuant to the FCA Rules.

A person who becomes aware that he has acquired or holds affected Shares as described above shall forthwith, unless he has already received a notice from the ACD as above, either transfer the affected Shares to a person qualified to own them or give a request in writing for the redemption or cancellation of such Shares pursuant to the FCA Rules.

The ACD may decide to close any Class (a "**closing class**") where, one year after the first issue of Shares in that Class or at any date thereafter the Net Asset Value of the closing class is less than £500,000 or its equivalent in the base currency of the Fund to which the closing class relates, or the ACD decides it is desirable to close that Class. In such an event, the ACD will exchange the Shares in the Class held by a Shareholder for Shares of such other Class in respect of the same Fund as in the opinion of the ACD most nearly equates to, in its discretion, the closing class. Such exchange shall be done by applying the formula for exchanges as set out below.

10.8 Anti-money laundering

Under current laws, firms conducting investment business are required to maintain procedures to combat money laundering. In order to implement these procedures, in certain circumstances Shareholders or potential Shareholders may be asked to provide some proof of identity. This may be either when Shares are purchased or when Shares are encashed. In the latter case, where the ACD is required to seek proof of identity, proceeds cannot be paid until the ACD has received appropriate verification.

The ACD is legally obliged to verify your identity for anti-money laundering purposes. This may involve the ACD and/or the Registrar obtaining information about you from a credit reference agency. However, the ACD will use any information they obtain in this way only for verification of your identity, and not for any other purposes. The ACD reserves the right to reverse a transaction or to refuse to sell Shares if it is not satisfied as to the identity of the applicant.

10.9 Market timing policy

The ACD does not knowingly allow investments which are associated with market timing activities, as these may adversely affect the interests of all Shareholders.

In general, market timing refers to the investment behaviour of a person or group of persons buying, selling or exchanging Shares on the basis of predetermined market indicators. Market timing may also be characterised by transactions that seem to follow a timing pattern or by frequent or large transactions in Shares.

Accordingly, the ACD reserves the right to reject any application for exchanging and/or subscription of Shares from Shareholders who are engaging in excessive or abusive trading or have a history of excessive trading or whom it considers to be associated with market timing activity, or has been or may be disruptive to the Company or any of the Funds. In this connection the ACD may combine Shares which are under common ownership or control for the purposes of ascertaining whether Shareholders can be deemed to be involved in such activities.

10.10 Governing law

All dealings in Shares are governed by English law.

11 Exchanges

11.1 A Shareholder may give notice to the ACD, in such form as the ACD shall from time to time determine (an "**Exchange Notice**"), that they wish to exchange all or some of their Shares of one Class issued in respect of a Fund (the "**Original Shares**") for Shares of the same Class issued in respect of another Fund (the "**New Shares**"). Such exchanges can only take place if, following the exchange, the Shareholder's holding of New Shares will satisfy the applicable subscription criteria and minimum investment requirement of that Class of that Fund.

11.2 The ACD may impose restrictions on exchanges, but any restriction must be on reasonable grounds relating to the circumstances of the Shareholder concerned.

11.3 On receipt of an Exchange Notice on behalf of the Company, the ACD will arrange for the Company to cancel the Original Shares and issue the appropriate number of New Shares.

11.4 Exchanges of the Original Shares shall take place at the first Valuation Point after the day upon which the Exchange Notice is received by the Company or at such other Valuation Point as the ACD, at the request of the Shareholder giving the relevant Exchange Notice, may agree.

11.5 Shares in the Fund Management Fee Free Class (FMFF Class) (the "**Original Shares**") may be converted into Shares in the Standard Share Class ("**New Shares**") on receipt of a valid notice from the Registrar in such form as the ACD shall from time to time determine confirming that such Shares are due to be converted in accordance with the terms of their issue (a "**Conversion Notice**"). Conversions will be effected by the ACD recording the change of Class in the Register. For the avoidance of doubt, Shareholders may not on their own instigation convert Shares of one Class in a Fund for Shares of another Class in that Fund.

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

$$N = O \times \frac{CP}{SP}$$

Where:

N is the number of New Shares to be issued or sold (or in the case of a conversion, the number of shares the Shareholder will own after the conversion), rounded down to the nearest whole number of Smaller Denomination Shares;

O is the number of Original Shares which the holder has requested to exchange (or in the case of a conversion, the number of shares to be converted specified in the Conversion Notice);

CP is the price at which a single Original Share may be redeemed; and

SP is the price at which a single New Share may be purchased when the Shares are exchanged or converted.

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

11.8 The then prevailing initial charge (if any) on the New Shares will be payable on an exchange but the ACD may at its discretion offer a discount on such initial charge. If an exchange would result in the Shareholder holding a number of Original Shares or New Shares of a value which is less than the minimum holding in a particular Fund, the ACD may, if it thinks fit, convert the whole of the Shareholder's holding of Original Shares to New Shares or refuse to effect any exchange of the Original Shares. No exchange will be made during any period when the right of Shareholders to require the redemption of their Shares is suspended. The general provisions on procedures relating to redemption will apply equally to an exchange.

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

11.10 An exchange of Shares in one Fund for Shares in any other Fund will be treated as a redemption and a sale and will for persons subject to United Kingdom taxation be a disposal for UK capital gains taxation as further detailed in paragraph 13.2(d) below.

11.11 A conversion of shares may constitute a disposal for capital gains tax purposes depending on the circumstances.

12 General Information

12.1 Reports and accounts

The annual report in respect of the Company will be published within four months of the end of the annual accounting period which ends on 31 December. The half-yearly accounting period ends on 30 June and half-yearly long reports will be made up to such date each year and published within two months. The accounts contained in the annual and half yearly reports will be prepared in accordance with the FCA Rules and the Statement of Recommended Practice for Financial Statements of Authorised Funds. Copies of the long report will be available on request from support@orbisaccess.co.uk. Paper copies are also available on request.

12.2 Inspection of documents

Copies of the Instrument of Incorporation (as amended), the material contracts referred to below and the most recent annual and half-yearly reports may be inspected during normal office hours, and the Prospectus, Instrument of Incorporation and the most recent annual and half-yearly long reports may be obtained free of charge, from the Administrator at the address stated in the Directory.

12.3 Register of Shareholders

The Register of Shareholders for the Fund of the Company can be inspected at the offices of the Registrar.

12.4 Notices

Any notice or document required to be sent or served to Shareholders will be sent either electronically to the email address most recently notified to the Company (where a Shareholder has consented to the receipt of documents and notices electronically) or by first class post to the address as most recently notified to the Company and as entered on the Register of Shareholders, or, at the ACD's discretion.

12.5 Material contracts

The ACD Agreement dated 20 November 2013 between the Company and the ACD and the Depositary Agreement dated 21 November 2013 between the Company, the ACD (as amended and restated at 4 July 2016) and the Depositary, not being contracts entered into in the ordinary course of business, have been entered into by the ACD and are, or may be, material.

Copies of the ACD Agreement and Depositary Agreement are available on request.

12.6 Risk management

Upon request, supplementary information may be obtained free of charge from the ACD relating to

(a) the quantitative limits applied in the risk management of any Fund and the methods used to apply these limits; and

(b) any recent development of the risk and yields of the main categories of investments in which the Funds invest.

12.7 Complaints

If you wish to make a complaint about any aspect of the service you have received, the operation or marketing of a Fund or the Company, please contact the Distributor's support team:

- on the internet at www.orbisaccess.co.uk/contact-us
- by email at support@orbisaccess.co.uk or
- by phone on 0800 358 2030

or write to: Client Support, Orbis Access (UK) Limited, Wimbledon Bridge House, 1 Hartfield Rd, London SW19 3RU.

If unsatisfied, a Shareholder also has the right to complain directly to the Financial Ombudsman Service at Exchange Tower, London E14 9SR or by email to complaint.info@financial-ombudsman.org.uk.

12.8 Investors Compensation Scheme

Shareholders may be entitled to compensation from the Financial Services Compensation Scheme if the Company cannot meet its obligations. This depends on the type of business and the circumstances of the claim. Most types of investment business are covered for 100% of a claim up to a maximum limit of £50,000 per eligible claimant. The Financial Services Compensation Scheme does not charge individual consumers for using their service. Further information about compensation arrangements is available on http://www.fscs.org.uk/ or from the Financial Services Compensation Scheme at the following address: Financial Services Compensation Scheme, 10th Floor, Beaufort House, 15 St Botolph Street, London EC3A 7QU or by telephone on 0800 678 1100.

12.9 Best execution

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

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

12.10 Strategy for the exercise of voting rights

The ACD has a strategy for determining when and how voting rights attached to ownership of Scheme Property are to be exercised for the benefit of each Fund. A summary of this strategy is available from the ACD free of charge on request.

13 UK Taxation

The following statements are based on the ACD's understanding of current UK law and HM Revenue & Customs practice as known at the date of this Prospectus. They summarise the tax position of the Funds and of investors who are resident for tax purposes in the UK and hold their Shares as investments. The statements may not apply to certain Shareholders or classes of Shareholders. The bases and rates of taxation and reliefs from taxation may change in the future. The information given below does not constitute tax or legal advice and Shareholders are recommended to consult a professional adviser if they are in any doubt as to their individual tax position or if they may be subject to tax in a jurisdiction other than the UK.

13.1 The Funds

(a) General

Each Fund is treated as an OEIC for UK tax purposes and as a separate OEIC from any other sub-fund of the Company.

Each Fund is generally exempt from UK corporation tax on capital gains realised on the disposal of its investments. This includes profits on interest paying securities and derivatives contracts provided that such profits fall to be treated appropriately in the Fund's statement of return to be included in its annual report. Whether this is the case will depend on the accounting treatment of such profits. It cannot be guaranteed that the Funds' transactions will give rise to tax-exempt capital gains.

Gains realised upon the sale, redemption or other disposal of interests in "offshore funds" which are not "reporting funds" for UK tax purposes and which are not specifically excluded are charged to tax as income ("**offshore income gains**") and not as a capital gain. Each Fund is accordingly not exempt from tax on such gains. Shareholders may not receive effective credit for the tax on such offshore income gains.

Each Fund is liable to UK corporation tax at the current rate of 20% on most sources of income, other than any such profits which are exempt, after deduction of allowable expenses including interest distributions made (or treated as made) by the Fund. Each Fund may receive dividend distributions from UK collective investment schemes or dividends in respect of investments in UK or overseas equities. These dividends may, depending on the availability of exemptions, not be subject to corporation tax in the Fund. Other types of income, for example, interest distributions from UK collective investment schemes, bank deposit interest or certain dividends from UK or overseas companies, are taxable. Where foreign tax has been deducted from income from overseas sources, that tax can in some instances be offset against corporation tax payable by the Fund by way of double tax relief.

A Fund may be subject to withholding tax, capital gains tax or other taxes on income and/or gains arising from its investment portfolio. This may include taxes imposed by the jurisdiction in which the issuer of securities held by a Fund is incorporated, established or resident for tax purposes.

A Fund may also incur or bear transaction taxes or other similar taxes in respect of the actual or notional amount of any acquisition, disposal or other transaction relating to its investment portfolio. This may include taxes imposed by the jurisdiction in which the issuer of securities held by a Fund or the counterparty to a transaction involving a Fund is incorporated, established or resident for tax purposes.

Where a Fund invests in securities or enters into transactions that are not subject to withholding, capital gains, transaction or other taxes at the time of acquisition, it is possible that tax will be withheld or imposed in the future as a result of a change in applicable laws, treaties, rules or regulations or changes in the way that applicable laws, treaties, rules or regulations relating to taxation are interpreted. Where foreign tax has been incurred on income from overseas sources, that tax can in some instances be offset against UK corporation tax payable by the relevant Fund by way of double tax relief.

Distributions paid may be either dividend distributions or interest distributions, depending on the nature of the income of the Fund. Interest distributions can be made only where the Fund is a "bond fund" (i.e. the market value of the Fund's interest-bearing and equivalent investments, including holdings in collective investment schemes that pay interest distributions and cash on deposit, exceeds 60% of the market value of all its assets throughout the accounting period to which it relates. Accordingly, a Fund that does not qualify as a bond fund can only make dividend distributions.

(b) **Taxable income – Refunds from the Reserve**

Any net refunds to the Fund from the Reserve, which would be calculated as at 31 December each year for tax purposes, would be treated as income for a Fund. This income may be subject to a tax charge of 20% to be paid by a Fund. The Funds may generate sufficient operating expenses to offset this taxable income, effectively reducing the tax liability associated with the refunds to zero. However, using such expenses to absorb the taxable income generated by the refunds would reduce the availability of operating expenses to offset other income such as interest income generated by the Fund.

13.2 Shareholders

On the specified allocation dates, each Shareholder becomes entitled to a distribution which, in the case of allocations made in respect of Accumulation Shares, will be automatically retained in the Fund. Accumulations of income are treated for UK income tax and corporation tax purposes as deemed distributions. The ACD will send an annual tax voucher (or permitted alternative communication) to Shareholders showing the amount of income to which each Shareholder is entitled, the nature of each distribution and related tax credit (if any). Notes printed on the tax voucher will indicate how the amount should be reflected in the Shareholder's tax return.

(a) **Income tax**

(i) **Dividend distributions**

An individual Shareholder who is resident for tax purposes in the United Kingdom receives an annual Dividend Allowance which exempts from tax his first £5,000 of dividend income. Dividend income in excess of the Dividend Allowance is taxed at the appropriate rate for the tax band applicable to the Shareholder. Individual Shareholders should note that dividend income forms the top slice of an individual's income and that all dividend income (including that income exempted from tax by virtue of the Dividend Allowance) is counted when determining which income tax rate band is applicable.

(ii) **Interest distributions**

If the total amount shown in the distribution account of a Fund is shown as available for distribution as yearly interest, such amount will be treated when distributed or accumulated as if it were a payment of yearly interest. The ACD will generally deduct UK income tax at the rate of 20% on the gross amount of payments to UK resident Shareholders who will receive credit for the tax suffered. Shareholders liable to UK income tax at the higher rate (40%) or the additional rate (45%) must account to HM Revenue & Customs for the further tax due of 20% (or 25% in the case of an additional rate taxpayer) on the gross amount of the interest. A basic rate taxpayer has no further tax liability. Shareholders who are non-tax payers or able to benefit from the starting rate of tax savings income may reclaim all or part of the tax deducted from HM Revenue & Customs.

Individual Shareholders should note that a Personal Savings Allowance exempts from tax the first £1,000 of savings income of basic rate taxpayers (£500 for higher rate taxpayers). The allowance is not available to additional rate taxpayers. It is expected that Finance Act 2017 will abolish the requirement for a Fund to deduct income tax from interest distributions to individual Shareholders.

Corporate Shareholders, individuals who are resident outside the UK, persons who are unlikely to have net income subject to income tax and certain others who are exempt from tax on income, including pension funds, charities and individuals whose Shares are held through an ISA may be eligible to receive interest distributions without the deduction of UK income tax.

(b) **Corporation tax**

(i) **Dividend distributions**

Shareholders within the charge to UK corporation tax are subject to tax on a dividend distribution of a Fund unless it falls within an exemption. Subject to the "corporate streaming" rules below, it is expected that most dividend distributions paid by a Fund should be exempt from the charge to UK corporation tax.

General insurance and other companies within the charge to corporation tax for whom a dividend distribution is not treated as a trading receipt are within the scope of the "corporate streaming rules". Such Shareholders receive dividend distributions as franked investment income (in respect of which no liability to UK corporation tax should arise depending on the availability of exemptions) to the extent that the gross income less tax from which the distributions are made is franked investment income. To the extent that the gross income less tax from which the dividend distributions are made is not wholly

franked investment income, that part of the distribution is received as an annual payment from which UK income tax at the basic rate of 20% is deemed to have been deducted (or, where relevant, an amount of foreign income in respect of which foreign tax has been paid), the gross amount of which will be chargeable to UK corporation tax at the rate applicable to a UK resident corporate Shareholder but with credit for the UK income tax treated as deducted (or foreign tax treated as paid). The current main rate of UK corporation tax is 20%. The percentages to be used to calculate the allocation between franked investment income and unfranked income received will be set out on the tax voucher.

The corporate streaming rules also limit the maximum amount of UK income tax that may be reclaimed from HM Revenue & Customs on the unfranked stream. The maximum amount reclaimable by a corporate Shareholder is (broadly) the corporate Shareholder's portion of the relevant Fund's net liability to UK corporation tax in respect of gross income for the distribution period in question. The tax voucher will state the relevant Fund's net liability to UK corporation tax in respect of the gross income for the distribution period in question. Additional information may also be provided on the tax voucher, for example, the net liability per Share. Specific additional rules may also apply to certain Shareholders within the charge to UK corporation tax.

The United Kingdom Government on 6 June 2013 announced a consultation on the future of the loan relationships regime which includes proposals potentially to reform the treatment of Shareholders summarised in the preceding paragraphs.

The above treatment will not apply where the Fund is a "bond fund" (as to which see below).

(ii) **Interest distributions**

Shareholders who are eligible to receive interest distributions gross include, inter alia, companies within the charge to UK corporation tax, UK charities, UK tax-exempt pension funds and ISA plan managers, provided that evidence is received of their eligibility to receive such payments gross.

Where interest distributions are made net, a UK resident corporate Shareholder will be treated as receiving a payment of yearly interest (the "gross amount" of the interest distribution) from which tax has been deducted (currently at 20%). Such a Shareholder will be liable to UK corporation tax on the gross amount of the interest distribution, but will be entitled to credit for the tax deducted at source, and repayment of any excess of the tax credit over the liability to UK corporation tax.

(c) **Income tax and corporation tax - certain Shareholders**

(i) **Charities and pension funds**

Any income tax withheld from interest distributions and paid to the HM Revenue & Customs is repayable to charities and pension funds which are exempt from UK income tax on their investment income.

(ii) **ISAs and JISAs**

UK income tax withheld from interest distributions and paid to HM Revenue & Customs is repayable to the ISA plan manager (on behalf of the plan investor).

(iii) **Non-resident Shareholders**

Interest distributions may be made without deduction of tax, inter alia, to a Shareholder who certifies to the Company that he or she is an individual who is not resident in the UK, or which is a company that is a "reputable financial intermediary" that the Company believes to be acting for a Shareholder that is not resident in the UK.

Shareholders who are not resident in the UK may be entitled to a repayment in respect of the tax deducted from an interest distribution. This entitlement is generally dependent on the particular Shareholder's circumstances and the terms of any double taxation agreement between the UK and the Shareholder's country of residence; typically these provide for full or partial repayment of tax deducted from interest distributions.

(d) **Tax on gains**

For Shareholders in a Fund who are resident in the UK, the disposal of Shares in the Fund or the exchange of Shares in one Fund for Shares in another Fund is treated as a redemption and sale and may give rise to a liability to capital gains tax or corporation tax on chargeable gains in respect of gains arising from the disposal. Exchanges between classes of Shares within a Fund should not give

rise to a liability to UK capital gains tax or UK corporation tax on chargeable gains, depending on the circumstances.

In respect of the Accumulation Shares, income arising from these Shares is accumulated and added to the capital property of the Fund. As a result, such amounts should be added to the acquisition cost of such Accumulation Shares when calculating the capital gain realised on their disposal for UK capital gains tax or corporation tax on chargeable gains purposes.

Individuals who are resident in the UK are only liable to UK capital gains tax (at the current rate of 10% or, in the case of higher rate taxpayers and additional rate taxpayers, 20%) if their total chargeable gains (net of allowable losses) in the year exceed the annual exemption (£11,100).

Shareholders within the charge to UK corporation tax are chargeable to corporation tax on all such gains and net chargeable gains will normally be added to the profits charged to UK corporation tax. Indexation relief will be available. If during a corporate Shareholder's accounting period more than 60% of the property of a Fund is at any time invested in interest-paying investments or similar assets (making the Fund a "bond fund"), then the Shareholder must instead treat its holding as a creditor loan relationship subject to a fair value basis of accounting for UK corporation tax purposes and any interest distributions or non-dividend distributions as profits derived from such creditor loan relationship.

The United Kingdom Government on 6 June 2013 announced a consultation on the future of the loan relationships regime which includes proposals potentially to reform the treatment of Shareholders summarised in the preceding paragraphs.

(e) **Income equalisation**

Since the Company operates income equalisation, the first allocation made after the acquisition of Shares in any Fund will include an amount of equalisation. This amount represents the ACD's best estimate of the income included in the price at which the Shares were acquired (subject to grouping where appropriate) and represents a capital repayment for UK tax purposes which is not subject to UK income tax or UK corporation tax but which should be deducted from the cost of Income Shares in arriving at any capital gain realised on their subsequent disposal.

13.3 Other taxes

From 30 March 2014, no SDRT is charged on the surrender of Shares to a Fund, with the exception of surrenders in respect of which a Shareholder receives a non-pro rata in specie redemption resulting in a transfer of underlying assets. In this instance, the SDRT will be a liability of the recipient of the underlying assets.

13.4 EU Savings Directive

Under the EU Council Directive 2003/48/EC on taxation of savings income in the form of interest payments (the "**Directive**") Member States of the European Union ("**Member States**") are required to provide to the tax authorities of other Member States details of payments of interest and other similar savings income paid by a person who is a "paying agent" to an individual (or certain other residual entities) resident in another Member State. Austria will generally apply a withholding tax for a transitional period, unless during such period it elects otherwise. The rate of withholding tax in Austria is 35%. For a collective investment scheme, income may include distributions or dividends whether paid or accumulated, together with income arising as result of the sale or redemption of shares. Investors resident in prescribed territories outside the EU may also be included in the exchange of information. Information on these territories can be obtained from HM Revenue & Customs or your professional adviser. The structure of the Company and the investment policy of a particular Fund may mean that savings income realised by certain Shareholders may be subject to the obligations imposed by the Directive.

The European Council on 24 March 2014 adopted a new directive amending the Directive, with a view to closing existing loopholes and eliminating tax evasion. These changes, which are material, in particular relate to the scope of, and mechanisms implemented by, the Directive, including the categorisation of the Company for such purposes. On 10 November 2015, the European Council adopted a further directive repealing the Directive with effect from 1 January 2016, subject to certain transitional arrangements.

13.5 UK information reporting regime

Under section 18 of the Taxes Management Act 1970, financial institutions are required to report to HM Revenue & Customs payments of interest. This reporting regime requires OEICs to report details of interest distributions paid to UK, and many non-UK, Shareholders. Dividend distributions and payments made to ISA investors are unaffected. The Company may also report information about Shareholders to HM Revenue & Customs in compliance with its domestic (and any overseas) obligations relating to FATCA, the US-UK IGA and any other similar intergovernmental agreements for the automatic exchange of tax information which may be entered into and implemented by the UK (as to which see below).

13.6 FATCA and similar measures

Under the Foreign Account Tax Compliance Act provisions contained in sections 1471 to 1474 of the United States Internal Revenue Code and US Treasury Regulations made thereunder (together, as amended from time to time, "**FATCA**") and legislation enacted in the UK to implement the Intergovernmental Agreement ("I**GA**") between the United States and the UK (the "**US-UK IGA**"), the Company is required to report certain information about "**Specified United States persons**" (as defined in Regulation 1.1473-1(c) of such US Treasury Regulations) that own, directly or indirectly, an interest in the Company. If the Company does not comply with these obligations, it will be subject to a 30 per cent withholding tax (a "**FATCA Deduction**") on certain payments to it of US source interest and dividends (from 1 July 2014) and proceeds from the sale of property that could give rise to US source interest or dividends (from 1 January 2019).

While the Company will seek to satisfy its obligations under the US-UK IGA and the associated implementing legislation in the UK to avoid the imposition of any FATCA Deductions, the ability of the Company to satisfy such obligations will depend on receiving relevant information and/or documentation about each Shareholder and the direct and indirect beneficial owners of the Shares (if any). There can be no assurance that the Company will be able to satisfy such obligations. If a Shareholder, or any related party, causes the Company to suffer a FATCA Deduction or other financial penalty, cost, expense or liability, or the Company is required to make a FATCA Deduction from such Shareholder, the Company may compulsorily redeem any Shares of such Shareholder and take any action required to ensure that the FATCA Deduction or other financial penalty and associated costs, expenses and liabilities are economically borne by such Shareholder.

The UK has also signed inter-governmental agreements with Jersey, Guernsey, the Isle of Man and Gibraltar (the "**UK CDOT IGAs**") that impose similar requirements to the US-UK IGA and enacted legislation to implement the UK CDOT IGAs in the UK. Under the terms of the UK CDOT IGAs, the Company will be required to identify accounts held directly or indirectly by specified persons in Jersey, Guernsey, the Isle of Man and Gibraltar and report information on such persons to HMRC, which will exchange such information, on an automatic basis annually, with the respective tax authorities in Jersey, Guernsey, the Isle of Man and Gibraltar.

The OECD has also proposed rules for the Automatic Exchange of Information in Tax Matters, which provides due diligence and reporting rules for financial institutions in participating jurisdictions. Together, these rules comprise the "Common Reporting Standard" ("**CRS**"). The CRS, which is based in large part on the U.S. FATCA rules, provides a uniform set of guidelines that addresses (i) the types of information to be exchanged by participating jurisdictions, (ii) the time and manner of exchange and (iii) the confidentiality of data and safeguards that must be respected. Financial institutions in a participating jurisdiction will need to file annual information reports with their local tax authorities, which authorities will then automatically exchange that information with the tax authorities in other participating jurisdictions. The Company qualifies as a financial institution subject to CRS.

The CRS became effective on 1 January 2016 for countries on the "early adopters" list, including the UK, with the first information reports being exchanged in 2017. In consequence, from 2017 the Company may be required to disclose to the UK HM Revenue & Customs account information about any Shareholders (and in some cases, beneficial holders) that are tax-resident in another participating jurisdiction to avoid the imposition of financial penalties. All prospective investors should consult with their own tax advisers regarding the possible implications of FATCA, CRS and any other similar legislation and/or regulations on their investments in the Company.

14 Winding-up and Termination

14.1 Termination of a Fund

A Fund may be terminated:

(a) if an extraordinary resolution of the Shareholders is passed to that effect; or

(b) on the date of effect stated in any agreement by the FCA to a request by the ACD for the termination.

(c) upon the occurrence of any other relevant specified event under COLL.

Eligible registered Shareholders will be informed in advance in writing if a Fund is to be terminated or has its authorisation revoked by the FCA.

Termination of a Fund commences upon the later of the time for termination of the Fund determined in accordance with the above circumstances and the time at which the FCA, having been supplied with a statement confirming the solvency of the Fund, approves, pursuant to the OEIC Regulations, the necessary changes to the Instrument of Incorporation and this Prospectus which would result from the termination of the Fund.

On the termination of a Fund (other than in accordance with an approved scheme of amalgamation or reconstruction) the ACD is required as soon as practicable after the Fund falls to be terminated to realise the property of the Fund and pay the liabilities of the Fund out of the proceeds.

Provided that there are sufficient liquid funds in the relevant Fund property available after making adequate provision for the expenses of the termination and the discharge of the liabilities remaining to be discharged, the

ACD may arrange for the Depositary to make one or more interim distributions out of the property of the Fund to the Shareholders proportionately to the right to participate in the Fund property attached to their respective Shares as at the date of the commencement of the termination.

When the ACD has caused all the Fund property to be realised and all of the liabilities known to the ACD to be met, the ACD shall arrange for the Depositary to make a final distribution, on or prior to the date on which the termination account is sent to Shareholders, of the balance remaining (net of a provision for any further expenses of the termination) to the Shareholders in the proportions stated above.

If a Fund is to be terminated in accordance with an approved scheme of amalgamation or reconstruction, the ACD is required to terminate the relevant Fund in accordance with the resolution of holders approving such a scheme.

Where the Company and one or more Shareholders (other than the ACD) agree, the requirement to realise the property of a Fund shall not apply to that part of the property which is proportionate to the right of that or those Shareholders, and the ACD may distribute that part in the form of property, after making such adjustments or retaining such provision as appears appropriate to the ACD for ensuring that that or those Shareholders bear a proportionate share of the liabilities and expenses.

Where any sum of money (including unclaimed distributions) still stands to the account of the property of a Fund, the ACD shall instruct the Depositary to retain such sum in an account separate from any other part of the property of the Company in accordance with the FCA Rules.

14.2 Winding-up of the Company

The Company is to be wound-up:

(a) if an extraordinary resolution of holders is passed to wind-up the Company; or

(b) when the period (if any) fixed for the duration of the Company by the Instrument of Incorporation expires or any event occurs, for which the Instrument of Incorporation provides that the Company is to be wound up; or

(c) on the date of effect stated in any agreement by the FCA in response to a request by the ACD for the winding up of the Company, albeit that such agreement is subject to there being no material change in any relevant factor prior to the date of the revocation.

(d) upon the occurrence of any other relevant specified event under COLL.

The Company may only be wound-up under the FCA Rules if the Company is solvent and there is no vacancy in the position of the ACD. If the Company is insolvent, or there is such a vacancy, the Company may only be wound-up under Part V of the Insolvency Act 1986 as an unregistered company.

On a winding-up (other than in accordance with an approved scheme of amalgamation or reconstruction) the ACD is required as soon as practicable after the time the Company falls to be wound-up, to realise the property of the Company and pay the liabilities of the Company out of the proceeds. Liabilities of the Company attributable to a particular Fund shall be met out of the property attributable or allocated to such a Fund.

After making adequate provision for the expenses of the winding-up and the discharge of the liabilities of the Company remaining to be discharged, the ACD may arrange for the Depositary to make one or more interim distributions, and then a final distribution of the proceeds of the realisation of the property attributable or allocated to each Fund to the holders in each Fund, proportionately to the right to participate in the Scheme Property attached to their respective Shares.

If the Company is to be wound-up in accordance with an approved scheme of amalgamation or reconstruction, the ACD is required to wind-up the Company in accordance with a resolution of holders approving such scheme.

Where the Company and one or more Shareholders (other than the ACD) agree, the requirement to realise the property of the Company shall not apply to that part of the property which is proportionate to the right of that or those Shareholders, and the ACD may distribute that part in the form of property, after making such adjustments or retaining such provision as appears to the ACD appropriate for ensuring that that or those Shareholders bear a proportionate share of the liabilities and expenses.

If any sum of money is unclaimed or stands to the account of the Company at the date of its dissolution, the ACD shall arrange for the Depositary to pay such sum into court within one month after that date in accordance with the OEIC Regulations.

15 Risk Factors

15.1 General risks

(a) **Risks inherent in the holding of securities**

Shareholders should be aware that there are risks inherent in the holding of securities:-

(i) Past performance is no guide to the future. The value of Shares, and any income from them, can go down as well as up, particularly in the short term, meaning that an investment may not be returned in full.

(ii) The tax treatment of the Funds may change and such changes cannot be foreseen.

(b) **Liabilities of the Company**

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

(c) **Dilution adjustment**

The Share price of a Fund may be adjusted to counter the impact of dealing and other costs on occasions when the ACD considers the effect of dilution may be material.

(d) **Suspension of dealings in Shares**

Shareholders are reminded that in certain circumstances their right to redeem Shares (including a redemption by way of exchanging) may be suspended (see 10.2 "Suspension of Dealings").

(e) **Charges to capital**

The fees and/or charges of each Class for each Fund are allocated to income which will reduce the amount of income available for distribution to Shareholders. Where there is insufficient income to meet such charges, any balance will be taken from capital. Where fees and or charges are charged against capital rather than income, this may constrain future capital growth.

(f) **Investment opportunities**

There is no guarantee that there will be a sufficient number of appropriate investment opportunities available when the ACD is seeking to make or to diversify investments in the interests of a Fund. Accordingly there is no guarantee that the objective of a Fund will be achieved.

(g) **Performance fee**

In a falling market, a Fund may fall in value whilst outperforming its Benchmark. In these circumstances a Fund will be liable to accrue a fee to the Reserve even though the value of the Fund has decreased during the relevant period. The Reserve is invested in the Fund and the value of the Reserve may therefore rise or fall depending on the performance of the Fund.

15.2 Specific risks

(a) **Currencies**

Currency fluctuations may adversely affect the value of a Fund's investments and the income thereon and, depending on a Shareholder's currency of reference, currency fluctuations may adversely affect the value of their investment in Shares.

(b) **Liquidity and settlement risks**

The Company is exposed to a credit risk on parties with whom it trades and bears the risk of settlement default. Shareholders should note that some of the markets in which the Company may invest may be insufficiently liquid or highly volatile from time to time and this may result in fluctuations in the price of the Shares. In addition, market practices in relation to the settlement of certain securities transactions and the custody of assets could provide increased risks.

(c) **Counterparty risk**

The Company takes a credit risk on counterparties with which it trades.

(d) **Concentration risk for UK Equity Fund**

The UK Equity Fund generally holds a smaller number of different stocks than many other funds. This means that the performance of a single stock within the portfolio may have a greater effect on the Net Asset Value of the UK Equity Fund.

(e) **Management risk**

The investment performance of the Company is substantially dependent on the services of the Portfolio Manager, the ACD and the Investment Advisers. In the event of the death, disability, departure, insolvency or withdrawal of the key personnel of any of these entities, the performance of the Company may be adversely affected.

(f) **Risks associated with derivative instruments**

While the prudent use of derivative instruments can be beneficial, derivatives also involve risks

different from, and in certain cases greater than, the risks presented by more traditional investments including: (1) dependence on the ability to predict movements in the prices of securities being hedged and movements in interest rates; (2) imperfect correlation between the price movements of the derivatives and price movements of the related investment; (3) the fact that skills needed to use these instruments are different from those needed to select the Fund's securities; (4) the possible absence of a liquid market for any particular instrument at any particular time; (5) possible impediments to effective portfolio management or the ability to meet redemptions; and (6) possible losses arising from an unexpected application of law or regulation or arising as a result of the unenforceability of a contract.

A Fund may enter into transactions in OTC markets that expose it to the credit of its counterparty and its ability to satisfy the terms of such contracts. Where the Fund enters into derivatives, it will be exposed to the risk that the counterparty may default on its obligations to perform under the relevant contract. In the event of a bankruptcy or insolvency of a counterparty, the Fund could experience delays in liquidating the position and may incur a significant loss. There is also a possibility that ongoing derivative transactions will be terminated unexpectedly as a result of events outside the control of the Company, for instance, bankruptcy, supervening illegality, a substantial decline in the Net Asset Value or a change in the tax or accounting laws relative to those transactions at the time the agreement was originated. In accordance with standard industry practice, it is the Company's policy to net exposures against its counterparties. The Funds will only enter into OTC derivatives transactions and efficient portfolio management techniques with reputable institutions which are subject to prudential supervision and specialising in these types of transactions.

The Funds may be invested in certain derivative instruments, which may involve the assumption of obligations as well as rights and assets. Assets deposited as margin with brokers may not be held in segregated accounts by the brokers and may therefore become available to the creditors of such brokers in the event of their insolvency or bankruptcy.

The Funds may enter into contracts for differences or "swap" transactions with a view to effecting synthetic short positions in certain securities, sectors or indices. The swap market has grown substantially in recent years with a large number of banks and investment banking firms acting both as principals and as agents utilising standardised swap documentation. As a result, the swap market has become liquid but there can be no assurance that a liquid secondary market will exist at any specified time for any particular swap. Derivatives do not always perfectly or even highly correlate or track the value of the securities, rates or indices they are designed to track. Consequently, a Fund's use of derivative techniques may not always be an effective means of, and sometimes could be counter-productive to, achieving the Fund's investment objective. An adverse price movement in a derivative position may require cash payments of variation margin by the Fund that might in turn require, if there is insufficient cash available in the portfolio, the sale of the Fund's investments under disadvantageous conditions.

Use of derivatives generally may result in a Fund being leveraged and can result in increased volatility in the net asset value of a Fund.

(g) **Specific risks associated with efficient portfolio management techniques including stockmarket hedging**

Stock lending and repurchase/reverse repurchase transactions ("**EPM techniques**") involve certain risks. There is no assurance that a Fund will achieve the objective for which it entered into a transaction.

Repurchase/reverse repurchase transactions might expose a Fund to risks similar to those associated with derivative instruments, as described above. Stock loans may, in the event of a counterparty default or an operational difficulty, be recovered late and only in part, which might restrict the Fund's ability to complete the sale of securities or to meet redemption requests.

The use of derivatives for the purposes of stockmarket hedging may add to a Fund's returns during periods of stockmarket declines and detract from them during periods when stockmarket returns exceed those on cash.

(h) **Collateral**

A Fund's exposure to its counterparty will be mitigated by the fact that the counterparty will forfeit its collateral if it defaults on the transaction. If the collateral is in the form of securities, there is a risk that when it is sold it will realise insufficient cash to settle the counterparty's debt to the Fund or to purchase replacements for the securities that were lent to the counterparty.

Treatment of collateral will vary according to the type of transaction and where it is traded. There could be significant differences in the treatment of your collateral depending on whether you are trading on a recognised or designated investment exchange, with the rules of that exchange (and

associated clearing house) applying, or trading off exchange. Deposited collateral may lose its identity as your property once dealings on your behalf are undertaken. Even if your dealings should ultimately prove profitable, you may not get back the same assets which you deposited and may have to accept payment in cash.

In the event that the Fund reinvests cash collateral in one or more of the permitted types of investment that are described in Part Five: Investment And Borrowing Powers And Restrictions below, there is a risk that the investment will earn less than the interest that is due to the counterparty in respect of that cash and that it will return less than the amount of cash that was invested. There is also a risk that the investment will become illiquid, which would restrict the Fund's ability to recover its securities on loan, which might restrict the Fund's ability to complete the sale of securities or to meet redemption requests.

(i) **Net Asset Value**

Whilst the Company may use the latest available published price in respect of each investment in order to calculate the Net Asset Value it reserves the right to use more recent valuations where this is considered appropriate. Such valuations may be based on an estimate of a more recent price of any unit or share in an underlying investment fund of other collective investment undertaking in which a Fund invests obtained from or calculated on the basis of more recent information received from the underlying fund or undertaking or any of its service providers or agents. Subject to the FCA rules, in the event that a price or valuation estimate accepted by the Company in relation to an underlying investment subsequently proves to be incorrect or varies from a final published price no adjustment to the Net Asset Value or Shares in issue will be made unless the ACD deems it appropriate in the circumstances.

(j) **Conflicts of interest**

The ACD and its associates may, from time to time, act as portfolio managers or advisers to other funds or sub-funds which follow similar investment objectives to those of the Funds. It is therefore possible that the ACD and its associates may in the course of their business have potential conflicts of interest with the Company or a particular Fund. The ACD and its associates will, however, have regard in such event to their obligations under the ACD Agreement and relevant portfolio management agreements and, in particular, to their obligation to act in the best interests of the Company so far as practicable, having regard to their 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 the depositary of other open-ended investment companies with variable capital and as trustee or custodian of other collective investment schemes.

The FCA Rules contain provisions on conflict of interest governing any transaction concerning the Company which is carried out by or with any "affected person", which means the Company, an associate of the Company, the ACD, an associate of the ACD, the Depositary, an associate of the Depositary, any Portfolio Manager and any associate of any Portfolio Manager.

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

Investment of the property of the Company may be made on arm's length terms through a member of an investment exchange (acting as principal) who is an affected person in relation to the ACD. Neither the ACD nor any such affected person will be liable to account to the Company or to the holders of Shares for any profit made or derived out of such dealings. In addition, the ACD is under no obligation to account to the Depositary or the Shareholders for any profit it makes on the issue or reissue of Shares or cancellation of Shares which it has redeemed.

(k) **Use of dealing commissions**

The ACD may effect transactions or arrange for the effecting of transactions through brokers with whom it has arrangements whereby the broker agrees to use a proportion of the commission earned on such transactions to discharge the broker's own costs or the costs of third parties in providing certain services to the ACD as permitted under the FCA Rules. Specifically, the ACD may agree that a broker shall be paid a commission in excess of the amount another broker would have charged for effecting such transaction so long as, in the good faith judgement of the ACD concerned, the amount

of the commission is reasonable in relation to the value of the brokerage and other services provided or paid for by such broker. Such services, which may take the form of research, analysis and advisory services, including (depending on the precise nature of the services) market price services, electronic trade confirmation systems or third party electronic dealing or quotation systems, may be used by the ACD concerned in connection with transactions in which the Company may or may not participate.

(l) **Fixed interest securities**

Fixed interest securities are particularly affected by trends in interest rates and inflation. If interest rates increase, capital values may fall and vice versa. Inflation will erode the real value of capital. In addition, companies may not be able to honour repayment on bonds they issue.

(m) **Geographic risk**

The Global Equity Fund and the Global Balanced Fund may at times be invested in securities of companies which are considered to be in emerging markets. There are significant risks involved in investing in emerging markets, including liquidity risks, currency risks, political and social instability, the possibility of nationalisation of assets or other governmental interference, or the establishment of foreign exchange controls which may include the suspension of the ability to transfer currency from a given country.

(n) **Change of Benchmark**

Each of the Funds measures its performance against a Benchmark. In the event that a Benchmark ceases to exist or be accepted as a valid index for the relevant Fund, the Portfolio Manager may propose an appropriate alternative. In the event that a change to the Benchmark may impact on the risk profile of the Fund, the Company may be required to seek the approval of Shareholders.

15.3 Shanghai-Hong Kong Stock Connect

Each of the Global Balanced and Global Equity Funds may invest in China A Shares through Shanghai-Hong Kong Stock Connect ("**Stock Connect**"). Trading through Stock Connect carries additional risks as summarised below.

(a) **Daily Trade Quotas**

Stock Connect is currently subject to both daily and aggregate trading caps which if exceeded will lead to suspension of trading for that day or other relevant period which may mean that an order to purchase China A shares cannot be processed. Under the Stock Connect rules a Fund will always be able to sell China A shares regardless of whether the daily or aggregate quota has been exceeded. The daily or aggregate quotas can be changed from time to time without prior notice.

(b) **Segregation**

The China A shares are held by third party securities settlement systems in Hong Kong ("**HKSCC**") and the PRC ("**ChinaClear**") where they are mixed with other investors' assets and may be subject to lower safekeeping, segregation and record keeping requirements than investments held domestically or in the European Union.

(c) **Not covered by Investor Compensation Fund**

Transactions in Stock Connect will not be covered by the Investor Compensation Scheme in Hong Kong nor the equivalent scheme in the People's Republic of China.

(d) **Restrictions on Trading Days and Intraday Trading**

Stock Connect will only operate when banks in Hong Kong and the People's Republic of China are both open. It is not possible to buy and sell shares on the same day on Stock Connect.

(e) **Restrictions on extent of foreign holding of China A shares**

There are restrictions on the amount of China A shares which a single foreign investor is permitted to hold and restrictions on the combined holdings of all foreign investors in a single company's China A shares. Where those limits are reached, no further purchase of those shares will be permitted until the holding is reduced below the threshold and if the thresholds are exceeded, the relevant issuer of the China A shares may sell those shares to ensure compliance with Chinese law which may mean that the relevant China A shares are sold at a loss.

(f) **Risk that beneficial ownership not recognised**

China A Shares traded through Stock Connect are uncertificated and are held in the name of HKSCC or its nominee. PRC law may not recognise the Fund's beneficial ownership of the China A shares and, in the event of a default of ChinaClear, it may not be possible for the Fund's China A shares to be recovered.

(g) **Risk that unable to enforce legislation**

It is considered unlikely that ChinaClear will become insolvent but, if it does so, HKSCC is likely to seek to recover any outstanding China A shares from ChinaClear through available legal channels but it is not obligated to do so. If HKSCC does not enforce claims against ChinaClear the Fund may not be able to recover its China A shares.

(h) **Currency risk/currency conversion as shares denominated in RMB**

China A shares are denominated in Renminbi (RMB) and as RMB is not the base currency of the Fund the ACD may have to convert payments from RMB into sterling when realising China A Shares and convert sterling into RMB when purchasing China A Shares. The exchange rate for RMB may be affected by, amongst other things, any exchange control restrictions imposed by the government in the PRC which may adversely affect the market value of the Fund.

(i) **Eligibility of shares for trading on Stock Connect**

Not all China A shares are eligible for trading through Stock Connect and if a China A share ceases to be eligible, further purchases of such shares will not be permitted, although the Fund will always be able to sell such shares.

(j) **Uncertainty of tax position**

The tax treatment of China A shares is uncertain and particularly whether capital gains tax applies. There is a risk that capital gains realised may be subject to additional taxation in the future.

In light of the legal and regulatory uncertainties in China, the Company reserves the right to make any provision for taxes or to deduct or to withhold an amount on account of taxes (which may be payable by a Fund to the Chinese tax authorities in respect of its investments in China) from the assets of the relevant Fund. The amount of provision (if any) will be disclosed in the annual financial statements of the Company. Any provision for taxes made by the Company may be more or less than the Fund's actual Chinese tax liabilities. If the Company does not set aside enough to meet these tax obligations, then the shortfall may be debited from the Fund's assets to meet its actual Chinese tax liabilities. As a result, the income from, and/or the performance of a Fund may be reduced/adversely affected and the impact/degree of impact on the individual Shareholders may vary, depending on factors such as the level of the Fund's provision for taxes and the amount of the shortfall at the relevant time and when the relevant Shareholders subscribed for and/or redeemed their Shares in the Fund.

(k) **Risk of default of HKSCC**

The Fund's ability to invest through Stock Connect is subject to the performance by Hong Kong Securities Clearing Company of its obligations and any failure or delay by HKSCC may result in the failure of settlement, or loss of China A shares.

(l) **General market risk**

Investing in China A shares involves special considerations and risks, including without limitation greater price volatility, less developed regulatory and legal framework, economic, and social and political instability of the stock market in the People's Republic of China.

(m) **Novelty of Stock Connect**

Stock Connect is a new and relatively untested scheme whose rules may change at any time in a manner which may adversely impact the Funds.

PART FIVE: INVESTMENT AND BORROWING POWERS AND RESTRICTIONS

1 Investment and Borrowing: General

1.1 The property of each Fund will be invested with the aim of achieving the investment objective of that Fund subject to the limits on investment set out in this Prospectus, in Chapter 5 of the FCA Rules applicable to UCITS schemes, ISA regulations (where applicable) and the relevant Fund's investment policy. These limits apply to each Fund as summarised below.

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

1.3 The rules in this section relating to spread of investments do not apply until the expiry of a period of six months after the date on which the authorisation order of the relevant Fund takes effect or on which the initial offer commenced, if later, provided that the Fund aims to provide a prudent spread of risk during such period.

2 Overview of Restrictions Derived from the UCITS Directive

2.1 The Scheme Property of each Fund, subject to its investment objective and policy and except where otherwise provided in COLL 5 only consist of any or all of:

(a) transferable securities;

(b) approved money market instruments;

(c) permitted derivatives and forward transactions;

(d) permitted deposits;

(e) permitted units in collective investment schemes; and

(f) movable and immovable property that is essential for the direct pursuit of the Company's business.

2.2 Transferable securities and approved money market instruments held within a Fund must (subject to paragraph 2.3 of this Part of the Prospectus) be:

(a) admitted to or dealt in on an eligible market as described in paragraphs 3.1and 3.2 below; of this Part of the Prospectus; or

(b) for an approved money market instrument not admitted to or dealt in on an eligible market, within paragraph 9.1 of this Part of the Prospectus: or

(c) recently issued transferable securities (provided that the terms of 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).

2.3 Not more than 10% in value of the Scheme Property of a Fund is to consist of transferable securities and approved money market instruments (other than those that are referred to in paragraph 2.2).

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

3 Eligible Markets Requirements

3.1 A market is eligible for the purposes of paragraph 2.2 of this Part of the Prospectus if it is:

(a) a regulated market (as defined for the purposes of the FCA Rules);

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

(c) any market within paragraph 3.2 below of this Part of the Prospectus.

3.2 If a market does not fall within paragraph 3.1 above of this Part of the Prospectus it may be eligible if the ACD, after consultation and notification with the Depositary, decides that:

(a) the market is appropriate for investment of, or dealing in, the Scheme Property;

(b) the market is included in a list in the Prospectus; and

(c) the Depositary has taken reasonable care to determine that adequate custody arrangements can be provided for the investment dealt in on that market and all reasonable steps have been taken by the ACD in deciding whether that market is eligible.

3.3 In paragraph 3.2 above of this Part of the Prospectus a market must not be considered appropriate unless it is regulated, operates regularly, is recognised as a market or exchange or as a self-regulating organisation by an

overseas regulator, is open to the public, is adequately liquid and has adequate arrangements for unimpeded transmission of income and capital to or to the order of Shareholders.

3.4 The eligible securities and derivatives markets for each Fund of the Company are set out under Part Six: Eligible Markets.

3.5 New eligible securities markets may be added to the existing list in accordance with the FCA Rules.

4 What are Transferable Securities

4.1 A transferable security is an investment falling within the following articles of the Regulated Activities Order:

(a) article 76 (Shares etc.);

(b) article 77 (Instruments creating or acknowledging indebtedness);

(c) article 77A (alternative debentures);

(d) article 78 (Government and public securities);

(e) article 79 (Instruments giving entitlement to investments); or

(f) article 80 (Certificate representing certain securities).

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

4.3 In applying paragraph 4.2 above of this Part of the Prospectus to an investment which is issued by a body corporate, and which is an investment falling within paragraphs 4.1(a) or 4.1(b) above of this Part of the Prospectus, the need for any consent on the part of the body corporate or any members or debenture holders of it may be ignored.

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

5 Investment in Transferable Securities

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

(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 Shares at the request of any qualifying Shareholder under COLL 6.2;

(c) reliable valuation is available for it 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 it 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.

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

(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.

6 Closed End Funds Constituting Transferable Securities

6.1 A unit in a closed end fund shall be taken to be a transferable security for the purposes of investment by a Fund, provided it fulfils the criteria for transferable securities set out in section 5 above of this Part of the Prospectus (Investment in Transferable Securities), and either:

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

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

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

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

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

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

7 Transferable Securities Linked to Other Assets

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

(a) fulfils the criteria for transferable securities set out in section 5 above of this Part of the Prospectus (Investment in Transferable Securities); and

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

7.2 Where an investment in paragraph 7.1 above of this Part of the Prospectus contains an embedded derivative component the requirements of this section with respect to derivatives and forwards will apply to that component.

8 Approved Money-Market Instruments

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

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

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

(b) has a residual maturity of up to and including 397 days;

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

(d) has a risk profile, including credit and interest rate risks, corresponding to that of an instrument which has a maturity as set out in paragraphs 8.2(a) or 8.2(b) above of this Part of the Prospectus or is subject to yield adjustments as set out in paragraph 8.2(c) above of this Part of the Prospectus.

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

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

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

(b) based either on market data or on valuation models including systems based on amortised costs.

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

9 Money-Market Instruments with a Regulated Issuer

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

(a) the issue or the issuer is regulated for the purpose of protecting Shareholders and savings; and

(b) the instrument is issued or guaranteed in accordance with section 10 below of this Part of the Prospectus (Issuers and Guarantors of Money-Market Instruments).

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

(a) the instrument is an approved money-market instrument;

(b) appropriate information is available for the instrument (including information which allows an appropriate assessment of the credit risks related to investment in it), in accordance with section 11 below of this Part of the Prospectus (Appropriate Information for Money-Market Instruments); and

(c) the instrument is freely transferable.

10 Issuers and Guarantors of Money-Market Instruments

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

(a) issued or guaranteed by any one of the following:

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

(ii) a regional or local authority of an EEA State;

(iii) the European Central Bank or a central bank of an EEA State;

(iv) the European Union or the European Investment Bank;

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

(vi) a public international body to which one or more EEA States belong; or

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

(c) issued or guaranteed by an establishment which is:

(i) subject to prudential supervision in accordance with criteria defined by European Community law; or

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

10.2 An establishment shall be considered to satisfy the requirement in paragraph 10.1(c)(ii) above of this Part of the Prospectus if it is subject to and complies with prudential rules, and fulfils one or more of the following criteria:

(a) it is located in the European Economic Area;

(b) it is located in an OECD country belonging to the Group of Ten;

(c) it has at least investment grade rating;

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

11 Appropriate Information for Money-Market Instruments

11.1 In the case of an approved money-market instrument within paragraph 10.1(b) above of this Part of the Prospectus or issued by a body of the type referred to in COLL 5.2.10E(G); or which is issued by an authority within paragraph 10.1(a)(ii) above of this Part of the Prospectus or a public international body within paragraph 10.1(a)(vi) above of this Part of the Prospectus but is not guaranteed by a central authority within paragraph 10.1(a)(i) above of this Part of the Prospectus, the following information must be available:

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

(b) updates of that information on a regular basis and whenever a significant event occurs; and

(c) available and reliable statistics on the issue or the issuance programme.

11.2 In the case of an approved money-market instrument issued or guaranteed by an establishment within paragraph 10.1(c) above of this Part of the Prospectus, the following information must be available

(a) information on the issue or the issuance programme or on the legal and financial situation of the issuer prior to the issue of the instrument;

(b) updates of that information on a regular basis and whenever a significant event occurs; and

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

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

(a) within paragraphs 10.1(a)(i), 10.1(a)(iv) or 10.1(a)(v) above of this Part of the Prospectus; or

(b) which is issued by an authority within paragraph 10.1(a)(ii) above of this Part of the Prospectus or a public international body within paragraph 10.1(a)(vi) above of this Part of the Prospectus and is guaranteed by a central authority within paragraph 10.1(a)(i) above of this Part of the Prospectus;

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

12 Spread: General

12.1 This section 12 on spread does not apply to government and public securities.

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

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

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

12.5 The limit of 5% in paragraph 12.4 above of this Part of the Prospectus is raised to 25% in value of the Scheme Property in respect of covered bonds, provided that when a Fund invests more than 5% in covered bonds issued by a single body, the total value of covered bonds must not exceed 80% in value of the Scheme Property of a Fund.

12.6 Not more than 10% in value of the Scheme Property of a Fund is to consist of the units of any one collective investment scheme.

12.7 Not more than 20% in value of the Scheme Property of a Fund may consist of transferable securities and approved money market instruments issued by the same group (as referred to in paragraph 12.2 above of this Part of the Prospectus).

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

12.9 In applying the limits in paragraphs 12.3, 12.4, 12.6, 12.7 and 12.8 above of this Part of the Prospectus, and subject to paragraph 12.5 above of this Part of the Prospectus, not more than 20% in value of the Scheme Property of a Fund is to consist of any combination of two or more of the following:

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

(b) deposits made with; or

(c) exposures from OTC derivatives transactions or efficient portfolio management techniques made with;

a single body.

12.10 The Fund's counterparty risk arising from OTC derivative transactions or efficient portfolio management techniques is subject to the limits set out in paragraphs 12.8 and 12.9 above.

12.11 For the purposes of calculating the exposure to any one counterparty for the purposes of 12.8 above:

(a) the ACD must use the positive mark-to-market value of the OTC derivative contract with that counterparty;

(b) OTC derivative positions with the same counterparty may be netted provided that there are in place with that counterparty netting agreements:

(i) that the ACD is able legally to enforce against that counterparty on behalf of the Fund; and

(ii) that do not apply to any other exposures that the Fund may have with that same counterparty.

(c) collateral received by the ACD that is sufficiently liquid that it can be sold quickly at a price close to its pre-sale valuation can be used by the ACD to reduce the exposure of the Scheme Property of a Fund to the counterparty to an OTC derivative transaction entered into by that Fund;

(d) where the ACD passes collateral to a counterparty to an OTC derivative transaction, it must take that collateral into account in calculating its exposure to that counterparty; and

(e) collateral passed to the counterparty to an OTC derivative transaction in accordance with paragraph (d) above can be taken into account on a net basis only if the ACD is able legally to enforce netting agreements with that counterparty on behalf of the Fund.

12.12 For the purposes of the issuer concentration limits in this section 12, the underlying exposure of a Fund to a counterparty created through the use of OTC derivatives must be calculated using the "commitment approach" described in COLL 5.3.

12.13 For the purposes of paragraph 12.9 above of this Part of the Prospectus, any counterparty risk relating to OTC derivative transactions must be included in the calculation of exposures arising under such OTC derivative transactions.

13 Spread: Government and Public Securities

13.1 The following applies to government and public securities.

13.2 Where no more than 35% in value of the Scheme Property of a Fund is invested in government and public 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.

13.3 A Fund may invest more than 35% in value of its Scheme Property in government and public securities issued by any one body provided that:

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

(b) no more than 30% in value of the Scheme Property of a Fund consists of such securities of any one issue; and

(c) the Scheme Property of a Fund includes government and public securities of at least six different issues issued by that or another issuer.

13.4 In relation to government and public securities:

(a) issue, issued and issuer include guarantee, guaranteed and guarantor; and

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

13.5 Notwithstanding paragraph 12.1 above of this Part of the Prospectus and subject to paragraphs 13.2 and 13.3 above of this Part of the Prospectus, in applying the 20% limit in paragraph 12.9 above of this Part of the Prospectus with respect to a single body, government and public securities issued by that body shall be taken into account.

13.6 A Fund may invest over 35% of its Scheme Property in the securities issued by or on behalf of or guaranteed by those issuers listed under Part Seven: Government And Public Securities below.

14 Collective Investment Schemes

14.1 A Fund may invest up to 10% of its Scheme Property in units in other collective investment schemes (each an "**Investee Scheme**") including for the avoidance of doubt Shares in other Funds of the Company provided that the Investee Scheme complies with the following requirements:

(a) it is a scheme which complies with the conditions necessary for it to enjoy the rights conferred by the UCITS Directive; or

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

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

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

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

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

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

(e) it is a scheme which complies where relevant with paragraph 14.4 below of this Part of the Prospectus; and

(f) it is a scheme which has terms which prohibit more than 10% in value of its scheme property consisting of units in collective investment schemes.

14.2 For the purposes of this paragraph 14.2 each sub-fund of an umbrella scheme is to be treated as if it were a separate scheme. A Fund may invest in or dispose of Shares of another sub-fund (the "**Second Fund**") only if the following conditions are satisfied:

(a) the Second Fund does not hold Shares in any other sub-fund of the same Company umbrella scheme;

(b) the conditions set out in 14.3 and 14.4 below of this Part of the Prospectus are complied with; and

(c) the investing or disposing Fund must not be a feeder UCITS to the Company.

14.3 In accordance with COLL 5.2.15R, each of the Funds may invest in units in collective investment schemes managed or operated by (or, if it is an open-ended investment company, has as its authorised corporate director), the ACD or an Associate of the ACD.

14.4 The Funds must not invest in or dispose of units in another collective investment scheme (the second scheme), which is managed or operated by (or in the case of an open-ended investment company, has as its authorised corporate director), the ACD, or an Associate of the ACD, unless:

(a) there is no charge in respect of the investment in or the disposal of units in the second scheme; or

(b) the ACD is under a duty to pay to the Fund the following amount by the close of business on the fourth Business Day next after the agreement to invest in or dispose of shares in the second scheme:

(i) on investment, either:

- any amount by which the consideration paid by the Fund for the units in the second scheme exceeds the price that would have been paid for the benefit of the second scheme had the units been newly issued or sold by it; or
- if such price cannot be ascertained by the ACD, the maximum amount of any charge permitted to be made by the seller of units in the second scheme;

(ii) on disposal, the amount of any charge made for the account of the authorised fund manager or operator of the second scheme or an Associate of any of them in respect of the disposal.

14.5 In paragraph 14.4 above, references to "**second scheme**" are to be taken to be references to the Second Fund where the Fund in question is investing in another Fund of the Company

14.6 In paragraphs 14.4(a) and 14.4(b) above of this Part of the Prospectus:

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

(b) any switching charge made in respect of an exchange of units in one sub-fund or separate part of the second scheme for units in another sub-fund or separate part of that scheme is to be included as part of the consideration paid for the units.

15 Investment in Nil and Partly Paid Securities

15.1 A transferable security or an approved money-market instrument on which any sum is unpaid may be held provided that it is reasonably foreseeable that the amount of any existing and potential call for any sum unpaid could be paid by the Fund, at any time when payment is required without contravening the FCA Rules.

16 Investment in Deposits

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

17 Significant Influence

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

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

(b) the acquisition gives the Company that power.

17.2 For the purposes of paragraph 17.1 above, the Company is to be taken to have power significantly to influence the conduct of business of a body corporate if it can, because of the transferable securities held by it, exercise or control the exercise of 20% or more of the voting rights in that body corporate (disregarding for this purpose any temporary suspension of voting rights in respect of the transferable securities of that body corporate).

18 Concentration

18.1 The Company must not hold more than:

(a) 10% of the transferable securities (other than debt securities) issued by a body corporate which do not carry rights to vote on any matter at a general meeting of that body; or

(b) 10% of the debt securities issued by any single body*; or

(c) 10% of the approved money market instruments issued by any single body*; or

(d) 25% of the units in a collective investment scheme*.

* The Company need not comply with these limits if, at the time of acquisition, the net amount in issue of the relevant investment cannot be calculated.

19 Cash and Near Cash

19.1 Cash or near cash must not be retained in the Scheme Property of a Fund except to the extent that this may reasonably be regarded as necessary in order to enable:

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

(b) the redemption of Shares in that Fund;

(c) efficient management of the Fund in accordance with its investment objective;

(d) a purpose which may reasonably be regarded as ancillary to the investment objectives of that Fund.

19.2 During the period of the initial offer the Scheme Property may consist of cash and near cash without limitation. Within the context of the ACD's policy of active asset allocation, the liquidity of each Fund may vary in response to market conditions.

20 EPM Techniques

20.1 A Fund may enter into stock lending arrangements and/or repurchase/reverse repurchase contracts ("EPM techniques").

20.2 The entry into stock lending arrangements or repurchase/reverse repurchase contracts for the account of a Fund is permitted for the generation of additional income for the benefit of the Fund, and hence for its Shareholders.

20.3 The stock lending arrangement and repurchase/reverse repurchase contracts permitted by this Section may be exercised by a Fund when it reasonably appears to the Company to be appropriate to do so with a view to generating additional income for the Fund with an acceptable degree of risk.

20.4 The Company or the Depositary at the request of the Company may enter into a repurchase/reverse repurchase contract or a stock lending arrangement of the kind described in section 263B of the Taxation of Chargeable Gains Act 1992 (without extension by section 263C), but only if:

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

(b) the counterparty is:

(i) an authorised person; or

(ii) a person authorised by a Home State regulator; or

(iii) a person registered as a broker-dealer with the Securities and Exchange Commission of the United States of America; or

(iv) a bank, or a branch of a bank, supervised and authorised to deal in investments as principal, with respect to OTC derivatives by at least one of the following federal banking supervisory authorities of the United States of America: the Office of the Comptroller of the Currency; the Federal Deposit Insurance Corporation; the Board of Governors of the Federal Reserve System; and the Office of Thrift Supervision; and

(c) collateral is obtained to secure the obligation of the counterparty under the terms referred to in (a) above of this Part of the Prospectus and the collateral is:

(i) acceptable to the Depositary;

(ii) adequate; and

(iii) sufficiently immediate.

20.5 The counterparty for the purpose of paragraph 20.4 above of this Part of the Prospectus is the person who is obliged under the agreement referred to in paragraph 20.4(a) above of this Part of the Prospectus to transfer to the Depositary the securities transferred by the Depositary under the stock lending arrangement or securities of the same kind.

20.6 Paragraph 20.4(c) above of this Part of the Prospectus does not apply to a stock lending transaction made through Euroclear Bank SA/NV's Securities Lending and Borrowing Programme.

20.7 There is no limit on the value of the Scheme Property which may be the subject of repurchase/reverse repurchase arrangements or stock lending transactions.

20.8 The Company will have the right to terminate a stock lending arrangement at any time and demand the return of any or all of the securities loaned.

20.9 In the case that the Company enters into a reverse repurchase agreement, it will have the right to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued or a mark-to market basis at any time. Where the cash is recallable at any time on a mark-to market basis, the mark-to-market value of the reverse repurchase agreement shall be used for the purposes of the calculation of the net asset value of the Fund.

20.10 In the case that the Company enters into repurchase agreements, the Company will have the right to recall any securities subject to the agreement or to terminate the repurchase agreement at any time.

20.11 Fixed term repurchase and reverse repurchase contracts which do not exceed seven days shall be regarded as arrangements on terms which allow the assets to be recalled at any time by the Company.

20.12 All the revenues arising from EPM techniques shall be returned to the relevant Fund following the deduction of any direct and indirect operational costs and fees arising. Such direct and indirect operational costs and fees shall include fees and expenses payable to repurchase/reverse repurchase agreements counterparties and/or securities lending agents engaged by the Company from time to time. Such fees and expenses of any repurchase/reverse repurchase agreements counterparties and/or securities lending agents engaged by the Company, which will be at normal commercial rates together with VAT, if any, thereon, will be borne by the Company or the relevant Fund in respect of which the relevant party has been engaged.

20.13 Treatment of collateral for stock lending and repurchase/reverse repurchase transactions

(a) **Collateral obtained by a Fund in the context of EPM techniques must be:**

(i) transferred to the Depositary or its agent;

(ii) at least equal in value, at the time of the transfer to the Depositary, to the value of the securities transferred by the Depositary; and

(iii) in the form of one or more of:

- cash; or
- a certificate of deposit; or
- a letter of credit; or
- a readily realisable security; or
- commercial paper with no embedded derivative content; or
- a qualifying money market fund.

(b) Where the collateral is invested in units in a qualifying money market fund managed or operated by (or, for an ICVC, whose authorised corporate director is) the ACD or an associate of the ACD, the conditions in paragraph 14.4 above must be complied with.

(c) Collateral is sufficiently immediate for the purposes of this paragraph if:

(i) it is transferred before or at the time of the transfer of the securities by the Depositary; or

(ii) the Depositary takes reasonable care to determine at the time referred to in paragraph 20.13(c)(i) above that it will be transferred at the latest by the close of business on the day of the transfer.

(d) The Depositary must ensure that the value of the collateral at all times is at least equal to the value of the securities transferred by the Depositary.

(e) The duty in paragraph 20.13(d) above may be regarded as satisfied in respect of collateral the validity of which is about to expire or has expired where the Depositary takes reasonable care to determine that sufficient collateral will again be transferred at the latest by the close of business on the day of expiry.

(f) Any agreement for transfer at a future date of securities or of collateral (or of the equivalent of either) under this paragraph may be regarded, for the purposes of valuation and pricing of the Company or this section, as an unconditional agreement for the sale or transfer of property, whether or not the property is part of the property of the authorised fund.

(g) Collateral transferred to the Depositary is part of the Scheme Property for the purposes of the FCA Rules, except in the following respects:

(i) it does not fall to be included in any calculation of NAV or this section, because it is offset under paragraph 20.13(f) above by an obligation to transfer; and

(ii) it does not count as Scheme Property for any purpose of this section other than this paragraph.

(h) Paragraphs 20.13(f) above and 20.13(g) above of this Part of the Prospectus do not apply to any valuation of collateral itself for the purposes of this paragraph.

21 Collateral Received for OTC Derivative Transactions and EPM Techniques

21.1 To the extent collateral is posted by a counterparty for the benefit of a Fund, it will be taken into account as reducing the exposure to such counterparty. Each Fund will require receipt of the necessary level of collateral so as to ensure counterparty exposure limits are not breached. Counterparty risk may be reduced to the extent that the value of the collateral received, in conjunction with paragraph 25.1, corresponds with the value of the amount exposed to counterparty risk at any given time.

21.2 Collateral used to reduce counterparty risk exposure will comply with the following criteria, or as otherwise required under the FCA Rules or applicable law:

(a) **Liquidity** - collateral (other than cash) will be highly liquid and traded on a regulated market or multi-lateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to its pre-sale valuation. Collateral will comply with the provisions of COLL (as summarised in paragraph 18.1 above).

(b) **Valuation** - collateral will be valued on a daily basis and assets that exhibit high price volatility will not be accepted as collateral unless suitably conservative haircuts are in place.

(c) **Issuer credit quality** - collateral will be of high quality.

(d) **Correlation** – collateral will be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.

(e) **Diversification** - collateral will be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Fund receives from a counterparty of EPM and OTC derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of the Fund's Net Asset Value. When the Fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.

21.3 All assets received by the Funds in the context of OTC derivative transactions and EPM techniques will be considered as collateral and will comply with the criteria above. Risks linked to the management of collateral, including operational and legal risks, are identified and mitigated by risk management procedures employed by the Company.

21.4 Where there is a title transfer, the collateral received will be held by the Depositary or a delegate thereof. For other types of collateral arrangement the collateral may be held by a third party custodian which is subject to prudential supervision and which is unrelated to the provider of the collateral.

21.5 Collateral received will be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.

22 Permitted Types of Collateral for OTC Derivative Transactions and EPM Techniques

22.1 It is proposed that the Company will accept collateral of any of the following types (subject, in the case of EPM techniques, to compliance with paragraph 20.13(a) above):

(a) cash; or

(b) government or other public securities; or

(c) certificates of deposit issued by Approved Banks; or

(d) bonds/commercial paper issued by Approved Banks or by non-bank issuers where the issue or the issuer are rated A1 or equivalent; or

(e) letters of credit with a residual maturity of three months or less, which are unconditional and irrevocable and which are issued by Approved Banks; or

(f) equity securities traded on a stock exchange in the EEA, Switzerland, Canada, Japan, the United States, Jersey, Guernsey, the Isle of Man, Australia or New Zealand.

23 Reinvestment of Collateral

23.1 Cash received as collateral for OTC derivatives and EPM techniques may not be invested or used other than as set out below:

(a) placed on deposit with Approved Banks;

(b) invested in high-quality government securities;

(c) used for the purpose of reverse repurchase transactions, provided that the transactions are with credit institutions subject to prudential supervision and the Company is able to recall at any time the full amount of cash on an accrued basis; or

(d) invested in a "Short Term Money Market Fund" as defined by the European Securities and Markets Authority's guidelines on a Common Definition of European Money Market Funds.

23.2 Re-invested cash collateral will be diversified in accordance with the diversification requirements outlined above in paragraph 21.2(e).

23.3 Invested cash collateral may not be placed on deposit with, or invested in securities issued by, the counterparty or a related entity.

23.4 The reinvestment of cash collateral leads to certain risks such as counterparty risk (e.g. borrower default) and market risk (e.g. decline in value of the collateral received or of the reinvested cash collateral) and these risks need to be monitored. The risk related to the reinvestment of cash collateral, which is not indemnified by the lending agent, is mitigated by investing cash collateral in highly liquid and diversified money market funds or in reverse repurchase agreements.

23.5 Non-cash collateral received cannot be sold, re-invested or pledged.

24 Stress Testing of Collateral

24.1 In the event that the Company receives collateral for at least 30% of the Net Asset Value of a Fund, it will implement regular stress tests carried out under normal and exceptional liquidity conditions in order to allow it to assess the liquidity risk attached to collateral.

25 Haircut Policy

25.1 To the extent that collateral is received by the Funds from a counterparty, it may be offset against counterparty exposure provided it meets a range of standards, including those for liquidity, valuation, issuer credit quality, correlation and diversification.

25.2 To the extent that the Company enters into an OTC derivative transaction or EPM technique which results in the Company receiving collateral in respect of a Fund, the Company will ensure that it has in place a haircut policy in respect of each class of assets received as collateral in respect of the Funds. Such a policy shall take account of the characteristics of the relevant asset class, including the credit standing of the issuer of the collateral, the price volatility of the collateral and the results of any stress tests which may be performed in accordance with the stress testing policy. In offsetting exposure, where the Company considers appropriate, the value of collateral may be reduced by a percentage (haircut) which provides, amongst other things, a buffer for short term fluctuations in the value of the exposure and of the collateral.

26 Counterparty Exposure Reporting

26.1 The annual report of the Company will contain details of (i) the counterparty exposure obtained through EPM techniques as well as exposure to OTC derivative transactions, (ii) counterparties to EPM techniques and OTC derivative transactions, (iii) the type and amount of collateral received by the Funds to reduce counterparty exposure and (iv) revenues arising from EPM techniques for the reporting period, together with direct and indirect costs and fees incurred and to which entity these have been paid.

27 Underwriting and Stock Placings

27.1 Any power in COLL 5 to invest in transferable securities may be used for the purpose of entering into transactions to which this section applies, subject to compliance with any restriction in the Instrument of Incorporation.

27.2 This section applies, subject to paragraph 28.3 below of this Part of the Prospectus, 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 Fund.

27.3 Paragraph 27.2 above of this Part of the Prospectus does not apply to:

(a) an option; or

(b) 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.

27.4 The exposure of the Fund to agreements and understandings within paragraph 27.2 above of this Part of the Prospectus must, on any Business Day:

(a) be covered in accordance with the requirements of rule COLL 5.3.3A R (see section 30.12 (Cover for transactions in derivatives and forward transactions)); and

(b) be such that, if all possible obligations arising under them had immediately to be met in full, there would be no breach of any limit in COLL 5.

28 Borrowing Powers

28.1 The Company may, subject to the FCA Rules, borrow money from an Eligible Institution or an Approved Bank for the use of the Company on the terms that the borrowing is to be repayable out of the Scheme Property.

28.2 Borrowing must be on a temporary basis and must not be persistent and in any event must not exceed three months without the prior consent of the Depositary, which may be given only on such conditions as appear appropriate to the Depositary to ensure that the borrowing does not cease to be on a temporary basis.

28.3 The ACD must ensure that borrowing does not, on any Business Day, exceed 10% of the value of the Scheme Property. For these purposes borrowing includes, as well as borrowing in a conventional manner, any other arrangement (including a combination of derivatives) designed to achieve a temporary injection of money into the Scheme Property in the expectation that the sum will be repaid.

28.4 These borrowing restrictions do not apply to "back to back" borrowing for cover for transactions in derivatives and forward transactions (see paragraph 30.13 below of this Part of the Prospectus).

28.5 The Company must not issue any debenture unless it acknowledges or creates a borrowing that complies with paragraphs 28.1 and 28.2 above of this Part of the Prospectus.

29 Derivatives

29.1 Use of derivatives by the Funds

(a) Funds, if any, which may use derivatives in pursuit of their investment objectives, as well as Funds which may use derivatives for efficient portfolio management purposes, must do so in accordance with the following rules.

(b) **The use of derivatives for efficient portfolio management will generally not increase the risk profile of a Fund (see paragraph 35 below of this Part of the Prospectus for further details on efficient portfolio management). In adverse situations, however, a Fund's use of derivatives may become ineffective in hedging or efficient portfolio management and a Fund may suffer significant loss as a result. A Fund's ability to use derivatives for efficient portfolio management may be limited by market conditions, regulatory limits and tax considerations. The use of**

derivatives for investment purposes may increase the risk profile of a Fund.

(c) A transaction in derivatives or a forward transaction must not be effected for a Fund unless:

(i) the transaction is of a kind specified in 29.2 below (Permitted transactions (derivatives and forwards)); and

(ii) the transaction is covered, as required by paragraph 30.12 below (Cover for transactions in derivatives and forward transactions).

(d) Where a Fund invests in derivatives, the exposure to the underlying assets must not exceed the limits in section 12 above (Spread: General) and section 13 above (Spread: Government and Public Securities)

of this Part of the Prospectus save as provided in 29.1(h) below of this Part of the Prospectus.

(e) 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.

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

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

(ii) its economic characteristics and risks are not closely related to the economic characteristics and risks of the host contract; and

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

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

(h) Where a Fund invests in an index based derivative, provided the relevant index falls within paragraphs 31.5 – 31.9 below of this Part of the Prospectus (Schemes Replicating an Index) the underlying constituents of the index do not have to be taken into account for the purposes of section 12 above (Spread: General) and section 13 above (Spread: Government and Public Securities) of this Part of the Prospectus.

(i) The relaxation in 29.1(h) above is subject to the ACD taking account of paragraph 1.2 (Prudent spread of risk) of this Part of the Prospectus.

29.2 Permitted transactions (derivatives and forwards)

(a) A transaction in a derivative must:

(i) be in an approved derivative; or

(ii) be one which complies with paragraph 30.8 below (OTC transactions in derivatives).

(b) The underlying of a transaction in a derivative must consist of any one or more of the following to which the Fund is dedicated:

(i) transferable securities permitted under paragraphs 2.2(a) and 2.2(c) above of this Part of the Prospectus;

(ii) money-market instruments permitted under section 8 above (Money-Market Instruments) of this Part of the Prospectus;

(iii) deposits permitted under section 16 above (Investment in Deposits) of this Part of the Prospectus;

(iv) derivatives permitted under this rule;

(v) collective investment scheme units permitted under section 14 above (Collective Investment Schemes) of this Part of the Prospectus;

(vi) financial indices which satisfy the criteria set out in COLL 5.2.20 A R;

(vii) interest rates;

(viii) foreign exchange rates; and

(ix) currencies.

(c) A transaction in an approved derivative must be effected on or under the rules of an eligible derivatives market as set out under Part Six: Eligible Markets below.

(d) A transaction in a derivative must not cause a Fund to diverge from its investment objectives as stated in the Instrument of Incorporation and this Prospectus.

(e) 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, money-market instruments, units in collective investment schemes or derivatives provided that a sale is not to be considered as uncovered if the conditions in COLL 5.2.22R (3) (Requirement to cover sales) are satisfied.

(f) Any forward transaction must be made with an Eligible Institution or an Approved Bank.

(g) The Company will not undertake transactions in derivatives on commodities.

30 Financial Indices Underlying Derivatives

30.1 The financial indices referred to in paragraph 29.2(b) are those which satisfy the following criteria:

(a) the index is sufficiently diversified;

(b) the index represents an adequate benchmark for the market to which it refers; and

(c) the index is published in an appropriate manner.

30.2 A financial index is sufficiently diversified if:

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

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

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

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

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

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

(c) the underlyings are sufficiently liquid, allowing users to replicate it if necessary.

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

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

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

30.5 Where the composition of underlyings of a transaction in a derivative does not satisfy the requirements for a financial index, the underlyings for that transaction shall where they satisfy the requirements with respect to other underlyings pursuant to paragraph 30.2, be regarded as a combination of those underlyings.

30.6 Transactions for the purchase of property

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

(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 the rules in COLL.

30.7 Requirement to cover sales

(a) No agreement by or on behalf of a Fund to dispose of property or rights may be made unless:

(i) the obligation to make the disposal and any other similar obligation could immediately be honoured by the Fund by delivery of property or the assignment (or, in Scotland, assignation) of rights; and

(ii) the property and rights at 30.7(a)(i) above are owned by the Fund at the time of the agreement.

(b) Paragraph 30.7(a) above does not apply to a deposit.

(c) Paragraph 30.7(a) above does not apply where:

(i) the risks of the underlying financial instrument of a derivative can be appropriately represented by another financial instrument and the underlying financial instrument is highly liquid; or

(ii) the ACD or the Depositary has the right to settle the derivative in cash, and cover exists within the Fund's property which falls within one of the following asset classes:

- cash;
- liquid debt instruments (e.g. government bonds of first credit rating) with appropriate safeguards (in particular, haircuts); or
- other highly liquid assets having regard to their correlation with the underlying of the financial derivative instruments, subject to appropriate safeguards (e.g. haircuts where relevant).

(d) In the asset classes referred to in 30.7(c) above, an asset may be considered as liquid where the instrument can be converted into cash in no more than seven Business Days at a price closely corresponding to the current valuation of the financial instrument on its own market.

30.8 OTC transactions in derivatives

(a) A transaction in an OTC derivative under paragraph 29.2(a)(ii) above of this Part of the Prospectus must be:

(i) with an approved counterparty; a counterparty to a transaction in derivatives is approved only if the counterparty is:

- an Eligible Institution or an Approved Bank; or
- a person whose permission (including any requirements or limitations), as published in the FCA Register, or whose home state authorisation permits it to enter into the transaction as principal off-exchange;

(ii) on approved terms; the terms of the transaction in derivatives are approved only if the ACD:

- carries out, at least daily, a reliable and verifiable valuation in respect of that transaction corresponding to its fair value (i.e. the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction) and which does not rely only on market quotations by the counterparty; and
- can enter into one or more further transactions to sell, liquidate or close out that transaction at any time, at its fair value; and

(iii) capable of reliable valuation; a transaction in derivatives is capable of reliable valuation only if the ACD having taken reasonable care determines that, throughout the life of the derivative (if the transaction is entered into), it will be able to value the investment concerned with reasonable accuracy:

- on the basis of an up-to-date market value which the ACD and the Depositary have agreed is reliable; or
- if the value referred to above is not available, on the basis of a pricing model which the ACD and the Depositary have agreed uses an adequate recognised methodology; and

(iv) subject to verifiable valuation; a transaction in derivatives is subject to verifiable valuation only if, throughout the life of the derivative (if the transaction is entered into) verification of the valuation is carried out by:

- an appropriate third party which is independent from the counterparty of the derivative, at an adequate frequency and in such a way that the ACD is able to check it; or
- a department within the ACD which is independent from the department in charge of managing the scheme property and which is adequately equipped for such a purpose.

30.9 Risk management: derivatives

(a) The ACD uses a risk management process enabling it to monitor and measure as frequently as appropriate the risk of a Fund's positions and their contribution to the overall risk profile of the Fund.

(b) The following details of the risk management process must be notified by the ACD to the FCA in advance of the use of the process as required by 30.9(a) above:

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

(ii) a true and fair view of the types of derivative and forwards to be used within a Fund together with their underlying risks and any relevant quantitative limits.

(c) The ACD must notify the FCA in advance of any material alteration to the details in 30.9(b)(i) and 30.9(b)(ii) above.

30.10 Risk management process

(a) The risk management process should take account of the investment objectives and policy of the Fund as stated in this Prospectus.

(b) The Depositary should take reasonable care to review the appropriateness of the risk management process in line with its duties under COLL 6.6.14R(1) (Duties of the depositary and authorised fund manager: investment and borrowing powers), as appropriate.

(c) The ACD is expected to demonstrate more sophistication in its risk management process for a Fund with a complex risk profile than for one with a simple risk profile. In particular, the risk management process should take account of any characteristic of non-linear dependence in the value of a position to its underlying.

(d) The ACD should take reasonable care to establish and maintain such systems and controls as are appropriate to its business.

(e) The risk management process should enable the analysis required by paragraph 30.9 above of this Part of the Prospectus to be undertaken at least daily or at each valuation point whichever is the more frequent.

30.11 Derivatives exposure

(a) A Fund may invest in derivatives and forward transactions as long as the exposure to which the Fund is committed by that transaction itself is suitably covered from within its Scheme Property. Exposure will include any initial outlay in respect of that transaction.

(b) Cover ensures that a Fund is not exposed to the risk of loss of property, including money, to an extent greater than the net value of the Scheme Property. Therefore, a Fund must hold Scheme Property sufficient in value or amount to match the exposure arising from a derivative obligation to which the Fund is committed. Section 30.12 below (Cover for transactions in derivatives and forward transactions) sets out detailed requirements for cover of a Fund.

(c) Cover used in respect of one transaction in derivatives or forward transaction must not be used for cover in respect of another transaction in derivatives or a forward transaction.

30.12 Cover for transactions in derivatives and forward transactions

(a) A transaction in derivatives or forward transaction is to be entered into only if the maximum exposure, in terms of the principal or notional principal created by the transaction to which the scheme is or may be committed by another person is covered globally.

(b) Exposure is covered globally if adequate cover from within the Scheme Property of a Fund is available to meet the scheme's total exposure, taking into account the value of the underlying assets, any

reasonably foreseeable market movement, counterparty risk, and the time available to liquidate any positions.

(c) Cash not yet received into the Scheme Property of a Fund but due to be received within one month is available as cover.

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

(e) The incremental exposure and leverage relating to derivatives held in a Fund may not exceed the net value of the Scheme Property of a Fund or the market risk of the Scheme Property of a Fund.

30.13 **Cover and borrowing**

(a) Cash obtained from borrowing, and borrowing which the ACD reasonably regards an Eligible Institution or an Approved Bank to be committed to provide, is available for cover under the previous section 30.12 above (Cover for transactions in derivatives and forward transactions) as long as the normal limits on borrowing (see below) are observed.

(b) Where, for the purposes of this paragraph the Company borrows an amount of currency from an Eligible Institution or an Approved Bank; and keeps an amount in another currency, at least equal to such borrowing for the time on deposit with the lender (or his agent or nominee), then this applies as if the borrowed currency, and not the deposited currency, were part of the Scheme Property of the Fund, and the normal limits on borrowing under section 28 (Borrowing Powers) do not apply to that borrowing.

31 Schemes Replicating an Index

31.1 Please note that this investment power is not relevant for any of the existing Funds although it may be applicable to any new Funds of the Company.

31.2 Notwithstanding section 12 (Spread: General) a Fund may invest up to 20% in value of its Scheme Property in shares and debentures which are issued by the same body where the stated investment policy is to replicate the composition of a relevant index as defined below.

31.3 Replication of the composition of a relevant index shall be understood to be a reference to replication of the composition of the underlying assets of that index, including the use of techniques and instruments permitted for the purpose of efficient portfolio management.

31.4 The 20% limit in paragraph 31.2 above can be raised for a particular Fund up to 35% in value of the Scheme Property, but only in respect of one body and where justified by exceptional market conditions. In the event that 20% limit is raised the ACD will provide appropriate information in the KIIDs in order to explain the ACD's assessment of why this increase is justified by exceptional market conditions.

31.5 In the case of a Fund replicating an index the Scheme Property need not consist of the exact composition and weighting of the underlying in the relevant index in cases where the Fund's investment objective is to achieve a result consistent with the replication of an index rather than an exact replication.

31.6 The indices referred to above are those which satisfy the following criteria:

(a) the composition is sufficiently diversified;

(b) the index represents an adequate benchmark for the market to which it refers; and

(c) the index is published in an appropriate manner.

31.7 The composition of an index is sufficiently diversified if its components adhere to the spread and concentration requirements in this section.

31.8 An index represents an adequate benchmark if its provider uses a recognised methodology which generally does not result in the exclusion of a major issuer of the market to which it refers.

31.9 An index is published in an appropriate manner if:

(a) it is accessible to the public;

(b) the index provider is independent from the index-replicating Fund; this does not preclude index providers and a Fund from forming part of the same group, provided that effective arrangements for the management of conflicts of interest are in place.

32 Restrictions on Lending of Money

32.1 None of the money in the Scheme Property of a Fund may be lent and, for the purposes of this prohibition, money

is lent by a Fund if it is paid to a person ("**the payee**") on the basis that it should be repaid, whether or not by the payee.

32.2 Acquiring a debenture is not lending for the purposes of paragraph 32.1; nor is the placing of money on deposit or in a current account.

32.3 Paragraph 32.1 does not prevent a Fund from providing an officer of a Fund with funds to meet expenditure to be incurred by him for the purposes of the Fund (or for the purposes of enabling him properly to perform his duties as an officer of the Fund) or from doing anything to enable an officer to avoid incurring such expenditure.

33 Restrictions on Lending of Property Other than Money

33.1 The Scheme Property of a Fund other than money must not be lent by way of deposit or otherwise.

33.2 Transactions permitted by section 20 (EPM Techniques) are not lending for the purposes of paragraph 33.1.

33.3 The Scheme Property of a Fund must not be mortgaged.

33.4 Nothing is this paragraph prevents a Fund from providing an officer of a Fund with funds to meet expenditure to be incurred by him for the purposes of the Fund (or for the purposes of enabling him properly to perform his duties as an officer of the Fund) or from doing anything to enable an officer to avoid incurring such expenditure.

34 No Guarantees or Indemnities

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

34.2 None of the Scheme Property of the Fund may be used to discharge any obligation arising under a guarantee or indemnity with respect to the obligation of any person.

34.3 Paragraphs 34.1 and 34.2 do not apply in respect of the Fund to:

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

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

(c) 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

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

35 Efficient Portfolio Management

35.1 Each Fund may in addition to the ability to use derivatives for investment purposes as referred to above, utilise the Scheme Property of the Fund to enter into transactions for the purposes of hedging or EPM. Permitted EPM transactions include transactions in derivatives e.g. to hedge against price or currency fluctuations, dealt with or traded on an eligible derivatives market; off-exchange options or contracts for differences; or synthetic futures in certain circumstances. The Funds may effect synthetic short positions by using derivatives for EPM purposes. There is no limit on the amount or value of the Scheme Property of any Fund which may be used for EPM but the ACD must take reasonable care to ensure that the transaction is economically appropriate to the reduction of the relevant risks (whether in the price of investments, interest rates or exchange rates) or to the reduction of the relevant costs and/or to the generation of additional capital or income with an acceptably low level of, risk. The exposure must be fully "covered" by cash and/or other property sufficient to meet any obligation to pay or deliver that could arise.

35.2 Permitted transactions are those that the Fund reasonably regards as economically appropriate to EPM, that is:

(a) transactions undertaken to reduce risk or cost in terms of fluctuations in prices, interest rates or exchange rates where the ACD reasonably believes that the transaction will diminish a risk or cost of a kind or level which it is sensible to reduce; or

(b) transactions for the generation of additional capital growth or income for the Fund by taking advantage of gains which the ACD reasonably believes are certain to be made (or certain, barring events which are not reasonably foreseeable) as a result of:

(i) pricing imperfections in the market as regards the property which the Fund holds or may hold; or

(ii) receiving a premium for the writing of a covered call option or a covered put option on property of the Fund which the Company is willing to buy or sell at the exercise price.

35.3 Transactions may take the form of "derivatives transactions" (that is, transactions in options, futures or contracts for differences) or forward currency transactions. A derivatives transaction must either be in a derivative which is traded or dealt in on an eligible derivatives market (and effected in accordance with the rules of that market), or be an off-exchange derivative which complies with the relevant conditions set out in the FCA Rules, or be a "synthetic future" (i.e. a composite derivative created out of two separate options). Forward currency transactions must be entered into with counterparties who satisfy the FCA Rules. A permitted transaction may at any time be closed out.

35.4 Permitted EPM transactions must also fulfil the following criteria:

(i) their risks are adequately captured in risk management procedures implemented in relation to the Company; and

(ii) they cannot result in a change to a Fund's declared investment objective or add supplementary risks in comparison to the general risk policy as described in this Prospectus.

35.5 While the use of EPM transactions will be in line with the best interests of the Fund, individual techniques may result in increased counterparty risk and potential conflicts of interest (examples include but are not limited to where the counterparty is a related party).

35.6 The Company will ensure, at all times, that the terms of EPM transactions, including any investment of cash collateral, will not impact on its ability to meet with its redemption obligations.

35.7 Please refer to paragraph 15.2(c), (f) and (j) of Part Four: Information Relating To The Company in respect of risks involved in relation to techniques used for efficient portfolio management.

PART SIX: ELIGIBLE MARKETS

1 The Fund may deal through securities markets established in EEA States on which transferable securities admitted to official listing in the EEA State are dealt in or traded.

2 Up to 10% of the Scheme Property of a Fund may be invested in transferable securities which are not traded on or under the rules of an Eligible Market.

3 The Eligible Markets for investment by the Company shall also comprise any of the following stock exchanges or markets:

Eligible Securities Markets	
Australia	Australian Securities Exchange
Brazil	Bolsa de Valores de São Paulo (BOVESPA) Bolsa de Valores do Rio de Janeiro (BVRJ)
Canada	Toronto Stock Exchange
China	Shanghai Stock Exchange
Hong Kong	Hong Kong Stock Exchange Shanghai-Hong Kong Stock Connect
India	Bombay Stock Exchange National Stock Exchange
Indonesia	Indonesia Stock Exchange
Israel	Tel Aviv Stock Exchange
Japan	Tokyo Stock Exchange JASDAQ
Malaysia	Bursa Malaysia Securities Berhad
Mexico	Bolsa Mexicana de Valores (BMV)
New Zealand	New Zealand Stock Exchange
Russia	Moscow Stock Exchange
Singapore	Singapore Stock Exchange
South Africa	Johannesburg Stock Exchange
South Korea	Korea Exchange KOSDAQ
Switzerland	SIX Swiss Exchange
Taiwan	Taiwan Stock Exchange GreTai Securities Market
Thailand	Stock Exchange of Thailand

Eligible Securities Markets	
Turkey	Borsa Istanbul
United Arab Emirates	Dubai Financial Market (DFM)
USA	Chicago Stock Exchange Cincinnati Stock Exchange (National Stock Exchange) NASDAQ OMX Group NYSE Arca The American Stock Exchange (NYSE MKT LLC) The Over-the-Counter Market regulated by the National Association of Securities Dealers Inc.

Eligible Derivatives Markets	
Australia	ASX Trade 24
Brazil	BM&FBOVESPA
Canada	Toronto Stock Exchange Montreal Stock Exchange ICE Futures Canada
Hong Kong	Hong Kong Futures Exchange
Japan	Osaka Securities Exchange Tokyo Stock Exchange Tokyo Financial Exchange
Singapore	Singapore Stock Exchange
South Africa	Johannesburg Stock Exchange
South Korea	Korean Stock Exchange
Taiwan	GreTai Securities Market Taiwan Futures Exchange
USA	Chicago Board of Trade CBOE Futures Exchange Chicago Board Options Exchange Chicago Mercantile Exchange ICE Futures Exchange

4 For the purposes only of determining the value of the assets of a Fund, the term "Eligible Market" shall be deemed to include, in relation to any futures or options contract utilised by the Fund for the purposes of efficient portfolio management or to provide protection against exchange rate risk, any organised exchange or market on which such futures or options contract is regularly traded.

PART SEVEN: GOVERNMENT AND PUBLIC SECURITIES

List of issuers of Government and public securities in which the Company may invest up to 100% of the Scheme Property of each Fund. These are the only public bodies in which the Company may invest more than 35% of the assets of each Fund:

1 the government of or a local authority in the United Kingdom of Great Britain and Northern Ireland; or

2 the Scottish Administration; or

3 the Executive Committee of the Northern Ireland Assembly; or

4 the National Assembly for Wales; or

5 the government of any of the following countries or territories outside the United Kingdom:

Austria, Belgium, Bulgaria, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, Netherlands, Norway, Portugal, Poland, Romania, Slovakia, Slovenia, Spain and Sweden, Australia, Canada, Japan, New Zealand, Switzerland and the United States of America.

PART EIGHT: HISTORICAL PERFORMANCE OF THE FUNDS

Percentage Growth					
	30 June 2011 to 30 June 2012	30 June 2012 to 30 June 2013	30 June 2013 to 30 June 2014	30 June 2014 to 30 June 2015	30 June 2015 to 30 June 2016
Global Equity Fund (Standard Share Class)	N/A	N/A	N/A	5.59%	18.14%
Global Balanced Fund (Standard Share Class)	N/A	N/A	N/A	5.83%	19.18%
UK Equity Fund (Standard Share Class)	N/A	N/A	N/A	-1.67%	-5.07%

Performance figures are net of fees and calculated on a NAV to NAV basis with income reinvested. Returns may decrease or increase as a result of currency fluctuations. Performance data does not exist for the periods prior to 1 January 2014 (the date the Funds launched).

PART NINE: DETAILS OF CUSTODIANS AND SUB-CUSTODIANS

Country	Sub-Custodian
Argentina	Euroclear (Citibank is a direct member of Euroclear SA/NV)
Australia	Citigroup Pty. Limited
Austria	Citibank, N.A., Milan Branch
Bahrain	Citibank, N.A., Bahrain
Bangladesh	Citibank, N.A., Bangladesh
Belgium	Citibank Europe plc, UK Branch
Benin	Standard Chartered Bank Côte d'Ivoire
Bermuda	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Bank Bermuda Limited
Bosnia-Herzegovina (Sarajevo)	UniCredit Bank d.d.
Bosnia-Herzegovina: Srpska (Banja Luka)	UniCredit Bank d.d.
Botswana	Standard Chartered Bank of Botswana Limited
Brazil	Citibank, N.A., Brazilian Branch
Bulgaria	Citibank Europe plc Bulgaria Branch
Burkina Faso	Standard Chartered Bank Côte d'Ivoire
Canada	Citibank Canada
Chile	Banco de Chile
China B Shanghai	Citibank, N.A., Hong Kong Branch (For China B shares)
China A Shares	Citibank China Co. Ltd (China A shares)
China Hong Kong Stock Connect	Citibank, N.A., Hong Kong Branch
Colombia	Cititrust Colombia S.A. Sociedad Fiduciaria
Costa Rica	Banco Nacional de Costa Rica
Croatia	Privredna banka Zagreb d.d.
Cyprus	Citibank Europe plc, Greece branch
Czech Republic	Citibank Europe plc, organizační složka
Denmark	Nordea Bank Danmark A/S
Egypt	Citibank, N.A., Cairo Branch

Country	Sub-Custodian
Estonia	Swedbank AS
Finland	Nordea Bank Finland Plc
France	Citibank Europe plc UK branch
Georgia	JSC Bank of Georgia
Germany	Citigroup Global Markets Deutschland AG
Ghana	Standard Chartered Bank of Ghana Limited
Greece	Citibank Europe plc, Greece Branch
Guinea Bissau	Standard Chartered Bank Côte d'Ivoire
Hong Kong	Citibank NA Hong Kong
Hungary	Citibank Europe plc Hungarian Branch Office
Iceland	Citibank is a direct member of Clearstream Banking, which is an ICSD.
India	Citibank NA Mumbai Branch
Indonesia	Citibank, N.A., Jakarta Branch
Ireland	Citibank NA London Branch
Israel	Citibank, N.A., Israel Branch
Italy	Citibank, N.A., Milan Branch
Ivory Coast	Standard Chartered Bank Côte d'Ivoire
Jamaica	Scotia Investments Jamaica Limited
Japan	Citibank Japan limited
Jordan	Standard Chartered Bank Jordan Branch
Kazakhstan	Citibank Kazakhstan JSC
Kenya	Standard Chartered Bank Kenya Limited
Korea (South)	Citibank Korea Inc.
Kuwait	Citibank NA Kuwait Branch
Latvia	Swedbank AS, based in Estonia and acting through its Latvian branch, Swedbank AS
Lebanon	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Bank Middle East Limited
Lithuania	Swedbank AS, based in Estonia and acting through its Lithuanian branch “Swedbank” AB
Luxembourg	only offered through the ICSDs- Euroclear & Clearstream

Country	Sub-Custodian
Macedonia	Raiffeisen Bank International AG
Malaysia	Citibank Berhad
Mali	Standard Chartered Bank Côte d'Ivoire
Malta	Citibank is a direct member of Clearstream Banking, which is an ICSD.
Mauritius	The Hong Kong & Shanghai Banking Corporation Limited
Mexico	Banco Nacional de México, S.A.
Morocco	Citibank Maghreb
Namibia	Standard Bank of South Africa Limited acting through its agent, Standard Bank Namibia Limited
Netherlands	Citibank Europe plc, UK Branch
New Zealand	Citibank, N.A., New Zealand Branch
Niger	Standard Chartered Bank Côte d'Ivoire
Nigeria	Citibank Nigeria Limited
Norway	DNB Bank ASA
Oman	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Bank Oman S.A.O.G
Pakistan	Citibank, N.A. Karachi
Palestine	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Bank Middle East Limited
Panama	Citibank NA Panama Branch
Peru	Citibank del Peru S.A
Philippines	Citibank, N.A., Manila Branch
Poland	Bank Handlowy w Warszawie SA
Portugal	Citibank Europe plc, Sucursal em Portugal
Qatar	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Bank Middle East Limited
Romania	Citibank Europe plc, Dublin - Romania Branch
Russia	AO Citibank
Saudi Arabia	The Hong Kong & Shanghai Banking Corporation Limited acting through its agent, HSBC Saudi Arabia Ltd.
Senegal	Standard Chartered Bank Côte d'Ivoire
Serbia	UniCredit Bank Srbija a.d.

Country	Sub-Custodian
Singapore	Citibank, N.A., Singapore Branch
Slovak Republic	Citibank Europe plc pobocka zahranicnej banky
Slovenia	UniCredit Banka Slovenija d.d. Ljubljana
South Africa	Citibank NA South Africa branch
Spain	Citibank Europe plc, Sucursal en Espana
Sri Lanka	Citibank NA Colombo Branch
Sweden	Citibank Europe plc, Sweden Branch
Switzerland	Citibank NA London branch
Taiwan	Citibank Taiwan Limited
Tanzania	Standard Bank of South Africa acting through its affiliate Stanbic Bank Tanzania Ltd
Togo	Standard Chartered Bank Côte d'Ivoire
Thailand	Citibank, N.A. Bangkok Branch
Tunisia	Union Internationale de Banques
Turkey	Citibank, A.S.
Uganda	Standard Chartered Bank of Uganda Limited
Ukraine	PJSC Citibank
United Arab Emirates ADX & DFM	Citibank NA UAE
United Arab Emirates NASDAQ Dubai	Citibank NA UAE
United Kingdom	Citibank NA London branch
United States	Citibank NA New York offices
Uruguay	Banco Itaú Uruguay S.A.
Venezuela	Citibank, N.A., Venezuela Branch
Vietnam	Citibank NA Hanoi Branch
Zambia	Standard Chartered Bank Zambia Plc
Zimbabwe	Standard Bank of South Africa Ltd. acting through its affiliate Stanbic Bank Zimbabwe Ltd.

GLOSSARY

In this Prospectus the words and expressions set out in the first column above 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 FCA Handbook unless the contrary is stated. All references to "Sterling" and "£" are to the currency of the United Kingdom.

"Administrator"	Citibank N.A., London Branch, or such other person appointed from time to time to provide administration services to the ACD.
"Accumulation Shares"	Shares in respect of which income is accumulated and added to the capital property of a Fund.
"ACD"	Orbis Investment Management (Luxembourg) S.A. which acts as the authorised corporate director of the Company.
"Approved Bank"	in relation to a bank account opened by the Company: (a) if the account is opened at a branch in the United Kingdom; (i) the Bank of England; or (ii) the central bank of a member state of the OECD; or (iii) a bank or a building society as defined in the glossary of definitions in the FCA Handbook; or (iv) a bank which is supervised by the central bank or other banking regulator of a member state of the OECD; or (b) if the account is opened elsewhere: (i) a bank in (a); or (ii) a credit institution established in an EEA State other than in the United Kingdom and duly authorised by the relevant Home State Regulator; or (iii) a bank which is regulated in the Isle of Man or the Channel Islands; or (c) a bank supervised by the South African Reserve Bank.
"Auditor"	Ernst & Young LLP.
"Benchmark"	in respect of each Fund, the performance benchmark specified under Part Two: The Funds.
"Business Day" or "Dealing Day"	means any day on which banks are open for business in London and/or such other place or places and such other day or days as the ACD may determine.
China A Shares	refers to RMB-denominated "A" shares in mainland China-based companies that trade on Chinese stock exchanges such as the Shanghai Stock Exchange and the Shenzhen Stock Exchange.
"COLL"	refers to a specific rule, guidance or a chapter in the FCA Rules.

"Commodity-Linked Instruments" as described in paragraph 3.2 of Part Two: The Funds, instruments and securities where an investor's investment return and the issuer's payment obligations are contingent on, or highly sensitive to, changes in the value of physical commodities, including, without limitation:

(a) exchange-traded funds that hold physical commodities or that enable investors to gain exposure to commodity indices;

(b) futures, forwards, options or swaps on a commodities index (but not on a single commodity);

(c) commodity-linked certificates that exclude physical delivery of the underlying commodities and that are structured as having 1:1 relation in the price of the commodity to the price of the certificate

but excluding exchange-traded funds that hold transferable securities, single name securities of companies that are exposed to the physical commodities sector, or futures, forwards, options or swaps on a financial index that is not linked to physical commodities.

"Company" Orbis OEIC.

"Company Custodial Assets" those financial instruments held by the Company that can be (i) registered in a financial instruments account opened in the Depositary's books; or (ii) physically delivered to the Depositary.

"Custodian" Citibank N.A., London Branch, the custodian of the Company.

"Depositary" Citibank Europe plc, UK Branch, the depositary of the Company.

"Dividend Allowance" has the meaning given to it in paragraph 12.2of Part One: Introduction.

"Distributor" Orbis Access (UK) Limited, the distributor of the Company's Shares.

"Draw" the payment made to the Investment Manager described in paragraph 4.4 of Part Three: Fees.

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

"Eligible Institution" one of certain eligible institutions being a BCD credit institution authorised by its home state regulator, as defined in the glossary of definitions in the FCA Handbook, or a MiFID investment firm authorised by its home state regulator as defined in the glossary of definitions in the FCA Handbook.

"EPM" Efficient Portfolio Management as defined in the glossary of definitions in the FCA Handbook.

"FCA" the Financial Conduct Authority of 25 The North Colonnade, Canary Wharf, London E14 5HS and/or any successor or replacement regulatory body thereto.

"FCA Handbook" the handbook of rules and guidance published by the FCA as amended from time to time.

"FCA Rules" the Collective Investment Schemes Sourcebook contained in the FCA Handbook as amended from time to time.

"Fee Reserve Administrator" Orbis Investment Management Limited.

"Fund" or "Funds" a sub-fund or sub-funds of the Company. Each Fund forms part of the property of the Company but is pooled separately and is invested in accordance with the investment objective and investment policy applicable to that Fund.

"Fund Management Fee Free Class" or "FMFF Class"	the class of Shares in which no fees are payable for investment management services.
"Income Shares"	Shares in respect of which income is distributed to Shareholders.
"Investment Adviser"	the investment advisers specified in the Directory..
"Investment Manager"	in respect of a Fund, the investment manager specified in Part Two: The Funds.
"Instrument of Incorporation"	the instrument of incorporation of the Company as amended from time to time.
"ISA"	an individual savings account set up under the Individual Savings Account Regulations 1998 as amended.
"JISA"	a Junior ISA account set up under the Individual Savings Account Regulations 1998 as amended.
"Larger Denomination Share"	a Share issued by the Company as a larger denomination share.
"Named Child"	the child who holds an account opened pursuant to a JISA application as defined in regulation 2(1) (a) of the Individual Savings Account Regulations 1998.
"Net Asset Value" or "NAV"	the value of the property of (or attributable to) the Company, a Fund or a Class (as the context may require) less the liabilities of (or attributable to) the Company, Fund or Class concerned as calculated in accordance with the Instrument of Incorporation.
"Net Asset Value per Share" or "NAV per Share"	the Net Asset Value of a Class in issue in respect of any Fund divided by the number of Shares of the relevant Class in issue or deemed to be in issue in that Fund.
"Non-Qualified Person"	any person to whom a transfer of Shares (legally or beneficially) or by whom a holding of Shares (legally or beneficially) would or, in the opinion of the ACD, might:- (a) be in breach of any law (or regulation by a competent authority) of any country or territory by virtue of which the person in question is not qualified to hold such Shares; or (b) require the Company or the ACD to be registered under any law or regulation whether as an investment fund or otherwise, or cause the Company to be required to apply for registration, or comply with any registration requirements in respect of any of its Shares, whether in the United States of America or any other jurisdiction; or (c) cause the Company, its Shareholders or the ACD some legal, regulatory, taxation, pecuniary or material administrative disadvantage which the Company or its Shareholders might not otherwise have incurred or suffered.
"OECD"	the Organisation for Economic Co-operation and Development.
"OEIC"	a company incorporated under the OEIC Regulations.
"OEIC Regulations"	the Open-Ended Investment Companies Regulations 2001 as amended from time to time.

"Orbis"	Means the Investment Manager and/or the Sub-Portfolio Manager as applicable.
"Orbis Group"	Includes the ACD and means the group of business entities that form part of the trading group which Orbis Investment Management Limited is part of.
"PRA"	the Prudential Regulation Authority of 20 Moorgate, London EC2R 6DA and/or any successor or replacement regulatory body thereto.
"Previous NAV"	in respect of a Share Class, the NAV of that Share Class as valued at the previous Valuation Point after any subscriptions and redemptions that took place on the previous Dealing Day after accounting for any accruals to or refunds from the Reserve that were made on that previous Dealing Day
"Reference NAV"	in respect of a Share Class, the NAV of that Share Class before any subscriptions and redemptions due to take place on the relevant Dealing Day and before accounting for any accruals to or refunds from the Reserve.
"Register of Shareholders"	the register of shareholders kept by or on behalf of the Company pursuant to paragraph 1(1) of Schedule 3 to the OEIC Regulations.
"Registered Contact"	the registered contact of a JISA as described under regulation 2C of the Individual Savings Account Regulations 1998.
"Registrar"	Orbis Access (UK) Limited, the registrar and transfer agent of the Company.
"Regulated Activities Order"	The Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 SI 2001/544.
"Regulations"	the OEIC Regulations and the FCA Rules.
"Remuneration Policy"	means the ACD's remuneration policy as described under paragraph 2.2 of Part Four: Information Relating To The Company
"Renminbi" or "RMB"	refers to the legal currency of the People's Republic of China;
"Reserve"	In respect of each Fund, the fee reserve described under paragraph 3.4 of Part Three: Fees.
"Reserve NAV"	in respect of the Reserve for a Fund, the NAV of the Fee Reserve Share Class in issue for that Fund after accounting for any accruals to or refunds from the Reserve for that Fund on the relevant Dealing Day.
"Reserve Recovery Mark"	in respect of a Fund, its reserve recovery mark as described under paragraph 3.5 of Part Three: Fees.
"Scheme Property"	the property of the Company or such part of it as is attributable to a particular Fund, as the context may require in each case, from time to time.
"SDRT"	Stamp Duty Reserve Tax.
"Share" or "Shares"	a share or shares in the Company (including Larger Denomination Shares and Smaller Denomination Shares).
"Share Class" or "Class of Shares" or "Class"	all of the Shares issued by the Company as a particular class of Shares relating to a single Fund.
"Shareholder"	a holder of Shares in the Company.
"Smaller Denomination Share"	a Share carrying one millionth of the rights of a Larger Denomination Share.
"Sterling" or "£"	the lawful currency of the UK.

"Sub-Portfolio Manager"	in respect of a Fund, the sub-portfolio manager(s) specified under Part Two: The Funds.
"UK"	United Kingdom of Great Britain and Northern Ireland.
"US Person"	any natural person who is a US citizen or resident.
"Valuation Point"	the point, whether on a periodic basis or for a particular valuation, at which the ACD carries out a valuation of the property of the Company or a Fund (as the case may be) for the purpose of determining the price at which Shares of a Class may be issued, cancelled or redeemed.
"VAT"	value added tax.

DIRECTORY

Orbis OEIC

Head Office	28 Dorset Square London NW1 6QG
Authorised Corporate Director	Orbis Investment Management (Luxembourg) S.A. 155, rue Cents Luxembourg L-1319
Administrator	Citibank N.A., London Branch Citigroup Centre Canada Square Canary Wharf London E14 5LB
Depositary	Citibank Europe plc, UK Branch Address of principal place of business in the UK: Citigroup Centre Canada Square Canary Wharf London E14 5LB
Investment Manager	Orbis Investment Management Limited Orbis House 25 Front Street Hamilton HM11 Bermuda
Sub-Portfolio Managers	Orbis Portfolio Management (Europe) LLP 28 Dorset Square London NW1 6QG

	Orbis Investment Advisory (Hong Kong) Limited Suites 1802-1805 18th Floor, Chater House 8 Connaught Road Central, Hong Kong
Investment Advisers	Orbis Investment Advisory Limited 28 Dorset Square London NW1 6QG
	Orbis Portfolio Management (Europe) LLP 28 Dorset Square London NW1 6QG
	Orbis Investment Management (U.S.), LLC 600 Montgomery Street, Suite 3800 San Francisco CA 94111 United States of America
Registrar	Orbis Access (UK) Limited 28 Dorset Square London NW1 6QG
Legal Advisers	Simmons & Simmons LLP CityPoint One Ropemaker Street London EC2Y 9SS
Auditor	Ernst & Young LLP Ten George Street Edinburgh EH2 2DZ