

**IMPORTANT: IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS
PROSPECTUS YOU SHOULD CONSULT A FINANCIAL ADVISER**

VT GREYSTONE ICVC

**(an open-ended investment company with variable capital incorporated with limited liability
and registered in England and Wales under registered number IC000403)**

PROSPECTUS

7 AUGUST 2019

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PROSPECTUS
OF
VT GREYSTONE ICVC

This document constitutes the Prospectus for VT Greystone ICVC (the “Company”) which has been prepared in accordance with the terms of the rules contained in the Collective Investment Schemes Sourcebook (the “FCA Regulations”) published by the FCA as part of their Handbook of rules made under the Financial Services and Markets Act 2000 (the “Act”).

Important Information

If you are in any doubt about the contents of this Prospectus you should consult your professional adviser.

The Company is an investment company with variable capital incorporated with limited liability and registered in England under registered number IC000403. It is a UCITS scheme as defined in COLL, and also an umbrella company for the purposes of the OEIC Regulations.

Valu-Trac Investment Management Limited, the authorised corporate director ("ACD") of the Company, is the person responsible for the information contained in this Prospectus. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained herein does not contain any untrue or misleading statement or omit any matters required by the Collective Investment Schemes Sourcebook to be included in it. Valu-Trac Investment Management Limited accepts responsibility accordingly.

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.

The provisions of the Instrument of Incorporation are binding on each of the Shareholders and a copy of the Instrument of Incorporation is available on request from Valu-Trac Investment Management Limited.

This Prospectus has been issued for the purpose of section 21 of the Financial Services and Markets Act 2000 by Valu-Trac Investment Management Limited.

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.

US Persons are not permitted to subscribe for shares in the Sub-funds. The shares in the Funds have not and will not be registered under the United States Securities Act 1933, the United States Investment Company Act 1940, or the securities laws of any of any of the States of the United States of America and may not be directly or indirectly offered or sold in the United States of America or for the account or benefit of any US Person, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the United States Securities Act 1933, United States Investment Company Act 1940 and similar requirements of such state securities law.

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

This Prospectus is based on information, law and practice at the date hereof. The Company and ACD cannot be bound by an out of date prospectus when a new version has been issued and investors should check with Valu-Trac Investment Management Limited that this is the most recently published prospectus.

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

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

Except from the information about itself as Depositary contained in this Prospectus, the Depositary is not a person responsible for the information contained in this Prospectus and accordingly does not accept any responsibility therefore under the COLL Sourcebook or otherwise.

The ACD may transfer your personal information to countries located outside of the European Economic Area (the "EEA"). This may happen when the ACD's servers, suppliers and/or service providers are based outside of the EEA. The data protection laws and other laws of these countries may not be as comprehensive as those that apply within the EEA. In these instances the ACD will take steps to ensure that your privacy rights are respected. Details relevant to you may be provided upon request.

The ACD shall not divulge any confidential information concerning investors unless required to do so by law or regulation or as set out in this Prospectus or the ACD's Privacy Policy (available at www.valu-trac.com or otherwise on request). Shareholders and potential investors acknowledge that their personal data as well as confidential information contained in the application form and arising from the business relationship with the ACD may be stored, modified, processed or used in any other way by the ACD, its agents, delegates, sub-delegates and certain third parties in any country in which the ACD conducts business or has a service provider (even in countries that do not provide the same statutory protection towards investors' personal data deemed equivalent to those prevailing in the European Union) for the purpose of administering and developing the business relationship with the investor. Subject to applicable law, investors may have rights in respect of their personal data, including a right to access and rectification of their personal data and, in some circumstances, a right to object to the processing of their personal data. Further details are set out in the ACD's Privacy Policy.

The Money Laundering Regulations 2017, The Proceeds of Crime Act 2002, The FCA Senior Management Arrangements Systems & Controls Source book and Joint Money Laundering Steering Group guidance notes (which are updated from time to time) state that the ACD must check your identity and the source of the money invested. The checks may include an electronic search of information held about you on the electoral roll and using credit reference agencies. The credit reference agency may check the details you supply against any particulars on any database (public or otherwise) to which they have access and may retain a record of that information although this is only to verify your identity and will not affect your credit rating. They may also use your details in the future to assist other companies for verification purposes. If you apply for shares you are giving the ACD permission to ask for this information in line with the Data Protection legislation. If you invest through a financial adviser they must fill an identity verification certificate on your behalf and send it to the ACD with your application.

Target market for MiFID II purposes: The Target Market for MiFID II purposes for each Sub-fund of the Company is set out in Appendix 7.

DEFINITIONS

“ACD”	Valu-Trac Investment Management Limited, the Authorised Corporate Director of the Company;
“Accumulation Share”	paying shares, denominated in base currency, in the Company as may be in issue from time to time in respect of which income allocated thereto is credited periodically to capital pursuant to the FCA Rules or accounted for by the Company;
“Act”	Financial Services and Markets Act 2000;
“Approved Derivative”	an approved derivative is one which is traded or dealt on an eligible derivatives market and any transaction in such a derivative must be effected on or under the rules of the market;
"Business Day"	means a day on which the London Stock Exchange is open. If the London Stock Exchange is closed as a result of a holiday or for any other reason, or there is a holiday elsewhere or other reason which impedes the calculation of the fair market value of the Sub-fund's portfolio of securities or a significant portion thereof, the ACD may decide that any business day shall not be construed as such;.
"COLL"	the Collective Investment Scheme Sourcebook made by the FCA pursuant to the Financial Services and Markets Act 2000, as amended from time to time;
“Company”	VT Greystone ICVC, a UK authorised investment company with variable capital;
“Dealing Day”	means Monday to Friday inclusive when these are Business Days and other days at the ACD's discretion;

“Depositary”	NatWest Trustee and Depositary Services Limited, the depositary of the Company or such other entity as is appointed to act as Depositary;
“Eligible Markets”	means eligible markets as defined in the FCA Regulations and as set out in Appendices 4 and 5;
“EPM”	means efficient portfolio management as defined in the FCA COLL sourcebook and in accordance with article 11 of the UCITS eligible assets Directive. These techniques and instruments relate to transferrable securities and approved money market instruments and are economically appropriate as they are realised in a cost effective way. The purpose must be to reduce risk and / or reduce cost and / or generate additional capital or income with a risk level which is consistent the investment objective and the risk diversification rules laid down in the COLL sourcebook;
“FCA”	the Financial Conduct Authority;
“FCA Regulations”	the rules contained in the Collective Investment Schemes Sourcebook of the FCA Rules;
“FCA Rules”	the FCA handbook of rules made under the Act and are currently referred to as ‘COLL Rules’;
"FUND"	the Investment Funds Sourcebook made by the FCA, pursuant to the Financial Services and Markets Act 2000, as amended from time to time;
“Income Share”	paying shares, denominated in base currency, in the Company as may be in issue from time to time in respect of which income allocated thereto is distributed periodically to the holders thereof pursuant to the FCA Rules;

“Investment Adviser”	the Investment Adviser to the ACD;
"MiFID II"	means the Markets in Financial Instruments Directive 2014/65/EU as implemented in the UK;
“Net Asset Value” or “NAV”	the value of the Scheme Property of the Company (or of any Sub-fund as the context requires) less the liabilities of the Company (or of the Sub-fund concerned) as calculated in accordance with the Company’s Instrument of Incorporation;
“OEIC Regulations”	the Open-Ended Investment Companies Regulations 2001;
"Regulations"	means the OEIC Regulations and the FCA Handbook (including the COLL Sourcebook), as amended;
“Regulated Activities Order”	the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001;
“Scheme Property”	the property of the Company to be given to the Depositary for safe-keeping, as required by the FCA Regulations;
“Share Class”	a particular class of shares as described in Section 3;
“Sub-fund” or “Sub-funds”	a sub-fund of the Company (bearing part of the Scheme Property of the Company which is pooled separately) and to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with the investment objective applicable to that sub-fund;
“UCITS retail scheme”	a scheme which is constituted in accordance with the UCITS Directive (a European Directive relating to

undertakings for collective investment in transferable securities which has been adopted in the UK);

“US Persons”

a 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 who falls within the definition of “US Person” as defined in rule 902 of regulation S of the United States Securities Act 1933;

“Valuation Point”

the point, on a Dealing Day whether on a periodic basis or for a particular valuation, at which the ACD carries out a valuation of the Scheme Property for the Company for the purpose of determining the price at which Shares of a Share Class may be issued, cancelled or redeemed. The current Valuation Point is 8.30 a.m. London time on each Dealing Day.

1 **The Company**

1.1 VT Greystone ICVC is an investment company with variable capital, incorporated in England and Wales on 26th September 2005 under registered number IC000403 and authorised by the FCA (Product Reference Number (PRN) 434235) with effect from 26th September 2005. The Sub-Funds PRNs are 640121 (VT Greystone Balanced Managed Fund) and 640122 (VT Greystone Global Growth Fund).

1.2 The Head Office of the Company is at Level 13, Broadgate Tower, Primrose Street, London, EC2A 2EW and its principal place of business is at Mains of Orton, Orton, Moray, IV32 7QE.

1.3 The base currency of the Company is pounds (£) sterling.

1.4 **Marketing in EEA states**

In connection with marketing Shares in EEA States other than the United Kingdom, there are currently no special arrangements in place for:

- paying in that EEA State amounts distributable to Shareholders resident in that EEA State;
- redeeming in that EEA State the Shares of Shareholders resident in the EEA State;
- inspecting and obtaining copies in that EEA State of the Instrument of Incorporation, this Prospectus and the annual and half-yearly long report; and
- making public the price of Shares of each Class.

Accordingly, the provisions applicable to the marketing of the shares in the Company in the UK shall also apply in these cases.

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

1.5 The maximum share capital of the Company is currently £10,000,000,000 and the minimum is £100. Shares in the Company have no par value and therefore the share capital of the Company at all times equals the Company's current net asset value.

- 1.6 Shareholders in the Company are not liable for the debts of the Company.
- 1.7 The Company has been established as a “UCITS scheme” and an “umbrella company” (under the OEIC Regulations) and therefore different Sub-funds may be formed by the ACD, subject to approval from the FCA. On the establishment of a new Sub-fund or Share Class an updated prospectus will be prepared setting out the relevant information concerning the new Sub-fund. Each Sub-fund of the Company would belong to the type of “UCITS scheme” if it were itself an investment company with variable capital in respect of which an authorisation order made by the FCA was in force. The Company qualifies as an “Undertaking for Collective Investment in Transferable Securities” (“UCITS”) within the meaning of an EEC Directive on that subject of 1985 (85/611/EC) (as subsequently amended) by Directive 2001/108/EC of 21 January 2002.
- 1.7 The Company has an unlimited duration.
- 2 **Company Structure**
- 2.1 As explained above the Company is a “UCITS scheme” and an “umbrella company” for the purposes of the OEIC Regulation.
- 2.2 The assets of each Sub-fund within the Company are treated as separate from those of every other Sub-fund and will be invested in accordance with that Sub-fund’s own investment objective and policy.
- 2.3 Details of the Sub-funds, including their investment objectives and policies are set out in Appendix 1.
- 2.4 Each Sub-fund is a “UCITS scheme” as defined under the FCA Regulations.
- 2.5 Each Sub-fund has a specific portfolio of assets and investments, and its own liabilities, and investors should view each Sub-fund as a separate investment entity.
- 2.6 Each Sub-fund will be charged with the liabilities, expenses, costs and charges of the Company attributable to that Sub-fund.

- 2.7 Any assets, liabilities, expenses, costs or charges not attributable to a particular Sub-fund may be allocated by the ACD in a manner which is fair to shareholders as a whole but they will normally be allocated to all Sub-funds pro rata to the value of the net assets of the relevant Sub-funds.

3 **Shares**

- 3.1.1 The Share Classes presently available for each Sub-fund are set out in the details of each Sub-fund in Appendix 1. Further Share Classes may be made available in due course, as the ACD may decide. On the introduction of any new Sub-fund or Class, a revised prospectus will be prepared setting out the relevant details of each Sub-fund or Class.

- 3.1.2 The minimum initial investment for each Share Class is set out in Appendix 1. These limits may be waived at the discretion of the ACD

- 3.1.3 The Company issues Income Shares, Income 'R' Shares, Accumulation Shares and Accumulation 'R' Shares. Income Shares and Income 'R' Shares are entitled to receive distributions of income periodically. Such distributions will be made by electronic bank transfer unless the ACD and shareholders agree otherwise. Accumulation Shares and Accumulation 'R' Shares credit any income allocated to them to capital.

- 3.1.4 When available, shareholders are entitled (subject to certain restrictions) to switch all or part of their shares in one Sub-fund for shares in a different Sub-fund. Details of this switching facility and the restrictions are set out in Sections 13 and 14.3.

4 **Management and Administration**

4.1 **Authorised Corporate Director**

- 4.1.1 The Authorised Corporate Director of the Company is Valu-Trac Investment Management Limited which is a private company limited by shares incorporated in England and Wales under the Companies Act 1985. The ACD was incorporated on 3 October 1989 with company number 02428648. The ACD is

also the Company's Alternative Investment Fund Manager ("AIFM") as defined in FUND. The ultimate holding company of the ACD is Valu-trac Limited, a company incorporated in Bermuda.

4.1.2 Registered Office:
Level 13 Broadgate Tower
20 Primrose Street
London
EC2A 2EW

Principal Place of Business:
Mains of Orton
Orton
Moray
IV32 7QE

Share Capital: Issued and paid up 1,673,295 Ordinary £1 shares

4.1.3 The ACD is responsible for managing and administering the Company's affairs in compliance with the FCA Regulations. The ACD may delegate its management and administration functions, but not responsibility, to third parties, including associates subject to the rules in the FCA Regulations. The ACD currently delegates investment management functions to the Investment Adviser noted in Section 6. All notices and documentation will be issued by post to the registered address of the primary shareholder unless otherwise stated within the prospectus.

4.1.4 As at the date of this Prospectus, the ACD acts as such for the additional investment companies with variable capital set out in Appendix 3.

4.2 **Terms of Appointment**

4.2.1 The ACD was appointed by an agreement between the Company and the ACD (the "ACD Agreement"). The ACD Agreement provides that the appointment of the ACD is for an initial period of three years and thereafter may be terminated upon six months' written notice by either the ACD or the Company, although in certain circumstances the ACD Agreement may be terminated forthwith by notice in writing by the ACD to the Company or the Depositary, or by the Depositary or

the Company to the ACD. Termination cannot take effect until the FCA has approved the appointment of another authorised corporate director in place of the retiring ACD.

4.2.2 The ACD is entitled to its pro rata fees and expenses to the date of termination and any additional expenses necessarily realised in settling or realising any outstanding obligations. No compensation for loss of office is provided for in the ACD Agreement. The ACD Agreement provides indemnities to the ACD other than for matters arising by reason of its negligence, default, breach of duty or breach of trust in the performance of its duties and obligations. Subject to the certain limited exceptions set out in the Regulations, the ACD may retain the services of any person to assist in the performance of its function.

4.2.3 The ACD is under no obligation to account to the Depositary or the Shareholders for any profit it makes on the issue or re-issue of shares or cancellation of shares which it has redeemed. The fees to which the ACD is entitled are set out in Sections 29 and 30.

4.2.4 The main business activities of the ACD are the provision of discretionary investment management services and acting as a manager to authorised OEICs and unit trusts.

4.2.5 The directors of the ACD are listed in Appendix 7.

4.2.6 No executive director is engaged in any significant business activity not connected with the business of the ACD or other Valu-Trac Investment Management Limited subsidiaries.

4.2.7 Details of the fees payable to the ACD are given in Clause 30 and Appendix 1.

4.3 **Remuneration Policy**

FCA Rules require that the ACD applies remuneration policies and practices that are consistent with, and promote, effective risk management for certain categories of staff (namely those whose activities have a material impact on the risk profile of the ACD or the UCITS funds that it manages ("Code Staff"). The ACD, taking account of the principle of proportionality, has in place a remuneration policy (the "Remuneration Policy") which is reviewed at least annually.

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 Sub-Funds.

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

In respect of any investment management delegates the ACD requires that: (i) the entities to which such activities have been delegated are subject to regulatory requirements on remuneration that are equally as effective as those applicable under the European Securities and Market's Authority's ("ESMA's") Guidelines on Sound Remuneration Policies under the UCITS Directive and AIFMD/Article 14 of the UCITS Directive; or (ii) appropriate contractual arrangements are put in place with entities to which such activities have been delegated in order to ensure that there is no circumvention of the remuneration rules set out in the ESMA Guidelines or the FCA Handbook.

The ACD's remuneration policy requires, amongst other items, that the remuneration practices within the ACD:

- (i) are consistent with and promote sound and effective risk management;
- (ii) do not encourage risk taking and are consistent with the risk profiles of the funds which the ACD manages; and
- (iii) do not impair the ACD's ability to comply with its duty to act in the best interests of the funds which it manages.

Details of the Remuneration Policy, including a description of how remuneration and benefits are calculated, and the identities of persons responsible for awarding the remuneration and benefits, will be made available on the ACD's website (www.valu-trac.com) and a paper copy will be made available free of charge from the ACD upon request.

5 **The Depositary**

5.1 NatWest Trustee and Depositary Services Limited is the Depositary of the Company.

The Depositary is incorporated in England as a private limited company. Its registered and head office is at 250 Bishopsgate, London EC2M 4AA. The ultimate holding company of the Depositary is The Royal Bank of Scotland Group plc, which is incorporated in Scotland. The principal business activity of the Depositary is the provision of trustee and depositary services. The Depositary is authorised and regulated by the FCA. It is authorised to carry on investment business in the United Kingdom by virtue of its authorisation and regulation by the regulator

5.2 **Duties of the Depositary**

The Depositary is responsible for monitoring cash flows and for the safekeeping of the Scheme Property, and must ensure that certain processes carried out by the ACD are performed in accordance with the applicable rules and the Scheme Documents.

5.3 **Conflicts of interest**

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

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

Nevertheless, as the Depositary operates independently from the Company, Shareholders, the ACD and its associated suppliers and the Custodian, the Depositary does not anticipate any conflicts of interest with any of the aforementioned parties.

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

5.4 **Delegation of Safekeeping Functions**

The Depositary is permitted to delegate (and authorise its delegate to sub-delegate) the safekeeping of Scheme Property.

The Depositary has delegated safekeeping of the Scheme Property to RBC Investor Services Trust, UK Branch (the “Custodian”). In turn, the Custodian has sub-delegated the custody of assets in certain markets in which the Company may invest to various sub-delegates (“Sub-Custodians”). A list of Sub-Custodians is given in Appendix 5. Investors should note that, except in the event of material changes requiring a prompt update of this Prospectus, the list of Sub-Custodians is updated only at each Prospectus review.

5.5 **Updated Information**

Up-to-date information regarding the Depositary, its duties, its conflicts of interest and the delegation of its safekeeping functions will be made available to shareholders on request.

5.6 **Terms of Appointment**

5.6.1 The Depositary was appointed under a depositary agreement between the ACD, the Company and the Depositary (the “Depositary Agreement”).

5.6.2 Under the Depositary Agreement, the Depositary is free to render similar services to others and the Depositary, the Company and the ACD are subject to a duty not to disclose confidential information.

5.6.3 The powers, duties, rights and obligations of the Depositary, the Company and the ACD under the Depositary Agreement shall, to the extent of any conflict, be overridden by the FCA Rules.

5.6.4 Under the Depositary Agreement the Depositary will be liable to the Company for any loss of financial instruments held in custody or for any liabilities incurred by the Company as a result of the Depositary’s negligent or intentional failure to fulfil its obligations.

- 5.6.5 However, the Depositary Agreement excludes the Depositary from any liability except in the case of fraud, wilful default, negligence or failure to exercise due care and diligence in the performance or non-performance of its obligations.
- 5.6.6 It also provides that the Company will indemnify the Depositary for any loss suffered in the performance or non-performance of its obligations except in the case of fraud, wilful default, negligence or failure to exercise due care and diligence on its part.
- 5.6.7 The Depositary Agreement may be terminated on 90 days' notice by the Company or the Depositary or earlier on certain breaches or the insolvency of a party. However, termination of the Depositary Agreement will not take effect, nor may the Depositary retire voluntarily, until the appointment of a new Depositary.

Details of the fees payable to the Depositary are given in Clause 32.2.

6 The Investment Adviser

The ACD has appointed Foundation Investment Management Ltd, Foundation House, Scott Drive, Altrincham, Cheshire WA15 8AB, to provide investment management services to the ACD. Foundation Investment Management Ltd are authorised and regulated by the FCA.

6.1 Terms of Appointment

- 6.1.1 The Investment Adviser was appointed by an agreement between the ACD and the Investment Adviser (the "Investment Advisory Agreement").
- 6.1.2 The Investment Advisory Agreement may be terminated on six months' written notice by the Investment Adviser or the ACD or immediately by the ACD if it is the interests of the shareholders.
- 6.1.3 Under the Investment Advisory Agreement, the ACD provides indemnities to the Investment Adviser, (except in the case of any matter arising as a direct result of its fraud, negligence, default or bad faith). The ACD may be entitled under the

indemnities in the ACD Agreement to recover from the Company amounts paid by the ACD under the indemnities in the Investment Advisory Agreement.

6.1.4 Its registered office is at, Foundation House, Scott Drive, Altrincham, Cheshire WA15 8AB. The principal activity of the Investment Adviser is acting as an investment adviser.

6.1.5 Investment management functions have been delegated by the ACD to the Investment Adviser. The Investment Adviser will manage, buy, sell, retain, convert, exchange or otherwise deal in the assets of the Sub-funds in such types of investment on such markets and in such proportions as and when the Investment Adviser deems appropriate to exercise its discretion in achieving the investment objectives of the Company whilst always adhering to the terms of this prospectus and FCA requirements.

6.1.6 The fees and expenses of the Investment Adviser (plus VAT thereon) will be paid by the ACD out of its remuneration under the ACD Agreement.

7 **The Auditor**

The Auditors of the Company are Johnston Carmichael LLP, whose address is Commerce House, South Street, Elgin, IV30 1JE.

8 **Administrator and Register of Shareholders**

The ACD also provides administration services to the Company.

The Register of Shareholders is maintained at Mains of Orton, Orton, Moray, IV32 7QE

and may be inspected at that address during normal business hours by any Shareholder or any Shareholder's duly authorised agent.

9 **Conflicts of Interest**

The ACD, the Investment Adviser, and other companies within the ACD and/or the Investment Adviser's group may, from time to time, act as investment manager or advisers to other funds or Sub-funds which follow similar investment

objectives to those of the Sub-funds. It is therefore possible that the ACD and/or the Investment Adviser may in the course of their business have potential conflicts of interest with the Company or a particular Sub-fund or that a conflict exists between the Company and other funds managed by the ACD. Each of the ACD and the Investment Adviser will, however, have regard in such event to their obligations under the ACD Agreement and the Investment Advisory Agreement respectively and, in particular, to its obligation to act in the best interests of the Company so far as practicable, having regard to its obligations to other clients, when undertaking any investment business where potential conflicts of interest may arise. Where a conflict of interest cannot be avoided, the ACD and the Investment Adviser will ensure that the Company and other collective investment schemes they manage are fairly treated.

The ACD acknowledges that there may be some situations where the organisational or administrative arrangements in place for the management of conflicts of interest are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of the Company or its shareholders will be prevented. Should any such situations arise the ACD will disclose these to shareholders in the report and accounts or otherwise an appropriate format.

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

Details of the ACD's conflicts of interest policy are available on its website at: www.valu-trac.com.

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Buying, Selling and Switching Shares

The dealing office of the ACD is open from 8.30am until 5.30 pm (London Time) on each Dealing Day to receive requests for the issue, redemption and switching of shares, which will be effected at prices determined at the next valuation point following receipt of such request.

Delivery versus Payment (DvP)

The ACD will make use of the revised 'delivery versus payment' (DvP)

exemption as set out in the FCA Rules, which provides for a one Business Day window during which money held for the purposes of settling a transaction in Shares is not treated as ‘client money’. Specifically, under the DvP exemption, money received by the ACD from an investor, or money due to be paid to an investor by the ACD, need not be treated as client money if: (i) the ACD receives the money from an investor for the subscription of Shares and the money is passed to the Depositary for the purpose of creating Shares in a Sub-fund by close of business on the Business Day following receipt of money from the investor; or (ii) the ACD holds the money in the course of redeeming Shares provided that the proceeds of that redemption are paid to an investor by close of business on the Business Day following receipt from the Depositary.

Accordingly under the exemption when investors are buying Shares the ACD will protect investor money in a client money account if it does not pass the investor's money onto the Depositary by the close of the Business Day following receipt. Similarly when Shareholders sell shares in the ICVC, the ACD will protect their money in a client money account if it does not pass their money to them by the close of the Business Day following receipt from the Depositary.

11 Buying Shares

11.1 Procedure

11.1.1 Shares can be bought by sending clear written instructions or a completed application form to the ACD or through a professional advisor or other intermediary. Applications forms are available from the ACD at Mains of Orton, Orton, Moray, IV32 7QE or telephoning 01343 880 344.

11.1.2 The ACD has the right to reject, on reasonable grounds relating to the circumstances of the applicant, any application for shares in whole or part, and in this event the ACD will return any money sent, or the balance of such monies, at the risk of the applicant. The ACD is not obliged to issue Shares unless it has received cleared funds from an investor.

- 11.1.3 A purchase of Shares in writing or by telephone or any other communication media made available is a legally binding contract. Applications to purchase, once made are, except in the case where cancellation rights are applied, irrevocable. However, subject to its obligations under the Regulations, the ACD has the right to reject, on reasonable grounds relating to the circumstances of the applicant, any application for Shares in whole or part, and in this event the ACD will return any money sent, or the balance of such monies, at the risk of the applicant.

Any subscription monies remaining after a whole number of shares has been issued will not be returned to the applicant. Instead, smaller denomination shares (one-thousandth of a share) will be issued in such circumstances.

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 contract notice from the ACD. If an applicant decides to cancel the contract, and the value of the investment has fallen at the time the ACD receives the completed cancellation notice, they will not receive a full refund as an amount equal to any fall in value will be deducted from the sum originally invested. The ACD may extend cancellation rights to other investors but is under no obligation to do so.

11.2 **Documentation**

- 11.2.1 A contract note giving details of the shares purchased and the price used will be issued by the end of the Dealing Day following the valuation point by reference to which the purchase price is determined, together with, where appropriate, a notice of the applicant's right to cancel.

- 11.2.2 Settlement is due on receipt by the purchaser of the contract note.

- 11.2.3 Share certificates will not be issued in respect of shares. Ownership of shares will be evidenced by an entry on the Company's Register of Shareholders. Statements in respect of periodic distributions of income in each Sub-fund will show the number of shares held by the recipient in the Sub-fund in respect of which the distribution is made. Individual statements of a shareholder's (or, when shares are jointly held, the first named holder's) shares will also be issued at any time on request by the registered holder.

11.3 **In Specie Issue**

The Instrument of the scheme provides that the Depositary may take into the scheme property assets other than cash as payment for the issue of shares but only if the Depositary has taken reasonable care to ensure that receipt or payment out

of the property concerned would not be likely to result in any material prejudice to the interests of shareholders of the Company.

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

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

11.4 Minimum subscriptions and holdings

11.4.1 The minimum initial and subsequent subscription levels, and minimum holdings, for each Sub-fund are set out in Appendix 1. The ACD may at its discretion accept subscriptions lower than the minimum amount.

11.4.2 If a holding is below the minimum holding the ACD has a discretion to require redemption of the entire holding.

12 Selling Shares

12.1 Procedure

12.1.1 Every shareholder has the right to require that the Company redeem his shares on any Dealing Day unless the value of shares which a shareholder wishes to redeem will mean that the shareholder will hold shares with a value less than the required minimum holding for the Sub-fund concerned, in which case the shareholder may be required to redeem his entire holding.

12.1.2 Requests to redeem shares may be made to the ACD by telephone on 01343 880 344 (followed up in writing) or in writing to the ACD at Mains of Orton, Orton, Moray, IV32 7QE.

12.1.3 Any subscription monies remaining after a whole number of shares has been issued will not be returned to the applicant. Instead, smaller denomination shares (one-thousandth of a share) will be issued in such circumstances.

12.2 **Documents the Seller will receive:**

12.2.1 A contract note giving details of the number and price of shares sold will be sent to the selling shareholder (the first named, in the case of joint shareholders) or their duly authorised agents together (if sufficient written instructions have not already been given) with a form of renunciation for completion and execution by the shareholder (and, in the case of a joint holding, by all the joint holders) not later than the end of the Dealing Day following the valuation point by reference to which the redemption price is determined. Settlement in satisfaction of the redemption monies will be issued within four Dealing Days or the later of:

12.2.2 receipt by the ACD of the form of renunciation (or other sufficient written instructions) duly signed by all the relevant shareholders and completed as to the appropriate number of shares, together with any other appropriate evidence of title; and

12.2.3 the valuation point following receipt by the ACD of the request to redeem.

12.3 **Minimum redemption**

Part of a shareholder's holding may be sold but the ACD reserves the right to refuse a redemption request if the value of the shares of any Sub-fund to be redeemed is less than any minimum redemption amount set out in Appendix 1 or would result in a shareholder holding less than the minimum holding for a Sub-fund, as detailed in Appendix 1.

12.4 **In Specie Redemption**

If a Shareholder requests the redemption or cancellation of shares, the ACD may, if it considers the deal substantial in relation to the total size of the Sub-fund concerned, arrange for the Company to cancel the shares and transfer Scheme Property to the Shareholder instead of paying the price of the shares in cash, or, if required by the Shareholder, pay the net proceeds of sale of the relevant Scheme Property to the Shareholder. A deal involving shares representing 5% or more in value of a Sub-fund will normally be considered substantial, although the ACD

may in its discretion agree an in-specie redemption with a Shareholder whose shares represent less than 5% in value of the Sub-fund concerned.

Before the proceeds of cancellation of the shares become payable, the ACD will give written notice to the Shareholder that Scheme Property (or the proceeds of sale of that Scheme Property) will be transferred to that Shareholder.

The ACD will select the property to be transferred (or sold) in consultation with the Depositary. They must ensure that the selection is made with a view to achieving no greater advantage or disadvantage to the redeeming Shareholder than to continuing Shareholders.

12.5 Direct Issue or Cancellation of units by an ICVC through the ACD

Not applicable. Shares are issued or cancelled by the ACD making a record of the issue or cancellation and of the number of shares of each class concerned.

12.6 Electronic Dealing

The ACD may from time to time make arrangements to allow Shares to be bought or sold on-line or through other communication media (electronic or otherwise).

13 Switching or Share Class Conversion

Subject to any restrictions on the eligibility of investors for a particular Share Class:

(A) a Shareholder in a Sub-fund may at any time:

- (i) Convert all or some of his Shares of one Class in a Sub-fund (the "Original Shares") for Shares in another Class in the same Sub-fund (the "New Shares"); or
- (ii) Switch all or some of his Shares in a Sub-fund (the "Original Shares") for Shares in another Sub-fund in the Company (the "New Shares"); or

(B) with the agreement of the Depositary the ACD may effect a mandatory conversion of all or some of a Shareholder's shares in one Class for shares of another Class if this is considered to be in the best interests of Shareholders.¹

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

The ACD may at its discretion make a charge on the Switching or Conversion of Shares between Sub-funds or Classes. Any such charge on Switching does not constitute a separate charge payable by a Shareholder, but is rather the application of any redemption charge on the Original Shares and any initial charge on the New Shares, subject to certain waivers.

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

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

Please note that under UK tax law a Switch of Shares in one Sub-fund for Shares in any other Sub-fund is treated as a redemption of the Original

¹ Mandatory conversion right applies only from 20 November 2018

Shares and a purchase of New Shares and will, for persons subject to taxation, be a realisation of the Original Shares for the purposes of capital gains taxation, which may give rise to a liability to tax, depending upon the Shareholder's circumstances. A Conversion of Shares in one Class for Shares in another Class in relation to the same Sub-fund will not normally be treated as a realisation for UK tax purposes.

A Shareholder who Switches Shares in one Sub-fund for Shares in any other Sub-fund (or who Switches between Classes of Shares) will not be given a right by law to withdraw from or cancel the transaction.

14 Dealing Charges

14.1 Preliminary Charge

The ACD may impose a charge on the sale of shares to investors which is based on the amount invested by the prospective investor. The preliminary charge is payable to the ACD. Full details of the current preliminary charge for each class of share in each Sub-fund are set out in Appendix 1.

14.2 Redemption Charge

14.2.1 The ACD may make a charge on the redemption of shares. At present no redemption charge is levied.

14.2.2 The ACD may not introduce a redemption charge on shares unless, not less than 60 days before the introduction, it has given notice in writing to the then current Shareholders of that introduction and has revised and made available the Prospectus to reflect the introduction and the date of its commencement. If charged, the redemption charge will be deducted from the price of the shares being redeemed and will be paid by the Company to the ACD.

14.2.3 In the event of a change to the rate or method of calculation of a redemption charge, details of the previous rate or method of calculation will be available from the ACD.

14.3 **Switching Fee**

On the switching of shares of a Sub-fund for shares of another Sub-fund the Instrument of Incorporation authorises the Company to impose a switching fee. The fee will not exceed an amount equal to the then prevailing preliminary charge for the Class into which shares are being switched. The switching fee is payable to the ACD.

15 **Other Dealing Information**

15.1 **Dilution Adjustment**

15.1.1 The basis on which the Company's investments are valued for the purpose of calculating the issue and redemption price of shares as stipulated in the FCA Regulations and the Company's Instrument of Incorporation is summarised in Section 21. The actual cost of purchasing or selling a Sub-fund's investments may be higher or lower than the mid-market value used in calculating the share price - for example, due to dealing charges, or through dealing at prices other than the mid-market price. Under certain circumstances (for example, large volumes of deals) this may have an adverse effect on the shareholders' interest in a Sub-fund. In order to mitigate this effect, called "dilution", the ACD has the power to apply a "dilution adjustment", as defined in the FCA Rules on the issue and/or redemption of shares in a Sub-fund. A dilution adjustment is an adjustment to the share price. The ACD shall comply with the FCA Regulations in its application of any such dilution adjustment.

15.1.2 The dilution adjustment for each Sub-fund will be calculated by reference to the estimated costs of dealing in the underlying investments of that Sub-fund, including any dealing spreads, commission and transfer taxes.

15.1.3 The need to apply a dilution adjustment will depend on the volume of sales (where they are issued) or redemptions (where they are cancelled) of shares. The ACD may apply a dilution adjustment on the issue and redemption of such shares if, in its opinion, the existing shareholders (for sales) or remaining shareholders (for redemptions) might otherwise be adversely affected, and if applying a dilution adjustment, so far as practicable, it is fair to all shareholders and potential

shareholders. In particular, the dilution adjustment may be applied in the following circumstances:

- 15.1.3.1 Generally when daily volumes of sales or redemptions exceed 0.5% of the value of the a Sub-fund;
- 15.1.3.2 on “large deals”. For these purposes, a large deal means a deal worth 5% or more of the size of the Sub-fund;
- 15.1.3.3 Where the ACD considers it necessary to protect the interests of the shareholders of the Company.

It is therefore not possible to predict accurately whether dilution would occur at any point in time. If a dilution adjustment is required then, based on future projections the estimated rate or amount of such adjustment will be 5%. If a dilution adjustment is not charged then this may restrict the future growth of the Sub-fund.

Except in relation to “large deals” the ACD has no plans at present to introduce a dilution adjustment on the purchase or sale of shares. If a dilution adjustment is made it will affect all deals placed for that valuation point regardless of size. The ACD may alter its dilution policy either by shareholder consent pursuant to the passing of a resolution to that effect at a properly convened meeting of shareholders and by amending this Prospectus or by giving shareholders notice and amending the Prospectus 60 days before the change to the dilution policy is to take effect.

15.2 **Market timing**

The ACD may refuse to accept a new subscription in the Company or a switch from another Sub-fund if, in the opinion of the ACD, it has reasonable grounds for refusing to accept a subscription or a switch from them. In particular, the ACD may exercise this discretion if it believes the Shareholder has been or intends to engage in market timing.

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

15.3 **Stamp duty reserve tax ("SDRT")**

The charging of SDRT (at a rate of 0.5%) on the redemption of shares has now been abolished except from in relation to non-pro rata in specie redemptions.

The current policy is that all SDRT costs (if applicable) will be paid out of the Scheme Property of the relevant Sub-fund and charged to capital and that SDRT will not be recovered from individual Shareholders. However, the ACD reserves the right to require individual Shareholders to pay SDRT whenever it considers that the circumstances have arisen which make such imposition fair to all Shareholders or potential Shareholders. Deductions of any such costs from capital may erode or constrain capital growth.

15.4 **Transfers**

Shareholders are entitled to transfer their Shares to another person or body. All transfers must be in writing in the form of an instrument of transfer approved by the ACD for this purpose. Completed instruments of transfer must be returned to the ACD in order for the transfer to be registered by the ACD. The ACD may refuse to register a transfer unless any provision for SDRT due has been paid.

16 **Money Laundering**

As a result of legislation in force in the UK to prevent money laundering, the ACD is responsible for compliance with anti-money laundering regulations. In order to implement these regulations, in certain circumstances investors may be asked to provide proof of identity when buying or redeeming Shares. Until satisfactory proof of identity is provided, the ACD reserves the right to refuse to issue Shares, pay the proceeds of a redemption of Shares, or pay income on Shares to the investor. In the case of a purchase of Shares where the applicant is not willing or is unable to provide the information requested within a reasonable period, the ACD also reserves the right to sell the Shares purchased and return the proceeds to the account from which the subscription was made. These proceeds may be less than the original investment. The ACD can use credit reference agencies (who will record that an enquiry has been made) and/or may check electronic databases. In the case of bodies corporate trusts and other legal arrangements, it is also required to establish the identity of any trustees or other controllers who have greater than 25% control of the body corporate or property of the trust that are not named on the application. In addition, it is also required to establish the identity of any individuals who have specified beneficial interest in the Shares. In the case of individuals it is required to establish the identity of any individuals who have a specified beneficial interest in the Shares that are not named on the application. The applicant retains legal title to the Shares and instructions will only be accepted from the applicant. The beneficial owner

details are required for anti-money laundering purposes only. The ACD reserves the right to refuse any application to investment without providing any justification for doing so.

17 Restrictions Compulsory Transfer and Deferred Redemption

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

17.2 The ACD has procedures to ensure, on a reasonable basis, that sufficient liquidity is available to meet redemptions or other requirements in both normal and exceptional circumstances. The current policy is that each Sub-fund should be capable of realising 25% of investments held within 48 hours and 50% of investments held within 5 working days (with the exception of Sub-funds holding physical property) in extreme circumstances.

A list of countries in which the Scheme Assets may currently be invested on the date of this Prospectus is given in Appendix 9. An up-to-date list is published on the ACD's website.

17.3 Deferred Redemption

The ACD may defer redemptions at a particular valuation point to the next valuation point where the requested redemptions exceed 10% of a Sub-fund's value. The ACD will ensure the consistent treatment of all holders who have sought to redeem units at any valuation point at which redemptions are deferred. The ACD will pro-rata all such redemption requests to the stated level (ie. 10% of the Sub-fund's value) and will defer the remainder until the next valuation point. The ACD will also ensure that all deals relating to an earlier valuation point are completed before those relating to a later valuation point are considered.

18 **Suspension of Dealings in the Company**

18.1 The ACD may, with the agreement of the Depositary, or must if the Depositary so requires, and without prior notice to shareholders, suspend the issue, cancellation, sale and redemption of shares in any or all of the Sub-funds, if the ACD or the Depositary is of the opinion that due to exceptional circumstances there is good and sufficient reason to do so having regard to the interests of shareholders or potential shareholders. Any suspension must reviewed every 28 days and be lifted as soon as practicable after the exceptional circumstances have ceased.

18.2 Re-calculation of the share price for the purpose of sales and purchases will commence on the next relevant valuation point following the ending of the suspension.

19 **Governing Law**

All deals in shares are governed by English law.

20 **Valuation of the Company**

20.1 The price of a share in the Company is calculated by reference to the Net Asset Value of the Sub-fund to which it relates. There is only a single price for any share as determined from time to time by reference to a particular valuation point. The Net Asset Value per share of a Sub-fund is currently calculated at 8.30 am on each Dealing Day.

20.2 The ACD may at any time during a Dealing Day carry out an additional valuation if the ACD considers it desirable to do so.

21 **Calculation of the Net Asset Value**

21.1 The value of the Scheme Property of the Company or of a Sub-fund (as the case may be) shall be the value of its assets less the value of its liabilities determined in accordance with the following provisions.

- 21.2 All the Scheme Property (including receivables) of the Company (or the Sub-fund) is to be included, subject to the following provisions.
- 21.3 Scheme Property which is not cash (or other assets dealt with in Clause 21.4) or a contingent liability transaction shall be valued as follows:
 - 21.3.1 units or shares in a collective investment scheme:
 - 21.3.1.1 if a single price for buying and selling units is quoted, at the most recent such price; or
 - 21.3.1.2 if separate buying or selling prices are quoted, at the average of the two prices provided the buying price has been reduced by any preliminary charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto; or
 - 21.3.1.3 if no price or no recent price exists, at a price which in the opinion of the ACD is fair and reasonable;
 - 21.3.2 any other transferable security:
 - 21.3.2.1 if a single price for buying and selling the security is quoted, at that price; or
 - 21.3.2.2 if separate buying and selling prices are quoted, the average of those two prices; or
 - 21.3.2.3 if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no price exists, at a value which in the opinion of the ACD reflects a fair and reasonable price for that investment;
 - 21.3.3 property other than that described in 21.3.1 and 21.3.2 above:
 - 21.3.3.1 at a value which, in the opinion of the ACD, represents a fair and reasonable mid-market price.

- 21.4 Cash and amounts held in current and deposit accounts and in other time-related deposits shall be valued at their nominal values.
- 21.5 Property which is a contingent liability transaction shall be treated as follows:
- 21.5.1 if it is a written option (and the premium for writing the option has become part of the Scheme Property), the amount of the net valuation of premium receivable shall be deducted.
- 21.5.2 if it is an off-exchange future, it will be included at the net value of closing out in accordance with a valuation method agreed between the ACD and the Depositary;
- 21.5.3 if the property is an off-exchange derivative, it will be included at a valuation method agreed between the ACD and Depositary;
- 21.5.4 if it is any other form of contingent liability transaction, it will be included at the net value of margin on closing out (whether as a positive or negative value).
- 21.6 In determining the value of the Scheme Property, all instructions given to issue or cancel shares shall be assumed to have been carried out (and any cash paid or received) whether or not this is the case.
- 21.7 Subject to paragraphs 21.8 and 21.9 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the ACD, their omission will not materially affect the final net asset amount.
- 21.8 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 21.7.
- 21.9 All agreements are to be included under paragraph 21.7 which are, or ought reasonably to have been, known to the person valuing the property.

- 21.10 An estimated amount for anticipated tax liabilities at that point in time including (as applicable and without limitation) capital gains tax, income tax, corporation tax and advance corporation tax and value added tax will be deducted.
- 21.11 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.
- 21.12 The principal amount of any outstanding borrowings whenever repayable and any accrued but unpaid interest on borrowings will be deducted.
- 21.13 An estimated amount for accrued claims for tax of whatever nature which may be recoverable will be added.
- 21.14 Any other credits or amounts due to be paid into the Scheme Property will be added.
- 21.15 A sum representing any interest or any income accrued due or deemed to have accrued but not received will be added.
- 21.16 Currency or values in currencies other than the base currency shall be converted at a rate of exchange that is not likely to result in any material prejudice to the interests of shareholder or potential shareholders.

22 **Price per Share in each Sub-fund and each Class**

The price per share at which shares are sold is the sum of the Net Asset Value of a share and any preliminary charge. The price per share at which shares are redeemed is the Net Asset Value per share less any applicable redemption charge. In addition, there may, for both purchases and sales, be a dilution adjustment as described in Section 15 above.

23 **Pricing basis**

The Company deals on a forward pricing basis. A forward price is the price calculated at the next valuation point after the sale or redemption is agreed.

Publication of Prices

The most recent price of shares will be published on the ACD's website and various on-line data agencies. The prices of shares will also be available by telephoning the ACD on 01343 880 344.

As the ACD deals on a forward pricing basis, the price that appears in these sources will not necessarily be the same as the one at which investors can currently deal. The ACD may also, at its sole discretion, decide to publish certain Share prices in other third party websites or publications but the ACD does not accept responsibility for the accuracy of the prices published in, or for the non-publication of prices by, these sources for reasons beyond the control of the ACD.

Risk factors

25.1 Potential investors should consider the following risk factors before investing in the Company:

General

25.1.1 An investment in one or more of the Sub-funds will involve exposure to those risks normally associated with investment in fixed interest securities, stocks and shares. As such, the price of shares and the income from them can go down as well as up and an investor may not get back the amount he has invested. There is no assurance that investment objectives of any Sub-fund will actually be achieved.

25.1.2 Where a Sub-fund uses a 'focused portfolio' to achieve its investment objective it may invest in fewer investments than other Sub-funds and consequently, the risk associated with a focused portfolio may be greater as fluctuations in the value of one investment may have a greater impact on the value of the Sub-fund as a whole.

25.1.3 In addition, the values, in pounds sterling terms, of investments that are not denominated in pounds sterling may rise and fall purely on account of exchange rate fluctuations, which will have a related effect on the price of shares.

- 25.1.4 Shares in all the Sub-funds should generally be regarded as long-term investments. Details of specific risks that apply to particular Sub-funds are set out in Appendix 1.
- 25.1.5 Charges in respect of certain Sub-funds may be taken against capital rather than income. This may constrain capital growth of the Sub-fund in question. It may also have tax implications for certain investors.
- 25.1.6 Where a preliminary charge or a redemption charge is imposed, a shareholder who realises his shares may not (even where there has been no fall in the value of underlying investments) realise the amount originally invested.
- 25.1.7 Where no dilution levy is charged to investments in or out of the Sub-fund the effect of these purchases or sales could have a dilution effect on the Sub-fund which may reduce performance.
- 25.2 **Emerging Markets**
- 25.2.1 Where Sub-funds invest in some overseas markets these investments may carry risks associated with failed or delayed settlement of market transactions and with the registration and custody of securities.
- 25.2.2 Investment in emerging markets may involve a higher than average risk.
- 25.2.3 Investors should consider whether or not investment in such Sub-funds is either suitable for or should constitute a substantial part of an investor's portfolio.
- 25.2.4 Companies in emerging markets may not be subject:
- 25.2.4.1 to accounting, auditing and financial reporting standards, practices and disclosure requirements comparable to those applicable to companies in major markets;
 - 25.2.4.2 to the same level of government supervision and regulation of stock exchanges as countries with more advanced securities markets.

25.2.5 Accordingly, certain emerging markets may not afford the same level of investor protection as would apply in more developed jurisdictions.

25.2.5.1 Restrictions on foreign investment in certain securities may be imposed on certain Sub-funds and as a result, may limit investment opportunities for the Sub-funds. Substantial government involvement in, and influence on, the economy may affect the value of securities in certain emerging markets.

25.2.5.2 The reliability of trading and settlement systems in some emerging markets may not be equal to that available in more developed markets, which may result in delays in realising investments.

Lack of liquidity and efficiency in certain of the stock markets or foreign exchange markets in certain emerging markets may mean that from time to time the ACD may experience more difficulty in purchasing or selling holdings of securities than it would in a more developed market.

25.3 **Currency Exchange Rates**

Currency fluctuations may adversely affect the value of a Sub-fund's investments and the income thereon and, depending on a shareholder's currency of reference, currency fluctuations may adversely affect the value of shares in the Sub-fund.

Investors should be aware that any currency hedging process may not give a precise hedge.

25.4 **Derivatives**

Derivative transactions may be used for the purposes of EPM. Where derivatives are used for EPM or in accordance with efficient portfolio management techniques then this will not compromise the risk profile of the Sub-funds. Use of derivatives will not contravene any relevant investment objectives or limits.

There is more detailed information in relation to investment in derivatives in Appendix 2, paragraph 1.7.

25.5 **Counterparty and Settlement**

The Sub-funds will be exposed to credit risk on parties with whom it trades and will also bear the risk of settlement default.

25.6 **Custody**

There may be a risk of loss where the assets of the Sub-fund are held in custody that could result from the insolvency, negligence or fraudulent action of a custodian or sub-custodian.

25.7 **Inflation and Interest Rates**

The real value of any returns that an investor may receive from the Sub-fund could be affected by interest rates and inflation over time.

25.8 **Taxation**

Taxation laws and rates may change over time and could affect the value of investments in the Sub-fund and of the shares in the Sub-fund. See the section headed “Taxation” for further details about taxation of the Sub-fund.

25.9 **Liquidity**

In certain circumstances a Sub-fund may be invested in assets which cannot be liquidated in a timely manner at a reasonable price. This may impact the value of shares in a Sub-fund and the ability to redeem.

Investments made may become less liquid in response to market developments or adverse investor perception.

Liquidity risk also includes the risk that the Sub-Fund will not be able to pay redemption proceeds within an allowance time period because of unusual market conditions, and unusually high volumes of redemption requests, or other uncontrolled factors. To meet redemption requests, the Sub-Fund may be forced to sell investments at an unfavourable time and/or conditions.

25.10 **Risks associated with the UK leaving the European Union ("Brexit")**

In a referendum held on 23 June 2016, the UK voted to leave the European Union (informally known as "Brexit"). The formal process of implementing this decision exists in Article 50 of the Lisbon Treaty.

The political, economic and legal consequences of the referendum vote are not yet known. It is possible investments in the UK may be more difficult to value, to assess for suitability or risk, harder to buy or sell or subject to greater or more frequent rises and falls in value.

In the longer term, there is likely to be a period of uncertainty as the UK seeks to negotiate its exit from the European Union. The UK's laws and regulations concerning funds may in future diverge from those of the European Union. This may lead to changes in the operation of the Company or the rights of investors or the territories in which the Shares of the Company may be promoted and sold.

25.11 **Political Risk**

The value of each Sub-fund may be affected by uncertainties such as international political developments, civil conflicts and war, changes in government policies, changes in taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in the laws and regulations of countries in which investments may be made. For example, assets could be compulsorily re-acquired without adequate compensation.

Events and evolving conditions in certain economies or markets may alter the risks associated with investments in countries or regions that historically were perceived as comparatively stable becoming riskier and more volatile. These risks are magnified in countries in emerging markets.

25.12 **Cyber Security Risk**

As the use of technology has become more prevalent in the course of business, funds have become more susceptible to operational and financial risks associated with cyber security, including: theft, loss, misuse, improper release, corruption and destruction of, or unauthorised access to, confidential or highly restricted data

relating to the company and the Shareholders and compromises or failures to systems, networks, devices and applications relating to the operations of the Company and its service providers. Cyber security risks may result in financial losses to the Company and the Shareholders; the inability of the Company to transact business with the Shareholders; delays or mistakes in the calculation of the Net Asset Value or other materials provided to Shareholders; the inability to process transactions with Shareholders or the parties; violations of privacy and other laws,; regulatory fines, penalties and reputational damage; and compliance and remediation costs, legal fees and other expenses. The Company's service providers (including but not limited to the ACD and the Depositary and their agents), financial intermediaries, companies in which a Sub-fund invests and parties with which the Company engages in portfolio or other transactions also may be adversely impacted by cyber security risks in their own business, which could result in losses to a Sub-Fund or the Shareholders. While measures have been developed which are designed to reduce the risks associated with cyber security, there is no guarantee that those measures will be effective, particularly since the Company does not directly control the cyber security defences or plans of its service providers, financial intermediaries and companies in which the Company invests or with which it does business.

25.13 **Cancellation Rights**

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

25.14 **Regular Savings Plan**

If a shareholder starts making regular monthly investments with a view to saving for a specific objective, they should regularly review whether these investments will be sufficient to achieve their objective. Shareholders may not achieve their objective if they do not continue to invest regularly with a sufficient amount, or the investments do not appreciate sufficiently.

25.15 **Investment in Collectives**

25.15.1 The Sub-funds may make investments in collective investment schemes. Such investments may involve risks not present in direct investments, including, for example, the possibility that an investee collective investment scheme may at any time have economic or business interests or goals which are inconsistent with those of the Sub-fund concerned.

25.15.2 The Sub-funds bear the expenses and annual management charge of collective investment schemes which are held as part of the scheme property.

26 **Liabilities of the Company**

26.1 The assets of the Sub-funds belong exclusively to that Sub-fund so that each Sub-fund has segregated liability from other Sub-funds. As such, the assets of one Sub-fund shall not be used to discharge the liabilities of or claims against the umbrella company or any other person or body, or any other Sub-fund, and shall not be available for any such purpose.

26.2 While the provisions of the OEIC Regulations provide for the segregated liability between sub-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 treat such segregation of liability between sub-funds.

26.3 Shareholders are not, however, liable for the debts of the Company. A shareholder is not liable to make any further payment to the Company after paying the purchase price of shares.

27 **Risk Management**

27.1.1 Upon request to the ACD a shareholder can receive information relating to:

27.1.1.1 the quantitative limits applying in the risk management of a Sub-fund of the Company;

27.1.1.2 the methods used in relation to 27.1.1.1; and

- 27.1.1.3 any recent developments of the risk and yields of the main categories of investment in the Sub-fund.

28 **Historical Performance Data**

Historical performance data for the Company and each Sub-Fund is set out at Appendix 7.

29 **Fees and Expenses**

29.1 **General**

29.1.1 The Company may pay out of the property of the Company charges and expenses incurred by the Company, which will include the following expenses:

- 29.1.1.1 the fees and expenses payable to the ACD (which will include the fees and expenses payable to the Investment Advisers) and to the Depositary;
- 29.1.1.2 broker's commission, fiscal charges (including stamp duty) and other disbursements which are necessarily incurred in effecting transactions for the Sub-funds and normally shown in contract notes, confirmation notes and difference accounts as appropriate;
- 29.1.1.3 fees and expenses in respect of establishing and maintaining the register of shareholders and any sub-register of shareholders;
- 29.1.1.4 any costs incurred in or about the listing of shares in the Company on any Stock Exchange, and the creation, conversion and cancellation of shares;
- 29.1.1.5 any costs incurred by the Company in publishing the price of the shares in a national or other newspaper;

- 29.1.1.6 any costs incurred in producing and dispatching any payments made by the Company, or the yearly and half-yearly reports of the Company;
- 29.1.1.7 any fees, expenses or disbursements of any legal or other professional adviser of the Company;
- 29.1.1.8 any costs incurred in taking out and maintaining any insurance policy in relation to the Company;
- 29.1.1.9 any costs incurred in respect of meetings of shareholders convened for any purpose including those convened on a requisition by shareholders not including the ACD or an associate of the ACD;
- 29.1.1.10 liabilities on unitisation, amalgamation or reconstruction including certain liabilities arising after transfer of property to the Sub-funds in consideration for the issue of shares as more fully detailed in the FCA Regulations;
- 29.1.1.11 interest on borrowings and charges incurred in effecting or terminating such borrowings or in negotiating or varying the terms of such borrowings;
- 29.1.1.12 taxation and duties payable in respect of the property of the Sub-funds or the issue or redemption of shares;
- 29.1.1.13 the audit fees of the Auditors (including VAT) and any expenses of the Auditors;
- 29.1.1.14 the fees of the FCA under the FCA Regulations, 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;
- 29.1.1.15 the Depositary's expenses, as detailed in Section 32 below;

- 29.1.1.16 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;
- 29.1.1.17 any payments otherwise due by virtue of the FCA Regulations; and
- 29.1.1.18 any value added or similar tax relating to any charge or expense set out herein.
- 29.1.2 Value Added Tax is payable on these charges where appropriate.
- 29.1.3 Expenses are allocated between capital and income in accordance with the FCA Regulations. Deducting charges from capital may erode or constrain capital growth.
- 30 **Charges payable to the ACD**
- 30.1 In payment for carrying out its duties and responsibilities the ACD is entitled to take out of each Sub-fund an annual management charge.
- 30.2 The annual management charge is based on the net asset value of each Sub-Fund on each business day, accrues daily and is payable monthly in arrears on the last Dealing Day of each month. The current management charges are set out in Appendix 1.
- 30.3 The ACD is also entitled to reimbursement of all reasonable, properly vouched, out of pocket expenses incurred in the performance of its duties, including stamp duty on transactions in shares.
- 30.4 At present the ACD's annual management charge is taken from income. However, where the amount of income received by a Sub-fund is insufficient to meet the annual management charge plus all other expenses attributable or apportioned to the Sub-fund, then some or all of such charge and expenses may be charged against the capital of the relevant Sub-fund. This will only be done with the approval of the Depositary and may constrain capital growth.

30.5 The ACD may not introduce a new category of remuneration for its services unless the introduction has been approved by an extraordinary resolution of shareholders in the Company.

30.6 The ACD may not increase the current rate or amount of its remuneration payable out of the Scheme Property of the Company or the preliminary charge unless, not less than 60 days before the introduction or increase, the ACD gives notice in writing of the introduction or increase and the date of its commencement to all shareholders and has revised and made available the Prospectus to reflect the introduction or new rate and the date of its commencement.

31 **Investment Advisers' fees**

The Investment Advisers' fees and expenses (plus VAT thereon) are paid by the ACD out of its remuneration under the ACD Agreement.

32 **Depositary's Fee**

32.1 The Depositary receives for its own account a periodic fee which will accrue daily and is payable within seven days after the last Dealing Day in each month. The fee is calculated by reference to the value of each Sub-fund on the immediately preceding Dealing Day except for the first accrual which is calculated by reference to the first Valuation Point of each Sub-fund. The fee is payable out of the property attributable to each Sub-fund. The rate of the periodic fee is agreed between the ACD and the Depositary from time to time.

32.2 The current rate is

- Up to £25 million – 4 basis points (0.04%) per annum
- £25 million to £50 million – 3.75 basis points (0.0375%) per annum
- £50 million to £100 million – 3.5 basis points (0.0350%) per annum
- thereafter – 3 basis points (0.03%) per annum

(plus VAT) subject to a minimum of £15,000 (plus VAT) per annum per Sub-fund.

- 32.3 The first accrual in relation to any Sub-fund will take place in respect of the period beginning on the day on which the first valuation of that Sub-fund is made and ending on the last Dealing Day of the month in which that day falls.
- 32.4 The remuneration payable to the Depositary out of the property attributable to each Sub-fund for its services also includes transaction charges and custody charges. Transaction charges vary from country to country, dependent on the markets and the value of the stock involved and subject to a current range of £0 to £40 and accrue at the time the transactions are effected and are payable as soon as is 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. Custody charges again vary from country to country (usually between 0.01% and 0.12% per annum) depending on the markets and the value of the stock involved and accrue and are payable as agreed from time to time by the ACD and the Depositary.
- 32.5 In addition to the fees and charges payable to the Depositary referred to above, the amount payable to the Depositary out of the property attributable to any Sub-fund by way of remuneration for its services may include charges in connection with its duties (or the exercise of powers conferred upon it by the OEIC Regulations or the FCA Regulations) referable to (but not limited to):
- (i) custody of assets (including overseas custody services);
 - (ii) the acquisition holding and disposal of property;
 - (iii) the collection and distribution to shareholders of dividends, interest and any other income;
 - (iv) the maintenance of distribution accounts;
 - (v) the conversion of foreign currency; (vi) registration of assets in the name of the Depositary or its nominee or agents;
 - (vii) borrowings, stock lending or other permitted transactions;

- (viii) communications with any parties (including telex, facsimile, SWIFT and electronic mail);
- (ix) taxation matters;
- (x) insurance matters;
- (xi) dealings in derivatives;
- (xii) costs and charges relating to banking and banking transactions;
- (xiii) preparation of the Depositary's annual report;
- (xiv) taking professional advice;
- (xv) conducting legal proceedings;
- (xvi) the convening and/or attendance at meetings of shareholders; and
- (xvii) modification of the Instrument of Incorporation, Prospectus, and negotiation and/or modification of the Depositary Agreement and any other agreement entered into between the Depositary and its delegates.

32.6 The Depositary will also be paid by the Company out of the property attributable to each Sub-fund, expenses properly incurred in the performance of, or arranging the performance of, functions conferred on it by the Depositary Agreement, the FCA Regulations or by the general law.

32.7 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.

32.8 On a winding up of the Company, the termination of a Sub-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 winding up, the 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.

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

32.10 Expenses not directly attributable to a particular Sub-fund will be allocated between Sub-funds. In each such case such expenses and disbursements will also be payable if incurred by any person (including the ACD or any associate or nominee of the Depositary or of the ACD) who has had the relevant duty delegated to it pursuant to the FCA Regulations by the Depositary.

33 **Allocation of Fees and Expenses between Sub-funds**

All the above fees, duties and charges (other than those borne by the ACD) will be charged to the Sub-fund in respect of which they were incurred but where an expense is not considered to be attributable to any one Sub-fund, the expense will normally be allocated to all Sub-funds pro-rata to the value of the net assets of the Sub-funds, although the ACD has discretion to allocate these fees and expenses in a manner which it considers fair to shareholders generally.

34 **Shareholder Meetings and Voting Rights**

34.1 **Requisitions of Meetings**

34.1.1 The ACD may requisition a general meeting at any time. Annual general meetings are not held.

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

34.2 **Notice of Quorum**

Shareholders will receive at least 14 days' notice of a Shareholders' meeting and are entitled to be counted in the quorum and vote at such meeting either in person or by proxy. The quorum for an Adjourned Meeting is also two shareholders present in person or by proxy, however if a quorum is not present from a reasonable time from the time appointed for the meeting then one person entitled to be counted in a quorum shall be a quorum. Notices of Meetings and Adjourned Meetings will be sent to shareholders at their registered addresses.

34.3 **Voting Rights**

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

34.3.2 On a poll vote, a shareholder may vote either in person or by proxy. The voting rights attaching to each share are such proportion of the voting rights attached to all the shares in issue that the price of the share bears to the aggregate price(s) of all the shares in issue at the date seven days before the notice of meeting is deemed to have been served.

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

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

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

34.3.6 “Shareholders” in this context means shareholders on the date seven days before the notice of the relevant meeting was deemed to have been served but excludes holders who are known to the ACD not to be shareholders at the time of the meeting.

35 **Class and Sub-fund Meetings**

The above provisions, unless the context otherwise requires, apply to Share Class meetings Sub-funds as they apply to general meetings of shareholders.

35.1 **Variation of Class Rights**

The rights attached to a class or Sub-fund may not be varied without the sanction of a resolution passed at a meeting of shareholders of that Share Class or Sub-fund by a seventy-five per cent majority of those votes validly cast for and against such resolution.

36 **Taxation**

36.1 **Taxation Of The Company**

36.1.1 Income

The Company will be liable to corporation tax on its taxable income, less management and other allowable expenses, at the same rate as the lower rate of income tax (currently 20%). Any dividends received by the Company will not normally be charged to corporation tax provided it falls within one of the exempt classes set out in the relevant legislation. The Company will be subject to corporation tax on most types of income but after deducting allowable management expenses and the gross amount of any interest distributions. Where the Company suffers foreign tax on income received, this will normally be an irrecoverable tax expense.

36.1.2 Capital gains

Capital gains accruing to the Company will be exempt from UK tax realised on the disposal of its investments. However any gains realised on holdings in non-reporting offshore funds will incur a tax charge on disposal.

36.1.3 Stamp duty reserve tax ("SDRT")

Generally, there will be no Stamp duty reserve tax (SDRT) charge when Shareholders surrender or redeem their Shares. However, where the redemption is satisfied by a non-pro rata in specie redemption, then a charge to SDRT may apply.

36.2 **Taxation Of The Shareholder**

Under International Tax Compliance Regulations, the ACD is required to obtain and disclose details of shareholders and residual entities of their investments and payments of interest and other income (which may include distributions or redemption payments by collective investment funds) to HM Revenue & Customs, which will pass such details to the Member State where the shareholders resides. Should unitholders not comply with these requirements, they may be subject to the actions set out in Clause 17 – Redemptions, Compulsory Transfer and Deferred Redemption.

36.2.1 Income

Dividend distributions

It is anticipated that all distributions by the Company will be in the form of dividend distributions and that, accordingly, the Company will not pay any interest distributions.

When the Company makes a dividend distribution in respect of income shares (or is deemed to make such a distribution in respect of accumulation shares), it is paid gross and Shareholders will be liable to any income tax on the gross dividend distribution above the prevailing dividend tax allowance and any other relevant allowances.

Equalisation

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

36.2.2 Capital gains

Shareholders may, depending on their circumstances, be liable to capital gains tax or corporation tax on chargeable gains arising from a disposal of any Shares.

Equalisation

Where income equalisation applies to income (but not accumulation) shares, the part of the issue price of shares which reflects accrued income and is returned to the shareholder with the first allocation of income following the issue is deducted from the shareholder's capital gains tax base cost in the shares. In the case of accumulation shares, the capital is not distributed but remains invested throughout.

36.2.3 Inheritance Tax

Shareholdings of an individual shareholder may become subject to an inheritance tax liability under the following circumstances. During an individual's lifetime, any transfer of shareholdings at less than market value may be liable.

Additionally, transfer following the death of the individual may also be liable. The charge to inheritance tax is not restricted to UK individuals. Reliefs and exemptions may apply to reduce or extinguish any liability to inheritance tax. Investors should seek professional advice if they are unclear on the inheritance tax consequences of investing in the Company.

36.2.4 **Shareholding in the Company treated as a loan relationship**

Special rules apply to corporate shareholders within the charge to corporation tax which in certain circumstances could result in their shares being treated for the purposes of the UK's corporate debt rules as rights under a creditor relationship

of the corporate shareholder. A fair value basis of accounting would have to be used, for corporation tax purposes, as respects the deemed creditor relationship.

The above statements are only intended as a general summary of UK tax law and practice as at the date of this Prospectus (which may change in the future) applicable to individual and corporate investors who are the absolute beneficial owners of a holding in the Company and their applicability will depend upon the particular circumstances of each investor. In particular, the summary may not apply to certain classes of investors (such as financial institutions). It should not be treated as legal or tax advice and, accordingly, any investor who is in any doubt as to his UK tax position in relation to the Company should consult his UK professional adviser.

37 Income equalisation

37.1 Income equalisation, as explained below, may apply in relation to certain Sub-funds in the Company, as detailed in Appendix 1.

37.2 Part of the purchase price of a share reflects the relevant share of accrued income received or to be received by the Company. This capital sum is returned to a shareholder with the first allocation of income in respect of a share issued during an accounting period.

37.3 The amount of income equalisation is either the actual amount of income included in the issue price of that share or is calculated by dividing the aggregate of the amounts of income included in the price of shares issued or sold to shareholders in an annual or interim accounting period by the number of those shares and applying the resultant average to each of the shares in question.

38 Winding up of the Company or Termination of a Sub-fund

38.1.1 The Company shall not be wound up except as an unregistered company under Part V of the Insolvency Act 1986 or under the FCA Regulations. A Sub-fund may only be terminated under the FCA Regulations.

38.1.2 Where the Company is to be wound up or a Sub-fund terminated under the FCA Regulations, such winding up / termination may only be commenced following

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

38.1.3 The Company may be wound up or a Sub-fund terminated under the FCA Regulations if:

38.1.3.1 an extraordinary resolution to that effect is passed by shareholders; or

38.1.3.2 the period (if any) fixed for the duration of the Company or a particular Sub-fund by the Instrument of Incorporation expires, or an event (if any) occurs on the occurrence of which the Instrument of Incorporation provides that the Company is to be wound up or a particular Sub-fund terminated (for example, if the share capital of the Company is below its prescribed minimum or (in relation to any Sub-fund) the Net Asset Value of the Sub-fund is less than £1,000,000, or if a change in the laws or regulations of any country means that, in the ACD's opinion, it is desirable to terminate the Sub-fund); or

38.1.3.3 on the date of effect stated in any agreement by the FCA to a request by the ACD for the revocation of the authorisation order in respect of the Company or the Sub-fund;

38.1.4 On the occurrence of any of the above:

38.1.4.1 the parts of the FCA Regulations and the Instrument of Incorporation relating to Pricing and Dealing and Investment and Borrowing will cease to apply to the Company or the Sub-fund;

38.1.4.2 the Company will cease to issue and cancel shares in the Company or the Sub-fund and the ACD shall cease to sell or

- redeem shares or arrange for the Company to issue or cancel them for the Company or the Sub-fund;
- 38.1.4.3 no transfer of a share shall be registered and no other change to the register shall be made without the sanction of the ACD;
- 38.1.4.4 where the Company is being wound up, the Company shall cease to carry on its business except in so far as it is beneficial for the winding up of the Company;
- 38.1.4.5 the corporate status and powers of the Company and, subject to the provisions of paragraphs 38.1.4.1 and 38.1.4.4 above, the powers of the ACD shall remain until the Company is dissolved.
- 38.1.5 The ACD shall, as soon as practicable after the Company falls to be wound up or the Sub-fund terminated, realise the assets and meet the liabilities of the Company or the Sub-fund and, after paying out or retaining adequate provision for all liabilities properly payable and retaining provision for the costs of winding up / termination, arrange for the Depositary to make one or more interim distributions out of the proceeds remaining (if any) to shareholders proportionately to their rights to participate in the Scheme Property of the Company or the Sub-fund. When the ACD has caused all of the Scheme Property to be realised and all of the liabilities of the Company or the Sub-fund to be realised, the ACD shall arrange for the Depositary to also make a final distribution to shareholders (if any Scheme Property remains to be distributed) on or prior to the date on which the final account is sent to shareholders of any balance remaining in proportion to their holdings in the Company or the Sub-fund.
- 38.1.6 As soon as reasonably practicable after completion of the winding up of the Company or the termination of the Sub-fund, the ACD shall notify the FCA.
- 38.1.7 On completion of a winding up of the Company, 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.

- 38.1.8 Following the completion of the winding up of the Company, the ACD shall notify the Registrar of Companies and shall notify the FCA that it has done so.
- 38.1.9 Following the completion of a winding up of the Company or a termination of a Sub-fund, the ACD must prepare a final account showing how the winding up / termination took place and how the Scheme Property was distributed. The auditors of the Company shall make a report in respect of the final account stating their opinion as to whether the final account has been properly prepared. This final account and the auditors' report must be sent to the FCA, to each shareholder and, in the case of the winding up of the Company, to the Registrar of Companies within two months of the termination of the winding up.
- 38.1.10 As the Company is an umbrella company, any liabilities attributable or allocated to a Sub-fund under the FCA Regulations shall be met first out of the Scheme Property attributable or allocated to that Sub-fund.
- 38.1.11 If the liabilities of a Sub-fund are greater than the proceeds of the realisation of the Scheme Property attributable or allocated to the Sub-fund, the deficit shall be met out of the Scheme Property attributable or allocated to Sub-funds in respect of which the proceeds of realisation exceed liabilities and will be divided between the Sub-funds in a manner which is fair to shareholders in those Sub-funds.
- 39 **General Information**
- 39.1 **Accounting Periods**
- 39.1.1 The annual accounting period of the Company ends each year on 30 September (the accounting reference date). The interim accounting period of the Company ends each year on 31 March.
- 39.2 **Income Allocations**
- 39.2.1 Allocations of income are made in respect of the income available for allocation in each accounting period.

- 39.2.2 Distributions of income in respect of Income Shares for each Sub-fund are paid on or before the annual income allocation date of 30 November and on or before the interim allocation date of 31 May in each year.
- 39.2.3 The ACD may at its option carry out any authentication procedures that it considers appropriate to verify, confirm or clarify shareholder payment instructions relating to dividend payments. This aims to mitigate the risk of error and fraud for the Company, its agents or Shareholders. Where it has not been possible to complete any authentication procedures its satisfaction, the ACD and transfer agent may, at its discretion, delay the processing of payment instructions until authentication procedures have been satisfied to a date later than the envisaged dividend payment date.
- 39.2.4 If the ACD is not satisfied with any verification or confirmation, it may decline to execute the relevant dividend payment until satisfaction is obtained. Neither the ACD nor the Company shall be held responsible to the Shareholder or anyone if it delays execution or declines to execute dividend payments in these circumstances.
- 39.2.5 For Sub-Funds in which accumulation shares are issued, income will become part of the capital property of the Sub-Fund and will be reflected in the price of each such accumulation share.
- 39.2.6 If a distribution remains unclaimed for a period of six years after it has become due, it will be forfeited and will revert to the relevant Sub-fund, and if no longer in existence then to the Company.
- 39.2.7 The amount available for distribution in any accounting period is calculated by taking the aggregate of the income received or receivable for the account of the relevant Sub-fund in respect of that period, and deducting the charges and expenses of the relevant Sub-fund paid or payable out of income in respect of that accounting period. The ACD then makes such other adjustments as it considers appropriate (and after consulting the auditors as appropriate) in relation to taxation, income equalisation, income unlikely to be received within 12 months following the relevant income allocation date, income which should not be accounted for on an accrual basis because of lack of information as to how it

accrues, transfers between the income and capital account and any other adjustments which the ACD considers appropriate after consulting the auditors.

39.3 **Annual Reports**

Annual reports of the Company's Sub-funds will be published within four months of each annual accounting period and half yearly reports within two months of each interim accounting period, however no half yearly reports will be published in the Company's first accounting period. The half yearly and annual reports can be found on the website: www.valu-trac.com. A paper copy of these are available free of charge upon request by writing to the compliance officer at Mains of Orton, Orton, Moray, IV32 7QE.

Information regarding the level of leverage employed by the Sub-funds, the percentage of Sub-fund's assets that are subject to special arrangements arising from their illiquid nature, any new arrangements for managing liquidity, the current risk profile of the Sub-fund and the risk management systems employed to manage those risks will be disclosed in the annual and interim report and accounts.

39.4 **Documents of the Company**

39.4.1 The following documents may be inspected free of charge during normal business hours, from 8.30a.m. to 5.30p.m. on any Business Day at the offices of the ACD at Mains of Orton, Orton, Moray, IV32 7QE:

39.4.1.1 the most recent annual and half-yearly reports of the Company;
and

39.4.1.2 the Instrument of Incorporation (and any amending instrument of incorporation) and

35.4.1.3 the full prospectus and simplified prospectus.

39.4.2 The ACD may make a charge at its discretion for copies of documents.

39.5 **Complaints**

Complaints concerning the operation or marketing of the Company should be referred to the compliance officer of the ACD at Mains of Orton, Orton, Moray, IV32 7QE in the first instance. If the complaint is not dealt with satisfactorily then it can be made direct to The Financial Ombudsman Service at:

Financial Ombudsman Service
Exchange Tower
London
E14 9SR

Please note that a copy of the ACD's guide to making a complaint is available upon request.

39.6 **Telephone Recordings**

Please note that the ACD may record telephone calls for training and monitoring purposes and to confirm investors' instructions.

39.7 **Provision of investment advice**

All information concerning the Company and about investing in Shares of the Company is available from the ACD at Orton, Moray, IV32 7QE. Neither the ACD nor any of its officers, representatives or advisers shall be regarded as giving investment advice and persons requiring such advice should consult a professional financial adviser. All applications for Shares are made solely on the basis of the current prospectus of the Company, and investors should ensure that they have the most up to date version.

39.8 **Best execution**

The ACD's order execution policy sets out the factors which the ACD expects the to consider when effecting transactions and placing orders in relation to the Company. This policy has been developed in accordance with the ACD's obligations under the Regulations to obtain the best possible result for the Company.

Details of the order execution policy are available on the ACD's website at www.valu-trac.com.

39.9 **Risk management**

The ACD uses a risk management process (including a risk management policy) in accordance with COLL 6.12, as reviewed by the Depositary and filed with the FCA, enabling it to monitor and measure any time the risk of a Sub-fund's positions and their contribution to the overall risk profile of the Sub-fund. The following details of the risk management process. must be regularly notified to the FCA and at least on an annual basis:

39.10 a true and fair view of the types of derivatives and forward transactions to be used within the Sub-fund together with their underlying risks and any relevant quantitative limits.

39.11 the methods for estimating risks in derivative and forward transactions.

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

The ACD has a strategy for determining when and how voting rights attached to ownership of the Scheme Property are to be exercised for the benefit of each Sub-fund. A summary of this strategy is available from the ACD on request or on the ACD's website at www.valu-trac.com. Voting records and further details of the actions taken on the basis of this strategy in relation to each Sub-fund are available free of charge from the ACD on request.

40 **Financial Services Compensation Scheme**

The Financial Services Compensation Scheme (FSCS) offers compensation when an authorised firm is unable to pay claims against it, usually because the firm has gone out of business. The ACD is covered by the Financial Services Compensation Scheme. Investors may be entitled to compensation from the scheme if the ACD cannot meet its obligations. Most types of investment business are covered for 100% of the first £50,000 only. Further information is available from:

The Financial Services Compensation Scheme, 10th Floor, Beaufort House, 15 St Botolph Street, London, EC3A 7QU

Telephone: 0800 678 1100

Website: www.fscs.org.uk.

APPENDIX 1

Investment objectives, policies and other details of the Sub-funds

Investment of the assets of each of the Sub-funds must comply with the FCA Regulations and its own investment objective and policy. Details of each Sub-fund's investment objective and policy are set out overleaf together with other information including available Share Classes, charges, minimum investment levels and distribution dates. A detailed statement of the investment and borrowing restrictions applicable to the Company is contained in Appendix 2. Lists of the eligible securities and derivatives markets in which the Sub-funds may invest are contained in Appendices 4 and 5.

VT GREYSTONE BALANCED MANAGED FUND

Investment Objective and Policy

The objective of the Sub-fund is to provide capital growth and some income from an actively managed diversified portfolio of collective investment schemes and transferable securities selected from the global market place. The Sub-fund will be managed within the constraints of the IA (Investment Association) Mixed Investment 40% - 85% Shares Sector (previously the IMA Balanced Managed Sector).

The Sub-fund does not intend to have an interest in immovable or tangible movable property.

Benchmark	The Fund does not have a specific benchmark. However, the performance of the Fund can be assessed by considering whether the objective is achieved (i.e. whether there has been capital growth and some income over the long term (5+ years)).
Classes of shares available	Income Shares, Accumulation Shares Income R Shares, Accumulation R Shares
Currency of denomination	Sterling
Registration charge per shareholder (subject to annual inflationary increases capped at 3% per annum)	£17.91 per annum
Minimum initial investment	£1,000
Distribution costs per event	£526.91
Minimum initial and subsequent investment for regular investors	£100
Minimum subsequent investment	£1,000
Minimum withdrawal	£1,000
Minimum holding	£1,000

ACD's preliminary charge	Income & Accumulation Shares – 3.9% Income R & Accumulation R Shares – 0%
Annual management charge	Income & Accumulation Shares – 1.5% Income R & Accumulation R Shares – 0.75%
Annual accounting date	30 September
Interim accounting date	31 March
Annual income allocation date	30 November
Interim income allocation date	31 May
Invest in any Securities Market of a Member State of the EU or states within the EEA on which securities are admitted to Official Listing	Yes
Invest in Eligible Markets	As listed in Appendices 4 and 5
Income Equalisation	Yes

The Company's suitability for investors will depend on the investor's own requirements and attitude to risk, but the Company is predominantly intended for retail investors. Investors should be aware of and understand the risks associated with the Company before investing. The risks associated with the Company are detailed under "Risk Factors". If you have any doubts as to whether the investment is suitable for you, please contact a financial adviser.

VT GREYSTONE GLOBAL GROWTH FUND

Investment Objective and Policy

The investment objective of the Sub-fund is to achieve capital growth through investment in collective investment schemes or transferable securities which are equities or equity funds, excluding those exposed to the UK, although up to 20% may be invested in any collective investment schemes or transferable securities with global exposure (including the UK). The Sub-fund may also invest in deposits and cash.

The Sub-fund does not intend to have an interest in immovable or tangible movable property.

Benchmark	The Fund does not have a specific benchmark. However, the performance of the Fund can be assessed by considering whether the objective is achieved (i.e. whether there has been capital growth over the long term (5+ years)).
Classes of shares available	Accumulation Shares Accumulation R Shares
Currency of denomination	sterling
Registration charge per shareholder (subject to annual inflationary increases capped at 3% per annum)	£17.91 per annum
Distribution costs per event	£526.91
Minimum initial investment	£1,000
Minimum initial and subsequent investment for regular investors	£100
Minimum subsequent investment	£1,000
Minimum withdrawal	£1,000

Minimum holding	£1,000
ACD's preliminary charge	Accumulation Shares – 3.9% Accumulation R Shares – 0%
Annual management charge	Accumulation Shares – 1.5% Accumulation R Shares – 0.75%
Annual accounting date	30 September
Interim accounting date	31 March
Annual income allocation date	30 November
Interim income allocation date	31 May
Invest in any Securities Market of a Member State of the EU or states within the EEA on which securities are admitted to Official Listing	Yes
Invest in Eligible Markets	As listed in Appendices 4 and 5
Income Equalisation	Yes

The Company's suitability for investors will depend on the investor's own requirements and attitude to risk, but the Company is predominantly intended for retail investors. Investors should be aware of and understand the risks associated with the Company before investing. The risks associated with the Company are detailed under "Risk Factors". If you have any doubts as to whether the investment is suitable for you, please contact a financial adviser.

APPENDIX 2

1 Investment and borrowing powers of the Company

These restrictions apply to the Company.

1.1 Investment restrictions

- 1.1.1 The property of each Sub-fund of the Company will be invested with the aim of achieving the investment objective of that Sub-fund but subject to the limits on investment set out in the FCA Regulations and the Sub-fund's investment policy.

These limits apply to each Sub-fund as summarised below:

- 1.1.2 Generally the Company will invest in the investments to which it is dedicated including units in collective investment schemes and deposits.

- 1.1.3 Eligible markets are regulated markets or markets established in an EEA State which are regulated, operate regularly and are open to the public; and markets which the ACD, after consultation with the Depositary, has decided are appropriate for the purpose of investment of or dealing in the property of the Company having regard to the relevant criteria in the FCA Regulations and guidance from the FCA. Such markets must operate regularly, be regulated, recognised, open to the public, adequately liquid and have arrangements for unimpeded transmission of income and capital to or to the order of the investors. The eligible securities and derivatives markets for the Sub-fund of the Company are set out in Appendices 4 and 5.

- 1.1.4 New eligible securities markets may be added to the existing list only by the passing of a resolution of shareholders at a shareholders' meeting. If not, then the ACD and the Depositary will need to assess whether such an addition would be a significant event requiring shareholders to be notified of the change 60 days in advance, and for the Prospectus to reflect the intended change and the date of commencement, or if the addition is of minimal significance to the investment policy of the Company such that Shareholders will just be notified of the change, whether by immediate notification or in the next report for the Company.

1.2 **Transferable securities**

- 1.2.1 Each Sub-fund of the Company may invest in transferable securities which are admitted to or normally dealt on Eligible Markets. Up to 10% in value of the scheme property of a Sub-fund can be invested in transferable securities which are not approved securities. Up to 5% of the scheme property of a Sub-fund may be invested in transferable securities issued by any single body. However, up to 10% in value of a Sub-fund may be invested in transferable securities issued by any single body if the value of all such holdings combined does not exceed 40% of the value of the property of a Sub-fund.
- 1.2.2 The limit of 5% in 1.2.1 is raised to 25% in value of the Sub-fund in respect of covered bonds, provided that when a UCITS scheme invests more than 5% in covered bonds issued by a single body, the total value of covered bonds held must not exceed 80% in value of the Sub-fund.
- 1.2.3 A transferable security includes an investment falling within article 76 (Shares etc), article 77 (Instruments creating or acknowledging indebtedness), article 79 (Instruments giving entitlement to investments) and article 80 (Certificates representing certain securities) of the Regulated Activities Order.
- 1.2.4 An investment is not a transferable security if the title to it cannot be transferred, or can be transferred only with the consent of a third party.
- 1.2.5 In applying paragraph 1.2.3 to an investment which is issued by a body corporate, and which is an investment falling within articles 76 (Shares, etc) or 77 (Instruments creating or acknowledging indebtedness) of the Regulated Activities Order, the need for any consent on the part of the body corporate or any members or debenture holders of it may be ignored.
- 1.2.6 An investment is not a transferable security unless the liability of the holder of it to contribute to the debts of the issuer is limited to any amount for the time being unpaid by the holder of it in respect of the investment.

1.3 Collective Investment Schemes

- 1.3.1 Except where the investment policy of any Sub-fund is inconsistent with this, up to 100% in value of the scheme property of a Sub-fund may be invested in units in other schemes, although not more than 20% in value of the scheme property of a Sub-fund is to consist of the units of any one collective investment scheme. Investment may be made in another collective investment scheme managed by the ACD or an associate of the ACD, subject to the rules contained in COLL 5.2.15. Investment may only be made in other collective investment schemes whose maximum annual management charge does not exceed 3%.
- 1.3.2 The investee schemes must comply with 1.3.3 and 1.3.4 (although no more than 30% in value of the scheme property of the Sub-fund may be invested in units in collective investment schemes which do not comply with the conditions necessary for them to enjoy the rights conferred by the UCITS Directive (ie. 1.3.3.2 to 1.3.3.4)).
- 1.3.3 Any schemes in which the Sub-fund invests need to:
- 1.3.3.1 comply with the conditions necessary for them to enjoy the rights conferred by the UCITS Directive²; or
 - 1.3.3.2 be recognised under the provision of sections.272 of the Financial Services and Markets Act 2000 (individually recognised overseas schemes) that is authorised by the supervisory authorities of Guernsey, Jersey or the Isle of Man (provided the requirements of article 50(1)(e) of the UCITS Directive are met); or
 - 1.3.3.3 be authorised as a *non-UCITS retail scheme*; or
 - 1.3.3.4 be authorised in another EEA state.

² Directive 2001/108/EEC of the European Parliament and of the Council of 21 January 2002 amending Council

Directive 85/611/EEC on the co-ordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS), with regard to investments of UCITS.

Provided that for 1.3.3.3 and 1.3.3.4 the requirements of article 19(1)(e) of the UCITS Directive are also met.

1.3.4 Investee schemes must also comply with the rules relating to investment in other group schemes contained in the FCA Regulations and themselves be schemes which have terms which prohibit more than 10% of their assets consisting of units in other collective investment schemes.

1.3.5 A Sub-fund may invest in units of collective investment schemes and pay any related charges or expenses for investing in such units unless the schemes are managed, operated or administered by the ACD (or one of its associates) in which case, the Sub-fund will pay no additional management or administrative charges to the ACD or its associate (as the case may be).

1.3.6 The Sub-funds may invest in units of collective investment schemes and pay any related charges or expenses for investing in such units unless the schemes are managed, operated or administered by the ACD (or one of its associates) in which case, the relevant Sub-fund will pay no additional management or administrative charges to the ACD or its associate (as the case may be).

1.4 **Warrants and nil and partly paid securities**

1.4.1 The Sub-funds will not invest in warrants and nil and partly paid securities.

1.5 **Money market instruments**

1.5.1 The Sub-funds will not invest in money market instruments.

1.6 **Deposits**

Up to 20% in value of the scheme property of a Sub-fund can consist of deposits with a single body. A Sub-fund may only invest in deposits with an approved bank and which are repayable on demand, or have the right to be withdrawn, and maturing in no more than 12 months.

1.7 Derivatives and forward transactions

1.7.1 Derivative transactions may be used for efficient portfolio management³ only. This will not compromise the risk profile of the Company. Use of derivatives will not contravene any relevant investment objectives or limits.

In broad terms, the FCA Regulations permit the following techniques:

1.7.2 Except as set out in 1.7.5 and 1.7.7 below there is no upper limit on the use of transactions in derivatives or forward transactions for the Company but they must fall under 1.7.3 and 1.7.4.

1.7.3 A transaction in a derivative or forward transaction must:

- (1) (a) if an OTC, be in an approved derivative; or

(b) be in a future, an option or a contract for differences which must be entered into with a counterparty that is acceptable in accordance with the FCA Regulations, must be on approved terms as to valuation and close out and must be capable of valuation.
- (2) have the underlying consisting of any or all of the following to which the Company is dedicated:

³ Efficient Portfolio Management (“EPM”) transactions may involve options, futures or contracts for differences or forward transactions in accordance with the FCA Regulations. There is no limit on the amount of the property of a Scheme which may be used for these purposes, but there are various requirements which must be satisfied. The specific aims of EPM are:

- (a) the reduction of risk - to hedge against either price or currency fluctuation to avoid volatility in the market and limit the down side of the risk;
- (b) the reduction of cost; and
- (c) the generation of additional capital or income for a Scheme with a risk level which is consistent with the risk profile of a Scheme and the risk diversification rules laid down in the Collective Investment Schemes sourcebook.

The transaction must be economically appropriate for the purposes of EPM and any exposure must be fully covered by cash or other property sufficient to meet any obligation to pay or deliver that could arise

- (a) transferable securities;
- (b) permitted money market instruments;
- (c) permitted deposits;
- (d) permitted derivatives;
- (e) permitted collective investment scheme units;
- (f) financial indices;
- (g) interest rates;
- (h) foreign exchange rates; and
- (i) currencies.

- (3) be effected on or under the rules of an eligible derivatives market, it must not cause the Company to diverge from its investment objectives, must not be entered into if the intended effect is to create the potential for an uncovered sale of one or more transferable securities, money market instruments, units in collective investment schemes, or derivatives and must be with an approved counterparty.

Use of derivatives must be supported by a risk management process maintained by the ACD which should take account of the investment objectives and policy of the Company.

1.7.4 The ACD must ensure that the global exposure relating to derivatives and forward transactions held in the Sub-fund does not exceed the net value of the scheme property. The ACD must calculate the global exposure on a daily basis taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions. The ACD must calculate the global exposure of the sub-fund either as:

- (1) 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
- (2) the market risk of the scheme property.

The ACD must calculate the global exposure of the sub-fund by using either the commitment approach or the value at risk approach ensuring the selected method is appropriate taking into account the investment strategy, the types and

complexities of the derivatives and forward transactions used and the proportion of the scheme property comprising derivatives and forward transactions.

Where the sub-fund employs techniques and instruments including repo contracts or stock lending transactions in order to generate additional leverage or exposure to market risk, the ACD must take those transactions into account when calculating global exposure.

- 1.7.5 The exposure to any one counterparty in an OTC derivative transaction must not exceed 10% in value of the scheme property of the Company.
- 1.7.6 In applying the limits in 1.8, the exposure in respect of an OTC derivative may be reduced to the extent that collateral is held in respect of it provided the collateral meets each of the following conditions:
 - 1.7.6.1 it is marked-to-market on a daily basis and exceeds the value of the amount at risk;
 - 1.7.6.2 it is exposed only to negligible risks (eg. government bonds of first credit rating or cash) and is liquid;
 - 1.7.6.3 it is held by a third party custodian not related to the provider or is legally secured from the consequences of a failure of a related party; and
 - 1.7.6.4 can be fully enforced by the Company at any time.
- 1.7.7 Not more than 20% of the Company is to be put at risk in respect of an exposure from an OTC derivative transaction to a single entity or one or more such entities within a group, after taking into account any collateral received from that entity or group, both at individual level or group level.
- 1.7.8 In applying the limits in 1.7, OTC derivative positions with the same counterparty may be netted provided that the netting procedures:

- 1.7.8.1 comply with the conditions set out in Section 7 (Contractual netting Contracts for novation and other netting agreements) of Annex III to the Banking Consolidation Directive; and
- 1.7.8.2 are based on legally binding agreements.
- 1.7.9 All derivative transactions are deemed to be free of counterparty risk if they are performed on an exchange where the clearing house meets each of the following conditions:
 - 1.7.9.1 it is backed by an appropriate performance guarantee; and
 - 1.7.9.2 it is characterized by a daily mark-to-market valuation of the derivative positions and at least daily margining.
- 1.7.10 No agreement by or on behalf of the Company to dispose of property or rights may be made unless:
 - 1.7.10.1 the obligation to make the disposal and any other similar obligation could immediately be honoured by the Company by delivery of property or the assignment (or, in Scotland, assignation) of rights; and
 - 1.7.10.2 the property and rights at 1.7.10.1 are owned by the Company at the time of the agreement.
- 1.7.11 1.7.10.1 and 1.7.10.2 do not apply to a deposit. They also do not apply where:-
 - 1.7.11.1 the risks of the underlying financial instrument of a derivative can be appropriately represented by another financial instrument and the underlying financial instrument is highly liquid; or
 - 1.7.11.2 the ACD or the Depositary has the right to settle the derivative in cash and cover exists 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 which are recognised considering their correlation with the underlying of the financial derivative instruments, subject to appropriate safeguards (e.g. haircuts where relevant).

1.7.12 In the asset classes referred to in 1.7.11.1 and 1.7.11.2, assets may be considered as liquid where the instruments can be converted into cash in no more than seven Dealing Days at a price closely corresponding to the current valuation of the financial instrument on its own market.

1.8 **Combinations of Investments**

1.8.1 In applying the limits in 1.2.2, 1.6 and 1.7.5 not more than 20% in value of the scheme property is to consist of any combination of two or more of the following: (a) deposits made with; or (b) exposures from OTC derivatives transactions made with; a single body.

1.9 **Concentration**

1.9.1 The Company must not hold more than:

- 10% of the transferable securities issued by a body corporate which do not carry rights to vote on any matter at a general meeting of that body; or
- 10% of the debt securities issued by any single body; or
- 10% of the money market instruments issued by any single body; or
- 25% of the units in a collective investment scheme.

1.9.2 The Company may only acquire transferable securities issued by a body corporate carrying rights to vote at a general meeting of that body provided that 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.

1.10 **General**

1.10.1 No Sub-fund may invest in the shares of another Sub-fund of the Company.

1.10.2 Underwriting and sub-underwriting contracts and placings may also, subject to certain conditions set out in the FCA Regulations, be entered into for the account of the Company.

1.10.3 Cash or near cash must not be retained in the scheme property of a Sub-fund except in order to enable the pursuit of that Sub-fund's investment objective; or for redemption of shares in that Sub-fund; or efficient management of the Sub-fund in accordance with its investment objective or for a purpose which may reasonably be regarded as ancillary to the investment objectives of that Sub-fund.

2 **Stock lending**

2.1 The Company, or the Depositary at the Company's request, may enter into stock lending transactions (involving a disposal of securities in a Sub-fund and reacquisition of equivalent securities) when it reasonably appears to the Company to be appropriate to do so with a view to generating additional income for the relevant Sub-fund with an acceptable degree of, risk. Such transactions must comply with conditions set out in the FCA Regulations, which require (inter alia) that:

2.1.1 the stock lending transaction must be of a kind described in Section 263B of the Taxation of Chargeable Gains Act 1992;

2.1.2 the terms of the agreement under which the Depositary is to re-acquire the securities for the account of the Company must be acceptable to the Depositary and in accordance with good market practice;

2.1.3 the counterparty must be acceptable in accordance with the FCA Regulations.

- 2.2 The collateral obtained will be held for safe keeping by the Depositary. It must be acceptable to the Depositary and must also be adequately and sufficiently immediate as set down in the FCA Regulations.
- 2.3 The level of stock lending can equal the assets under management in regards to Securities Financing Transactions or total return swaps.
- 3 **Borrowing powers**
- 3.1 The Company may, subject to the FCA Regulations, borrow money from an eligible institution or an approved bank for the use of the Company on the terms that the borrowing is to be repayable out of the scheme property.
- 3.1.1 Borrowing must be on a temporary basis and must not be persistent and in any event must not exceed three months without the prior consent of the Depositary, which may be given only on such conditions as appear appropriate to the Depositary to ensure that the borrowing does not cease to be on a temporary basis.
- 3.1.2 The ACD must ensure that borrowing does not, on any Dealing Day, exceed 10% of the value of the scheme property of a Sub-fund.
- 3.2 These borrowing restrictions do not apply to “back to back” borrowing to be cover for transactions in derivatives and forward transactions.

APPENDIX 3

LIST OF OTHER AUTHORISED COLLECTIVE INVESTMENT SCHEMES

OPERATED BY THE ACD

Authorised collective investment schemes of which the ACD is the authorised corporate director			
Name	Place of registration	Registration number	Product Reference
Alligator Fund ICVC	England and Wales	IC000203	407790
Moray Place Investment Company*	Scotland	IC000934	573760
The Beagle Fund*	England and Wales	IC000789	505177
The Discovery Fund	England and Wales	IC000365	413970
The Mulben Investment Funds	England and Wales	IC000816	516628
The Prestney Fund	England and Wales	IC000175	407766
The Teal Fund	England and Wales	IC000257	227831
The VT Cindabella Fund	England and Wales	IC001049	714901
The VT Oxeye Funds**	England and Wales	IC001063	743815
Valu-Trac Investment Funds ICVC	Scotland	IC000953	581955
Valu-Trac Proprietary Funds ICVC*	Scotland	IC000986	605631
VT AJ Bell ICVC	England and Wales	IC001082	769363
VT Cantab Funds ICVC	England and Wales	IC001114	808050
VT Cape Wrath Focus Fund*	England and Wales	IC001061	741524
VT Chelsea Managed ICVC	England and Wales	IC001085	773989
VT Clear Peak Capital ICVC	England and	IC011866	841768

	Wales		
VT Dominion Holdings ICVC*	England and Wales	IC001093	778841
VT Esprit FS ICVC	England and Wales	IC001105	794635
VT Garraway Investment Funds ICVC	England and Wales	IC000935	573884
VT Garraway Investment Fund Series II	England and Wales	IC000025	188718
VT Garraway Investment Fund Series III	England and Wales	IC000584	472521
VT Garraway Investment Fund Series IV	England and Wales	IC000534	465988
VT Gravis Funds ICVC	England and Wales	IC001055	724240
VT Greystone ICVC	England and Wales	IC000403	434235
VT Greystone Cautious Managed ICVC*	England and Wales	IC000407	435265
VT Greystone Conservative Managed ICVC*	England and Wales	IC000533	465365
VT Grosvenor Funds ICVC	England and Wales	IC001077	762880
VT Halo Funds ICVC	England and Wales	IC001018	629070
VT iFunds OEIC	England and Wales	IC000868	536578
VT Morningstar Informed Smartfund ICVC	England and Wales	IC001012	621247
VT Munro Smart-Beta Fund	England and Wales	IC000551	467964
VT Plain English Finance Funds ICVC	England and Wales	IC001096	782737
VT Price Value Partners Funds ICVC	England and Wales	IC001033	671132
VT Redlands Fund	England and Wales	IC001043	694999
VT Redlands NURS ICVC*	England and	IC001089	776548

	Wales		
VT Reyker Funds ICVC	England and Wales	IC001121	812559
VT RM Funds ICVC	England and Wales	IC001108	800855
VT Rossie House Investment Management Funds ICVC*	England and Wales	IC000991	607962
VT Seneca Investment Funds	England and Wales	IC000342	407990
VT SG Defined Return Assets ICVC	England and Wales	IC001097	784172
VT Sorbus Vector Funds ICVC	England and Wales	IC001059	731963
VT Tatton Oak ICVC	England and Wales	IC000737	494501
VT Teviot Funds ICVC	England and Wales	IC001094	780433
VT Thistledown ICVC	England and Wales	IC001011	621244
VT Tyndall Funds ICVC	England and Wales	IC001050	715282
VT Ursus Arctos Funds ICVC	Scotland	IC001004	613236
VT Vanneck Equity Fund	England and Wales	IC001003	613235
VT Vanneck Funds ICVC	England and Wales	IC001112	806954
VT Woodhill Investment Funds ICVC	England and Wales	IC001009	618204

* denotes a Non-UCITS Retail Scheme

** denotes a Qualified Investor Scheme

Funds of which the ACD is investment manager	
The Newmarket Africa Master Fund Limited (a fund registered in the Cayman Islands)	OG-290374
The Newmarket Africa Fund Limited (a fund registered in the Cayman Islands)	OG-290372

APPENDIX 4

ELIGIBLE SECURITIES MARKETS

All Sub-Funds may deal through securities markets established in EEA Member States on which transferable securities admitted to official listing in these states are dealt in or traded. In addition, up to 10% in value of any Sub-Fund may be invested in transferable securities which are not approved securities.

Each Sub-Fund may also deal in certain of the securities markets listed below and those derivatives markets indicated in Appendix 4.

1	UK and Ireland	Alternative Investment Market
2	Australia	The Australian Securities Exchange
3	Channel Islands	The Channel Islands Stock Exchange
4	Hong Kong	The Hong Kong Exchange
5	Japan	The Tokyo Stock Exchange
6	Singapore	The Singapore Stock Exchange
7	United States	NYSE Amex Equities NYSE Euronext NASDAQ OMX PHLX The United States Bond Market NASDAQ

APPENDIX 5

PART I: ELIGIBLE DERIVATIVES MARKETS

1. NYSE Amex Equities
2. London International Financial Futures Exchange
3. New York Futures Exchange
4. New York Mercantile Exchange
5. New York Stock Exchange
6. Euronext Paris
7. Tokyo Stock Exchange
8. Tokyo International Financial Futures Exchange (TIFFE)
9. Toronto Futures Exchange
10. Toronto Stock Exchange

PART II: LIST OF SUB-CUSTODIANS

List of Sub-Custodians

MARKET	SUBCUSTODIAN
Argentina	Citibank N.A.
Australia	HSBC Bank Australia Limited
Austria	UniCredit Bank Austria AG
Bahrain	HSBC Bank Middle East Limited
Bangladesh	Standard Chartered Bank
Belgium	BNPParibas Belgium
Bermuda	HSBC Securities Services
Bosnia & Herzegovina	Hub through UniCredit Bank Austria
Botswana	Standard Chartered Bank Botswana Ltd
Brazil	BNP Paribas Securities Services
Bulgaria	UniCredit Bulbank AD
Canada	Royal Bank of Canada
Chile	Banco de Chile (Citibank N.A.)
China B Shares(Shanghai)	HSBC Bank (China) Company Limited
China B Shares(Shenzhen)	HSBC Bank (China) Company Limited
China A Shares	HSBC Bank (China) Company Limited
Colombia	Cititrust Colombia S.A.
Croatia	UniCredit Bank Austria AG
Cyprus	HSBC Bank plc
Czech Republic	UniCredit Bank Czech Republic and Slovakia, a.s
Denmark	Danske Bank A/S
Egypt	Citibank N.A. Egypt
Estonia	Swedbank
Finland	Nordea Bank AB (publ)
France	Deutsche Bank A.G.
Germany	Deutsche Bank A.G.

Ghana	Standard Chartered Bank Ghana Ltd.
Greece	HSBC Bank Plc Greece
Hong Kong	Standard Chartered Bank (Hong Kong) Limited
	Hong Kong Connect: Citibank, N.A., Hong Kong Branch
Hungary	UniCredit Bank Hungary Zrt.
Iceland(suspended market)	Islandsbanki hf
ICSD	Euroclear
India	The Hongkong and Shanghai Banking Corporation Limited
Indonesia	Standard Chartered Bank
Ireland	RBC Investor Services Trust
Israel	Citibank N.A. Tel Aviv Branch
Italy	BNP Paribas Securities Services
Japan	Citibank N.A., Tokyo Branch
Jordan	Standard Chartered Bank, Jordan Branch
Kazakhstan	JSC Citibank Kazakhstan
Kenya	Standard Chartered Bank Kenya
Kuwait	HSBC Bank Middle East Limited
Latvia	Swedbank AS
Lithuania	Swedbank AS
Luxembourg	Euroclear Bank
Malaysia	Standard Chartered Bank Malaysia Berhad
Mauritius	The Hongkong and Shanghai Banking Corporation Limited
Mexico	Citibanamex
Morocco	Société Générale Marocaine de Banques
Namibia	Standard Bank of South Africa
Nasdaq Dubai Ltd	HSBC Bank Middle East Limited
Netherlands	BNP Paribas Securities Services
New Zealand	The Hongkong and Shanghai Banking Corporation Limited
Nigeria	Citibank Nigeria Limited
Norway	DNB Bank ASA
Oman	HSBC Bank Oman S.A.O.G.
Pakistan	Deutsche Bank A.G.
Peru	Citibank del Perú S.A.
Philippines	Standard Chartered Bank
Poland	Bank Polska Kasa Opieki S.A.
Portugal	BNP Paribas Securities Services
Qatar	HSBC Bank Middle East Limited
Romania	BRD -Groupe Societe Generale
Russia	Societe Generale, Rosbank
Saudi Arabia	HSBC Saudi Arabia
Serbia	Hub through UniCredit Bank Austria AG
Singapore	DBS Bank Ltd
Slovak Republic	UniCredit Bank Czech Republic and Slovakia, a.s.
Slovenia	Hub through UniCredit Bank Austria AG
South Africa	Société Générale
South Korea	The Hong Kong and Shanghai Banking Corporation Limited
Spain	Banco Inversis S.A.
Sri Lanka	The Hongkong and Shanghai Banking Corporation Limited
Sweden	Skandinaviska Enskilda Banken AB (publ)
Switzerland	Credit Suisse AG
Taiwan	HSBC Bank (Taiwan) Limited
Thailand	Standard Chartered Bank (Thai) Plc
Tunisia	Societe Generale Securities Service UIB Tunisia
Turkey	Citibank A.S.
UAE -Abu Dhabi	HSBC Bank Middle East Limited
UAE -Dubai	HSBC Bank Middle East Limited
UK	RBC Investor Services Trust
Ukraine	PJSC Citibank
Uruguay	Banco Itaú Uruguay S.A.
USA	The Bank of New York Mellon
Vietnam	HSBC Bank (Vietnam) Ltd
Zambia	Standard Chartered Bank Zambia PLC

APPENDIX 6

Directory

The Company and Head Office

VT Greystone ICVC
Level 13 Broadgate Tower
20 Primrose Street
London
EC2A 2EW

Authorised Corporate Director, Administrator and Registrar

Valu-Trac Investment Management Limited
Mains of Orton
Orton
Moray
IV32 7QE

Investment Adviser

Foundation Investment Management Ltd
Foundation House
Scott Drive
Altrincham
Cheshire
WA15 8AB

Depository

NatWest Trustee and Depository Services Limited Drummond House, 2nd Floor
1 Redheughs Avenue
Edinburgh
EH12 9RH

The Auditor

Johnston Carmichael LLP
Commerce House
South Street
Elgin, IV30 1JE

APPENDIX 7

Historical Past Performance and Investor Profile

VT Greystone Balanced Managed Fund

This performance information is for Accumulation shares and is net of tax and charges (subscription and redemption fees) but does not include the effect of any preliminary charge that may be paid on the purchase of an investment. Please note that all performance information is at 31 December 2017. For more up-to-date performance information, please contact the ACD.

2013	2014	2015	2016	2017	Since Launch
11.54%	6.36%	3.71%	12.18%	13.51%	108.32%

NOTE: PAST PERFORMANCE SHOULD NOT BE TAKEN AS A GUIDE TO THE FUTURE. THE VALUE OF INVESTMENTS AND INCOME FROM THEM CAN GO DOWN AS WELL AS UP AND INVESTORS MAY NOT GET BACK THE AMOUNT ORIGINALLY INVESTED.

Profile of a typical investor

Each Sub-fund is suitable for investors seeking to invest for the long term who wish to gain access to a portfolio managed in accordance with a specific investment objective and policy. Investors will have a risk profile that aligns to the volatility of the Fund and accept that income and capital values will fluctuate and may fall as well as rise over a 5 year rolling term. The Share Classes currently available in each Sub-fund are set out in Appendix I. Each Sub-fund can be marketed to all types of eligible investor subject to the applicable legal and regulatory requirements in the relevant jurisdiction(s). Investors should read the risk warnings set out in this Prospectus before investing.

Target Market for MiFID II:

Type of clients: retail, professional clients and eligible counterparties (subject to the applicable legal and regulatory requirements in the relevant jurisdiction).

Clients' knowledge and experience: investors with at least basic knowledge and experience of funds which are to be managed in accordance with a specific investment objective and policy.

Clients' financial situation with a focus on ability to bear losses: Investors must be prepared to accept fluctuations in the value of capital including capital loss and accept the risks of investing in equity

markets, including having the ability to bear 100% capital loss.

Clients' risk tolerance and compatibility of risk/reward profile of the product with the target market: due to the volatility of markets and specific risks of investing in shares in a fund (including those set out in the risk warnings in this Prospectus), investors should have a high risk tolerance. They should be willing to accept price fluctuations in exchange for the opportunity of higher returns.

Clients' objectives and needs: investors should be seeking to invest for the medium to long term who wish to gain access to a portfolio managed in accordance with the specific investment objective and policy of the Sub-fund.

Clients' who should not invest: shares in the Company is deemed incompatible for investors which:

- are looking for full capital protection or full repayment of the amount invested and clients who want a guaranteed return (whether income or capital)
- are fully risk averse/have no risk tolerance
- need a fully guaranteed income of fully predictable return profile

Distribution channel: This product is eligible for all distribution channels (e.g. investment advice, portfolio management, non-advised sales and pure execution services)

VT Greystone Global Growth Fund

This performance information is for Accumulation shares and is net of tax and charges (subscription and redemption fees) but does not include the effect of any preliminary charge that may be paid on the purchase of an investment. Please note that all performance information is at 31 December 2017. For more up-to-date performance information, please contact the ACD.

2013	2014	2015	2016	2017	Since Launch
13.97%	10.39%	6.15%	21.31%	14.62%	197.63%

NOTE: PAST PERFORMANCE SHOULD NOT BE TAKEN AS A GUIDE TO THE FUTURE. THE VALUE OF INVESTMENTS AND INCOME FROM THEM CAN GO DOWN AS WELL AS UP AND INVESTORS MAY NOT GET BACK THE AMOUNT ORIGINALLY INVESTED.

Profile of a typical investor

Each Sub-fund is suitable for investors seeking to invest for the long term who wish to gain access to a portfolio managed in accordance with a specific investment objective and policy. Investors will have a risk profile that aligns to the volatility of the Fund and accept that income and capital values will fluctuate and may fall as well as rise over a 5 year rolling term. The Share Classes currently available in each Sub-fund are set out in Appendix I. Each Sub-fund can

be marketed to all types of eligible investor subject to the applicable legal and regulatory requirements in the relevant jurisdiction(s). Investors should read the risk warnings set out in this Prospectus before investing.

Target Market for MiFID II:

Type of clients: retail, professional clients and eligible counterparties (subject to the applicable legal and regulatory requirements in the relevant jurisdiction).

Clients' knowledge and experience: investors with at least basic knowledge and experience of funds which are to be managed in accordance with a specific investment objective and policy.

Clients' financial situation with a focus on ability to bear losses: Investors must be prepared to accept fluctuations in the value of capital including capital loss and accept the risks of investing in equity markets, including having the ability to bear 100% capital loss.

Clients' risk tolerance and compatibility of risk/reward profile of the product with the target market: due to the volatility of markets and specific risks of investing in shares in a fund (including those set out in the risk warnings in this Prospectus), investors should have a high risk tolerance. They should be willing to accept price fluctuations in exchange for the opportunity of higher returns.

Clients' objectives and needs: investors should be seeking to invest for the medium to long term who wish to gain access to a portfolio managed in accordance with the specific investment objective and policy of the Sub-fund.

Clients' who should not invest: shares in the Company is deemed incompatible for investors which:

- are looking for full capital protection or full repayment of the amount invested and clients who want a guaranteed return (whether income or capital)
- are fully risk averse/have no risk tolerance
- need a fully guaranteed income of fully predictable return profile

Distribution channel: This product is eligible for all distribution channels (e.g. investment advice, portfolio management, non-advised sales and pure execution services)

APPENDIX 8

List of Directors of the ACD

R Peter W Millar

Anne Laing

Martin Henderson

Douglas Halley

Michael Barron