

Slater OEIC

Prospectus

Prepared in accordance with the Collective Investment Schemes Sourcebook
Dated and valid as at: 7th August 2017

Authorised Corporate Director

Slater Investments Limited

Registered Office and Operating Address:

Nicholas House

3 Laurence Pountney Hill

London

EC4R 0EU

(Authorised and regulated by the Financial Conduct Authority)

Registered and Head Office of the Company

Nicholas House

3 Laurence Pountney Hill

London

EC4R 0EU

Depositary

National Westminster Bank plc

135 Bishopsgate

London

EC2M 3UR

Custodian

RBC Investor Services Trust

Riverbank House

2 Swan Lane

London

EC4R 3BF

Administrator and Registrar

JTC Fund Services (UK) Limited

7th Floor

9 Berkeley Street

London

W1J 8DW

Transfer Agent

FNZ TA Services Limited

Level 5

67 Lombard Street

London

EC3V 9LJ

Auditors

Barlow Andrews

78 Chorley New Road

Bolton

Lancashire

BL1 4BY

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

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

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

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

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

This Prospectus is based on information, law and practice as at the date "valid as at date" which appears on the front cover and below. The Company and ACD cannot be bound by a prospectus which is out of date when a new version has been issued. Investors should check with Slater Investments Limited that this is the most recently published prospectus.

US Tax Reporting

The Company is required to comply with certain reporting requirements in order to avoid a 30% US withholding tax on interest income and the proceeds of sales of US securities and other US financial instruments. Complying with such requirements may require the Company to request certain information and documentation from Shareholders, and to agree to provide such information and documentation to the IRS if requested to do so. Any Shareholder that fails to provide the required information may be subject to a compulsory redemption of their shares and/or mandatory penalties.

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

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

This Prospectus is dated and valid as at 7th August 2017.

1 INTERPRETATION

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

"ACD"	the Authorised Corporate Director of the Company holding office from time to time pursuant to the Regulations being Slater Investments Limited at the date of this Prospectus;
"Act"	the Financial Services and Markets Act 2000 as amended, restated, re-enacted or replaced from time to time;
"Administrator and Registrar"	means the entity from time to time appointed by the ACD to provide administration and registrar services in respect of the Company, being JTC Fund Services (UK) Limited as at the date of this Prospectus;
"Business Day"	Monday to Friday excluding UK public and bank holidays or any day on which the London Stock Exchange is not open for the normal full duration of its trading hours and excluding the last business day before the 25 th December and the last business day of the year;
"Collective Investment Schemes Sourcebook" or "COLL"	the Collective Investment Schemes Sourcebook issued by the FCA pursuant to the Act, as amended, restated, re-enacted or replaced from time to time;
"Company"	Slater OEIC;
"Custodian"	means the entity from time to time appointed by the Depositary to act as custodian of the scheme property, being RBC Investor Services Trust as at the date of this Prospectus;
"Dealing Day"	means 9.00 a.m. to 5.00 p.m. on any Business Day during which the ACD will accept requests for the sale and redemption of shares in the Fund;
"Depositary"	the person appointed from time to time by the Company or otherwise as depositary pursuant to the Regulations being National Westminster Bank plc at the date of this Prospectus;
"FCA"	means the Financial Conduct Authority or any successor entity from time to time;
"Fund" or "Funds"	a sub-fund of the Company (being part of the scheme property that is pooled separately) to which specific assets and liabilities of the Company may be allocated and which is invested in

	accordance with the investment objective applicable to such sub-fund;
"Instrument of Incorporation" or "Instrument"	the instrument of incorporation constituting the Company, as amended from time to time;
"ISA"	an individual savings account under The Individual Savings Account Regulations 1998 (as amended);
"OEIC Regulations"	The Open-Ended Investment Companies Regulations 2001, as amended;
"Regulations"	the OEIC Regulations and the Collective Investment Schemes Sourcebook;
"Transfer Agent"	means the entity from time to time appointed by the Administrator and Registrar (with the permission of the ACD) to provide transfer agency services in respect of the Company, being FNZ TA Services Limited as at the date of this Prospectus;
"UCITS Directive"	the European Parliament and Council Directive of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) (No 2009/65/EC) (as amended);
"UCITS Scheme"	means a collective investment scheme such as the Company authorised by the FCA which complies with the conditions necessary for it to enjoy the rights conferred by the UCITS Directive;
"VAT"	UK value added tax.

2 CONSTITUTION

General

The Company¹ is an investment company with variable capital incorporated under the OEIC Regulations. It is a UCITS scheme as defined in COLL and is also an umbrella company for the purposes of the OEIC Regulations. The Company is incorporated in England and Wales with the FCA product reference number: 563270. The registered and head office of the Company is at Nicholas House, 3 Laurence Pountney Hill, London. EC4R 0EU. This is also the address for the service on the Company of notices or other documents required or authorised to be served on it.

¹ The Company was previously known as the MFM Slater OEIC, and the Fund was previously known as the MFM Slater Income Fund. The names were changed on 7th August 2017

The base currency for the Company is pounds sterling. The maximum size of the Company's capital is £100,000,000,000 and the minimum size is £1.

The Company was authorised by an order made by FCA with effect from 22nd August 2011. The operation of the Company is governed by the Regulations, the Instrument and this Prospectus.

Structure of the Company

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

The Company currently has one Fund, being the **Slater Income Fund** (FCA product reference number: 639279).

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

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

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

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

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

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

3 INVESTMENT OBJECTIVE AND POLICY

Slater Income Fund.

The investment objective of the Fund is to produce an attractive and increasing level of income while additionally seeking long term capital growth by investing predominantly in the shares of UK listed equities.

The Fund will invest predominantly in UK listed companies across the full range of market capitalisations, including those listed on the Alternative Investment Market (AIM). From time to time the Fund may also hold the shares of companies listed overseas as well as cash, money market instruments, the units of collective investment schemes, bonds and warrants as permitted by the rules applicable to UCITS schemes and this Prospectus.

It is intended that the assets of the Fund will be managed so that it is eligible for quotation in the Investment Association's UK Equity Income sector.

The Fund has powers to borrow as specified in the FCA Collective Investment Schemes Sourcebook and may use derivatives for hedging and efficient portfolio management purposes only.

A description of the types of property the Fund may invest in and a summary of the relevant applicable limits is set out in Appendix 1. A list of the eligible securities and derivatives markets is set out in Appendix 2.

4 RISK FACTORS

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

- (a) Past performance is not a guide to future performance. The value of shares and the income derived from them can go down as well as up and as a result the investor may not get back the amount originally invested. This can be as a result of market movements and also of variations in the exchange rates between currencies. The ACD's initial charge (as set out under the heading "**The Authorised Corporate Director's Charges**") is deducted from an investment at the outset such that an equivalent rise in the value of the shares is required before the original investment can be recovered.
- (b) In certain circumstances, for either hedging and/or efficient portfolio management purposes, (as explained in Appendix 1) the Fund may enter into certain derivatives transactions, including, without limitation, forward transactions, futures and options. The value of these investments may fluctuate significantly. By holding these types of investments there is a risk of capital depreciation in relation to certain assets. There is also the potential for capital appreciation of such assets.

However, the use of derivative techniques will have the overall intention of reducing the volatility of returns reflecting the investment policy for the Fund generally. The ACD does not anticipate that the use of derivatives will have any significant effect on the risk profile of the Fund.

- (c) The summary of the tax treatment in section 24 of this Prospectus is based on current law and practice which may change. The levels of relief from taxation will depend upon individual circumstances. Please note current tax levels and reliefs may change and their value will depend on the investor's individual circumstances
- (d) The levels of income generated by the Fund will fluctuate and are not guaranteed
- (e) Assets held within the Scheme property of the Fund may be denominated in currencies other than the Company's base currency. The Fund may enter into currency hedging transactions in order to reduce its exposure to changes in currency exchange rates. Shareholders should note that currency hedged transactions may not completely eliminate the effects of adverse changes in exchange rates.
- (f) Shareholders are reminded that in certain circumstances their right to redeem shares may be suspended (see "Suspension of Dealing" section 16).
- (g) The Company's investments may be subject to liquidity constraints, which means that the investments may trade infrequently and in small volumes, or that a particular instrument is difficult to buy and sell. Normally liquid investments may also be subject to periods of disruption in difficult market conditions. As a result, changes in the value of investments may be unpredictable and, in certain circumstances, it may be difficult to deal in an investment at the latest market price quoted or at a value considered by the ACD to be fair.
- (h) Shareholders should note that investments in emerging or overseas markets may be subject to the risk of settlement failure or delay, and risks associated with custody and registration of assets.

Typical Investor

The Fund is permitted to issue three classes of shares, Class A shares, Class B shares and Class P shares. A person who invests in Class A shares will typically be a retail investor. A person who invests in Class B shares will typically be an institutional investor. A person who invests in Class P shares will typically be large institutional investors and platforms. In each case, subject to the ACD's discretion, investors will need to satisfy the investment requirements set out in Section 15 below.

The Fund is suitable for investors planning to hold their investments over the medium to long term, although this is not a requirement.

All investors in the Fund should understand and appreciate the risks associated with investing in shares in the Fund, including the risks set out above under the heading "Risk Factors" above, and/or will have received advice from an appropriately qualified financial adviser.

5 THE DEPOSITARY

Terms of appointment

Pursuant to the agreement dated 7th August 2017 between the Company, the ACD and the Depositary (the "**Depositary Services Agreement**") and for the purposes of and in compliance with the Regulations, the Depositary has been appointed as the Depositary to the Company. The appointment of the Depositary under the Depositary Services Agreement may be terminated without cause by not less than 6 months written notice provided that the Depositary Services Agreement does not terminate until a replacement Depositary has been appointed.

The Depositary, National Westminster Bank plc, is a public limited company incorporated in England and Wales with company registration number 00929027. National Westminster Bank plc is a wholly owned subsidiary of Royal Bank of Scotland plc. The Depositary's registered and head office is located at 135 Bishopsgate, London, EC2M 3UR and the principal business activity of the Depositary is the provision of financial services, including trustee and depositary services. The Depositary is authorised by the Prudential Regulation Authority and regulated by the Prudential Regulation Authority and the Financial Conduct Authority.

The fees to which the Depositary is entitled are set out below under the heading "The Fees, Charges and Expenses of the Depositary".

Key Duties of the Depositary

The Depositary provides services to the Company as set out in the Depositary Services Agreement and, in doing so, shall comply with the Regulations. The Depositary's duties include the following:

- (i) ensuring that the Fund's cash flows are properly monitored and verified, and that all payments made by or on behalf of applicants upon the subscription to shares of the Funds have been received.
- (ii) safekeeping of the Scheme Property, which includes (i) holding in custody all financial instruments that may be held in custody; and (ii) verifying the ownership of other assets and maintaining records accordingly.
- (iii) ensuring that issues, redemptions and cancellations of the shares of each Fund are carried out in accordance with the Instrument of Incorporation, the Prospectus and the Regulations.
- (iv) ensuring that in transactions involving Scheme Property any consideration is remitted to the Funds within the usual time limits.

- (v) ensuring that the value of the shares of the Funds is calculated in accordance with the Regulations.
- (vi) carrying out the instructions of the ACD unless they conflict with the Instrument of Incorporation, the Prospectus or the Regulations.
- (vii) ensuring that a Fund's income is applied in accordance with the Regulations.

Delegation of safekeeping function

Subject to the Depositary Services Agreement and the Regulations, the Depositary may delegate (and authorise its delegate to sub-delegate) its safekeeping functions.

The Depositary has delegated safekeeping of the Scheme Property to the Custodian, RBC Investor Services Trust. In turn, the Custodian has delegated the custody of assets in certain markets in which the Fund may invest to various sub-delegates (“**sub-custodians**”).

A list of sub-custodians is set out in Appendix 5. Shareholders should note that the list of sub-custodians is updated only at each annual Prospectus review.

Conflicts

Actual or potential conflicts of interest may arise between the Funds, the shareholders or the ACD and the Depositary. For example such actual or potential conflict may arise because the Depositary is part of a legal entity or is related to a legal entity which provides other products or services to the Funds. The Depositary may have a financial or business interest in the provision of such products or services, or receives remuneration for related products or services provided to the Funds, or may have other clients whose interests may conflict with those of the Funds, the shareholders or the ACD.

The Depositary and any of its affiliates or delegates may effect, and make a profit from, transactions in which the Depositary (or its affiliates, or another client of the Depositary or its affiliates) has (directly or indirectly) a material interest or a relationship of any description and which involves or may involve a potential conflict with the Depositary's duty to the Funds. This includes, for example, circumstances in which the same entity as the Depositary or any of its affiliates or connected persons: provides fund services (including administration, fund accounting and middle office services), securities lending and/or collateral management services, foreign exchange services, credit facilities, transaction, execution, lending, settlement or prime services to the Funds and/or to other funds or companies; acts as financial adviser, distributor, broker, market maker, banker, sub-custodian, derivatives counterparty or otherwise provides services to an issuer of the investments of the Funds in question; acts in the same transaction as agent for more than one client; has a material interest in the issue of the investments of the Fund; or earns profits from or has a financial or business interest in any of these activities.

The Depositary will ensure that any such additional services provided by it or its affiliates are on terms which are not materially less favourable to the Funds than if the conflict or potential conflict had not existed.

The Depositary has a conflict of interest policy in place to identify, manage and monitor on an on-going basis any potential conflict of interest.

From time to time actual or potential conflicts of interest may arise between the Depositary and its delegates, for example, where a delegate is an affiliate of the Depositary, the Depositary may have a financial or business interest in that delegate.

Included in the Depositary's conflict of interest policy are procedures to identify, manage and monitor on an on-going basis any potential conflict of interest involving its delegates.

Liability of the Depositary

In general, the Depositary is liable for losses suffered by the Funds as a result of its negligence or wilful default to properly fulfil its obligations. Subject to the paragraph below, and pursuant to the Depositary Services Agreement, the Depositary will be liable to the Funds for the loss of financial instruments of the Funds which are held in its custody. The Depositary will not be indemnified out of the Scheme Property for the loss of financial instruments.

The liability of the Depositary will not be affected by the fact that it has delegated safekeeping to a third party.

The Depositary will not be liable where the loss of financial instruments arises as a result of an external event beyond the reasonable control of the Depositary, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary. The Depositary shall not be liable for any indirect, special or consequential loss.

In the event there are any changes to the Depositary's liability under the Regulations, the ACD will inform shareholders of such changes without delay.

Shareholders have no personal right to directly enforce any rights or obligations under the Depositary Services Agreement.

Updated Information

Up to date information regarding the name of the Depositary, any conflicts of interest and delegations of the Depositary's safekeeping functions will be made available to shareholders upon written request to the ACD.

6 NO LIABILITY TO ACCOUNT

Neither the ACD, Depositary nor any other person involved with the establishment and/or operation of the Company are liable to account to each other or to the

shareholders or former shareholders of the Company for any profits or benefits they may make or receive which are made, derived from or in connection with:

- (a) dealings in the shares of the Company;
- (b) any transaction in the underlying property of the Company; or
- (c) the supply of services to the Company.

7 SHARES IN THE COMPANY

Under the Instrument, the Company is permitted to issue Class A shares (income and accumulation), Class B shares (income and accumulation) and Class P Shares (income and accumulation).

Further classes of share may be issued from time to time by the ACD in accordance with the Instrument. On the introduction of a new share class a revised Prospectus will be prepared setting out the details of the share class.

Each share is deemed to represent one undivided unit of entitlement in the property of a Fund. If both income and accumulation shares are in existence, the number of undivided units of entitlement in the property of the Fund represented by each accumulation share increases as income is accumulated.

Any income (net of tax) arising in relation to an accumulation share will be credited automatically to capital on the relevant accumulation/distribution date and this will be reflected in the price of such share.

If both income and accumulation shares are in existence in relation to a Fund, the income of that Fund is allocated as between income shares and accumulation shares according to the respective units of entitlement in the property of the Fund represented by the accumulation shares and income shares in existence at each valuation point.

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

Share Classes

Currently Class A, Class B and Class P shares are issued in respect of the Fund as described below:

Class of Share	Type of Share	Minimum Investment	Initial Charge	Annual Charge
A	Income & Accumulation	£1,000	5.25%	1.5%
B	Income & Accumulation	£100,000	1%	1%
P	Income & Accumulation	£5,000,000	1%	0.75%

In order to invest in Class A, Class B or Class P shares the minimum investment requirement for the relevant class (as set out above) must be met. The ACD reserves the right to waive any or all restrictions applicable to investment in any class of share at any time.

Each class of share attracts different charges and expenses therefore, when such charges and expenses are levied the proportionate interests of the property attributable to such class will be adjusted accordingly.

8 ADMINISTRATOR AND REGISTRAR

The ACD has appointed JTC Fund Services (UK) Limited of 7th Floor, 9 Berkeley Street, London, W1J 8DW to provide administration services and to act as registrar of the Company. JTC Fund Services (UK) Limited is authorised and regulated by the FCA.

The Administrator and Registrar has, with the agreement of the ACD, sub-delegated the transfer agency function to the Transfer Agent, FNZ TA Services Limited, whose principal place of business is at Level 5, 67 Lombard Street, London, EC3V 9LJ. FNZ TA Services Limited is an appointed representative of FNZ (UK) Ltd, which is authorised and regulated by the FCA.

The register of shareholders is maintained on behalf of the ACD at the principal place of business of the Transfer Agent at Level 5, 67 Lombard Street, London, EC3V 9LJ , where it can be inspected by shareholders during normal office hours.

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

Shareholders should notify the ACD in writing of any change to their name or address.

No bearer shares are issued.

9 THE AUTHORISED CORPORATE DIRECTOR

The authorised corporate director (ACD) of the Company is Slater Investments Limited. The ACD is a private company limited by shares, incorporated in England and Wales on 19th October 1993 under the Companies Act 1985. The registered and head office of the ACD is at Nicholas House, 3 Laurence Pountney Hill, London EC4R 0EU. This is the address at which notices or other documents may be served on the Company. The amount of the ACD's issued and fully paid share capital is £54,722.

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

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

The directors of the ACD are listed in Appendix 4. The ACD is also the authorised fund manager of the collective investment schemes listed in Appendix 4.

The ACD provides its services to the Company under the terms of a service agreement (the "**ACD Agreement**"). The ACD Agreement will terminate with immediate effect if the ACD ceases to hold office as such. The ACD's appointment may be terminated by the Company in a general meeting at any time. Otherwise, save by reason of certain events of default as specified in the ACD Agreement, the Company may terminate the ACD's appointment on 12 months' notice. No such notice shall take effect until the appointment of a successor ACD.

The ACD Agreement contains certain limitations upon the liability of the ACD where loss or damage has been caused to the Company, save where loss arises by reason of negligence, default, breach of duty or trust by the ACD. The ACD Agreement contains an indemnity from the Company to the ACD in respect of losses, claims and similar liabilities incurred by the ACD as such, save where such losses, claims and similar liabilities arise from the negligence, default, breach of duty or breach of trust of the ACD.

The ACD is responsible for managing and administering the Company's affairs in compliance with the Regulations. The ACD may delegate its management and administration functions, but not responsibility for such functions, to third parties (including associates) subject to COLL. The ACD has therefore delegated its administrative and registrar function to the Administrator and Registrar, JTC Fund Services (UK) Limited. The Administrator and Registrar has further sub-delegated (with the ACD's permission) the transfer agency function to the Transfer Agent, FNZ TA Services Limited. Further details in respect of the ACD's delegated functions are set out in section 8 above.

Remuneration Policy

The ACD applies a staff remuneration policy consistent with the principles outlined in the Undertakings for Collective Investment in Transferable Securities Directive (UCITS) (No.2009/65/EC), as amended, the Alternative Investment Fund Managers Directive (AIFMD) (No. 2011/61/EU), as amended, and the FCA Handbook of Rules and Guidance (the "**Remuneration Policy**").

The Remuneration Policy is designed to ensure that the ACD's remuneration practices are consistent with and promote sound and effective risk management, do not encourage risk taking and are consistent with the risk profile of the Funds. The ACD considers the Remuneration Policy to be appropriate to the size, internal operations, nature scale and complexity of the Funds and in line with the risk profile, risk appetite and the strategy of the Funds.

The matters covered by the Remuneration Policy include:

- (a) an assessment of the individual member of staff's performance;
- (b) restrictions on the awarding of guaranteed variable remuneration;
- (c) the balance between fixed and variable remuneration;

- (d). any payment of remuneration in the form of units or shares in the Funds;
- (e). any mandatory deferral periods for the payment of some or all of the variable remuneration component;
- (f). the reduction or cancellation of remuneration in the case of under performance.

The Remuneration Policy will apply to the fixed and variable (if any) remuneration received by the identified staff.

Details of the up-to-date Remuneration Policy, including a description of how remuneration and benefits are calculated, the identity of the persons responsible for awarding the remuneration and benefits is available on the ACD's website: www.slaterinvestments.com. The ACD will provide paper copies free of charge upon written request to its operating address.

10 VALUATIONS

Valuations of the scheme property of the Company for the purpose of the calculation of share prices will be carried out in accordance with the rules for single-priced funds in COLL.

Each share linked to the Fund represents a proportional share of the value of the Fund's assets less the value of its liabilities. Therefore, the value of a share attributable to the Fund is calculated, in broad outline, by calculating the net value of the property attributable to the Fund, and dividing that value (or that part of that value attributed to shares of the class in question) by the number of shares (of the class in question) in issue.

Valuations are normally carried out on each Dealing Day. The valuation point for the Fund is 12 noon on each Business Day.

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

The property attributable to the Company or a Fund (as the case may be) is, for all purposes, valued on the following basis (which is set out in full in the Instrument):

1. All the scheme property (including receivables) is to be included, subject to the following provisions.
2. Property which is not cash (or other assets dealt with in paragraphs 3 and 4 below) shall be valued as follows and the prices used shall (subject as follows) be the most recent prices which it is practicable to obtain:
 - (a) units or shares in a collective investment scheme:

- (i) if a single price for buying and selling units or shares is quoted, at that price; or
 - (ii) if separate buying and selling prices are quoted, at the average of the two prices provided the buying price has been reduced by any initial charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto; or
 - (iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no recent price exists, at a value which, in the opinion of the ACD, is fair and reasonable;
- (b) exchange-traded derivative contracts:
- (i) if a single price for buying and selling the exchange-traded derivative contract is quoted, at that price; or
 - (ii) if separate buying and selling prices are quoted, at the average of the two prices;
- (c) over-the-counter derivative contracts shall be valued in accordance with the method of valuation as shall have been agreed between the ACD and the Depositary;
- (d) any other investment:
- (i) if a single price for buying and selling the security is quoted, at that price; or
 - (ii) if separate buying and selling prices are quoted, at the average of the two prices; or
 - (iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if the most recent price available does not reflect the ACD's best estimate of the value, at a value which, in the opinion of the ACD, is fair and reasonable; and
- (e) property other than that described in (a), (b), (c) and (d) above: at a value which, in the opinion of the ACD, represents a fair and reasonable mid-market price.
3. Cash and amounts held in current, deposit and margin accounts and in other time-related deposits shall be valued at their nominal values.
4. In determining the value of the scheme property, all instructions given to issue or cancel shares shall be assumed (unless the contrary is shown) to have been carried out and any cash payment made or received and all consequential action required by the Regulations or the instrument of incorporation shall be assumed (unless the contrary has been shown) to have been taken.

5. Subject to paragraphs 6 and 7 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the ACD, their omission shall not materially affect the final net asset amount.
6. Futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options shall not be included under paragraph 5.
7. All agreements are to be included under paragraph 5 which are, or ought reasonably to have been, known to the person valuing the property assuming that all other persons in the ACD's employment take all reasonable steps to inform it immediately of the making of any agreement.
8. An estimated amount for anticipated tax liabilities (on unrealised capital gains where the liabilities have accrued and are payable out of the property of the scheme; on realised capital gains in respect of previously completed and current accounting periods; and on income where liabilities have accrued) including (as applicable and without limitation) capital gains tax, income tax, corporation tax, value added tax, stamp duty and stamp duty reserve tax, will be deducted.
9. An estimated amount for any liabilities payable out of the scheme property and any tax thereon treating periodic items as accruing from day to day will be deducted.
10. The principal amount of any outstanding borrowings whenever payable and any accrued but unpaid interest on borrowings will be deducted.
11. An estimated amount for accrued claims for tax of whatever nature which may be recoverable will be added.
12. Any other credits or amounts due to be paid into the scheme property will be added.
13. A sum representing any interest or any income accrued due or deemed to have accrued but not received and any stamp duty reserve tax provision anticipated to be received will be added.
14. Currencies or values in currencies other than base currency or (as the case may be) the designated currency of a sub-fund shall be converted at the relevant valuation point at a rate of exchange that is not likely to result in any material prejudice to the interests of shareholders or potential shareholders.
15. Each Fund has credited to it proceeds of all shares attributed to it, together with the assets in which such proceeds are invested or reinvested and all income, earnings, profits, or assets deriving from such investments. All liabilities and expenses attributable to each Fund are charged to the relevant Fund.
16. Where shares in more than one Fund are in issue, the Company is required to allocate (and the ACD may from time to time reallocate) any assets, costs,

charges or expenses which are not attributable to a particular Fund against all the Funds in a manner which is fair to the shareholders of the Company generally.

Fair Value Pricing

Where the ACD has reasonable grounds to believe that:

- (a) no reasonable price exists for a security at a valuation point; or
- (b) the most recent price available does not reflect the ACD's best estimate of the value of a security at a valuation point,

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

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

11 PRICES OF SHARES

The Company deals on a forward pricing basis. A forward price is the price calculated at the next valuation of the scheme property after the purchase, redemption or switch of shares is agreed. As noted above, shares in the Company are "single priced". This means that subject to the dilution levy referred to below and the initial charge (explained under "Authorised Corporate Director's Charges" below), the price of a share for both buying and selling purposes will be the same and determined by reference to a particular valuation point. The price of a share is calculated at or about the valuation point each Dealing Day (to at least four significant figures) by:

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

Rounding

Units will be rounded to three decimal places.

Publication of Prices

The prices of Class A Income shares issued in respect of the Fund are published daily in the Financial Times. The prices of all shares are also available by telephoning 020 7220 9460. The prices of all shares issued will be quoted on the following website: www.slaterinvestments.com.

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

12 DILUTION LEVY

Where the Company buys or sells underlying investments in response to a request for the issue or redemption of shares, it will generally incur a cost, made up of dealing costs and any spread between the buying and selling prices of the investments concerned, which will not be reflected in the amount paid by or to the shareholder. This effect is referred to as "dilution". It is not possible to predict accurately whether dilution will occur at any point in time.

With a view to reducing this cost (which, if material, disadvantages continuing shareholders and could adversely affect the future growth of the Fund) the ACD is entitled to require payment of a "dilution levy" to be added to the issue price or deducted from the redemption price of shares as appropriate. This levy is paid directly into the Fund and it is intended to reduce the effect of dilution on the future growth of the Fund.

The ACD will normally charge a dilution levy of up to 1% of the price of the share attributable to the Fund where:

- the underlying transaction is a "large deal"; or
- where a series of unrelated or related transactions when added together amount to a "large deal".

For these purposes, a "large deal" is a sale or purchase (or series of sales or purchases) with a gross value equal to or exceeding 1% of the total Fund value.

On occasions where the dilution levy is not applied, there may be an adverse impact on the future growth of the Fund.

13 STAMP DUTY RESERVE TAX

The Stamp Duty Reserve Tax (SDRT) charge on the surrender of units / shares in UK based unit trust schemes and open ended investment companies (OEICs) to the fund manager/ACD was abolished on 30 March 2014.

However, the SDRT charge will remain in relation to certain transactions:

- Third party transfers of shares

Where the transaction is handled by the ACD there will continue to be no principal SDRT charge. However, where transactions are not handled by the ACD (i.e. a third party transfer where only beneficial ownership of the shares change) then the principal SDRT charge on agreements to transfer will still technically apply at 0.5% or at the higher rate (1.5%) if transferred into depositary receipt arrangements or clearance services.

- Non-pro rata in specie redemptions

An additional revision was made to the legislation to make non-pro rata in specie redemptions subject to a principal SDRT charge rather than a schedule 19 charge.

There is no charge on a pro rata in specie redemption. A pro rata in specie redemption ensures that an investor redeems an equal and exactly proportionate stake of their investment in the scheme, however a non-pro rata in specie redemption does not and it is therefore deemed by HMRC that the investor is effectively acquiring new interests in chargeable securities and is hence subject to an SDRT charge.

14 ISSUE, REDEMPTION AND EXCHANGE OF SHARES

The ACD's own dealing

Requests for the purchase, redemption and exchange of shares are normally dealt with by the issue or cancellation of such shares by the Company. However, in certain circumstances, the ACD may deal with such requests by selling shares to and/or repurchasing them from the applicant as appropriate. In other words, the ACD is entitled to hold shares for its own account and to satisfy requests for the sale of shares from its own holding (this is generally referred to as the ACD dealing from its "box"). The ACD is required to procure the issue or cancellation of shares by the Company where necessary to meet any obligations to sell or redeem shares. Shares will be issued, redeemed, sold or repurchased at the price calculated by reference to the valuation point following receipt of the request (on a forward basis).

The ACD may not sell a share at a higher price, or redeem a share at a lower price from its "box" (in both cases before application of any initial charge or dilution levy, or deduction of SDRT as applicable) than the price notified to the Depositary in respect of the valuation point concerned.

The ACD is under no obligation to account to the Company or to shareholders or any of them (whether as an entire class or individual shareholders) for any profit it makes on the issue of shares or on the reissue or cancellation of shares which it has redeemed from its "box" and will not do so.

Issue

Applications

Subject to restrictions applicable to certain classes of shares, applications for shares linked to the Fund may be made by any person. Dealings are at forward prices i.e. at prices calculated by reference to the next valuation following receipt of the application. Shares to satisfy an application received before the valuation point of the Fund (see "Valuations" for details of the valuation points) on a Dealing Day will be issued at a price based on that day's valuation and shares to satisfy an application received after the valuation point, or on a day which is not a Dealing Day, will be issued at a price based on the valuation made on the next Dealing Day.

Applications may be made by completing an application form and delivering it to the Transfer Agent at FNZ TA Services Limited, Level 5, 67 Lombard Street, London. EC3V 9LJ, or by telephone on 0303 333 3330 between 9.00 am and 5.00 pm on any Business Day, being a "Dealing Day". The Transfer Agent may also, at its sole

discretion, accept instructions by facsimile or electronic means on such terms as it may specify. Telephone instructions must be confirmed by delivering a duly completed and signed application form to the Transfer Agent at the above address.

Application forms are available from the ACD or the Transfer Agent. Applications, however made, are irrevocable (except in the case where cancellation rights are applied – see below). Subject to its obligations under COLL, the ACD reserves the right to reject any application in whole or in part. In that event application monies or any balance will be returned to the applicant by post at the applicant's risk.

The ACD may accept instructions to transfer or renounce shares by electronic communication in certain, limited circumstances following the ACD's prior agreement which shall only be given on a case by case basis. In such circumstances, the ACD will accept electronic communications only where the ACD is satisfied that the communication is from a shareholder and is genuine.

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

Payment in respect of applications must be received no later than the fourth Business Day after the relevant Dealing Day. However, the ACD reserves the right to request that payment in respect of applications be received prior to the relevant Dealing Day.

No interest payment will be made on client money held by the ACD or Depositary prior to the investment in the Fund. If an Applicant defaults in making any payment in money or transfer of property due to the ACD in respect of the sale or issue of shares, the Applicant shall indemnify the ACD and/or the Company (as the case may be) in respect of any loss or cost incurred by either of them as a result of such default and the Company is entitled to make any necessary amendment to the register and the ACD will become entitled to the shares in place of the Applicant (subject, in case of an issue of shares, to the ACD's payment of the purchase price to the Company). The ACD may in its discretion delay arranging for the issue of the shares until payment has been received.

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

Anti-Money Laundering Procedures

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

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

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

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

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

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

In Specie Application

The ACD may, by special arrangement and at its discretion, agree to arrange for the issue of shares in exchange for assets other than cash but only if the Depositary is satisfied that acquisition of the assets in exchange for the shares to be issued is not likely to result in any material prejudice to the interests of shareholders or potential shareholders of the Fund.

Minimum Purchase

The following minimum investment requirements apply to each share class:

Share class	Minimum initial investment	Minimum subsequent investment
Class A	£1,000	£1,000
Class B	£100,000	£50,000
Class P	£5,000,000	£1,000

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

Redemption

Shares in the Fund may be redeemed on any Dealing Day. Dealings are on a forward price basis as explained in the paragraph headed "**Issue**" above. Shares to be redeemed pursuant to a redemption request received before the valuation point of the Fund on a Dealing Day will be redeemed at a price based on that day's valuation and shares to be redeemed pursuant to a redemption request received after that time, or on a day which is not a Dealing Day, will be redeemed at a price based on the valuation made on the next

Dealing Day. Redemption instructions may be given by delivery to the Transfer Agent of written instructions for redemption (by letter to FNZ TA Services Limited at Level 5, 67 Lombard Street, London. EC3V 9LJ) or by telephoning the Transfer Agent on 0303 333 3330 between 9.00 am and 5.00 pm on any Business Day. Redemption instructions given by telephone must be confirmed in writing to the Transfer Agent prior to redemption proceeds being remitted. Redemption instructions are irrevocable.

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

- (a) the valuation point immediately following the receipt by the ACD of the request to redeem the shares; or
- (b) the time when the ACD has received all duly executed instruments and authorisations which effect (or enable the ACD to effect) transfer of title to the shares.

However, neither the Company nor the ACD is required to make payment in respect of a redemption of shares where the money due on the earlier issue of those shares has not yet been received or where the ACD considers it necessary to carry out or complete identification procedures in relation to the holder or another person pursuant to a statutory, regulatory or European Community obligation (such as the Money Laundering Regulations 2007).

Minimum Redemption and Holding

The following requirements apply to each share class:

Share class	Minimum holding	Minimum redemption
Class A	£1,000	£500
Class B	£100,000	£500
Class P	£5,000,000	£500

The value of shares for this purpose is calculated by reference to the current price, net of any initial charge. However the ACD may, by special arrangement on a case by case basis and at its discretion, agree a lower amount in relation to the minimum holding and/or redemption size.

Deferred Redemption

In times of high levels of redemption, the ACD may, with the prior agreement of the Depositary, or shall if the Depositary so requires, permit deferral of redemptions to the

next valuation point where the total value of the redemptions requested together represent over 10% of the Fund's net asset value. Subject to sufficient liquidity being raised at the next valuation point all redemption requests relating to the earlier valuation point will be completed before those relating to the later valuation point.

In Specie Redemption

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

The selection of scheme property to be transferred (or sold) is made by the ACD in consultation with the Depositary. The Depositary may pay out of the scheme property assets other than cash for the redemption of shares in the Fund if the Depositary has taken reasonable care to ensure that the property concerned would not be likely to result in any material prejudice to the interests of shareholders or potential shareholders of the Fund. The Company may retain out of the property to be transferred (or the proceeds of sale) property or cash of value or amount equivalent to any SDRT to be paid in relation to the cancellation of the shares.

15 SWITCHING AND CONVERSIONS

Conversions

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

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

If a shareholder wishes to convert shares he should apply to the ACD via the Transfer Agent in the same manner as for a sale, as set out section 14 above.

Conversions will be effected at the next valuation point. The number of shares to be issued in the new class will be calculated relative to the price of shares being converted from. The ACD will notify shareholders once the conversion has been effected. Conversions will not generally be treated as a disposal for capital gains tax purposes and no stamp duty reserve tax will be payable usually on the conversion.

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

Switches

Where shares in more than one Fund are available, Shareholders may (subject to the qualifications below) exchange shares in one Fund for shares in a different Fund. The appropriate number of shares is determined by the following formula:

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

where N is the number of new shares to be issued, rounded down to the nearest whole number of shares; O is the number of shares of the old class to be exchanged, RP is the price at which one share of the old class can be redeemed and SP is the price at which one share of the new class can be purchased (net of any initial charge), in both cases at the application valuation point (see below). The ACD may adjust the number of new shares to be sold to reflect the effect of the dilution levy (if applicable) and any SDRT or other charges payable on the redemption or sale (as applicable) of the shares concerned.

The right to exchange is subject to the following:

- the ACD and the Depositary are not obliged to give effect to a request for exchange of shares if the value of the shares to be exchanged is less than the minimum permitted transaction (see above) or if it would result in the shareholder holding shares of any class of less than the minimum holding for that class of share (see above);
- the ACD may decline to permit an exchange into a share class or a Fund in circumstances which they would be entitled under COLL to refuse to give effect to a request by the shareholder for the redemption of shares of the old class or the issue of shares of the new class.

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

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

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

Application

A shareholder wishing to exchange shares should apply in the same way as for a redemption (see above). An exchange to be made pursuant to a request received before the valuation point of the Fund on a day which is a Dealing Day (or, if the valuation points on that day differ, before the first to occur) will be effected at prices based on that day's valuation; where a request is received after that time, or on a day which is not a Dealing Day, the exchange will be effected at a price based on the valuation made on the next such Dealing Day.

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

16 SUSPENSION OF DEALINGS

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

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

Where such suspension takes place, the ACD will publish details on its website or other general means, sufficient details to keep Shareholders appropriately informed about the suspension, including, if known, its possible duration. During the suspension none of the obligations in COLL 6.2 (Dealing) will apply but the ACD will comply with as much of COLL 6.3 (Valuation and Pricing) during the period of suspension as is practicable in light of the suspension.

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

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

17 MANDATORY REDEMPTION OF SHARES

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

- (a) constitute a breach of the law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory; or
- (b) may (or may if other shares are acquired or held in like circumstances) result in the Company incurring any liability to taxation or suffering any

other adverse consequence (including a requirement to register under any securities or investment or similar laws or governmental regulation of any country or territory);

- (c) are held in any manner by virtue of which the shareholder or shareholders in question is/are not qualified to hold such shares; or
- (d) are owned by a Shareholder who is registered in a jurisdiction (where the Fund is not registered or recognised by the relevant competent authority) whereby communication with that shareholder by the ACD, on behalf of the Fund, might constitute a breach of the regulations in that jurisdiction (unless specific action is taken by the ACD to prevent such a communication constituting a breach),

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

18 DISTRIBUTION

The annual accounting period for the Company and the Fund ends on 30 April (the "**accounting reference date**"). The half-yearly accounting period ends on 31 October (the "**interim accounting reference date**").

Quarterly allocations of income will be made on 30 April, 31 July, 31 October and 31 January. Income will be distributed on 30 June, 30 September, 31 December and 31 March. The first income allocation date will be 31 January 2012, distributing on 31 March 2012.

Distribution statements and tax certificates will be sent to shareholders. A crossed cheque or warrant for the amount of the net distribution will, where applicable, be sent to the registered address and made payable to the order of the shareholder (or, in the case of joint holders, made payable and sent to the registered address of the first named holder on the register) or payments may be made by bank automated credit system at the ACD's discretion.

Where relevant, any distributions unclaimed for a period of six years after having become due for payment shall be forfeited and shall revert to the Company. The payment of any unclaimed distribution, interest or other sum payable by the Company on or in respect of a share into a separate account shall not constitute the Company a trustee thereof.

Determination of Distributable Income

As at each annual and interim income allocation date, the ACD must arrange for the Depositary to transfer the income payable for distribution attributable to the Fund to the distribution account.

In this context, income payable for distribution generally means all sums considered by the ACD, in each case after consultation with the Company's auditors, to be in the nature of income received or receivable for the account of and in respect of the property attributable to the Fund, but excluding any amount (if any) for the time being standing to the credit of the distribution account.

The ACD need not comply with the above provisions if the average of the allocations of income to the shareholders of the Fund would be less than £10 or such other amount agreed between the ACD and the Depositary. In that case, such amounts may be carried forward to the next accounting period and will be regarded as received at the start of that period. Otherwise, such sums may be credited to capital as determined by the ACD.

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

The amount available for income distribution is calculated by taking the aggregate of the income property received or receivable for the account of the Fund in respect of the relevant period, deducting the charges and expenses of the Fund paid or payable out of the income property in respect of that period and adding the ACD's best estimate of any relief from tax on those charges and expenses. Further adjustments may be made as the ACD considers appropriate (after consultation with the auditors) in relation to taxation and the proportion of the prices received or paid for shares that relate to income (taking account of any provisions in the Instrument constituting the Fund relating to income equalisation), potential income which is unlikely to be received until 12 months after the relevant allocation date, income which should not be accounted for on an accrual basis because of lack of information about how it accrues, any transfer between the income and the capital account (regarding payments from capital or income) and making any other adjustments which the ACD considers appropriate (after consultation with the auditors).

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

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

In calculating the amount to be distributed, the ACD must deduct and carry forward in the income account such amount as is necessary to adjust the allocation of income to the nearest one hundredth of a penny per share or such lesser fraction as the ACD may determine.

19 INCOME EQUALISATION

An allocation of income (whether annual or interim) to be made in respect of each share issued or sold by the ACD during an accounting period in respect of which that income allocation is made may include a capital sum ("**income equalisation**") representing the ACD's best estimate of the amount of income included in the price of that share.

The amount of income equalisation in respect of any share may be the actual amount of income included in the issue price of the share in question or it may be an amount arrived at by taking the aggregate of the ACD's best estimate of the amounts of income included in the share price of shares of that class issued or sold in the annual or interim accounting period in question and dividing that aggregate by the number of those shares and applying the resultant average to each of the shares in question.

20 THE AUTHORISED CORPORATE DIRECTOR'S CHARGES

Initial Charge

The ACD may impose a charge payable by the shareholder on the issue of shares (the "**initial charge**"). This charge is calculated by reference to the issue price of the shares purchased. The current initial charges in respect of the Fund are set out in the table below.

Share Class	Current Initial Charge
Class A shares	5.25%
Class B shares	1%
Class P shares	1%

If at any time the current initial charge applicable to shares is increased, the ACD is required to give not less than 60 days prior notice in writing to all shareholders before such increase may take effect. The ACD is also required to revise the prospectus to reflect the new current rate and the date of its commencement.

Switching Charge

The ACD is permitted to charge a switching charge in accordance with the Company's Instrument, however no switching charge is currently levied.

Redemption Charge

The Company's Instrument permits a redemption fee to be charged on the sale of shares however currently no redemption fee is charged in respect of the Fund.

Annual Management Charge

The ACD is entitled to an annual management charge which accrues daily and is payable monthly in advance. This charge is calculated by reference to the value of the Fund on the last valuation day of the preceding month and is payable out of the property

attributable to the Fund. It is paid within seven days. The annual management charge is payable by the Fund from the scheme property attributable to the Fund, and is paid to the ACD by way of remuneration for its duties and responsibilities to the Company as ACD. The charge is calculated separately in relation to each class of share issued by the Fund as a percentage rate per annum of the total value of the units of entitlement in the property of the Fund represented by the class on the relevant valuation date.

The annual management charge for the Slater Income Fund is taken wholly from the capital account of the fund. Future capital growth may be constrained as a result.

The Fund's current annual management charges are as follows:

Share Class	Current Annual Management Charge
Class A	1.5%
Class B	1%
Class P	0.75%

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

The first accrual will be in respect of the period from the day on which the first valuation of the Fund is made to the end of that month and is based upon the first valuation point. The annual management charge will cease to be payable on the date of the commencement of its winding up or, if earlier, the date of the termination of the ACD's appointment as such. The amount(s) accruing due on the last relevant valuation date before the event concerned will be adjusted accordingly.

The Administrator and Registrar's fees (which shall include the Transfer Agent's fees) will be paid by the ACD.

21 THE FEES, CHARGES AND EXPENSES OF THE DEPOSITARY

The Depositary receives for its own account a periodic fee which accrues daily and is payable monthly in advance. This periodic fee is calculated by reference to the net asset value of the Fund on the last valuation day of the preceding month and is payable out of the scheme property attributable to the Fund. It is payable within seven days of the relevant valuation day. The periodic fee is calculated separately in relation to each class of share issued by the Fund as a percentage rate per annum of the total value of the shares of the Fund represented by the class on the relevant valuation date.

The rate of the periodic fee is agreed between the Company, the ACD and the Depositary and is currently 0.03% per annum on the value of the Company and is calculated by reference to the net asset value of the Fund on the last valuation day of the preceding month.

The Depositary's fee may be changed in accordance with COLL. If it does change, the ACD will inform the Shareholders in accordance with COLL.

Custody and Transaction fees

In addition to the periodic fee referred to above, the Depositary is entitled to be paid a custody charge in relation to the safe-keeping of the Company's assets ("**Custody Charges**"). The Custody Charges are variable depending upon the specific custody arrangements for each type of asset. The Custody Charges currently range from between 0.006% and 1.08% of the relevant asset values per annum, subject to an annual minimum charge per Fund of:

- £2,000 if the Fund has a Net Asset Value below £20 million; or
- £4,000 if the Fund has a net Asset Value of (or in excess of) £20 million.

The Custody Charges accrue and are payable as agreed from time to time between the Depositary and the ACD.

The Depositary is also entitled to be paid custody transaction charges in relation to processing transactions in the Company's assets ("**Custody Transaction Charges**"). The Custody Transaction Charges vary depending on the country and the type of transaction involved. The Custody Transaction Charges currently range from between £3 to £108 per transaction.

The Custody Transaction Charges accrue at the time the transactions are effected and are payable as soon as reasonably practicable, and in any event not later than the last Business Day of the month when such charges arose or as otherwise agreed between the Depositary and the ACD.

Expenses

The Depositary is entitled to be reimbursed out of the property of the Fund expenses properly incurred in performing duties imposed on it or exercising powers conferred upon it by COLL, together with any VAT payable. The relevant duties may include without limitation:

- delivery of stock to the Depositary, Custodian or sub-custodian (where relevant);
- custody of assets;
- collection of income;
- submission of tax returns;
- handling tax claims;
- preparation of the Depositary's annual report;
- such other duties as the Depositary is required by law to perform.

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

- (i) all expenses of registration of assets in the name of the Depositary or its nominees or agents; of acquiring, holding, realising or otherwise dealing with any asset; of custody of documents; of insurance of documents and of collecting income or capital; of opening bank accounts; of effecting currency transactions and transmitting money relating to borrowings or other permitted transactions; of obtaining advice, including legal, accountancy or other advice; of conducting legal proceedings; of communicating with holders, the ACD, the Custodian (or

sub-custodian), the Administrator and Registrar, the Transfer Agent or other persons in respect of the Fund, relating to any enquiry by the Depositary into the conduct of the ACD and any report to holders or otherwise relating to the performance by the Depositary of its duties or the exercise by the Depositary of its powers; and

- (ii) all charges of nominees or agents in connection with any of the matters referred to at (i) above; and
- (iii) any other costs, disbursements or expenses accepted under the laws of England and Wales from time to time as being properly chargeable by the Depositary. If any person, at the request of the Depositary in accordance with the COLL, provides services including but not limited to those of a custodian of property of the Fund.

If any person, at the request of the Depositary in accordance with COLL, provides services including, but not limited to, those of a custodian of property of the Fund, the expenses and disbursements hereby authorised to be paid to the Depositary out of the property of the Fund shall extend to the remuneration of such persons as approved by the Depositary and the ACD.

The amount or rate of any of the Depositary's fees and charges referred to above shall (unless otherwise stated) be determined by reference to the scale or tariff or other basis from time to time agreed between the ACD and the Depositary and notified to the ACD by the Depositary.

The Depositary shall be entitled to recover its fees, charges and expenses when the relevant transaction or other dealing is effected or relevant service is provided or as may otherwise be agreed between the Depositary and the Company or the ACD.

On a winding up of the Company or a termination of the Fund or the redemption of a class of shares, the Depositary will be entitled to its pro rata fees, charges and expenses to the date of the commencement of the winding up, termination or the redemption (as appropriate) 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 Depositary.

In the event shares are issued in respect of two or more Funds, any fees, liabilities, expenses, costs or charges not attributable to a particular Fund will generally be allocated between the Funds pro rata to the Net Asset Value of the Funds. However, the ACD has the discretion to allocate these fees and expenses in a manner which it considers fair to the shareholders generally. In each such case such expenses and disbursements may also be payable if incurred by any person (including the ACD or an associate or nominee of the Depositary or of the ACD) who has had the relevant duty delegated to it pursuant to COLL by the Depositary.

22 OTHER PAYMENTS OF THE COMPANY

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

- transaction costs, including (without limitation) the fees and/or expenses incurred in acquiring, registering and disposing of investments, such as (for example) broker's commissions, fiscal charges and other disbursements which are necessarily incurred in effecting transactions for the Company and normally shown on contract notes, confirmation notes and difference accounts as appropriate;
- the direct and indirect transaction and the operational costs and/or fees arising from time to time as a result of the ACD's use of efficient portfolio management techniques (as described in Appendix 1);
- interest on and other charges relating to permitted borrowings;
- taxation and other duties payable by the Company;
- any costs incurred in amending the Instrument and this Prospectus (including for the avoidance of doubt, the removal of obsolete provisions, any costs of preparing information for inclusion in the Prospectus and Key Investor Information Document);
- any costs incurred in respect of any meetings of shareholders convened for any purpose, including meetings convened on a requisition by holders not including the ACD or an associate of the ACD;
- the expenses of the Depositary in convening a meeting of shareholders convened by the Depositary above;
- any fees in relation to a unitisation, amalgamation or reconstruction where the property of a body corporate (such as an investment company) or of another collective investment scheme is transferred to the Company in consideration of the issue of shares in the Company to shareholders in that body corporate or to participation in that other scheme, any liability arising after the transfer which, had it arisen before the transfer, could properly have been paid out of that other property provided that the ACD is of the opinion that proper provision was made for meeting such liabilities as were known or could reasonably have been anticipated at the time of the transfer;
- any audit fee and any proper expenses of the auditor;
- any fee and any proper expenses of any professional advisers retained by the Company or by the ACD in relation to the Company or the Funds;
- any payments or costs in relation to the preparation and printing of the prospectus and Key Investor Information Document, or any successor or equivalent documentation, (including the costs of periodic updates of the prospectus or Key Investor Information Document or any successor or equivalent documentation) as applicable;
- the costs of the distribution of the Prospectus either in respect of the Company or each Fund (excluding the cost of disseminating the Key Investor Information Document);

- any costs of printing and distributing annual, half yearly and quarterly reports and any other reports or information provided for shareholders;
- any costs of listing the prices of the Funds in publications and information services selected by the ACD including the Financial Times and the Daily Telegraph;
- any costs of establishing and authorising the Company;
- any costs of establishing and authorising new Funds of the Company after its initial establishment;
- any fees and expenses in respect of establishing and maintaining the register of shareholders and any sub-register of shareholders;
- any costs incurred in producing and despatching any payment made by the Company, including expenses incurred in distributing income to shareholders;
- any costs incurred in taking out and maintaining an insurance policy in relation to the Company;
- the periodic fees of the FCA together with any corresponding periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which shares in the Company are or may be marketed;
- any expense incurred in relation to company secretarial duties including the cost of maintenance of minute books and other documentation required to be maintained by the Company;
- any costs associated with the admission of shares to listings on any stock exchange and with the maintenance of that listing (including, for the avoidance of doubt, the fees levied by the exchange in question as a condition of the admission to listing of the shares and the periodic renewal of that listing), any offer of shares, including the preparation and printing of any prospectus and the creation, conversion and cancellation of shares associated with such prospectus;
- any expense incurred with respect to the publication and circulation of details of the net asset value of the Company;
- subject to the Regulations, any amount payable by the Company under any indemnity provisions provided for in the instrument of incorporation or any agreement to which the Company is party.

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

23 TAXATION

General

The taxation of both the Company and its shareholders is subject to the fiscal law and practice of the UK and of the jurisdictions in which shareholders are resident or

otherwise subject to tax. The following summary of the anticipated tax treatment in the UK does not constitute legal or tax advice. Prospective investors should consult their own professional advisers on the tax implications of making an investment in the Company, holding or disposing of shares and the receipts of distributions. In particular this summary principally addresses the UK taxation consequences for an investor who is an individual resident and domiciled in the UK for UK taxation purposes. The following summary is based on the taxation law and practice in force at the date of this Prospectus, but prospective investors should be aware that the relevant fiscal rules or their interpretation and HM Revenue and Customs practice are subject to change.

The Company

The UK tax regime applicable to the Company is primarily set out in Chapter 2 of Part 13 of the Corporation Tax Act 2010 and in the Authorised Investment Funds (Tax) Regulations 2006 (SI 2006/964) (the "**Tax Regulations**"). Each Fund is treated as a taxable entity in its own right and the Company as a whole is not so regarded. References to "the Company" in this section include references to each Fund.

The Company will be liable to corporation tax on its taxable income, less its expenses of management. Corporation tax will be payable for a financial year at the basic rate of income tax for the tax year beginning in that financial year (currently 20%). Sums appropriated in accordance with the terms of this Prospectus (as amended from time to time) for the remuneration of the ACD will be treated as management expenses.

Like other UK companies, the Company will generally not be subject to corporation tax on dividends from United Kingdom resident companies. Dividends from other OEICs and authorised unit trusts will be received subject to the corporate streaming rules (see the section on the taxation of corporate shareholders below). The portion of such dividends deemed to represent unfranked income will constitute taxable income of the Company. Where foreign tax has been deducted from income from overseas sources, that tax may in some instances be offset against corporation tax payable by the Company under double taxation relief arrangements.

As an OEIC, the Company will benefit from the exemption from corporation tax on chargeable gains in respect of disposals of its investments. The Company will also not be subject to corporation tax on any profits or gains (or be entitled to corporation tax relief for any losses) which it derives from its creditor loan relationships or its derivative contracts, to the extent that those profits, gains or losses are treated as capital in nature. Capital profits, gains or losses for this purpose are those profits, gains or losses arising from an OEIC's creditor loan relationships or derivative contracts which fall to be dealt with under either the heading "net gains/losses on investments during the period" or the heading "other gains/losses" in the OEIC's statement of total return for the accounting period in question.

Dependent upon the nature of the income arising within the Funds, the total amount shown in the distribution accounts of the Company is available for distribution to shareholders in one of two ways:

- (a) it may be shown as available for distribution as a dividend; or
- (b) it may be shown as available for distribution as yearly interest.

The Tax Regulations also provide that where an OEIC has different share classes there shall be no discrimination between participants in respect of different classes of shares, and accordingly it is not possible to make different types of distributions to different classes of shares within the Company.

Shareholders

The following is a general statement of current UK tax law and HM Revenue & Customs' published practice as at the date of this Prospectus. Such law and practice may alter without prior warning. It does not describe the taxation treatment of shareholders which are subject to specific tax regimes or of persons resident in jurisdictions other than the United Kingdom. Shareholders are advised to consult their professional advisers as to their tax position in all circumstances.

Individuals

The Company will generally make dividend distributions which broadly reflect any income arising from its investments. Dividend distributions by the Company are made without deduction of income tax. The first £5,000 of dividend distributions received by individual investors in any tax year are not subject to income tax. Dividend distributions received in excess of this amount should be reported on the individual investor's Self Assessment Tax Return. For distribution amounts in excess of £5,000 in any tax year, individual investors liable to income tax at the basic rate will have an additional liability to income tax equal to 7.5% of the dividend distribution to the extent that such sum, when treated as the top slice of his income, falls above the threshold for basic rate tax. Higher rate taxpayers will have a further liability to income tax equal to 32.5% of the dividend distribution to the extent that such sum, when treated as the top slice of his income, falls above the threshold for higher rate tax. Additional rate taxpayers will have a further liability to income tax equal to 38.1% of the dividend distribution to the extent that such sum, when treated as the top slice of his income, falls above the threshold for the additional rate of tax.

In the event shares are available in two or more Funds, an exchange of shares in one Fund for shares in any other Fund will be treated as a disposal and acquisition for capital gains tax purposes. The disposal will be subject to capital gains tax as a disposal in its own right. An exception to this rule applies when two Funds merge with a result that one Fund ceases to exist. Usually, in these circumstances, shares in the new Fund will be treated as having been acquired at the same time and for the same amount as the shares in the old Fund.

Corporate

Dividend distributions received by corporate shareholders chargeable to UK corporation tax will need to be streamed into 'franked' and 'unfranked' income according to the underlying gross income of the Company.

In broad terms, the portion treated as being 'franked' will be such proportion of the Company's total income (brought into account when determining the distribution for the period in question) which consists of dividend income received which is treated as exempt under Part 9A of CTA 2009. The 'franked' portion will be treated as exempt dividend income when received by a UK resident corporate shareholder (unless the shareholder is treated as a dealer in securities for tax purposes). The 'unfranked'

portion will be treated as an annual payment from which income tax at a rate of 20% has been deducted. A UK resident corporate shareholder will, therefore, be subject to corporate tax at the rate applicable to that corporate shareholder but with credit for the income tax deducted. Such shareholders may, therefore, be liable to further tax and any ability to claim repayment of the income tax credit will be limited to the corporate shareholder's share of the Company's liability to corporation tax for the distribution period in question.

In the event shares are available in two or more Funds, an exchange of shares in one Fund for shares in another Fund will be treated as a disposal of the shares in the first Fund and a separate acquisition of shares in the second Fund. Any gain arising on a disposal of shares in a Fund will be subject to corporation tax. The exception described above under the heading "individuals" above where two Funds merge also applies to corporate shareholders.

Capital Gains

Capital gains made by individual Shareholders who are resident in the UK for tax purposes on the sale, disposal or as a result of any other chargeable event will be tax free if they fall within an individual's annual capital gains exemption. For the tax year 2017/2018, the first £11,300 of an individual's chargeable gains (that is after deduction of allowable losses) from all sources will, therefore, be exempt from capital gains tax. Subject to their personal circumstances, gains in excess of this amount are taxed at 10% for basic rate taxpayers and 20% for higher and additional rate taxpayers.

Capital gains made by Shareholders liable to UK corporation tax will be taxable at the corporation tax rate applicable to that corporate Shareholder after taking account the availability of any indexation relief. The main rate of corporation tax is currently 19%.

ISAs

Shares attributable to the Fund will be eligible for inclusion within a stocks and shares ISA.

General

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

Income Equalisation

If a shareholder receives an amount of income equalisation this is treated for the purposes of both UK income tax and UK tax on chargeable gains as a refund of capital rather than a receipt of income.

As such it is not liable to income tax. It should however be deducted from the cost of the shares when computing the base cost for any chargeable gain realised on the subsequent disposal of the shares. This is the case regardless of whether the shares in question are accumulation shares or income shares, and despite the fact that for accumulation shares the equalisation amount is re-invested.

24 REPORTS AND ACCOUNTS

The annual accounting period of the Company ends on 30 April.

The annual report of the Company (the "**long report**") will be published on or before the end of August and the half-yearly long report on or before the end of December in each year. Copies of these long reports may be inspected at, and copies obtained free of charge from the ACD at its operating address or at www.slaterinvestments.com. These reports may also be inspected at the Depository's office during normal office hours.

25 ANNUAL GENERAL MEETING

The OEIC Regulations allow for the Company to dispense with the requirement to hold Annual General Meetings. The ACD has therefore decided that the Company will not hold Annual General Meetings. Shareholders will therefore only be entitled to exercise their voting rights at Extraordinary General Meetings of the Company.

26 REQUISITION OF MEETING

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

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

27 VOTING

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

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

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

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

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

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

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

Powers of a Shareholders' Meeting

The ACD must, by way of an extraordinary resolution (i.e. a resolution notified and proposed as such and passed by a majority of not less than three-quarters of the votes validly cast), obtain prior approval from the shareholders (or, where applicable, class of shareholders) for any proposed change to the Company or the Fund which, in accordance with COLL, is a fundamental change. Such a fundamental change is likely to include:

- certain changes to the investment objective and policy of the Fund;
- the removal of the ACD;
- any proposal for a scheme of arrangement.

Other provisions of the Instrument and the prospectus may be changed by the ACD without the sanction of a shareholders' meeting in accordance with the COLL.

28 INVESTMENT AND BORROWING POWERS

A description of the types of property the Company may invest in and a summary of the applicable limits is set out in Appendix 1. A list of the eligible markets is set out in Appendix 2.

29 TRANSFER OF SHARES

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

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

30 WINDING UP OF THE COMPANY AND TERMINATION OF THE FUNDS

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

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

- if an extraordinary resolution of shareholders of either the Company or the relevant Fund (as appropriate) to that effect is passed; or
- on the date stated in any agreement by the FCA in response to a request from the ACD for the winding up of the Company or a request for the termination of the relevant Fund.

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

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

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

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

31 OTHER INFORMATION

Delegation

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

Conflicts of Interest

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

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

Subject to compliance with COLL the ACD may be party to or interested in any contract, arrangement or transaction to which the Company is a party or in which it is interested.

The ACD and the Investment Adviser (and other companies within their respective groups) may, from time to time, act as managers to other funds or sub-funds which follow similar investment objectives to that of the Fund. It is therefore possible that the ACD and/or Investment Adviser may in the course of their business have potential conflicts of interest with the Company or the Fund. The Depositary may act as the depositary of other open-ended investment companies and as trustee or custodian of other collective investment schemes.

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 shareholders or any of them (whether as an entire class or individual shareholders), 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;
or
- (b) their part in any transaction or the supply of services permitted by the COLL; or
- (c) their dealing in property equivalent to any owned by (or dealt in for the account of) the Company.

Liability and Indemnity

With the exception mentioned below:

- The ACD, the Depositary and the Auditors are each entitled under the Instrument of Incorporation of the Company to be indemnified by the Company against any loss, damage or liability incurred by them in or about the execution of their respective powers and duties in relation to the Company; and
- the ACD and the Depositary are, under the terms of their respective agreements with the Company, exempted from any liability for any loss or damage suffered by the Company.

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

- any liability which would otherwise attach to the ACD or the Auditors in respect of any negligence, default, breach of duty or breach of trust in relation to the Company;
- any liability on the part of the Depositary for any failure to exercise due care and diligence in the discharge of its functions.

Rebate of Fees

The ACD may (to the extent permitted by the Regulations) at its sole discretion rebate its initial, or periodic charges in respect of any application for, or holding of, shares. Similarly the Company may rebate or waive its charges in relation to any exchange of shares.

32 GENERAL

Complaints

Any complaint should be referred to the ACD at its registered office. If a complaint cannot be resolved satisfactorily with the ACD it may be referred to the Financial Ombudsman Service, Exchange Tower, London, E14 9SR. More details about the Financial Ombudsman Service are available from the ACD.

The Financial Services Compensation Scheme Limited has been established under the rules of the FCA as a "rescue fund" for certain clients of firms authorised and regulated by the FCA which have gone out of business. The ACD will supply you with further details of the scheme on written request to its operating address. Alternatively, you can visit the scheme's website at www.fscs.org.uk or by writing to the Financial Services Compensation Scheme, 10th Floor, Beaufort House, 15 St Botolph Street, London EC3A 7QU.

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

Cancellation

When the investment is a lump sum investment an applicant who is entitled to cancel and does so will not get a full refund of the money paid by him if the purchase price of the shares falls before the cancellation notice is received by the ACD, because an

amount equal to such fall (the "**shortfall**") will be deducted from the refund he would otherwise receive. Where the purchase price has not yet been paid the applicant will be required to pay the amount of the shortfall to the ACD. The deduction does not apply where the service of the notice of the right to cancel precedes the entering into of the agreement. Cancellation rights must be exercised by posting a cancellation notice to the ACD on or before the 14th day after the date of receipt of the notice of the right to cancel. A notice of an applicant's right to cancel the agreement to purchase shares will be forwarded, where this is required by rules made under the Act.

Service of Notices or Other Documents to the Company

The address for service on the Company of notices or other documents required or authorised to be served on it is Nicholas House, 3 Laurence Pountney Hill, London, EC4R 0EU.

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

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

Documents and information available

Copies of the following documents are available for all shareholders on request, free of charge from the ACD at Nicholas House, 3 Laurence Pountney Hill, London. EC4R 0EU:

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

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

Past performance

As the Company was recently launched no past performance information is currently available.

This Prospectus

This Prospectus describes the constitution and operation of the Company at the date of this Prospectus. In the event of any materially significant change in the matters stated herein or any materially significant new matter arising which ought to be stated herein

this Prospectus will be revised. Investors should check with the ACD that this is the latest version and that there have been no revisions or updates.

Governing Law

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

Appendix 1 Investment and Borrowing Powers

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

Transferable Securities

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

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

- the potential loss which the Fund may incur with respect to holding the transferable security is limited to the amount paid for it;
- its liquidity does not compromise the ability of the ACD to comply with its obligation to redeem units at the request of any qualifying shareholder;
- reliable valuation is available for the transferable securities as follows:
 - (a) in the case of a transferable security admitted to or dealt in on an eligible market, where there are accurate, reliable and regular prices which are either market prices or prices made available by valuation systems independent from issuers;
 - (b) in the case of a transferable security not admitted to or dealt in on an eligible market, where there is a valuation on a periodic basis which is derived from information from the issuer of the transferable security or from competent investment research;
- appropriate information is available for the transferable security as follows:
 - (a) in the case of a transferable security admitted to or dealt in on an eligible market, where there is regular, accurate and comprehensive information available to the market on the transferable security or, where relevant, on the portfolio of the transferable security;
 - (b) in the case of a transferable security not admitted to or dealt in on an eligible market, where there is regular and accurate information available to the ACD on the transferable security or, where relevant, on the portfolio of the transferable security;
- it is negotiable; and
- its risks are adequately captured by the risk management process of the ACD.

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

market shall be presumed: not to compromise the ability of the ACD to comply with its obligation to redeem shares at the request of any qualifying shareholder; and to be negotiable.

Transferable securities linked to other assets

The Fund may:

- invest in any other investment which shall be taken to be a transferable security for the purposes of investment by a UCITS Scheme provided the investment:
 - fulfils the criteria for transferable securities set out in COLL 5.2.7A R; and
 - is backed by or linked to the performance of other assets, which may differ from those in which a UCITS Scheme can invest.

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

Closed end funds constituting transferable securities

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

- where the closed end fund is constituted as an investment company or 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
- where the closed end 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.

Approved Money Market Instruments

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

A money market instrument that is normally dealt in on the money market and is admitted to or dealt in on an eligible market shall be presumed to be liquid and have a

value which can be accurately determined at any time unless there is information available to the ACD that would lead to a different determination.

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

- (a) issued or guaranteed by a central, regional or local authority or central bank of an EEA state or if the EEA State is a federal state, one of the members making up the federation, the European Central Bank, the European Union or the European Investment Bank, a non-EEA state or, in the case of a federal state, by one of the members making up the federation, or by a public international body to which one or more EEA states belongs; or
- (b) issued or guaranteed by an establishment subject to prudential supervision in accordance with criteria defined by Community Law or an establishment which is subject to and complies with prudential rules governed by the FCA to be at least as stringent as those laid down by Community Law; or
- (c) issued by a body, any securities of which are dealt in on an eligible market.

Money-market instruments with regulated issuer

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

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

- (a) the issue or issuer is itself regulated for the purpose of protecting investors and savings in accordance with COLL;
- (b) investment in that instrument is subject to investor protection equivalent to that provided by instruments which satisfy the requirements of COLL 5.2.10BR(1)(a),(b) or (c); and
- (c) the issuer is a company whose capital and reserves amount to at least EUR 10 million and which presents and publishes its annual accounts in accordance with Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles (as defined in COLL) which benefit from a banking liquidity line (as defined in COLL).

Transferable securities and approved money market instruments held within the Company

These must be:

- (a) admitted to or dealt in on an eligible market which is a regulated market;
or
- (b) dealt in on an eligible market which is a market in an EEA State which is regulated, operates regularly and is open to the public; or
- (c) admitted to or dealt in on a market which the ACD, after consultation with and notification to the Depositary decides that market is appropriate for the investment of, or dealing in, the scheme property, is listed in the Prospectus, and the Depositary has taken reasonable care to determine that adequate custody arrangements can be provided for and all reasonable steps have been taken by the ACD in deciding whether that market is eligible; or
- (d) for an approved money market instrument not admitted to or dealt in on an eligible market, within COLL 5.2.10AR(1);
- (e) recently issued transferable securities provided that the terms of the issue include an undertaking that application will be made to be admitted to an eligible market, and such admission is secured within a year of issue.

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

Nil and partly paid securities

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

Collective Investment Schemes

Up to 10% of the scheme property of the Fund may consist of shares/units in collective investment schemes.

Not more than 10% in value of the property of the Fund may consist of units or shares in any one collective investment scheme.

The Fund must not invest in units or shares of a collective investment scheme (the "Second Scheme") unless the Second Scheme satisfies the conditions referred to below and provided that not more than 10% of the value of the scheme property attributed to the Fund is invested in Second Schemes within categories (b) to (d) below:

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

- (b) a scheme which is a recognised scheme under the provisions of section 270 of the Financial Services and Markets Act 2000 (schemes authorised in designated territories); or
- (c) a scheme which is authorised as a non-UCITS retail scheme (as defined in COLL) and in respect of which the requirements of article 19(1)(a) of the UCITS Directive are met;
- (d) a scheme which is authorised in another EEA State (and in respect of which the requirements of article 19(1)(a) of the UCITS Directive are met);
- (e) a scheme which is authorised by the competent authority of an OECD member country (other than another EEA State) which has:
- (f) signed the IOSCO Multilateral Memorandum of Understanding; and
 - (i) approved the scheme's management company, rules and depositary/custody arrangements;
 - (ii) (provided the requirements of article 19(1)(e) of the UCITS Directive are met.

The Second Scheme must comply, where relevant, with those COLL provisions regarding investment in other group and associated schemes (referred to below).

Additionally, the Second Scheme must have terms which prohibit more than 10% in value of the scheme property consisting of units in collective investment schemes.

Where shares in more than one Fund are available, the scheme property attributable to a Fund may include shares in another Fund (a “Second Fund”), provided that:

- (a) the Second Fund does not hold Shares in any other Fund of the Company; ; and
- (b) the investing or disposing Fund must not be a feeder UCITS to the Second Fund.

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

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

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

Cash and Near Cash

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

- (a) the pursuit of the Fund's investment objective;
- (b) the redemption of units; or
- (c) the efficient management of the Fund in accordance with its objectives or for any other purposes which may reasonably be regarded as ancillary to the objective of the Company.

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

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

Government and Public Securities

The Fund may invest in transferable securities or approved money market instruments (“such securities”) issued by: (i) an EEA State; (ii) a local authority of an EEA State; (iii) a non-EEA State; or (iv) a public international body to which one or more EEA States belongs, provided no more than 35% in value of the scheme property attributable to the Fund is invested in such securities issued by any one body. There is no limit on the amount which may be invested in such securities or in any one issue.

Covered bonds

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

Derivatives

Efficient Portfolio Management (including hedging)

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

The Fund may enter into approved derivatives transactions on eligible derivatives markets. Eligible derivatives markets are derivatives markets which the ACD, after consultation with the Depositary, has decided are appropriate for the purpose of investment of or dealing in the scheme property with regard to the relevant criteria set out in the FCA Regulations and the guidance on eligible markets issued by the FCA (as amended from time to time).

Any forward transaction must be with an approved counterparty. A derivatives or forward transaction which would or could lead to delivery of scheme property to the Depositary in respect of the Fund may only be entered into only if such scheme property can be held by the Fund and the ACD reasonably believes that delivery of the property pursuant to the transaction will not lead to a breach of the FCA Regulations.

There is no limit on the amount of scheme property which may be used for efficient portfolio management, but the transactions must satisfy three broad requirements as set out below.

1. A transaction must be reasonably believed by the ACD to be economically appropriate for the efficient portfolio management of the Fund. This means that for transactions undertaken to reduce risk or cost (or both), the transaction alone or in combination will diminish a risk or cost of a kind or level which it is sensible to reduce, and, for a transaction undertaken to generate additional capital or income, the Fund is certain (or barring events which are not reasonably foreseeable) to derive a benefit from the transaction.
2. The purpose of the efficient portfolio management transaction must be to achieve one of the following aims:
 - a) reducing risk;
 - b) reducing cost; or
 - c) generating additional capital or income for the Fund which no, or an acceptably low, level of risk. There is an acceptably low level of risk in any case where the ACD reasonably believes that the Fund is certain (or certain barring events which are not reasonably foreseeable) to derive a benefit.
3. Each efficient portfolio management transaction must be fully covered by cash, near cash or other property sufficient to meet any obligation which could arise.

Permitted Transactions (derivatives and forwards)

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

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

The underlying assets of a transaction in a derivative may only consist of any one or more of the following:

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

A transaction in a derivative must not be entered into if the intended effect is to create the potential for an uncovered sale of one or more transferable securities, approved money market instruments, units in collective investment schemes or derivatives provided that a sale is not to be considered as uncovered if the conditions in COLL 5.2.22(3)R (Requirement to cover sales) are satisfied.

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

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

- (i) that property can be held for the account of the Fund; and
- (ii) the ACD having taken reasonable care determines that delivery of the property under the transaction will not occur or will not lead to a breach of COLL.

Requirement to cover sales

No agreement by or on behalf of the Fund to dispose of property or rights may be made unless the obligation to make the disposal and any other similar obligations could immediately be honoured by the Fund by delivery of property or the assignment of rights (or, in Scotland, assignation), and the property and rights above are owned by the Fund at the time of the agreement.

This requirement does not apply to a deposit. FCA guidance states that the requirement set out above can be met where:

- (a) the risks of the underlying financial instrument of a derivative can be appropriately represented by another financial instrument which is highly liquid;
- (b) the ACD or the Depositary has the right to settle the derivative in cash, and cover exits within the scheme property which falls within one of the following asset classes:
 - (i) cash;
 - (ii) liquid debt instruments (e.g. government bonds of first credit rating) with appropriate safeguards (in particular, haircuts); or
 - (iii) other highly liquid assets having regard to their correlation with the underlying of the financial derivative instruments, subject to appropriate safeguards (haircuts where relevant).

In the asset classes referred to above, an asset may be considered as liquid where the instrument can be converted into cash in no more than seven business days at a price closely corresponding to the current valuation of the financial instrument on its own market.

Over-the-counter ("OTC") transactions in derivatives

Any transaction in an OTC derivative must be:

- (a) with an approved counterparty: A counterparty to a transaction in derivatives is approved only if the counterparty is an eligible institution or an approved bank or a person whose permission (including any requirements or limitations) as published in the FCA register, or whose home state authorisation, permits it to enter into such transactions as principal off exchange;
- (b) on approved terms: The terms of a transaction in derivatives are approved only if the ACD:
 - (i) 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
 - (ii) 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: A transaction in derivatives is capable of reliable valuation only if the ACD having taken reasonable care determines that, throughout the life of the derivative (if the transaction is entered into), it will be able to value the investment concerned with reasonable accuracy:
 - (i) on the basis of an up-to-date market value which the ACD and the Depositary have agreed is reliable; or

- (ii) if the value referred to in (i) 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: A transaction in derivatives is subject to verifiable valuation only if, throughout the life of the derivative (if the transaction is entered into) verification of the valuation is carried out by:
 - (i) an appropriate third party which is independent from the counterparty of the derivative, at an adequate frequency and in such a way that the ACD is able to check it; or
 - (ii) a department within the ACD which is independent from the department in charge of managing the scheme property and which is adequately equipped for such a purpose.

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

The Depositary must take reasonable care to ensure that the ACD has systems and controls that are adequate to ensure compliance with (a) to (d) above.

For the purposes of paragraph (b) the ACD must: (a) establish, implement and maintain arrangements and procedures which ensure appropriate, transparent and fair valuation of the exposure of the Fund to OTC derivatives; and (b) ensure that the fair value of OTC derivatives is subject to adequate, accurate and independent assessment. Such arrangements and procedures must be adequate and proportionate to the nature and complexity of the OTC derivative concerned and adequately documented.

Derivative exposure

The Fund may invest in derivatives and forward transactions only where the exposure to which the Fund is committed by that transaction itself is suitably covered from within the scheme property. Exposure will include any initial outlay in respect of that transaction.

Cover ensures that the Fund is not exposed to the risk of loss of property, including money, to an extent greater than the net value of the Company's property. Therefore, the Company must hold property sufficient in value or amount to match the exposure arising from a derivative obligation to which the Fund is committed. The detailed requirements for cover of the Fund are set out below.

Cover used in respect of one transaction in derivatives or forwards transactions should not be used for cover in respect of another transaction in derivatives or a forward transaction.

Cover for transaction in derivatives and forward transactions

Global exposure relating to derivatives and forward transactions held in the Fund must not exceed the net value of the scheme property. Global exposure of the Fund must be calculated on at least a daily basis, and must take into account the current value of the

underlying assets, the counterparty risk, future market movements and the time available to liquidate positions and includes underwriting commitments.

Property the subject of a transaction under COLL 5.4 (stock lending) is only available for cover if the ACD has taken reasonable care to determine that it is obtainable (by return or re-acquisition) in time to meet the obligation for which cover is required.

The global exposure of the Fund must be calculated either as (i) the incremental exposure and leverage generated through the use of derivatives and forward transactions (including embedded derivatives), which may not exceed 100% of the net value of the scheme property; or (ii) the market risk of the scheme property (being the risk of loss of the Fund resulting from the fluctuation in the market value of positions in the Fund's portfolio attributable to changes in market variables, such as interest rates, foreign exchange rates, equity and commodity prices or an issuer's credit worthiness).

The commitment approach

The global exposure of the Fund is calculated by using the commitment approach in accordance with COLL. The ACD must ensure that it applies this approach to all derivative and forward transactions (including embedded derivatives, as described above), whether used as part of the Fund's investment policy, for the purposes of risk reduction or for the purposes of efficient portfolio management; and convert each derivative or forward transaction into the market value of an equivalent positioning the underlying asset of that derivative or forward (the "standard commitment approach").

The ACD may apply other calculation methods which are equivalent to the standard commitment approach. The ACD may also take account of netting and hedging arrangements when calculating the global exposure of the Fund, where such arrangements do not disregard obvious and material risks, and result in a clear reduction of risk exposure.

Where the use of derivatives or forward transactions does not generate incremental exposure for the Fund, the underlying exposure need not be included in the commitment calculation.

Where the commitment approach is used, temporary borrowing arrangements entered into on behalf of the Fund (see below under "borrowing") need not form part of the global exposure calculation.

Risk Management

The ACD uses a risk management process enabling it to monitor and measure at any time the risk of the Fund's positions and their contribution to the overall risk profile of the Fund.

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

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

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

In addition, in accordance with COLL the ACD maintains a written risk management policy which identifies the risks which the Fund is or might be exposed to, and contains procedures which are intended to enable the ACD to assess and manage the exposure of the Fund to material risks.

Deposits

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

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

Immovable property

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

Prudent Spread of Risk

Taking account of the investment objectives and policy of the Fund as stated in this Prospectus, the scheme property of the Fund must aim to provide a prudent spread of risk.

The limits in this Prospectus and in COLL 5.2 relating to spread of investments do not apply until the expiry of a period of six months after the date of which the authorisation order, in respect of the Fund, takes effect or on which the initial offer commenced, if later, provided that the above is complied with during such period.

Spread - General

This section on spread does not apply to government and public securities (see above).

Not more than 20% in value of the scheme property of the Fund is to consist of deposits with a single body.

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

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

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

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

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

- transferable securities (including covered bonds) or money market instruments issued by; or
- deposits made with; or
- exposures from over the counter derivatives transactions made with, a single body.

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

Concentration

The Company must not at any time hold:

- (a) transferable securities (other than debt securities) which do not carry a right to vote on any matter at a general meeting of the corporate body that issued them and represent more than 10% of those securities issued by that body;
- (b) more than 10% of the debt securities issued by one issuer;
- (c) more than 25% of the units in a collective investment scheme;
- (d) more than 10% of the money market instrument issued by a single body.

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

Significant Influence

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

Borrowing

Subject to the Company's Instrument and COLL (as it relates to UCITS Schemes), the Company may borrow money for the purposes of achieving the objective of the Company on terms that such borrowings are to be repaid out of the scheme property of the Company. The ACD does not anticipate significant use of this borrowing power. Such borrowing may only be made from an eligible institution or approved bank (as defined in COLL) and must be on a temporary basis only.

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

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

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

Stock lending

The entry into stock lending arrangements or repo contracts for the account of a Fund is permitted when the arrangement or contract is for the account of or benefit of the Fund and in the interest of the Fund's shareholders. An arrangement or contract will not be regarded as being in the interest of a Fund or its shareholders unless it reasonably appears to the ACD to be appropriate with a view to generating additional income for the Fund with an acceptable degree of risk. The Depositary, acting in accordance with the ACD's instructions, may enter into a repo contract, or a stock lending arrangement of the kind described in section 263B of the Taxation of Chargeable Gains Act 1992 but only if:

- (a) all the terms of the agreement under which securities are to be reacquired by the Depositary for the account of the Company are in a form which is acceptable to the Depositary and are in accordance with good market practice;
- (b) the counterparty is an authorised person, a person authorised by a home state regulator or otherwise acceptable in accordance with COLL; and

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

Underwriting

The Company may enter into underwriting and sub-underwriting arrangements in accordance with COLL, provided that such agreements are covered in accordance with COLL 5.3.3.

Lending and other provisions

The scheme property of the Company other than money must not be lent by way of deposit or otherwise and must not be mortgaged.

Stock lending transactions permitted under COLL 5.4 however are not to be regarded as lending for the above purposes. Where transactions in derivatives or forward transactions are used for the account of the Company in accordance with COLL and this Appendix, the Company or the Depositary at the request of the Company may however lend, deposit, pledge or charge scheme property for margin requirements or transfer scheme property under the terms of an agreement in relation to margin requirements, provided the ACD reasonably considers that both the agreement and the margin arrangements made under it (including in relation to the level of margin) provide appropriate protection to shareholders.

For these purposes such agreements include one made in accordance with the 1995 International Swaps and Derivatives Association Credit Support Annex (English Law) to the International Swaps and Derivatives Association Master Agreement.

Appendix 2 Eligible Markets

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

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

Country	Market
The United States	NYSE Amex NYSE Euronext NASDAQ Stock Exchange NYSE Arca NASDAQ OMX BX Chicago Stock Exchange
Canada	Toronto Stock Exchange TSX Venture
United Kingdom	Alternative Investment Market (AIM)

Eligible Derivatives Markets

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

Country	Market
The United Kingdom	London International Financial Futures and Options Exchange ICAP Securities & Derivatives Exchange Limited

Appendix 3 Performance Information

1st October 11 – 30th September 16, Bid to Bid, UK Basic Rate, Based in UK Sterling

Name	% Growth 01 October 15 to 30 September 16	% Growth 01 October 14 to 30 September 15	% Growth 01 October 13 to 30 September 14	% Growth 01 October 12 to 30 September 13	% Growth 01 October 11 to 30 September 12
Slater Income Fund A Income	-1.27	14.73	12.68	29.32	15.28
Slater Income Fund A Accumulation	N/A	N/A	N/A	N/A	N/A
Slater Income Fund B Income	-0.78	15.31	13.23	29.94	15.80
Slater Income Fund B Accumulation	N/A	N/A	N/A	N/A	N/A
Slater Income Fund P Income	-0.54	15.61	13.52	30.05	15.28
Slater Income Fund P Accumulation	N/A	N/A	N/A	N/A	N/A

Source: Morningstar's Micropal

Performance is not available for Accumulation shares as these were not launched until 23rd November 2015.

The value of your units may go down as well as up. Past performance is not a guide to future performance.

Appendix 4 Further Information

Other Collective Investment Schemes of the ACD

Slater Growth Fund

Slater Recovery Fund

Slater No 2 OEIC (sub-fund – Slater Artorius Fund)

Northglen Aggressive Fund

The directors of the ACD are:

Mark W Slater

In addition to his role as a director of the ACD, Mr Slater is also a director of Northglen Investments Limited.

Ralph P Baber

In addition to his role as a director of the ACD, Mr Baber is also a director of Northglen Investments Limited.

Appendix 5 List of the Custodian's sub-custodians

Country	Bank
Austria	UniCredit Bank Austria AG
Belgium	BNP Paribas Belgium
Cyprus	HSBC Bank PLC
Czech Republic	UniCredit Bank Czech Republic and Slovakia
Denmark	Danske Bank A/S
Estonia	Swedbank AS
Finland	Nordea Bank Finland PLC
France	Deutsche Bank AG
Germany	Deutsche Bank A.G.
Greece	HSBC Bank PLC Greece
Hungary	UniCredit Bank Hungary Zrt
Iceland	Islandsbanki hf
Ireland	RBC Investor Services Trust
Italy	BNP Paribas Securities Services
Latvia	Swedbank AS
Lithuania	Swedbank AB
Luxembourg	Euroclear Bank
Netherlands	BNP Paribas Securities Services
Norway	DNB Bank ASA
Poland	Bank Polska Kasa Opieki S.A
Portugal	BNP Paribas Securities Services
Slovak Republic	UniCredit Bank Czech Republic and Slovakia A.S
Slovenia	Hub through UniCredit Bank Austria AG
Spain	Bancoval Securities Services S.A
Sweden	Skandinaviska Enskilda Banken (AB) publ
United Kingdom	RBC Investor & Treasury Services
United States	The Bank of New York Mellon