

Please note that the YFS Charteris Premium Income Fund is no longer available for investment.

IMPORTANT: IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS PROSPECTUS YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER.

Yealand Fund Services Limited, the authorised corporate director of the Company, is the person responsible for the information contained in this Prospectus. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case) the information 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. Yealand Fund Services Limited accepts responsibility accordingly.

Prospectus

of

YFS Charteris UK UCITS ICVC

**(An open-ended investment company
incorporated with limited liability and
registered in England and Wales
under registered number IC001024)**

This document constitutes the Prospectus for **YFS Charteris UK UCITS ICVC** which has been prepared in accordance with the FCA Rules.

This Prospectus is dated and is valid as at 4 June 2026.

Copies of this Prospectus have been sent to the FCA and the Depositary.

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The Company and ACD Registered Office

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

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 THE COMPANY AND THE ACD CANNOT BE BOUND BY AN OUT OF DATE PROSPECTUS WHEN IT HAS ISSUED A NEW PROSPECTUS.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

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

This Prospectus is intended for distribution in the UK. 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.

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

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

This Prospectus has been prepared solely for and is being made available to investors for the purposes of evaluating an investment in Shares in the Funds. Investors should only consider investing in the Funds if they understand the risks involved including the risk of losing all capital invested – attention should be paid to the risk factors set out in respect of each Fund in Section 4 of this Prospectus. This Prospectus has been issued for the purpose of sections 21 and 238 of the Financial Services and Markets Act 2000 by Yealand Fund Services Limited.

This Prospectus is based on information, law and practice at the date thereof. The Company cannot be bound by an out of date prospectus when it has issued a new prospectus and investors should check with Yealand Fund Services Limited that this is the most recently published prospectus.

US Reporting

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

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

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

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

In addition, see the section headed ‘Taxation’ for further details about reporting requirements relating to withholding tax and compliance with US Foreign Account Tax Compliance Act (“**FATCA**”).

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1 INTERPRETATION

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

“ACD”	Yealand Fund Services Limited, the authorised corporate director holding office from time to time;
“Act”	the Financial Services and Markets Act 2000 as amended, restated, re-enacted or replaced from time to time;
“Administrator”	Yealand Fund Services Limited, or such other entity as is appointed to act as the administrator to the Company from time to time;
“Approved Bank”	(in relation to a bank account opened by the Company): (a) if the account is opened at a branch in the UK: (i) the Bank of England; or (ii) the central bank of a member state of the OECD; or (iii) a bank; or (iv) a building society; or (v) a bank which is supervised by the central bank or other banking regulator of a member state of the OECD; or (b) if the account is opened elsewhere: (i) a bank in (a); or (ii) a bank which is regulated in the Isle of Man or the Channel Islands; or (c) a bank supervised by the South African Reserve Bank; or (d) any other bank that: (i) is subject to regulation by a national banking regulator; (ii) is required to provide audited accounts; (iii) has minimum net assets of £5 million (or its equivalent in any other currency at the relevant time) and has a surplus revenue over expenditure for the last two financial years; and (iv) has an annual audit report which is not materially qualified.
“Approved Money Market Instrument”	an approved money market instrument which is normally dealt in on the money market, is liquid and has a value which can be accurately determined at any time;
“Auditor”	Moore Kingston Smith LLP, or such other entity as is appointed to the Company from time to time;

“Business Day”	Monday to Friday excluding public and bank holidays in the UK or any day on which the London Stock Exchange is not open for the normal duration of its trading hours;
“COLL”	refers to the appropriate chapter or rule in the Collective Investment Schemes Sourcebook which forms part of the FCA Rules;
“Company”	YFS Charteris UK UCITS ICVC;
“Conversion”	the conversion of shares in one class in a Fund to shares of another class in the same Fund and “Convert” shall be construed accordingly;
“Data Protection Laws”	(i) Regulation (EU) 2016/679 of the European Parliament and of the Council on the protection of natural persons with regard to the processing of personal data and on the free movement of such data as it applies in the UK from time to time including as retained, amended, extended, re-enacted or otherwise given effect on or after 11pm on 31 December 2020; (ii) the Data Protection Act 2018 as may be amended from time to time; (iii) the Keeling Schedule and any code, regulation or guidance relating to (i) and/or (ii) as it applies in the UK from time to time;
“Dealing Day”	Monday to Friday (except for a bank holiday in England and Wales and any other days declared by the ACD to be a non-Dealing Day);
“Depositary”	NatWest Trustee & Depositary Services Limited, or such other entity appointed from time to time by the Company or otherwise as depositary;
“EEA”	the European Economic Area;
“EEA State”	a member state of European Union and any other state which is within the EEA;
“Eligible Institution”	one of certain eligible institutions as defined in the FCA Glossary;
“EUWA”	as defined in the FCA Glossary;
“FCA”	the Financial Conduct Authority, 12 Endeavour Square, London E20 1JN or any successor regulator from time to time;
“FCA Glossary”	the glossary giving the meanings of defined expressions used in the FCA Handbook, as amended from time to time;
“FCA Rules”	the FCA Handbook of Rules and Guidance, as amended from time to time;
“Fund” or “Funds”	a sub-fund of the Company (being part of the property of the Company which is pooled separately) to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with the investment objective and policy applicable to such sub-fund;
“Instrument”	the instrument of incorporation constituting the Company, as amended from time to time;
“Investment Manager”	Charteris Treasury Portfolio Managers Limited, the investment manager to the ACD in respect of the Company;

“ISA”	an Individual Savings Account under The Individual Savings Account Regulations 1998 (as amended);
“KIID”	the Key Investor Information Document prepared in accordance with COLL;
“Net Asset Value”	the value of the scheme property of the Company (or of any Fund as the context requires) less the liabilities of the Company (or of the Fund concerned) as calculated in accordance with the Instrument;
“OECD”	the Organisation for Economic Co-operation and Development;
“OEIC Regulations”	Open-Ended Investment Companies Regulations 2001, as amended or replaced from time to time;
“Office Hours”	from 9am to 5pm on any Business Day;
“Recognised Scheme”	a collective investment scheme recognised for the purposes of sections 264, 270 or 272 of the Act;
“Register”	the register of Shareholders of the Company;
“Registrar”	Yealand Fund Services Limited, or such other person appointed from time to time to be the Registrar to the Company;
“Regulations”	the OEIC Regulations and the FCA Rules (including the COLL Sourcebook and the FUND Sourcebook);
“Scheme Property”	the scheme property of the Company or Fund (as the context requires) required under the FCA Rules to be given for safekeeping to the Depositary;
“Sterling”	pounds sterling of the UK;
“Switch”	where permissible, the exchange of shares of one Fund for shares of another Fund and “Switching” shall be construed accordingly;
“Transfer Agent”	Yealand Fund Services Limited, or such other person appointed from time to time to be the Transfer Agent to the Company;
“UCITS”	an Undertaking for Collective Investment in Transferable Securities scheme or an EEA Undertaking for Collective Investment in Transferable Securities scheme;
“UK”	the United Kingdom of Great Britain and Northern Ireland;
“UK UCITS”	an Undertaking for Collective Investment in Transferable Securities scheme which may consist of several sub-funds as defined the FCA Glossary;
“VAT”	UK value added tax.

2 CONSTITUTION AND REGULATORY STATUS

General

The Company is an investment company with variable capital incorporated in England and Wales under the OEIC Regulations. It is a UK UCITS for the purposes of the FCA Rules and an umbrella company for the purposes of the OEIC Regulations.

The Company is registered with the FCA with registered number IC001024. The FCA's product reference number ("PRN") for the Company is 658924. ***The PRN for each Fund is set out at section 3 below.***

The head office of the Company is at Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ. This is also the address for the service on the Company of notices or other documents required or authorised to be served on it.

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

The Company was authorised by an order made by the FCA on 7 January 2015. The operation of the Company is governed by the Regulations, the Instrument and this Prospectus. The Company has unlimited duration. All communications in relation to this Prospectus shall be in English.

Structure of the Company

The Company is structured as an umbrella company under which different Funds may be established from time to time by the ACD with the approval of the FCA and the agreement of the Depository. On the introduction of any new Fund or share class of a Fund, a revised prospectus will be prepared setting out the relevant details of each Fund. Please note that approval by the FCA in this context refers only to approval under the OEIC Regulations and does not in any way indicate or suggest endorsement or approval of the Funds as an investment.

The Company currently has five Funds being: **YFS Charteris Global Macro Fund, YFS Charteris Premium Income Fund¹, YFS Charteris Gold and Precious Metals Fund, YFS Charteris Property Fund and YFS Charteris Strategic Bond Fund.**

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

The assets of each Fund will be treated as separate from those of every other Fund and will be invested in accordance with the investment objective and investment policy applicable to that Fund. Investment of the assets of each Fund must comply with COLL and the investment and objective of the relevant Fund. ***Details of the Funds, including their investment objectives and policies are set out in Section 3 below.***

Each Fund has a specific portfolio to which that Fund's assets and liabilities are attributable. So far as the shareholders are concerned, each Fund is treated as separate entity.

The Funds are segregated portfolios of assets, and, accordingly, the assets of a Fund belong exclusively to that Fund, and shall not be used or made available to discharge (directly or

¹ Please note that this sub-fund is no longer available for investment.

indirectly) the liabilities of, or claims against, any other person or body, including the Company or any other Fund, and shall not be available for any such purpose.

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

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

3 INVESTMENT OBJECTIVES, POLICIES AND OTHER DETAILS OF THE FUNDS

A detailed statement of the general investment and borrowing restrictions and the extent to which the Company may invest are set out in Schedule 1.

Each of the Funds may invest in derivative instruments and forward transactions as explained further below under the “Investment Policy” section for each of the Funds below and in Schedule 1.

The eligible securities markets and eligible derivatives markets on which the Funds may invest are set out in Schedule 2.

YFS Charteris Global Macro Fund

PRN: 664016

Investment Objective

The investment objective of the Fund is to aim to deliver capital growth over the longer term whilst looking to mitigate downside risks.

Investment Policy

It is expected that the manager will mainly seek exposure to equities across global investment markets along with lesser exposure to ETFs and investment trusts. As a defensive measure, the manager may at any time invest up to 100% of the portfolio in short dated government debt of the world’s major economies.

The Fund may also invest, at the ACD’s discretion, in transferable securities, structured products, money market instruments, cash and near cash, and deposits. Use may also be made of borrowing, cash holdings, derivatives for hedging and other efficient portfolio management techniques permitted in the COLL.

Investors should note that while the investment objective of the Fund is to achieve long term capital growth there may be situations in which an income return is also achieved.

Investors' attention is drawn to the detailed risk warnings in this Prospectus.

The Fund will be managed in a manner that maintains eligibility for ISAs.

No Benchmark

The Fund is not managed to a benchmark and due to its specialist theme, there is no suitable comparator. Investors can assess performance of the Fund using Bank of England 1 Year Fixed Rate Bond IUMWTF A.

Typical investor profile

YFS Charteris Global Macro Fund is suitable for retail or institutional investors with an investment horizon of at least five years, primarily wishing to achieve capital growth through investment orientated towards equities across global markets in order to achieve a higher rate of return over the medium to longer term.

Date of launch

2 February 2015

YFS Charteris Premium Income Fund²

PRN: 664017

Investment Objective

The investment objective of the Fund is to provide a combination of income and capital growth with a particular emphasis on income.

Investment Policy

The Fund intends to invest in a portfolio of transferable securities, derivatives, cash and near cash deposits and money market instruments.

The Fund will primarily invest in UK blue chip equities. The portfolio will be actively managed and normally remain fully invested save for such operational liquidity as is required from time to time. The Investment Manager has absolute discretion to weight the portfolio towards any investment type or sector, including cash, at any time provided such investment is compatible with the investment objective and policy of the Fund as a whole and subject to the Regulations at the time.

The use of derivatives and/or hedging transactions is permitted in connection with the efficient portfolio management of the Fund, and borrowing will be permitted in accordance with COLL. The Fund may, in addition to its other investment powers, use derivatives and forward transactions for investment purposes. In particular, derivatives transactions, including options, may be written in respect of the underlying investments of the Fund on a fully covered basis. It is not intended that the use of derivatives in this way will increase the risk profile of the Fund, but in fact may tend to decrease risk in the portfolio.

Investors' attention is drawn to the detailed risk warnings in this Prospectus.

The Fund will be managed in a manner that maintains eligibility for ISAs.

² Please note that this sub-fund is no longer available for investment

No Benchmark

The Fund is not managed to a benchmark and due to its specialist theme, there is no suitable comparator. Investors can assess performance of the Fund using Bank of England 1 Year Fixed Rate Bond IUMWTFA.

Typical investor profile

YFS Charteris Premium Income Fund³ is suitable for retail or institutional investors with an investment horizon of at least five years, wishing to achieve capital growth and income through investment in a portfolio of primarily UK blue chip equities, combined with a covered call option strategy, to attempt to achieve an enhanced dividend yield.

Date of launch

1 March 2018

YFS Charteris Gold and Precious Metals Fund

PRN: 768003

Investment Objective

The primary investment objective of the Fund is to achieve capital growth.

Investment Policy

The Fund will utilise a diversified portfolio of transferable securities consisting primarily of equities whose core business is involved in the mining, refining, production and marketing of gold and/or precious metals. It may also invest in Exchange Traded Certificates, collective investment schemes (including Exchange Traded Funds), warrants, cash or near cash, deposits and money market instruments.⁷

The Fund will primarily consist of instruments with direct underlying gold and/or precious metals exposure and shares in companies worldwide whose core business is involved in the mining, refining, production and marketing of gold and/or precious metals. Investment may be undertaken indirectly in other commodities, and minerals.

Subject to the requirements of the Regulations, the portfolio will normally remain fully invested. There will, however, be no restrictions on the underlying content of the investments held, in terms of investment type, geographical or economic sector, other than those imposed by the Regulations, meaning that the Investment Manager has the absolute discretion to weight the portfolio towards any investment type or sector at any time. However, not more than 10% of the value of the Fund shall consist of units and/or shares in collective investment schemes.

Investors' attention is drawn to the detailed risk warnings in this Prospectus.

The Fund will be managed in a manner that maintains eligibility for ISAs.

No Benchmark

³ Please note that this sub-fund is no longer available for investment

The Fund is not managed to a benchmark and due to its specialist theme, there is no suitable comparator. Investors can assess performance of the Fund using Bank of England 1 Year Fixed Rate Bond IUMWTFA.

Typical investor profile

YFS Charteris Gold and Precious Metals Fund is suitable for retail or institutional investors with an investment horizon of at least five years, wishing to achieve capital growth through an investment in shares and instruments with direct underlying gold and/or precious metals exposure.

Date of launch

31 March 2017

YFS Charteris Property Fund (not yet launched)

PRN: 768004

Investment Objective

The investment objective of the Fund is to provide long-term income and capital growth.

Investment Policy

The assets will be invested in a diversified portfolio of property related investments including, in accordance with the provisions of COLL, listed securities and REITS.

The Fund may also hold fixed interest securities, cash and money market instruments. Investments will not be confined to any particular economic or geographic sectors. The Fund will not hold either physical commodities or immovable property.

Investors' attention is drawn to the detailed risk warnings in this Prospectus.

The Fund will be managed in a manner that maintains eligibility for ISAs.

No Benchmark

The Fund will not be managed to a benchmark.

Typical investor profile

YFS Charteris Property Fund is suitable for retail or institutional investors with an investment horizon of at least five years, wishing to achieve long-term income and capital growth from a diversified portfolio of property related shares and instruments.

Date of launch

To be launched

YFS Charteris Strategic Bond Fund

PRN: 789578

Investment Objective

The investment objective of the Fund is to provide an income yield and to attempt to preserve capital.

Investment Policy

The assets will be primarily invested directly through a mix of government bonds and floating rate notes and, secondarily, in blue chip equities. Money market instruments, corporate and convertible bonds and cash deposits may also be held from time to time, however the Fund will have a concentrated portfolio.

Hedging and derivative transactions are permitted in connection with the efficient portfolio management of the Fund and borrowing will be permitted in accordance with the Regulations. It is not intended that the use of derivatives in this way will increase the risk profile of the Fund.

Investors' attention is drawn to the detailed risk warnings in this Prospectus.

The Fund will be managed in a manner that maintains eligibility for ISAs.

No Benchmark

The Fund is not managed to a benchmark and due to its specialist theme, there is no suitable comparator. Investors can assess performance of the Fund using Bank of England 1 Year Fixed Rate Bond IUMWTF A.

Typical investor profile

YFS Charteris Strategic Bond Fund is suitable for retail or institutional investors with an investment horizon of at least five years, wishing to achieve income primarily through investment in a balance of government bonds, floating rate notes and high yielding blue chip equities in order to attempt to preserve capital and earn income over the medium to longer term.

Date of launch

20 September 2017

4 RISK FACTORS

Potential investors should consider the below risk factors before investing in the Company (or, in case of a specific risk applying to specific Funds, in those Funds). This list must not be taken to be comprehensive as there may be new risks that arise in the future which could not have been anticipated in advance. The risk factors listed will apply to different Funds to different degrees, and for a given Fund this degree could increase or reduce through time.

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

- (a) Past performance is not a guide to future performance. There is no certainty that the investment objective of any Fund will actually be achieved and no warranty or representation is given to this effect. The value of shares is not guaranteed and the income

from them may fall as well as rise. You may get back less than you originally invested. What you get back may depend on:

- (i) investment performance, which is not guaranteed;
 - (ii) how much you have invested and whether you have previously taken any money out;
 - (iii) the effect of a preliminary charge. If you sell your investment after a short period you may not get back what you originally invested, even if the price of your investment has not fallen.
 - (iv) the effect of a redemption charge. Where a redemption charge is payable, investors should note that the percentage rate at which any redemption charge is calculated is based on the market value rather than the initial value of shares. If the market value of shares has increase, the redemption charge will show a corresponding increase.
- (b) In certain circumstances, for the purposes of efficient portfolio management, including hedging, (as explained under the heading “**Efficient Portfolio Management**” below) the Funds may enter into certain derivatives transactions, including, without limitation, forward transactions, futures and options. The value of these investments may fluctuate significantly. By holding these types of investments there is a risk of capital depreciation in relation to certain Fund assets. There is also the potential for capital appreciation of such assets.

Where the Investment Manager invests in derivatives and forward transactions in the pursuit of a Fund’s objectives, the Net Asset Value of that Fund may at times be volatile (in the absence of compensating investment techniques). It is not intended that the use of derivatives for investment purposes will cause the Net Asset Value of the relevant Fund to have high volatility or otherwise cause its existing risk profile to change;

- (c) Exemptions, thresholds, regimes and rates of tax, as summarised in this Prospectus, may change in future tax years. See the section headed ‘Taxation’ for further details about taxation of the Company;
- (d) Investments in emerging markets may be more volatile than investments in more developed markets. Some of these markets may have relatively unstable governments, economies based on only a few industries and securities markets that trade only a limited number of securities. Many emerging markets do not have well developed regulatory systems and disclosure standards may be less stringent than those of developed markets;
- (e) A Fund may invest in other currencies. As a result, changes in the rates of exchange between currencies may cause the value of the shares to go up or down. Accordingly, investors may not receive back the amount invested;
- (f) A Fund may invest in other collective investment schemes and as such a Fund will bear its portion of the expenses of the other collective investment scheme, including management, performance and/or other fees. These fees will be in addition to the management fees and other expenses which a Fund bears directly with its own operations;
- (g) There is also a valuation risk to a Fund from investing in other collective investment schemes;

- (h) Where assets are held in custody, there may be a risk of loss resulting from the insolvency, negligence or fraudulent action of the custodian or sub-custodian;
- (i) Fixed interest securities (bonds) including convertible bonds are particularly affected by trends in interest rates and inflation. If interest rates go up, the value of the capital may fall, and vice versa. Inflation will also decrease the real value of capital. The value of a fixed interest security will fall in the event of a default or reduced credit rating of the issuer. Generally, the higher, the rate of interest, the higher the perceived credit risk of the issuer;
- (j) Certain investment transactions may result in the payment of stamp duty reserve tax (“SDRT”) by the Funds, such payment may result in a diminution in value of the shares. Alternatively SDRT may be recovered by a charge levied in addition to the price of the shares when issued or deducted from the proceeds when the shares are sold.
- (k) Investors are reminded that in certain circumstances their right to redeem shares (including redemption by way of switching) may be suspended (as explained on page 27);
- (l) Whilst equity investments carry potential for attractive returns over the longer term, the volatility of these returns can also be relatively high;
- (m) Inflation may affect the real value of shareholder’s savings and investments, which may reduce the buying power of the money a shareholder has saved and their investments;
- (n) 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;
- (o) The Funds may also invest in “options”. There are many different types of options with different characteristics, subject to the following conditions:
 - (i) Buying options generally involves less risk than selling options because, if the price of the asset underlying the option moves against the Funds, the Funds can simply allow the option to lapse. The maximum loss is limited to the premium paid for the option, plus any commission or other transaction charges. However, if the Funds buy a “call” option on a futures transaction, and the Funds later exercise that option, the Funds will acquire the future. This will expose the Funds to the risks described at (b) above;
 - (ii) Certain London Stock Exchange member firms write a particular type of option under special exchange rules called a “traditional option”. These may involve a greater risk than other options. Two-way prices are not usually quoted and there is no secondary exchange market on which to close-out an open position or to effect an equal and opposite transaction to reverse an open position. It may be difficult to assess the value of such an option, or for the seller of the option to manage its exposure to risk;
 - (iii) Certain options markets operate on a margined basis under which buyers do not pay the full premium on the option at the time they purchase it. In this situation, the Funds may subsequently be called upon to pay margin on the option up to the level of the full premium. If the Funds fails to do so as required, the position may be closed or liquidated in the same way as a futures position;

- (p) The Company’s investments may be subject to liquidity constraints, which means that the investments may trade infrequently and in small volumes, or that a particular instrument is difficult to buy or sell. Normally liquid investments may also be subject to periods of disruption in difficult market conditions. As a result, changes in the value of investments may be unpredictable and, in certain circumstances, it may be difficult to deal an investment at the latest market price quoted or at a value considered by the ACD to be fair;
- (q) An average OEIC sub-fund will invest in 80 to 150 different companies. The Funds will typically hold more concentrated portfolios than the average OEIC sub-fund. Whilst increasing the potential reward, the nature of these funds can increase risk. As such, the returns may be more volatile and will be impacted more by fluctuations in the value of underlying stock;
- (r) Funds investing in smaller companies invest in transferable securities which may be less liquid than the securities of larger companies, as a result of inadequate trading volume or restrictions on trading. Securities in smaller companies may possess greater potential for capital appreciation, but also involve risks, such as limited product lines, markets and financial or managerial resources and trading in such securities may be subject to more abrupt price movements than trading in the securities of larger companies;
- (s) Where Funds invest in technology stocks, their potential volatility may increase the risk to the value of these investments in which above average price movements can be expected. Technology and technology-related industries may also be subject to greater government regulation than many other industries. Accordingly, changes in government policies and the need for regulatory approvals may have a materially adverse effect on these industries. Additionally, these companies may be subject to risks of developing technologies, competitive pressures and the risk of obsolescence caused by other scientific advances. Many companies in the technology sector are smaller companies and are therefore also subject to the risks attendant on investing in such companies set out above.

Efficient Portfolio Management

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

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

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

management process. The counterparties of these transactions will be highly rated financial institutions specialising in these types of transactions and approved by the Investment Manager.

Derivatives and volatility

Where the Investment Manager invests in derivatives and forward transactions in the pursuit of a Fund's objectives, the Net Asset Value of that Fund may at times be volatile (in the absence of compensating investment techniques). It is not intended that the use of derivatives for the purposes of investment will cause the Net Asset Value of the relevant Fund to have high volatility or otherwise cause its existing risk profile to change.

Counterparty Risk in OTC Markets

The Company may enter into transactions in over-the-counter markets, which will expose the Company to the credit of its counterparties and their ability to satisfy the terms of such contracts. For example, the Company may enter into agreements or use other derivative techniques, each of which expose the Company to the risk that the counterparty may default on its obligations to perform under the relevant contract. In the event of a bankruptcy or insolvency of a counterparty, the Company could experience delays in liquidating the position and significant losses, including declines in the value of its investment during the period in which the Company seeks to enforce its rights, inability to realise any gains on its investment during such period and fees and expenses incurred in enforcing its rights. There is also a possibility that the above agreements and derivative techniques are terminated due, for instance, to bankruptcy, supervening illegality or change in the tax or accounting laws relative to those at the time the agreement was originated. In such circumstances, investors may be unable to cover any losses incurred.

Global pandemics

Global pandemics have the potential to cause major disruption to economies and markets around the world. In the event of a global pandemic, financial markets may experience extreme volatility and severe losses, and trading in certain instruments may be disrupted. Such circumstances may continue for an extended period of time and have an adverse impact on the value and liquidity of equities and securities in which the Fund invests. The ultimate economic fallout and long-term impact of a global pandemic may not be known for some time after the pandemic has arisen. Similarly, government and central bank measures may be taken to support economies and financial markets, however, the impact and effectiveness of these may not be known for some time after they are implemented.

Natural or environmental disasters

Natural or environmental disasters, (such as earthquakes, fires, floods, hurricanes, tsunamis, and other severe weather-related phenomena) may be highly disruptive to economies and markets, adversely impacting individual companies, sectors, industries, markets, currencies, interest and inflation rates, credit ratings and investor sentiment, which can have an adverse effect on the value of a Fund's investments and the ability to pay out dividends. Conditions that are prevalent in one country, market, or region are increasingly likely to adversely affect the markets, issuers, and/or foreign exchange rates in another country. Natural or environmental disasters could prevent a Fund from executing investment decisions in a timely manner and could negatively impact a Fund's ability to achieve its investment objective. This could have a significant adverse impact on the value and the risk profile of a Fund.

Typical Investor

The Funds may be suitable for investors who see collective investment schemes as a convenient way of participating in investment markets and seek to achieve defined investment objectives.

Investors must be able to accept some risk to their capital. If you are uncertain whether these products are suitable for you, please contact a financial adviser.

The typical investor profile for each Fund is set out in Section 3 above.

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

5 THE AUTHORISED CORPORATE DIRECTOR

The authorised corporate director of the Company is Yealand Fund Services Limited. The ACD is a private company limited by shares, incorporated in England and Wales on 3 June 2009 under the Companies Act 1985-1989 (as amended). The registered office and head office of the ACD is at Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ and this is the address at which notices or other documents may be served on the Company. The ACD has an issued share capital of £120,000 ordinary shares of £1 each, fully paid.

The ACD is authorised and regulated by the FCA.

The ACD also acts as the authorised corporate director to the following collective investment schemes authorised in the UK

Acorn Growth Fund	YFS Hathaway Fund
AETOS Fund	YFS Hawksbill European Fund
Bedin 1 Fund	YFS Intelligent Wealth Investment Funds ICVC
Benton Investment Fund	YFS JM Finn Portfolios
Blainways Fund	YFS Kernow Investment Funds ICVC
Bonameser Fund	YFS Knox Investment Funds ICVC
Countess Fund	YFS One Newgate Investment Funds
Electric & General Investment Fund	YFS Saranac Fund Management Umbrella
Ellesmere Fund	YFS Sterling Select Companies Fund
First Ilona Balanced Fund	YFS Vermeer Partners Portfolio Funds
First Ilona Cautious Fund	YFS Whitman OEIC
First Ilona Growth and Income Fund	
First Ilona Growth Fund	
Freesia Fund	
HavenRock Fund	
Juno Fund	
La Scala Fund	
Lorimer Trust	
Marley Investment Fund	
Merrijig Fund	
MFH Investment Funds	
Moray Place Investment Company	
Percy Street Long Term Equity Fund	
Rosetta Investment Funds ICVC	
Sandalwood Umbrella Fund	
Silvis Fund	
Spectra 2 Investment Funds (NURS)	
Spectra Investment Funds (UCITS)	
Stella Globally Managed Fund	
Stella Globally Managed Fund	
The Aspen Fund	
The Broadreach Fund	
The Edenbeg Fund	
The First Ilona Open-Ended Investment Company	
The Gordon Fund	
The Independence Trust	

The Journey Investment Funds Umbrella
The Lowesby Investment Umbrella Fund
The Lundy Fund
The Marten Fund
The Phase Investment Fund
The Shakespeare Head Fund
The Spud Fund
The Walnut Fund
The Welldry Fund
The Wyke Fund
The YFS Collidr Multi-Asset Fund
The YFS Quercus Unit Trust
YFS Argonaut Funds
YFS Balanced Return Fund
YFS Charteris UK UCITS ICVC
YFS Chawton Investment Funds
YFS Golden Leaves Global Balanced Unit Trust
YFS Golden Leaves International Unit Trust

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

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

The directors of the ACD are:

Christopher Finch
Alison Talbot
Aoife McCarthy
Alastair Hay
Sian Hill
Rob Leedham
Samuel Jackson
Lyndsay Cartwright

The following directors have significant business activities not connected with the business of the ACD.

Aoife McCarthy is also a Director of Applerigg Limited, the ultimate parent company of Yealand Fund Services Limited. Christopher Finch is also a Director of Host Capital Limited.

The ACD provides its services to the Company under the terms of a service agreement (the “**ACD Agreement**”). The ACD Agreement provides that the appointment may be terminated:

- a) upon the winding-up of the Company
- b) subject to an initial term of three years, by either party giving the other, not less than six months notice in writing to expire on an accounting date or interim accounting date of the Company;
- c) by either party giving notice in writing to the other:

- (i) if the other party is in material breach of this Agreement and such breach, if capable of remedy, has not been remedied by the party in breach within thirty days of being notified in writing of that breach;
 - (ii) if the other party goes into liquidation, whether voluntary or compulsory, has a receiver or administrative receiver appointed of all or any of its assets or ceases or threatens to cease to carry on business unless such cessation is part of a re-organisation on terms previously agreed in writing by other party;
- d) upon the removal of the ACD by an ordinary resolution of the Company; or
 - e) by the ACD voluntarily by notice in writing to the Company, such notice not taking effect until the appointment of a successor as authorised corporate director.

Following termination of this Agreement in whole or in part, other than under Clause 5(a), the Company shall reimburse the ACD an amount as is agreed by both parties to this Agreement to be reasonable having regard to the additional expense incurred by the ACD in arranging for the transfer of the administration of the Company together with all books, records and other data as directed by the Company.

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

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

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

Investment Management – the management of the investments held by the Funds from time-to-time has been delegated to the Investment Manager (being Charteris Treasury Portfolio Managers Limited).

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

ACD's Remuneration Policy

The FCA's remuneration requirements have been implemented primarily to ensure that relevant members of staff are not incentivised, by way of their remuneration package, to take excessive risks when managing funds.

The ACD has established the remuneration policy in accordance with the UCITS Remuneration Code as set out in SYSC 19E in the FCA Rules (the "**Remuneration Policy**").

The Remuneration Policy is designed to ensure that the ACD's remuneration practices, for those staff caught by the applicable rules:

- are consistent with, and promote, sound and effective risk management;
- do not encourage risk taking and are consistent with the risk profile of the Funds;

- do not impair the ACD's compliance with its duty to act in the best interest of the Funds; and
- include fixed and variable components of remuneration including salaries and discretionary pension benefits.

When applying the Remuneration Policy, the ACD will comply with the applicable rules in a manner that is appropriate taking into account the size, internal organisation and the nature, scope and complexity of the ACD's activities.

The Remuneration Policy must be in line with the business strategy, objectives, values and interests of:

- the ACD;
- the Funds it manages; and
- the investors,

and must include measures to avoid conflicts of interest.

Up-to-date details of a description of how remuneration and benefits are calculated and the identities of the persons responsible for awarding the remuneration and benefits including the composition of the remuneration committee, where such committee exists, will be available on the ACD's website www.yealand.com. A paper copy of the information provided on this website is available free of charge following a request to the ACD.

Details of the fees payable to the ACD are set out in Section 20 below.

Conflicts of interest

The ACD, the Investment Manager and other companies within Investment Manager's group may, from time to time, act as investment managers or advisers to other funds or sub-funds which follow similar investment objectives to those of the Company. It is therefore possible that the ACD and/or the Investment Manager may in the course of their business have potential conflicts of interest with the Company or that a conflict exists between the Company and other funds managed by the ACD. Each of the ACD and the Investment Manager will, however, have regard in such event to its obligations under the ACD Agreement and the Portfolio Management 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 Manager will ensure that the Company and other collective investment schemes it manages 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 ACD has written policies and procedures in place to monitor and prevent or manage conflicts of interest in the context of delegations of certain of its functions. To the extent any actual conflicts of interest are determined to have arisen, the ACD will effectively prevent or manage such conflicts to minimise any potential detrimental impact on the Funds and will take steps to prevent such conflicts from reoccurring. 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, as a last resort, if the conflict cannot be avoided, disclose these to shareholders in 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 request.

6 THE INVESTMENT MANAGER

The ACD has appointed Charteris Treasury Portfolio Managers Limited (the “**Investment Manager**”) as the investment manager in relation to the Funds. The Investment Manager is authorised and regulated by the FCA. The Investment Manager's principal activity is the provision of investment management services.

Under the terms of an agreement between the Investment Manager and the ACD (the “**Portfolio Management Agreement**”), the Investment Manager has the authority of the ACD to make decisions on behalf of the ACD in respect of the investments of the Funds, subject always to the provisions of the Instrument, the Prospectus, the Regulations, and the investment objectives and policies of the Funds. The Investment Manager is also authorised to deal on behalf of the Funds. Subject to instances where the agreement may be terminated with immediate effect in the interests of the shareholders, the Portfolio Management Agreement shall continue for a minimum period of thirty six months from the effective date of the agreement and may be terminated by either party giving the other no less than 6 months' notice following the minimum period.

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

The principal activity of the Investment Manager is the provision of portfolio management services. Any third party research received in connection with investment management services that the Investment Manager provides to the Funds will be paid for by the Investment Manager out of the fee it receives for its discretionary investment management services from the ACD.

Details of the fees payable to the Investment Manager are set out in Section 20 below.

7 THE DEPOSITARY

Introduction and key duties

NatWest Trustee & Depositary Services Limited (the “**Depositary**”) has been appointed as depositary of the assets of the Funds and the assets of the Funds have been entrusted to the Depositary for safekeeping.

The appointment of the Depositary has been made under an agreement between the Funds, the ACD and the Depositary dated 12 May 2025, as may be amended, restated or supplemented from time to time (the “**Depositary Agreement**”).

The key duties of the Depositary consist of:

- a) cash monitoring and verifying each Fund's cash flows;
- b) safekeeping of the Scheme Property of each Fund;

- c) ensuring that the sale, issue, re-purchase, redemption, cancellation and valuation of shares are carried out in accordance with the Instrument constituting the Company, this Prospectus, and applicable law, rules and regulations;
- d) ensuring that in transactions involving the Scheme Property of a Fund that any consideration is remitted to the relevant Fund within the usual time limits;
- e) ensuring that each Fund's income is applied in accordance with Instrument constituting the Company, this Prospectus, applicable law, rules and regulations; and
- f) carrying out instructions from the ACD unless they conflict with the Instrument, this Prospectus, or applicable law, rules and regulations.

Information about the Depositary

NatWest Trustee & Depositary Services Limited is a private company limited by shares incorporated in the UK (company number 11194605) with its registered office located at 250 Bishopgate, London, EC2M 4AA. NatWest Trustee & Depositary Services Limited is authorised by the FCA.

Liability of the Depositary

As a general rule the Depositary is liable for any losses suffered as a result of the Depositary's, its agent's or sub-custodian's negligence, intentional failure or fraud in fulfilling its obligations except that it will not be liable for any loss where:

- the event which has led to the loss is not the result of any act or omission of the Depositary or a third party to whom the Depositary has delegated its safekeeping function;
- the Depositary could not have reasonably prevented the occurrence of the event which led to the loss despite adopting all precautions incumbent on a diligent depositary as reflected in common industry practice; and
- despite rigorous and comprehensive due diligence, the Depositary could not have prevented the loss.

However, in the case of loss of a financial instrument by the Depositary, or by a third party, the Depositary is under an obligation to return a financial instrument of identical type or corresponding amount without undue delay unless it can prove that the loss arose as a result of an external event beyond the Depositary's reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

Delegation of safekeeping function

Under the terms of the Depositary Agreement the Depositary has the power to delegate its safekeeping functions.

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

As at the date of this Prospectus, the Depositary has entered into written agreements delegating the performance of its safekeeping function in respect of certain assets of Funds to the delegates and sub-delegates set out in Schedule 4 hereto.

Conflicts of interest

From time to time conflicts may arise from the appointment by the Depositary of any of its delegates out of which may arise a conflict of interest with the Funds. All delegates of the Depositary are required to manage any such conflict having regard to the FCA Rules and their duties to the Depositary and the ACD.

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

- The Depositary has properly identified any such potential conflicts of interest;
- The Depositary has functionally and hierarchically separated the performance of its depositary tasks from its other potentially conflicting tasks; and
- The potential conflicts of interest are properly managed, monitored and disclosed to the investors of the Funds.

Terms of the Depositary Agreement

The appointment of the Depositary has been made under an agreement between the Funds, the ACD and the Depositary (the “**Depositary Agreement**”).

The Depositary Agreement shall continue for a minimum period of 36 months from the effective date of the agreement. After the initial period the Depositary Agreement may be terminated by not less than 3 months’ written notice provided that no such notice shall take effect until the appointment of a successor to the Depositary.

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

The Depositary is entitled to receive remuneration out of the Scheme Property for its services, as explained in the “The Fees, Charges and Expenses of the Depositary” in Section 21 below.

Shareholders may request an up-to-date statement regarding any of the information set out above from the ACD.

8 AUDITOR

The Auditor of the Company is Moore Kingston Smith LLP, whose address is 6th Floor, 9 Appold Street, London, EC2A 2AP. and they are responsible for auditing the annual accounts of the Company and expressing an opinion on certain matters relating to the Company in the annual report including whether its accounts have been prepared in accordance with applicable accounting standards, the Regulations and the Instrument.

9 REGISTRAR ADMINISTRATOR AND TRANSFER AGENT

The administrator of the Company is Yealand Fund Services Limited with its head office at Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ.

Yealand Fund Services Limited acts as Registrar. The Register is kept at the ACD’s offices at Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ.

The Register is maintained by the Transfer Agent. The Register including the ISA plan register, where applicable, (being a record of persons who subscribe for shares through Individual Savings Accounts (“ISAs”)) will be available for inspection by shareholders (or shareholder’s duly authorised agent) on any Business Day during normal Office Hours at the office of the Transfer Agent at Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ.

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

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

10 SHARES IN THE COMPANY

The Instrument permits income and accumulation shares to be issued by the Company under such designation as the ACD may decide and as set out in this Prospectus.

Income shares	Holders of income Shares are entitled to be paid the distributable income attributed to such Shares on the relevant interim and annual allocation dates as summarised on page 32 under the heading “ Distribution and Accumulation ”.
Accumulation shares	Holders of accumulation Shares are not entitled to be paid the income attributed to such Shares, but that income is automatically transferred to (and retained as part of) the capital assets of the relevant Fund on the relevant interim and/or annual accounting dates. This is reflected in the price of an accumulation Share.

Shares will be issued in larger and smaller denominations. There are 10,000 smaller denomination Shares to each larger denomination Share. Smaller denomination Shares represent what, in other terms, might be called fractions of a larger denomination Share and have proportionate rights.

Shares have no par value and, within each class in each Fund subject to their denomination, are entitled to participate equally in the profits arising in respect of, and in the proceeds of, the liquidation of the Company or termination of a relevant Fund. Shares do not carry preferential or pre-emptive rights to acquire further shares.

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

The following classes of share are currently available in the Funds:

- Class A GBP Shares Net Accumulation;
- Class A GBP Shares Net Income;
- Class B GBP Shares Net Accumulation;

- Class B GBP Shares Net Income;
- Class I GBP Shares Net Accumulation – Institutional Shares;
- Class I GBP Shares Net Income – Institutional Shares;
- Class R GBP Shares Net Accumulation; and
- Class R GBP Shares Net Income.

Further details of the share classes that may be issued and are presently available in each Fund, along with the relevant charges and required investment amounts associated with each share class, are set out in Schedule 5.

Other classes of shares

Further Classes of Share may be established from time to time by the ACD with the approval of the FCA, the agreement of the Depositary and in accordance with the Instrument. On the introduction of any new Fund or Class, either a revised prospectus will be issued, setting out the details of each Fund or Class.

The base currency for each new Class of Shares will be determined at the date of creation and set out in the prospectus issued in respect of the new Class of Shares. The Company is permitted to issue currency share classes, however no such shares are currently available.

Key Investor Information and Available Share Classes

Each share class that is available for subscription will have a KIID issued in accordance with the requirements of the FCA. Prospective investors should consider the KIID for the relevant share class prior to subscribing for shares in that class in order to assist them in making an informed investment decision. Each KIID is available from www.yealand.com. Some share classes may not currently be offered for subscription, and in the event that a KIID is not available from the aforementioned source, prospective investors should contact the Registrar directly to determine whether the relevant share class is available for subscription. Prospective investors must ensure that they have read the most up to date KIID for the relevant share class in which they intend to invest before doing so.

11 VALUATIONS

Valuations of property of the Funds for the purposes of the calculation of share prices will be carried out in accordance with the rules for single priced funds in COLL. Each share linked to the Funds represents a proportional share of the overall property attributable to the Funds. Therefore, the value of a share attributable to the Funds will be calculated, in broad outline, by calculating the Net Asset Value attributable to that Fund, and dividing that value (or that part of that value attributed to shares of the class in question) by the number of shares (of the class in question) in issue.

Valuations will normally be carried out on each Business Day. The valuation point for the Funds is 12 noon on each Business Day.

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

The value of the Scheme Property attributable to the Company or the Funds (as the case may be) shall be the value of its assets less the value of its liabilities determined in accordance with the following provisions (which are set out in full in the Instrument):

- 1 All the Scheme Property (including receivables) is to be included, subject to the following provisions.
- 2 Scheme Property which is not cash (or other assets dealt with in paragraphs 3 and 4 below) shall be valued as follows and the prices used shall (subject as follows) be the most recent prices which it is practicable to obtain:
 - (a) units or shares in a collective investment scheme:
 - (i) if a single price for buying and selling units or shares is quoted, at that price; or
 - (ii) if separate buying and selling prices are quoted, at the average of the two prices provided the buying price has been reduced by any preliminary charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto; or
 - (iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no recent price exists, at a value which, in the opinion of the ACD, is fair and reasonable;
 - (b) exchange traded derivatives will be valued at their quoted price if a single price for buying and selling the exchange-traded derivative is quoted, or if a separate buying and selling price is quoted, at the average of the two prices;
 - (c) Over-the-counter derivative contracts will be valued in accordance with the method of valuation as shall have been agreed between the ACD and the Depositary.
 - (d) Any other investment will be valued at their quoted price (if a single buying and selling price is quoted) or if separate buying and selling prices are quoted, at the average of the two prices, or if, in the opinion of the ACD, the price is unreliable or no recent traded price is available or if the most recent price available does not reflect the ACD's best estimate of fair value, at a value which, in the opinion of the ACD, is fair and reasonable;
 - (e) Property other than that described above will be valued at what the ACD considers a fair and reasonable mid-market price.
- 3 Cash and amounts held in current, margin and deposit accounts and in other time-related deposits shall be valued at their nominal values.
- 4 In determining the value of the Scheme Property, all instructions given to issue or cancel shares shall be assumed (unless the contrary is shown) to have been carried out and any cash payment made or received and all consequential action required by the Regulations or the Instrument shall be assumed (unless the contrary has been shown) to have taken place.
- 5 Subject to paragraphs 6 and 7 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the ACD, their omission shall not materially affect the final net asset amount.

- 6 Futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options shall not be included under paragraph 5.
- 7 All agreements are to be included under paragraph 5 which are, or ought reasonably to have been, known to the person valuing the property assuming that all other persons in the ACD's employment take all reasonable steps to inform it immediately of the making of any agreement.
- 8 An estimated amount for anticipated tax liabilities (on unrealised capital gains where the liabilities have accrued and are payable out of the property of the Scheme; on realised capital gains in respect of previously completed and current accounting periods; and on income where liabilities have accrued) including (as applicable and without limitation) capital gains tax, income tax, corporation tax, value added tax, stamp duty and SDRT will be deducted.
- 9 An estimated amount for any liabilities payable out of the Scheme Property and any tax thereon treating periodic items as accruing from day to day will be deducted.
- 10 The principal amount of any outstanding borrowings whenever payable and any accrued but unpaid interest on borrowings will be deducted.
- 11 An estimated amount for accrued claims for tax of whatever nature which may be recoverable; any other credits or amounts due to be paid into the Scheme Property, and a sum representing any interest or any income accrued due or deemed to have accrued but not received, will be added.
- 12 Currencies or values in currencies other than base currency shall be converted at the relevant valuation point at a rate of exchange that is not likely to result in any material prejudice to the interests of shareholders or potential shareholders.

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

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

Fair value pricing

Where the ACD has reasonable grounds to believe that:

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

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

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

12 PRICES OF SHARES

The Company deals on a forward pricing basis. A forward price is the price calculated at the next valuation of the Scheme Property after the purchase, redemption, conversion or switch of shares is agreed. As noted above, shares in the Company are “single priced”. This means that subject to the dilution levy referred to below and any preliminary charge (as set out in the headed “**The Authorised Corporate Director’s Charges**”), the price of a share for both buying and selling purposes will be the same and determined by reference to a particular valuation point.

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

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

Publication of Prices

The prices of all share classes in each Fund will be published daily at www.yealand.com or by calling the Transfer Agent on 0345 850 0255 during normal business hours. 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 on third party websites or in 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.

13 DILUTION LEVY

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

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

The need to charge a dilution levy will depend on the volume of sales or redemptions. The ACD may charge a discretionary dilution levy on the sale and redemption of shares if, in its opinion, the existing shareholders (for sales) or remaining shareholders (for redemptions) might otherwise be adversely affected, and if charging a dilution levy is, so far as practicable, fair to all shareholders and potential shareholders. In particular, the dilution levy may be charged in the following circumstances:

where over a dealing period the Company has experienced a large level of net sales or redemptions relative to its size;

on “large deals”. For these purposes, a large deal means a deal worth 5% or more of the size of the Company; and

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 is likely to occur at any point in time. Nonetheless, based on experience of other funds in respect of which the ACD acts as Authorised Fund Manager, it is not expected that a dilution levy will need to be applied in the future. If a dilution levy is required then, based on future projections the estimated rate or amount of such levy will be 0.5% or such other figure as the ACD may reasonably determine and it will be incurred on a majority of deals. If a dilution levy is not charged then this may restrict the future growth of the Company.

The ACD may alter its dilution policy in accordance with the FCA Rules 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.

14 ISSUE, REDEMPTION AND EXCHANGE OF SHARES

Issue

Applications

The ACD is required to procure the issue or cancellation of shares by the Company where necessary to meet any obligations to sell or redeem shares. Applications for shares linked to the Funds may be made by any eligible person. Following the expiry of the initial offer period for the Funds, dealings shall be effected at forward prices i.e. at prices calculated by reference to the next valuation following acceptance of the application (see “**Valuations**” for details of the valuation points).

Applications to purchase Shares may be made by completing an application form and delivering it to the Transfer Agent, Yealand Fund Services Limited at Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ. Instructions received by telephone must be confirmed in writing prior to the remittance of proceeds. Application forms are available from the Transfer Agent. Applications, however made, are irrevocable (except in the case where cancellation rights are applied - see below). Subject to its obligations under COLL, the ACD reserves the right to reject any application in whole or in part. In that event application monies or any balance will be returned to the applicant by post at the applicant’s risk.

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

Applications will not be acknowledged but a contract note (giving details of the number and prices of Shares bought, together with, where appropriate, a notice of the applicant’s right to cancel) will be sent on or before the Business Day next following the relevant Business Day. Certificates will not be issued. Where the total price payable for all shares for which the application is made would include a fraction of one penny it will be rounded up or down to the nearest penny.

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

If an applicant defaults in making any payment in money, or by way of a transfer of property, due to the ACD in respect of the sale or issue of shares, the Company is entitled to make any necessary

amendment to the Register and the ACD will become entitled to the shares in place of the applicant, subject, in the case of an issue of shares, to the ACD's payment of the purchase price to the Company. The ACD reserves the right to cancel investments for which settlement is not received, or fails to clear, and to recover from an applicant, the amount of any decrease in value of the investment if this occurs.

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

Anti-Money Laundering Procedures

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

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

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

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

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

Market Timing

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

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

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

In Specie Application

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

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 exchange for assets the holding of which would be inconsistent with the investment objective or policy of the company.

Minimum Subscription

The minimum investment requirements in respect of the current share classes are set out in Schedule 5.

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

Regular Savings Plan

A Regular Savings Plan is available for investors in Class A GBP Shares. The minimum monthly contribution is £50 per month in any single Fund. A monthly saving facility will need to be arranged in accordance with the ACD's procedures to permit contributions to the regular savings plan to be made. Monthly contributions may be increased, decreased (subject to maintaining the minimum level of contribution) or stopped at any time by notifying in writing such party as the ACD may direct. If, however, payments are not made into the regular savings plan for more than three months and the shareholder holds less than the minimum holding, then the ACD reserves the right to redeem that shareholder's entire holding.

Redemption

Shares in each Fund may be redeemed on any Business Day. Dealings are on a forward price basis as explained in the paragraph headed "**Issue**" above. Shares to be redeemed pursuant to a redemption request received before the valuation point of the appropriate Fund will be redeemed at a price based on the next available valuation point following receipt of the request.

Redemption instructions may be given by delivery to the Transfer Agent of written instructions for redemption by letter to Yealand Fund Services Limited, Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ on any Business Day.

The ACD may also, at its sole discretion, accept instructions by e-fax on 01733 286833 or on such terms as it may specify provided that where a redemption instruction is received outside of Office Hours it shall be deemed to be received at 9am on the next following Business Day.

Unless a coverall renunciation is in place, redemption instructions given by telephone and facsimile must be confirmed in writing to the Transfer Agent prior to redemption proceeds being remitted. Redemption instructions are irrevocable.

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

A redemption contract note (giving details of the number and prices of Shares sold) will be sent on or before the next Business Day following the relevant Dealing Day. Where the total

consideration for the transaction would include a fraction of one penny it will be rounded up or down to the nearest penny. There may also be deducted, if the consideration is to be remitted outside the UK, the cost of remitting the proceeds (if any).

The redemption proceeds will be paid not later than the close of business on the third Business Day after the later of the following times:

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

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

In Specie Redemption

Where a shareholder requests redemption of a number of shares, the ACD at its discretion may, by serving a notice of election on the shareholder not later than the close of business on the second Business Day following the day of receipt of the request, elect that the shareholder shall not be paid the redemption price of their shares but instead there shall be a transfer to that holder of property of the relevant Fund having the appropriate value.

Where such a notice is so served on a shareholder, the shareholder may serve a further notice on the ACD not later than the close of business on the third Business Day following the day of receipt by the shareholder of the first mentioned notice requiring the ACD, instead of arranging for a transfer of property, to arrange for a sale of that property and the payment to the shareholder of the net proceeds of that sale.

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

Minimum Redemption and Minimum Holding

In respect of each class of share in the Funds, if the redemption request is in respect of only some of the shares held, the minimum value of shares which may be the subject of one act of redemption and the minimum holding requirements are set out in Schedule 5.

For the purpose of calculate the minimum holding value, the value of shares for this purpose is calculated by reference to the current price, after any preliminary charge and before any application of a dilution levy. However, the ACD may, by special arrangement and at its discretion, agree on an individual basis a lower amount in relation to the minimum redemption size.

Restrictions on Redemption

Subject to COLL and the Instrument, the ACD may defer redemptions on a particular Dealing Day to the next Dealing Day where the total value of requested redemptions exceeds 10% of each Fund's value. The ACD will ensure the consistent treatment of all shareholders who have sought to redeem shares on any Dealing Day on which redemptions have been deferred. The ACD will

pro rate all such redemption requests to the stated level (i.e. 10% of each Fund's value) and will defer the remainder to the next Dealing Day (subject to sufficient liquidity being raised).

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

15 SWITCHING AND CONVERSIONS

Conversions

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

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

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

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

Switches

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

The right to exchange is subject to the following:

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

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

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

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

Application

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

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

16 SUSPENSION OF DEALINGS

The ACD may with the prior agreement of the Depositary, and must without delay, if the Depositary so requires, temporarily suspend the issue, cancellation, sale, redemption and exchange of any shares in the Funds (“**dealing**”) for as long a period as it necessary if it, or the Depositary in the case of any requirement by the Depositary, is in the opinion that due to exceptional circumstances it is in the interests of all shareholders in the Funds.

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

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

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

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

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

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

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

17 MANDATORY REDEMPTION OF SHARES

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-or which would result in the Company incurring any liability to taxation which the Company is not able to recoup itself or suffering any other adverse consequence. In this connection, the ACD may, inter alia, reject in its discretion any application for the purchase, redemption, transfer, Conversion or Switching of Shares.

If it comes to the notice of the ACD that any Shares (“**affected Shares**”):

- (a) are owned directly or beneficially in breach of any law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory; or
- (b) would result in the Company incurring any liability to taxation which the Company would not be able to recoup itself or suffering any other adverse consequence (including a requirement to register under any securities or investment or similar laws or governmental regulation of any country or territory); or
- (c) are held in any manner by virtue of which the shareholder or shareholders in question is /are not qualified to hold such Shares or it reasonably believes this to be the case; or
- (d) are owned by a shareholder who is registered in a jurisdiction (where the Fund is not registered or recognised by the relevant competent authority) whereby communication with that shareholder by the ACD, on behalf of the Fund, might constitute a breach of the regulations in that jurisdiction (unless specific action is taken by the ACD to prevent such a communication constituting a breach); or
- (e) are held in a manner which constitutes a breach of the Instrument or this prospectus as to the eligibility or entitlement to hold any Shares; or
- (f) if the ACD is not satisfied that any Shares may not give rise to a situation discussed in (a) to (e) above,

the ACD may give notice to the shareholder(s) of the affected Shares requiring the transfer of such Shares to a person who is qualified or entitled to own them or that a request in writing be given for the redemption of such Shares in accordance with the FCA Rules. If any shareholder upon whom such a notice is served does not within thirty days after the date of such notice transfer their affected Shares to a person qualified to own them or submit a written request for their redemption to the ACD or establish to the satisfaction of the ACD (whose judgement is final and binding) that they or the beneficial owner is qualified and entitled to own the affected Shares, they shall be deemed upon the expiry of that 30 day period to have given a request in writing for the redemption or cancellation (at the discretion of the ACD) of all the affected Shares.

A shareholder who becomes aware that they are holding or owns affected Shares shall immediately, unless they have already received a notice as set out above, either transfer all their affected Shares to a person qualified to own them or submit a request in writing to the ACD for the redemption of all their affected Shares.

Where a request in writing is given or deemed to be given for the redemption of affected Shares, such redemption will (if effected) be effected in the same manner as provided for in the FCA Rules.

18 DISTRIBUTION AND ACCUMULATION

The annual accounting period for the Company and the Funds ends on the last day of February (the “**accounting reference date**”). The half-yearly accounting period ends on 31 August (the “**interim accounting reference date**”). The amount of income to be distributed or accumulated in respect of the Funds is calculated on the last day of each accounting period.

Allocations and distributions of income are made on or before 30 April and on or before the 31 October each year.

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

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

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

Determination of Distributable Income

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

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

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

The amount available for income distribution is calculated by taking the aggregate of the income property received or receivable for the account of the Funds in respect of the relevant period, deducting the charges and expenses of the Company paid or payable out of the income property in respect of that period and adding the ACD's best estimate of any relief from tax on those charges and expenses. Further adjustments may be made as the ACD considers appropriate (after consultation with the auditor) in relation to taxation and the proportion of the prices received or paid for shares that relate to income (taking account of any provisions in the Instrument constituting the scheme relating to income equalisation (see section 19 below), potential income which is unlikely to be received until 12 months after the relevant allocation date, income which should not be accounted for on an accrual basis because of lack of information about how it accrues, any transfer between the income and the capital account (regarding payments from capital or income) and making any other adjustments which the ACD considers appropriate (after consultation with the auditor).

All income earned in respect of any options written for the YFS Charteris Premium Income Fund⁴ and any corresponding expenses on the repurchase or cancellation of the options written shall be

⁴ Please note that this sub-fund is no longer available for investment

charged to the income account of the YFS Charteris Premium Income Fund⁵.

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

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

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

19 INCOME EQUALISATION

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

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

20 THE AUTHORISED CORPORATE DIRECTOR'S CHARGES

Annual Management Charge

The Annual Management Charge ("AMC") for each Fund and share class is set out in Schedule 5.

The AMC is calculated and accrued daily and is payable monthly and is calculated by reference to the Net Asset Value of the Sub-funds as at the preceding Valuation Point and the amount due for each month is payable in respect of each calendar month as soon as practicable after the month end as a percentage of the Scheme Property per share class per annum.

VAT at the prevailing may be payable on these charges.

The rate of the AMC will be reviewed by the ACD periodically and at least once a year and, if necessary, adjusted to ensure that it continues to reflect each Fund's costs which the ACD incurs. If at any time the ACD decides to increase the AMC, the ACD is required to give not less than 60 days' prior notice in writing to all affected shareholders.

⁵ Please note that this sub-fund is no longer available for investment

The Investment Manager's fees and expenses (plus VAT thereon) for providing investment management services will be paid by the ACD out of its remuneration under the ACD Agreement.

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

Preliminary charge

The ACD may impose a charge payable by the shareholder on the issue of shares (the "preliminary charge"). The current preliminary charges are set out in Schedule 5.

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

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

Switching Charge

The ACD does not currently impose a charge on conversions or switches, however a dilution levy may be made where a switch is made from one Fund to another (see page 23 for the ACD's policy on dilution levy).

Periodic Charge

The ACD is entitled to make a periodic charge, calculated and accruing on each Business Day at each valuation point (the "Calculation Date"), and payable out of the property of the Funds, by way of remuneration for the services of the ACD. The periodic charge is payable to the ACD monthly in arrears.

The periodic charge will be calculated separately in respect of each Fund, as a percentage rate per annum of the total value of the units of entitlement in the property of each Fund represented by the class on the Calculation Date. ***The current periodic charges are as set out in Schedule 5.***

In respect of both Accumulation and Income share classes, the ACD's periodic charge is taken from capital in respect of the following Funds:

- YFS Charteris Global Macro Fund;
- YFS Charteris Premium Income Fund⁶;
- YFS Charteris Gold and Precious Metals Fund;
- YFS Charteris Property Fund; and
- YFS Charteris Strategic Bond Fund.

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

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

The periodic charge will cease to be payable (in relation to the Funds) on the date of

⁶ Please note that this sub-fund is no longer available for investment

commencement of its termination, and (in relation to the Company as a whole) on the date of the commencement of its winding up or, if earlier, the date of the termination of the ACD's appointment as such.

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

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

Redemption charge

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

21 THE FEES, CHARGES AND EXPENSES OF THE DEPOSITARY

The Depositary receives a periodic fee for providing depositary services to the Funds. The fee is based upon the value of the property of the Funds accruing daily between each valuation point and payable monthly out of the property attributable to each Fund.

The current depositary fee for each Fund is 0.03% plus VAT per annum on the first £50m of the Net Asset Value of each Fund, then 0.025% plus VAT per annum on the remainder of the Net Asset Value of each Fund, subject to a minimum of £5,000 plus VAT per annum per Fund..

Custody and transaction fees incurred by the Funds are also payable to the Depositary out of the property attributable to each Fund. The Custodian is CACEIS Bank, UK Branch.

The Custodian fee ranges between 0.0025% and 1.08% per annum and the custody transaction charges for the Funds currently range between £3 and £126 per transaction, according to market location.

Transaction charges accrue at the time transactions are effected and are payable as soon as is reasonably practicable, as agreed between the Depositary and the ACD.

In addition to the fees and charges payable, the Depositary is entitled to be reimbursed for expenses incurred in the proper performance of its duties (or the exercise of powers conferred upon it by the Regulations or COLL) 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 of dividends, interest and any other income; (iv) the maintenance of distribution accounts; (v) the conversion of foreign currency; (vi) registration of assets in the name of the Depositary or its nominees or agents; (vii) borrowings, stock lending or other permitted transactions; (viii) communications with any parties (including, facsimile and SWIFT); (ix) taxation matters; (x) insurance matters; and (xi) dealings in derivatives.

The Depositary will also be reimbursed by the Company out of the property attributable to each Fund, expenses properly incurred in the performance of, or arranging the performance of, functions conferred on it by the Depositary Agreement, the Regulations or by the general law.

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

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

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

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

Expenses not directly attributable to a particular Fund will be allocated between Funds, fairly, as agreed between the Depositary and the ACD. Such expenses and disbursements will be payable whether incurred by the Depositary, the ACD or an associate or nominee of the Depositary or of the ACD who has had the relevant duty delegated to it pursuant to COLL by the Depositary.

22 OTHER PAYMENTS OF THE COMPANY

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

- (a) transaction costs, including (without limitation) the fees and/or expenses incurred in acquiring, registering and disposing of investments, such as (for example) broker's commissions, fiscal charges and other disbursements which are necessarily incurred in effecting transactions for the Funds and normally shown on contract notes, confirmation notes and difference accounts as appropriate;
- (b) the fees and expenses payable to the Administrator and the Depositary and to their respective delegates, unless otherwise specified in this Prospectus (including any out of pocket expenses properly and reasonably incurred by the Depositary (see section 21 above) and Administrator in the performance of their duties);
- (c) the fees, charges, expenses and disbursements of the auditor of the Company;
- (d) any costs of printing and distributing annual, half yearly and quarterly reports and any other reports or information provided for shareholders;
- (e) the fees of the FCA under the Financial Services and Markets Act 2000;
- (f) interest on borrowings permitted under the Instrument and this Prospectus and other charges incurred in reporting, entering into, varying, carrying into effect with or without variation, maintaining and terminating the borrowing arrangements;
- (g) taxation and other duties payable in respect of the property of the Company and the Funds, the Instrument or the issue of shares;
- (h) any costs incurred in reviewing, amending or updating the Instrument, the Prospectus and the KIID;

- (i) any costs incurred in respect of any other meeting of shareholders convened for any purpose;
- (j) any costs incurred which are associated with independent risk monitoring or daily “value at risk” or “VaR” calculations (part of the risk monitoring process), including, but limited to, systems licence fees;
- (k) any costs incurred in registering and maintaining the shares on a distribution platform;
- (l) any payments otherwise due by virtue of a change in the Regulations;
- (m) any costs incurred in relation to a unitisation, amalgamation or reconstruction where the property of a body corporate (such as an investment company) or of another collective investment scheme is transferred to the Company in consideration of the issue of shares in the Company to shareholders in that body corporate or to participants in that other scheme, any liability arising after the transfer which, had it arisen before the transfer, could properly have been paid out of that other property provided the ACD is of the opinion that proper provision was made for meeting such liabilities as were known or could reasonably have been anticipated at the time of the transfer;
- (n) the fees and any proper expenses of any professional advisers retained by the Company or by the Company in relation to the ACD, or by the ACD or the Depositary in relation to the establishment of the Company and its Funds;
- (o) payments, costs or any other administrative expenses in relation to the preparation of and dissemination of literature required or necessary for the purpose of complying with the Regulations or any other law or regulation (excluding the cost of disseminating the KIID or any successor or equivalent documentation); any costs of listing the prices of the Funds in publications and information services selected by the ACD, including the Financial Times;
- (p) all fees and expenses incurred in relation to the addition and initial organisation of any new Funds, the listing of shares on any stock exchange, any offer of shares (including the preparation, translation, printing and distribution of any prospectus (apart from the costs and expenses of distributing any Key Investor Information Document) and listing documents) and the creation, Conversion and cancellation of shares in a new or existing Fund and any costs and expenses incurred in registering, having recognised or going through any other process in relation to the company or any Fund in any territory outside the UK for the purpose of marketing the shares in such territory, including any translation costs;
- (q) any costs of authorising new Funds of the Company after its initial establishment, including the fees and proper expenses of any professional advisers retained by the Company or the ACD;
- (r) any sum due by virtue of any provision of the Regulations, such as cancellation proceeds and reasonable stock lending expenses;
- (s) any costs incurred in producing and despatching any payment made by the Company, including expenses incurred in distributing income to shareholders;
- (t) any costs incurred in taking out and maintaining an insurance policy in relation to the Company and/or its Directors (including the ACD) and the Depositary;

- (u) the periodic fees of any regulatory authority in a country or territory outside the UK in which shares in the Company are or may be marketed;
- (v) the cost of any licences required, to enable the Funds to use, or quote, names which would normally be under copyright, in any country or territory, including the UK;
- (w) any costs or fees arising in connection with pursuing or defending litigation on behalf of the Company or any Fund;
- (x) 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;
- (y) any expense incurred with respect to the publication and circulation of details of the Net Asset Value of the Funds;
- (z) Subject to the Regulations, any amount payable to the Company under any indemnity provisions provided for in the Instrument or any agreement to which the Company is party;
- (aa) any other charges/expenses that may be taken out of the Company's property in accordance with the Regulations.

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

Registrar's Fee*

A variable registration fee per Fund of 0.015% per annum shall apply, subject to a minimum fee of £5,000 per annum per Fund. Subsequent dealing fees are charged at a rate of £12.50 per manual deal, £7.50 per electronic deal and £50 per complex deal subject to a minimum fee of £1,000 per annum per fund.

Costs relating to EPM

Certain direct and indirect operational costs and/or fees may arise from time to time as a result of Efficient Portfolio Management techniques being used for the benefit of the Company and/or the Funds. These costs and/or fees are regarded as transaction costs and, therefore, would fall within section 22(a) above. Further details on the payment of costs and/or fees relating to Efficient Portfolio Management techniques will be set out in the Annual Report.

Charges to Capital

The expenses of the Funds, including the ACD's periodic charge, will be charged to the capital account of the relevant Fund, subject to any restrictions contained in the Instrument, this Prospectus and the Regulations. Where such payments are to be made from the capital account of a Fund, this policy may result in capital erosion or constrain the capital growth of a Fund. Where charges are to be levied against capital, further details will be found under the "Periodic charge" section of this Prospectus on page 32.

23 TAXATION

The following is a general summary of current UK tax law and His Majesty's Revenue and Customs ("HMRC") practice; changes can occur without warning. It does not describe the taxation treatment of shareholders who do not hold their interests as an investment, who are subject to special tax regimes or the detailed taxation treatment of persons resident in jurisdictions other than the UK.

This summary is not, and should not be relied upon by shareholders as being tax advice. Shareholders are advised to consult their professional advisers as to their individual tax position and see Section 4 – Risk Factors.

Taxation of the Company/Funds

As the Funds are sub-funds of an open-ended investment company to which the Authorised Investment Funds (Tax) Regulations 2006 apply, each Fund, and not the Company, is deemed to be a separate taxable entity. The Funds are exempt from UK taxation in respect of capital gains realised on the disposal of investments held within them.

Each Fund, however, is chargeable to UK corporation tax at a rate equal to the basic rate of income tax for the relevant year of assessment on most sources of income (other than, inter alia, dividends treated as being exempt under Part 9A of the Corporation Tax Act 2009 (the "CTA 2009") and the portion of dividend distributions from UK authorised unit trusts and other UK open-ended investment companies which is not unfranked), net of allowable expenses (and, in relevant cases as set out below, interest distributions made by the Fund). The basic rate of income tax is 20% for the tax year 2023/2024. Dividends treated as being exempt under Part 9A CTA 2009 and the portion of dividend distributions from UK authorised unit trusts and other UK open-ended investment companies which is not unfranked will be exempt income of the Fund. Where foreign tax has been deducted from income from overseas sources, some or all of that tax may in some instances be offset against corporation tax payable by the Fund by way of double tax relief.

If throughout a distribution period the investments of any Fund comprise more than 60 per cent. (by market value) in "qualifying investments" that Fund may elect to treat its distributions as a payment of interest (as opposed to a dividend) for UK tax purposes. Such a Fund is referred to as a 'bond fund' (though the term does not appear in UK tax legislation). Qualifying investments are, broadly, debt-like instruments and include the holding of shares in a master fund (whether incorporated in the UK or offshore) that itself holds more than 60% of its investments in debt-like instruments.

If any Fund were to be treated as paying an interest distribution, it would normally be able to deduct the amount of that distribution in computing its taxable income for corporation tax purposes, thereby reducing or eliminating its liability to corporation tax for the period in question.

Part 2B of the Authorised Investment Funds (Tax) Regulations 2006 provides certainty that specified transactions carried out by an authorised fund, such as the Company, will not be treated as trading transactions for funds that meet a genuine diversity of ownership condition. For these purposes, the ACD confirms that all Classes of the Company are primarily intended for and marketed to the category of retail and institutional investors. The ACD undertakes that Shares in the Company will be widely available and will be marketed and made available sufficiently widely to reach the intended categories of investors and in a manner appropriate to attract those kinds of investors.

Reporting of tax information

The Company (or the Funds) and the ACD are subject to obligations which require them to provide certain information to relevant tax authorities about the Company, the Funds, shareholders and payments made to them.

The International Tax Compliance Regulations 2015 give effect to:

- i. reporting obligations under the Organisation for Economic Co-Operation and Development's Common Reporting Standard for the Automatic Exchange of Financial Account Information (the "**CRS**"). The Company is required to identify accounts maintained for account holders who are tax resident in the EU or jurisdictions with which the UK has entered into an agreement to automatically exchange tax information and collect and report such information to HMRC; and
- ii. an intergovernmental agreement between the US and the UK in relation to the US Foreign Account Tax Compliance Act ("**FATCA**"). FATCA is designed to help the Internal Revenue Service (the "**IRS**") combat US tax evasion. It requires financial institutions, such as the Company (or the Funds), to report on US investors or US holdings, whether or not this is relevant. Failure to comply (or be deemed compliant) with these requirements will subject the Company (or a Fund) to US withholding taxes on certain US-sourced income and gains.

Provided the Company (or a Fund) complies with its obligations under the International Tax Compliance Regulations 2015 to identify and report taxpayer information directly to HMRC, it should be deemed compliant with FATCA and the CRS. HMRC will share such information with the relevant overseas tax authorities.

Shareholders may be asked to provide additional information to the ACD to enable the Company (or each Fund) to satisfy these obligations. Failure to provide requested information may subject a shareholder to liability for any resulting penalties, US withholding taxes, tax information reporting and/or mandatory redemption, transfer or other termination of the shareholder's interest in a Fund.

Council Directive (EU) 2018/822 ("**DAC6**") as it applies in the EU Member States (and the UK), imposes mandatory disclosure requirements on intermediaries and, in certain circumstances, relevant taxpayers effective from 1 July 2020 in respect of reportable cross-border arrangements implemented on or after 25 June 2018. The ACD, the Investment Manager, the investors in the Fund, or any person that has advised or assisted in respect of it could be legally obliged to file information in relation to the investors, the Fund and its activities with the competent authorities with a view to an automatic exchange of such information between relevant tax authorities. Following the UK's exit from the EU on 31 January 2020 and cessation of the subsequent "transition period" on 31 December 2020 the International Tax Enforcement (Disclosable Arrangements) (Amendment) (No. 2) (EU Exit) Regulations 2020 were introduced, pursuant to which the UK disapplied the majority of the DAC6 hallmarks, although in certain circumstances DAC6 disclosures may still need to be made to HMRC and information exchanged by or with it.

The OECD's Model Mandatory Disclosure Rules ("**MDR**") are now in force. These rules reflect CRS avoidance arrangements and the use of opaque offshore structures (effectively, the scope of DAC6 hallmarks D1 and D2) with much of HMRC's DAC6 guidance continuing to have application under UK MDR.

Withholding Tax Liability

To the extent the Company (or a Fund) is subject to withholding tax as a result of:

- (i) a shareholder failing (or delaying) to provide relevant information to the ACD;
- (ii) a shareholder failing (or delaying) to enter into a direct agreement with the IRS; or
- (iii) the Company (or a Fund) becoming liable under FATCA or any legislation or regulation to account for tax in any jurisdiction in the event that a shareholder or beneficial owner of a share receives a distribution, payment or redemption, in respect of their shares or disposes (or be deemed to have disposed) of part or all of their shares in any way,

(each a “**Chargeable Event**”), the ACD may take any action in relation to a shareholder’s holding in a Fund to ensure that such withholding is economically borne by the relevant shareholder and/or the ACD and/or its delegate or agent shall be entitled to deduct from the payment arising on a Chargeable Event an amount equal to the appropriate tax. The action by the ACD may also include, but is not limited to, removal of a non-compliant shareholder from the relevant Fund or the ACD or its delegates or agents redeeming or cancelling such number of shares held by the shareholder or such beneficial owner as are required to meet the amount of tax. Neither the ACD nor its delegate or agent, including the administrator, will be obliged to make any additional payments to the shareholders in respect of such withholding or deduction.

Shareholders should consult their own tax advisors regarding the possible implications of these rules on their investments in any Fund.

Indemnity

Each shareholder agrees to indemnify the Fund and the ACD and its delegates/agents including the Administrator for any loss caused by such shareholder arising to the Fund and/or its delegates/agents by reason of them becoming liable to account for tax in any jurisdiction on the happening of a Chargeable Event.

Taxation of shareholders

Income distribution and accumulation

For the purposes of UK taxation on income, the same consequences will arise whether a Fund’s income is distributed to a shareholder or accumulated on their behalf. The tax consequences set out in the following sections apply equally to accumulations of income by a Fund as they apply to the distributions made by a Fund.

Income equalisation

The first income allocation received by an investor after buying shares may include an amount of income equalisation, which will be shown on the issued tax voucher. This is effectively a repayment of the income equalisation paid by the investor as part of the purchase price. It is a return of capital, and is not taxable. Rather it should be deducted from the acquisition cost of the shares for capital gains tax purposes.

Tax vouchers

A tax voucher will be issued in line with the income distribution dates of the Funds. This voucher should be retained for tax purposes as evidence for HM Revenue & Customs.

Individual shareholders

Dividend distributions

Since 6 April 2024, the dividend tax allowance is £500 which will continue to be the allowance for the tax year 2024/2025. Income tax is applied to dividend income above the allowance at rates of 8.75% for basic rate taxpayers, 33.75% for higher rate taxpayers and 39.35% for additional rate taxpayers.

However, a UK resident individual shareholder who holds their shares in a Fund in an Individual Savings Account (“ISA”) will be exempt from income tax on dividend distributions from the Fund.

No withholding tax is levied on dividend distributions made to individual shareholders resident outside the UK. Non-UK resident shareholders should consult their own advisers as to the tax consequences of a receipt of distributions under the law of their own jurisdiction of residence.

Interest distributions

Interest distributions will be made without any deduction by the Company for income tax. This means that shareholders will be obliged to include the full amount of the distribution on their tax returns and pay tax accordingly.

Capital gains

Any capital gains arising to individual shareholders who are resident in the UK on the sale, exchange or other disposal of their shares are, depending on their personal circumstances, subject to capital gains tax.

From April 2024, the first £3,000 of chargeable gains from all sources will be exempt from tax. Thereafter, for gains exceeding the annual exempt amount, the capital gains tax rate from 30 October 2024 onwards is 18% to the extent that total income and gains are below the income tax basic rate band (that is currently, £50,270 for the tax year 2023/2024) and 42% for higher rate taxpayers.

However, a UK resident individual shareholder who hold their shares in an ISA will be exempt from capital gains tax on any gain accruing to them on the disposal or deemed disposal of such shares.

A shareholder who is not resident in the UK will not normally be liable to UK tax on capital gains accruing to them on the disposal or deemed disposal of their holding in any Fund, except where the holding is connected with a trade, profession or vocation carried on by them in the UK through a branch or agency or they fall within certain anti-avoidance provisions relating to temporary non-UK residence.

Where income equalisation applies, 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.

Exchange between Funds

An exchange of shares in one Fund for shares in any other Fund may be treated as a redemption and sale and may for persons subject to UK taxation be a disposal for the purposes of UK capital gains tax.

Exchange between share classes of the same Fund

An exchange of one class of shares in one Fund for another class of shares in the same Fund (i.e. an exchange of income shares for accumulation shares in the same Fund and vice versa) will generally not constitute a disposal for the purposes of capital gains taxation.

Inheritance tax

A gift by a shareholder of their holding in any of the Funds or the death of a shareholder may give rise to a liability to inheritance tax, even if the shareholder is neither domiciled in the UK, nor deemed to be domiciled in the UK under special rules relating to long residence or previous domicile in the UK. For these purposes, a transfer of a holding at less than the full market value may be treated as a gift.

Corporate shareholders

Dividend distributions

A UK resident corporate shareholder receiving a dividend distribution is treated as receiving a payment which may consist of two parts; an “unfranked” portion and a portion which is not unfranked. In broad terms, the portion treated as not unfranked will be such proportion as is equal to the proportion of the total income of the Fund (brought into account when determining the distribution for the period in question) which consists of dividend income received which is treated as exempt under Part 9A CTA 2009. The not unfranked portion of the payment is treated as dividend income, on which the UK resident corporate shareholder is not chargeable to corporation tax (unless the shareholder is deemed to be a financial trader by HMRC). There are no tax credits which can be reclaimed in relation to the portion of a dividend distribution which is not unfranked. The “unfranked” portion of the distribution is treated as an annual payment from which income tax at 20% has been deducted; it is therefore chargeable to corporation tax at the rate applicable to the UK resident corporate shareholder but with credit for the income tax treated as deducted. The current rate of corporation tax is 25%.

Interest distributions

Under section 888C of the Income Tax Act 2007 there is no requirement for any Fund to deduct UK income tax at source from payments of interest to any corporate shareholder.

Interest distributions paid by a bond fund to a UK tax paying corporate shareholder who is not a financial trader will be treated as a non-trading loan relationship credit. In these circumstances the bond fund will be able to allocate amounts for distribution as interest. A UK tax paying corporate shareholder (who is not a financial trader) will also have to treat a distribution from any Fund as a non-trading loan relationship credit if at any time in that shareholder’s accounting period (as opposed to throughout the Fund’s distribution period) that Fund fails the qualifying investments test.

Qualifying Investments

If a corporate shareholder who is within the charge to UK corporation tax is required to treat its holding in a Fund as a creditor loan relationship then that corporate shareholder will be taxed in

an accounting period on the increase in the market value of its holding during that period (rather than on disposal), or will obtain tax relief on any equivalent decrease in market value.

Capital gains

Any chargeable gains (after taking account of indexation relief, to the extent relevant) arising to UK resident corporate shareholders on the sale, exchange or other disposal of their shares will be subject to corporation tax.

Where a shareholder's interest in a Fund is treated as a non-trading creditor relationship as described above, its interest is not an asset for the purposes of corporation tax on chargeable gains so that any gain realised on disposal is also treated as a non-trading loan relationship credit.

Exchange between Funds

An exchange of shares in one Fund for shares in any other Fund may be treated as a redemption and sale and may for persons subject to UK taxation be a disposal for the purposes of UK corporation tax on capital gains.

Exchange between share classes of the same Fund

An exchange of one class of shares in one Fund for another class of shares in the same Fund (i.e. an exchange of income shares for accumulation shares and vice versa) will generally not constitute a disposal for the purposes of capital gains taxation.

Stamp Duty Reserve Tax (SDRT)

SDRT is not chargeable on dealings in units in authorised investment funds, as a result subscriptions and redemptions of units are exempt from SDRT.

Sales of shares by one shareholder to another may trigger SDRT at 0.5 per cent payable by the purchaser.

Shareholders will generally be liable to SDRT on the acquisition of "chargeable securities" of a Fund (underlying stock or marketable securities of a Fund that are within the charge to SDRT) in exchange for a surrender of their shares in that Fund, unless the surrender is a pro rata in specie redemption.

The charge to SDRT does not generally apply to an agreement to transfer shares the transfer of which is exempt from all stamp duties.

General

All Funds of the Company are eligible to be held within the stocks and shares component of an ISA. Income and capital gains within an ISA are tax free. Withdrawals can be made at any time without any loss of tax relief.

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

24 REPORTS AND ACCOUNTS

The annual accounting period of the Company ends on the last day of February.

The annual report of the Company will be available on or before the end of June and the half-yearly report on or before the end of October in each year. The latest reports are published on the ACD's website www.yealand.com. Reports may also be inspected at, and their copies obtained free of charge from, the ACD at Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ.

Annual reports will contain, among other information that may be determined by the ACD, from time to time, (a) a balance sheet or a statement of assets and liabilities, (b) an income and expenditure account for the year, (c) a report on the Company's activities during the relevant year, (d) any material changes in the information contained in this Prospectus or disclosed to shareholders on a periodic basis during the relevant year, (d) any disclosures regarding remuneration of the ACD's directors and staff as may be required by the Sourcebook.

As required by the Sourcebook, and where applicable, the following information will be periodically provided to shareholders by means of disclosure in the annual and half-yearly reports of the Company or, if the materiality so justifies, notified to shareholders separately:

- (a) the percentage of the Company's assets which are subject to special arrangements arising from their illiquid nature;
- (b) any new arrangements for managing liquidity;
- (c) the current risk profile of the Company and the risk management systems employed by the ACD to manage those risks;
- (d) any changes to the maximum level of leverage which the ACD may employ on behalf of the Company as well as any right of the reuse of collateral or any guarantee granted under any leveraging arrangement; and
- (e) the total amount of leverage employed by the Company.

25 ANNUAL GENERAL MEETING

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

26 REQUISITIONS OF MEETINGS

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

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

27 VOTING

Entitlement to receive notice of a particular meeting or adjourned meeting and to vote at such a meeting is determined by reference to:

- (a) those persons who are holders of shares in the Company on the date seven days before the notice is sent (the "**cut-off date**"); or
- (b) in respect of shares which are participating securities (as defined in the Uncertificated Securities Regulations 1995), those persons who are entered on the register at a time

determined by the ACD (and stated in the notice) not more than 48 hours before the time fixed for the meeting; but

- (c) in respect of shareholders with registered shares, excluding any persons who are known not to be holders at the time of the meeting.

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

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

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

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

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

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

Meetings and Modifications

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

Where any changes are proposed to be made to the Company or a Fund the ACD will assess whether the change is fundamental, significant or notifiable in accordance with COLL 4.3.

Fundamental event	An event that will change the purpose or nature of the Fund or the basis on which the investor invested, for example
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	<p>changes to an investment objective, its risk profile or something that will cause material prejudice to investors would require investor approval.</p> <p>Fundamental changes require approval at a meeting of shareholders. The procedure for shareholder meetings is described above.</p>
Significant event	<p>An event that would materially affect a shareholder's investment, affect a shareholder's ability to exercise their rights in relation to this investment, result in materially increased payments out of the Company, or could reasonably be expected to cause a shareholder to reconsider their participation in the Company.</p> <p>If the change is regarded as significant, not less than 60 days' prior written notice will be given to shareholders.</p>
Notifiable event	<p>An event that is not fundamental or significant and for which the ACD would decide when and how shareholders would be notified.</p> <p>If the change is regarded as notifiable, shareholders will receive suitable pre or post event notice of the change. This may take the form of sending an immediate notification to shareholders or the information being included in the next long report of the Fund.</p>

Changes to a Fund's investment objective, policy or strategy will usually be treated by the ACD (with the agreement of the Depositary) as significant or fundamental, unless those changes are only for clarification purposes and do not result in any change in how the Funds are managed.

28 TRANSFER OF SHARES

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

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

29 WINDING UP OF THE COMPANY AND TERMINATION OF FUNDS

The Company or a Fund will not be wound up except as an unregistered company under Part V of the Insolvency Act 1986 or under the Regulations. A Fund may otherwise only be terminated under the Regulations.

Where the Company is to be wound up or a Fund is to be terminated under the Regulations, such winding up or 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 or the Fund as the case may be) either that the Company or the Fund will be able to meet its liabilities within 12 months of the date of the statement or that the Company or the Fund will be unable to do so. The Company may not be wound up or a Fund terminated under the Regulations if there is a vacancy in the position of ACD at the relevant time.

The Company shall be wound up or a Fund must be terminated under the Regulations:

- (a) if an extraordinary resolution to that effect is passed by shareholders; or
- (b) when the period (if any) fixed for the duration of the Company or a particular Fund by the Instrument expires, or any event occurs on the occurrence of which the Instrument provides that the Company or a particular Fund is to be wound up or terminated (for example, if the Share capital of the Company or (in relation to any Fund) the Net Asset Value of the Fund is below £5 million, 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 Fund); or
- (c) on the date 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 for the termination of the relevant Fund.
- (d) on the effective date of a duly approved scheme of arrangement which is to result in the Fund ceasing to hold any Scheme Property; or
- (e) in the case of a Fund on the effective date of a duly approved scheme of arrangement which is to result in the Fund ceasing to hold any Scheme Property; or
- (f) on the date when all the Funds fall within (e) above or have otherwise ceased to hold any Scheme Property, notwithstanding the Scheme may have assets and liabilities that are not attributable to any particular Fund.

On the occurrence of any of the above:

- (a) COLL 6.2 (Dealing), COLL 6.3 (Valuation and Pricing) and COLL 5 (Investment and borrowing powers) will cease to apply to the Company or the relevant Fund;
- (b) The Company will cease to issue and cancel Shares in the Company or the relevant 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 relevant Fund;
- (c) no transfer of a Share shall be registered and no other change to the Register of shareholders shall be made without the sanction of the ACD;
- (d) where the Company is being wound up or a Fund terminated, the Company or the Fund shall cease to carry on its business except in so far as it is beneficial for the winding up of the Company or for the termination of the Fund;
- (e) the corporate status and powers of the Company and the powers of the Depositary shall continue until the Company is dissolved.

The ACD shall, as soon as practicable after the Company or the Fund falls to be wound up or terminated, realise the assets and meet the liabilities of the Company or the Fund and, after paying out or retaining adequate provision for all liabilities properly payable and retaining provision for the costs of the winding up or the termination, arrange for the Depositary to make one or more interim distributions out of the proceeds to shareholders proportionately to their rights to participate in the Scheme Property. If the ACD has not previously notified shareholders of the proposal to wind up the Company or terminate the Fund, the ACD shall, as soon as practicable after the commencement of winding up of the Company or the termination of the Fund, give written notice of the commencement to shareholders. When the ACD has caused all of the Scheme Property to be realised and all of the liabilities of the Company or the particular Fund to be realised, the ACD shall arrange for the Depositary to make a final distribution to shareholders 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 particular Fund.

As soon as reasonably practicable after completion of the winding up of the Company or of the termination of the particular Fund, the Depositary shall notify the FCA that the winding up or termination has been completed.

On completion of a winding up of the Company or the termination of a Fund, the Company will be dissolved or the Fund will be terminated and any money (including unclaimed distributions) still standing to the account of the Company or the Fund, will be paid into court by the ACD within one month of the dissolution or the termination.

Following the completion of a winding up of the Company or a termination of a Fund, the ACD must prepare a final account showing how the winding up or 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 and to each shareholder (or the first named of joint shareholders) on it within four months of the completion of the winding up or termination.

30 OTHER INFORMATION

Delegation

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

No liability to Account

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

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

- (b) their part in any transaction or the supply of services permitted by the COLL; or
- (c) their dealing in property equivalent to any owned by (or dealt in for the account of) the Company.

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

- (d) dealings in the shares of the Company;
- (e) any transaction in the underlying property of the Company; or
- (f) the supply of services to the Company.

Liability and Indemnity

With the exception mentioned below and subject to the Regulations:

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

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

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

31 GENERAL

Complaints

Any complaint should be referred to Yealand Fund Services Limited, Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ or telephone 01733 316143. If a complaint cannot be resolved satisfactorily with the ACD it may be referred to the Financial Ombudsman Service (website: www.financial-ombudsman.org.uk) at Exchange Tower, Harbour Exchange, London E14 9SR. More details about the Financial Ombudsman Service and a copy of the ACD's complaints procedure are available from the ACD. Making a complaint will not prejudice your rights to commence legal proceedings.

Cancellation rights

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

notice to the ACD on or before the 14th day after the date of receipt of the notice of the right to cancel.

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

Notices, remittances and service of other documents

The address for service on the Company of notices or other documents required or authorised to be served on it is C/O Yealand Fund Services Limited, Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ.

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

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

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

Financial Services Compensation Scheme

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

Data Protection

The use of personal data is covered by the ACD's registration as a "data controller" under the Data Protection Laws. Any personal data provided by the shareholders is on a contractual basis and will be used to enable the ACD to provide the services as set out in this Prospectus.

Shareholder personal data will be stored and processed by computer systems within the UK so that the ACD can provide the services required. Such information may be passed on to third party service providers and other counterparties, such as Depositary, Auditors, Legal Advisors, used by the ACD in relation to provision of the services to the Company; where these third party providers and other counterparties may be outside of the EEA or international organisations, the ACD will ensure that all overseas transfers are subject to appropriate safeguards such as data encryption and applicable data protection laws or enforceable contracts.

Primarily the shareholder personal data will be held by the ACD and the Transfer Agent and will be subject to data processing. The ACD and the Transfer Agent will keep the personal data for up to 7 years after the relevant Fund has ended, or up to 7 years after the earlier end of the relevant Fund's contractual relationship with the ACD, for regulatory and legal purposes.

Shareholder personal data may be disclosed to external parties such as the Fund's Sponsor, the Fund's authorised distributors or the ACD's group companies and affiliates as necessary for the provision of enhanced shareholders' related services and (subject to the application of the local laws/and or regulations) be used outside the UK and may therefore be potentially subject to the scrutiny of regulatory and tax authorities outside the UK. A full list of the Fund's Sponsors, authorised distributors and the ACD's group companies and affiliates is available from the ACD on request.

Shareholders may contact the ACD in writing to Yealand Fund Services Limited, Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ or by calling 0345 850 0255 to correct their personal data or, obtain a copy of their personal data held by the ACD, object to the processing, request restriction of processing, exercise their right to data portability, request an erasure or request information pertaining to automated decision making. Shareholders should note that so the ACD can fulfil their contractual obligation, shareholders' personal data cannot be deleted for up to 7 years after the relevant Fund has ended, or up to 7 years after the earlier end of the relevant Fund's contractual relationship with the ACD.

To assist in confirming a potential shareholder's identity, the ACD may make searches with credit reference agency, SmartCheck, giving required categories of shareholder's personal data (this is name, address, NI number), who will supply the ACD with credit information, as well as information from other sources such as the UK electoral register. Some of the data transfers to the credit reference agency will be overseas. The ACD has a regulatory obligation and a legitimate interest to conduct these searches. The ACD will retain any detail information where required only to the point necessary to make decision.

If you have a complaint you may write to Investor Yealand Fund Services Limited, Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ or call 01733 31614. If we are unable to resolve your complaint pertaining to your data, you can lodge a complaint with the Information Commissioner here at www.ico.org.uk. For further information on the ACD's arrangements relating to personal data protection, please refer to the Privacy Policy published on the ACD's website www.yealand.com.

Telephone Recordings

Please note that the ACD, its delegates, their duly appointed agents and any of their respective related, associated or affiliated companies may record telephone calls for record keeping, security training and monitoring purposes and to confirm investors' instructions. Recordings will be provided on request for a period of at least five years from the date of such recording, or, where requested by a competent regulatory authority, for a period of seven years, where we can identify the call coming from you. If you ask us to send you a recording of a particular call, we may ask for further information to help us identify the exact call to which your request relates.

Commission

When executing orders, or placing orders with other entities for execution, that relate to financial instruments for, or on behalf of, the Funds, the Investment Manager will not accept and retain any fees, commissions or monetary benefits; or accept any non-monetary benefits, where these are paid or provided by any third party or a person acting on behalf of a third party. The Investment Manager will return to each relevant Fund as soon as reasonably possible after receipt any fees, commissions or any monetary benefits paid or provided by any third party or a person acting on behalf of a third party in relation to the services provided to that fund, and disclose in the annual report the fees, commissions or any monetary benefits transferred to them.

The Investment Manager may, however, accept without disclosure minor non-monetary benefits that are capable of enhancing the quality of service provided to the relevant Fund; and of a scale and nature such that they could not be judged to impair their compliance with its duty to act honestly, fairly and professionally in the best interests of each Fund.

Documents and information available

Copies of the following documents are available for all purchasers of shares on request, free of charge from the ACD at Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ:

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

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

This Prospectus

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

Legal implications of investing in Funds

The main legal implications of the contractual relationship entered into for the purpose of investment in the Funds are as follows:

- (a) By submitting an application for the purchase of Shares in accordance with section 3.1, the shareholder makes an offer for Shares which, once accepted, has the effect of a binding contract to subscribe for Shares
- (b) Upon the issue of Shares, the provisions of the Instrument (a copy of which is available on request) become binding on each of the shareholders. The rights of the shareholders under the Instrument are in addition to their rights under the applicable law.
- (c) The shareholder's liability to the Company in relation to its investment will, subject to the terms of the application form, generally be limited to the value of its investments.

Governing law

The Company, the Instrument, this Prospectus and any matters arising out of or in connection with a shareholder's investment in the Company and the establishment, management and administration of the Company shall be governed by and construed in accordance with the laws of England and Wales.

The rights of the shareholders and the construction and effect of the provisions of the Instrument and this Prospectus shall be subject to the exclusive jurisdiction of the courts of England and Wales.

Recognition and enforcement of foreign judgments in England

A number of legal instruments provide for the recognition and enforcement of foreign judgments in England. The following list (which is not, and does not purport to be, an exhaustive list of all the relevant legal instruments) sets out some of the principal legal instruments:

- a) The Civil Jurisdiction and Judgments Acts 1982 – this act provides for the recognition and enforcement in England, in accordance with the terms of the act, of judgments from Scotland or Northern Ireland; this act (as amended by the Private International Law (Implementation of Agreements) Act 2020) also provides for the Hague Convention on Choice of Court Agreements to have the force of law in England and as a result provides for the recognition and enforcement in England, in accordance with the terms of the act, of judgments given in a foreign state that is a contracting party to that Convention; and
- b) The Administration of Justice Act 1920 and the Foreign Judgments (Reciprocal Enforcement) Act 1933 – these acts provide for the recognition and enforcement in England, in accordance with the terms of the acts, of judgments given in certain foreign states specified in statutory instruments made under the acts, including Australia, the Bahamas, Bermuda, Canada, Jersey, Kenya, India, New Zealand, Nigeria and Pakistan.

If a foreign judgment does not fall within the scope of one of these instruments (or any other instrument not listed above), it may nevertheless be enforceable under the common law of England.

Best Execution

The ACD and Investment Manager must act in the best interests of each Fund when executing decisions to deal on behalf of the relevant Fund. The ACD's best execution policy sets out (i) the systems and controls that have been put in place and (ii) the basis upon which the ACD will effect transactions and place orders in relation to the Company whilst complying with its obligations under the handbook of rules issued by the FCA to obtain the best possible outcome for each transaction undertaken on behalf of the company. Details of the best execution policy are available from the ACD on request. If you have any questions regarding the policy please contact the ACD or your professional adviser.

The Investment Manager will also execute purchases and sales of underlying investments in accordance with its execution policy. A copy of the execution policy is available on request.

Schedule 1

Investment and Borrowing Powers

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

Transferable Securities

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

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

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

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

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

Transferable securities linked to other assets

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

- (c) fulfils the criteria for transferable securities set out in COLL 5.2.7A R; and
- (d) is backed by or linked to the performance of other assets, which may differ from those in which a UK UCITS can invest.

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

Closed end funds constituting transferable securities

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

- (e) where the closed end fund is constituted as an investment company or unit trust:
 - (i) it is subject to corporate governance mechanisms applied to companies; and
 - (ii) where another person carries out asset management activity on its behalf, that person is subject to national regulation for the purpose of investor protection; or
- (f) where the closed end fund is constituted under the law of contract:
 - (i) it is subject to corporate governance mechanisms equivalent to those applied to companies; and
 - (ii) it is managed by a person who is subject to national regulation for the purpose of investor protection.

Approved Money Market Instruments

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

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

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

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

Money-market instruments with regulated issuer

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

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

- (a) the issue or issuer is itself regulated for the purpose of protecting investors and savings in accordance with COLL;
- (b) investment in that instrument is subject to investor protection equivalent to that provided by instruments which satisfy the requirements of COLL 5.2.10BR(1)(a),(b) or (c); and
- (c) the issuer is a company whose capital and reserves amount to at least EUR 10 million and which presents and publishes its annual accounts in accordance with the requirements of the Companies Act 2006 applicable to public companies limited by shares or by guarantee, or private companies limited by shares or by guarantee, or for companies incorporated in the EEA, Directive 2013/34/EU, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

Transferable securities and approved money market instruments held within the Company

These must be:

- (a) admitted to or dealt in on an eligible market (as set out in Schedule 2); or
- (b) for an approved money market instrument not admitted to or dealt in on an eligible market, within COLL 5.2.10AR(1);

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

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

Nil and partly paid securities

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

Warrants

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

Collective Investment Schemes

Up to 10% of the Scheme Property of each Fund may consist of shares/units in collective investment schemes.

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

The Funds must not invest in units or shares of a collective investment scheme (the “**Second Scheme**”) unless the Second Scheme satisfies the conditions referred to below and provided that not more than 10% of the value of the Scheme Property attributed to the Funds is invested in Second Schemes within categories (b) to (e) below

The Second Scheme must:

- (a) be a UK UCITS or a scheme which satisfies the conditions necessary for it to enjoy the rights conferred by the UCITS Directive (as defined in the FCA Glossary) as implemented in the EEA; or
- (b) be a recognised scheme (as defined in COLL) that is authorised by the supervisory authorities of Guernsey, Jersey or the Isle of Man (provided the requirements of COLL 5.2.13AR are met); or
- (c) be authorised as a non-UCITS retail scheme (provided the requirements of COLL 5.2.13AR(1), (3) and (4) are met); or
- (d) be authorised in an EEA State (provided the requirements of COLL 5.2.13AR are met); or
- (e) be authorised by the competent authority of an OECD member country (other than an EEA State) which has:
 - (i) signed the IOSCO Multilateral Memorandum of Understanding; and

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

(provided the requirements of COLL 5.2.13AR are met);

The Second Scheme must comply, where relevant, with: (1) those COLL provisions regarding investment in other group and associated schemes (referred to below); and (2) must have terms which prohibit more than 10% in value of the Scheme Property consisting of units in collective investment schemes; and where the Second Scheme is an umbrella, the 10% investment restriction and provisions (1) and (2) above apply to each sub-fund of the umbrella as if it were a separate scheme.

The requirements of COLL 5.2.13AR are:

- (1) the Second Scheme is an undertaking:
 - with the sole object of collective investment in transferable securities or in other liquid financial assets, as referred to in this chapter, of capital raised from the public and which operate on the principle of risk-spreading; and
 - with units which are, at the request of holders, repurchased or redeemed, directly or indirectly, out of those undertakings' assets (action taken by a scheme to ensure that the price of its units on an investment exchange does not significantly vary from their Net Asset Value shall be regarded as equivalent to such repurchase or redemption);
- (2) the Second Scheme is authorised under laws which provide that they are subject to supervision considered by the FCA to be equivalent to that laid down in the law of the UK, and that cooperation between the FCA and the supervisory authorities of the Second Scheme is sufficiently ensured;
- (3) the level of protection for unitholders in the Second Scheme is equivalent to that provided for unitholders in a UK UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of transferable securities and approved money market instruments are equivalent to the requirements of this chapter; and
- (4) the business of the Second Scheme is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period.

Where the Funds invest in a Second Scheme, the maximum annual management fee that may be charged to that Second Scheme is 3% (excluding performance fees) of the Net Asset Value of such a Second Scheme.

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

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

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

- (a) the Second Fund does not itself hold units in any other sub-fund of the Company;
- (b) in respect of the proportion of the Scheme Property of the investing sub-fund represented by units of the Second Fund, no payment over and above that due in relation to services provided to the Second Fund is taken to remunerate the ACD or any other director of the Company or an associate of either of them;
- (c) the Prospectus clearly states that the property of the investing sub-fund may include such units; and
- (d) COLL 5.2.30 R(2) is complied with.

The Funds may include units of any other Funds of the Company in accordance with (c) above.

(1) Where:

- (a) an investment or disposal is made under COLL 5.2.30R; and
- (b) there is a charge in respect of such investment or disposal;

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

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

- (a) any amount by which the consideration paid by the investing Fund for the shares in the Second Fund exceeds the price that would have been paid for the benefit of the Second Fund had the shares been newly issued or sold by it; or
- (b) if such price cannot be ascertained by the ACD, the maximum amount of any charge permitted to be made by the seller of shares in the Second Fund.

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

(4) In this rule:

- (a) any addition to or deduction from the consideration paid on the acquisition or disposal of shares in the Second Fund, which is applied for the benefit of the Second Fund and is, or is like, a dilution adjustment made in accordance with COLL 6.3.8R (Dilution) is to be treated as part of the price of the shares and not as part of any charge; and
- (b) any charge made in respect of an exchange of shares in the Second Fund for shares in another sub-fund is to be included as part of the consideration paid for the shares.

Cash and Near Cash

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

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

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

During the initial offer period the Scheme Property of the Funds may consist of cash and near cash without limitation.

Government and Public Securities

The Funds may invest in a transferable security or Approved Money Market Instrument (“such securities”) provided no more than 35% in value of the Scheme Property attributable to the Funds is invested in such securities issued or guaranteed by a single state, local authority or public international body. There is no limit on the amount which may be invested in such securities or in any one issue. Such securities must be issued by:

- (a) the UK or an EEA State;
- (b) a local authority of the UK or an EEA State;
- (c) a non-EEA State; or
- (d) a public international body to which the UK or one or more EEA States belong.

In relation to the limits relating to such securities:

- (a) issue, issued and issuer include guarantee, guaranteed and guarantor; and
- (b) an issue differs from another if there is a difference as to repayment date, rate of interest, guarantor or other material terms of the issue.

A Fund may invest more than 35% of its Property attributable to that Fund in such securities issued by or on behalf of or guaranteed by a single named issuer which may be the government of the UK provided that:

- (a) the ACD has before any such investment is made consulted with the Depositary and as a result considers that the issuer of such securities is one which is appropriate in accordance with the investment objectives of the Funds;
- (b) no more than 30% in value of the Property attributable to that Fund consists of such securities of any one issue;
- (c) the Property attributable to that Fund includes such securities issued by that or another issuer, of at least six different issues;
- (d) the disclosures required by the FCA in COLL 3.2.6R(8) have been made in the Fund’s Instrument.

Notwithstanding that the “Spread – General” section above does not apply to such securities and subject to the provisions in this section, in applying the 20% limit in the “Spread – General” section with respect to a single body, such securities issued by that body shall be taken into account.

Covered bonds

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

Derivatives

The Company may invest in derivatives for efficient portfolio management purposes, as well as both derivative and forward transactions for investment purposes.

Efficient Portfolio Management

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

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

- (a) they are economically appropriate in that they are realised in a cost-effective way;
- (b) they are entered into for one or more of the following specific aims;
 - (i) reduction of risk;
 - (ii) reduction of cost; and/or
 - (iii) generation of additional capital or income for the Funds with a risk level which is consistent with the risk profile of the Funds and the risk diversification rules in COLL (as summarised in this Schedule.).

The ACD must ensure that the Funds' global exposure to derivatives and forward transactions does not exceed the Net Asset Value of the Funds.

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

Derivatives - General

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

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

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

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

Permitted Transactions (derivatives and forwards)

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

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

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

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

Any forwards transaction must be made with an Eligible Institution or an Approved Bank in accordance with COLL.

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

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

The Funds may not undertake transactions in derivatives on commodities.

Transactions may be effected in which the ACD has, either directly or indirectly, an interest that may potentially involve a conflict of its obligation to the Company. Where a conflict cannot be avoided, the ACD will have regard to its fiduciary responsibility to act in the best interests of the Company and its investors. The ACD will ensure that investors are treated fairly and that such transactions are effected on terms which are not less favourable to the Company than if the potential conflict had not existed.

Operational costs and fees arising from EPM techniques and/or the use of derivatives are paid for by the relevant Fund. The identity of the entities to which operational costs and fees are paid will be disclosed in the annual report.

Requirement to cover sales

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

Deposits

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

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

Not more than 20% of the Scheme Property of each Fund may consist of deposits with a single body.

Immovable property

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

Prudent Spread of Risk

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

Spread - General

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

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

- (h) deposits made with; or
- (i) exposures from OTC derivatives transactions made with;

a single body.

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

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

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

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

The exposure to any one counterparty in an OTC derivative transaction must not exceed 5% in value of the Scheme Property. This limit may be raised to 10% where the counterparty is an Approved Bank. When calculating exposure, the ACD must use the positive mark-to-market value of the OTC derivative positions of the Fund with the same counterparty provided they are able to legally enforce netting agreements with the counterparty on behalf of the Fund. The exposure in respect of an OTC derivative may be reduced to the extent that collateral is held provided that it is sufficiently liquid so that it can be sold quickly at a price that is close to its pre-sale valuation.

Concentration

The Company must not at any time hold:

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

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

Significant Influence

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

Borrowing

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

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

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

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

Risk Management

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

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

- (a) the methods for estimating risks in derivative and forward transactions; and
- (b) a true and fair view of the types of derivatives and forwards transactions to be used within the Company together with their underlying risks and any relevant quantitative limits.

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

Stock lending

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

- (a) for the account of and for the benefit of the Fund;

- (b) in the best interests of its shareholders;
- (c) all the terms of the agreement under which securities are to be reacquired by the Depository for the account of the Funds are in a form which is acceptable to the Depository and are in accordance with good market practice;
- (d) the counterparty is an authorised person, a person authorised by a home state regulator or otherwise acceptable in accordance with COLL; and
- (e) collateral is obtained to secure the obligation of the counterparty under the terms referred to in (a) above, and is acceptable to the Depository and must also be adequate and sufficiently immediate as set out in COLL. These requirements do not apply to a stock lending transaction made through Euroclear Bank SA/NV's Securities Lending and Borrowing Programme.

An arrangement or contract referenced above is not in the interests of shareholders unless it reasonably appears to the Company or the ACD to be appropriate with a view to generating additional income for the Fund with an acceptable degree of risk

Collateral management

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

To be eligible, collateral received must be:

- (a) sufficiently liquid so that it can be sold quickly at a price that is close to its pre-sale valuation;
- (b) capable of being valued on at least a daily basis and marked to market daily;
- (c) of high credit quality and where the issuer is not rated at least A1 or equivalent, conservative haircuts must be applied;
- (d) held by the Custodian as a delegate of the Depository or by a third party custodian who is independent of the collateral provider;
- (e) must be immediately available without reference to or approval from the counterparty;
- (f) diversified to avoid concentration risk in one issue, sector or country; and
- (g) issued by an entity independent of the counterparty.

For cash collateral received, this can only be invested in risk-free assets. Where non cash collateral is received it cannot be sold, re-invested or pledged. A counterparty may be an associate of the ACD or the Investment Manager which may give rise to a conflict of interest. For further details on the ACD's conflicts of interest policy please contact the ACD. Collateral will be acceptable only if it transferred to the Depository or its agent under a title transfer arrangement, and is at all times equal in value to the market value of the securities transferred by the Depository plus a premium.

Restrictions on lending of money

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

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

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

Restrictions on lending of property other than money

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

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

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

General power to accept or underwrite placings

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

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

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

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

Guarantees and indemnities

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

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

The above paragraphs do not apply to:

- (a) any indemnity or guarantee given for margin requirements where the derivatives or forward transactions are being used in accordance with COLL; and
- (b) for the Company:
 - (i) an indemnity falling within the provisions of regulation 62(3) of the OEIC Regulations (Exemptions from liability to be void);
 - (ii) an indemnity (other than any provision in it which is void under regulation 62 of the OEIC Regulations) given to the Depositary against any liability incurred by it as a consequence of the safekeeping of any of the Scheme Property by it or by anyone retained by it to assist it to perform its function of the safekeeping of the Scheme Property; and
 - (iii) an indemnity given to a person winding up a scheme if the indemnity is given for the purposes of arrangements by which the whole or part of the property of that scheme becomes the first property of the Company and the holders of shares in that scheme become the first shareholders in the Company.

Schedule 2

List of Eligible Security Markets

Eligible securities markets are securities markets established in (i) the United Kingdom, (ii) member states of the European Union and other states within the European Economic Area on which transferable securities admitted to official listings are dealt or traded; and (iii) other markets which the ACD, after consultation with the Depositary, has decided are appropriate for the Funds and the Company with regard to the relevant criteria set out in the Regulations and guidance issued by the FCA. Currently these other markets are:

Region	Market
Australia	Australian Securities Exchange (ASX)
Brazil	Brazilian Stock Exchange (B3)
Canada	Toronto Stock Exchange (TMX)
Canada	Toronto Stock Exchange Ventures (TSX)
Channel Islands	The International Stock Exchange (TISE)
Hong Kong	The Stock Exchange of Hong Kong (HKEX)
India	Bombay Stock Exchange (BSE)
India	National Stock Exchange of India (NSE)
Japan	Tokyo Stock Exchange
Singapore	Singapore Exchange (SGX)
South Africa	Johannesburg Stock Exchange (JSE)
South Korea	Korea Exchange (KRX)
Switzerland	SIX Swiss Exchange
Taiwan	Taiwan Stock Exchange (TWSE)
United States of America	NASDAQ
United States of America	New York Stock Exchange (NYSE)
United States of America	NYSE American

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

Eligible Derivatives Markets

An “approved derivative” is one traded or dealt in on an “eligible derivatives market”.
“Eligible derivatives markets” are:

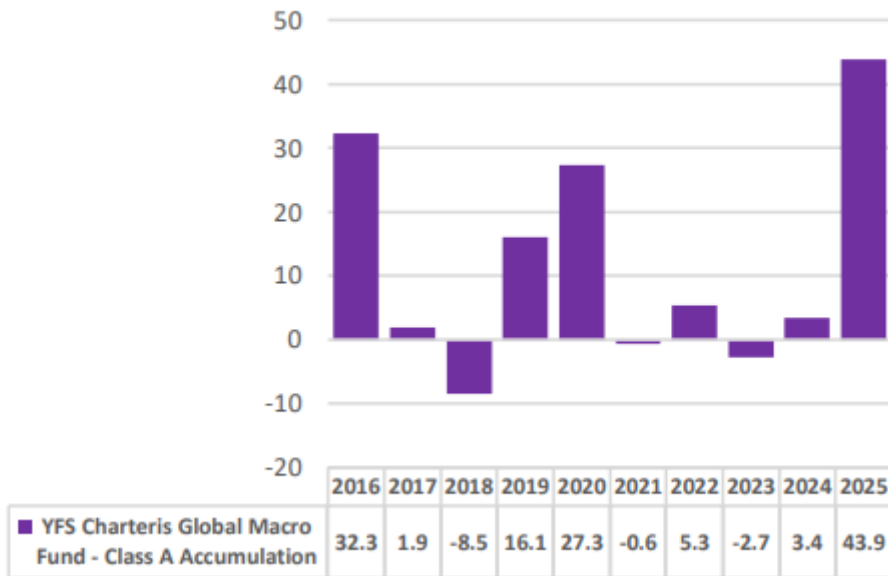
Region	Market
United Kingdom	ICE Futures Europe
United States of America	Cboe Futures Exchange
United States of America	Cboe Options Exchange
United States of America	Chicago Board of Trade (CBOT)
United States of America	Chicago Mercantile Exchange (CME)
United States of America	ICE Futures US
United States of America	New York Mercantile Exchange (NYMEX)

Schedule 3

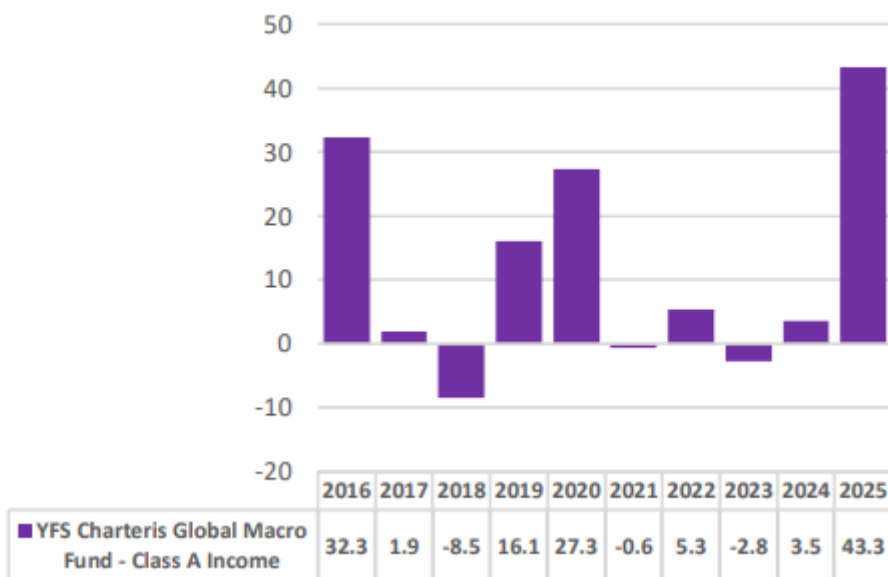
Historical Performance

The charts below show the annual total return of share classes of each Fund with shares in issue at the date of this prospectus. This performance information does not include the effect of any preliminary charge that may be paid on the purchase of an investment.

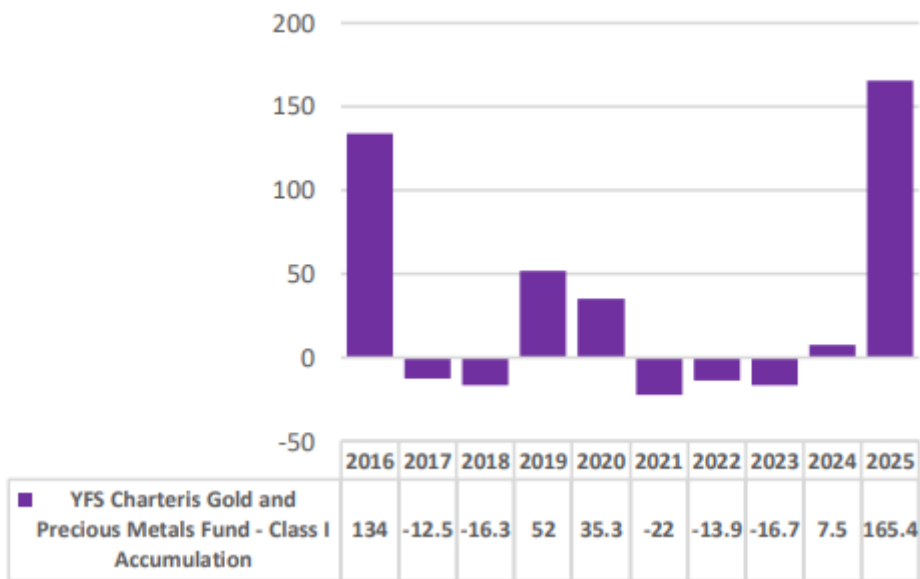
Total Return %



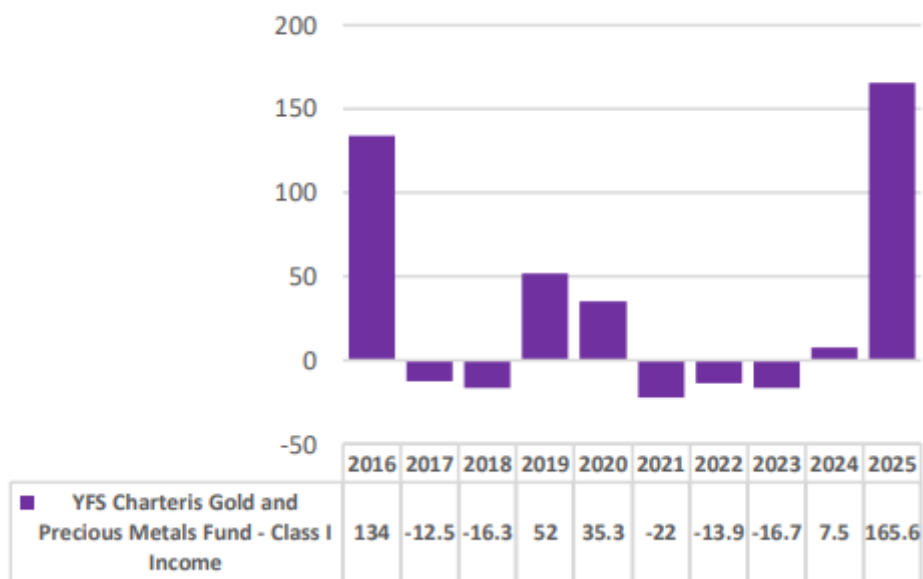
Total Return %



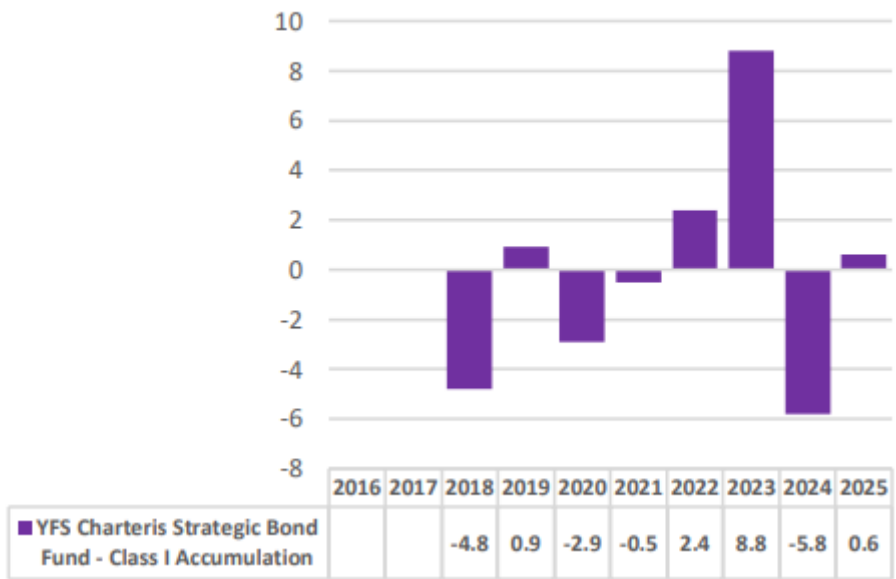
Total Return %



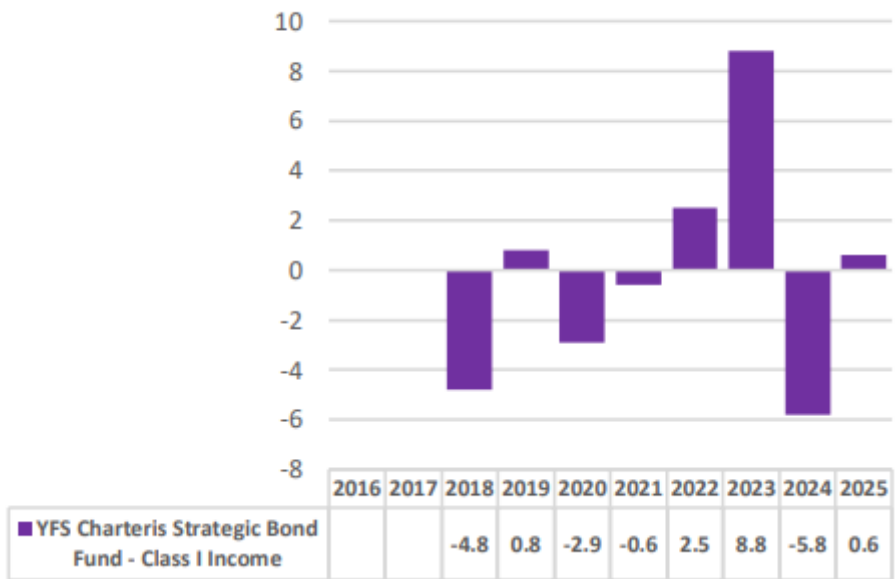
Total Return %



Total Return %



Total Return %



Mid-to-mid basis, net income reinvested
 Source: FE Fund Info and Yealand Fund Services Limited

Past performance should not be seen as an indication of future performance.

Schedule 4

List of Delegates and Sub-Delegates

Global Custodian
CACEIS Bank, UK Branch

CACEIS Bank - Sub Custodians

AUSTRALIA	The Hong Kong and Shanghai Banking Corporation Limited, Sydney Branch
AUSTRIA	CACEIS Bank S.A., Germany Branch
BELGIUM	CACEIS Bank
BOTSWANA	Standard Chartered (Botswana) Ltd
BRAZIL	Santander CACEIS Brasil DTVM S.A.
BULGARIA	UniCredit Bulbank AD
CANADA	CIBC Mellon Trust Company
CZECH REPUBLIC	UniCredit Bank Czech Republic and Slovakia, A.S.
DENMARK	Skandinaviska Enskilda Banken, Denmark
ESTONIA	AS SEB PANK, Tallinn
FINLAND	Skandinaviska Enskilda Banken AB, Helsinki
FRANCE	CACEIS Bank
GERMANY	CACEIS Bank S.A., Germany branch
GREECE	HSBC Continental Europe, Greece
HONG KONG	The Hong Kong and Shanghai Banking Corporation Limited, Hong Kong
ICELAND	Clearstream Banking S.A., Luxembourg
IRELAND	HSBC Security Services, London

ISRAEL	Hapoalim Bank, Tel Aviv
ITALY	CACEIS Bank, Italy Branch
JAPAN	The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch
LATVIA	SEB BANKA, Riga
LITHUANIA	SEB BANK, Vilnius
LUXEMBURG	Clearstream Banking S.A., Luxembourg
NETHERLANDS	CACEIS Bank
NEW ZEALAND	The Hongkong and Shanghai Banking Corporation Limited, Auckland Branch
NORWAY	Skandinaviska Enskilda Banken AB
PHILIPPINES	The Hongkong and Shanghai Banking Corporation Limited, Manila Branch
POLAND	Bank Polska Kasa Opieki S.A
PORTUGAL	Banco Santander Totta S.A.
SINGAPORE	The Hong Kong and Shanghai Banking Corporation Ltd, Singapore Branch
SOUTH AFRICA	The Standard Bank of South Africa Ltd., Johannesburg
SPAIN	CACEIS Bank Spain S.A.U.
SWEDEN	Skandinaviska Enskilda Banken Stockholm
SWITZERLAND	CACEIS BL Nyon Branch
THAILAND	The Hongkong and Shanghai Banking Corporation Limited, Bangkok Branch
UNITED KINGDOM	HSBC Bank Plc, London
UNITED STATES	Brown Brothers Harriman

Schedule 5

Table of Charges and Investment Amounts for Funds

YFS Charteris Global Macro Fund

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class A GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.00%	0%	0%	0%
Class A GBP Shares Net Income	£1,000	£500	£50	£1,000	1.00%	0%	0%	0%

YFS Charteris Premium Income Fund⁷

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class A GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.50%	5.00%	0%	0%

⁷ Please note that this sub-fund is no longer available for investment

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class A GBP Shares Net Income	£1,000	£500	£50	£1,000	1.50%	5.00%	0%	0%
Class I GBP Shares Net Accumulation	£1,000	£1,000	N/A	£1,000	1.00%	0%	0%	0%
Class I GBP Shares Net Income	£1,000	£1,000	N/A	£1,000	1.00%	0%	0%	0%

YFS Charteris Gold and Precious Metals Fund

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class A GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.25%	0.00%	0%	0%
Class A GBP Shares Net Income	£1,000	£500	£50	£1,000	1.25%	0.00%	0%	0%

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class B GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.75%	5.25 %	0%	0%
Class B GBP Shares Net Income	£1,000	£500	£50	£1,000	1.75%	5.25%	0%	0%
Class I GBP Shares Net Accumulation	£1,000	£1,000	N/A	£1,000	1.00%	0%	0%	0%
Class I GBP Shares Net Income	£1,000	£1,000	N/A	£1,000	1.00%	0%%	0%	0%

YFS Charteris Property Fund

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class A GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.00%	0%	0%	0%
Class A GBP Shares Net Income	£1,000	£500	£50	£1,000	1.00%	0%	0%	0%
Class B GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.50%	5.00%	0%	0%
Class B GBP Shares Net Income	£1,000	£500	£50	£1,000	1.50%	5.00%	0%	0%
Class R GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.50%	5.00%	0%	0%
Class R GBP Shares Net Income	£1,000	£500	£50	£1,000	1.50%	5.00%	0%	0%

YFS Charteris Strategic Bond Fund

Share Class	Minimum Initial Investment Requirement	Minimum Subsequent Investment Requirement	Minimum Subsequent Investment Requirement For ISA Investors	Minimum Holding Requirement	Current Annual Management Charge	Current Preliminary Charge	Redemption Charge	Switching Charge
Class A GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	1.30%	5.00%	0%	0%
Class A GBP Shares Net Income	£1,000	£500	£50	£1,000	1.30%	5.00%	0%	0%
Class I GBP Shares Net Accumulation	£1,000	£500	£50	£1,000	0.80%	0.00%	0%	0%
Class I GBP Shares Net Income	£1,000	£500	£50	£1,000	0.80%	0.00%	0%	0%