

SVM FUNDS ICVC

PROSPECTUS

This document is a Prospectus dated and valid as at 28 December 2018 prepared in accordance and complying with the requirements of Chapter 4 of the Collective Investment Schemes Sourcebook made by the Financial Conduct Authority under the Financial Services and Markets Act 2000.

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

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Important Notice

IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS PROSPECTUS, YOU SHOULD CONSULT YOUR FINANCIAL ADVISER.

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

Responsibilities of SVM Asset Management Limited for this document

SVM Asset Management Limited, the authorised corporate director of SVM Funds, is responsible for the information contained in this Prospectus and has approved the contents of this Prospectus for the purpose of Section 21 of the Financial Services and Markets Act 2000. To the best of its knowledge and belief (having taken reasonable care to determine that such is the case) the information set out below does not contain any untrue or misleading statement or omit any matter required by the FCA Rules to be included in it. SVM Asset Management Limited accepts responsibility for the information accordingly.

The Depositary is not responsible for information contained in this Prospectus and accordingly does not accept any responsibility therefore under the FCA Rules or otherwise.

Status of the Prospectus

This Prospectus is based on information, law and practice at 28 December 2018. Copies of this Prospectus have been sent to the FCA and the Depositary.

No person has been authorised by the Company to give any information or to make any representations in connection with the offering of Shares other than those contained in the Prospectus and, if given or made, such information or representations must not be relied on as having been made by the Company. The delivery of this Prospectus (whether or not accompanied by any reports) or the issue or sale of Shares shall not, under any circumstances, create any implication that the affairs of the Company have not changed since the date hereof. The Company will not be bound by an out of date Prospectus when it has issued a new Prospectus, and investors should check with the ACD that this is the most recently published Prospectus.

Investors should ensure that they have read all sections of the Prospectus and, if the Prospectus has been obtained electronically, should refer to the contents page to ensure they have the complete Prospectus.

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

In particular, the Shares shall not be offered or sold directly or indirectly in or to persons resident or deemed to be resident in the United States of America or any of its territories or possessions or areas subject to its jurisdiction or to or for the account or benefit of, any US Person (which shall include US Persons as defined both by the US Internal Revenue Service and any applicable United States tax, securities or financial services legislation). Investment in Shares by or on behalf of US Persons is not permitted.

The ACD reserves the right to redeem any Shareholders Shares in certain circumstances as set out in Section 3 of this Prospectus.

Listing of Shares in the Company

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

Instrument of Incorporation

The provisions of the Instrument of Incorporation are binding on each of the Company's Shareholders (who are deemed to have notice of them). Copies of the Instrument of Incorporation as amended from time to time may be obtained from, or inspected at, the Company's Head Office which is at 7 Castle Street, Edinburgh EH2 3AH.

Derivatives Transactions

The Funds may use derivatives transactions, but solely for the purposes of Efficient Portfolio Management ("EPM"). The ACD does not anticipate such use of derivative transactions having any adverse effect on the risk profile of those Funds.

Definitions

In this Prospectus, including the Appendices, the following words or expressions shall have the following meanings (except where this would be inconsistent with the context):-

ACD	Authorised Corporate Director. SVM Asset Management Limited is the ACD of the Company.
Act	The Financial Services and Markets Act 2000, as amended from time to time.
Administrator	DST Financial Services International Limited and DST Financial Services Europe Limited, together referred to as the Administrator of the Company.
Approved Security	A transferable security that is: <ul style="list-style-type: none"> a) admitted to official listing in an EEA State (which includes the United Kingdom, Eire, France, Germany, Luxembourg, Netherlands, Belgium, Denmark, Italy, Spain, Portugal, Greece, Austria, Finland, Norway, Sweden, the Czech Republic, Hungary, Latvia, Lithuania, Poland, Slovenia, Cyprus, Malta, Slovakia, Iceland, Bulgaria, Estonia, Romania and Liechtenstein, but please note that in the meantime, until certain issues relating to the relevant securities markets in Cyprus, Malta and Slovakia have been resolved to the satisfaction of the Depositary, Cyprus, Malta and Slovakia will not be treated as EEA States for the purposes of this Prospectus); or b) traded on or under the rules of an Eligible Securities Market (otherwise than by the specific permission of the market authority).
CFD(s)	<p>Contracts for Differences. A CFD is a contract whereby the seller of the contract undertakes to pay to the buyer the difference between the current value of an asset and its future value if that value has increased. If the value falls then the buyer of the contract will pay the seller the difference between the current value and the future value. Thus CFDs allow investors to take long or short positions synthetically and may have no fixed expiry date or contract size.</p> <p>CFDs do not have a maturity date and can be traded at any time on the OTC (over-the-counter) market. The benefit of CFDs is that a Fund can get exposure to price movements in underlying equities by making a margin payment rather than paying the full price for the investment.</p>
Class or Classes	In relation to Shares, means (according to the context) all of the Shares relating to a single Fund or a particular class or type of Share relating to a single Fund or in the Company.
Company or SVM Funds	SVM Funds ICVC.
Dealing Day	Any day other than a Saturday, a Sunday or a bank holiday in England and Wales, as the context may require and subject always to the ACD's discretion.

Depository	State Street Trustees Limited, the Depository of the Company.
Derivative	A future, or an option, or a CFD.
EEA State	A state which is a member of the European Community and any other state which is at the relevant time within the European Economic Area, states currently falling within this definition of "EEA State" being the United Kingdom, Eire, France, Germany, Luxembourg, Netherlands, Belgium, Denmark, Italy, Spain, Portugal, Greece, Austria, Finland, Norway, Sweden, the Czech Republic, Hungary, Latvia, Lithuania, Poland, Slovenia, Cyprus, Malta, Slovakia, Iceland, Bulgaria, Estonia, Romania and Liechtenstein, but please note that in the meantime, until certain issues relating to the relevant securities markets in Cyprus, Malta and Slovakia have been resolved to the satisfaction of the Depository, Cyprus, Malta and Slovakia will not be treated as EEA States for the purposes of this Prospectus.
Eligible Derivatives Markets	Derivatives markets which the ACD, after consultation with the Depository, has decided are appropriate for the purpose of investment of, or dealing in, the Scheme Property (in accordance with the relevant criteria and guidance set out in the FCA Rules) and listed as an eligible derivatives market in Appendix B.
Eligible Institution	One of certain credit institutions as defined in the Banking Consolidation Directive of the European Community (for example, a bank or a building society) or of certain investment firms as defined in the Investment Services Directive of the European Community.
Eligible Securities Market	A securities market established in an EEA State on which transferable securities admitted to the official listing in the EEA State are dealt in or traded; or securities markets which the ACD, after consultation with the Depository, has decided are appropriate for the purpose of investment of, or dealing in, the Scheme Property (in accordance with the relevant criteria and guidance set out in the FCA Rules) and listed as an additional eligible securities market in Appendix B.
EPM	Efficient Portfolio Management. Techniques and instruments which relate to transferable securities and approved money market instruments and which fulfil the following criteria: <ul style="list-style-type: none"> a) they are economically appropriate in that they are realised in a cost effective way; b) they are entered into for one or more of the following specific aims: <ul style="list-style-type: none"> i. reduction of risk; ii. reduction of cost; iii. generation of additional capital or income with a risk level which is consistent with the risk profile of the Fund and the risk diversification rules laid down in the FCA Rules.
FCA	The Financial Conduct Authority or any successor regulatory body, 12 Endeavour Square, London E20 1JN.
FCA Rules	The Collective Investment Schemes Sourcebook made by the FCA under the Act, as amended from time to time (also known as COLL).

Fund	A sub-fund of the Company (being a separate part of the Scheme Property that is pooled separately) and to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with the investment objective and policy applicable to such sub-fund.
GAPS	Government and public securities as defined for the purposes of the FCA Rules.
Instrument of Incorporation	The instrument of incorporation of the Company, as amended from time to time.
Net Asset Value or NAV	The value of the Scheme Property of the Company (or of any Fund or Class of Shares, as the context requires) less the liabilities of the Company (or of the Fund or Class concerned) as determined in accordance with the Instrument of Incorporation.
OEIC Regulations	The Open-Ended Investment Companies Regulations 2001, as amended from time to time.
Redeem or Redemption	In relation to Shares, includes (where appropriate) redemption or cancellation.
Register	The register of Shareholders of the Company maintained by the Administrator.
Regulations	The OEIC Regulations and the FCA Rules.
Scheme Property	The property of the Company entrusted to the Depositary for safekeeping in accordance with the OEIC Regulations.
Share or Shares	A share or shares in the Company or, in relation to a share or shares currently issued by any Fund, a Class A or Class B or net accumulation share or Class A or Class B net income shares in the Company (including in either case larger denomination shares and smaller denomination shares).
Shareholder	Holder(s) of registered Shares in the Company.
Shares in or of a Fund	Shares relating to a particular Fund.
Switch	The exchange of Shares of one Class or Fund for Shares of another Class or Fund.
Valuation point	The point, whether on a periodic basis or for a particular valuation, at which the ACD carries out a valuation of the Scheme Property of the Company or attributable to a Fund (as the case may be) for the purpose of determining the price at which Shares may be issued, cancelled, sold or redeemed.
VAT	Value Added Tax.
£/pound/sterling	Pounds sterling.

Subject to the foregoing, words and expressions which are defined in, or for the purposes of, the Act, the FCA Rules or the OEIC Regulations have the same meaning when they are used in this Prospectus (except where inconsistent with the context) and any references in this Prospectus to any statute or statutory instrument or other rule or regulation shall be deemed to include a reference to

such statute or statutory instrument or other rule or regulation as from time to time amended and to any codification, consolidation or re-enactment thereof as from time to time in force.

Summary of the Prospectus for SVM Funds

Structure

SVM Funds is an investment company with variable capital incorporated in the United Kingdom and registered with the Financial Conduct Authority with its head office at 7 Castle Street, Edinburgh EH2 3AH. The Company has an umbrella structure and each Fund will be invested as a UCITS scheme. The Company is currently offering five Funds. Further Funds may be added over time and, if new Funds become available, investors will be able to move money into them.

Authorised Corporate Director
SVM Asset Management Limited
7 Castle Street, Edinburgh EH2 3AH
(Registered Office)

Tel: 0131 226 6699 Fax: 0131 226 7799
Email: info@svmonline.co.uk

Depository	Custodian and Fund Accountant	Administrator
State Street Trustees Limited	State Street Bank and Trust Company	DST Financial Services International Limited and DST Financial Data Services Europe Limited
Principal place of business	20 Churchill Place Canary Wharf London E14 5HJ	St Nicholas Lane Basildon Essex SS15 5FS
Quartermile 3 10 Nightingale Way Edinburgh EH3 9EG		

Shares

Within each Fund, separate classes of Share can be issued with, for example, different charging structures. Income Shares and accumulation Shares can be made available for each Fund.

Annual Fees

The current Annual Fees are as follows:

	A Shares (Retail)	B Shares (Institutional)
All Europe SRI Fund	1.5%	0.75%
Continental Europe Fund	1.5%	0.75%
UK Opportunities Fund	1.5%	0.75%
UK Growth Fund	1.5%	0.75%
World Equity Fund	1.5%	0.75%

Investment/Redemption Criteria

At the ACD's discretion, any of these requirements may be waived in any particular case or generally:

Minimum lump sum investment*	Class A - £1,000 per investor, £200 per Fund Class B – £250,000 per Fund
Minimum direct debit investment*	All share classes of shares subject to meeting minimum initial investment - £50 per fund
Minimum top-up and redemption**	All classes of shares - £200 per Fund

In the case of Class A Shares, no partial redemption will be permitted which would leave a Shareholder holding Shares in a Fund with a value of less than £1,000 (in the case of Class B, a value of less than £250,000).

*including where the issue or sale of Shares is requested pursuant to a switch

**except, in the case of redemptions, where the entire holding is redeemed. If Shareholders do not comply with the minimum redemption, the ACD may treat their instruction as an instruction to redeem their entire holding.

Valuation Point

12 noon on each Dealing Day.

Dealing Basis

Dealing will be on a forward basis. In other words the ACD will issue or sell and redeem Shares at prices calculated at the Valuation point following any deal being placed.

Typical Investor Profile

An indication of the profile of the typical investor for whom the Funds are designed is given in Section 10.

The Funds

	FCA Product Reference Number
All Europe SRI Fund	643847
Continental Europe Fund	643844
UK Opportunities Fund	643843
UK Growth Fund	643842
World Equity Fund	643845

Details of the investment objectives and policies of the Funds are given on page 10.

Base Currency

Pounds sterling for all of the Funds.

Annual and Half-yearly Reports

Annual and half-yearly long reports for all of the Funds (containing, as appropriate, annual accounts made up to 31 December or half-yearly accounts made up to 30 June) will normally be published on or before 30 April and 31 August respectively each year. The most recent published long reports may be inspected, or obtained from the Company by request in writing to, the Company's Head Office which is at 7 Castle Street, Edinburgh EH2 3AH.

Section 1: The Company

1.1 General

SVM Funds as described in this Prospectus is an investment company with variable capital, incorporated in the United Kingdom under the OEIC Regulations, and is an “umbrella company” as defined in the OEIC Regulations (and in terms of the FCA Rules is a scheme which is an umbrella and a UCITS scheme). The Company is a collective investment scheme as defined in the Act and is governed by the OEIC Regulations, the FCA Rules and its Instrument of Incorporation. It was authorised by the FCA on 19 September 2002. Its FCA product reference number is 407752. The Company has been certified by the FCA as complying with the conditions necessary for it to enjoy rights conferred by the EU Directive on Undertakings for Collective Investment in Transferable Securities (“UCITS”). The Company has an unlimited duration.

The Company complies with the FCA Rules and therefore, subject to the Instrument of Incorporation and this Prospectus, has available to it the extended investment powers available under the UCITS regime.

The object of the Company is to invest the Scheme Property mainly in transferable securities with the aim of spreading investment risk and giving its Shareholders the benefit of the results of the management of that property. The Shareholders have no interest in the Scheme Property, and 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 purchase price of the Shares.

The address of the head office of the Company is 7 Castle Street, Edinburgh EH2 3AH. This is also the address where notices or other documents required or authorised to be served on it, can be served. Various documents, including this Prospectus, the Instrument of Incorporation, as amended from time to time, and the most recent annual and half-yearly long reports may be inspected or are available at this address. These documents may also be obtained from the ACD’s website at www.svmonline.co.uk.

The maximum size of the Company’s issued share capital is £10,000,000,000. The minimum size of the Company’s issued share capital is £100. Shares in the Company have no par value. The share capital of the Company at all times equals the Net Asset Value of the Company. The base currency of the Company and of each Fund is Pounds sterling.

The sole director of the Company is SVM Asset Management Limited, which acts as the Authorised Corporate Director. It is not the present intention of the ACD that other directors will be appointed.

Annual and half-yearly long reports of the Company will be made up to 31 December and 30 June respectively each year. Copies of the long reports are available on request. Information about each of the Funds is available on the ACD’s website www.svmonline.co.uk.

1.2 The Structure of the Company and its Funds

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

The assets of each Fund will be treated as separate from those of every other Fund and will be invested in accordance with the investment objective and policy applicable to that Fund. Each Fund will be charged with the liabilities, expenses, costs and charges of the Company attributable to that Fund. Within Funds charges and expenses will, where applicable, be allocated between Classes in accordance with the terms of issue of Shares of those Classes. Any assets, liabilities, expenses, costs or charges not specifically attributable to a particular Fund may be allocated by the ACD in a manner which is fair to the Shareholders of the Company generally, although they will normally be allocated to all of the Funds pro rata to the value of the net assets of the respective Funds.

The assets of a Fund belong exclusively to that Fund and cannot be used to discharge directly or indirectly the liabilities of, or claims against, any other person or body, including the Company or any other Fund, and shall not be available for any such purpose. While the OEIC Regulations provide for this “segregated liability” between Funds, the concept is relatively new and so where claims are

brought by local creditors in foreign courts or under foreign law contracts, it is not yet known how those foreign courts will react to the OEIC Regulations.

The Company currently has five Funds available, details of which are set out below. Each will be invested as a UCITS scheme, as defined for the purposes of the FCA Rules.

1.3 Investment Objectives and Policies of the Funds

The investment objectives and policies of each Fund are as follows:-

All Europe SRI Fund

The objective of this Fund is to achieve above average capital growth over the medium to long term (although short term investment opportunities will also be considered) and it aims to outperform the FTSE World Europe Index (or any successor index).

This Fund will invest principally in securities which are dealt in or traded on all European Eligible Securities Markets. From time to time, when particular opportunities are identified, or the ACD considers it appropriate, this Fund may invest in securities which are dealt in or traded on other Eligible Securities Markets or which are otherwise permitted for this Fund.

Whilst focused on profitability and investor returns, the ACD is also aware of the social and environmental aspects of its investments. Although the Fund may negatively screen out some companies the approach is one of positive screening and actively engaging with the management of investee companies. Information on this strategy is available from the ACD on request and is also available on the ACD's website at www.svmonline.co.uk.

Continental Europe Fund

The objective of this Fund is to achieve above average capital growth over the medium to long term (although short term investment opportunities will also be considered) and it aims to outperform the FTSE World Europe ex UK Index (or any successor index which aims to cover 85% of the market capitalisation of listed stocks on European stock markets excluding the UK).

This Fund will invest principally in securities dealt in or traded on European Eligible Securities Markets. From time to time, when particular opportunities are identified, or the ACD considers it appropriate, this Fund may invest in securities which are dealt in or traded on other Eligible Securities Markets or which are otherwise permitted for this Fund.

UK Opportunities Fund

The objective of this Fund is to achieve above average capital growth over the medium to long term (although short term investment opportunities will also be considered) and it aims to outperform the FTSE All Share Index (or any successor index).

The Fund will seek to invest in the full range of opportunities available to it, which will include shares on the Alternative Investment Market. The Fund also will seek to generate returns regardless of market capitalisation.

The Fund will invest principally in securities of UK companies listed on the London Stock Exchange. From time to time, when particular opportunities are identified, or the ACD considers it appropriate, this Fund may invest in other permitted transferable securities.

UK Growth Fund

The objective of this Fund is to achieve above average capital growth over the medium to long term (although short term investment opportunities will also be considered) and it aims to outperform the FTSE All Share Index (or any successor index).

This Fund will invest principally in securities listed on the London Stock Exchange. From time to time, when particular opportunities are identified, or the ACD considers it appropriate, this Fund may invest in securities which are dealt in or traded on the London Stock Exchange but outside the FTSE 100 Index or which are otherwise permitted for this Fund.

World Equity Fund

The objective of this Fund is to achieve above average capital growth over the medium to long term (although short-term investment opportunities will also be considered) and it aims to outperform its peers in the IA Global Sector.

The Fund will invest in a portfolio of global equities and other equity related instruments such as Exchange Traded Funds.

1.4 Shares

Classes of Share within the Funds

More than one Class of Shares may be issued in respect of each Fund and the ACD may make available within each Class of Shares net income Shares and net accumulation Shares. Currently, however, only Class A and Class B net accumulation Shares are issued by each Fund.

A net accumulation Share is one in respect of which income (net of any tax deducted or accounted for by the Company) is credited periodically to capital within the relevant Fund. Holders of accumulation Shares are not entitled to be paid the income attributable to such Shares, but that income is automatically transferred to (and retained as part of) the capital assets of the relevant Fund at the end of the relevant accounting period and is reflected in the price of an accumulation Share.

Where a Fund has different Classes of Share, each may attract different charges and expenses, so that monies may be deducted from the assets attributable to each of those Classes in unequal proportions. In these circumstances the proportionate interests of the Classes of Share in a Fund will be adjusted accordingly, in accordance with the terms of issue of Shares of those Classes.

Also, at the discretion of the ACD, each Class of Shares may have its own particular investment/redemption minima (see Section 3.1) or other particular features such as (in the case of the second or any further Class of Shares in a Fund) restricted access.

The Characteristics of Shares in the Company

Shareholders are entitled (subject to certain restrictions) to switch all or part of their Shares of a Class or in a Fund for Shares of another Class within the same Fund or for Shares of the same or another Class within a different Fund. Details of this switching facility and the applicable restrictions are set out in Section 3 below.

The title to Shares in the Company is evidenced by an entry on the Register and certificates are not issued to Shareholders. Details of a Shareholder's entry on the Register are available from the Administrator on request by that Shareholder (subject to such proof of identity as the ACD may reasonably require and any applicable charge). A statement of shareholding ("periodic statement") in respect of registered Shares will be sent to each holder of such Shares at least once a year in such form as the ACD may decide. A periodic statement will not constitute a document of title to the relevant Shares.

In order that precise shareholdings can be maintained, fractions of a Share are recorded in the Company's records. Technically, the rights attached to Shares of each Class are expressed in two denominations - smaller denomination and larger denomination. Each smaller denomination Share represents one 1,000th of a larger denomination Share and therefore, in practice, represents a fraction of a whole Share (being a larger denomination Share). The ACD shall, whenever not less than 1,000 smaller denomination Shares of any Class are included in any registered holding, consolidate 1,000 of such Shares into a larger denomination Share of the same Class, but may at any time for the purpose of effecting a transaction in Shares with a Shareholder replace that Shareholder's entitlement to one or more larger denomination Shares with an entitlement to the corresponding number of smaller denomination Shares of the same Class.

Section 2: The Service Providers

2.1 The Authorised Corporate Director

The Authorised Corporate Director is SVM Asset Management Limited, whose details are set out on page 6. The ACD is a private company incorporated with limited liability in Scotland under the Companies Acts on 26 June 1990 and has an issued share capital of £24,635 which is fully paid up.

The ACD is authorised and regulated by the FCA to carry on investment business in the United Kingdom.

The ACD is responsible for managing and administering the affairs of the Company in compliance with the Regulations. The ACD does not employ the services of an external investment adviser.

The ACD is an Edinburgh-based independent investment management company established by Colin McLean. It offers investment management services to its institutional clients, which include a listed investment trust, pension funds and segregated accounts. The ACD has three directors, all of whom are investment managers.

Colin Mclean – managing director

Colin established the ACD in 1990. He has over 40 years' investment experience and is co-manager of the UK Growth Fund. Colin is also co-manager of an investment trust as well as lead manager to segregated accounts and an offshore investment fund.

Margaret Lawson – UK investment director

Margaret has more than 30 years' investment experience and joined SVM in 1990 as a founding director. Margaret is the lead manager of the UK Growth Fund and an investment trust.

Neil Veitch – global and UK investment director

Neil has over 20 years' experience of investment management and has managed the UK Opportunities Fund for over 10 years. He is also lead manager of the World Equity Fund and co-manager of the All Europe SRI Fund.

The ACD was established to provide investment management services using value management methods. This value based approach involves detailed analysis before selecting companies suitable for investment. The approach focuses on identifying “undervalued” shares by analysing fundamental value based on companies' long term growth prospects and dividend paying ability. It recognises that stock market movements are usually much greater and more rapid than the underlying intrinsic value of the companies themselves. Because of these exaggerated swings of sentiment, the ACD believes that there will always be some companies that are undervalued and some whose shares are over-valued. This applies to large as well as small companies, and well-managed ones in addition to what would be more commonly recognised as “recovery” situations.

There are a number of analytical tools required to apply the investment method successfully, requiring detailed examination of reports and accounts. Companies' trading records over the last six years are assessed to identify the longer term trends and calculate profits and dividend paying potential. The ACD monitors this information on its own screen-based database, comparing share prices with underlying valuations before making investment decisions or recommendations.

Terms of Appointment

In terms of an agreement between the Company and the ACD (the “ACD Agreement”), the ACD is responsible for managing and administering the affairs of the Company in compliance with the Regulations. The ACD is entitled to the fees, charges and expenses specified or referred to in this Prospectus. The Company will indemnify the ACD against any liability incurred by it (1) in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by it as a Director of the Company and in which judgement is given in its favour or it is acquitted or (2) in connection with any application under Regulation 63 of the OEIC Regulations pursuant to which relief is granted by the Court. It will also exempt the ACD from liability to the Company in certain circumstances. Subject to the Regulations, the appointment of the ACD may be terminated after an initial period of three years upon 12 months' prior written notice by the Company to the Depositary and the ACD, although in certain circumstances the ACD Agreement may be

terminated forthwith by notice in writing by the ACD to the Company, or by the Depositary to the ACD and the Company and it will terminate with immediate effect in certain circumstances, including the removal of the ACD by an ordinary resolution of the Company. Termination cannot take effect until the FCA has approved the change of director. The ACD will not be entitled to any compensation for loss of office. Copies of the ACD Agreement will be provided to Shareholders on request.

The ACD does not seek to make a profit on the issue or re-issue or sale of Shares or cancellation of Shares which it has redeemed, however it is under no obligation to account to the Depositary, the Company or the Shareholders for any profit it does make.

2.2 The Depositary

The Depositary is State Street Trustees Limited whose details are set out on page 7. The Depositary is incorporated in England & Wales as a limited company and has its registered office at 20 Churchill Place, Canary Wharf, London, E14 5HJ. and its principal place of business at Quatermile 3, 10 Nightingale Way, Edinburgh EH3 9EG. The principal business activity of the Depositary is acting as trustee and depositary of collective investment schemes. The Depositary is authorised by the FCA to carry on regulated activity in the United Kingdom.

Terms of Appointment and Custodian

Subject to the FCA Rules and the OEIC Regulations, the Depositary is responsible for the safe keeping of the property and assets of the Company entrusted to it. The Depositary provides its services under the terms of an agreement between it, the Company and the ACD (the "Depositary Agreement") which may be terminated, inter alia, by six months' notice given by either party, provided that the Depositary may not terminate its services voluntarily except on the appointment of a new Depositary. Subject to the FCA Rules, the Depositary has full power under the Depositary Agreement to delegate (and authorise its delegate to sub-delegate) all or any part of its duties as Depositary. The Depositary is entitled to the fees, charges and expenses detailed or referred to in this Prospectus. The Depositary Agreement contains indemnities by the Company in favour of the Depositary against (other than in certain circumstances) any liability incurred by the Depositary as a consequence of its safe keeping of any of the Scheme Property or incurred by it as a consequence of the safe keeping of any of the Scheme Property by anyone retained by it to assist it to perform its function of the safekeeping of the Scheme Property and also (in certain circumstances) exempts the Depositary from liability.

The Depositary has retained the services of its affiliate, State Street Bank and Trust Company to perform the function of custodian of documents of title or documents evidencing title to the Scheme Property of the Company. The relevant arrangements prohibit State Street Bank and Trust Company from releasing the documents into the possession of a third party without the consent of the Depositary.

Depositary's functions

The Depositary has been entrusted with following main functions:

- Ensuring that the sale, issue, repurchase, redemption and cancellation of Shares are carried out in accordance with applicable law and the articles of incorporation.
- Ensuring that the value of the Shares is calculated in accordance with applicable law and the articles of incorporation.
- Carrying out the instructions of the ACD unless they conflict with applicable law and the articles of incorporation.
- Ensuring that in transactions involving the assets of the Company any consideration is remitted within the usual time limits.
- Ensuring that the income of the Company is applied in accordance with applicable law and the articles of incorporation.
- Monitoring of the Fund's cash and cash flows

- Safe-keeping of the Fund's assets, including the safekeeping of financial instruments to be held in custody and ownership verification and record keeping in relation to other assets.

Depository's liability

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

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

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

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

The Depository will be liable to the Company for all other losses suffered by the Company as a result of the Depository's negligent or intentional failure to properly fulfil its obligations pursuant to the UCITS Directive.

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

Delegation

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

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

Conflicts of Interest

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

- i. providing nominee, administration, registrar and transfer agency, research, agent securities lending, investment management, financial advice and/or other advisory services to the Company;
- ii. engaging in banking, sales and trading transactions including foreign exchange, derivative, principal lending, broking, market making or other financial transactions with the Company either as principal and in the interests of itself, or for other clients.

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

- i. will seek to profit from such activities and are entitled to receive and retain any profits or compensation in any form and are not bound to disclose to, the Company, the nature or amount of any such profits or compensation including any fee, charge, commission, revenue share, spread, mark-up, mark-down, interest, rebate, discount, or other benefit received in connection with any such activities;
- ii. may buy, sell, issue, deal with or hold, securities or other financial products or instruments as principal acting in its own interests, the interests of its affiliates or for its other clients;

- iii. may trade in the same or opposite direction to the transactions undertaken, including based upon information in its possession that is not available to the Company;
- iv. may provide the same or similar services to other clients including competitors of the Company;
- v. may be granted creditors' rights by the Company which it may exercise.

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

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

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

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

- i. conflicts from the sub-custodian selection and asset allocation among multiple sub-custodians influenced by (a) cost factors, including lowest fees charged, fee rebates or similar incentives and (b) broad two-way commercial relationships in which the Depositary may act based on the economic value of the broader relationship, in addition to objective evaluation criteria;
- ii. sub-custodians, both affiliated and non-affiliated, act for other clients and in their own proprietary interest, which might conflict with clients' interests;
- iii. sub-custodians, both affiliated and non-affiliated, have only indirect relationships with clients and look to the Depositary as its counterparty, which might create incentive for the Depositary to act in its self-interest, or other clients' interests to the detriment of clients; and
- iv. sub-custodians may have market-based creditors' rights against client assets that they have an interest in enforcing if not paid for securities transactions.

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

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

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

2.3 The Register

The Company has, at the request of the ACD, appointed the Administrator to maintain the Company's register of shareholders. Details of the Administrator are set out on page 7. The Register is maintained at St Nicholas Lane, Basildon, Essex, SS15 5FS where it may normally be inspected by any Shareholder or any Shareholder's duly authorised agent on any Dealing Day between 9.00 a.m. and 5.00 p.m. The Register is prima facie evidence of entitlement to Shares.

2.4 The Administrator

The ACD has delegated investor dealing and administration to DST Financial Services International Limited and DST Financial Services Europe Limited under an agreement appointing them to provide various investment administration services for the Company. The Administrator carries out its duties in accordance with the directions of the Company or the ACD and will not alter the manner in which its duties are carried out without the prior written consent of the Company or the ACD.

The Administrator is entitled to the fees, charges and expenses, as agreed from time to time between it and the ACD, detailed or referred to in this Prospectus. The agreement is for an initial term of seven years and is then terminable on 12 months' notice, to expire at any time after the end of the initial term.

2.5 The Auditor

The auditor of the Company is Scott Moncrieff Limited, whose address is Exchange Place 3, Semple Street, Edinburgh EH3 8BL.

2.6 Conflicts of interest

The ACD and other persons associated with it may, from time to time, act as managers, authorised corporate directors, operators, investment managers or advisers to other companies or funds which follow similar investment objectives to the Funds. It is therefore possible that the ACD may in the course of its business have potential conflicts of interest with the Company or a particular Fund. The ACD will, however, have regard in such event to its obligations under the ACD Agreement and, in particular, to its obligation to act in the best interests of the Company so far as practicable, having regard to its obligations to other clients, when undertaking any business where potential conflicts of interest may arise. The Depositary may, from time to time, act as the Depositary or trustee of other companies or funds and Administrator may from time to time act as the registrar and/or administrator of other companies or funds.

Subject to compliance with the FCA Rules the ACD may be party to or interested in any contract, arrangement or transaction to which the Company is a party or in which it is interested. The ACD is entitled in its own discretion to determine the terms of its appointment as such and consequently to amend the terms of the ACD Agreement.

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

- a) their acting as agent for the Company in the sale or purchase of property to or from the Funds; or
- b) their part in any transaction or the supply of services permitted by the FCA Rules; or
- c) their dealing in property equivalent to any owned by (or dealt in for the account of) the Company.

Section 3: Dealing, Prices and Valuations

3.1 Dealing in Shares

Dealing Prices

The Administrator is available to receive, on behalf of the ACD, requests for the issue, sale, redemption and switching of Shares from 9.00 a.m. until 5.00 p.m. on each Dealing Day. Other methods of dealing than those set out below may from time to time be available at the ACD's discretion. If requested the ACD may deal as agent between the investor and the Company. Shares will be issued or sold and redeemed at forward prices, that is, at a price calculated by reference to the next valuation point following receipt of the application to buy or instruction to sell Shares.

When buying Shares, the initial charge (if any) will be deducted from the amount to be invested. Shares will then be purchased at the valuation price, subject to any applicable dilution adjustment. When selling Shares, a Shareholder receives the price of the Shares, subject to any applicable dilution adjustment.

Buying Shares

Buying Shares by Post

A completed Application Form, cheque in Pounds sterling and evidence of identity must be sent to the ACD at SVM Asset Management Ltd., PO Box 11967, Chelmsford CM99 2DS. 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 that event the ACD will return any money sent, or the balance of such monies, at the risk of the applicant. Please note the procedures relevant to money laundering set out below.

Buying Shares by Telephone

Once an investor has made an initial investment and an account has been opened, further Shares can be bought on any Dealing Day by telephoning the Administrator on 0345 066 1110. Payment of the appropriate amount must be received by the Administrator within 4 days of the Dealing Day. Telephone calls may be recorded.

Shares are issued in registered uncertificated form only. A contract note confirming each purchase will be despatched by close of business on the next business day following execution of the transaction. The client reference printed on the contract note should be used by the investor in all subsequent communications with the Administrator including for purchases, redemptions, and switches.

The ACD may, at any time at its discretion, temporarily discontinue, cease definitively or limit the issue of Shares to persons or corporate bodies resident or established in certain countries or territories. No interest is paid on any monies awaiting clearance and/or investment.

Selling Shares

The Company (or the ACD) will buy back Shares from Shareholders at not less than the price calculated in accordance with the FCA Rules. However, no Shares will be bought back if a Shareholder wishes to redeem less than his entire holding and the redemption would reduce that holding to less than the minimum allowed. The current minimum holding is Shares to the value of £200. The minimum holding limit may be waived and/or reduced by the ACD at any time.

Requests to redeem shares may be made in writing or by telephoning the Administrator at the number noted above. Instructions received on a Dealing Day will be processed on that day if they are received by 12.00 noon that day. A contract note confirming each sale will be despatched by close of business on the next business day following execution of the transaction. For telephone deals, a renunciation form will also be sent to the Shareholder to complete and return.

A bank transfer or a cheque for the proceeds of sale (net of any permitted deductions) will be issued four business days from the later of (a) receipt by the Administrator of the renunciation form duly signed and completed by all the relevant Shareholders, together with any other appropriate evidence of title or other information reasonably requested by the Administrator, and (b) the valuation point following receipt by the Administrator of the request to redeem. Please note the procedures relevant to money laundering set out below.

A Shareholder may not withdraw his request for redemption of Shares except in the event of a suspension of the determination of the price of the relevant Fund and in such event a withdrawal will be effective only if written notification is received by the Administrator before the termination of the period of suspension. If the request is not withdrawn, the redemption will be made on the next Dealing Day following the end of the suspension.

Investment/Redemption Criteria

At the ACD's discretion, any of these requirements may be waived in any particular case or generally:

Minimum lump sum investment*	Class A - £1,000 per investor, £200 per Fund Class B – £250,000 per Fund
Minimum direct debit investment*	All share classes of shares subject to meeting minimum initial investment - £50 per fund
Minimum top-up and redemption**	All classes of shares - £200 per Fund

In the case of Class A Shares, no partial redemption will be permitted which would leave a Shareholder holding Shares in a Fund with a value of less than £1,000 (in the case of Class B Shares, a value of less than £250,000).

*including where the issue or sale of Shares is requested pursuant to a switch

**except, in the case of redemptions, where the entire holding is redeemed. If Shareholders do not comply with the minimum redemption, the ACD may treat their instruction as an instruction to redeem their entire holding.

In Specie Redemptions and Cancellations of Shares

Where a Shareholder requests the redemption or cancellation of Shares, the ACD may, at its discretion, arrange for their cancellation and give written notice to the Shareholder before the proceeds would otherwise become payable in cash that, instead of paying such proceeds in cash, the Depositary will transfer to that Shareholder property attributable to the relevant Fund having the appropriate value. Where such a notice is given, the Shareholder may, by written notice given to the ACD before the relevant property is transferred to the Shareholder, require the ACD to arrange for a sale of that property and the payment to the Shareholder of the net proceeds of that sale.

The selection of the property to be transferred (or sold) will be made by the ACD in consultation with the Depositary, with a view to achieving no greater advantage or disadvantage to the Shareholder requesting the redemption or cancellation of his Shares than to the continuing Shareholders. The Depositary may retain out of the property to be transferred (or the proceeds of sale) property or cash of a value or amount equivalent to any permitted redemption charge of the ACD (for the benefit of the ACD) and any permitted dilution adjustment (for the benefit of the Company).

Switching Shares

A Shareholder in a Fund may at any time switch all or some of his Shares of one Class or Fund ("Original Shares") for Shares of another Class or Fund ("New Shares"), subject always to any applicable restrictions on the redemption and issue or sale of Shares in or contemplated in the Regulations.

A Shareholder wishing to switch Shares should apply in the same way as for a redemption of Shares and in general the procedures relating to a redemption of Shares will apply equally to a switch of Shares but the switch will be priced at the first valuation point after the day on which the instructions are received or at such other valuation point as the ACD, at the request of the Shareholder, may agree. Switching instructions will be irrevocable and in no circumstances will a Shareholder who switches Shares in one Fund for Shares in another Fund be given a right by law to withdraw from or cancel the transaction. Written confirmation of the switch, and of any switching charge which may be levied (see Section 4.1), will be dispatched by the close of business on the first business day after the valuation point at which the switch was priced.

If a switch would result in the Shareholder holding a number of Original Shares or New Shares of a value which is less than the minimum holding in the Fund concerned, the ACD may, if it considers it

appropriate, switch the whole of the applicant's holding of Original Shares for New Shares (and deem the applicant's instructions to be amended accordingly) or refuse to effect any switch of the Original Shares. No switch will be made during any period when the right of Shareholders to require the redemption of their Shares is suspended.

The ACD may adjust the number of New Shares to be issued to reflect the imposition of any switching charge together with any other charges or levies in respect of the issue or sale of the New Shares or redemption or cancellation of the Original Shares as may be permitted by the FCA Rules.

It should be noted that a switch of Shares in one Fund for Shares in any other Fund is treated as a redemption and sale and therefore will, for persons subject to United Kingdom taxation, be treated as a disposal for the purposes of UK taxation of capital gains (see Section 8).

A Shareholder may also convert their Shares of one class for Shares of another class within the same Fund subject to any minimum holding requirements (e.g. convert A Shares to B Shares or vice versa).

Conversions are not treated as redemptions or sales and therefore will not normally be treated as a disposal for the purposes of Capital Gains Taxation. No Stamp Duty Reserve Tax will be payable on a conversion.

Electronic Communication

The Administrator cannot accept instructions to buy, sell or switch shares sent via email.

Money Laundering etc.

All applications to purchase Shares are subject to the provisions of the Money Laundering Regulations 2017, the Proceeds of Crime Act 2003 and the JMLSG Guidance Notes for the Financial Sector ("the Money Laundering Requirements") as amended from time to time. When making an initial investment, an applicant must provide satisfactory evidence of his identity as indicated on the Application Form. In certain circumstances the Administrator may need to request additional information from applicants.

The ACD is not required to pay out the proceeds of a repurchase of Shares when it or the Administrator considers it necessary or appropriate to carry out or complete identification procedures in relation to the Shareholder in accordance with the Money Laundering Requirements or any other statutory, regulatory or European Union obligation. The ACD or the Depositary (as applicable) may on the same ground decline to make or alter any entry in the register or to accept any transfer or effect any switch or conversion of Shares or to distribute income on Shares, or the proceeds of realisation on a winding-up, to a Shareholder.

In any event the ACD reserves the right to reject any application in whole or in part where empowered to do so by the Money Laundering Requirements. An instruction in writing and/or by telephone for the purchase or sale of Shares is a legally binding contract when accepted by the Administrator. The ACD and the Administrator may record on magnetic tape all telephone conversations and reserve the right to use such records in any dispute that may arise. The ACD reserves the right to cancel, in whole or in part, any contract in respect of which a payment remains overdue and to recover any resulting loss.

Restrictions and Compulsory Transfer and Redemption

The ACD may from time to time impose such restrictions as it thinks necessary for the purpose of ensuring that no Shares in the Company are acquired or held by any person in circumstances ("relevant circumstances") which constitute a breach of the law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory or which would (or would if other shares were acquired or held in like circumstances) result in the Company incurring any liability to taxation or suffering any other adverse consequence (including a requirement to register under any securities or investment or similar laws or governmental regulation of any country or territory). In this connection, the ACD may, inter alia, reject or redeem at its discretion any application for the purchase, sale, transfer or switching of Shares.

If it comes to the notice of the ACD that any Shares ("affected Shares") have been acquired or are being held, beneficially or otherwise, in any relevant circumstances or if it reasonably believes this to be the case, the ACD may give notice to the holder(s) of the affected Shares requiring the transfer of

such Shares to a person who is qualified or entitled to own them or that a request in writing be given for the redemption or cancellation of such Shares in accordance with the FCA Rules. If any person upon whom such a notice is served does not within thirty days after the date of issue of such notice transfer his affected Shares to a person qualified to own them give such a request or establish to the satisfaction of the ACD (whose judgement is final and binding) that he (and if any the beneficial owner) is qualified and entitled to own the affected Shares, he shall be deemed upon the expiration of that thirty 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 in accordance with the FCA Rules.

A person who becomes aware that he is holding or owns affected Shares in any relevant circumstances, shall forthwith, unless he has already received a notice as aforesaid, either transfer all his affected Shares to a person qualified to own them or give a request in writing for the redemption or cancellation of all his affected Shares in accordance with the FCA Rules.

Suspension of Dealings in the Company

The ACD may, with prior agreement of the Depositary, and must without delay if the Depositary so requires, temporarily suspend the issue, cancellation, sale and redemption of Shares where due to exceptional circumstances it is in the interests of all the Shareholders. The ACD and the Depositary must ensure that the suspension is only allowed for as long as it is justified having regard to the interests of the Shareholders. At the time of suspension the ACD, or the Depositary if it has required the ACD to suspend dealings in Shares, must immediately inform the FCA, stating the reason for its action, and as soon as possible, provide written confirmation of the suspension and the reasons for it to the FCA. The ACD shall ensure that Shareholders receive notification of the suspension as soon as practicable after the suspension commences. The ACD and the Depositary must formally review the suspension at least every 28 days and inform the FCA of the results of the review. The suspension may be restricted to any single Fund, or Class of Shares within that Fund. During any such period of suspension, the ACD may agree to issue, sell, redeem or switch shares at prices calculated by reference to the first valuation point after the end of the suspension, which is when the recalculation of prices will commence.

Governing Law

All dealings in Shares are governed by Scots law.

3.2 Publication of Prices

The most recent prices for Shares can be accessed on the ACD's website at www.svmonline.co.uk or on the Financial Express website at www.fundlistings.com. Prices can also be obtained by calling the ACD on 0345 066 1110. Shares are issued or sold and redeemed on a forward pricing basis, and not on the basis of the historical published prices. Accordingly the prices published may not be the current prices, and in any event the ACD can accept no responsibility for the accuracy of the prices published.

3.3 Valuation and Price of Shares

Valuation Point

The price at which a Share may be purchased or redeemed is calculated by reference to the Net Asset Value (or the relevant proportion of the Net Asset Value) of the Fund to which it relates at a particular valuation point. Each Fund will have a regular valuation point at 12 noon on each Dealing Day and the ACD may create an additional valuation point for any Fund at any time if the ACD considers it appropriate to do so. At each valuation point of a Fund the Scheme Property attributed to the Fund will be valued and the proportion of the Net Asset Value attributable to each Class of Shares in the Fund determined to calculate the prices of Shares of each Class in the Fund.

The value of the Scheme Property attributed to the Fund will be the value of its assets less the value of its liabilities. All the Scheme Property attributed to the Fund will be included in each valuation. All instructions to issue or cancel Shares shall be assumed to have been carried out (and any cash paid or received) whether or not this is the case.

Valuation Basis

The valuation will be based on the following:

- (a) Cash and amounts held in current and deposit accounts and in other time-related deposits will be valued at their nominal value.
- (b) Except in the case of units in an authorised unit trust or units or shares in other regulated collective investment schemes, all transferable securities will be valued:-
- (i) If a single price for buying and selling the security is quoted, at that price.
 - (ii) If separate buying and selling prices are quoted, at the average of the two prices.
 - (iii) If, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no price exists, at a value which, in the opinion of the ACD is fair and reasonable.
- (c) Units or shares in an authorised unit trust or other regulated collective investment scheme will be valued:-
- (i) If a single price for buying and selling units or shares is quoted, at that price.
 - (ii) If separate buying and selling prices are quoted, at the average of the two prices providing the buying price has been reduced by any preliminary charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto.
 - (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.
- (d) A contingent liability transaction will be valued at the net value of margin on closing out, whether as a positive or negative value, provided that if it is a written option (and the premium for writing the option has become part of the Scheme Property), the amount of the net valuation of premium receivable will be deducted and that if the property is an off-exchange Derivative which is not an off-exchange future, the method of valuation will be agreed between the ACD and the Depositary. If the property is an off-exchange future it will be included at the net value of closing out in accordance with a valuation method agreed between the ACD and the Depositary.
- (e) All other Scheme Property will be priced at a value which, in the opinion of the ACD, represents a fair and reasonable mid-market price.
- (f) If there are any outstanding unconditional agreements to purchase or sell any of the Scheme Property attributed to the Fund which are uncompleted, then the valuation will assume completion of the relevant agreement and all required consequential action to have been taken. However such unconditional agreements made shortly before the valuation point need not be taken into account if, in the opinion of the ACD, their omission will not materially affect the valuation. Not included in this paragraph are any futures or CFDs which are not yet due to be performed and unexpired and unexercised written or purchased options.
- (g) Added to the valuation (to the extent that they are attributable to the Fund) will be:
- (i) an estimated amount for accrued claims for tax of whatever nature which may be recoverable;
 - (ii) any other credits or amounts due to be paid into the Scheme Property; and
 - (iii) a sum representing any interest or any income accrued due or deemed to have accrued but not received.
- (h) Deducted from the valuation (to the extent that they are attributable to the Fund) will be:
- (i) an estimated amount for anticipated tax liabilities at that point in time including (as applicable and without limitation) capital gains tax, income tax, corporation tax and advance corporation tax, VAT and stamp duty;

- (ii) an estimated amount for any liabilities payable out of the Scheme Property and any tax thereon treating periodic items as accruing from day to day;
- (iii) the principal amount of any outstanding borrowings whenever payable and any accrued but unpaid interest on borrowings; and
- (iv) any charges or commissions paid or payable in respect of any acquisition or disposal of Scheme Property if and to the extent that any such deduction is appropriate in the context of the valuation of the Scheme Property in question.

Amounts which are de minimis may be omitted from the valuation. Where there are difficulties regarding obtaining or processing data on securities or other relevant data, then the ACD may, with the agreement of the Depositary, utilise validated market indices for pricing and connected purposes. Such indexation may be utilised in the pricing of the relevant Fund until such time as the ACD is reasonably satisfied that the difficulties in obtaining or processing data have been resolved. Currencies or values in currencies other than sterling shall be converted at the rates of exchange ruling at the relevant valuation point, subject to such rates not being likely to result in any material prejudice to the interests of Shareholders or potential Shareholders.

Calculation of Dilution Adjustment

The actual cost of purchasing or selling investments for a Fund may deviate from the mid-market value used in calculating the price of Shares in the Fund, due to dealing charges, taxes, and any spread between the buying and selling prices of the investments. These costs have an adverse effect on the value of the Fund, known as "dilution". The FCA Rules allow the cost of dilution to be met directly from the Fund's assets or to be recovered from investors on the purchase or redemption of Shares in the Fund by the imposition of a dilution levy or to be dealt with by means of a dilution adjustment, which is the policy which has been adopted by the ACD. To mitigate the effects of dilution the ACD therefore has the discretion to make a dilution adjustment in the calculation of the dealing price and thereby alter the dealing price of Shares in the Fund.

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

- a) If the Fund is experiencing steady decline (net outflow of investment).
- b) If the Fund is experiencing steady growth (net inflow of investment).
- c) If the Fund is experiencing large levels of net purchases or net redemptions relative to its size.
- d) Where the Fund experiences net redemptions on any day equivalent to 3 per cent of the total Fund value.
- e) In any other circumstances where the ACD believes it will be in the interests of Shareholders to make a dilution adjustment.

This policy to alter the dealing price will be subject to regular review and may change. The ACD's decision on whether or not to make a dilution adjustment and at what level this adjustment might be made in particular circumstances or generally, will not prevent it from making a different decision in similar circumstances in the future.

On the occasions when no dilution adjustment is made there may be an adverse impact on the total assets of the relevant Fund.

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

The dilution adjustment can vary over time and vary depending on the assets held by the relevant Fund. Under normal market conditions, the dilution adjustment varies between 0.25 and 1.5 per cent on purchases and redemptions of Shares, but in times of extreme volatility it can be greater.

The dilution adjustment shall make such reasonable allowances as the ACD deems necessary for the market spread of the value of the assets of the Fund and the related costs of acquisition or disposal of those assets.

Section 4: Charges and Expenses

4.1 The Preliminary and Switching Charges

The ACD may, at its sole discretion in any particular case or generally, make and retain a preliminary charge on the sale or issue of Shares. The level of the preliminary charge varies for different Classes of Share and for different Funds and is expressed as a percentage of the price of the Shares being acquired and is added to the price of those Shares. The current charges are as follows:-

	A Shares (Retail)	B Shares (Institutional)
All Europe SRI Fund	5.25%	n/a
Continental Europe Fund	5.25%	n/a
UK Opportunities Fund	5.25%	n/a
UK Growth Fund	5.25%	n/a
World Equity Fund	5.25%	n/a

The preliminary charge for a Class of Shares in a Fund may be increased in each case 60 days after (a) the ACD has given notice of the increase and the date of its introduction in writing to all persons who ought reasonably to be known to the ACD to have made an arrangement for the purchase of Shares of that Class at regular intervals; and (b) the ACD has revised and published the Prospectus showing the new rate of charge, and its commencement date. VAT will be added to this charge, where applicable.

Where a Fund invests in a regulated collective investment scheme which is managed or operated by the ACD or an associate of the ACD, or in relation to which the ACD or an associate of the ACD is the authorised corporate director, the ACD or its associate will waive its entitlement to an initial charge from that scheme but will receive an annual management fee.

No switching charge is currently imposed.

4.2 The Redemption Charge

The ACD may, at its sole discretion in any particular case or generally, make a charge on the redemption of any Class of Shares of any Fund. VAT will be added to this charge, where applicable. At present no redemption charge is levied.

The ACD may introduce a redemption charge on any Class of Shares in a Fund 60 days after (a) the ACD has given notice of the introduction and its effective date in writing to all persons who ought reasonably to be known to the ACD to have made an arrangement for the purchase of Shares of that Class at regular intervals; and (b) the ACD has revised and published the Prospectus showing the new charge and its commencement date.

Any redemption charge introduced will apply only to Shares of that Class sold or issued since its introduction and, for the purpose of the imposition of such charge, where a Shareholder has acquired Shares of that Class at different times and is redeeming part only of his holding, he shall be deemed to be redeeming the Shares which he has held longest.

4.3 Payments by the Company to the ACD

The Annual Fee

An annual fee is paid by the Company out of the Scheme Property to the ACD, by way of remuneration for its services as the Company's Authorised Corporate Director, which accrues daily and is payable monthly in arrears on the last business day of each month. The level of this fee varies for different Classes of Share and for different Funds and is expressed as an annual percentage of the relevant proportion of the Net Asset Value of the Fund. The current fees are as follows:

	A Shares	B Shares
All Europe SRI Fund	1.5%	0.75%
Continental Europe Fund	1.5%	0.75%
UK Opportunities Fund	1.5%	0.75%
UK Growth Fund	1.5%	0.75%
World Equity Fund	1.5%	0.75%

VAT will be added to the fees where applicable.

On a winding-up of the Company or a Fund or on the termination of a Class of Shares in a Fund the ACD is entitled to its pro rata fees and expenses to the date of termination and any additional expenses necessarily realised in settling or receiving any outstanding obligations. No compensation for loss of office is provided for in the Agreement with the ACD.

The annual fee of the ACD for a Class of Shares in a Fund may be increased 60 days after (i) the ACD has given notice of the increase and the date of its introduction in writing to all the Shareholders of that Class; and (ii) the ACD has revised and published the Prospectus showing the new rate of charge, and its commencement date.

ACD's Expenses

The ACD is also entitled to be paid by the Company out of the Scheme Property all costs and expenses (plus VAT, if any) incurred in the performance of its duties including (without limitation) the costs of setting up the Company or a new Fund or Class of Shares, any stamp duty on transactions in Shares and any other costs and expenses of the ACD as provided in this Prospectus, and in any event shall be entitled to be paid or reimbursed in accordance with the FCA Rules any stamp duty paid, or to be paid, by it in respect of cancellations and redemptions of Shares (see below).

4.4 Depositary's and Custodian's Fees, Charges and Expenses

The Depositary receives an annual fee from the Funds on the following sliding scale (as a percentage of the value of the Scheme Property of each Fund) subject to a minimum fee of £15,000 per annum, per Fund: First £100 million - 0.03%, Next £50 million – 0.025% Balance over £150 million - 0.0225%.

The Custodian receives annual custody fees from the Funds on a sliding scale ranging from 0.001% to 0.5% together with transaction fees on a sliding scale ranging from £5 to £105 depending upon where assets are held and where transactions take place. These fees cover safekeeping, settlements, income collection, corporate action notifications and processing, tax reclamation, proxy voting and reporting services. The Custodian is also entitled to reimbursement of certain out of pocket expenses.

Any VAT on any fees, charges or expenses payable to the Depositary will be added to such fees, charges or expenses.

4.5 Administration and Registration Fees, Charges and Expenses

Under the terms of the Agreement entered into with the Administrator, it is entitled to the following fees and charges from the Funds for the services which it provides: Annual Fee -£487,832, Dealing charge - £13.95per deal, Registration charge - £20.91per unit holding per annum, Management and accounting charge - £1,742per share class per annum Distribution charge – £1,045 per distribution payment per share class

These fees and charges are payable monthly in arrears, out of the Scheme Property, and are subject to annual RPI increases. The Administrator is also entitled to reimbursement of certain out of pocket expenses. VAT is payable as appropriate on these fees charges and expenses. These fees, charges, expenses and VAT are all payable out of the Scheme Property.

4.6 Fund Accounting Fees Charges and Expenses

State Street Bank and Trust Company also provides administration functions including maintenance of fund accounting books and records, unit pricing, NAV calculation, expense posting, payment of invoices, automated pricing quotes through vendor feeds, financial reporting, NAV dissemination, standard reporting, dividend distribution calculation, tax reporting, audit liaison and board reporting.

For these services it receives a fee from the Funds on the following sliding scale (as a percentage of the value of the Scheme Property of each Fund) subject to a minimum fee of £32,000 per annum, per Fund: First £10 million - 0.05%, Next £40 million - 0.04%, Next £50 million - 0.03%, Balance - 0.005%.

4.7 Other Expenses Payable out of the Scheme Property

Subject to the FCA Rules, the costs and expenses of the incorporation and authorisation of the Company, the establishment of any Fund or Class of Shares, any offer of Shares, the preparation and printing of any Prospectus and the Instrument of Incorporation and the costs and expenses of (including any fees for) professional services provided to the Company in connection with any of the foregoing will be borne by the Company (unless borne by some other person). All reasonable and properly incurred costs of the Depositary in relation to the preparation and negotiation of any agreement between the Depositary and the Company may be borne by the Company (unless borne by some other person).

Without prejudice to the foregoing, other costs and expenses incurred by or on behalf of the Company may also be paid out of the Scheme Property including (but not limited to):

- (a) Broker's commission, fiscal charges and any other disbursements which are necessarily incurred in effecting transactions for the Company. This will include expenses incurred in acquiring and disposing of investments, including legal fees and expenses, whether or not the acquisition or disposal is carried out.
- (b) Any costs incurred in modifying the Instrument of Incorporation or the Prospectus (including any costs incurred in establishing a Fund or Class of Shares).
- (c) Any costs incurred in respect of meetings of Shareholders (including meetings of Shareholders of any particular Fund or Class of Shares) and any associated documentation.
- (d) Interest on permitted borrowings and charges incurred in effecting or terminating such borrowings or in negotiating or varying the terms of such borrowings.
- (e) Taxation and duties payable in respect of the Scheme Property, the Instrument of Incorporation, the Prospectus or the issue or cancellation of Shares or otherwise payable by the Company.
- (f) The fees of the Auditors and the tax, legal and other professional advisers to the Company and to the ACD and the Depositary properly payable and any proper expenses of the Auditors, tax, legal and other professional advisers to the Company and to the ACD and the Depositary.
- (g) The fees of the FCA, or any corresponding periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which Shares are or may be marketed.
- (h) Any expenses properly incurred by the Depositary in performing duties imposed upon it (or exercising powers conferred on it) by the OEIC Regulations or the FCA Rules. The relevant duties include (but are not limited to) the delivery of stock to the Depositary or to any custodian, the custody of assets, the collection of income, the submission of tax returns, the handling of tax claims, the preparation of the Depositary's annual report and any other duties the Depositary is required to perform by law. In each case such expenses and disbursements will also be so payable if incurred by any person (including the ACD or an associate or a nominee of the Depositary or of the ACD) who has had the relevant duty delegated to it in accordance with the FCA Rules by the Depositary.
- (i) Fees in respect of the publication and circulation of details of the prices and yields of Shares, Net Asset Values and such other information which the ACD is required by law to publish.
- (j) The costs of printing and distributing reports, accounts and the Prospectus in relation to the Company or any Fund and any costs incurred as a result of periodic updates of the Prospectus and any other administrative expenses.
- (k) Insurance which the Company may purchase and/or maintain for the benefit of and against any liability incurred by any directors, other officers, auditors or the Depositary of the Company in the performance of their duties and any amount payable by the Company under any indemnity provisions contained in the Instrument of Incorporation or any agreement with any directors, other officers, auditors or the Depositary of the Company.

- (l) Any liability arising after the property of a body corporate or another collective investment scheme is transferred to the Company or the Depositary in consideration for the issue of Shares to the shareholders in that body or to participants in that other scheme, provided that it could have been paid out of that other property had it arisen before the transfer and, in the absence of any express provision in the Instrument of Incorporation forbidding such payment, the ACD is of the opinion that proper provision was made for meeting such liabilities as were known or could reasonably have been anticipated at the time of transfer.
- (m) Any costs incurred in establishing and maintaining the Register (and any plan register) and related matters.
- (n) Any costs incurred in producing, distributing and dispatching income and other payments to Shareholders.
- (o) Any costs incurred in company secretarial duties, including the cost of minute books and other documentation required to be maintained by the Company.
- (p) It is not currently proposed to seek a listing for the Shares on any stock exchange, but if a listing is sought in future, the fees connected with the listing may be payable by the Company.
- (q) The costs associated with screening Shareholders against national and international sanctions lists and available data relating to politically exposed persons in order to comply with Money Laundering Requirements.
- (r) Any other costs or expenses which the ACD resolves may be reimbursed from the Scheme Property in accordance with the FCA Rules.

VAT will be added to the above payments, where applicable.

4.8 Allocation of fees and expenses between Funds and Classes

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

All expenses, including management expenses, are dealt with on an accruals basis and charged against revenue except for dealing costs which are charged against capital. The charging to the capital of a Fund of any expenses, costs or charges, may constrain capital growth.

Section 5: Determination of Income

5.1 Accounting Reference Date

The accounting reference date of the Company is 31 December (being the date on which the Company's annual accounting period ends in each year). The annual income allocation date of the Company is 30 April in each year. The half-yearly accounting period of each Fund ends each year on 30 June. There is no interim income allocation date or dates for any Fund.

Annual and half-yearly long reports for all of the Funds (containing, as appropriate, annual accounts made up to 31 December or half-yearly accounts made up to 30 June) will normally be published on or before 30 April and 31 August respectively each year.

5.2 Income Available for Accumulation

The income available for accumulation in relation to a Fund is determined in accordance with the FCA Rules. It comprises all income received or receivable for the account of the Company and attributable to that Fund in respect of the accounting period concerned, after deducting net charges and expenses paid or payable out of such income and after making such adjustments as the ACD considers appropriate, after consulting with the Company's auditors in accordance with the FCA Rules, in relation to taxation and other matters.

The record date for the accumulation of income is in each case the accounting reference date immediately preceding the relevant annual income allocation date.

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

5.3 Income Equalisation

The Company will operate grouping for income equalisation. The grouping period for each Fund will be the annual accounting period. Shares purchased during an annual accounting period are called Group 2 Shares. Shares purchased during any previous annual accounting period are called Group 1 Shares. Group 2 Shares contain in their purchase price an amount called income equalisation which represents a proportion of the net income of the Fund that has accrued up to the date of purchase. The amount of income equalisation is averaged across all the Shareholders of Group 2 Shares and is in effect refunded to them as part of their first income allocation and is treated as a return of capital for tax purposes. Being capital, it is not liable to income tax but must be deducted from the base cost of the Shares for the purposes of UK taxation of capital gains.

Section 6: Shareholders' Voting Rights

6.1 General Meetings

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

6.2 Notice and Quorum

Shareholders will receive at least 14 days' written notice of a general meeting (other than an adjourned meeting, where a shorter period of notice can apply) and except as explained below under the heading "Voting Rights" are entitled to be counted in the quorum and vote at such meeting either in person or by proxy. The quorum for a meeting is two Shareholders, present in person or by proxy or, in the case of a body corporate, by a duly authorised representative. The quorum for an adjourned meeting is effectively one Shareholder so present. Notices of the meetings and adjourned meetings will be sent to Shareholders at their registered addresses.

6.3 Voting Rights

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

On a poll, a Shareholder may vote either in person or by proxy. The voting rights attached to each Share are such proportion of the voting rights attached to all the Shares in issue as the price of the Share bears to the aggregate price(s) of all the Shares in issue at the date seven days before the notice of meeting is sent. A Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Except where the Regulations or the Instrument of Incorporation require an extraordinary resolution (which needs 75% or more of the votes validly cast at the meeting to be in favour if the resolution is to be passed) any resolution required by the Regulations is passed by a simple majority of the votes validly cast for and against the resolution, subject to the discretion of the ACD to propose any particular resolution, if permitted, as an extraordinary resolution.

The ACD may not be counted in the quorum for a meeting, and neither the ACD nor any associate (as defined for the purposes of the FCA Rules) of the ACD is entitled to vote at any meeting, except in respect of Shares which the ACD or that 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 that associate has received voting instructions.

6.4 Fund and Class Meetings

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

6.5 Variation of Class Rights

The rights attached to the Shares of a Fund or a Class of Shares may not be varied without the sanction of a resolution passed at a meeting of Shareholders of that Fund or Class by a simple majority of the votes validly cast for and against such resolution.

6.6 Annual General Meeting

Annual general meetings of the Company are not held.

"Shareholders" in the context of the provisions summarised above relating to Shareholders' meetings and voting rights means persons who were Shareholders on the date seven days before the notices of the relevant meeting were sent out but excludes persons who are known to the ACD not to be Shareholders at the time of the meeting.

Section 7: Termination

7.1 Winding up a Fund

A Fund may only be wound up under the FCA Rules. Such winding up may only be commenced following approval by the FCA. The FCA may only give such approval if the ACD provides a statement (following an investigation into the affairs of the Company as they relate to the Fund), that the Company will be able to meet all liabilities within 12 months of the date of the statement or that such confirmation cannot be given.

Subject to the above, a Fund will or may (as applicable) be wound up under the FCA Rules if:

- 1) An extraordinary resolution to that effect is passed; or
- 2) Any event occurs for which the Instrument of Incorporation provides that a particular Fund is to or may be wound up; or
- 3) On the date stated in any agreement by the FCA in response to a request by the ACD for the revocation of the authorisation order in respect of the Fund.

On the occurrence of any of the above:

FCA Rules COLL 6.2 (Dealing), COLL 6.3 (Valuation and Pricing) and COLL 5 (Investment and Borrowing) will cease to apply to the particular Fund;

- a) The Company will cease to issue and cancel Shares in the particular Fund and the ACD shall cease to sell or redeem such Shares or to arrange for the Company to issue or cancel them;
- b) No transfer of a Share shall be registered and no other change to the Register shall be made without the sanction of the ACD;
- c) The corporate status and powers of the Company and, subject to the preceding provisions of (a) to (c) above, the powers of the ACD shall continue until the Company is dissolved; and
- d) If the ACD has not previously notified Shareholders of the relevant Fund of the proposal to wind up the Fund it shall give them written notice of the commencement of the winding up as required by the FCA Rules.

7.2 Termination of the Company

The Company shall not be wound up except as an unregistered company under Part V of the Insolvency Act 1986 or under the FCA Rules.

If the Company is to be wound up under the FCA Rules, such winding up may only be commenced following approval by the FCA. The FCA may only give such approval if the ACD provides a statement (following an investigation into the affairs of the Company), that the Company will be able to meet all liabilities within 12 months of the date of the statement or that such confirmation cannot be given. The Company may not be wound up under the FCA Rules if there is a vacancy in the position of the ACD at the relevant time or if it is being wound up under Part V of the Insolvency Act 1986.

Subject to the above, the Company will or may (as applicable) be wound up under the FCA Rules if:

- 1) An extraordinary resolution to that effect is passed; or
- 2) Any event occurs for which the Instrument of Incorporation provides that the Company is to or may be wound up; or
- 3) On the date stated in any agreement by the FCA in response to a request by the ACD for the revocation of the authorisation order in respect of the Company.

On the occurrence of any of the above:

- a) FCA Rules COLL 6.2 (Dealing), COLL 6.3 (Valuation and Pricing) and COLL 5 (Investment and Borrowing) will cease to apply to the Company;
- b) The Company will cease to issue and cancel Shares in the Company and the ACD shall cease to sell or redeem such Shares or to arrange for the Company to issue or cancel them;
- c) No transfer of a Share shall be registered and no other change to the Register shall be made without the sanction of the ACD;

- d) The Company shall cease to carry on its business except in so far as may be required for its beneficial winding up;

The corporate status and powers of the Company and, subject to the preceding provisions of (a) to (d) above, the powers of the ACD shall continue until the Company is dissolved; and
If the ACD has not previously notified Shareholders of the proposal to wind up the Company it shall give them written notice of the commencement of the winding up as required by the FCA Rules and shall publish notice thereof in the Edinburgh Gazette.

7.3 Duties of the ACD

Winding-up a Fund

The ACD shall, as soon as practicable after a Fund is wound up, realise the assets and meet the liabilities of the relevant Fund and, after paying out or retaining adequate provision for all liabilities properly payable and retaining provision for the costs of winding up, provided that there are sufficient liquid funds available, arrange for the Depositary to make one or more interim distributions out of the proceeds to Shareholders proportionately to their rights to participate in the Scheme Property of the relevant Fund. When all Scheme Property has been realised and all of the liabilities of the relevant Fund have been met, the ACD shall arrange for the Depositary to make a final distribution to Shareholders, on or before the date on which the final account is sent to Shareholders, of any balance remaining, in proportion to their holdings in the relevant Fund.

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

Termination of the Company

The ACD shall, as soon as practicable after the Company is to be wound up, realise the assets and meet the liabilities of the Company and, after paying out or retaining adequate provision for all liabilities properly payable and retaining provision for the costs of winding up, provided that there are sufficient liquid funds available, arrange for the Depositary to make one or more interim distributions out of the proceeds to Shareholders proportionately to their rights to participate in the Scheme Property of the Company. When all Scheme Property has been realised and all of the liabilities of the Company have been met, the ACD shall arrange for the Depositary to make a final distribution to Shareholders, on or before the date on which the termination account is sent to Shareholders, of any balance remaining, in proportion to their holdings in the Company.

As soon as is reasonably practicable after the completion of the winding up of the Company, the ACD shall notify the FCA of such completion and the Company will be dissolved. The ACD shall arrange that any money (including unclaimed distributions) standing to the account of the Company will be paid by the Depositary into court within one month of dissolution in accordance with the Regulations.

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

7.4 Allocation of Liabilities

As the Company is an umbrella company, any liabilities attributable or allocated to a particular Fund under the FCA Rules shall be met out of the Scheme Property attributable or allocated to that particular Fund.

Section 8: Taxation

The information below relates to current UK law and practice, which may change from time to time. It is applicable to the Funds and to persons resident in the UK for tax purposes who are the beneficial owners of Shares and who hold their Shares as an investment. It may not apply to certain classes of person, such as dealers in securities. This information is given by way of a general summary and does not constitute legal or tax advice to any such Shareholders. Persons who may be subject to tax in other jurisdictions or who are in any doubt about their taxation position should consult their own independent professional adviser.

8.1 The Company

Capital Gains

Each of the Funds is exempt from tax on capital gains.

Corporation Tax

Each of the Funds is liable to corporation tax, at a rate of 20 per cent on its income after relief for expenses.

8.2 The Shareholders

Distributions

Distributions made by any of the Funds will constitute income for the purposes of UK taxation. No withholding tax will be deducted from distributions paid by the Funds.

A corporate Shareholder resident in the UK will not generally be liable to corporation tax on any distribution received unless the Shareholder is taxed as a dealer in securities, in which case corporation tax will be charged on the amounts received. Where, however, a Fund's gross income includes interest distributions or is not, otherwise, derived wholly from UK dividend income, part of any distribution it makes to UK resident corporate Shareholders will be reclassified as an annual payment received by such Shareholders under deduction of income tax at a rate of 20 per cent. Such Shareholders will be liable to corporation tax on the grossed-up amount of the annual payments but will be entitled to a credit for the tax treated as already paid. The maximum amount of income tax, if any, that may be reclaimed from HM Revenue & Customs by corporate Shareholders is their portion of the relevant Fund's net liability to corporation tax in respect of the gross income.

Accumulations

Income accumulated within the Funds continues, nevertheless, to be liable to tax as though distributed to Shareholders. Accumulations can be added to the cost of accumulation Shares in computing any chargeable gain for the purposes of UK taxation.

Capital Gains

Individuals

An individual Shareholder resident or ordinarily resident in the UK for tax purposes may, depending on his personal circumstances, be liable to capital gains tax on any gain arising from the sale or other disposal (including a disposal by way of redemption or switching) of Shares.

Corporations

A corporate Shareholder resident in the UK for tax purposes may, depending on its circumstances, be liable to corporation tax on any gain arising from the sale or other disposal (including a disposal by way of redemption or switching) of Shares. In calculating any chargeable gain indexation allowance will be available.

All Shareholders

Since the Funds operate equalisation, the first allocations made after the acquisition of Shares, other than those acquired under the initial offering, will include an amount of equalisation. This amount corresponds to income included in the price at which the Shares were acquired (subject to grouping) and represents a capital repayment for UK tax purposes.

Equalisation should be added to the cost of Shares in computing any chargeable gain for the purposes of UK taxation of chargeable gains.

8.3 Automatic Exchange of Information between Tax Authorities

The UK has entered into various intergovernmental agreements relating to the automatic exchange of information with other countries to improve international tax compliance including:

- The Intergovernmental Agreement concluded between the UK and the US to implement the provisions of 'The Foreign Account Tax Compliance Act' ("FATCA"), which is part of the US Hire Act 2010; and
- The Multilateral Competent Authority Agreement to implement the OECD Common Reporting Standard for Automatic Exchange of Financial Account Information ("CRS").

In order to comply with regulations implementing the UK's obligations, the Company is required to obtain information about Shareholders including information to verify their identity and tax status. The non-provision of such information may result in mandatory redemption of Shares by the ACD at its discretion. Prospective investors should consult their professional advisers on the requirements applicable to them or any person for whom they are acting.

Where required by UK regulations, the Company may report account information about Shareholders to HMRC, who may exchange the information with the tax authorities in the jurisdictions where the Shareholder is or appears to be tax resident, in accordance with the applicable international tax agreements.

Shareholders should note that the Company is required to disclose the name, address, jurisdiction(s) of tax residence, date and place of birth, account reference number and tax identification number(s) of each reportable person in respect of a reportable account and information relating to each Shareholder's investment including the value of and any payments in respect of the Shares. In cases where Shareholders invest through an intermediary, investors are reminded to check whether such intermediary is compliant with international tax regulations. If investors are in any doubt they should consult an independent professional adviser.

Section 9: Risk Warnings

The following risk warnings are applicable to all of the Funds

Potential investors should consider certain risk factors before investing in the Company. Investors should be willing to accept capital risk. The Funds should generally be regarded as long-term investments as the price of shares in the Fund can go down as well as up and are not guaranteed.

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

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

Investors are reminded that in certain circumstances their right to redeem Shares may be suspended (see "Suspension of Dealings in the Company" in Section 3 above).

The effect of currency movements can be significant for a Fund where some or all of its investments are denominated in currencies other than Pounds sterling and may adversely affect the value of an investment. In addition, depending on an investor's currency of reference, currency movements may adversely affect the value of an investment.

Where a Fund has a more concentrated portfolio than a typical collective investment scheme it may carry more risk than a fund spread across a large number of investments.

Where underlying investments are made in smaller companies, the nature and size of those companies mean that their shares may be less liquid than those of larger companies and that their shares may, from time to time, be more volatile. This may increase the risk to the value of and the income from the investment.

Each Fund may be exposed to the credit risk of counterparties with whom it trades and may also bear the risk of settlement default. In the event of a bankruptcy or insolvency of a counterparty, the Fund could experience delays in liquidating the position and may incur significant losses. Investors should also be aware that this may result in a loss to a Fund if a transaction fails to settle due to any such default and neither the ACD nor the Custodian will be liable to that Fund or its Shareholders for such a loss.

Each Fund may use derivative transactions for the purposes of efficient portfolio management. There is no guarantee that the Funds will achieve the objective for which they entered into a transaction in relation to EPM. This may result in losses for investors.

If applicable, the charging to the capital of a Fund of all or part of the ACD's annual fee, or of any other liabilities, expenses, costs or charges, may constrain capital growth.

Tax regulations and concessions are not guaranteed and can change at any time; their value to a Shareholder will depend on his circumstances.

Section 10: General Information

10.1 Complaints

The ACD operates an internal complaints handling procedure in accordance with the Regulations, details of which are available on request. If you wish to make a complaint about the operation of the Company you should write in the first instance to the Compliance Manager, SVM Asset Management Limited, 7 Castle Street, Edinburgh EH2 3AH. Complaints which the ACD cannot settle may be referred to the Financial Ombudsman Service Exchange Tower, Harbour Exchange, London E14 9SR.

SVM Asset Management Limited is authorised and regulated by the FCA to carry on investment business in the United Kingdom and is a member of the Investment Association.

10.2 Material Contracts

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

- a) The ACD Agreement, dated 26 September 2002 between the Company and the ACD;
- b) The Depositary Agreement, dated 04 April 2016 between the Company and the Depositary;
- c) The Services Agreement, dated 29th September 2012 between the ACD, International Financial Data Services Limited and International Financial Data Services (UK) Limited.

Details of the above contracts are given under the heading “The Service Providers” in Section 2.

10.3 Typical Investor Profile

Each Fund is available to a wide range of investors seeking access to a portfolio which is managed in accordance with a particular investment objective and policy. Each Fund can be marketed to all types of investor subject to the applicable legal and regulatory requirements in the relevant jurisdiction(s).

10.4 Execution Policy

A copy of the ACD's Execution Policy is available to all Shareholders on request.

10.5 Treatment of Client Money

Client money will be protected in designated client money accounts as required by the FCA Client Assets rules. These accounts do not pay interest. If client money remains unclaimed after six years it may, following the completion of an exercise to contact the Shareholder and give them 28 days' notice, cease to be treated as client money and be donated to a registered charity of the ACD's choice. However, the ACD will continue to make good any valid claim against any released balances.

10.6 Historic Performance

The table below shows the performance of Shares in the Funds over the periods stated to 31 December 2017. The performance is calculated on a mid to mid basis, net income accumulated (only accumulation Shares having been in issue) - source Lipper.

Up to date performance information on all of the Funds can be obtained from www.svmonline.co.uk or by contacting the ACD in writing or by telephone. Performance information can also be found on Financial Express and other websites including Morningstar and Lipper.

Percentage growth year on year to 31 December	2017	2016	2015	2014	2013
All Europe SRI	18.3	9.3	13.7	-2.5	29.9
Continental Europe Fund	16.9	12.9	17.0	1.2	28.9
UK Growth Fund	23.7	-3.6	19.8	-2.3	36.7
UK Opportunities Fund	13.7	7.8	18.5	-2.6	34.5
World Equity Fund	11.9	21.1	7.3	5.1	24.5

Source: Lipper: A share class mid to mid, UK net to 30/09/2017

Past performance is not necessarily a guide to the future performance results of any Fund or of the ACD. The value of an investment can go down as well as up and you may not get back the amount invested.

10.7 Supplementary Information

You may obtain on request from the ACD information relating to:

- a) The quantitative limits applying in the risk management of any Fund;
- b) The methods used in relation to (a); and
- c) Any recent development of the risk and yields of the main categories of investment.

10.8 Remuneration

The ACD has adopted a remuneration policy. The remuneration policy sets out how the ACD complies with the FCA rules on remuneration, and which staff the rules apply to.

It is the ACD's policy to ensure that all members of staff are effectively rewarded and incentivised to perform to the best of their ability for both the company and its clients. The fixed remuneration for each permanent employee is discussed by the Managing Director and Chief Financial Officer on at least an annual basis. These discussions will take into consideration:

1. The employee's performance
2. The achievement of their team's objectives
3. Any issues relating to failure to comply with the company's processes or procedures
4. Market rates
5. The profitability of the company

All remuneration decisions are approved by the Board of the ACD and are recorded in the employee's confidential personnel file. The Board of the ACD reviews the remuneration policy annually.

The remuneration policy is available on the ACD's website www.svmonline.co.uk. A paper copy of the policy is available on request free of charge from the ACD

Appendix A: Investment and Borrowing Powers

All the investment and borrowing powers which apply to a UCITS scheme under Chapter 5 of the FCA Rules apply to each Fund, **subject to each Fund's investment objective and policy, and the additional investment restrictions set out below which apply to certain of the Funds.**

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

Part A: Investment Powers Which Apply to Each Fund

Subject as aforesaid, the main investment powers which apply to each Fund, based on the net value (determined in accordance with the FCA Rules, after deducting any outstanding borrowings) of the Scheme Property attributed to the Fund, can be summarised as follows:

A Fund must only consist of any or all of:

- a) Transferable securities,
- b) Approved money market instruments,
- c) Derivatives and forward transactions,
- d) Deposits, and
- e) Units in collective investment schemes;

in each case subject to certain criteria.

(a) Transferable securities and approved money market instruments

A Fund may invest in transferable securities and approved money market instruments provided they are:

- (i) admitted to or dealt in on a regulated market;
- (ii) dealt in on a market in an EEA State which is regulated, operates regularly and is open to the public;
- (iii) admitted to or dealt in on a market which the ACD and the Depositary determine to be appropriate, the market is included in the list in Appendix B and 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;
- (iv) for an approved money-market instrument not admitted to or dealt in on an eligible market where the issuer or the issuer is regulated for the purpose of protecting investors and savings and the instrument is issued or guarantees in accordance with the FCA Rules; or
- (v) 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 the admission is secured within a year of issue.

Transferable securities may include closed ended funds provided they fulfil the above criteria and either:

- (i) where the closed ended fund is constituted as an investment company or a unit trust: (a) it is subject to corporate governance mechanisms applied to companies; and (b) 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
- (ii) where the closed ended fund is constituted under the law of contract: (a) it is subject to corporate governance mechanisms equivalent to those applied to companies; and (b) it is managed by a person who is subject to national regulation for the purpose of investor protection.

In addition, a Fund may invest no more than 10% of the Scheme Property attributed to it in transferable securities and approved money-market instruments other than those referred to above.

(b) Derivatives and Forward Transactions

The Funds may only use derivatives for the purposes of EPM.

Use of derivatives for EPM is not expected to have a significant effect on the risk profile of the relevant Fund, but any effect may be beneficial given the purpose for employing the techniques.

Subject to certain detailed restrictions, a transaction in a derivative or a forward transaction may be effected for a Fund if:

- a) It is a permitted transaction. Transactions in approved derivatives are permitted, i.e. transactions effected on or under the rules of an Eligible Derivatives Market. In addition, subject to restrictions, certain OTC transactions in derivatives are permitted. Any transaction in a derivative must have the underlying consisting of any or all of the type of property to which the relevant Fund is dedicated, for example, transferable securities and units in collective investment schemes. A derivatives transaction must not cause a Fund to diverge from its stated investment objective and must not be entered into if the intended effect is to create the potential for an uncovered sale of one or more transferable securities, approved money market instruments, units in collective investment schemes or derivatives; and
- b) The transaction is suitably covered from within the Scheme Property of the relevant Fund. A transaction in derivatives or forward transaction may only be entered into if the maximum exposure, in terms of the principal or notional principal created by the transaction to which the Fund is or may be committed by another person is covered globally. Exposure is covered globally if adequate and suitable cover from within the Fund is available to meet the Fund's total exposure arising from the derivative obligation, taking into account the value of the underlying assets, any reasonably foreseeable market movement, counterparty risk and the time available to liquidate any positions.

A transaction in an over the counter derivative must be:

- a) With an approved counterparty (namely an eligible institution, an approved bank or a person whose FCA permission or Home State authorisation permits it to enter into the transaction as principal off-exchange);
- b) On approved terms (i.e. the ACD carries out, at least daily, a reliable and verifiable valuation in respect of that transaction corresponding to its fair value and which does not rely only on market quotations by the counterparty and can enter into one or more further transactions to sell, liquidate or close out that transaction at any time, at its fair value);
- c) Capable of reliable valuation (i.e. 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 this is not available) on the basis of a pricing model which the ACD and the Depositary have agreed uses an adequate recognised methodology);and
- d) Subject to verifiable valuation (i.e. 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 at an adequate frequency in such a way that the ACD is able to check it, or by a department within the ACD which is independent from the department managing the scheme property and which is adequately equipped for such a purpose).

For the purposes of the above, "fair value" is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

Any forward transaction must be with an approved counterparty as defined by the FCA rules. A derivatives or forward transaction which would or could lead to delivery of property to the Depositary in respect of the Company may be entered into only if such property can be held by the Company, and the ACD has taken reasonable care to determine that delivery of the property by the transaction will not lead to a breach of the FCA Rules.

Global exposure of the Fund must be calculated on at least a daily basis. The ACD uses the commitment approach to calculate global exposure for all Funds. The commitment approach converts each derivative into the market value of an equivalent position in the underlying security of that derivative. The ACD has selected this method as the most appropriate, taking into account the investment strategy of the funds, the complexity of the derivatives used and the portion of the Scheme Property comprising of derivatives.

Scheme Property attributed to the relevant Fund, including cash, can be used only once for cover. The lending transaction in “back to back” borrowing for currency hedging purposes does not require cover.

The ACD must ensure that the global exposure relating to derivatives and forward transactions does not exceed the net value of the Scheme Property of a Fund.

The ACD may apply other calculation methods which are equivalent to the standard commitment approach.

Where a Fund invests in an index based derivative, provided the relevant index satisfies the following criteria (as defined in the FCA rules):

- 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.

The underlying constituents of the index do not have to be taken into account with regard to the requirements of Section (e) Spread.

The ACD must use a risk management process to monitor and measure as frequently as appropriate the risk of a Fund’s derivatives positions and their contribution to the overall risk profile of the Fund. This process must take into account the investment objectives and policy of the Fund. The Depositary is obliged to take reasonable care to review the appropriateness of the risk management process in line with its duties under the FCA Rules.

(c) Deposits

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

(d) Collective Investment Schemes

A Fund may invest in units in collective investment schemes subject to the following restrictions:

(i) Not more than 30% of a Fund may be invested in collective investment schemes which are not schemes which comply with the conditions necessary in order to enjoy rights conferred by the UCITS Directive.

(ii) Each scheme in which a Fund invests must be a scheme which:

- a) complies with the conditions necessary for it to enjoy the rights conferred by the UCITS Directive or is recognised under the provisions of section 270 of the Act (Schemes authorised in designated countries or territories), it is authorised as a non-UCITS retail scheme or is authorised in another EEA State;
- b) complies where relevant with the provisions of the FCA Rules relating to investment in other group schemes; and
- c) has terms which prohibit more than 10% of its scheme property consisting of units in collective investment schemes.

(iii) As mentioned below, not more than 20% of a Fund is to consist of units in any one collective investment scheme. For the purposes of this spread requirement, if investment is made in sub-funds of an umbrella scheme, each sub-fund is treated as if it were a separate scheme (but no investment may be made in other Funds of the Company).

(iv) Also as mentioned below, a Fund must not acquire more than 25% of the units in any single collective investment scheme.

(v) A Fund may invest in units in other collective investment schemes which are managed or operated by (or, if it they are ICVCs, whose authorised corporate director is) the ACD or an associate of the ACD provided that certain provisions in the FCA Rules designed to prevent double charging are complied with, but a Fund may not invest in another Fund.

(e) Spread

There are limitations on the proportion of a Fund which may be held in certain forms of investment. The general spread requirements are as follows (for the purposes of (i) to (vii) below companies included in the same group for the purposes of consolidated accounts as defined in accordance with EU Directive 83/349/EEC or in the same group in accordance with international accounting standards are regarded as a single body):

(i) not more than 20% of a Fund is to consist of deposits with a single body;

(ii) not more than 5% of a Fund is to consist of transferable securities or approved money market instruments issued by a single body, except that the 5% limit is increased to 10% in respect of up to 40% of the Fund (and in applying these limits certificates representing certain securities are treated as equivalent to the underlying security and covered bonds need not be taken account for the purpose of applying the limit of 40%). The limit of 5% is raised to 25% in value of the scheme property in respect of covered bonds, provided that when a UCITS scheme invests more than 5% in covered bonds issued by a single body, the total value of covered bonds held must not exceed 80% in value of the scheme property;

(iii) the exposure to any one counterparty in an OTC derivative transaction must not exceed 5% of a Fund although this limit is raised to 10% where the counterparty is an approved bank;

(iv) not more than 20% of a Fund is to consist of transferable securities and approved money market instruments issued by the same group (as referred to above);

(v) not more than 20% of a Fund is to consist of units in any one collective investment scheme;

(vi) in applying the limits in (i), (ii), and (iii), not more than 20% of a Fund is to consist of any combination of two or more of the following:

- transferable securities or approved money market instruments issued by; or
- deposits made with; or
- exposure from OTC derivatives transactions made with;

a single body;

(vii) for the purposes of applying the limits in (iii) and (vi), the exposure in respect of an OTC derivative may be reduced to the extent that collateral is held in respect of it if the collateral meets the conditions set out in the FCA Rules and OTC derivative positions with the same counterparty may be netted in accordance with the FCA Rules; and

(viii) A maximum of 35% of each Fund may be invested in government and public securities (GAPS) issued by any one body.

(f) Warrants and Nil and Partly Paid Securities

The ACD does not intend to invest any of the Funds in warrants except for limited purposes which are consistent with the relevant Fund's investment objective and policy and not more than 5% of any Fund will consist of warrants.

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

(g) General Power to Accept or Underwrite Placings

Underwriting, sub-underwriting and placing agreements or understandings may be entered into, subject to certain conditions set out in the FCA Rules.

(h) Cash and Near Cash

The Scheme Property attributed to a Fund may consist of cash and near cash where this may reasonably be regarded as necessary to enable:

- the pursuit of the Fund's investment objective, or
- the redemption of Shares in the Fund, or
- efficient management of the Fund in accordance with its investment objective, or
- other purposes which may reasonably be regarded as ancillary to the investment objectives of the Fund including the use of liquidity in certain market conditions where the ACD believes it is appropriate that the Fund not be fully invested. In other words, the ACD's investment policy for a Fund may mean that at times, where it is considered appropriate, the Fund will not be fully invested and prudent levels of liquidity will be maintained.

(i) Breaches of Investment Restrictions

A potential breach of any of the investment restrictions which apply to each Fund or the Company as a whole, whether referred to above or not, does not prevent the exercise of rights conferred by investments held by the Company in certain circumstances if the prior written consent of the Depositary is obtained but, in the event of a consequent breach, the ACD must then take such steps as are necessary to restore compliance with such investment limits as soon as is reasonably practicable having regard to the interests of the Shareholders and in any event within the applicable period specified in the FCA Rules.

Part B: Additional Investment and Borrowing Restrictions

The additional investment and borrowing restrictions set out in this section apply to the following Funds:

- All Europe SRI Fund
- Continental Europe Fund
- UK Opportunities Fund
- UK Growth Fund
- World Equity Fund

For the purposes of this Part B, the "Sub-funds".

Although the Company is a UCITS scheme, the investment and borrowing powers of the Sub-funds are more restricted than referred to in Part A above. Accordingly, in general terms:

- a) Except as set out below, each of the Sub-funds must invest only in transferable securities. Up to 10% of the value of a Sub-fund may be invested in transferable securities or approved money market instruments as set out in (a) above. Up to 5% of a Sub-fund may be invested in transferable securities other than Government and public securities and approved money market instruments issued by any single body. Up to 10% in value of a Sub-fund may be invested in securities and instruments (or certificates representing those securities) issued by the same issuer if the value of all such holdings combined does not exceed 40% of the value of the property of the Sub-fund.

- b) A maximum of 5% of each of the Sub-funds may be invested in units of other collective investment schemes and then only if the second scheme is a collective investment scheme that complies with the conditions necessary for it to enjoy the rights conferred by the UCITS Directive, complies where relevant with the provisions of the FCA Rules relating to investment in other group schemes; and has terms which prohibit more than 10% of its scheme property consisting of units in collective investment schemes or in the case of the second scheme:
- (i) its units are (or for this purpose are treated as) redeemable at a price related to the net value of the property to which they relate;
 - (ii) it is recognised under the provisions of section 270 of the Act (Schemes authorised in designated countries or territories);
 - (iii) it is dedicated to investing funds raised from the public in transferable securities;
 - (iv) it operates on the principle of risk spreading;
 - (v) it complies where relevant with the provisions of the FCA Rules relating to investment in other group schemes; and
 - (vi) it has terms which prohibit more than 5% in value of its property consisting of units in collective investment schemes.

In any event, where the second scheme is managed or operated by (or, if it is an ICVC, has as its Authorised Corporate Director) the ACD or an associate of the ACD, the Sub-funds may only invest in it if certain provisions in the FCA Rules, designed to prevent double charging, are complied with.

- a) The use of warrants by each Sub-fund is as set out in Part A (f) above.

Investment Restrictions which Apply to the Company as a Whole

The main investment powers which apply to the Company as a whole, based on the net value (determined in accordance with the FCA Rules, after deducting any outstanding borrowings) of the Scheme Property, are:

- a) The Company may not hold:
- ii) transferable securities (other than debt securities) issued by a body corporate which do not carry a right to vote on any matter at a general meeting of that body corporate and represent more than 10% of those securities issued by that body corporate; or
 - iii) more than 10% of the debt securities issued by any single body; or
 - iv) more than 10% of the units or shares of a collective investment scheme while any Fund remains restricted to the securities scheme powers (e.g. the "Sub-funds" mentioned in Part B), otherwise 25%;
 - i) more than 10% of the approved money market instruments issued by any single body
- but need not comply with the limits in (ii), (iii) and (iv) if, at the time of acquisition, the net amount in issue of the relevant investment cannot be calculated and no Fund remains restricted to the securities scheme powers.
- (b) The Company may only 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 immediately before the acquisition the aggregate of any such securities held by the Company does not give the Company power significantly to influence the conduct of business of that body corporate, and the acquisition will not give the Company that power. For this purpose, the Company shall be taken to have power significantly to influence the conduct of the 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 securities of that body corporate).

2. Efficient Portfolio Management

The Funds may enter into transactions for the purposes of EPM as set out in the FCA Rules. Where derivatives are used for EPM this will not compromise the risk profile of a Fund. Permitted transactions are transactions in Derivatives (i.e. options, futures or CFDs) dealt in or traded on an Eligible Derivatives Market or in off-exchange Derivatives resembling options or in synthetic futures or are forward currency transactions. The Eligible Derivatives Markets for each Fund are set out in Appendix B.

There is no limit on the amount of the Scheme Property of the Funds which may be used for EPM but the transactions must fulfil the following criteria

- a) EPM may not include speculative transactions. Transactions for EPM purposes must be economically appropriate
- b) The purpose of an EPM transaction for the Company must be to achieve one of the following in respect of the Company
 - i) Reduction of risk.
 - ii) Reduction of cost.
 - iii) The generation of additional capital or income for the Company with a risk level which is consistent with the risk profile of the Company and the risk diversification rules laid down by the FCA Rules.

The generation of additional capital or income may arise out of taking advantage of pricing imperfections or from the receipt of a premium for writing of covered call or covered put options (even if the benefit is obtained at the expense of surrendering the chance of yet greater benefit) or pursuant to stocklending as permitted by the FCA Rules. Any income or capital generated by EPM (net of direct or indirect operational costs) will be paid to the Funds.

The relevant purpose must relate to Scheme Property attributed to the relevant Fund; property (whether precisely identified or not) which is to be or is proposed to be acquired for the relevant Fund; and anticipated cash receipts of the relevant Fund, if due to be received at some time and likely to be received within one month.

In adverse situations the Funds' use of EPM techniques may be ineffective and the Funds may suffer a loss as a result. The Funds' ability to use EPM strategies may be limited by market conditions, regulatory limits and tax considerations.

3. Stocklending

As an extension of portfolio management, the Company or the Depositary at the request of the Company, may enter into certain stocklending transactions in respect of a Fund when it reasonably appears to the Company to be economically appropriate to do so with a view to generating additional income for the relevant Fund with an acceptable degree of risk. Briefly, such transactions are those where the Company or the Depositary delivers securities which are the subject of the transaction to the borrower in return for which it is agreed that those securities or securities of the same type and amount should be redelivered to the Company or the Depositary by the borrower at a later date. The Company or the Depositary at the time of delivery receives collateral to cover the Company against the risk of the future redelivery not being completed. There is no limit on the value of the Scheme Property which may be the subject of stocklending transactions. Such transactions must always comply with the requirements of the FCA Rules. At present the Company does not participate in any stocklending activity

4. Borrowing Powers

The Company may, subject to the FCA Rules, borrow money for the use of a Fund from an Eligible Institution or an approved bank (as defined for the purposes of the FCA Rules) on terms that the borrowing is to be repayable out of the Scheme Property attributed to the relevant Fund. Borrowing must be on a temporary basis, must not be persistent and in any event must not exceed 3 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 only. The ACD must ensure that the borrowing (as defined for that purpose in the FCA Rules) of any Fund does not, on any business day, exceed 10% of the value of the Scheme Property attributed to

that Fund. These borrowing restrictions do not apply to “back to back” borrowing for currency hedging purposes, (i.e. borrowing permitted in order to reduce or eliminate risk arising by reason of fluctuations in exchange rates).

The policy in relation to the exercise of borrowing powers is that the Company and each Fund may use its borrowing powers.

5. Immovable and Tangible Moveable Property

The Company will not have any interest in any immovable property (e.g. an office) or tangible moveable property (e.g. office equipment).

Appendix B: Additional Eligible Securities Markets and Eligible Derivatives Markets

Eligible securities markets for each Fund, in addition to securities markets established in an EEA State on which transferable securities admitted to the official listing in the EEA State are dealt in or traded, are:

Australia	Australian Securities Exchange (ASX Limited)
Brazil	B3 (Brasil Bolsa Balcao S.A.)
Canada	TMX Group
Channel Islands	The International Stock Exchange
Hong Kong	Stock Exchange of Hong Kong
Indonesia	Indonesia Stock Exchange (Bursa Efek Indonesia)
Israel	Tel Aviv Stock Exchange (TASE)
Japan	Tokyo Stock Exchange
Korea	Korea Exchange (KRX)
Malaysia	Bursa Malaysia
Mexico	Bolsa Mexicana de Valores
New Zealand	New Zealand Exchange (NZX)
The Philippines	The Philippine Stock Exchange
Singapore	Singapore Exchange
South Africa	JSE Limited
Switzerland	SIX Swiss Exchange
Taiwan	Taiwan Stock Exchange
Thailand	The Stock Exchange of Thailand
Turkey	Borsa Istanbul
United States	NYSE MKT New York Stock Exchange NASDAQ
Vietnam	Ho Chi Minh City Stock Exchange

In general, the existing list of additional eligible securities markets in this Appendix may be changed in respect of any Fund only with the prior approval of an extraordinary resolution of Shareholders of that Fund at a meeting of Shareholders of that Fund, unless the ACD and the Depositary have agreed in writing that the addition is of minimal significance in the context of the investment policy of the Fund concerned or the ACD has, not less than 60 days before the intended change, given notice in writing of the intended change to the Depositary and the relevant Shareholders and has revised the Prospectus to reflect the intended change and the date of its commencement.

For each Fund, an Eligible Derivatives Market is any of the following markets:

France	Euronext
Germany	EUREX Exchange
Netherlands	Euronext
Spain	MEFF (Spanish Futures and Options Exchange)
Sweden	NASDAQ Stockholm AB
Switzerland	EUREX Exchange
UK	ICE Futures Europe

In general, the Eligible Derivatives Markets for a Fund as set out in this Appendix may be changed only with the prior approval of an extraordinary resolution of Shareholders of that Fund at a meeting of Shareholders of that Fund, unless the ACD and the Depositary have agreed in writing that the addition is of minimal significance in the context of the investment policy of the Fund concerned or the ACD has, not less than 60 days before the intended change, given notice in writing of the intended change to the Depositary and the relevant Shareholders and has revised the Prospectus to reflect the intended change and the date of its commencement.

Appendix C:

The Depositary has delegated those safekeeping duties set out in Article 22(5)(a) of the UCITS Directive to State Street Bank and Trust Company with registered office at Copley Place 100, Huntington Avenue, Boston, Massachusetts 02116, USA, with an office at 20 Churchill Place, Canary Wharf, London E14 5HJ, UK, whom it has appointed as its global sub-custodian.

At the date of this prospectus State Street Bank and Trust Company as global sub-custodian has appointed local sub-custodians within the State Street Global Custody Network as listed below.

MARKET	SUBCUSTODIAN
Albania	Raiffeisen Bank sh.a.
Argentina	Citibank N.A., Buenos Aires
Australia	The Hongkong and Shanghai Banking Corporation Limited
Austria	Deutsche Bank AG
	UniCredit Bank Austria AG
Bahrain	HSBC Bank Middle East Limited (as delegate of the Hongkong and Shanghai Banking Corporation Limited)
Bangladesh	Standard Chartered Bank
Belgium	Deutsche Bank AG, Netherlands (operating through its Amsterdam branch with support from its Brussels branch)
Benin	Via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Bermuda	HSBC Bank Bermuda Limited
Federation of Bosnia and Herzegovina	UniCredit Bank d.d.
Botswana	Standard Chartered Bank Botswana Limited
Brazil	Citibank, N.A.
Bulgaria	Citibank Europe plc, Bulgaria Branch
	UniCredit Bulbank AD
Burkina Faso	Via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Canada	State Street Trust Company Canada
Chile	Banco Itaú Chile S.A.
People's Republic of China	HSBC Bank (China) Company Limited (as delegate of the Hongkong and Shanghai Banking Corporation Limited)
	China Construction Bank Corporation (for A-share market only)
	Citibank N.A. (for Shanghai – Hong Kong Stock Connect market only)

	The Hongkong and Shanghai Banking Corporation Limited (for Shanghai – Hong Kong Stock Connect market only)
	Standard Chartered Bank (Hong Kong) Limited (for Shanghai – Hong Kong Stock Connect market)
Columbia	Cititrust Columbia S.A. Sociedad Fiduciaria
Costa Rica	Banco BCT S.A
Croatia	Privredna Banka Zagreb d.d.
	Zagrebacka Banka d.d.
Cyprus	BNP Paribas Securities Services, S.C.A., Greece (operating through its Athens branch)
Czech Republic	Československá obchodní banka, a.s.
	UniCredit Bank Czech Republic and Slovakia, a.s.
Denmark	Nordea Bank AB (publ), Sweden (operating through its subsidiary, Nordea Bank Danmark A/S)
	Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Copenhagen branch)
Egypt	HSBC Bank Egypt Limited S.A.E. (as delegate of the Hongkong and Shanghai Banking Corporation Limited)
Estonia	AS SEB Pank
Eswatini	Standard Bank Swaziland Limited, Mbabane
Euroclear	Euroclear Bank
Clearstream	Clearstream Banking Luxembourg
Finland	Nordea Bank AB (publ), Sweden (operating through its subsidiary, Nordea Bank Finland Plc.)
	Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Helsinki branch)
France	Deutsche Bank AG, Netherlands (operating through its Amsterdam branch with support from its Paris branch)
Republic of Georgia	JSC Bank of Georgia
Germany	State Street Bank GmbH
	Deutsche Bank AG
Ghana	Standard Chartered Bank Ghana Limited
Greece	BNP Paribas Securities Services, S.C.A.
Guinea-Bissau	Via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast

Hong Kong	Standard Chartered Bank (Hong Kong) Limited
Hungary	Citibank Europe plc Magyarországi Fióktelepe
	UniCredit Bank Hungary Zrt.
Iceland	Landsbankinn hf.
India	Deutsche Bank AG
	The Hongkong and Shanghai Banking Corporation Limited
Indonesia	Deutsche Bank AG
Ireland	State Street Bank and Trust Company, United Kingdom branch
Israel	Bank Hapoalim B.M.
Italy	Deutsche Bank S.p.A.
	Intesa Sanpaolo S.p.A.
Ivory Coast	Standard Chartered Bank Côte d'Ivoire S.A.
Japan	Mizuho Bank, Limited
	The Hongkong and Shanghai Banking Corporation Limited
Jordan	Standard Chartered Bank
Kazakhstan	JSC Citibank Kazakhstan
Kenya	Standard Chartered Bank Kenya Limited
Republic of Korea	Deutsche Bank AG
	The Hongkong and Shanghai Banking Corporation Limited
Kuwait	HSBC Bank Middle East Limited (as delegate of the Hongkong and Shanghai Banking Corporation Limited)
Latvia	AS SEB banka
Lithuania	AS SEB bankas
Luxembourg	Clearstream Banking S.S., Luxembourg
Malawi	Standard Bank Limited
Malaysia	Deutsche Bank (Malaysia) Berhad
	Standard Chartered Bank Malaysia Berhad
Mali	Via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Mauritius	The Hongkong and Shanghai Banking Corporation Limited
Mexico	Banco Nacional de México, S.A.

Morocco	Citibank Maghreb
Namibia	Standard Bank Namibia Limited
Netherlands	Deutsche Bank AG
New Zealand	The Hongkong and Shanghai Banking Corporation Limited
Niger	Via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Nigeria	Stanbic IBTC Bank Plc.
Norway	Nordea Bank AB (publ), Sweden (operating through its subsidiary, Nordea Bank Norge ASA)
	Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Oslo branch)
Oman	HSBC Bank Oman S.A.O.G (as delegate of the Hongkong and Shanghai Banking Corporation Limited)
Pakistan	Deutsche Bank AG
Panama	Citibank N.A.
Peru	Citibank del Perú, S.A.
Philippines	Deutsche Bank AG
Poland	Bank Handlowy w Warszawie S.A.
	Bank Polska Kasa Opieki S.A
Portugal	Deutsche Bank AG, Netherlands (operating through its Amsterdam branch with support from its Lisbon branch)
Puerto Rico	Citibank N.A.
Qatar	HSBC Bank Middle East Limited (as delegate of the Hongkong and Shanghai Banking Corporation Limited)
Romania	Citibank Europe plc, Dublin – Romania Branch
Russia	AO Citibank
Saudi Arabia	HSBC Saudi Arabia Limited (as delegate of the Hongkong and Shanghai Banking Corporation Limited)
Senegal	Via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Serbia	UniCredit Bank Serbia JSC
Singapore	Citibank N.A.
Slovak Republic	UniCredit Bank Czech Republic and Slovakia a.s.

Slovenia	UniCredit Bank Slovenija d.d.
South Africa	FirstRand Bank Limited
	Standard Bank of South Africa Limited
Spain	Deutsche Bank S.A.E.
Sri Lanka	The Hongkong and Shanghai Banking Corporation Limited
Republic of Srpska	UniCredit Bank d.d.
Sweden	Nordea Bank AB (publ)
	Skandinaviska Enskilda Banken AB (publ)
Switzerland	Credit Suisse AG
	UBS Switzerland AG
Taiwan - R.O.C.	Deutsche Bank AG
	Standard Chartered Bank (Taiwan) Limited
Tanzania	Standard Chartered Bank (Tanzania) Limited
Thailand	Standard Chartered Bank (Thai) Public Company Limited
Togo	Via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast
Tunisia	Union Internationale de Banques
Turkey	Citibank, A.Ş.
	Deutsche Bank A.Ş.
Uganda	Standard Chartered Bank Uganda Limited
Ukraine	JSC Citibank
United Arab Emirates Dubai Financial Market	HSBC Middle East Limited (as delegate of the Hongkong and Shanghai Banking Corporation Limited)
United Arab Emirates Dubai International Financial Center	HSBC Middle East Limited (as delegate of the Hongkong and Shanghai Banking Corporation Limited)
United Arab Emirates Abu Dhabi	HSBC Middle East Limited (as delegate of the Hongkong and Shanghai Banking Corporation Limited)
United Kingdom	State Street Bank and Trust Company, United Kingdom branch
United States	State Street Bank and Trust Company, Boston
Uruguay	Banco Itaú Uruguay S.A.

Vietnam	HSBC Bank (Vietnam) Limited (as delegate of The Hongkong and Shanghai Banking Corporation Limited)
Zambia	Standard Chartered Bank Zambia Plc.
Zimbabwe	Stanbic Bank Zimbabwe Limited (as delegate of Standard Bank of South Africa Limited)