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WAVERTON INVESTMENT FUNDS PLC

(an investment company with variable capital incorporated with limited liability in Ireland with registered number 383680 and established as an umbrella fund with segregated liability between sub-funds)

PROSPECTUS

for

Waverton Global Equity Fund
Waverton Global Core Equity Fund
Waverton Asia Pacific Fund
Waverton UK Fund
Waverton Global Strategic Bond Fund
Waverton Alternatives Fund
Waverton Cautious Income Fund
Waverton Sterling Bond Fund
Waverton Tactical Equity Fund

Dated 24 October 2016

THIS DOCUMENT CONTAINS IMPORTANT INFORMATION ABOUT THE COMPANY AND THE FUNDS AND SHOULD BE READ CAREFULLY BEFORE INVESTING. IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS PROSPECTUS YOU SHOULD CONSULT YOUR BANK MANAGER, LEGAL ADVISER, ACCOUNTANT OR OTHER FINANCIAL ADVISER.

Certain terms used in this Prospectus are defined in the section entitled "Definitions".

Central Bank Authorisation

The Company has been authorised by the Central Bank as a UCITS within the meaning of the UCITS Regulations. The authorisation of the Company is not an endorsement or guarantee of the Company by the Central Bank nor is the Central Bank responsible for the contents of this Prospectus. Authorisation of the Company by the Central Bank does not constitute a warranty by the Central Bank as to the performance of the Company and the Central Bank shall not be liable for the performance or default of the Company or of any Fund.

Investment Risks

There can be no assurance that each Fund will achieve its investment objective. It should be appreciated that the value of Shares may go down as well as up. An investment in a Fund involves investment risks, including possible loss of the entire amount invested. The capital return and income of a Fund are based on the capital appreciation and income on the investments it holds, less expenses incurred. Therefore, a Fund's return may be expected to fluctuate in response to changes in such capital appreciation or income. Investors' attention is drawn to the specific risk factors set out in the section entitled "Risk Factors". It is recommended that for retail investors an investment in any of the Funds should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. The difference at any one time between the sale and repurchase price of the Shares means that an investment in any of the Funds should be viewed as medium to long term. Shareholders should note that fees and expenses may be charged to the capital of the Funds. Therefore, on repurchase, Shareholders may not receive back the full amount invested. The charging of expenses to capital will have the effect of lowering the capital value of your investment.

Selling Restrictions

The distribution of this Prospectus and the offering or purchase of the Shares may be restricted in certain jurisdictions. No persons receiving a copy of this Prospectus or the accompanying application form in any such jurisdiction may treat this Prospectus or such application form as constituting an invitation to them to subscribe for Shares, nor should they in any event use such application form, unless in the relevant jurisdiction such an invitation could lawfully be made to them and such application form could lawfully be used without compliance with any registration or other legal requirements. Accordingly, this Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation. It is the responsibility of any persons in possession of this Prospectus and any persons wishing to apply for Shares pursuant to this Prospectus to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for Shares should inform themselves as to the legal requirements of so applying and any applicable exchange control regulations and taxes in the countries of their respective citizenship, residence, incorporation or domicile.

Before investing in a Fund an investor shall be required to confirm whether the investor is Irish Resident for tax purposes.

United States: The Shares have not been and will not be registered under the 1933 Act, or any U.S. state securities laws, and neither the Funds nor the Company has been or will be registered under the 1940 Act. Except as otherwise described herein, such Shares may not be offered or sold, directly or indirectly to, or for the benefit of, any U.S. Person. For this purpose, a U.S. Person has the meaning set forth in the section entitled "Definitions". Shares may in the future be offered and sold to a limited number or category of U.S. Persons, but only pursuant to authorisation by the Directors, and in such a manner that will not require the registration of the Company, any Fund, or the Shares under the securities laws of the United States, or any state thereof.

Isle of Man: Shareholders in the Company are not protected by any statutory compensation scheme and the Isle of Man Financial Supervision Commission does not regulate the Company and has not approved it.

Marketing Rules

Shares are offered only on the basis of the information contained in the current Prospectus and the latest audited annual accounts and any subsequent half-yearly report. Investors should note that the auditor's report on the Company's annual accounts is made only to the Company and the Shareholders as a body at the date of the auditor's report.

Any further information or representation given or made by any dealer, salesman or other person should be disregarded and accordingly should not be relied upon. Neither the delivery of this Prospectus nor the offer, issue or sale of Shares shall, under any circumstances, constitute a representation that the information given in this Prospectus is correct as of any time subsequent to the date of this Prospectus. Statements made in this Prospectus are based on the law and practice currently in force in Ireland and are subject to changes therein.

The Prospectus and any Supplemental Prospectus may be translated into other languages. Any such translation shall only contain the same information and have the same meaning as the English language Prospectus or Supplemental Prospectus. To the extent that there is any inconsistency between the English language Prospectus or Supplemental Prospectus and the Prospectus or Supplemental Prospectus in another language, the English language Prospectus or Supplemental Prospectus will prevail, except to the extent (but only to the extent that it is required by the law of any jurisdiction where the Shares are sold) that in an action based upon disclosure in a Prospectus in a language other than English, the language of the Prospectus or Supplemental Prospectus on which such action is based shall prevail. All disputes as to the terms thereof shall be governed by, and construed in accordance with, the law of Ireland.

This Prospectus should be read in its entirety before making an application for Shares.

WAVERTON INVESTMENT FUNDS PUBLIC LIMITED COMPANY

Board of Directors

Mr. Marc Geduldt
Mr. John McClintock
Mr. Eanna McHugh
Mr. Paul McNaughton
Mr. Peter Troughton

Registered Office of the Company

4th Floor
One George's Quay Plaza
George's Quay
Dublin 2
Ireland

Company Secretary

Bradwell Limited
Arthur Cox Building
Earlsfort Centre
Earlsfort Terrace
Dublin 2
Ireland

Investment Manager and Distributor

Waverton Investment Management Limited
16 Babmaes Street
London
SW1Y 6AH
England

Administrator

RBC Investor Services Ireland Limited
4th Floor
One George's Quay Plaza
George's Quay
Dublin 2
Ireland

Depositary

Dublin Branch
RBC Investor Services Bank S.A., Dublin
Branch
4th Floor
One George's Quay Plaza
George's Quay
Dublin 2
Ireland

Head Office

RBC Investor Services Bank S.A.
14, Porte de France
L 4360 Esch sur Alzette
Luxembourg

Legal Advisers in Ireland

Arthur Cox
Earlsfort Centre
Earlsfort Terrace
Dublin 2
Ireland

Legal Advisers in England

Berwin Leighton Paisner
Adelaide House
London Bridge
London EC4R 9HA
England

Auditors

Grant Thornton
Chartered Accountants
and Registered Auditors
24-26 City Quay
Dublin 2
Ireland

Governance Service Provider

Bridge Consulting Limited
33 Sir John Rogerson's Quay
Dublin 2
Ireland

INDEX

SUMMARY.....	7
STRUCTURE.....	7
INVESTMENT OBJECTIVES AND POLICIES	7
SHARE CLASSES	9
TAXATION.....	9
DIVIDENDS	9
INCOME EQUALISATION	10
FEES AND EXPENSES	10
DEALING DAYS	10
INVESTOR RESTRICTIONS	10
INVESTMENT RISKS.....	10
DEFINITIONS.....	12
INTRODUCTION.....	20
INVESTMENT OBJECTIVES AND POLICIES OF THE FUNDS, BENCHMARKS AND TYPICAL INVESTOR PROFILES	20
BORROWING.....	31
DISTRIBUTION POLICY	31
INVESTMENT RESTRICTIONS	33
INVESTMENT TECHNIQUES AND INSTRUMENTS.....	33
GENERAL	33
MEASUREMENT OF MARKET RISK AND LEVERAGE	35
RISK FACTORS	36
INVESTMENT RISK.....	36
EQUITY RISK.....	36
DEBT SECURITIES RISK	37
RISKS OF BELOW INVESTMENT GRADE SECURITIES	37
CREDIT MARKET ILLIQUIDITY.....	38
CONVERTIBLE SECURITY RISK	38
CURRENCY RISK	38
CURRENCY CLASSES OF SHARES.....	39
RISKS ASSOCIATED WITH FINANCIAL DERIVATIVE INSTRUMENTS AND EFFICIENT PORTFOLIO MANAGEMENT TECHNIQUES AND INSTRUMENTS	39
MEASUREMENT OF MARKET RISK AND LEVERAGE USING VAR.....	40
RISKS ASSOCIATED WITH INVESTMENT IN OTHER COLLECTIVE INVESTMENT SCHEMES.....	40

COMMODITIES RISK	41
CREDIT AND SETTLEMENT RISK	41
UMBRELLA STRUCTURE OF THE COMPANY AND CROSS-LIABILITY RISK	41
RISKS ASSOCIATED WITH UMBRELLA CASH ACCOUNTS	41
PERFORMANCE FEE RISK.....	42
EMERGING MARKET RISK	42
SMALL AND MEDIUM SIZED COMPANY RISK	43
TAXATION RISK	43
SUBSCRIPTION DEFAULT RISK	44
EXCESSIVE TRADING.....	44
RISK MANAGEMENT METHODS.....	44
EUROZONE RISKS	44
FEES AND EXPENSES.....	46
INVESTMENT MANAGEMENT FEE.....	46
EXPENSE CAP FOR THE WAVERTON GLOBAL CORE EQUITY FUND AND WAVERTON CAUTIOUS INCOME FUND	48
PERFORMANCE FEE	48
BRIDGE CONSULTING FEES	49
DEPOSITARY’S FEE.....	49
ADMINISTRATOR’S FEE	50
CHARGING OF FEES AND EXPENSES TO CAPITAL.....	50
ANTI-DILUTION LEVY	50
ADMINISTRATION OF THE COMPANY	50
DETERMINATION OF NET ASSET VALUE	50
APPLICATION FOR SHARES	53
ANTI-MONEY LAUNDERING PROCEDURES	54
SUBSEQUENT SUBSCRIPTIONS	54
SUBSCRIPTION PRICE.....	55
WRITTEN CONFIRMATIONS OF OWNERSHIP.....	55
REPURCHASE REQUESTS	55
REPURCHASE PRICE	56
MANDATORY REPURCHASE OF SHARES	56
TRANSFER OF SHARES.....	56
CLEARSTREAM/EUROCLEAR PARTICIPANTS.....	57
UMBRELLA CASH ACCOUNTS.....	57
WITHHOLDINGS AND DEDUCTIONS	58
CONVERSION OF SHARES.....	58
EXCESSIVE TRADING.....	59
DISCLOSURE OF PORTFOLIO INFORMATION	59

PUBLICATION OF THE PRICE OF THE SHARES	60
TEMPORARY SUSPENSION OF VALUATION OF THE SHARES AND OF SALES AND REPURCHASES	60
DATA PROTECTION NOTICE	60
MANAGEMENT AND ADMINISTRATION	62
THE BOARD OF DIRECTORS	62
THE INVESTMENT MANAGER AND DISTRIBUTOR	63
GOVERNANCE SERVICE PROVIDER	64
THE ADMINISTRATOR	65
THE DEPOSITARY	65
TAXATION	68
IRISH TAX CONSIDERATIONS	68
UK TAX CONSIDERATIONS	77
US TAX CONSIDERATIONS	81
GENERAL	81
CONFLICTS OF INTEREST AND BEST EXECUTION	81
THE SHARE CAPITAL	83
THE FUNDS AND SEGREGATION OF LIABILITY	84
TERMINATION	85
MEETINGS	86
REPORTS	87
VOTING POLICY	87
REMUNERATION POLICY	87
COMPLAINTS	87
MISCELLANEOUS	88
MATERIAL CONTRACTS	88
SUPPLY AND INSPECTION OF DOCUMENTS	88
SCHEDULE I THE REGULATED MARKETS	90
SCHEDULE II INVESTMENT RESTRICTIONS APPLICABLE TO THE FUNDS.....	92
SCHEDULE III INVESTMENT TECHNIQUES AND INSTRUMENTS	97
SCHEDULE IV SHARE CLASSES.....	106
SCHEDULE V LIST OF SUB-CUSTODIANS	109
COUNTRY SUPPLEMENT – ADDITIONAL INFORMATION FOR INVESTORS IN GERMANY.....	112

WAVERTON INVESTMENT FUNDS PLC

SUMMARY

Structure

The Company is an umbrella fund with segregated liability between sub-funds established as an open-ended, variable capital investment company incorporated as a public limited company under the laws of Ireland. The Articles of Association provide for separate Funds, each representing interests in a separate and defined portfolio of assets and liabilities which may be issued from time to time with the approval of the Central Bank.

Investment Objectives and Policies

Waverton Global Equity Fund

The investment objective of Waverton Global Equity Fund is to achieve capital growth through a focussed list of equities on a global basis.

Performance Benchmark

The performance benchmark against which Waverton Global Equity Fund's performance is measured is the MSCI World Free Net Total Return Index.

Waverton Global Core Equity Fund

The investment objective of Waverton Global Core Equity Fund is to achieve capital growth through investment in a diversified portfolio of equities on a global basis.

Performance Benchmark

The performance benchmark against which Waverton Global Core Equity Fund's performance is measured is the MSCI World Free Net Total Return Index.

Waverton Asia Pacific Fund

The investment objective of Waverton Asia Pacific Fund is to achieve capital growth and generate an income through diversified investment in equities of Asian-Pacific Companies (excluding the equities of Japanese Companies).

Performance Benchmark

The performance benchmark against which Waverton Asia Pacific Fund's performance is measured is the MSCI AC Asia ex Japan Index (total return).

Waverton UK Fund

The Investment objective of Waverton UK Fund is to achieve long-term capital growth and income through diversified investment in UK equities.

Performance Benchmark

The performance benchmark against which Waverton UK Fund's performance is measured is the FTSE All-Share Index (total return).

Waverton Global Strategic Bond Fund

The investment objective of Waverton Global Strategic Bond Fund is to achieve capital growth and income through investment in global government and corporate Debt Securities.

Performance Benchmark

The performance benchmark against which Waverton Global Strategic Bond Fund's performance is measured is US Cash Indices LIBOR Total Return 1 month.

Waverton Alternatives Fund

The investment objective of Waverton Alternatives Fund is to achieve long-term capital growth through investment of up to 100 per cent. of its assets in a diversified portfolio of equities, Structured Products, deposits, cash, money market instruments and collective investment schemes, which may themselves invest in equities and alternative asset classes such as hedge funds, real estate, private equity funds and commodities to the extent that these are permitted under the UCITS Regulations.

Performance Benchmark

The performance benchmark against which Waverton Alternatives Fund's performance is measured is the BBA Libor 3 Month GBP.

Waverton Cautious Income Fund

The investment objective of Waverton Cautious Income Fund is to achieve capital growth and generate income through investment of up to 100 per cent. of its assets in a diversified portfolio of equities, global government and corporate Debt Securities, Structured Products, deposits, cash, money market instruments and collective investment schemes which may themselves invest in the foregoing asset classes and commodities to the extent that these are permitted by the UCITS Regulations.

Performance Benchmark

The performance benchmark against which Waverton Cautious Income Fund's performance is measured is the combined performance of the following benchmarks, with the contribution of such benchmark to the overall performance being indicated in the brackets after its name: FTSE All-World Index (total return) (45 per cent.), FTSE Actuaries UK Gilts Series (total return) (35 per cent.) and GBP 1 month Libor (20 per cent.).

Waverton Sterling Bond Fund

The investment objective of Waverton Sterling Bond Fund is to achieve capital growth and income through investment in UK and international government and corporate Debt Securities.

Performance Benchmark

The performance benchmark against which Waverton Sterling Bond Fund's performance is measured is the FTSE Actuaries UK Gilts Index Series - Gilts (All) (total return).

Waverton Tactical Equity Fund

The investment objective of Waverton Tactical Equity Fund is to achieve capital growth and income through investment of up to 100 per cent. of its assets in international equities either by way of direct investment or through the use of collective investment schemes to provide

exposure to the underlying asset class. Depending on market circumstances the Fund may also invest directly in Structured Products.

Performance Benchmark

The performance benchmark against which Waverton Tactical Equity Fund's performance is measured is the FTSE All-World Index (total return).

Share Classes

The classes of Shares which may be issued in respect of the Funds are set out in Schedule IV.

Taxation

As an investment undertaking within the meaning of Section 739B (1) of the TCA (as defined in the section entitled "Irish Tax Considerations", the Company is not generally chargeable to Irish tax on its income and gains. However, Irish tax can arise on the happening of a "chargeable event" in the Company. No Irish tax will arise in respect of a "chargeable event" where: (a) the Shareholder is neither resident nor ordinarily resident in Ireland and it (or an intermediary action on its behalf) has made the necessary declaration to that effect and the Company is not in possession of any information which would reasonably suggest that the information contained in the declaration is not, or is no longer, materially correct; or (b) the Shareholder is Non-Irish Resident as defined in the section entitled "Irish Tax Considerations" and has confirmed that to the Company and the Company is in possession of written notice of approval from the Revenue Commissioners to the effect that the requirement to provide the necessary declaration of non-residence has been complied with in respect of the Shareholder and the approval has not been withdrawn; or (c) the Shareholder is an Exempt Irish Resident as defined in the section entitled "Irish Tax Considerations" and it (or an intermediary acting on its behalf) has made the necessary declaration to that effect. In the absence of a signed and completed declaration or written notice of approval from the Revenue Commissioners, as applicable, being in the possession of the Company at the relevant time there is a presumption that the Shareholder is Irish Resident as defined in the section entitled "Irish Tax Considerations" or is not an Exempt Irish Resident and a charge to tax arises. No Irish stamp duty or other tax is payable in Ireland on the issue, transfer, repurchase or redemption of Shares. Where any subscription for or redemption of Shares is satisfied by an in-kind or *in specie* transfer of Irish securities or other Irish property, Irish stamp duty may arise on the transfer of such securities or properties. A gift or inheritance of Shares may be liable to Irish Capital Acquisitions Tax. Potential investors are advised to consult their own tax advisers as to the implications of an investment in the Company. Please refer to the section entitled "Irish Tax Considerations" for further information.

Dividends

It is proposed that the Company will declare dividends semi-annually in respect of each Fund, except for Waverton Global Strategic Bond Fund, Waverton Sterling Bond Fund and Waverton Cautious Income Fund, on 30 April and 31 October in each year (or in the event that 30 April or 31 October in any year does not fall on a Business Day, the Business Day preceding that date) and will pay dividends within eight weeks of the ex-date of the dividend from net income (excluding capital gains). Payment will be made to all Shareholders who held Shares at the ex-dividend date of 30 April and 31 October in the relevant year (or in the event that 30 April or 31 October in any year does not fall on a Business Day, the Business Day preceding that date).

It is proposed that the Company will declare dividends quarterly in respect of Waverton Global Strategic Bond Fund, Waverton Sterling Bond Fund and Waverton Cautious Income Fund on 31 January, 30 April, 31 July and 31 October in each year (or in the event that any

of these dates does not fall on a Business Day, the Business Day preceding that date) and will pay dividends within eight weeks of the ex-date of the dividend from net income (excluding capital gains). Payment will be made to all Shareholders who held Shares at the ex-dividend date of 31 January, 30 April, 31 July and 31 October in the relevant year (or in the event that any of these dates does not fall on a Business Day, the Business Day preceding that date).

It is proposed that dividends will not be declared in respect of the Class B USD Acc Shares and Class B Stg£ Acc Shares of Waverton Global Equity Fund, Class I Euro Acc Shares of Waverton Global Strategic Bond Fund. Instead, any net investment income and realised and unrealised capital gains net of realised and unrealised capital losses attributable to each of these Classes will be accumulated in the Net Asset Value per Share of the relevant Class and will be reinvested in accordance with the investment objective and policies of the relevant Fund.

Please see Schedule IV under the column headed "Distribution Policy" for a summary of the distribution policy of the Funds.

Income Equalisation

Waverton Global Strategic Bond Fund, Waverton Sterling Bond Fund and Waverton Cautious Income Fund have a distribution option and as such intend to operate income equalisation. Income equalisation prevents the dilution of current shareholders' earnings by applying a portion of the proceeds from Shares issued or redeemed to undistributed income. When Shares are purchased or redeemed the price may include an element of income. Equalisation is this element of income paid out to shareholders who have purchased or redeemed during this period.

Fees and Expenses

Investors' attention is drawn to the details of the fees and expenses charged to the Funds set out in the section entitled "Fees and Expenses".

Dealing Days

In the case of all Funds, Shares may be issued or repurchased on a Dealing Day by sending an application or repurchase form to the Administrator to arrive no later than 10.00 a.m. (Irish time) on the Dealing Day.

In the case of all Funds, each Business Day shall be a Dealing Day, except where the Net Asset Value determination has been temporarily suspended in the circumstances outlined in the section entitled "Administration of the Company – Temporary Suspension of Valuation of the Shares and of Sales and Repurchases".

Investor Restrictions

The Shares may not be offered or sold in any jurisdiction in which such offer or sale is not lawful or in which the person making such offer or sale is not qualified to do so or to anyone to whom it is unlawful to make such an offer or sale. Except as otherwise provided in this Prospectus Shares may not be purchased or held by or for the account of any U.S. Person. Applicants and transferees will be required to certify whether or not they are Irish Residents.

Investment Risks

An investment in a Fund involves investment risks, including possible loss of the amount invested. There can be no assurance that a Fund will achieve its investment objective. A

more detailed description of certain investment risks relevant to investors in the Company is set out in the sections entitled "Investment Objectives and Policies of the Funds" and "Risk Factors".

DEFINITIONS

In this Prospectus the following words and phrases shall have the meanings indicated below:-

"1933 Act"	the U.S. Securities Act of 1933, as amended;
"1940 Act"	the U.S. Investment Company Act of 1940, as amended;
"Administrator"	RBC Investor Services Ireland Limited;
"Administration Agreement"	the agreement dated 30 October 2015, between the Company and the Administrator, pursuant to which the latter was appointed administrator of the Company, as may be amended from time to time;
"ADR's"	American Depository Receipts;
"Ancillary Liquid Assets"	includes cash deposits, short term Debt Securities, certificates of deposit, bankers acceptances and similar instruments;
"Anti-Dilution Levy"	is a provision to seek to preserve the underlying value of the assets of the Funds (as determined at the discretion of the Investment Manager) for market spreads (the difference between the prices at which assets are valued and/or bought or sold), duties and charges and other dealing costs relating to the acquisition or disposal of assets of a Fund in the event of receipt for processing on a particular Dealing Day of net subscription or repurchase requests (which shall include subscriptions and/or repurchases to be effected by reason of a request to convert from one Fund into another Fund);
"Articles of Association" or "Articles"	the articles of association of the Company;
"Asian-Pacific"	any country in the Asian-Pacific region including, but not limited to, Australia, China, Hong Kong, India, Indonesia, Korea, Malaysia, New Zealand, Pakistan, Philippines, Singapore, Sri Lanka, Thailand and Taiwan;
"Asian-Pacific Companies"	companies established in an Asian-Pacific country or carrying on business activities predominantly in Asian-Pacific countries or, if a holding company, holding shares predominantly in companies established in Asian-Pacific countries;
"Base Currency"	the base currency of each Fund as specified in the section entitled "Investment Objectives and Policies of the Funds";

“Benchmark”	the benchmark (if any) indicated for a Fund under the heading “Performance Benchmark” in the section entitled “Investment Objectives and Policies of the Funds, Benchmarks and Typical Investor Profiles”;
“Business Day”	unless otherwise determined by the Directors and notified in advance to Shareholders, a day on which retail banks are open for business in Dublin and London;
“Central Bank Act”	means the Central Bank (Supervision and Enforcement) Act 2013, as such may be amended, supplemented or replaced from time to time;
“Central Bank of Ireland”	the Central Bank of Ireland or any successor regulatory body;
“Central Bank Regulations”	means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations, 2015, as such may be amended, supplemented or replaced from time to time;
“class” or “Class”	any class of Shares;
“Companies Act”	means the Companies Act 2014, all statutes and statutory instruments which are to be read as one with, or construed or read together with or as one with, the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force;
“Company”	Waverton Investment Funds plc, an investment company with variable capital, incorporated in Ireland pursuant to the Companies Act and the UCITS Regulations;
“Connected Person”	means the Company or the Depositary, and the delegates or sub-delegates of the Company or the Depositary (excluding any non-group company sub-custodians appointed by the Depositary), and any associated or group company of the Company, the Depositary, any delegate or sub-delegate;
“Convertible Debt Securities”	a Convertible Debt Security is a bond that can be converted into a predetermined amount of shares of common stock in the issuing company at certain times during its life, usually at the discretion of the bondholder. A Convertible Debt Security may be viewed as a bond with an embedded option to exchange the bond for equity. The Investment Manager

	<p>may purchase Convertible Debt Securities, in accordance with the investment policy of the relevant Fund, when they view the security to offer an attractive risk/reward profile. The Convertible Debt Securities may employ leverage. Please see the section entitled "Leverage and Long / Short Exposure" in the investment policy of the relevant Fund for a discussion of the potential leverage level of the relevant Fund;</p>
"Courts Service"	<p>the body responsible for the administration of monies under the control or subject to the order of the courts in Ireland;</p>
"Dealing Day"	<p>unless otherwise determined by the Directors and notified in advance to Shareholders, each Business Day;</p>
"Debt Securities"	<p>include fixed rate bonds (i.e., securities, which carry a fixed rate of interest, which does not fluctuate with general market conditions) or floating rate bonds (i.e., securities that carry a variable interest rate, which is initially tied to an external index such as U.S. Treasury Bill rates), bonds issued or guaranteed by corporations or governments or governmental agencies or instrumentalities thereof, central banks or commercial banks, Structured Products and freely transferable promissory notes, debentures, commercial paper, Brady bonds, Eurobonds, Hybrid Securities and Convertible Debt Securities;</p>
"Depositary Agreement"	<p>the agreement dated 30 October 2015, between the Company and the Depositary, pursuant to which the latter was appointed depositary of the Company, as may be amended or replaced from time to time;</p>
"Depositary"	<p>RBC Investor Services Bank S.A., Dublin Branch;</p>
"Directive"	<p>the Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS), as may be amended or replaced from time to time;</p>
"Directors"	<p>the directors of the Company for the time being and any duly constituted committee thereof;</p>
"EDRs"	<p>European Depositary Receipts;</p>

“EEA”	the European Economic Area;
“Emerging Market Countries”	any country listed on the FTSE Emerging Market Indices;
“€” or “euro” or “EUR”	the currency unit referred to in the Second Council Regulation (EC) no. 974/98 of 3 May 1998 on the introduction of the euro;
“EU”	the European Union;
“Fund”	any fund from time to time established by the Company including any of the Funds the subject of this Prospectus, where appropriate;
“FDI”	a financial derivative instrument or instruments;
“GDRs”	Global Depositary Receipts;
“Hybrid Securities”	hybrid securities combine generally both debt and equity characteristics, which can be described in two ways. Firstly, securities can bear some characteristics of debt and of equity at the same time. For example, preferred stock with call options regularly has a stated maturity date (which is in contrast to the “equity”-quality) but contains features like no on-going payments and a loss absorption-tool (typical “equity”-like). Secondly, Convertible Debt Securities which may be viewed as a bond with an embedded option to exchange the bond for equity, may also bear hybrid characteristics. For example, a Debt Security which is convertible into an equity instrument, whether at the option of the issuer or the holder, upon occurrence of a conversion event or at a conversion date, can be said to have the characteristics of both equity and debt;
“Initial Offer Period”	the period determined by the Directors during which a Class of Shares is first offered for subscription;
“Investment Manager” or “Investment Manager and Distributor”	Waverton Investment Management Limited;
“Investment Management and Distribution Agreement”	the agreement dated 16 June 2004, as amended by a supplemental agreement dated 9 October 2006, between the Company and the Investment Manager, as amended from time to time;
“Investor Money Regulations”	means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) Investor Money Regulations 2015;

“Investor Monies”	any subscription monies received from investors, redemptions monies payable to investors and/or dividends due to investors;
“Japanese Companies”	companies established in Japan or carrying on business activities predominantly in Japan or, if a holding company, holding shares predominantly in companies established in Japan;
“Level 2 Regulation”	means Commission Delegated Regulation (EU) 2016/438 of 17 December 2015 supplementing Directive 2009/65/EC of the European Parliament and of the Council with regard to obligations of depositaries, as may be amended or replaced from time to time;
“Member State”	a member state of the EU;
“Net Asset Value” or “NAV”	the Net Asset Value of the Company, or of a Fund or Class, as appropriate, calculated as described herein;
“Net Asset Value per Share”	in respect of any Shares the Net Asset Value attributable to the Shares issued in respect of a Fund or Class, divided by the number of Shares in issue in respect of the Fund or Class;
“OECD”	the Organisation for Economic Co-Operation and Development whose current member countries are Australia, Austria, Belgium, Canada, Chile, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Japan, Luxembourg, Mexico, Netherlands, New Zealand, Norway, Poland, Portugal, Slovak Republic, Slovenia, South Korea, Spain, Sweden, Switzerland, Turkey, UK and US and such other countries as may from time to time become member countries;
“Regulated Market”	any stock exchange or regulated market in the European Union or a stock exchange or regulated market which is provided for in the Articles of Association and set forth in Schedule I;
“Relevant Declaration”	the declaration relevant to the Shareholder as set out in Schedule 2B TCA. The Relevant Declaration for investors who are neither resident in Ireland nor ordinarily resident in Ireland (or intermediaries acting for such investors) is set out in the application form;

“Relevant Institution”	an EU credit institution; a bank authorised in a member state of the EEA (Norway, Iceland, Liechtenstein); a bank authorised by a signatory other than an EU member state or a member state of the EEA, to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, U.S.); or a bank authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand;
“Rule 144A Securities”	securities (i) which are issued with an undertaking to register with the U.S. Securities and Exchange Commission within one year of issue; and (ii) are not illiquid, meaning that they may be realised by the Company within seven days at the price, or approximately at the price, at which they are valued by the Company;
“Share” or “Shares”	any class of Share or Shares in the Company or the Fund, as the context so requires;
“Shareholder”	a holder of Shares;
“Sterling” or “GBP” or “STG£”	pounds sterling, the lawful currency of the United Kingdom;
“Structured Products”	Structured Products may constitute transferable securities embedding FDI and shall comprise securities in which the issuer undertakes to provide a return to investors based on the performance of a reference asset such as an equity, Debt Security, FDI, index or collective investment scheme. The types of Structured Products which may be used by the relevant Funds in accordance with the investment policy of that Fund are: (i) notes which give exposure to a basket of equity securities of companies from a particular industry sector over a specified term; or (ii) certificates which give a structured return based on the performance of a reference index over a specified term. Issuers of Structured Products are typically banks, investment firms, brokers or other institutions. The Structured Products may employ leverage. Please see the section entitled “Leverage and Long / Short Exposure” in the investment policy of the relevant Fund for a discussion of the potential leverage level of the relevant Fund;
“Subscriber Shares”	the initial Share capital of 2 Shares of no par value subscribed for EUR 2;
“Supplemental Prospectus”	any supplemental prospectus issued by the Company in connection with a Fund from time

	to time in accordance with the requirements of the Central Bank;
“UCITS”	an undertaking for collective investment in transferable securities established pursuant to the UCITS Regulations or, in the case of UCITS established in a Member State other than Ireland, the Directive;
“UCITS Equivalent Scheme”	<p>an open-ended collective investment scheme satisfying one of the following criteria:</p> <ul style="list-style-type: none"> (i) being established in Guernsey and authorised as a ‘Class A Scheme’; (ii) being established in Jersey as a ‘Recognised Fund’; (iii) being established in the Isle of Man as an ‘Authorised Scheme’; (iv) being a retail investor alternative investment funds authorised by the Central Bank provided such investment funds comply in all material respects with the provisions of the UCITS Regulations and the Central Bank Regulations; (iv) being an alternative investment funds authorised in a member state of the EEA, the U.S., Jersey, Guernsey or the Isle of Man and which comply, in all material respects with the provisions of the UCITS Regulations and the Central Bank Regulations; or (v) such other schemes as may be permitted by the Central Bank and set out in this Prospectus;
“UCITS Regulations”	the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011, as amended, supplemented or replaced from time to time and any rules from time to time adopted by the Central Bank pursuant to the UCITS Regulations;
“UCITS Rules”	means the UCITS Regulations, the Central Bank Regulations, the Central Bank Act and any guidance, regulations and conditions issued by the Central Bank from time to time pursuant to the UCITS Regulations, the Central Bank Regulations and/or the Central Bank Act regarding the regulation of

	undertakings for collective investment in transferable securities, as such may be amended, supplemented or replaced from time to time;
"UK"	the United Kingdom of Great Britain and Northern Ireland;
"Umbrella Cash Account"	any umbrella cash account in the name of the Company;
"US"	the United States of America (including the States and the District of Columbia), its territories, possessions and all other areas subject to its jurisdiction;
"US\$" or "U.S. Dollar" or "USD" or "\$"	U.S. Dollars, the lawful currency of the U.S.;
"U.S. Person"	"U.S. Person" as defined in Regulation S under the 1933 Act;
"Valuation Point"	12 noon (Irish time) on each Dealing Day, except for the last Dealing Day of each calendar quarter (ending 31 March, 30 June, 30 September and 31 December) when assets will be valued at the close of the regular trading session of the London Stock Exchange and securities traded on the London Stock Exchange will be valued using post-auction prices, or such other time as the Directors may decide and notify to Shareholders;
"VaR"	value-at-risk.

INTRODUCTION

The Company is an open-ended investment company with variable capital organised under the laws of Ireland as a public limited company pursuant to the Companies Act and the UCITS Regulations. It was incorporated on 25 March 2004 under registration number 383680. Its sole object, as set out in Clause 2 of the Company's Memorandum of Association, is the collective investment in transferable securities and other liquid financial assets referred to in Regulation 68 of the UCITS Regulations of capital raised from the public and which operates on the basis of risk spreading.

The Company is organised in the form of an umbrella fund with segregated liability between Funds. The Articles of Association provide that the Company may offer separate classes of Shares, each representing interests in a Fund, with each Fund comprising a separate and distinct portfolio of investments. The Company has obtained the approval of the Central Bank for the establishment of Waverton Global Equity Fund, Waverton Global Core Equity Fund, Waverton Asia Pacific Fund, Waverton UK Fund, Waverton Global Strategic Bond Fund, Waverton Alternatives Fund, Waverton Cautious Income Fund, Waverton Sterling Bond Fund and Waverton Tactical Equity Fund. A Fund may consist of one or more classes of Shares. A separate pool of assets will not be maintained for each class within a Fund. The Classes of Shares which may currently be issued in respect of the Funds are set out in Schedule IV.

Further classes of Shares may be issued on advance notification to, and in accordance with the requirements of, the Central Bank. Furthermore, with the prior approval of the Central Bank, the Company from time to time may create an additional Fund or Funds, the investment policies and objectives for which shall be outlined in a revised Prospectus or in a Supplemental Prospectus, together with details of the Initial Offer Period, the initial subscription price for each Share and such other relevant information in relation to the additional Fund or Funds as the Directors may deem appropriate, or the Central Bank may require, to be included. Each Supplemental Prospectus shall form part of, and should be read in conjunction with, this Prospectus.

INVESTMENT OBJECTIVES AND POLICIES OF THE FUNDS, BENCHMARKS AND TYPICAL INVESTOR PROFILES

Each Fund aims to achieve its investment objective, as set out below, while spreading investment risks through investment in transferable securities and liquid financial assets in accordance with the UCITS Regulations. The transferable securities and liquid financial assets in which each Fund may invest generally must be quoted or traded on a Regulated Market as described below in the Fund's investment policies. However, each Fund is permitted to invest up to 10 per cent. of its Net Asset Value in securities which are not quoted or traded on a Regulated Market and each Fund may, subject to the limits set out in Schedule II and in the investment policy of such Fund, invest in collective investment schemes, subject to the limitations contained in Regulation 68. The Regulated Markets in which the Funds' investments will be traded are set out in Schedule I.

Each Fund may invest in liquid assets traded on a Regulated Market, particularly during periods of perceived uncertainty and volatility. The liquid financial assets in which a Fund may invest will include securities such as government securities, commercial paper, certificates of deposit and bankers' acceptances all rated investment grade by a rating agency or deemed by the Investment Manager to have a rating of investment grade. Any change in the investment objective and any material change to the investment policies of a Fund will be subject to the prior approval of Shareholders of that Fund evidenced by a majority vote of such Shareholders in general meeting or by a resolution in writing signed by all of the Shareholders. In the event of a change in the investment objective and/or the investment policies of a Fund a reasonable notification period shall be provided by the Fund to Shareholders to enable Shareholders to redeem their Shares prior to the implementation of the change.

Waverton Global Equity Fund

The investment objective of Waverton Global Equity Fund is to achieve capital growth through investment in a focussed list of equities on a global basis. At least two thirds of the total assets of the Fund (without taking into account Ancillary Liquid Assets) shall be invested in ordinary shares (including ADRs, EDRs and GDRs) and preferred shares worldwide.

Waverton Global Equity Fund may invest up to one third of its total assets (excluding Ancillary Liquid Assets) in Convertible Debt Securities (not exceeding 25 per cent. of the total assets of the Fund) and in fixed income securities, such as OECD government or supranational Debt Securities, corporate Debt Securities, bankers' acceptances and commercial paper rated investment grade or better or deemed by the Investment Manager to have an equivalent rating.

Not more than 20 per cent. of the Net Asset Value of Waverton Global Equity Fund will be invested in securities of issuers established in Emerging Market Countries.

The Investment Manager will not concentrate investments in any one country or region or in any one industrial or economic sector.

Waverton Global Equity Fund may utilise any of the financial derivative instruments described in the section entitled "Investment Techniques and Instruments" for efficient portfolio management purposes.

Waverton Global Equity Fund may not invest more than 10 per cent. of its Net Asset Value in collective investment schemes generally, of which up to 5 per cent. of its Net Asset Value may be invested in collective investment schemes investing in equity markets globally. Those collective investment schemes which invest in equity markets globally will be established as UCITS under the Directive in any EU Member State.

Furthermore, Waverton Global Equity Fund may hold Ancillary Liquid Assets.

The Base Currency of the Fund will be Sterling.

Leverage and Long / Short Exposure

It is possible for the leverage of the Fund to be as high as 200 per cent. of the Fund's Net Asset Value, whereby leverage is calculated as the sum of the notionals of the derivatives used. Please see the section entitled "Measurement of Market Risk and Leverage" for additional information.

It is anticipated that the notional exposure of Waverton Global Equity Fund to long and short positions will be up to 100 per cent. and 100 per cent., respectively, of the Net Asset Value of Waverton Global Equity Fund.

Performance Benchmark

The performance benchmark against which Waverton Global Equity Fund's performance is measured is the MSCI World Free Net Total Return Index.

The MSCI World Free Net Total Return Index is a free float-adjusted market capitalisation weighted index that is designed to measure the equity market performance of developed markets. As at 10 October 2013, the MSCI World Free Net Total Return Index consists of the following 24 developed market country indices: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands,

New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, the United Kingdom, and the United States.

Profile of a Typical Investor

The Fund is suitable for investors seeking capital growth and an income over a 5 to 10 year period with a moderate level of volatility.

Waverton Global Core Equity Fund

The investment objective of Waverton Global Core Equity Fund is to achieve capital growth through investment in a diversified portfolio of equities on a global basis.

At least two thirds of the total assets of the Fund (without taking into account Ancillary Liquid Assets) shall be invested in ordinary shares (including ADRs, EDRs and GDRs) and preferred shares worldwide.

Waverton Global Core Equity Fund may invest up to one third of its total assets (excluding Ancillary Liquid Assets) in Convertible Debt Securities (not exceeding 25 per cent. of the total assets of the Fund) and in fixed income securities, such as OECD government or supranational Debt Securities, corporate Debt Securities, bankers' acceptances and commercial paper rated investment grade or better or deemed by the Investment Manager to have an equivalent rating.

Not more than 20 per cent. of the Net Asset Value of Waverton Global Core Equity Fund will be invested in securities of issuers established in Emerging Market Countries.

The Fund's investment strategy shall not be specific to any particular industry or economic sector or geographic region. The Fund aims to generate returns by investing in a diversified portfolio of companies which the Investment Manager believes create wealth at a corporate level by allocating capital efficiently. Following this wealth creation assessment, analysis is undertaken to ascertain which companies are also fundamentally undervalued. It is intended that the Fund will normally hold between 150-250 positions in companies with any market capitalisation worldwide, with the number varying from time to time.

Waverton Global Core Equity Fund may utilise any of the financial derivative instruments described in the section entitled "Investment Techniques and Instruments" for efficient portfolio management purposes.

Waverton Global Core Equity Fund may not invest more than 10 per cent. of its Net Asset Value in collective investment schemes generally, of which up to 5 per cent. of its Net Asset Value may be invested in collective investment schemes investing in equity markets globally. Those collective investment schemes which invest in equity markets globally will be established as UCITS under the Directive in any EU Member State.

Furthermore, Waverton Global Core Equity Fund may hold Ancillary Liquid Assets.

The Base Currency of the Fund will be U.S. Dollar.

Leverage and Long / Short Exposure

It is possible for the leverage of the Fund to be as high as 200 per cent. of the Fund's Net Asset Value, whereby leverage is calculated as the sum of the notional of the derivatives used. Please see the section entitled "Measurement of Market Risk and Leverage" for additional information.

It is anticipated that the notional exposure of Waverton Global Core Equity Fund to long and short positions will be up to 200 per cent. and 200 per cent., respectively, of the Net Asset Value of Waverton Global Core Equity Fund.

Performance Benchmark

The performance benchmark against which Waverton Global Core Equity Fund's performance is measured is the MSCI World Free Net Total Return Index.

Profile of a Typical Investor

The Fund is suitable for investors seeking capital growth and an income over a 5 to 10 year period with a moderate level of volatility.

Waverton Asia Pacific Fund

The investment objective of Waverton Asia Pacific Fund is to achieve capital growth and generate an income through diversified investment in equities of Asian-Pacific Companies (excluding the equities of Japanese Companies). Investments may be made in ordinary shares (including ADRs, EDRs and GDRs), preferred shares and up to 25 per cent. of the total assets of Waverton Asia Pacific Fund may be invested in Convertible Debt Securities.

The Investment Manager will not concentrate investments in any one Asian-Pacific country or in any one industrial or economic sector.

Waverton Asia Pacific Fund may utilise any of the financial derivative instruments described in the section entitled "Investment Techniques and Instruments" for efficient portfolio management purposes.

Waverton Asia Pacific Fund may not invest more than 10 per cent. of its Net Asset Value in collective investment schemes generally, of which up to 5 per cent. of its Net Asset Value may be invested in collective investment schemes investing in Asian-Pacific equities. These collective investment schemes will be established as UCITS under the Directive in any EU Member State.

Furthermore, Waverton Asia Pacific Fund may hold Ancillary Liquid Assets.

The Base Currency of the Fund will be U.S. Dollars.

Leverage and Long / Short Exposure

It is possible for the leverage of the Fund to be as high as 200 per cent. of the Fund's Net Asset Value, whereby leverage is calculated as the sum of the notional of the derivatives used. Please see the section entitled "Measurement of Market Risk and Leverage" for additional information.

It is anticipated that the notional exposure of Waverton Asia Pacific Fund to long and short positions will be up to 100 per cent. and 100 per cent., respectively, of the Net Asset Value of Waverton Asia Pacific Fund.

Performance Benchmark

The performance benchmark against which Waverton Asia Pacific Fund's performance is measured is the MSCI AC Asia ex Japan Index (total return).

The MSCI AC Asia ex Japan Index (total return) consists of large and mid-capitalisation companies from 2 developed market Asian-Pacific countries: Hong Kong and Singapore and 8 emerging market Asian-Pacific countries: China, India, Indonesia, Korea, Malaysia, the Philippines, Taiwan and Thailand.

Profile of a Typical Investor

The Fund is suitable for investors seeking capital growth and an income over a 5 to 10 year period with a moderate level of volatility.

Waverton UK Fund

The investment objective of Waverton UK Fund is to achieve long-term capital growth and income through diversified investment in UK equities. Not less than two thirds of the total assets (without taking into account Ancillary Liquid Assets) will be invested in securities of issuers domiciled in the UK and which are quoted on markets established in the UK. Up to one third of the total assets of the Fund (without taking into account Ancillary Liquid Assets) may be invested in securities of issuers carrying out business in the UK or which are quoted on other markets.

The Investment Manager will not concentrate investments in any one industrial or economic sector or companies of a particular market capitalisation.

Waverton UK Fund may utilise any of the financial derivative instruments described in the section entitled "Investment Techniques and Instruments" for efficient portfolio management purposes.

Waverton UK Fund may not invest more than 10 per cent. of its Net Asset Value in collective investment schemes generally, of which up to 5 per cent. of its Net Asset Value may be invested in collective investment schemes investing in UK equities. Those collective investment schemes which invest in UK equities will be established as UCITS under the Directive in any EU Member State.

Waverton UK Fund may hold Ancillary Liquid Assets.

The Base Currency of Waverton UK Fund will be Sterling.

Leverage and Long / Short Exposure

It is possible for the leverage of the Fund to be as high as 200 per cent. of the Fund's Net Asset Value, whereby leverage is calculated as the sum of the notionals of the derivatives used. Please see the section entitled "Measurement of Market Risk and Leverage" for additional information.

It is anticipated that the notional exposure of Waverton UK Fund to long and short positions will be up to 100 per cent. and 100 per cent., respectively, of the Net Asset Value of Waverton UK Fund.

Performance Benchmark

The Performance Benchmark against which Waverton UK Fund's performance is measured is the FTSE All-Share Index (total return) which is a market capitalisation weighted index representing the performance of all eligible companies listed on the London Stock Exchange's main market, which pass screening for size and liquidity. It is constructed from the FTSE 100, FTSE 250 and FTSE Small Cap indices.

Profile of a Typical Investor

The Fund is suitable for investors seeking to achieve capital growth and an income over a 5 to 10 year period with a moderate level of volatility.

Waverton Global Strategic Bond Fund

The investment objective of Waverton Global Strategic Bond Fund is to achieve capital growth and income through investment in fixed and/or floating rate global government and corporate Debt Securities. The Debt Securities in which the Fund invests shall not be from any particular industry sector. The Debt Securities may be either investment grade or below investment grade rated by a rating agency such as Moody's or Standard & Poor's. The Debt Securities may be denominated in any currency.

Waverton Global Strategic Bond Fund may utilise any of the financial derivative instruments described in the section entitled "Investment Techniques and Instruments" for efficient portfolio management and investment purposes.

Waverton Global Strategic Bond Fund may not invest more than 10 per cent. of its Net Asset Value in collective investment schemes generally which have similar investment objectives and policies to the Fund or which invest in Debt Securities or money market instruments, of which up to 5 per cent. of its Net Asset Value may be invested in collective investment schemes investing in Debt Securities markets globally. Those collective investment schemes which invest in Debt Securities markets globally will be established as UCITS under the Directive in any EU Member State or UCITS Equivalent Schemes.

Furthermore, Waverton Global Strategic Bond Fund may hold Ancillary Liquid Assets where in view of market circumstances the Investment Manager believes that it would not be in the interests of Shareholders for the Fund to be fully invested or where the Fund needs to maintain liquidity to meet redemption requests.

The Base Currency of the Fund will be U.S. Dollars. It is intended that the non-Base Currency denominated classes of the Waverton Global Strategic Bond Fund will, so far as practicable, be fully hedged against the U.S. Dollar.

Leverage and Long / Short Exposure

It is possible for the leverage of the Fund to be as high as 300 per cent. of the Fund's Net Asset Value, whereby leverage is calculated as the sum of the notionals of the derivatives used. Please see the section entitled "Measurement of Market Risk and Leverage" for additional information.

It is anticipated that the notional exposure of Waverton Global Strategic Bond Fund to long and short positions will be up to 200 per cent. and 200 per cent., respectively, of the Net Asset Value of Waverton Global Strategic Bond Fund.

Performance Benchmark

The performance benchmark against which Waverton Global Strategic Bond Fund's performance is measured is US Cash Indices LIBOR Total Return 1 month.

Profile of a Typical Investor

The Fund is suitable for investors seeking to achieve capital growth and an income over a 5 to 10 year period with a moderate level of volatility.

Waverton Alternatives Fund

The investment objective of Waverton Alternatives Fund is to achieve long-term capital growth through investment of up to 100 per cent. of its assets in a diversified portfolio of equities, Structured Products, deposits, cash, money market instruments and collective investment schemes, which may themselves invest in equities and alternative asset classes such as hedge funds, real estate, private equity funds and commodities to the extent that these are permitted under the UCITS Regulations.

Not more than 20 per cent. of the Net Asset Value of Waverton Alternatives Fund will be invested in securities of issuers established in Emerging Market Countries.

The Fund's investment strategy shall not be specific to any particular industry sector or geographic region. The Fund seeks to invest in asset classes that demonstrate little or no correlation with traditional fixed income or equity markets. The Investment Manager seeks to identify investments that have the potential to produce positive real returns regardless of the direction of the debt security and equity markets. The Investment Manager employs quantitative screens to analyse an underlying collective investment scheme's or other issuer's nominal returns, volatility of returns and the correlation of the returns with traditional asset classes. A qualitative approach is then used when interviewing prospective managers of underlying collective investment schemes or issuers in order to gain a thorough understanding of how past performance has been achieved, the investment process and to ascertain whether that process is repeatable.

The Fund may invest in equity securities issued by companies with any market capitalisation which may include ordinary shares or common stock, preference shares, American depository receipts, European depository receipts and global depository receipts which generally are listed, traded or dealt in on a Regulated Market.

The Waverton Alternatives Fund may invest up to 20 per cent. of its Net Asset Value in Convertible Debt Securities.

Waverton Alternatives Fund may not invest more than 20 per cent. of its Net Asset Value in any one collective investment scheme. The collective investment schemes in which the Fund invests will be established as UCITS under the Directive in any EU Member State and/or UCITS Equivalent Schemes. Investment in UCITS Equivalent Schemes shall be subject to an aggregate limit of 30 per cent. of the Fund's Net Asset Value. The underlying collective investment schemes in which Waverton Alternatives Fund may invest will provide exposure to one or more of the asset classes which form part of the Fund's investment policy.

Investment in Structured Products shall be subject to an aggregate limit of 20 per cent. of the Fund's Net Asset Value.

Waverton Alternatives Fund may utilise any of the financial derivative instruments described in the section entitled "Investment Techniques and Instruments" for efficient portfolio management and/or investment purposes.

Waverton Alternatives Fund may acquire Shares in another sub-fund of the Company by investing up to 20 per cent. of its Net Asset Value in that other sub-fund. However, Waverton Alternatives Fund may not invest in a sub-fund of the Company which itself holds Shares in other sub-funds of the Company. Where Waverton Alternatives Fund invests in another sub-fund of the Company or any other fund managed or advised by the Investment Manager, it may not charge an annual management and/or investment management fee in respect of the portion of its assets invested in the other sub-fund/fund.

Furthermore, Waverton Alternatives Fund may hold Ancillary Liquid Assets where in view of market circumstances the Investment Manager believes that it would not be in the interests of Shareholders for the Fund to be fully invested or where the Fund needs to maintain liquidity to meet repurchase requests.

The Base Currency of the Fund will be Sterling.

Leverage and Long / Short Exposure

It is possible for the leverage of the Fund to be as high as 200 per cent. of the Fund's Net Asset Value, whereby leverage is calculated as the sum of the notionals of the derivatives used. Please see the section entitled "Measurement of Market Risk and Leverage" for additional information.

It is anticipated that the notional exposure of Waverton Alternatives Fund to long and short positions will be up to 100 per cent. and 100 per cent., respectively, of the Net Asset Value of Waverton Alternatives Fund.

Performance Benchmark

The performance benchmark against which Waverton Alternatives Fund's performance is measured is the BBA Libor 3 Month GBP.

Profile of a Typical Investor

The Fund is suitable for investors seeking to achieve capital growth and an income over a 5 to 10 year period with a moderate level of volatility.

Waverton Cautious Income Fund

The investment objective of Waverton Cautious Income Fund is to achieve capital growth and generate income through investment of up to 100 per cent. of its assets in a diversified portfolio of equities, fixed and/or floating rate global government and corporate Debt Securities, Structured Products, deposits, cash, money market instruments and collective investment schemes which may themselves invest in the foregoing asset classes and commodities to the extent that these are permitted by the UCITS Regulations.

The Fund's investment strategy shall not be specific to any particular industry sector or geographic region. The Investment Manager seeks to identify a combination of investments that have the potential to produce positive real returns over a medium to long term investment horizon and provide income through the investment cycle. The Investment Manager employs quantitative screens to analyse an underlying collective investment scheme's or other issuer's nominal returns, volatility of returns and the correlation of the returns with traditional asset classes. A qualitative approach is then used when interviewing prospective managers of underlying collective investment schemes or issuers in order to gain a thorough understanding of how past performance has been achieved, the investment process and to ascertain whether that process is repeatable.

The Fund may invest in equity securities issued by companies with any market capitalisation which may include ordinary shares or common stock, preference shares, American depository receipts, European depository receipts and global depository receipts which generally are listed, traded or dealt in on a Regulated Market.

The Waverton Cautious Income Fund may invest up to 20 per cent. of its Net Asset Value in Debt Securities, such as OECD government or supranational Debt Securities, corporate Debt Securities, bankers' acceptances and commercial paper and in Convertible Debt Securities. The Debt Securities in which the Fund invests shall not be from any particular industry sector. The Debt Securities shall be predominantly investment grade rated by a rating agency such as Moody's or Standard & Poor's. The Debt Securities may be denominated in any currency.

Not more than 20 per cent. of the Net Asset Value of Waverton Cautious Income Fund will be invested in securities of issuers established in Emerging Market Countries.

Waverton Cautious Income Fund may not invest more than 20 per cent. of its Net Asset Value in any one collective investment scheme. The collective investment schemes in which the Fund invests will be established as UCITS under the Directive in any EU Member State and/or UCITS Equivalent Schemes. Investment in UCITS Equivalent Schemes shall be subject to an aggregate limit of 30 per cent. of the Fund's Net Asset Value. The underlying collective investment schemes in which Waverton Cautious Income Fund may invest will provide exposure to one or more of the asset classes which form part of the Fund's investment policy.

Investment in Structured Products shall be subject to an aggregate limit of 20 per cent. of the Fund's Net Asset Value.

Waverton Cautious Income Fund may utilise any of the financial derivative instruments described in the section entitled "Investment Techniques and Instruments" for efficient portfolio management and/or investment purposes.

Waverton Cautious Income Fund may acquire Shares in another sub-fund of the Company by investing up to 20 per cent. of its Net Asset Value in that other sub-fund. However, Waverton Cautious Income Fund may not invest in a sub-fund of the Company which itself holds Shares in other sub-funds of the Company. Where Waverton Cautious Income Fund invests in another sub-fund of the Company or any other fund managed or advised by the Investment Manager, it may not charge an annual management and/or investment management fee in respect of the portion of its assets invested in the other sub-fund/fund.

Furthermore, Waverton Cautious Income Fund may hold Ancillary Liquid Assets where in view of market circumstances the Investment Manager believes that it would not be in the interests of Shareholders for the Fund to be fully invested or where the Fund needs to maintain liquidity to meet repurchase requests.

The Base Currency of the Fund will be Sterling.

Leverage and Long / Short Exposure

It is possible for the leverage of the Fund to be as high as 200 per cent. of the Fund's Net Asset Value, whereby leverage is calculated as the sum of the notionals of the derivatives used. Please see the section entitled "Measurement of Market Risk and Leverage" for additional information.

It is anticipated that the notional exposure of Waverton Cautious Income Fund to long and short positions will be up to 100 per cent. and 100 per cent., respectively, of the Net Asset Value of Waverton Cautious Income Fund.

Performance Benchmark

The performance benchmark against which Waverton Cautious Income Fund's performance is measured is the combined performance of the following benchmarks, with the contribution of such benchmark to the overall performance being indicated in the brackets after its name: FTSE All-World Index (total return) (45 per cent.), FTSE Actuaries UK Gilts Series (total return) (35 per cent.) and GBP 1 month Libor (20 per cent.).

The FTSE All-World Index (total return) is the large/mid-cap aggregate of 2,800 stocks from the FTSE Global Equity Index Series. It covers 90-95 per cent. of the investable market capitalisation. The FTSE Actuaries UK Gilts Series (total return) is a comprehensive family of indices and related bonds data (e.g., duration) and is based on all eligible British government securities. The indices are divided into conventional gilts and index linked gilt indices.

Profile of a Typical Investor

The Fund is suitable for investors seeking to achieve capital growth and an income over a 5 to 10 year period with a moderate level of volatility.

Waverton Sterling Bond Fund

The investment objective of Waverton Sterling Bond Fund is to achieve capital growth and income through investment in fixed and/or floating rate UK and international government corporate Debt Securities. The corporate Debt Securities in which the Fund invests shall not be from any particular industry sector. The Debt Securities shall be predominantly investment grade rated by an agency such as Moody's or Standard & Poor's. The Debt Securities may be denominated in any currency but the Fund will have a minimum exposure of 80 per cent. to Sterling at all times.

Waverton Sterling Bond Fund may utilise any of the financial derivative instruments described in the section entitled "Investment Techniques and Instruments" for efficient portfolio management and investment purposes.

Waverton Sterling Bond Fund may not invest more than 10 per cent. of its Net Asset Value in collective investment schemes generally which have similar investment objectives and policies to the Fund or which invest in Debt Securities or money market instruments, of which up to 5 per cent. of its Net Asset Value may be invested in collective investment schemes investing in Debt Securities markets globally. Those collective investment schemes which invest in Debt Securities markets globally will be established as UCITS under the Directive in any EU Member State or UCITS Equivalent Schemes.

Furthermore, Waverton Sterling Bond Fund may hold Ancillary Liquid Assets where in view of market circumstances the Investment Manager believes that it would not be in the interests of Shareholders for the Fund to be fully invested or where the Fund needs to maintain liquidity to meet redemption requests.

The Base Currency of the Fund will be Sterling.

Leverage and Long / Short Exposure

It is possible for the leverage of the Fund to be as high as 300 per cent. of the Fund's Net Asset Value, whereby leverage is calculated as the sum of the notionals of the derivatives used. Please see the section entitled "Measurement of Market Risk and Leverage" for additional information.

It is anticipated that the notional exposure of Waverton Sterling Bond to long and short positions will be up to 200 per cent. and 200 per cent., respectively, of the Net Asset Value of Waverton Sterling Bond.

Performance Benchmark

The performance benchmark against which Waverton Sterling Bond Fund's performance is measured is the FTSE Actuaries UK Gilts Index Series - Gilts (All) (total return).

The FTSE Actuaries UK Gilts Index Series - Gilts (All) (total return) offers exposure to Sterling denominated UK government bonds (conventional gilts) quoted on the London Stock Exchange, other than index-linked bonds.

Profile of a Typical Investor

The Fund is suitable for investors seeking to achieve capital growth and an income over a 5 to 10 year period with a moderate level of volatility.

Waverton Tactical Equity Fund

The investment objective of Waverton Tactical Equity Fund is to achieve capital growth and income through investment of up to 100 per cent. of its assets in international equities either by way of direct investment or through the use of collective investment schemes to provide exposure to the underlying asset class. Depending on market circumstances the Fund may also invest directly in Structured Products which are listed, traded or dealt in on a Regulated Market to enhance upside potential or offer protection against market movements. The Fund's investment strategy shall not be specific to any particular industry sector or geographic region and the Fund may invest to a significant degree in securities of issuers established in Emerging Market Countries.

The equity securities in which the Fund may invest include ordinary shares or common stock, preference shares, American depository receipts, European depository receipts and global depository receipts which are listed, traded or dealt in on a Regulated Market.

Waverton Tactical Equity Fund may not invest more than 20 per cent. of its Net Asset Value in any one collective investment scheme. The collective investment schemes in which the Fund invests will be established as UCITS under the Directive in any EU Member State or UCITS Equivalent Schemes. Investment in UCITS Equivalent Schemes shall be subject to an aggregate limit of 30 per cent. of the Fund's Net Asset Value.

Investment in Structured Products shall be subject to an aggregate limit of 20 per cent. of the Fund's Net Asset Value.

Waverton Tactical Equity Fund may utilise any of the financial derivative instruments described in the section entitled "Investment Techniques and Instruments" for efficient portfolio management purposes.

Waverton Tactical Equity Fund may acquire Shares in another sub-fund of the Company by investing up to 10 per cent. of its Net Asset Value in that other sub-fund. However, Waverton Tactical Equity Fund may not invest in any sub-fund of the Company which itself holds Shares in other sub-funds of the Company. Where Waverton Tactical Equity Fund invests in another sub-fund of the Company or any other fund managed or advised by the Investment Manager, it may not charge an annual management and/or investment management fee in respect of the portion of its assets invested in the other sub-fund/fund.

Furthermore, Waverton Tactical Equity Fund may hold Ancillary Liquid Assets where in view of market circumstances the Investment Manager believes that it would not be in the

interests of Shareholders for the Fund to be fully invested or where the Fund needs to maintain liquidity to meet repurchase requests.

The Base Currency of the Fund will be Sterling.

Leverage and Long / Short Exposure

It is possible for the leverage of the Fund to be as high as 200 per cent. of the Fund's Net Asset Value, whereby leverage is calculated as the sum of the notional of the derivatives used. Please see the section entitled "Measurement of Market Risk and Leverage" for additional information.

It is anticipated that the notional exposure of Waverton Tactical Equity Fund to long and short positions will be up to 100 per cent. and 100 per cent., respectively, of the Net Asset Value of Waverton Tactical Equity Fund.

Performance Benchmark

The Performance Benchmark against which Waverton Tactical Equity Fund's performance is measured is the FTSE All-World Index (total return). The FTSE All-World Index (total return) is the large/mid-cap aggregate of 2,800 stocks from the FTSE Global Equity Index Series. It covers 90-95 per cent. of the investable market capitalisation.

Profile of a Typical Investor

The Fund is suitable for investors seeking to achieve capital growth and an income over a 5 to 10 year period with a moderate level of volatility.

Share Classes

The classes of Shares which may be issued in respect of the Funds are set out in Schedule IV.

BORROWING

A Fund may not borrow money except as follows:-

- (a) a Fund may acquire foreign currency by means of a "back-to-back" loan; and
- (b) a Fund may borrow up to 10 per cent. of its Net Asset Value provided that such borrowing is on a temporary basis.

Foreign currency obtained in this manner is not classed as borrowings for the purposes of the borrowing restriction contained in Regulation 103 (and paragraph (b) above) provided that the offsetting deposit equals or exceeds the value of the foreign currency loan outstanding. However, where foreign currency borrowings exceed the value of the back-to-back deposit, any excess is regarded as borrowing for the purpose of Regulation 103 and (b) above.

DISTRIBUTION POLICY

It is proposed that the Company will declare dividends semi-annually in respect of each Fund, except for Waverton Global Strategic Bond Fund, Waverton Sterling Bond Fund and Waverton Cautious Income Fund, on 30 April and 31 October in each year (or in the event that 30 April or 31 October in any year does not fall on a Business Day, the Business Day preceding that date) and will pay dividends within eight weeks of the date of the declaration of the dividend from net income (excluding capital gains). Payment will be made to all Shareholders who held Shares at the ex-dividend date of 30 April and 31 October in the relevant year (or in the

event that 30 April or 31 October in any year does not fall on a Business Day, the Business Day preceding that date).

It is proposed that the Company will declare dividends quarterly in respect of Waverton Global Strategic Bond Fund, Waverton Sterling Bond Fund and Waverton Cautious Income Fund on 31 January, 30 April, 31 July and 31 October in each year (or in the event that any of these dates does not fall on a Business Day, the Business Day preceding that date) and will pay dividends within eight weeks of the date of the declaration of the dividend from net income (excluding capital gains). Payment will be made to all Shareholders who held Shares at the ex-dividend date of 31 January, 30 April, 31 July and 31 October in the relevant year (or in the event that any of these dates does not fall on a Business Day, the Business Day preceding that date).

It should be noted that the declaration of distributions in Funds which charge fees (including management and/or performance fees) and/or expenses to capital rather than income could result in the erosion of future capital growth in those Funds and that increased income will be achieved by foregoing some of the potential for future capital growth. Any income statement which is issued to Shareholders in Funds that invest predominately in debt instruments and which charge expenses to capital will include a statement explaining the effects of this type of expense policy and, specifically, will include wording to the effect that a Shareholder's capital amount has been reduced.

It is proposed that dividends will not be declared in respect of the Class B USD Acc Shares and Class B Stg£ Acc Shares of Waverton Global Equity Fund, Class I Euro Acc Shares of Waverton Global Strategic Bond Fund. Instead, any net investment income and realised and unrealised capital gains net of realised and unrealised capital losses attributable to each of these Classes will be accumulated in the Net Asset Value per Share of the relevant Class and will be reinvested in accordance with the investment objective and policies of the relevant Fund.

If distributions are declared and paid with respect to these Classes, such distributions may be made from the sources listed above in respect of the distributing Classes of Shares of the Funds. Shareholders will be notified in advance of any change in distribution policy for these accumulating Classes of Shares and full details will be provided in an updated prospectus or Supplemental Prospectus.

Please see Schedule IV under the column headed "Distribution Policy" for a summary of the distribution policy of the Funds.

Each of the Funds has been certified by HM Revenue and Customs ("HMRC") as a reporting fund, pursuant to the requirements of The Offshore Funds (Tax) Regulations 2009. Certification as a reporting fund is also being sought for the Waverton Cautious Income Fund.

Dividends will be automatically reinvested in the Fund in respect of which the dividend is declared unless the Shareholder elects to receive cash. Any dividend payments in cash will be paid by telegraphic transfer to the Shareholder or Shareholders appearing on the register. Any dividend which is unclaimed six years from the date it became payable shall be forfeited and become the property of the relevant Fund.

The Company may be required to withhold tax on dividends paid to Shareholders at the applicable rate, unless it has received from the Shareholder a Relevant Declaration that the Shareholder is neither resident in Ireland nor ordinarily resident in Ireland in respect of whom it is required to deduct tax. The Company reserves the right to redeem such number of Shares held by such Shareholder as may be necessary to discharge any such tax liability that may arise.

INVESTMENT RESTRICTIONS

Each of the Funds' investments will be limited to investments permitted by the UCITS Regulations, as set out in Schedule II. If the UCITS Regulations are altered during the life of the Company, the investment restrictions may be changed to take account of any such alterations but any such changes shall be in accordance with the Central Bank's requirements and Shareholders will be advised of such changes in the next succeeding annual or half-yearly report of the Company.

INVESTMENT TECHNIQUES AND INSTRUMENTS

General

The Investment Manager may, but is not obligated to, employ investment techniques and instruments for efficient portfolio management purposes subject to the conditions and within the limits from time to time laid down by the Central Bank. Such efficient portfolio management purposes include, but are not limited to (i) hedging, (e.g. to protect a Fund against market fluctuations or against foreign currency movements); (ii) cost reduction; and (iii) the generation of additional capital or income for a Fund with an acceptably low level of risk.

A Fund may enter into transactions in derivatives (for example, options, futures, swaps or contracts for differences or contracts for differences resembling options; or synthetic futures in certain circumstances).

Each Fund may enter into currency forwards and other foreign currency derivative transactions for the purposes of limiting the foreign currency exposure arising out of the non-Base Currency denomination of the investments of the Fund or the currency exposure arising between the Base Currency and the currency of denomination of each Class. In addition, each Fund may also purchase foreign currency forwards or other contracts in order to switch the underlying currency exposure of assets within the Fund's portfolio into alternative currencies, whereby the characteristics of the assets are tailored to seek to provide the desired balance between risk and return in keeping with the strategy pursued by the relevant Fund. Accordingly, a Fund may take material positions in currencies other than the currencies of denomination of the underlying assets of the Fund.

Each Fund may enter into futures contracts to take long or short positions in, or to increase or reduce the Fund's exposure to, an underlying security, currency, market or index. For example, purchased futures may serve as a long hedge of the investments of a Fund and sold futures may serve as a limited short hedge of the investments of a Fund. Futures may also be used, for example, to equitise cash balances, both pending investment of a cash flow and with respect to fixed cash targets.

Each Fund may purchase and sell put and call options. Call options may be purchased by a Fund (i) to provide exposure to increases in the market (e.g., with respect to temporary cash positions); and (ii) to hedge against an increase in the price of securities or other investments that a Fund intends to purchase. Put options may be purchased by a Fund to (i) hedge against a decrease in the market generally; and (ii) hedge against the price of securities or other investments held by a Fund. The purpose behind a Fund writing covered call options is typically to seek enhanced returns and when in the opinion of the Investment Manager the exercise price together with the option premium received (unless the written calls are repurchased) would represent an acceptable sale price for some or all of the holding. Put options, covered by cash, may be written when in the opinion of the Investment Manager the exercise price less the option premium received (unless the written puts are repurchased) would represent an acceptable purchase price for a holding.

Each Fund may enter into swap contracts and contracts for differences. Swap contracts are

two-party contracts entered into for periods ranging from a few weeks to more than one year. In a standard swap transaction, two parties agree to exchange returns (or differentials in rates of return) calculated with respect to a "notional amount," e.g., the return on or increase in value of a particular amount invested at a particular interest rate, in a particular foreign currency, or in a "basket" of securities representing a particular index. Swaps offer independent profit opportunities as well as the possibility to hedge existing long positions. Contracts for differences are swap arrangements in which a Fund may agree with a counterparty that its return (or loss) will be based on the relative performance of two different groups or "baskets" of securities. As to one of the baskets, a Fund's return is based on theoretical long positions in the securities comprising that basket (with an aggregate face value equal to the notional amount of the contract for differences) and, as to the other basket, a Fund's return is based on theoretical short positions in the securities comprising the basket. Contracts for differences may be used to gain exposure to share price movements without buying the shares themselves.

If a Fund invests in total return swaps or other financial derivative instruments with the same characteristics, the underlying asset or index may be comprised of equity or Debt Securities, money market instruments or other eligible investments which are consistent with the investment objective and policies of the Fund as set out in the section entitled "Investment Objective and Policies of the Funds, Benchmarks and Typical Investor Profiles". The counterparties to such transactions are typically banks, investment firms, broker-dealers, collective investment schemes or other financial institutions or intermediaries. The risk of the counterparty defaulting on its obligations under the total return swap and its effect on investor returns are described in the sections entitled "Risks Associated with the Use of Financial Derivative Instruments ("FDI") and Efficient Portfolio Management ("EPM") Techniques and Instruments" and "Credit and Settlement Risk". It is not intended that the counterparties to total return swaps entered into by a Fund assume any discretion over the composition or management of the Fund's investment portfolio or over the underlying of the FDIs, or that the approval of the counterparty is required in relation to any portfolio transactions by the Fund.

The policy that will be applied to collateral arising from OTC derivative transactions or efficient portfolio management techniques relating to the Funds is to adhere to the requirements set out in Schedule III. This sets out the permitted types of collateral, level of collateral required and haircut policy and, in the case of cash collateral, the re-investment policy prescribed by the Central Bank pursuant to the UCITS Rules. The categories of collateral which may be received by the Funds include cash and non-cash assets such as equities, Debt Securities and money market instruments. From time to time and subject to the requirements in Schedule III, the policy on levels of collateral required and haircuts may be adjusted, at the discretion of the Investment Manager, where this is determined to be appropriate in the context of the specific counterparty, the characteristics of the asset received as collateral, market conditions or other circumstances. The haircuts applied (if any) by the Investment Manager are adapted for each class of assets received as collateral, taking into account the characteristics of the assets such as the credit standing and/or the price volatility, as well as the outcome of any stress tests performed in accordance with the requirements in Schedule III. Each decision to apply a specific haircut, or to refrain from applying any haircut, to a certain class of assets should be justified on the basis of this policy.

If cash collateral received by a Fund is re-invested, the Fund is exposed to the risk of loss on that investment. Should such a loss occur, the value of the collateral will be reduced and the Fund will have less protection if the counterparty defaults. The risks associated with the re-investment of cash collateral are substantially the same as the risks which apply to the other investments of the Fund. For further details see the section entitled "Risk Factors".

A list of the Regulated Markets on which such derivative instruments may be quoted or traded is set out in Schedule I. A description of the techniques and instruments at present permitted by the Central Bank is set out in Schedule III. Furthermore, new techniques and

instruments may be developed which may be suitable for use by a Fund in the future and a Fund may employ such techniques and instruments in accordance with the requirements of the Central Bank. The Central Bank currently requires that any derivatives not included in the risk management process employed by the Investment Manager in relation to the Funds may not be utilised until such time as a revised risk management process has been provided to the Central Bank.

Notwithstanding the above, the Investment Manager will only employ investment techniques and instruments for efficient portfolio management purposes for a Fund to the extent that they would also be permitted (assuming, for this purpose, that the Company were a UK authorised unit trust or open-ended investment company). Each Fund may use currency hedging techniques to hedge the currency exposures which may arise between the Base Currency of the Fund and the currency of denomination of the investments made by the Fund. The Investment Manager may also hedge the currency exposure risk between the Base Currency and the currency of denomination of each Class. In such cases, the resulting currency exposure will in no case exceed 105 per cent. of the Net Asset Value of the relevant Class or Fund. There can be no guarantee that such currency hedging techniques will be successful.

Measurement of Market Risk and Leverage

For the purposes of compliance with the UCITS Rules, the market risk of the Funds will be measured using a value-at-risk ("VaR") methodology. The Investment Manager will apply an "absolute" or "relative" VaR methodology depending on the strategy of the particular Fund.

The absolute VaR methodology will be applied to Waverton Global Strategic Bond Fund, Waverton Alternatives Fund and Waverton Sterling Bond Fund. In accordance with the requirements of the Central Bank, each of the foregoing Funds is subject to an absolute VaR limit of 20 per cent. of the Fund's Net Asset Value.

The relative VaR methodology will be applied to Waverton Global Equity Fund, Waverton Global Core Equity Fund, Waverton Asia Pacific Fund, Waverton UK Fund, Waverton Cautious Income Fund and Waverton Tactical Equity Fund. In accordance with the requirements of the Central Bank, each of the foregoing Funds is subject to a relative VaR limit of twice the VaR of its reference portfolio. The following table sets out the relevant reference portfolios.

Fund	Reference Portfolio
Waverton Global Equity Fund	MSCI World Free Net Total Return Index
Waverton Global Core Equity Fund	MSCI World Free Net Total Return Index
Waverton Asia Pacific Fund	MSCI AC Asia ex Japan Index (total return)
Waverton UK Fund	FTSE All-Share Index (total return)
Waverton Cautious Income Fund	FTSE All-World Index (total return) (45 per cent.), FTSE Actuaries UK Gilts Series (total return) (35 per cent.) and GBP 1 month Libor (20 per cent.)
Waverton Tactical Equity Fund	FTSE All-World Index (total return)

When calculating the VaR of a Fund, the Investment Manager will observe the following parameters:

- (a) one-tailed confidence interval of 99 per cent.;
- (b) holding period equivalent to 1 month (20 Business Days);

- (c) effective observation period (history) of risk factors of at least 1 year (250 Business Days) unless a shorter observation period is justified by a significant increase in price volatility (for instance extreme market conditions);
- (d) quarterly data set updates, or more frequent when market prices are subject to material changes; and
- (e) at least daily calculation.

In accordance with the requirements of the Central Bank, the Investment Manager will manage the Funds subject to the applicable VaR limits. A Fund may employ leverage from time to time. In this context, "leverage" is calculated, in accordance with the requirements of the Central Bank, as the sum of the notionals of the derivatives used and, as such, does not take into account any netting and hedging arrangements that a Fund has in place at any time. Applying this calculation method, it is possible for the leverage of a Fund to be as high as 300 per cent. of the Fund's Net Asset Value in the case of Waverton Sterling Bond Fund and Waverton Global Strategic Bond Fund and 200 per cent. of the Fund's Net Asset Value in the case of each of the other Funds. The disclosed level of leverage is not intended to be an additional risk exposure limit for the Fund. Furthermore, it is not intended that the leverage level by itself be indicative of the risk profile of the Fund. Leverage is just one of many risk factors the Investment Manager considers in constructing a portfolio and investors are advised to read carefully the section entitled "Risk Factors".

RISK FACTORS

Investors' attention is drawn to the following risk factors. This does not purport to be an exhaustive list of the risk factors relating to an investment in the Funds.

Investment Risk

There can be no assurance that a Fund will achieve its investment objective. **The value of Shares may rise or fall, as the capital value of the securities in which the Fund invests may fluctuate.** The investment income of a Fund is based on the income earned on the securities it holds, less expenses incurred. Therefore, a Fund's investment income may be expected to fluctuate in response to changes in such expenses or income.

An investment in Shares should be viewed as medium to long term. There is no guarantee that a Fund will achieve its investment objective. The past performance of a Fund is not necessarily a guide to future performance.

Equity Risk

Funds that invest in equities run the risk that the market prices of those investments will decline. The market prices of equities may decline for reasons that directly relate to the issuing company, such as poor management performance or reduced demand for its goods or services. They also may decline due to factors that affect a particular industry, such as a decline in demand, labour or raw material shortages, or increased production costs. In addition, market prices may decline as a result of general market conditions not specifically related to a company or industry, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates, or adverse investor sentiment generally. Equities generally have significant price volatility and the market prices of equities can decline in a rapid or unpredictable manner. If a Fund purchases equities at a discount from their value as determined by the Investment Manager, the Fund runs the risk that the market prices of these investments will not appreciate or will decline for a variety of reasons, one of which may be the Investment Manager's overestimation of the value of those investments. The market prices of equities trading at high multiples of current earnings often are more sensitive to changes in future earnings expectations than the market prices of equities trading at lower multiples.

Debt Securities Risk

Funds that invest in Debt Securities are subject to various market risks. The market price of a Debt Security can decline due to a number of market-related factors, including rising interest rates and widening credit spreads, or decreased liquidity stemming from the market's uncertainty about the value of a Debt Security (or class of Debt Securities). In addition, the market price of Debt Securities with complex structures can decline due to market uncertainty about their credit quality and the reliability of their payment streams. Some Debt Securities are also subject to unscheduled prepayment, and a Fund may be unable to invest prepayments at as high a yield as was provided by the Debt Security. When interest rates rise, these securities also may be repaid more slowly than anticipated, which could cause the market price of the Fund's investments to decrease. During periods of economic uncertainty and change, the market price of a Fund's investments in below investment grade securities (commonly referred to as "junk bonds") may be particularly volatile. Often junk bonds are subject to greater sensitivity to interest rate and economic changes than higher rated bonds and can be more difficult to value, exposing a Fund to the risk that the price at which it sell them will be less than the value placed on them when they were held by the Fund.

A principal risk run by each Fund with a significant investment in Debt Securities is that an increase in prevailing interest rates will cause the market price of those securities to decline. The risk associated with increases in interest rates (also called "interest rate risk") is generally greater for Funds investing in Debt Securities with longer durations and in some cases duration can increase.

The extent to which a Debt Security's price changes with changes in interest rates is referred to as interest rate duration, which can be measured mathematically or empirically. A longer-maturity investment generally has longer interest rate duration because the investment's fixed rate is locked in for a longer period of time. Floating-rate or adjustable-rate securities, however, generally have shorter interest rate durations because their interest rates are not fixed but rather float up and down as interest rates change. Conversely, inverse floating-rate securities have durations that move in the opposite direction from short-term interest rates and thus tend to underperform fixed rate securities when interest rates rise but outperform them when interest rates decline. Debt Securities paying no interest, such as zero coupon and principal-only securities, create additional interest rate risk.

Risks of Below Investment Grade Securities

A Fund may invest in securities or instruments rated below investment grade for a particular security/commercial paper, or unrated securities that are determined by the Investment Manager to be of comparable quality to securities so rated) at the time of purchase, including securities in the lowest rating categories and comparable unrated securities ("Below Investment Grade Securities") (commonly referred to as "junk bonds"). In addition, some Funds may hold securities that are downgraded to below-investment-grade status after the time of purchase by the Funds. Compared to higher quality Debt Securities, Below Investment Grade Securities offer the potential for higher investment returns but subject holders to greater credit and market risk. The ability of an issuer of Below Investment Grade Securities to meet principal and interest payments is considered speculative. A Fund's investments in Below Investment Grade Securities are more dependent on the Investment Manager's own credit analysis than its investments in higher quality bonds. The market for Below Investment Grade Securities may be more severely affected than other financial markets by economic recession or substantial interest rate increases, changing public perceptions, or legislation that limits the ability of certain categories of financial institutions to invest in Below Investment Grade Securities. In addition, the market may be less liquid for Below Investment Grade Securities than for other types of securities. Reduced liquidity can affect the values of Below Investment Grade Securities, make their valuation and sale more difficult, and result in greater volatility. Because Below Investment Grade Securities are difficult to value, particularly during erratic markets, the values realised on their sale may differ from the values at which they are carried by a Fund. Some Below Investment Grade

Securities in which a Fund invests may be in poor standing or in default. Securities in the lowest investment-grade category also have some speculative characteristics.

The ratings of rating agencies represent the opinions of those agencies. Such ratings are relative and subjective, and are not absolute standards of quality. Unrated Debt Securities are not necessarily of lower quality than rated securities, but they may not be attractive to as many buyers. The rating agencies may change, without prior notice, their ratings on particular Debt Securities held by a Fund, and downgrades in ratings are likely to adversely affect the price of the relevant Debt Securities.

Investment grade securities may be subject to the risk of being downgraded to below investment grade. As discussed above, such Below Investment Grade Securities would generally be considered to have a higher credit risk and a greater possibility of default than more highly rated securities. If the issuer defaults, or such securities cannot be realised, or perform badly, the Fund and its Shareholders may suffer substantial losses. In addition, the market for Below Investment Grade Securities and/or have a lower credit rating generally is of lower liquidity and less active than that for higher rated securities and a Fund's ability to liquidate its holdings in response to changes in the economy or the financial markets may be further limited by factors such as adverse publicity and investor perception.

Credit Market Illiquidity

The credit markets have recently experienced a significant lack of liquidity. While this lack of liquidity may create opportunities for a Fund to acquire assets at prices that the Investment Manager believes are attractive, it creates a number of risks. There can be no assurance that the market will, in the future, become more liquid and it may continue to be volatile for the foreseeable future. It is also possible that illiquidity in the market could cause prices to decline further, which may have the result of forcing a Fund to sell assets to satisfy requirements under its borrowing arrangements or to meet margin calls, which could, in turn, create further downward price pressure. If there is a substantial decline in the market value of a Fund's portfolio of investments, investments may need to be liquidated quickly, which may mean that the investments would be liquidated at a lower price than would be the case under other circumstances.

Convertible Security Risk

A Fund may also purchase various instruments convertible into equity securities. Many Convertible Debt Securities have a fixed income component and therefore tend to increase in market value when interest rates decline and to decrease in value when interest rates rise. The price of a Convertible Debt Security is also influenced by the market value of the underlying common stock and tends to increase as the market value of the underlying stock rises, whereas it tends to decrease as the market value of the underlying stock declines. Therefore, investments in Convertible Debt Securities tend to bear the same risks as direct investments in the underlying securities.

Currency Risk

The assets of the Funds may be denominated in a number of different currencies and accordingly, changes in the currency rates will affect the value of the portfolio and the unrealised appreciation or depreciation of investments.

Furthermore, a Fund may incur costs in connection with the conversions between the various currencies as currency exchange dealers realise a profit based on the difference between the prices at which they are buying and selling various currencies.

The Investment Manager may from time to time seek to control the exposure to currency fluctuation risks by the use of hedging and other techniques and instruments but will not be

obliged to do so. In such cases, the resulting currency exposure will in no case exceed 105 per cent. of the Net Asset Value of the relevant Class or Fund. In the case of the hedging of the currency exposure of a Class, hedged positions will be kept under review to ensure that over-hedged positions do not exceed the permitted level. This review will also incorporate a procedure to ensure that positions materially in excess of 100 per cent. of the Net Asset Value of the Class will not be carried forward from month to month. There is no guarantee that the use of such techniques and instruments will be effective. Therefore, investors in these Funds will be subject to currency fluctuation risk. This strategy may substantially limit holders of the Class from benefiting if the Class currency falls against the Base Currency and/or the currency in which the assets of a Fund are denominated.

In this regard, investors in the Waverton Global Strategic Bond Fund should note that the Investment Manager will seek to fully hedge the non-Base Currency denominated Classes' exposure to the Base Currency so far as practicable.

Currency Classes of Shares

Where Shares of a Fund are available in a Class which is priced in a different currency from the Fund's Base Currency, investors in Shares of that Class should note that the Net Asset Value of the Fund will be calculated in the Fund's Base Currency and will be stated in the other currency at the current exchange rate between the Base Currency and such other currency. Fluctuations in that exchange rate may affect the performance of the Shares of that Class independent of the performance of the Fund's investments. The costs of currency exchange transactions in connection with the purchase, redemption and exchange of Shares of that Class will be borne by the relevant Class of Shares and will be reflected in the Net Asset Value of that Class.

While the various Funds constitute segregated portfolios of assets and liabilities, no separate pools of assets exist for the individual Class of the same Fund. Although a Fund as a whole is, generally speaking, liable for the obligations incurred in relation to a specific Class, such as currency hedging transactions, such cross-liability among Classes is effectively avoided in relation to the Funds by entering exclusively into currency hedging agreements with counterparties providing for a limitation of liability to the net assets of the relevant Class. Accordingly, the costs associated with any Class level hedging, and the gains and losses arising from such hedging, will be borne by that Class and this is the basis on which currency class hedging transactions will be entered into with a counterparty. The creation of hedged Classes is intended to create a benefit to Shareholders by allowing them to select their currency exposure in another currency than the Base Currency of the Fund.

Risks associated with Financial Derivative Instruments ("FDI") and Efficient Portfolio Management ("EPM") Techniques and Instruments

A Fund may use FDI traded on an organised exchange and on over-the-counter markets for investment purposes and/or EPM in accordance with the investment objective and policy of the Fund as set out in the section entitled "Investment Objectives and Policies of the Funds, Benchmarks and Typical Investor Profiles". The use of FDI and EPM techniques and instruments involves certain special risks, including without limitation: (i) dependence on the ability to predict movements in the prices of securities being hedged and movements in interest rates; (ii) imperfect correlation between the hedging instruments and the securities or market sectors being hedged; (iii) the fact that skills needed to use these instruments are different from those needed to select the Fund's securities; (iv) the possible absence of a liquid market for any particular instrument at any particular time; (v) possible impediments to effective portfolio management or the ability to meet repurchase requests or other short-term obligations because of the percentage of a Fund's assets segregated to cover its obligations; (vi) the risk of counterparty default delaying or impeding the recovery of a Fund's assets; and (vii) the potential loss arising from the use of FDI or EPM may not be predictable and may even exceed the margin or other collateral paid. A Fund's ability to use these strategies may

be limited by market conditions, regulatory limits and tax considerations and these strategies may be used only in accordance with the investment objectives of the Fund.

Also, there are legal risks involved in using FDI and EPM techniques and instruments which may result in loss due to the unexpected application of a law or regulation or because contracts are not legally enforceable or documented correctly.

Measurement of Market Risk and Leverage using VaR

The Funds will seek to limit the market risk and leverage created through the use of derivatives by using a sophisticated risk measurement technique known as "value-at-risk".

VaR is a statistical methodology that seeks to predict, using historical data, the likely maximum loss that a Fund could suffer, calculated to a specific (e.g., 99 per cent.) confidence level. Therefore, where the market risk and leverage created through the use of derivatives generates a VaR number in excess of the limit applicable to the relevant Fund, the Fund is required to take steps to reduce the market risk and leverage so that the Fund is in compliance with that limit. A Fund may use an "absolute" VaR model where the measurement of VaR is relative to the Net Asset Value of the Fund or the Fund may use a relative VaR model where the measurement of VaR is relative to a derivatives free comparable benchmark or equivalent portfolio. A VaR model has certain inherent limitations and it cannot be relied upon to predict or guarantee that the size or frequency of losses incurred by a Fund will be limited to any extent. As the VaR model relies on historical market data as one of its key inputs, if current market conditions differ from those during the historical observation period, the effectiveness of the VaR model in predicting the VaR of a Fund may be materially impaired. The effectiveness of the VaR model could be impaired in a similar fashion if other assumptions or components comprised in the VaR model prove to be inadequate or incorrect. Because of these limitations Shareholders may suffer serious financial consequences in abnormal market conditions or conditions that otherwise differ from those during the historical observation period.

Risks associated with Investment in other Collective Investment Schemes

Certain Funds may invest in one or more collective investment schemes which may include schemes managed by the Investment Manager or its affiliates. Non-Irish domiciled collective investment schemes may not provide a level of investor protection equivalent to that provided by collective investment schemes authorised by the Central Bank. As a shareholder of another collective investment scheme, a Fund would bear, along with other shareholders, its *pro rata* portion of the expenses of the other collective investment scheme, including management and/or other fees. These fees would be in addition to the management fees and other expenses which a Fund bears directly in connection with its own operations.

Certain Funds may invest in collective investment schemes which are not UCITS. These schemes may be unregulated and as a consequence may have different characteristics to a UCITS such as, for example, in relation to their investment policies, investment restrictions, diversification requirements, liquidity, borrowing and leverage. Such schemes may be subject to less onerous regulatory supervision than regulated schemes, and therefore may be considered higher risk. These unregulated schemes may include hedge funds which may be illiquid, i.e., difficult to sell, and may also borrow to meet their objectives. This borrowing is likely to lead to volatility in the value of the scheme, meaning that a relatively small movement either down or up in the value of the scheme's total assets will result in a magnified movement in the same direction of the scheme's net asset value. Such schemes can also have wider investment and borrowing powers than UCITS, with higher investment limits applying in various areas. They may also be able to invest to a greater extent in areas such as real estate and unregulated collective investment schemes, and have the potential to borrow on a permanent basis. Such additional powers may increase potential reward, but may also increase risk.

A collective investment scheme in which a Fund may invest may have less frequent dealing days than the Fund and this could impair the Fund's ability to distribute repurchase proceeds to a Shareholder who wishes the Company to repurchase its Shares because of the Fund's inability to realise its investments. In circumstances where the underlying scheme has less frequent dealing days than a Fund and where requests for the repurchase of Shares exceed 20 per cent. of the Fund's Net Asset Value on a Dealing Day, it may be necessary for the Company to impose a restriction, in accordance with the provisions outlined in the section of this Prospectus entitled "Repurchase Requests", on the repurchase of its Shares in excess of that specified amount because the Fund is unable to realise its investments in the underlying scheme or other investments to meet the repurchase requests on that Dealing Day. In addition, the underlying scheme may itself impose a restriction on the redemption of its shares in circumstances where the redemption requests it receives exceed a certain threshold or percentage of its shares in issue on a particular dealing day. The imposition of such a restriction by the underlying scheme will also affect the Fund's ability to realise its investment in that scheme in a timely manner.

Commodities Risk

Waverton Alternatives Fund may invest in collective investment schemes to gain exposure to commodities. Commodity prices can be extremely volatile and are affected by many factors, including changes in overall market movements, real or perceived inflationary trends, commodity index volatility, changes in interest rates or currency exchange rates, population growth and changing demographics, nationalisation, expropriation, or other confiscation, international regulatory, political, and economic developments (e.g., regime changes and changes in economic activity levels), and developments affecting a particular industry or commodity, such as drought, floods, or other weather conditions, livestock disease, trade embargoes, competition from substitute products, transportation bottlenecks or shortages, fluctuations in supply and demand and tariffs.

Credit and Settlement Risk

Each Fund will be exposed to credit risk on parties with whom it trades and will also bear the risk of settlement default. The Investment Manager may instruct the Depositary to settle transactions on a delivery free of payment basis where the Investment Manager believes that this form of settlement is appropriate. Shareholders should be aware, however, that this may result in a loss to a Fund if a transaction fails to settle and the Depositary will not be liable to the Fund or the Shareholders for such a loss.

Umbrella Structure of the Company and Cross-Liability Risk

Each Fund will be responsible for paying its fees and expenses regardless of the level of its profitability. The Company is an umbrella fund with segregated liability between Funds under Irish law and there generally will not be the potential for cross-liability between the Funds. However, there can be no assurance that, should an action be brought against the Company in the courts of another jurisdiction, the segregated nature of the Funds would necessarily be upheld.

Risks Associated with Umbrella Cash Accounts

One or more Umbrella Cash Accounts will operate in respect of the Company rather than a relevant Fund and the segregation of Investor Monies from the liabilities of Funds other than the relevant Fund to which the Investor Monies relate is dependent upon, among other things, the correct recording of the assets and liabilities attributable to individual Funds by or on behalf of the Company.

In the event of an insolvency of the Fund, there is no guarantee that the Fund will have sufficient monies to pay unsecured creditors (including the investors entitled to Investor

Monies) in full. Monies attributable to other Funds within the Company will also be held in the Umbrella Cash Accounts. In the event of the insolvency of a Fund (an "Insolvent Fund"), the recovery of any amounts to which another Fund (the "Beneficiary Fund") is entitled, but which may have transferred in error to the Insolvent Fund as a result of the operation of the Umbrella Cash Account, will be subject to applicable law and the operational procedures for the Umbrella Cash Account. There may be delays in effecting, and/or disputes as to the recovery of, such amounts, and the Insolvent Fund may have insufficient funds to repay amounts due to the Beneficiary Fund.

In the event that an investor fails to provide the subscription monies within the timeframe stipulated in the Prospectus, the investor may be required to indemnify the Fund against the liabilities that may be incurred by it. The Company may cancel any Shares that have been issued to the investor and charge the investor interest and other expenses incurred by the relevant Fund. In the event that the Company is unable to recoup such amounts from the defaulting investor, the relevant Fund may incur losses or expenses in anticipation of receiving such amounts, for which the relevant Fund, and consequently its Shareholders, may be liable.

It is not expected that any interest will be paid on the amounts held in the Umbrella Cash Account. Any interest earned on the monies in the Umbrella Cash Account will be for the benefit of the relevant Fund and will be allocated to the Fund on a periodic basis for the benefit of the Shareholders at the time of the allocation.

The Central Bank's guidance on umbrella cash accounts is new and untested and, as a result, may be subject to change and further clarification. Therefore, the structure of any Umbrella Cash Account maintained by the Company may differ materially from that outlined in this Prospectus.

Performance Fee Risk

The Investment Manager will receive a performance fee in respect of certain Classes of Shares based upon the amount by which a Fund out-performs its Benchmark. Such compensation arrangements may create an incentive to make investments that are riskier or more speculative than would be the case if such arrangements were not in effect. Furthermore, where the performance fee is payable on the performance of a Fund relative to a Benchmark, a performance fee may be payable in circumstances where the Net Asset Value of a Fund has declined. Furthermore, because the performance fee is based on net realised and net unrealised gains or losses at the end of a calculation period, the performance fee may be paid on unrealised gains which may subsequently never be realised.

Shareholders who acquire Shares after a particular Performance Period has commenced may be liable to a performance fee at the end of that Performance Period which represents the performance of those Shares over the entire Performance Period rather than the period during which they hold the Shares.

Emerging Market Risk

Each of Waverton Global Equity Fund, Waverton Asia Pacific Fund, Waverton Alternatives Fund, Waverton Cautious Income Fund, Waverton Global Core Equity Fund and Waverton Tactical Equity Fund may invest part of its assets in Emerging Market Countries. The risks involved in investments in Emerging Market Countries are likely to exceed the risks of investment in more mature markets. This higher degree of risk may be associated with: (i) the adverse effect on investment sentiment that could result from military conflict, civil commotion, nationalisation of foreign-held assets or other unfavourable political developments; (ii) the difficulty of obtaining an accurate view of a company's prospects where accounting standards are such that those prospects are not fairly reflected by published accounts; (iii) the difficulty of selling, or selling at a fair price, securities in which an

efficient market is not made; (iv) potential difficulties in obtaining prompt settlement; (v) the possibility that a local currency might cease to be readily convertible into any major freely-negotiable trading currency; and (vi) the risks associated with registering, transferring and safekeeping securities in markets which do not have developed settlement and custody systems. The legislative framework in Emerging Market Countries for the purchase and sale of investments and in relation to the beneficial interests in those investments may be relatively new and untested and there can be no assurance regarding how the courts or agencies of Emerging Market Countries will react to questions arising from the Company's investments in such countries and arrangements contemplated in relation thereto.

Laws, orders, rules, regulations and other legislation currently regulating investment may be altered, in whole or in part, and a court or other authority of an Emerging Market Country may interpret any relevant or existing legislation in such a way that the investment contemplated is rendered illegal, null or void, retroactively or otherwise or in such a way that the investment of the Company is adversely affected.

As custodial and/or settlement systems may not be fully developed in Emerging Market Countries the assets of Waverton Global Equity Fund, Waverton Asia Pacific Fund, Waverton Alternatives Fund, Waverton Cautious Income Fund, Waverton Global Core Equity Fund and Waverton Tactical Equity Fund which are traded on such markets and which have been entrusted to sub-custodians may be exposed to risk in circumstances whereby the Depository would have no liability. The Depository has a sub-custodian network in certain Emerging Market Countries. The Company has agreed that it will not invest in securities issued or corporations organised in Emerging Market Countries until the Depository is satisfied that it has sub-custodian arrangements in place in respect of such countries.

There is no guarantee that any arrangements made between the Depository and any sub-custodian will be upheld by a court of any Emerging Market Country or that any judgement obtained by the Depository or the Company against any such sub-custodian in a court of any competent jurisdiction will be enforced by a court of any Emerging Market Country.

Legislation regarding companies in Emerging Market Countries, specifically those laws in respect of the fiduciary responsibility of administrators and disclosure may be in a state of evolution and may be of a considerably less stringent nature than corresponding laws in more developed countries.

It may not be possible to repatriate capital, dividends, interest and other income from a country in which an investment has been made or government consents may be required to do so. This can occur in the case of investments in Emerging Market Countries.

Small and Medium Sized Company Risk

Certain Funds may invest in small and medium sized companies. Investments in small and medium sized companies generally involve greater risk and price volatility than larger, more established companies because they tend to have younger and more limited product lines, markets and financial resources and may be dependent on a smaller management group than large capitalisation companies. In addition, equity and other securities issued by such companies are typically less liquid than securities issued by larger capitalisation companies. As a result, certain securities may be difficult or impossible to sell at the time and the price that the relevant Fund would like. The Fund may have to lower the price, sell other securities instead or forego an investment opportunity. Any of these could have a negative effect on the management or performance of the Fund.

Taxation Risk

Prospective investors' attention is drawn to the taxation risks associated with investing in the Company. Please see the section entitled "Taxation" for additional information.

Subscription Default Risk

Each Fund will bear the risk of subscription default. For the purposes of efficient portfolio management, the Investment Manager may purchase securities or utilise efficient portfolio management techniques and instruments on the basis that settlement will be received on the relevant settlement date. In the event that such settlement monies are not received by the Fund on or by the relevant settlement date, the Fund may have to sell such purchased securities or close out its position under such efficient portfolio management techniques which could result in a loss to the Fund notwithstanding that a subscriber who defaults in settling a subscription payment may be liable to the Fund for any such loss.

Excessive Trading

Prospective investors' attention is drawn to the risks associated with excessive trading. Please see the section entitled "Excessive Trading" for additional information.

Risk Management Methods

The Company will, on request, provide supplementary information to Shareholders relating to the risk management methods employed by the Company, including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

Eurozone Risks

A number of countries in the EU have experienced severe economic and financial difficulties. Many non-governmental issuers, and even certain governments, have defaulted on, or been forced to restructure, their debts; many other issuers have faced difficulties obtaining credit or refinancing existing obligations; financial institutions have in many cases required government or central bank support, have needed to raise capital, and/or have been impaired in their ability to extend credit; and financial markets in the EU and elsewhere have experienced extreme volatility and declines in asset values and liquidity. These difficulties may continue, worsen or spread within and outside the EU.

Certain countries in the EU have had to accept assistance from supra-governmental agencies such as the International Monetary Fund (the "IMF") and the recently created European Financial Service Facility (the "EFSF"). The European Central Bank (the "ECB") has also been intervening to purchase Eurozone debt in an attempt to stabilise markets and reduce borrowing costs. Responses to the financial problems by European governments, central banks and others including austerity measures and reforms, may not work, may result in social unrest and may limit future growth and economic recovery or have other unintended consequences. Further defaults or restructurings by governments and others of their debt could have additional adverse effects on economies, financial markets and asset valuations around the world.

In addition, one or more countries may abandon the euro and/or withdraw from the EU. The impact of these actions, especially if they occur in a disorderly fashion, is not clear but could be significant and far-reaching. Whether or not a Fund invests in securities of issuers located in the EU or with significant exposure to EU issuers or countries, these events could negatively affect the value and liquidity of the Fund's investments. If the euro is dissolved entirely, the legal and contractual consequences for holders of euro-denominated obligations would be determined by laws in effect at such time. These potential developments, or market perceptions concerning these and related issues, could adversely affect the value of the Shares.

Cyber Security Risk

Like other business enterprises, the use of the internet and other electronic media and technology exposes the Company, the Company's service providers, and their respective operations, to potential risks from cyber-security attacks or incidents (collectively, "cyber-events"). Cyber-events may include, for example, unauthorised access to systems, networks or devices (such as, for example, through "hacking" activity), infection from computer viruses or other malicious software code, and attacks which shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality. In addition to intentional cyber-events, unintentional cyber-events can occur, such as, for example, the inadvertent release of confidential information. Any cyber-event could adversely impact the Company and the Shareholders, and cause a Fund to incur financial loss and expense, as well as face exposure to regulatory penalties, reputational damage, and additional compliance costs associated with corrective measures. A cyber-event may cause the Company, a Fund, or the Company's service providers to lose proprietary information, suffer data corruption, lose operational capacity (such as, for example, the loss of the ability to process transactions, calculate the Net Asset Value of the Fund or allow Shareholders to transact business) and/or fail to comply with applicable privacy and other laws. Among other potentially harmful effects, cyber-events also may result in theft, unauthorised monitoring and failures in the physical infrastructure or operating systems that support the Company and the Company's service providers. In addition, cyber-events affecting issuers in which a Fund invests could cause the Fund's investments to lose value.

FEES AND EXPENSES

Each Fund shall pay all of its expenses and its allocable share of any expenses incurred by the Company. These expenses may include the costs of: (i) maintaining the Company and the relevant Fund and registering the Company, the relevant Fund and the Shares with any governmental or regulatory authority or with any Regulated Market or stock exchange; (ii) management, administration, custodial and related services; (iii) preparation, printing and posting of prospectuses, sales literature and reports to Shareholders, the Central Bank and other governmental agencies; (iv) marketing expenses; (v) taxes; (vi) commissions and brokerage fees; (vii) expenses incurred in connection with the acquisition and disposal of the assets of the Company; (viii) auditing, tax and legal fees (including expenses arising in respect of legal or administrative proceedings); (ix) insurance premiums; (x) fees of paying agents, local representatives and similar agents, such fees to be at normal commercial rates; and (xi) other operating expenses.

The Articles of Association provide that the Directors shall be entitled to a fee by way of remuneration for their services at a rate to be determined from time to time by the Directors. As of the date of this Prospectus, Directors' remuneration in any one year shall not exceed €135,000.

The expenses relating to the establishment of Waverton Cautious Income Fund is not expected to exceed €5,000 and will be amortised over the first five years of the operation of the Fund or such shorter period as may be determined by the Directors.

The collective investment schemes in which a Fund may invest will bear their own fees and expenses including management fees and performance fees. Such management fees shall not exceed 2 per cent. per annum of the net asset value of the underlying collective investment schemes.

The following fees will be borne by the Company:

Investment Management Fee

Under the Investment Management Agreement, the Company will pay to the Investment Manager a management fee at the aggregate annual rate by each Fund as follows:

Waverton Global Equity Fund

Class A	:	1.0% of the Net Asset Value
Class B	:	0.5% of the Net Asset Value

Waverton UK Fund

Class A	:	1.0% of the Net Asset Value
Class B	:	1.5% of the Net Asset Value

Waverton Asia Pacific Fund

Class A	:	1.0% of the Net Asset Value
Class B	:	1.5% of the Net Asset Value
Class M	:	Not applicable

Waverton Global Core Equity Fund

Class A Institutional	:	Not applicable
Class B Institutional	:	0.40% of the Net Asset Value

Class A	:	1.0% of the Net Asset Value
Class B	:	0.75% of the Net Asset Value
Class P	:	0.40% of the Net Asset Value
Class Z	:	Not applicable

Waverton Global Strategic Bond Fund

Class A	:	0.50% of the Net Asset Value
Class B	:	1.0% of the Net Asset Value
Class I	:	0.75% of the Net Asset Value

Waverton Sterling Bond Fund

Class A	:	0.75% of the Net Asset Value
Class B	:	1.0% of the Net Asset Value
Class P	:	0.40% of the Net Asset Value
Class Z	:	Not applicable

Waverton Tactical Equity Fund

Class A	:	1.0% of the Net Asset Value
Class A1	:	Not applicable
Class B	:	0.75% of the Net Asset Value
Class B1	:	Not applicable
Class P	:	0.40% of the Net Asset Value
Class P1	:	Not applicable
Class Z	:	Not applicable

Waverton Alternatives Fund

Class A	:	1.0% of the Net Asset Value
Class B	:	0.75% of the Net Asset Value
Class P	:	0.40% of the Net Asset Value
Class Z	:	Not applicable

Waverton Cautious Income Fund

Class B	:	0.75% of the Net Asset Value
Class P	:	0.40% of the Net Asset Value

The Investment Management Fee shall be calculated and accrued on each Dealing Day and paid quarterly in arrears. In addition, the Investment Manager shall be entitled to be reimbursed its reasonable vouched out-of-pocket expenses. Each Fund shall bear *pro rata* its share of such out-of-pocket expenses.

It should be noted that the Investment Manager shall waive any subscription or redemption charges payable upon subscription for shares in underlying collective investment schemes that are managed by the Investment Manager. Where a commission is received by the Investment Manager by virtue of an investment in the shares in underlying collective investment schemes that commission shall be paid into the property of the Funds, as appropriate. The Fund will receive a rebate of any management fees paid to the Investment Manager in respect of any underlying collective investment scheme managed by the Investment Manager so that there is no duplication of management fees.

Expense Cap for Waverton Global Core Equity Fund and Waverton Cautious Income Fund

The Investment Manager has voluntarily agreed to cap the total annual fees and expenses (excluding the Investment Management Fee (if any) for the Class A US\$ Institutional Shares, Class B US\$ Institutional Shares, Class A Stg£ Shares, Class B Stg£ Shares, Class P Stg£ Shares and Class Z Stg£ Shares of Waverton Global Core Equity Fund and for the Class B Stg£ and P Stg£ Shares of Waverton Cautious Income Fund) as follows:

Waverton Global Core Equity Fund:

Class A US\$ Institutional	:	0.25% of the Net Asset Value
Class B US\$ Institutional	:	0.25% of the Net Asset Value
Class A Stg£	:	0.25% of the Net Asset Value
Class B Stg£	:	0.25% of the Net Asset Value
Class P Stg£	:	0.25% of the Net Asset Value
Class Z Stg£	:	0.25% of the Net Asset Value

Waverton Cautious Income Fund

Class B Stg£	:	0.40% of the Net Asset Value
Class P Stg£	:	0.40% of the Net Asset Value

This expense cap will cover all costs and expenses connected with the operating activities of the Funds, including administration, registration, transfer agency, depositary and trustee fees, and other operating expenses. The expense cap will not cover: the Investment Management Fee for the Class A US\$ Institutional Shares, Class B US\$ Institutional Shares, Class A Stg£ Shares, Class B Stg£ Shares and Class P Stg£ Shares of Waverton Global Core Equity Fund or for the Class B Stg£ and P Stg£ Shares of Waverton Cautious Income Fund; such non-recurring and extraordinary or exceptional costs and expenses (if any) as may arise from time to time; withholding taxes that may be deducted from interest; stamp duties or other documentary transfer taxes, or similar duties; and investment expenses arising with respect to the purchase or sale of securities by the Funds. The Investment Manager will absorb (directly or by way of a refund to the Funds) any difference that may arise between the actual cost of operations of the Funds and the relevant expense cap.

Performance Fee

The Investment Manager may receive a performance fee based on its investment management performance during a performance period ("Performance Period"). A Performance Period shall: (i) in the case of the first Performance Period, commence upon the close of the Initial Offer Period and end on the next succeeding Quarter Day (as hereinafter defined); and (ii) thereafter shall commence on the day immediately following such Quarter Day and shall end on the next succeeding Quarter Day. A Quarter Day shall be 31 March, 30 June, 30 September or 31 December in any year.

In the case of the Class A Stg£, Class A US\$ and Class B US\$ in Waverton Global Strategic Bond Fund, a performance fee shall be payable to the Investment Manager when: (i) the increase in the Net Asset Value per Share of the relevant Class of a Fund (as denominated in the Base Currency of the Fund to which the Class relates) over a Performance Period is greater than the increase in the Benchmark for that Fund over the same Performance Period; or (ii) when the decrease in the Net Asset Value per Share of the relevant Class of a Fund (as denominated in the Base Currency of the Fund to which the Class relates) over a Performance Period is less than the decrease in the Benchmark for that Fund over the same Performance Period. The performance fee shall be 10 per cent. in respect of Waverton Global Strategic Bond Fund of the amount by which the Net Asset Value per Share before the

deduction of performance fees exceeds the Benchmark as aforesaid as at the end of a Performance Period, multiplied by the number of Shares in issue in that Class at the end of the period. With effect from 1 April 2010, the calculation of the performance fee payable shall be based upon a daily average of the number of Shares in issue in the relevant Class during the Performance Period rather than the number of Shares in issue in the relevant Class at the end of the period. For the purpose of calculating the performance fee at the end of a Performance Period, the Net Asset Value per Share shall be calculated at the relevant Valuation Point. In the case of the first Performance Period the Initial Offer Price per Share in a Class shall be the base price for the purpose of calculating the performance over the Performance Period.

The performance fee shall always be calculated by measuring the increase or decrease of the Net Asset Value per Share as denominated in the Base Currency of the relevant Fund against the performance of the relevant Benchmark. The Benchmark shall always be denominated in the Base Currency of the relevant Fund. Because the Sterling denominated Class A of the Waverton Global Strategic Bond Fund is intended to be fully hedged, the performance fee for this Class will be calculated using the Net Asset Value per Share in Sterling.

The performance fee shall be calculated and accrued on each Dealing Day and paid quarterly in arrears at the end of a Performance Period. When calculating the performance fee payable, the Net Asset Value will be adjusted, as appropriate, for subscriptions, redemptions, dividends paid and any accruals of performance fee and by the amount, if any, by which the Net Asset Value underperformed the Benchmark in any preceding Performance Period. Any dividends which are to be added back in order to determine the performance fee will be added back as a per Share amount based on the number of Shares in issue when the dividends were paid.

Where a performance fee is payable it will be based on the Net Asset Value of a Class as at the end of each Performance Period. As a result a performance fee may be paid in respect of unrealised gains, which may subsequently never be realised. Furthermore, because the performance fee is payable on the performance of a Fund relative to a Benchmark (outperformance), a performance fee may be payable in circumstances where the Net Asset Value of a Fund has declined. On the other hand a prior relative under performance must be recouped before a performance fee shall again be payable.

The performance fee calculation will be verified by the Depositary and by the auditors of the Company as part of the annual audit of the Company. Performance fee worked examples are available from the Administrator and the Investment Manager upon request.

Bridge Consulting Fees

Bridge Consulting Limited ("Bridge") shall be entitled to receive, out of the assets of the Company, an annual fee based, among other things, upon the number of sub-funds in the Company, As of the date of this Prospectus, the anticipated annual fee payable to Bridge shall be approximately €31,000. Such fee shall be payable quarterly in arrears.

Depositary's Fee

The Depositary shall be entitled to a trustee fee payable out of the assets of each Fund accruing daily and payable monthly in arrears at the end of each calendar month at an annual rate of 0.02% of the Net Asset Value of each Fund, subject to a minimum annual fee for each Fund, exclusive of transaction charges and out-of-pocket expenses, of €8,000.

Safekeeping fees based on the market value of the assets of each Fund may also be charged which shall vary from 0.01% to 0.72% depending on the country in which the security is traded and held. Each Fund shall also be subject to transaction charges, which shall not exceed normal commercial rates. The Depositary shall also be entitled to reimbursement of

properly vouched out-of-pocket expenses incurred by the Depositary, or any sub-custodian, out of the assets of the Fund in respect of which such expenses were incurred.

Administrator's Fee

The Administrator, in relation to the provision of its services as fund accountant, administrator and transfer agent is entitled to a fee payable out of the assets of each Fund, accruing daily and payable monthly in arrears at the end of each calendar month at a rate of up to 0.02% of the Net Asset Value of each Fund, subject to a minimum annual fee for each Fund, exclusive of out-of-pocket expenses, of €34,500 (which is based on two Share Classes) per Fund. The Funds shall also be subject to transaction charges, which shall not exceed normal commercial rates. The Administrator shall also be entitled to certain other fees for registrar and transfer agency, financial statements production and other services and to reimbursement of all reasonable out-of-pocket expenses incurred out of the assets of the Fund in respect of which such expenses were incurred.

Charging of Fees and Expenses to Capital

Shareholders should note that, in the case of Funds for which a performance fee may be charged, any performance fee will be charged to the capital of the relevant Fund. Shareholders should further note that, for those Classes of Shares identified in the column of the table in Schedule IV headed "Fees and Expenses Charged to Capital" as "Yes", 100 per cent. of the management fees, Administrator fees, Depositary fees, operational expenses and borrowing expenses, where applicable, will be charged to the capital of the relevant Fund. Thus, on redemption of the Shares, Shareholders may not receive back the full amount invested. The reason for charging these fees and expenses to capital is to increase the amount of income that can be distributed by the relevant Funds. It should be noted that the distribution of income in Funds which charge fees and expenses to capital may result in the erosion of capital and that increased income will be achieved by foregoing some of the potential for future capital growth.

Shareholders in Funds which invest predominantly in debt instruments should note that future capital returns may be diminished where expenses are charged to capital given the reduced potential for capital growth. Furthermore where a Fund's priority is the generation of income rather than capital growth, Shareholders should note that the Central Bank considers that any distributions to Shareholders in the Fund are a form of capital reimbursement.

Anti-Dilution Levy

An investor may, at the sole discretion of the Investment Manager, be required to pay an Anti-Dilution Levy where there are net subscriptions or repurchases of Shares on a particular Dealing Day to cover dealing costs in order to preserve the value of the underlying assets of the relevant Fund. In the case of an Anti-Dilution Levy applied to repurchases, such levy shall not exceed 3 per cent. of the repurchase monies.

ADMINISTRATION OF THE COMPANY

Determination of Net Asset Value

The Administrator shall determine the Net Asset Value per Share of each Class, at the Valuation Point on the basis set forth below and in accordance with the Articles.

The Net Asset Value per Share of a Fund shall be the value of the gross assets attributable to such Fund less all of the liabilities attributable to such Fund (including such provisions as the Administrator considers appropriate in respect of the costs and expenses payable in relation

to such Fund) divided by the number of Shares of such Fund outstanding as of the Dealing Day. Any liabilities of the Company which are not attributable to any Fund shall be allocated *pro rata* among all of the Funds.

The Net Asset Value of each Class shall be determined by calculating the amount of the Net Asset Value attributable to each Class. The amount of the Net Asset Value of a Fund attributable to a Class shall be determined by establishing the proportion of the assets of the Class as at the most recent Net Asset Value calculation or the close of the Initial Offer Period in the case of an initial offer of a Class, adjusted to take account of any subscription orders (after deduction of any repurchase orders) and by allocating relevant Class Expenses (as defined below) and fees to the Class and making appropriate adjustments to take account of distributions paid, if applicable, and apportioning the Net Asset Value accordingly. The Net Asset Value per Share of a Class shall be calculated by dividing the Net Asset Value of the Class by the number of Shares in issue in that Class. Class Expenses or fees or charges not attributable to a particular Class may be allocated amongst the Classes based on their respective Net Asset Value or any other reasonable basis approved by the Depositary having taken into account the nature of the fees and charges. Class Expenses and fees relating specifically to a Class will be charged to that Class. In the event that Classes are priced in a currency other than the Base Currency, currency conversion costs will be borne by that Class.

“Class Expenses” means the expenses of registering a class in any jurisdiction or with any stock exchange, regulated market or settlement system and all other expenses arising from such registration and such further expenses howsoever arising as may be disclosed in the Prospectus. The cost of converting currency and the costs and gains/losses of the hedging transactions are borne solely by the relevant Class.

In calculating the Net Asset Value:

- (a) assets listed or traded on a Regulated Market shall be valued at the latest mid-market quotation on the Regulated Market which is the principal market for such security as at the Valuation Point or, if unavailable or, in the opinion of the Investment Manager and/or the Administrator unrepresentative of fair market value, the value shall be calculated with care and in good faith by a competent person (which may include the Investment Manager) appointed by the Directors approved for that purpose by the Depositary in consultation with the Investment Manager on the basis of the probable realisation value for such assets as at the close of business on the relevant Regulated Market on the Dealing Day valued by any other means provided that the value is approved by the Depositary;
- (b) if the assets are listed or traded on several Regulated Markets the latest mid-market quotation on the Regulated Market which in the opinion of the Administrator constitutes the principal market for such assets will be used;
- (c) in the event that any of the investments is not listed or traded on any Regulated Market, such security shall be valued at the probable realisation value determined with care and in good faith by a competent person (which may include the Investment Manager) approved by the Depositary as a competent person for such purpose in consultation with the Investment Manager. Such probable realisation value will be determined: (i) by using the original purchase price; (ii) where there have been subsequent trades with substantial volumes, by using the latest trade price provided that the Administrator in consultation with the Investment Manager considers such trades to be at arm’s length; (iii) where the Investment Manager believes the investment has suffered a diminution in value, by using the original purchase price that shall be discounted to reflect such a diminution; or (iv) if the Administrator in consultation with the Investment Manager believes a mid quotation from brokers reliable, by using such mid quotation or, if unavailable, a bid quotation. Alternatively, the Administrator in consultation with the Investment

Manager may use such probable realisation value estimated with care and in good faith as may be recommended by a competent professional (which may include the Investment Manager) approved for that purpose by the Depositary in consultation with the Investment Manager. Due to the nature of such unquoted securities and the difficulty in obtaining a valuation from other sources, such competent professional may be related to the Investment Manager;

- (d) cash and other liquid assets will be valued at their face value with interest accrued as at the Valuation Point;
- (e) units or shares in collective investment schemes will be valued at the latest available net asset value relevant to the collective investment scheme;
- (f) exchange-traded derivative instruments will be valued as at the Valuation Point at the settlement price for such instruments on the relevant exchange. If the settlement price of an exchange-traded derivative instrument is not available, the value of such instrument shall be the probable realisation value estimated with care and in good faith by a competent professional (which may include the Investment Manager) appointed by the Directors approved for that purpose by the Depositary in consultation with the Investment Manager;
- (g) the Company may choose to value over-the-counter derivative instruments using either the counterparty valuation or an alternative valuation, such as a valuation calculated by the Company or by an independent pricing vendor provided that the Company or other party has adequate human and technical means to perform the valuation. Where a counterparty valuation is used, the over-the-counter derivative instruments will be valued as at the Valuation Point at the valuation provided by the counterparty to such transaction daily. The counterparty must be prepared to value the contract and to close out the transaction at the request of the Company at fair value. Where the Company values over-the-counter derivatives using an alternative valuation, the Company must follow international best practice and will adhere to the principles on the valuation of over-the-counter instruments established by bodies such as IOSCO (the International Organisation of Securities Commissions) and AIMA (the Alternative Investment Management Association). An alternative valuation must be provided by a competent person (which may include the Investment Manager) appointed by the Directors and approved for the purpose by the Depositary, or a valuation by any other means provided that the value is approved by the Depositary. An alternative valuation will be reconciled to the counterparty valuation on a monthly basis. Where significant differences arise these will be promptly investigated and explained. Where the Company values over-the-counter derivatives using the counterparty valuation the valuation must be approved or verified by a party who is approved for the purpose by the Depositary and who is independent of the counterparty. The independent verification must be carried out at least weekly;

Forward foreign exchange contracts shall be valued at the Valuation Point in accordance with the preceding paragraph or, alternatively by reference to the prevailing market quotations, namely the price at which a new forward contract of the same size and maturity could be undertaken;

- (h) in determining the value of the assets there shall be added to the assets any interest or dividends accrued but not received and any amounts available for distribution but in respect of which no distribution has been made; and
- (i) any value expressed otherwise than in the Base Currency (whether of an investment or cash) and any non-Base Currency borrowing shall be converted into the Base Currency at the rate (whether official or otherwise) which the

Administrator deems appropriate in the circumstances.

The Directors, with the approval of the Depositary, may adjust the Net Asset Value per Share when calculating realisation prices for any Fund to reflect the value of such Fund's investments assuming they were valued using the bid price on the relevant market at the relevant time and provided that such methodology shall be applied on a consistent basis in respect of all asset classes. The Directors' intention is only to exercise this discretion to preserve the value of the holdings of continuing Shareholders in the event of substantial or recurring net repurchases of Shares in the relevant Fund.

In the event of it being impossible or incorrect to carry out a valuation of a specific investment in accordance with the valuation rules set out above or if such valuation is not representative of a security's fair market value, the Administrator being a competent person approved for the purpose by the Depositary in consultation with the Investment Manager is entitled to use such other generally recognised valuation method in order to reach a proper valuation of that specific instrument, provided that such method of valuation has been approved by the Depositary.

Application for Shares

The Initial Offer Period for new Classes of Shares is set out in Schedule IV. The Initial Offer Period for all other Share Classes is now closed.

Subscriptions for Shares must be made in the currency denomination of the particular Class for which Shares are being subscribed. However, by agreement with the Administrator and the Company, subscriptions may be made in any freely convertible currency approved by the Administrator but will be converted into the Base Currency at the rate of exchange available to the Administrator and the costs of conversion shall be deducted from the subscription monies which will then be invested in Shares.

Application forms for Shares may be obtained from the Investment Manager and Distributor. Shares may be issued on any Dealing Day to eligible investors who have forwarded the completed application form and provided satisfactory proof of identification to the Administrator, so that the application form shall be received by the Administrator no later than 10.00 a.m. (Irish time) on the relevant Dealing Day in the case of all Funds. Before subscribing for shares an investor will be required to complete a declaration as to the investor's tax residency or status in the form prescribed by the Revenue Commissioners of Ireland. This declaration shall be forwarded to the Administrator within five Business Days of the application being made. The original application form must be delivered to the Administrator. Repurchase proceeds cannot be released until the original application form and all anti-money laundering documentation have been received from the investor and all anti-money laundering procedures have been carried out.

Investors should transmit cleared funds representing the subscription monies by wire instructions to the relevant accounts set out in the attached subscription application form for Shares, so that cleared funds are received in the Company's account within three (3) Business Days of receipt and acceptance of the subscription order or the time agreed with the Administrator.

Applications for Shares by *in specie* transfer may be made by agreement with the Investment Manager and Distributor on a case-by-case basis. In such cases the Company shall issue Shares in exchange for investments which the Company may acquire in accordance with its investment objectives and policies and may hold or sell, dispose of or otherwise convert such securities into cash.

No Shares shall be issued until the investments are vested in the Depositary or its nominee. The value of the Shares to be issued shall be calculated on the same basis as the valuation of

Shares to be issued for cash.

The Company and the Administrator reserve the right to reject in whole or in part any application for Shares or to request further details or evidence of identity from an applicant for Shares. The Funds are not intended for excessive trading. Where an application for Shares is rejected, the subscription monies shall be returned to the applicant within seven days of the date of such rejection.

The Company may issue fractional Shares rounded to the third decimal place. Fractional Shares shall not carry any voting rights.

The minimum initial and subsequent investments per Shareholder in a Fund are set out in Schedule IV.

The Company reserves the right to vary the minimum initial investment or the minimum subsequent investment and may choose to waive these minimum investment requirements if considered appropriate.

Anti-Money Laundering Procedures

Measures aimed at the prevention of money laundering will require an applicant to verify his identity to the Administrator or the Investment Manager. The Administrator will not accept funds from an investor until verification of identity is completed to its satisfaction.

Notwithstanding that funds have come from a designated body within a prescribed country recognised by Ireland as having equivalent anti-money laundering regulations, evidence of identity must be established in accordance with the relevant anti-money laundering requirements which are advised to clients prior to application.

By way of example, an individual will be required to produce a copy of a passport or identification card duly certified by a public authority such as a notary public, the police or the ambassador in his country of residence, together with evidence of his address such as a utility bill or bank statement. In the case of corporate applicants, this will require production of a certified copy of the certificate of incorporation (and any change of name), bye-laws, memorandum and articles of association (or equivalent), or trust deed in the case of a trust and the names and addresses of all directors, trustees and/or beneficial owners.

The Administrator reserves the right to request such documentation as is necessary to verify the identity of the applicant. This may result in Shares being issued on a Dealing Day subsequent to the Dealing Day on which the applicant initially wished to have Shares issued to him.

It is further acknowledged that the Administrator, in the performance of its delegated duties, shall be held harmless by the subscriber against any loss arising as a result of a failure to process the subscription if such information as has been requested by the Administrator has not been provided by the applicant.

Subsequent Subscriptions

Subsequent subscriptions (i.e. subsequent to an initial subscription for Shares within a Fund) may be made by submitting an instruction to the Administrator by the relevant deadline in writing, by fax, by electronic means, or such other means in accordance with the requirements of the Central Bank.

Subsequent faxed subscription requests may be processed without a requirement to submit original documentation.

Subscription Price

The initial subscription price per Share shall be EUR 10, US\$10 or Stg£10, as the case may be, depending on the Base Currency of the Fund. Any Class not denominated in the Base Currency shall be issued at the equivalent thereof in the currency of denomination of the Class or the equivalent thereof in Sterling, U.S. Dollar or Euro, as appropriate.

An Anti-Dilution Levy on subscription monies may be payable where there are net subscriptions on a Dealing Day to cover dealing costs in order to preserve the value of the underlying assets of the relevant Fund.

Thereafter, the subscription price per Share shall be the Net Asset Value per Share determined as at the Valuation Point plus duties, charges and an Anti-Dilution Levy, if applicable. An initial charge may be payable provided that such initial charge, in conjunction with any Anti-Dilution Levy, shall in aggregate be no greater than 5 per cent. of the subscription monies.

Written Confirmations of Ownership

The Administrator shall be responsible for maintaining the Company's register of Shareholders in which all issues, repurchases, conversions and transfers of Shares will be recorded. Written confirmations of ownership shall be issued by post or facsimile in relation to each issue of Shares. The Administrator shall not issue a Share certificate in respect of Shares. A Share may be registered in a single name or in up to four joint names. The register of Shareholders shall be available for inspection at the registered office of the Company during normal business hours where a Shareholder may inspect only his entry on the register.

Written confirmations of ownership shall be issued by telefax or by post in relation to each shareholder trade. The shareholder must revert upon receipt, or in any event, no later than settlement date to the Administrator if any detail contained in the contract note is not in order.

Repurchase Requests

Shares may be repurchased on a Dealing Day by contacting the Administrator so that a written repurchase request is received by the Administrator no later than 10.00 a.m. (Irish time) on the Dealing Day.

Repurchase requests received subsequent to the relevant deadline outlined above shall be effective on the next succeeding Dealing Day.

If repurchase requests on any Dealing Day exceed 10 per cent. of the Shares in a Fund, the Company may defer the excess repurchase requests to subsequent Dealing Days and shall repurchase such Shares rateably. Any deferred repurchase requests shall be treated as if they were received for each subsequent Dealing Day until all the shares to which the original request related have been repurchased. In such cases, the deferred repurchase request shall be reduced *pro rata* on the next and following Dealing Days so as to give effect to the above limitation. The Company shall notify any applicant if his application is deferred in which case a Member may revoke or withdraw a repurchase request, either in respect of the request to the portion which has been deferred or otherwise, by not less than 15 days' written notice to the Company before the relevant Dealing Day. Subject to the section entitled "Temporary Suspension of Valuation of the Shares and of Sales and Repurchases", such repurchase requests shall in all cases be satisfied within three weeks of the Dealing Day on which they were effective.

Shareholders in Waverton Global Core Equity Fund may only repurchase Shares representing an amount which is the lower of: (i) a Shareholder's entire holding in the Fund; or (ii) Shares with a Net Asset Value of US\$1,000,000 or more. The Company reserves the right to vary this minimum repurchase amount and may choose to waive this minimum repurchase amount if considered appropriate.

Repurchase Price

Shares shall be repurchased at the applicable repurchase price, which shall be the Net Asset Value per Share calculated at the Valuation Point on the Dealing Day on which repurchase is effected, less an Anti-Dilution Levy from time to time determined by the Investment Manager on any Dealing Day to cover dealing costs in order to preserve the value of the underlying assets of the relevant Fund. In the case of an Anti-Dilution Levy applied to repurchases, such levy shall not exceed 3 per cent. of the repurchase monies.

All payments of repurchase monies shall normally be made within three Business Days but in any event within ten Business Days of the Dealing Day on which the repurchase request is effective provided the original repurchase request has been received. The repurchase proceeds shall be made by telegraphic transfer to the Shareholder's bank account, details of which shall be set out by the Shareholder to the Administrator in the application form. Repurchase proceeds cannot be released until the original application form and all anti-money laundering documentation have been received from the investor in good order and all anti-money laundering procedures have been carried out.

With the consent of the Shareholder making such repurchase request, assets may be transferred to a Shareholder in satisfaction of the repurchase monies payable on the repurchase of Shares, provided that such distribution is equitable and not prejudicial to the interests of the remaining Shareholders. An Anti-Dilution Levy will not be payable in such instances. At the request of the Shareholder making such repurchase request such assets may be sold by the Company and the proceeds of sale shall be transmitted to the Shareholder.

Mandatory Repurchase of Shares

If a repurchase causes a Shareholder's holding in the Company to fall below the minimum subscription or investment amount set out above or such lesser amount as the Directors may determine, the Company may repurchase the whole of that Shareholder's holding. Before doing so, the Company shall notify the Shareholder in writing and allow the Shareholder thirty days to purchase additional Shares to meet the minimum requirement. The Company reserves the right to vary this mandatory redemption amount.

Shareholders are required to notify the Administrator immediately in the event that they become U.S. Persons. Shareholders who become U.S. Persons may be required to dispose of their Shares to non-U.S. Persons on the next Dealing Day thereafter unless the Shares are held pursuant to an exemption which would allow them to hold the Shares. The Company reserves the right to repurchase or require the transfer of any Shares which are or become owned, directly or indirectly, by a U.S. Person or other person if the holding of the Shares by such other person is unlawful or, in the opinion of the Directors, the holding might result in the Company or the Shareholders incurring any liability to taxation or suffering pecuniary or material administrative or regulatory disadvantage which the Company or the Shareholders might not otherwise suffer or incur.

Transfer of Shares

All transfers of Shares shall be effected by transfer in writing in any usual or common form and every form of transfer shall state the full name and address of the transferor and the transferee. The instrument of transfer of a Share shall be signed by or on behalf of the

transferor. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Share register in respect thereof. Where the transferee is not an existing Shareholder in the Fund, the transferee must complete an application form and comply with the relevant anti-money laundering procedures. The Directors may decline to register any transfer of Shares if in consequence of such transfer the transferor or transferee would hold less than the currency equivalent of the amount of the minimum initial investment for the relevant Fund or would otherwise infringe the restrictions on holding Shares outlined above. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year. The Directors may decline to register any transfer of Shares unless the instrument of transfer is deposited at the registered office of the Company or at such other place as the Directors may reasonably require together with such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. Such evidence may include a declaration that the proposed transferee is not a U.S. Person and that upon transfer the Shares will not be held by or for the account of any U.S. Person.

Clearstream/Euroclear Participants

Shares can be subscribed for and repurchased by Clearstream/Euroclear participants. Such Shares subscribed for will be registered on issue by entry in the register or by a global unit certificate which will be exchangeable for definitive Shares in registered form in the limited circumstances set out in the global unit certificate. The Administrator will register Shares held through Euroclear or Clearstream in the name of the common depository's nominee. Shares held through Euroclear or Clearstream are freely transferable and no ownership or transfer restrictions will be monitored by Euroclear, Clearstream, the Depository or the Administrator. Shares held in Euroclear or Clearstream may only be repurchased by the Administrator upon the instructions of Euroclear or Clearstream, as appropriate. All such requests received by Euroclear or Clearstream will be forwarded to the Administrator and settled on an actual basis, delivery versus payment.

Umbrella Cash Accounts

Cash accounts arrangements have been put in place in respect of the Company and the Funds as a consequence of the introduction of new requirements relating to subscription and redemption collection accounts pursuant to the Investor Money Regulations. The Investor Money Regulations took effect from 1 July 2016. The following is a description of how such cash accounts arrangements will operate. These cash accounts are not subject to the protections of the Investor Money Regulations and instead will be subject to the guidance issued by the Central Bank from time to time in relation to umbrella cash accounts.

Subscription monies received from, and redemption monies due to, investors in the Funds and dividend monies due to Shareholders (together, "Investor Monies") may be held in a single Umbrella Cash Account. The assets in an Umbrella Cash Account will be assets of the Company.

Subscription monies received by a Fund in advance of the issue of Shares will be held in an Umbrella Cash Account and will be treated as an asset of the relevant Fund. The subscribing investors will be unsecured creditors of the relevant Fund with respect to their subscription monies until the Shares are issued to them on the relevant Dealing Day. The subscribing investors will be exposed to the credit risk of the institution at which the Umbrella Cash Account has been opened. Such investors will not benefit from any appreciation in the Net Asset Value of the Fund or any other Shareholder rights in respect of the subscription monies (including dividend entitlements) until such time as the Shares are issued on the relevant Dealing Day.

Redeeming investors will cease to be Shareholders of the redeemed Shares from the relevant

Dealing Day. Redemption and dividend payments will, pending payment to the relevant investors, be held in the Umbrella Cash Account. Redeeming investors and investors entitled to dividend payments held in the Umbrella Cash Account will be unsecured creditors of the relevant Fund with respect to those monies. Where the redemption and dividend payments cannot be transferred to the relevant investors, for example, where the investors have failed to supply such information as is required to allow the Company to comply with its obligations under applicable anti-money laundering and counter terrorist legislation, the redemption and dividend payments will be retained in the Umbrella Cash Account and investors should address the outstanding issues promptly. Redeeming investors will not benefit from any appreciation in the Net Asset Value of the Fund or any other Shareholder rights (including, without limitation, the entitlement to future dividends) in respect of such amounts.

For information on the risks associated with Umbrella Cash Accounts, see "Risks Associated with Umbrella Cash Accounts" in the section entitled "Risk Factors".

Withholdings and Deductions

The Company will be required to account for tax on the value of the Shares repurchased or transferred at the applicable rate unless it has received from the transferor a Relevant Declaration confirming that the Shareholder is neither resident in Ireland nor ordinarily resident in Ireland in respect of whom it is necessary to deduct tax. The Company reserves the right to redeem such number of Shares held by a transferor as may be necessary to discharge the tax liability arising therefrom. The Company reserves the right to refuse to register a transfer of Shares until it receives a declaration as to the transferee's residency or status in the form prescribed by the Revenue Commissioners of Ireland.

Conversion of Shares

With the consent of the Directors, a Shareholder may convert Shares of one Fund or Class into Shares of another Fund or Class on giving notice to the Administrator in such form as the Administrator may require provided that the shareholding satisfies the minimum investment criteria and provided that the original application is received within the time limits specified above in the case of subscriptions. Conversion is not intended to facilitate short term or excessive trading. The conversion is effected by arranging for the repurchase of Shares of one Fund or Class, converting the repurchase proceeds into the currency of another Fund or Class and subscribing for the Shares of the other Fund or Class with the proceeds of the currency conversion. A transaction charge of up to 1 per cent. of the Shares to be converted may be retained by the Fund in which the Shares are held prior to conversion to cover the costs of disposing of the assets of the Fund in order to give effect to the conversion. No further transaction costs will be payable.

Conversion will take place in accordance with the following formula:-

$$NS = \frac{A \times (B - TC) \times C}{D}$$

where:

- NS = the number of Shares which will be issued in the new Fund or Class;
- A = the number of the Shares to be converted;
- B = the repurchase price of the Shares to be converted;
- C = the currency conversion factor as determined by the Directors;
- D = the issue price of Shares in the new Fund or Class on the relevant

Dealing Day; and

TC = the transaction charge incurred in connection with the proposed transaction.

If NS is not an integral number of Shares the Directors reserve the right to issue fractional Shares in the new Fund or Class or to return the surplus arising to the Shareholder seeking to convert the Shares.

The length of time for completion of a conversion will vary depending on the Funds involved and the time when the conversion is initiated. In general, the length of time for completion of a conversion will depend upon each of the time required to obtain payment of repurchase proceeds from the Fund whose Shares are being acquired and the time required to effect any foreign exchange transaction which may be necessary for the Shareholder to obtain the currency of the Fund in which Shares are being subscribed. A Shareholder is not required to submit a new application form for the purchase of Shares in connection with a conversion.

Excessive Trading

Investment in the Funds is intended for long-term purposes only. The Funds will take reasonable steps to seek to prevent short-term trading. Excessive short-term trading into and out of a Fund can disrupt portfolio investment strategies and may increase expenses, and adversely affect investment returns, for all shareholders, including long-term shareholders who do not generate these costs. The Company reserves the right to reject any purchase request (including any conversion request) by any investor or group of investors for any reason without prior notice, including, in particular, if it believes that the trading activity would be disruptive to a Fund. For example, a Fund may refuse a purchase order if the Investment Manager believes it would be unable to invest the money effectively in accordance with the Fund's investment policies or the Fund would otherwise be adversely affected due to the size of the transaction, frequency of trading or other factors.

The trading history of accounts under common ownership or control may be considered in enforcing these policies. Transactions placed through the same financial intermediary on an omnibus basis may be deemed a part of a group for purposes of this policy and may be rejected in whole or in part by a Fund.

Transactions accepted by a financial intermediary in violation of the Funds' excessive trading policy are not deemed accepted by a Fund and may be cancelled or revoked by the Fund on the next Business Day following receipt.

Investors should be aware that there are practical restraints both in determining the policy which is appropriate in the interests of long term investors, and in applying and enforcing such policy. For example, the ability to identify and prevent covert trading practices or short-term trading where investors act through omnibus accounts is limited. Also, investors such as fund of funds and asset allocation funds will change the proportion of their assets invested in the Company or in Funds in accordance with their own investment mandate or investment strategies. The Company will seek to balance the interests of such investors in a way that is consistent with the interests of long-term investors but no assurance can be given that the Company will succeed in doing so in all circumstances. For example, it is not always possible to identify or reasonably detect excess trading that may be facilitated by financial intermediaries or made difficult to identify by the use of omnibus accounts by those intermediaries.

Disclosure of Portfolio Information

Information on the underlying investments in the Funds such as stock, sector and geographic allocation is available to all Shareholders. Shareholders should contact the Investment

Manager to request this information. There will be an appropriate time-lag between the purchase/sale of the relevant Fund's investments and the time at which the information is made available.

Publication of the Price of the Shares

Except where the determination of the Net Asset Value has been suspended, in the circumstances described below, the Net Asset Value per Share shall be made public at the registered office of the Administrator on each Dealing Day and shall be published on the Business Day immediately succeeding each Dealing Day on the internet address www.wavertonfunds.co.uk. Such information shall relate to the Net Asset Value per Share for the previous Dealing Day and is published for information only. It is not an invitation to subscribe for, repurchase or convert Shares at that Net Asset Value.

Temporary Suspension of Valuation of the Shares and of Sales and Repurchases

The Company may temporarily suspend the determination of the Net Asset Value and the sale or repurchase of Shares in any Fund or Class during:-

- (i) any period (other than ordinary holiday or customary weekend closings) when any market is closed which is the main market for a significant part of the Fund's investments, or when trading thereon is restricted or suspended;
- (ii) any period during which disposal of investments which constitute a substantial portion of the assets of the Fund is not practically feasible;
- (iii) any period when for any reason the prices of any investments of the Fund cannot be reasonably, promptly or accurately ascertained by the Administrator;
- (iv) any period when remittance of monies which will, or may, be involved in the realisation of, or in the payment for, investments of the Fund cannot, in the opinion of the Directors, be carried out at normal rates of exchange;
- (v) any period when proceeds of the sale or repurchase of the Shares cannot be transmitted to or from the Fund's account;
- (vi) upon the service on the Shareholders of a notice to consider a resolution to wind up a Fund or Class;
- (vii) upon the occurrence of an event causing the Company or any Fund to enter into liquidation; and
- (viii) in exceptional cases, where the circumstances so require, and where the Directors consider it justifiable to do so having regard to the best interests of the Shareholders of the Company or the Fund, as the case may be, as a whole.

Any such suspension shall be notified immediately to the Central Bank. A suspension of repurchase may be made at any time prior to the payment of repurchase proceeds and the removal of the Shareholder's name from the Company's register of Shareholders. A suspension of subscriptions may be made at any time prior to the entry of a Shareholder's name on the Company's register of Shareholders.

Data Protection Notice

Prospective investors should note that by completing the application form they are providing personal information, which may constitute personal data within the meaning of the Irish Data Protection Acts 1988 and 2003 (the "Data Protection Acts"). Data will be used for the

purposes of administration, transfer agency, statistical analysis, research and disclosure to the Company, its delegates, and agents. By signing the application form, prospective investors acknowledge that they are providing their consent to the Company, its delegates and its or their duly authorised agents and any of their respective related, associated or affiliated companies obtaining, holding, using, disclosing and processing the data for any one or more of the following purposes:

- to manage and administer the investor's holding in the Company and any related accounts on an ongoing basis;
- for any other specific purposes where the investor has given specific consent;
- to carry out statistical analysis and market research;
- to comply with legal, regulatory and taxation obligations applicable to the investor and the Company;
- for disclosure or transfer, whether in Ireland or countries outside Ireland, including without limitation the U.S., which may not have the same data protection laws as Ireland, to third parties including financial advisers, regulatory bodies, taxation authorities, auditors and technology providers or to the Company and its delegates and its or their duly appointed agents and any of their respective related, associated or affiliated companies for the purposes specified above; or
- for other legitimate business interests of the Company.

Common Reporting Standard

In particular, in order to comply with the Common Reporting Standard (as implemented in Ireland by Section 891E, Section 891F and Section 891G of the Taxes Consolidation Act 1997 (as amended) and regulations made pursuant to those sections), your personal data (including financial information) may be shared with the Irish tax authorities, the Revenue Commissioners. They, in turn, may exchange information (including personal data and financial information) with foreign tax authorities (including foreign tax authorities located outside the EEA). Please consult the AEOI (Automatic Exchange of Information) webpage on www.revenue.ie for further information in this regard.

Foreign Account Tax Compliance Act

In addition to the above, by signing the application form, prospective investors acknowledge and accept that the Company and/or the Administrator, for purposes of FATCA compliance, may be required to disclose personal data relating to U.S. reportable persons to the U.S. Internal Revenue Service.

Pursuant to the Data Protection Acts, investors have a right of access to their personal data kept by the Company and the right to request the amendment and rectification of any inaccuracies in their personal data held by the Company by making a request to the Company in writing.

The Company is a data controller within the meaning of the Data Protection Acts and undertakes to hold any personal information provided by investors in confidence and in accordance with the Data Protection Acts.

MANAGEMENT AND ADMINISTRATION

The Board of Directors

The Board of Directors is responsible for managing the business affairs of the Company in accordance with the Articles of Association. The Directors may delegate certain functions to the Administrator, the Investment Manager and other parties, subject to supervision and direction by the Directors and provided that the delegation does not prevent the Company from being managed in the best interests of its investors. The conduct of the Company's business shall be decided by at least two of the Directors.

The Directors and their principal occupations are set forth below.

Marc Geduldt: Mr. Geduldt joined Waverton Investment Management (formerly J O Hambro Investment Management) in August 2001 and has held various management roles within Operations before moving to his current position as Director & Head of Operations in May 2009. He is a member of the Operations Executive Committee and Risk Committee. He is the Company's CF10a and Chairman of the CASS Committee. He previously worked for Standard Bank Commercial Division for five years where he completed his CAIB (SA). Overall he has 21 years' experience in the industry. Marc studied in his home country of South Africa before coming to the UK in 2000 where he graduated from London Guildhall University in 2004 with an Honours degree in Financial Services. He was appointed Director of the Waverton Funds Board in 2015 and brings with him comprehensive knowledge of the Waverton funds suite since inception.

John McClintock: Mr. McClintock has significant experience in the financial services industry in the UK and the Middle East and has held a number of senior positions in investment management firms. At present, he is an advisor to Rosecastle Capital, a London-based investment advisory boutique with a strong Middle East focus. He also acts as a non-executive director for several investment companies in Ireland and abroad including alternative/hedge fund entities. His former employers include Taylor Young Investment Management Limited where he was a director and member of the executive committee from 2002 to 2007 and Merrill Lynch Investment Managers Limited (formerly Mercury Asset Management plc) from 1989 to 2002. During his time at Merrill Lynch he was employed as director responsible for business development with UK and Irish institutions and before that as director and chief representative in the Middle East from 1998 to 2001. Prior to this he established an office in Bahrain and was director and chief representative in the Middle East for Mercury Asset Management plc from 1994 to 1998 and a director and senior manager of Mercury Investment Services Limited in London from 1989 to 1994. He worked for Thornton Management, a south-east Asian investment specialist from 1987 to 1989.

Eanna McHugh: Mr. McHugh was a partner with Deloitte & Touche from 1977 until he retired at the end of 2002. Mr. McHugh was a member of the Board of Deloitte & Touche in Ireland from 1990 until he retired in 2002. He held senior finance positions with two publicly quoted companies in Ireland before he joined Deloitte & Touche. During his career with Deloitte & Touche he was the audit partner to banking clients of the firm. Since the International Financial Services Centre (IFSC) was established in Dublin in the late eighties his professional responsibilities included the planning, co-ordinating and delivery of services to clients operating in the IFSC. Clients serviced in the IFSC were operating through treasury companies, special purpose companies, collective funds vehicles and reinsurance companies. He currently serves as a non-executive director to a number of companies. He is a Fellow of the Institute of Chartered Accountants in Ireland.

Paul McNaughton: Mr. McNaughton has worked for many years in the banking/finance, fund management and securities processing businesses, having previously worked with the Industrial Development Authority (Ireland) both in Dublin and in the USA marketing Ireland as a location for multinational investment. He established Bank of Ireland's fund's

administration business before establishing Deutsche Bank's (now State Street) fund business in Ireland. He worked as overall head of Deutsche Bank's offshore funds business, including their hedge fund administration businesses primarily based in Dublin and the Cayman Islands, before assuming the role of global head of Deutsche's fund servicing business worldwide. Mr. McNaughton left Deutsche Bank in August 2004 after the completion of the sale of Deutsche's Global Custody and Funds businesses to State Street Bank and now acts as an advisor to, and non-executive director of, several investment companies and other financial entities in Ireland including several alternative/hedge fund entities. Mr. McNaughton holds an Hons Economics Degree from Trinity College Dublin. He was the founding Chairman of the DFIA (Dublin Funds Industry Association) and a member of the Irish Government Task Force on Mutual Fund Administration. He was instrumental in the growth of the funds business in Ireland both for traditional and alternative asset classes.

Peter Troughton: Mr. Troughton holds an MA in history and law from Trinity College, Cambridge. He subsequently worked for WHSmith plc, where he became the managing director of news and later, as a director of the main board and managing director of retail. Mr. Troughton left WHSmith plc in 1995 to become Deputy Chairman of Rothschild Asset Management. From 2000 until 2011, he was a director of a number of private companies connected to the Rothschild family. Mr. Troughton is chairman of Lowland Investment Company plc. He has recently retired as Chair of the Council of the University of Bath, though he remains Pro-chancellor at the University of Bath. He is a former member of Her Majesty's Diplomatic Service. Mr. Troughton is also a director of the Investment Manager and Waverton Global Investment Funds plc.

The Company Secretary is Bradwell Limited.

The Articles of Association do not stipulate a retirement age for Directors and do not provide for retirement of Directors by rotation. The Articles of Association provide that a Director may be a party to any transaction or arrangement with the Company or in which the Company is interested provided that he has disclosed to the Directors the nature and extent of any material interest which he may have. A Director may not vote in respect of any contract in which he has a material interest. However, a Director may vote in respect of any proposal concerning any other company in which he is interested, directly or indirectly, whether as an officer or shareholder or otherwise, provided that he is not the holder of 5 per cent. or more of the issued shares of any class of such company or of the voting rights available to members of such company.

A Director may also vote in respect of any proposal concerning an offer of shares in which he is interested as a participant in an underwriting or sub-underwriting arrangement, and may also vote in respect of the giving of any security, guarantee or indemnity in respect of money lent by the Director to the Company or in respect of the giving of any security, guarantee or indemnity to a third party in respect of a debt obligation of the Company for which the Director has assumed responsibility in whole or in part.

The Investment Manager and Distributor

The Investment Manager and Distributor was incorporated in England and Wales and is authorised and regulated by the Financial Conduct Authority. The principal activity of the Investment Manager and Distributor is the provision of investment management services. Its assets under management amounted to approximately Stg£4.4 billion as of 29 February 2016. The Investment Manager and Distributor was acquired by Bermuda National Limited and the existing investment management team in 2013 and changed its name from J O Hambro Investment Management Limited to Waverton Investment Management Limited on 13 January 2014.

The terms relating to the appointment of the Investment Manager and Distributor are set out in the Investment Management and Distribution Agreement. The Investment Management

and Distribution Agreement provide that the Investment Manager and Distributor shall be responsible for investing and re-investing the assets of the Funds and for distributing the Shares. The Investment Manager and Distributor will not be liable for any loss suffered by the Company or a Shareholder except a loss resulting from fraud, negligence, wilful misfeasance, bad faith or reckless disregard on the part of the Investment Manager and Distributor in the performance of its duties and obligations. The Company agrees to indemnify the Investment Manager and Distributor, its directors, employees and agents from and against all costs, demands, loss and expenses (including legal and professional fees) incurred by the Investment Manager and Distributor in the performance of its duties, except in the case of fraud, negligence, wilful misfeasance, bad faith or reckless disregard of its or their duties. The appointment of the Investment Manager and Distributor shall continue in full force and effect unless and until terminated by either party giving not less than ninety days' written notice to the other or may be terminated in the event of the insolvency of the other party or the inability of the other party to perform its obligations under applicable law or the failure to remedy a breach of the Investment Management and Distribution Agreement within thirty days of being requested to do so.

Under the Investment Management and Distribution Agreement, the Investment Manager may delegate the performance of its functions with respect to a Fund, including the discretionary management of the Fund's assets, to one or more sub-investment managers or other delegates. Information on any sub-investment manager(s) appointed by the Investment Manager will be provided to Shareholders on request. Details of all sub-investment managers will be disclosed in the annual and half-yearly reports of the relevant Fund. The Investment Manager may, in accordance with the requirements of the Central Bank, change the sub-investment manager if it determines that such a variance might better achieve the investment objectives of a Fund and there is no guarantee that any particular sub-investment manager will be appointed or will continue to be appointed to a Fund.

Governance Service Provider

The Company has appointed Bridge to provide secondees ("Designated Individuals") who are responsible on behalf of the Company for the discharge of a number of management functions services in accordance with the provisions of the UCITS Regulations, the UCITS Rules and related Central Bank guidance, as may be amended, updated or replaced from time to time, and the business plan of the Company, as may be amended, updated or replaced from time to time.

Bridge is a private limited company incorporated in Ireland on 1 March 2005 under registration number 398390. Its principal business is the provision of business advisory and governance services to collective investment schemes and investment management firms.

In discharging its obligations to the Company, Bridge and the Designated Individuals must act with all of the skill, care and diligence which it is reasonable for Bridge and the Designated Individuals to employ. Bridge will be liable to the Company for losses suffered where they fail to do so up to a limit of five times the annual fee paid to them by the Company. Bridge will not be liable for any losses incurred by the Company which are not the direct result, and the reasonably foreseeable consequence, of an act or omission by Bridge nor for any loss arising from circumstances beyond the reasonable control of Bridge. Notwithstanding the foregoing, this limitation of liability will not apply in the event of fraud on the part of Bridge or the Designated Individuals.

The appointment of Bridge to provide management function services to the Company may be terminated on three months' written notice by either the Company or Bridge provided that either the Company or Bridge may terminate the appointment by notice in writing with immediate effect in the case of a material failure by the other party to fulfil its obligations, the beginning of insolvency proceedings in relation to the other party, or either party no longer being permitted to perform its relevant obligations pursuant to applicable law or

regulations.

The Administrator

The Company has appointed RBC Investor Services Ireland Limited to act as the administrator, registrar and transfer agent of the Company with responsibility for performing the day-to-day administration of the Company, including the calculation of the Net Asset Value and the Net Asset Value per Share.

The Administrator is a company incorporated with limited liability on 31 January 1997 in Ireland and is authorised by the Central Bank under the Investment Intermediaries Act 1995. The Administrator is a wholly owned subsidiary of the Royal Bank of Canada Group. The Administrator is engaged in the business of, *inter alia*, providing fund administration services to collective investment undertakings.

The Administration Agreement between the Administrator and the Company shall continue in full force and effect until terminated by either party on 90 days' written notice provided that either party may terminate the Administration Agreement immediately at any time (a) if the other party goes into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation upon terms previously approved in writing by the non-defaulting party) or is unable to pay its debts or commits any act of insolvency under the laws of Ireland or if a receiver is appointed over any of the assets of such other party or if some event having an equivalent effect occurs; (b) the other party commits any material breach of the Administration Agreement and has not remedied such breach (if capable of remedy) within thirty days of notice requiring the same to be remedied; (c) an examiner, administrator or similar person is appointed to either party; (d) the Administrator ceases to be permitted to act as an administrator of a collective investment scheme authorised by the Central Bank under Irish laws; or (e) the Company ceases to be permitted to act in its current capacity under the applicable laws.

The Administrator will be liable to the Company for losses suffered as a result of negligence, fraud, wilful default, bad faith or recklessness on the part of the Administrator, or its unjustifiable failure to perform its obligations or its improper performance of them in accordance with the Administration Agreement or for its failure to comply with any regulatory requirement of the Central Bank applicable to it. The Company agrees to indemnify and hold the Administrator harmless from and against all claims on a full indemnity basis and other costs, charges and expenses incurred in enforcing or attempting to enforce this indemnity which the Administrator may suffer or incur in acting as Administrator (including, without limitation, acting on proper instructions or other directions under which it is authorised to act or rely pursuant to the Administration Agreement) other than by reason of the Administrator's fraud, negligence, wilful default, bad faith or recklessness. The Administrator is not liable to the Company or any Shareholder in respect of any special, indirect or consequential loss.

The Depositary

The Depositary is RBC Investor Services Bank S.A., which is a company incorporated with limited liability in Luxembourg, operating through its Dublin Branch. The Depositary is a wholly-owned subsidiary of the Royal Bank of Canada Group. The Depositary has been approved by the Central Bank to act as depositary for the Company. The main activity of the Depositary is to act as trustee and depositary of collective investment schemes such as the Company. In accordance with the UCITS Rules and the Level 2 Regulation, the Depositary is responsible for the:

- (a) safekeeping of the assets of the Company;
- (b) oversight duties; and

(c) cash flow monitoring.

Under its oversight duties, the Depositary is required to:

- ensure that the sale, issue, repurchase, redemption and cancellation of Shares are carried out in accordance with the UCITS Rules, the Level 2 Regulation, this Prospectus and the Articles of Association;
- ensure that the value of the Shares is calculated in accordance with the UCITS Rules, the Level 2 Regulation, this Prospectus and the Articles of Association;
- carry out the instructions of the Company, unless they conflict with the UCITS Rules, the Level 2 Regulation, this Prospectus and the Articles of Association;
- ensure that in transactions involving the Company's assets, the consideration is remitted to the Company within the usual time limits;
- ensure that the Company's net income is applied in accordance with the UCITS Rules, the Level 2 Regulation, this Prospectus and the Articles of Association;
- ensure compliance with the investments restrictions of the Company;
- ensure that appropriate measures are taken where the Company's auditor has expressed reserves on the annual financial statements;
- check that there is consistency between the total number of Shares in the Company's accounts and the total number of outstanding Shares that appear on the Company's register;
- enquire into the conduct of the Company in each annual accounting period and to report thereon to the Shareholders. The Depositary must also in such report to Shareholders confirm that the Company has been managed in accordance with the provisions of the UCITS Rules and the Articles;
- ensure that the Company's revenues are allocated in accordance with the Articles of Association.

Under the Depositary Agreement, the Depositary will be liable to the Company and the Shareholders: (a) for any loss suffered by them as a result of its unjustifiable failure to perform its obligations or its improper performance or breach of such obligations in accordance with the Depositary Agreement; and (b) for all or any claims, losses or other costs suffered by them as a result of the Depositary's or a sub-custodian's fraud, negligence, wilful default, bad faith or recklessness in the performance of its obligations or its improper performance or breach of its obligations in accordance with the Depositary Agreement. Subject and without prejudice to paragraph (a) above, the Depositary is not liable to the Company or to the Shareholders or any other person for consequential, indirect or special losses or damages arising out of or in connection with the performance or non-performance by the Depositary of its duties and obligations. The Company agrees to indemnify the Depositary and hold the Depositary harmless from and against all or any claims on a full indemnity basis and other costs, charges and expenses incurred in enforcing or attempting to enforce this indemnity suffered or incurred by the Depositary acting as Depositary pursuant to the Depositary Agreement other than by reason of the Depositary's fraud, negligence, wilful default, bad faith, recklessness or unjustifiable failure to perform its obligations or its improper performance of them. For the purpose of this indemnity the expression "Depositary" shall also include its affiliates and their directors and employees.

Notwithstanding the foregoing, under the UCITS Rules and the Level 2 Regulation, the Depositary will be liable to the Company and the Shareholders for: (a) the loss of assets held in custody by the Depositary or a third party to whom custody of financial instruments required to be held in custody in accordance with Article 22(5)(a) of the Directive has been delegated (in the case of such a loss of a financial instrument held in custody, the Depositary shall return financial instruments of identical type or the corresponding amount to the Company without undue delay); and (b) all other losses suffered by the Company and the Shareholders as a result of the negligence or intentional failure from the Depositary, its sub-custodian or its delegates to properly fulfil their obligations pursuant to the UCITS Rules and the Level 2 Regulation. Subject and without prejudice to (a) above, the Depositary will not be held liable provided the Depositary can demonstrate that the loss had arisen as a result of an external event beyond the Depositary's (or any third party to whom the custody of assets in custody had been delegated in accordance with the UCITS Rules, the Level 2 Regulation and the Depositary Agreement) reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary. The liability of the Depositary under (a) and (b) above shall not be excluded or limited by agreement and any provision of such agreement that purports to exclude or limit such liability shall be void.

The Depositary Agreement shall continue in force and effect until terminated by either party by 90 days' written notice provided that either party may terminate the Depositary Agreement immediately if at any time: (i) either party goes into liquidation (except for a voluntary liquidation for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the non-defaulting party) or a receiver or examiner is appointed to such party or upon the happening of a like event whether at the direction of an appropriate regulatory agency or court of competent jurisdiction or otherwise; (ii) either party shall commit a material breach of the provisions of the Depositary Agreement which, if capable of remedy, shall not have been remedied within 30 days after the service of written notice requiring it to be remedied; or (iii) the Depositary ceases to be permitted to act as a Depositary of collective investment schemes authorised by the Central Bank under Irish law; or (iv) upon the occurrence of a force majeure event which is continuing for 14 consecutive calendar days. Subject and without prejudice to the right to terminate the Depositary Agreement at any time in accordance with paragraphs (i)-(iv) above, the Company may not otherwise serve notice of the termination of the Depositary Agreement until the expiry of three years from the date of the Depositary Agreement.

In accordance with the UCITS Rules and the Level 2 Regulation, the Depositary may appoint delegates and sub-custodians in relation to the Company's assets and to open accounts with such delegates and sub-custodians. However, the liability of the Depositary shall not be affected by the fact that it has entrusted some or all of the Company's assets in its safekeeping to a third party. In order to discharge its obligations, the Depositary must exercise care and diligence in choosing and appointing any delegate and/or sub-custodian so as to ensure that the third party has at all times during the performance of the duties delegated to it the structures and expertise that are adequate and proportionate to the nature and complexity of the assets in custody which have been entrusted to it. The Depositary must exercise all due skill, care and diligence in carrying out periodic reviews and ongoing monitoring to ensure that the delegate or sub-custodian continues to comply with the criteria provided for in the Depositary Agreement. Please see Schedule V for a list of the sub-custodians of the Depositary. Such list may be updated from time to time. Up-to-date information regarding the duties of the Depositary, the Depositary's delegation arrangements, any conflicts of interest that may arise, and complete list of all delegates and sub-custodians of the Depositary may be obtained, free of charge and upon request, from the Depositary.

Conflicts of interest

Potential conflicts of interest may arise from time to time from the provision by the Depositary and/or its affiliates of other services to the Company and/or other parties. For example, the Depositary and/or its affiliates may act as the depositary, trustee and/or

administrator of other funds. It is therefore possible that the Depositary (or any of its affiliates) may in the course of its business have conflicts or potential conflicts of interest with those of the Company and/or other funds for which the Depositary (or any of its affiliates) act. Potential conflicts of interest may also arise between the Depositary and its delegates, for example, where an appointed delegate is an affiliated group company which receives remuneration for another custodial service it provides to the Company. In the event of any potential conflict of interest which may arise during the normal course of business, the Depositary will have regard to the applicable laws.

In order to address any situations of conflicts of interest, the Depositary has implemented and maintains a management of conflicts of interest policy, aimed at:

- identifying and analysing potential situations of conflicts of interest; and
- recording, managing and monitoring the conflict of interest situations either in:
 - relying on the permanent measures in place to address conflicts of interest such as maintaining separate legal entities, segregation of duties, separation of reporting lines, insider lists for staff members; or
 - implementing on a case-by-case basis the following: (i) taking the appropriate preventive measures such as drawing up a new watch list, implementing a new Chinese wall, making sure that operations are carried out at arm's length and/or informing the concerned Shareholders of the Company, or (ii) refusing to carry out the activity giving rise to the conflict of interest.

TAXATION

IRISH TAX CONSIDERATIONS

The following is a general summary of the main Irish tax considerations applicable to the Company and certain investors in the Company who are the beneficial owners of Shares in the Company. It does not purport to deal with all of the tax consequences applicable to the Company or to all categories of investors, some of whom may be subject to special rules. For instance, it does not address the tax position of Shareholders whose acquisition of Shares in the Company would be regarded as a shareholding in a Personal Portfolio Investment Undertaking (PPIU). Accordingly, its applicability will depend on the particular circumstances of each Shareholder. It does not constitute tax advice and Shareholders and potential investors are advised to consult their professional advisors concerning possible taxation or other consequences of purchasing, holding, selling, converting or otherwise disposing of the Shares under the laws of their country of incorporation, establishment, citizenship, residence or domicile, and in the light of their particular circumstances.

The following statements on taxation are based on advice received by the Directors regarding the law and practice in force in Ireland at the date of this document. Legislative, administrative or judicial changes may modify the tax consequences described below and as is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment is made will endure indefinitely.

Taxation of the Company

The Directors have been advised that, under current Irish law and practice, the Company qualifies as an investment undertaking for the purposes of Section 739B of the Taxes Consolidation Act, 1997, as amended ("TCA") so long as the Company is resident in Ireland.

Accordingly, it is generally not chargeable to Irish tax on its income and gains.

Chargeable Event

However, Irish tax can arise on the happening of a "chargeable event" in the Company. A chargeable event includes any payments of distributions to Shareholders, any encashment, repurchase, redemption, cancellation or transfer of Shares and any deemed disposal of Shares as described below for Irish tax purposes arising as a result of holding Shares in the Company for a period of eight years or more. Where a chargeable event occurs, the Company is required to account for the Irish tax thereon.

No Irish tax will arise in respect of a chargeable event where:

- (a) the Shareholder is neither resident nor ordinarily resident in Ireland ("Non-Irish Resident") and it (or an intermediary acting on its behalf) has made the necessary declaration to that effect and the Company is not in possession of any information which would reasonably suggest that the information contained in the declaration is not, or is no longer, materially correct; or
- (b) the Shareholder is Non-Irish Resident and has confirmed that to the Company and the Company is in possession of written notice of approval from the Revenue Commissioners to the effect that the requirement to provide the necessary declaration of non-residence has been complied with in respect of the Shareholder and the approval has not been withdrawn; or
- (c) the Shareholder is an Exempt Irish Resident as defined below.

A reference to "intermediary" means an intermediary within the meaning of Section 739B(1) of the TCA, being a person who (a) carries on a business which consists of, or includes, the receipt of payments from an investment undertaking on behalf of other persons; or (b) holds units in an investment undertaking on behalf of other persons.

In the absence of a signed and completed declaration or written notice of approval from the Revenue Commissioners, as applicable, being in the possession of the Company at the relevant time there is a presumption that the Shareholder is resident or ordinarily resident in Ireland ("Irish Resident") or is not an Exempt Irish Resident and a charge to tax arises.

A chargeable event does not include:

- any transactions (which might otherwise be a chargeable event) in relation to Shares held in a recognised clearing system as designated by order of the Revenue Commissioners of Ireland; or
- a transfer of Shares between spouses/civil partners and any transfer of Shares between spouses/civil partners or former spouses/civil partners on the occasion of judicial separation, decree of dissolution and/or divorce, as appropriate; or
- an exchange by a Shareholder, effected by way of arm's length bargain where no payment is made to the Shareholder, of Shares in the Company for other Shares in the Company; or
- an exchange of Shares arising on a qualifying amalgamation or reconstruction (within the meaning of Section 739H of the TCA) of the Company with another investment undertaking.

If the Company becomes liable to account for tax on a chargeable event, the Company shall be entitled to deduct from the payment arising on that chargeable event an amount equal to the appropriate tax and/or, where applicable, to repurchase and cancel such number of Shares held by the Shareholder as is required to meet the amount of tax. The relevant Shareholder shall indemnify and keep the Company indemnified against loss arising to the

Company by reason of the Company becoming liable to account for tax on the happening of a chargeable event.

Deemed Disposals

The Company may elect not to account for Irish tax in respect of deemed disposals in certain circumstances. Where the total value of Shares in a Fund held by Shareholders who are Irish Resident and, who are not Exempt Irish Residents as defined below, is 10 per cent. or more of the Net Asset Value of the Fund, the Company will be liable to account for the tax arising on a deemed disposal in respect of Shares in that Fund as set out below. However, where the total value of Shares in the Fund held by such Shareholders is less than 10 per cent. of the Net Asset Value of the Fund, the Company may, and it is expected that the Company will, elect not to account for tax on the deemed disposal. In this instance, the Company will notify relevant Shareholders that it has made such an election and those Shareholders will be obliged to account for the tax arising under the self-assessment system themselves. Further details of this are set out below under the heading "Taxation of Irish Resident Shareholders".

Irish Courts Service

Where Shares are held by the Irish Courts Service the Company is not required to account for Irish tax on a chargeable event in respect of those Shares. Rather, where money under the control or subject to the order of any Court is applied to acquire Shares in the Company, the Courts Service assumes, in respect of the Shares acquired, the responsibilities of the Company to, *inter alia*, account for tax in respect of chargeable events and file returns.

Exempt Irish Resident Shareholders

The Company will not be required to deduct tax in respect of the following categories of Irish Resident Shareholders, provided the Company has in its possession the necessary declarations from those persons (or an intermediary acting on their behalf) and the Company is not in possession of any information which would reasonably suggest that the information contained in the declarations is not, or is no longer, materially correct. A Shareholder who comes within any of the categories listed below and who (directly or through an intermediary) has provided the necessary declaration to the Company is referred to herein as an "Exempt Irish Resident":

- (a) a pension scheme which is an exempt approved scheme within the meaning of Section 774 of the TCA, or a retirement annuity contract or a trust scheme to which Section 784 or Section 785 of the TCA, applies;
- (b) a company carrying on life business within the meaning of Section 706 of the TCA;
- (c) an investment undertaking within the meaning of Section 739B(1) of the TCA, or an investment limited partnership within the meaning of Section 739J of the TCA;
- (d) a special investment scheme within the meaning of Section 737 of the TCA;
- (e) a charity being a person referred to in Section 739D(6)(f)(i) of the TCA;
- (f) a qualifying management company within the meaning of Section 739B(1) of the TCA;
- (g) a unit trust to which Section 731(5)(a) of the TCA applies;
- (h) a person who is entitled to exemption from income tax and capital gains tax under Section 784A(2) of the TCA where the Shares held are assets of an approved retirement fund or an approved minimum retirement fund;

- (i) a person who is entitled to exemption from income tax and capital gains tax by virtue of Section 787I of the TCA, and the Shares are assets of a PRSA;
- (j) a credit union within the meaning of Section 2 of the Credit Union Act, 1997;
- (k) the National Asset Management Agency;
- (l) the National Treasury Management Agency or a Fund investment vehicle (within the meaning of section 37 of the National Treasury Management Agency (Amendment) Act 2014) of which the Minister for Finance of Ireland is the sole beneficial owner or Ireland acting through the National Treasury Management Agency;
- (m) a company within the charge to corporation tax in accordance with Section 110(2) of the TCA (securitisation companies);
- (n) in certain circumstances, a company within the charge to corporation tax in respect of payments made to it by the Company; or
- (o) any other person who is resident or ordinarily resident in Ireland who may be permitted to own Shares under taxation legislation or by written practice or concession of the Revenue Commissioners without giving rise to a charge to tax in the Company or jeopardising the tax exemptions associated with the Company.

There is no provision for any refund of tax to Shareholders who are Exempt Irish Residents where tax has been deducted in the absence of the necessary declaration. A refund of tax may only be made to corporate Shareholders who are within the charge to Irish corporation tax.

Taxation of Non-Irish Resident Shareholders

Non-Irish Resident Shareholders who (directly or through an intermediary) have made the necessary declaration of non-residence in Ireland, where required, are not liable to Irish tax on the income or gains arising to them from their investment in the Company and no tax will be deducted on distributions from the Company or payments by the Company in respect of an encashment, repurchase, redemption, cancellation or other disposal of their investment. Such Shareholders are generally not liable to Irish tax in respect of income or gains made from holding or disposing of Shares except where the Shares are attributable to an Irish branch or agency of such Shareholder.

Unless the Company is in possession of written notice of approval from the Revenue Commissioners to the effect that the requirement to provide the necessary declaration of non-residence has been complied with in respect of the Shareholder and the approval has not been withdrawn, in the event that a non-resident Shareholder (or an intermediary acting on its behalf) fails to make the necessary declaration of non-residence, tax will be deducted as described above on the happening of a chargeable event and notwithstanding that the Shareholder is not resident or ordinarily resident in Ireland any such tax deducted will generally not be refundable.

Where a Non-Irish Resident company holds Shares in the Company which are attributable to an Irish branch or agency, it will be liable to Irish corporation tax in respect of income and capital distributions it receives from the Company under the self-assessment system.

Taxation of Irish Resident Shareholders

Deduction of Tax

Tax will be deducted and remitted to the Revenue Commissioners by the Company from any distributions made by the Company (other than on a disposal) to an Irish Resident Shareholder who is not an Exempt Irish Resident at the rate of 41 per cent.

Tax will also be deducted by the Company and remitted to the Revenue Commissioners from any gain arising on an encashment, repurchase, cancellation, redemption or other disposal of Shares by such a Shareholder at the rate of 41 per cent. Any gain will be computed as the difference between the value of the Shareholder's investment in the Company at the date of the chargeable event and the original cost of the investment as calculated under special rules.

Where the Shareholder is an Irish resident company and the Company is in possession of a relevant declaration from the Shareholder that it is a company and which includes the company's tax reference number, tax will be deducted by the Company from any distributions made by the Company to the Shareholder and from any gains arising on an encashment, repurchase, redemption, cancellation or other disposal of shares by the Shareholder at the rate of 25 per cent.

Deemed Disposals

Tax will also be deducted by the Company and remitted to the Revenue Commissioners in respect of any deemed disposal where the total value of Shares in a Fund held by Irish Resident Shareholders who are not Exempt Irish Residents is 10 per cent. or more of the Net Asset Value of the Fund. A deemed disposal will occur on each and every eighth anniversary of the acquisition of Shares in the Fund by such Shareholders. The deemed gain will be calculated as the difference between the value of the Shares held by the Shareholder on the relevant eighth year anniversary or, as described below where the Company so elects, the value of the Shares on the later of the 30 June or 31 December prior to the date of the deemed disposal and the relevant cost of those Shares. The excess arising will be taxable at the rate of 41 per cent (or in the case of Irish resident corporate Shareholders where a relevant declaration has been made, at the rate of 25 per cent.) Tax paid on a deemed disposal should be creditable against the tax liability on an actual disposal of those Shares.

Where the Company is obliged to account for tax on deemed disposals it is expected that the Company will elect to calculate any gain arising for Irish Resident Shareholders who are not Exempt Irish Residents by reference to the Net Asset Value of the relevant Fund on the later of the 30 June or 31 December prior to the date of the deemed disposal, in lieu of the value of the Shares on the relevant eight year anniversary.

The Company may elect not to account for tax arising on a deemed disposal where the total value of Shares in the relevant Fund held by Irish Resident Shareholders who are not Exempt Irish Residents is less than 10 per cent. of the Net Asset Value of the Fund. In this case, such Shareholders will be obliged to account for the tax arising on the deemed disposal under the self-assessment system themselves. The deemed gain will be calculated as the difference between the value of the Shares held by the Shareholder on the relevant eighth year anniversary and the relevant cost of those Shares. The excess arising will be regarded as an amount taxable under Case IV of Schedule D and will be subject to tax where the Shareholder is a company, at the rate of 25 per cent., and where the Shareholder is not a company, at the rate of 41 per cent. Tax paid on a deemed disposal should be creditable against the tax payable on an actual disposal of those Shares.

Residual Irish Tax Liability

Corporate Shareholders resident in Ireland which receive payments from which tax has been deducted will be treated as having received an annual payment chargeable to tax under Case IV of Schedule D from which tax at the rate of 25 per cent. (or 41 per cent. if no declaration has been made) has been deducted. Subject to the comments below concerning tax on a currency gain, in general, such Shareholders will not be subject to further Irish tax on payments received in respect of their holding from which tax has been deducted. A corporate Shareholder resident in Ireland which holds the Shares in connection with a trade will be taxable on any income or gains received from the Company as part of that trade with a set-off against corporation tax payable for any tax deducted from those payments by the Company. In practice, where tax at a rate higher than 25 per cent. has been deducted from payments to a corporate Shareholder resident in Ireland, a credit of the excess tax deducted over the higher corporation tax rate of 25 per cent. should be available.

Subject to the comments below concerning tax on a currency gain, in general, non-corporate Irish Resident Shareholders will not be subject to further Irish tax on income arising on the Shares or gains made on disposal of the Shares, where the appropriate tax has been deducted by the Company from distributions paid to them.

Where a currency gain is made by a Shareholder on the disposal of Shares, the Shareholder will be liable to capital gains tax in respect of that gain in the year/s of assessment in which the Shares are disposed of.

Any Irish Resident Shareholder who is not an Exempt Irish Resident and who receives a distribution from which tax has not been deducted or who receives a gain on an encashment, repurchase, redemption, cancellation or other disposal from which tax has not been deducted, (for example, because the Shares are held in a recognised clearing system) will be liable to account for income tax or corporation tax as the case may be on the payment or on the amount of the gain under the self-assessment system and in particular, Part 41A of the TCA.

Pursuant to Section 891C of the TCA and the Return of Values (Investment Undertakings) Regulations 2013, the Company is obliged to report certain details in relation to Shares held by investors to the Revenue Commissioners on an annual basis. The details to be reported include the name, address and date of birth if on record of, and the investment number associated with and the value of the Shares held by, a Shareholder. In respect of Shares acquired on or after 1 January 2014, the details to be reported also include the tax reference number of the Shareholder (being an Irish tax reference number or VAT registration number, or in the case of an individual, the individual's PPS number) or, in the absence of a tax reference number, a marker indicating that this was not provided. These provisions do not require such details to be reported in respect of Shareholders who are:

- Exempt Irish Residents (as defined above);
- Shareholders who are neither Irish Resident nor ordinarily resident in Ireland (provided the relevant declaration has been made); or
- Shareholders whose Shares are held in a recognised clearing system. However investors should note the section entitled "The OECD Common Reporting Standard" for information on additional investor information gathering and reporting requirements to which the Company is subject.

Overseas Dividends

Dividends (if any) and interest which the Company receives with respect to investments (other than securities of Irish issuers) may be subject to taxes, including withholding taxes, in the countries in which the issuers of the investments are located. It is not known whether the Company will be able to benefit from reduced rates of withholding tax under the

provisions of the double tax treaties which Ireland has entered into with various countries. However, in the event that the Company receives any repayment of withholding tax suffered, the Net Asset Value of the relevant Fund will not be restated and the benefit of any repayment will be allocated to the then existing Shareholders rateably at the time of such repayment.

Stamp Duty

On the basis that the Company qualifies as an investment undertaking within the meaning of Section 739B of the TCA, generally, no stamp duty will be payable in Ireland on the issue, transfer, repurchase or redemption of Shares in the Company. However, where any subscription for or redemption of Shares is satisfied by an in-kind or in specie transfer of Irish securities or other Irish property, Irish stamp duty might arise on the transfer of such securities or properties.

No Irish stamp duty will be payable by the Company on the conveyance or transfer of stock or marketable securities of a company or other body corporate not registered in Ireland, provided that the conveyance or transfer does not relate to any immovable property situated in Ireland or any right over or interest in such property, or to any stocks or marketable securities of a company (other than a company which is an investment undertaking within the meaning of Section 739B of the TCA or a qualifying company within the meaning of Section 110 of the TCA) which is registered in Ireland.

Residence

In general, investors in the Company will be either individuals, corporate entities or trusts. Under Irish rules, both individuals and trusts may be resident or ordinarily resident. The concept of ordinary residence does not apply to corporate entities.

Individual Investors

Test of Residence

An individual will be regarded as resident in Ireland for a particular tax year if the individual is present in Ireland: (1) for a period of at least 183 days in any one tax year; or (2) for a period of at least 280 days in any two consecutive tax years, provided that the individual is resident in Ireland for at least 31 days in each tax year. In determining days present in Ireland, an individual is deemed to be present if he / she is present in the country at any time during the day.

If an individual is not resident in Ireland in a particular tax year the individual may, in certain circumstances, elect to be treated as resident.

Test of Ordinary Residence

If an individual has been resident for the three previous tax years then the individual will be deemed "ordinarily resident" from the start of the fourth year. An individual will remain ordinarily resident in Ireland until the individual has been non-resident for three consecutive tax years.

Trust Investors

A trust will generally be regarded as resident in Ireland where all of the trustees are resident in Ireland. Trustees are advised to seek specific tax advice if they are in doubt as to whether the trust is resident in Ireland.

Corporate Investors

A company will be resident in Ireland if its central management and control is in Ireland or (in certain circumstances) if it is incorporated in Ireland. For Ireland to be treated as the location of a company's central management and control this typically means Ireland is the location where all fundamental policy decisions of the company are made.

All companies incorporated in Ireland are resident in Ireland for tax purposes except where:

- (i) in the case of a company incorporated before 1 January 2015, the company or a related company carries on a trade in Ireland, and either (a) the company is ultimately controlled by persons resident in a "relevant territory", being an EU member state (other than Ireland) or a country with which Ireland has a double taxation agreement in force by virtue of Section 826(1) of the TCA or that is signed and which will come into force once all the ratification procedures set out in Section 826(1) of the TCA have been completed, or (b) the principal class of the shares in the company or a related company is substantially and regularly traded on a recognised stock exchange in a relevant territory; or
- (ii) the company is regarded as resident in a country other than Ireland and not resident in Ireland under a double taxation agreement between Ireland and that other country.

A company incorporated in Ireland and coming within either (i) or (ii) above will not be regarded as resident in Ireland unless its central management and control is in Ireland, PROVIDED however, a company coming within (i) above which has its central management and control outside of Ireland will still be regarded as resident in Ireland if (a) it would by virtue of the law of a relevant territory be tax resident in that relevant territory if it were incorporated in that relevant territory but would not otherwise be tax resident in that relevant territory, (b) is managed and controlled in that relevant territory, and (c) would not otherwise by virtue of the law of any territory be regarded as resident in that territory for tax purposes.

The exception from the incorporation rule of tax residence at (i) above in respect of a company incorporated before 1 January 2015 will however cease to apply or be available after 31 December 2020, or, if earlier, from the date, after 31 December 2014, of a change in ownership (direct or indirect) of the company where there is a major change in the nature or conduct of the business of the company within the period beginning on the later of 1 January 2015 or the date which occurs one year before the date of the change in ownership of the company, and ending 5 years after the date of the change in ownership. For these purposes a major change in the nature or conduct of the business of the company includes the commencement by the company of a new trade or a major change arising from the acquisition by the company of property or of an interest in or right over property.

Disposal of Shares and Irish Capital Acquisitions Tax

- (a) **Persons Domiciled or Ordinarily Resident in Ireland**
The disposal of Shares by means of a gift or inheritance made by a disponent domiciled or ordinarily resident in Ireland or received by a beneficiary domiciled or ordinarily resident in Ireland may give rise to a charge to Irish Capital Acquisitions Tax for the beneficiary of such a gift or inheritance with respect to those Shares.
- (b) **Persons Not Domiciled or Ordinarily Resident in Ireland**
On the basis that the Company qualifies as an investment undertaking within the meaning of Section 739B of the TCA, the disposal of Shares will not be within the charge to Irish Capital Acquisitions Tax provided that;

- the Shares are comprised in the gift or inheritance at the date of the gift or inheritance and at the valuation date;
- the donor is not domiciled or ordinarily resident in Ireland at the date of the disposition; and
- the beneficiary is not domiciled or ordinarily resident in Ireland at the date of the gift or inheritance.

Automatic Exchange of Information

Ireland has implemented the "Standard for Automatic Exchange of Financial Account Information", also known as the Common Reporting Standard ("CRS"), into Irish law.

The CRS is a new, single global standard on Automatic Exchange of Information ("AEOI") which was approved by the Council of the Organisation for Economic Cooperation and Development ("OECD") in July 2014. It draws on earlier work of the OECD and the EU, global anti-money laundering standards and, in particular, the Model FATCA Intergovernmental Agreement. The CRS sets out details of the financial information to be exchanged, the financial institutions required to report, together with common due diligence standards to be followed by financial institutions.

Under the CRS, participating jurisdictions are required to exchange certain information held by financial institutions regarding their non-resident customers. Over 90 jurisdictions have committed to exchanging information under the CRS and a group of over 40 countries, including Ireland, have committed to the early adoption of the CRS. For these early adopters, the first exchange of information in relation to accounts coming into existence from 1 January 2016 and individual high value accounts in existence at 31 December 2015 is expected take place by the end of September 2017, with information about individual low value accounts in existence at 31 December 2015 and entity accounts is expected to first be exchanged either by the end of September 2017 or September 2018 depending on when financial institutions identify them as reportable accounts.

Shareholders should note that the Company is required to disclose the name, address, jurisdiction(s) of tax residence, date and place of birth, account reference number and tax identification number(s) of each reportable person in respect of a reportable account for CRS and information relating to each Shareholder's investment (including but not limited to the value of and any payments in respect of the Shares) to the Revenue Commissioners of Ireland who may in turn exchange this information with the tax authorities in territories who are participating jurisdictions for the purposes of the CRS. In order to comply with its obligations, the Company may require additional information and documentation from Shareholders.

By signing the application form to subscribe for Shares in the Company, each Shareholder is agreeing to provide such information upon request from the Company or its delegate. The non-provision of such information may result in mandatory redemption of Shares or other appropriate action taken by the Company. Shareholders refusing to provide the requisite information to the Company may also be reported to the Revenue Commissioners.

The above description is based in part on regulations, guidance from the OECD and the CRS, all of which are subject to change.

Pursuant to information-sharing arrangements in place between Ireland and/or the European Union and certain third countries and/or dependant or associated territories of CRS-participating jurisdictions, to the extent that those countries or territories are not "Reportable Jurisdictions" under the CRS, the Administrator, or such other entity considered to be a paying agent for these purposes, may be obliged to collect certain information (including the tax status, identity and residency of the Shareholders) in order to satisfy the disclosure requirements under those arrangements and to disclose such information to the relevant tax

authorities. Those tax authorities may in turn be obliged to provide the information disclosed to the tax authorities of other relevant jurisdictions.

Shareholders will be deemed by their subscription for Shares in a Fund to have authorised the automatic disclosure of such information by the Administrator, or other relevant person to the relevant tax authorities.

Each prospective investor should consult its own tax advisers on the requirements applicable to it under these arrangements.

UK TAX CONSIDERATIONS

The Directors have been advised that the UK taxation position of the Company and the Shareholders is as set out below.

This summary is intended only as a general guide and is based on UK tax law and practice and the interpretation thereof which is current at the date of this document. This summary is not intended to constitute legal or tax advice and prospective investors should consult their own professional advisers on the tax, legal and other consequences of making an investment. Prospective investors should also obtain separate advice on foreign tax issues.

The following paragraphs are based on UK tax law, practice and interpretation thereof as at the date of this document. UK tax law, practice and interpretation thereof may change from time to time and in particular with each annual Finance Bill.

The Company

The Directors intend that the affairs of the Company should be managed and conducted so that it does not become resident in the UK for UK taxation purposes. Accordingly, and provided also that the Company is not trading in the UK through a fixed place of business or agent situated therein that constitutes a "permanent establishment" for UK taxation purposes and that its trading transactions in the UK (if any) are carried out through a broker or investment manager acting as an agent of independent status in the ordinary course of its business, the Company will not be subject to UK corporation tax or income tax on its profits. The Directors and the Investment Manager each intend that the respective affairs of the Company and the Investment Manager are conducted so that these requirements are met insofar as this is within their respective control. However it cannot be guaranteed that the necessary conditions will at all times be satisfied.

Certain interest and other income received by the Company which has a UK source may be subject to withholding taxes in the UK.

Shareholders

Subject to their personal circumstances, Shareholders resident in the UK for taxation purposes will be liable to UK income tax or corporation tax in respect of dividends or other distributions of an income nature, including deemed distributions of any excess income over the sums distributed by the Company, whether or not such distributions are reinvested in further Shares of the Company. The nature of the charge to tax and any entitlement to a tax credit in respect of dividends or distributions will depend on a number of factors which may include the composition of the relevant assets of the Fund and the extent of a Shareholder's interest in the Fund.

UK Shareholders (whether individual or corporate) should note that a new offshore funds taxation regime was introduced on 1 December 2009. In accordance with the offshore funds regime, each Class of Shares of each Fund will be viewed as a separate "offshore fund" for

UK tax purposes under Part 8 of the Taxation (International and Other Provisions) Act 2010 ("TIOPA 2010").

Part 2 of The Offshore Funds (Tax) Regulations 2009 ("Regulations 2009") provides that if a Shareholder who is resident or ordinarily resident in the UK for taxation purposes holds an interest in an overseas company that constitutes an offshore fund and that interest does not qualify as a "reporting fund" throughout the period during which the Shareholder holds that interest, any gain accruing to the Shareholder upon the sale, redemption or other disposal or part disposal of that interest (including a conversion of Shares of one Fund into Shares in another Fund and, in certain circumstances, a conversion of Shares within one Fund) will be taxed at the time of such sale, redemption or disposal as income ("offshore income gain") and not as a capital gain unless the Shareholder makes an election under Section 48 of the UCITS Regulations 2009 for a deemed disposal at the date of conversion of the Fund from a non-reporting fund to a reporting fund. Where such gains are taxed as income no relief will be available for capital gains tax exemptions or other reliefs.

Alternatively where an offshore fund has been certified as a distributing or reporting fund for each accounting period during which the Shareholder has held his interest in the fund, any gain accruing upon sale or other disposal of the interest, will be calculated and subject to UK tax as a capital gain rather than an offshore income gain, with relief for any accumulated or reinvested profits which have already been charged to UK income tax or UK corporation tax on income (including where such profits are exempt from UK corporation tax).

Whereas certification as a distributing fund is granted retrospectively, the reporting fund regime requires an offshore fund to seek advance approval from HMRC to be treated as a reporting fund. Once an offshore fund has been granted reporting fund status, it maintains that status so long as it continues to satisfy the conditions to be a reporting fund, without an application for further certification by HRMC.

Each Class of Shares of the Funds has been certified as a reporting fund with effect from 1 May 2010. Although the Directors will endeavour to ensure that the appropriate conditions for reporting fund status will continue to be met, there can be no guarantee that they will continue to be met for future accounting periods of the Company.

As the Company has been previously granted distributing fund status for the purposes of Chapter 5, Part 17 of the Income and Corporation Taxes Act 1988 ("ICTA 1988") transitional provisions apply on the conversion to a reporting fund and there will be no impact on Shareholders of the transition.

The Directors may at their discretion apply for any future Class of Shares to be recognised as a reporting fund. However, there can be no guarantee that reporting fund status will be obtained and/or maintained for any Class of Shares.

Under the reporting fund regime, UK Shareholders will be subject to tax on any sums distributed by the Fund together with a deemed distribution of any excess of reported income over the sums distributed. Reported income is calculated after specified adjustments have been made to the net revenue/expense after taxation disclosed in the accounts for the Fund and reported income may be more or less than the net revenue/expense so disclosed. The Company will make available details of reported income for each of the Funds.

A UK individual who is resident, or an eligible non UK resident (e.g., an individual opting to be taxed on a remittance basis) who receives a relevant income distribution made by a non UK resident company is entitled to a non-refundable tax credit equal to one-ninth of the amount of the grossed up distribution. The non-refundable tax credit is available in respect of distributions (including any sums treated as an excess of reported income) from offshore funds unless the offshore fund fails to meet the qualifying investments test at any time in the relevant period. An offshore fund fails to meet the qualifying investment test if the market

value of the fund's qualifying investments exceeds 60 per cent. of the market value of all the assets of the fund (excluding cash awaiting investment). Qualifying investments include those assets which are interest bearing assets (e.g., cash on deposit, certain derivative contracts or holdings in other collective investment schemes which do not themselves satisfy the qualifying investments test). Where an offshore fund fails to meet the qualifying investment test the distribution is treated as interest under Chapter 2 of Part 4 of the Income Tax (Trading and Other Income) Act 2005 ("ITTOIA 2005"). Shares will constitute interests in an offshore fund and on the basis of the investment policies of certain Funds, such a Fund could fail to satisfy the qualifying investments test.

Under the Finance Act 2009 where a dividend or other distribution is received by a company which is resident in the UK and is a small company, that dividend will be normally be exempt from corporation tax provided the payer is a resident of a qualifying territory. For the purposes of this legislation the Company is a resident of a qualifying territory. Where a dividend or other distribution is received by a company which is resident in the UK and is not a small company, that dividend will be exempt from corporation tax if the distribution falls into an exempt class. For the purposes of this legislation the exempt classes include distributions from controlled companies, distributions in respect of non-redeemable ordinary shares and distributions in respect of portfolio holdings where the recipient holds less than 10 per cent. of the issued share capital of the payer.

The attention of corporate shareholders is drawn to the provisions of Chapter 3 of Part 6 of the Corporation Taxes Act 2009 ("CTA 2009") which provides that if, at any time in an accounting period a corporate shareholder holds an interest in an offshore fund, and there is a time in that period when the Fund fails to meet the qualifying investments test, the interest held by such a corporate investor will be treated for that accounting period as if it were rights under a creditor relationship for the purposes of the rules for the taxation of corporate debt contained in CTA 2009. An offshore fund fails to satisfy the qualifying investments test at any time when more than 60 per cent. of its assets by market value (excluding cash awaiting investment) comprise "qualifying investments". Qualifying investments include government and corporate Debt Securities, cash on deposit, certain derivative contracts and holdings in other collective investment schemes which at any time in the accounting period of the person holding the interest in the offshore fund do not themselves satisfy the qualifying investments test.

The Shares will constitute such interests in an offshore fund and on the basis of the investment policies of certain Funds, such a Fund could fail to satisfy the qualifying investments test. In that eventuality, the Shares in that Fund will be treated for corporation tax purposes as within the loan relationships regime. Accordingly, depending on its own circumstances, all returns on the Shares in that Fund in respect of such a person's accounting period (including gains, profits and losses) will be taxed or relieved as an income receipt or expense on a "fair value accounting" basis and may incur a charge to corporation tax on an unrealised increase in the value of its holding of Shares (and, likewise, obtain relief against corporation tax for an unrealised reduction in the value of its holding of Shares).

Anti-avoidance

Individuals resident or ordinarily resident in the UK for taxation purposes should note that Chapter 2 of Part 13 of the Income Tax Act 2007 ("ITA 2007") contains anti-avoidance provisions dealing with the transfer of assets to overseas persons, which may in certain circumstances, render them liable to income tax in respect of the undistributed income or profits of the Company on an annual basis, where the income has not already been attributed to the individual under a separate provision. However the provisions will not apply to Shareholders if they can demonstrate that it would not be reasonable to conclude that avoiding liability to UK taxation was the purpose or one of the purposes of their investment in the Fund. The anti-avoidance provisions will also not apply if it can be demonstrated that all relevant transactions were genuinely commercial, carried out for the purposes of a trade or

business and on arm's length terms. It must also be demonstrated that it would not be reasonable to conclude that any of the relevant transactions was more than incidental to the purpose of avoiding liability to taxation.

This legislation has recently been the subject of an HMRC consultation, with the intention that changes will be included in Finance Bill 2013, to have retrospective effect from 6 April 2012. These changes will provide exemption for genuine commercial business activities overseas and also for transactions that do not involve commercial activities but are nevertheless genuine transactions that are protected by the single European market.

The attention of persons resident or ordinarily resident in the United Kingdom (and who, if individuals, are also domiciled in the United Kingdom) is drawn to the fact that the provisions of Section 13 of the Taxation of Chargeable Gains Act 1992 ("Section 13") could be material to any such person whose proportionate interest in the Fund when aggregated with that of persons connected with that person is more than 10 per cent., if, at the same time, the Fund is itself controlled in such manner that it would, were it to be resident in the United Kingdom for United Kingdom taxation purposes, be a "close" company for those purposes. Section 13 could, if applied, result in a person with such an interest in the Fund being treated for the purposes of United Kingdom taxation of chargeable gains as if a part of any capital gain accruing to the Fund (such as on a disposal of any of its investments) had accrued to that person directly, that part being equal to the proportion of the gain that corresponds to that person's proportionate interest in the Fund.

This legislation has recently been the subject of an HMRC consultation, with the intention that legislation will be introduced in Finance Bill 2013, to have retrospective effect from 6 April 2012. The changes are expected to introduce a new exemption which will exclude gains from genuine business activity overseas from the charge and increase the participation threshold at which participators may have gains attributed to them from more than 10 per cent. to more than 25 per cent. It is further expected that an exemption from the provisions of the reformed Section 13 will be granted to offshore funds that are widely held or marketed.

UK resident companies should note that the "controlled foreign companies" legislation contained in Part 9A TIOPA 2010 could apply to any United Kingdom resident company which holds alone, or together with certain other associated persons, shares which confer a right to at least 25 per cent. of the profits of a non-resident company where that non-resident company is controlled (as "control" is defined in Chapter 18 of TIOPA 2010) by persons (whether companies, individuals or others) who are resident in the United Kingdom. The "controlled foreign company" legislation has been extensively updated and the revised legislation applies for accounting periods beginning on or after 1 January 2013. This legislation provides for certain exceptions including an exception for a company which has an interest in an offshore fund in certain circumstances. It is recommended that United Kingdom resident companies holding a right to 25 per cent. or more of the profits of the Fund (directly or indirectly) should take their own specific professional taxation advice. These provisions are not directed towards the taxation of capital gains.

Shareholders who are individuals resident or ordinarily resident but not domiciled in the UK will be liable to tax on disposals on a remittance basis in certain circumstances. Individuals who have been UK resident but non UK domiciled or non UK ordinarily resident for at least seven of the nine tax years immediately preceding the relevant tax year will, in order to retain the benefit of the remittance basis of taxation, be obliged to pay an annual charge of £30,000 to HMRC. In addition, from the tax year 2012-13 onwards, individuals who have been UK resident but non-UK domiciled or non-UK ordinarily resident for at least twelve of the fourteen tax years immediately preceding the relevant tax year will, in order to retain the benefit of the remittance basis of taxation, be obliged to pay the higher level annual charge of £50,000 to HMRC. If no claim for the remittance basis to apply is made by the individual Shareholder, this will result in such individuals becoming subject to UK tax on their worldwide income and gains.

Transfers of Shares will not be liable to UK stamp duty unless the instrument of transfer is executed or retained within the UK when the transfer will be liable to UK *ad valorem* stamp duty at the rate of 0.5 per cent. of the consideration paid rounded up to the nearest £5. No UK stamp duty reserve tax is payable on transfers of Shares, or agreements to transfer Shares.

The Shares are assets situated outside the UK for the purposes of UK inheritance tax. A liability to UK inheritance tax may arise in respect of gifts by, or on the death of, individuals domiciled, or deemed to be domiciled, in the UK.

US TAX CONSIDERATIONS

The foreign account tax compliance provisions ("FATCA") of the Hiring Incentives to Restore Employment Act 2010 are designed to require certain U.S. persons' direct and indirect ownership of certain non-U.S. accounts and non-U.S. entities to be reported by foreign financial institutions ("FFI") to the U.S. Internal Revenue Service ("IRS"). The Company may be regarded as a FFI for FATCA purposes. FATCA may impose a withholding tax of up to 30 per cent. with respect to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends paid to a FFI. Ireland has entered into an intergovernmental agreement with the U.S. to simplify the FATCA compliance process and minimise the risk of withholding tax. Under this agreement, FATCA compliance will be enforced under Irish tax legislation, including the Financial Accounts Reporting (United States of America) Regulations 2014 and reporting rules and practices. Irish Revenue Guidance related to compliance with the Ireland/U.S. intergovernmental agreement and the Irish Regulations remains in draft form and is subject to change. The Company may require additional information from Shareholders in order to comply with these provisions. The Company may disclose the information, certificates or other documentation that it receives from (or concerning) its Shareholders to the Irish tax authorities as necessary to comply with the Irish tax legislation and reporting rules and practices relating to FATCA, related intergovernmental agreements or other applicable law or regulation. The Irish tax authorities will, in turn, report such information to the IRS. If a Shareholder causes the Company to suffer a withholding for or on account of FATCA ("FATCA Deduction") or other financial penalty, cost, expense or liability, the Company may compulsorily redeem any Shares of such Shareholder and/or take any action required to ensure that such FATCA Deduction or other financial penalty, cost, expense or liability is economically borne by such Shareholder. Each prospective investor is urged to consult its tax adviser regarding the applicability of FATCA and any other reporting requirements with respect to the prospective investor's own situation. If applicable, investors should contact their intermediary regarding the application of this regime to their investments in the Company.

GENERAL

Conflicts of Interest and Best Execution

The Company has adopted a policy designed to ensure that in all transactions, a reasonable effort is made to avoid conflicts of interest, and when they cannot be avoided, such conflicts are managed so that the Funds and their Shareholders are fairly treated. The Investment Manager, the Depositary and the Administrator may from time to time act as investment manager, investment adviser, depositary, administrator, company secretary, dealer or distributor in relation to, or be otherwise involved in, other funds established by parties other than the Company which have similar investment objectives to those of the Company and any Fund. The Investment Manager, and its affiliates shall not be under any obligation to offer investment opportunities of which any of them becomes aware to the Company or to account to the Company in respect of (or share with the Company or inform the Company of) any such transaction or any benefit received by any of them from any such transaction, but

will allocate any such opportunities on an equitable basis between the Company and other clients, taking into consideration the investment objectives, investment limitations, capital available for investment and diversification posture of the Company and other clients. The Investment Manager may hold Shares in any Fund. It is, therefore, possible that any of them may, in the course of business, have potential conflicts of interests with the Company and a Fund. Each will, at all times, have regard in such event to its obligations to the Company and the Fund and will ensure that such conflicts are resolved fairly.

The Company is required to ensure that any transaction between the Company and a Connected Person is conducted at arm's length and is in the best interests of Shareholders.

The Company may enter into a transaction with a Connected Person if at least one of the conditions in the following paragraphs (a), (b) or (c) is complied with:

- (a) the value of the transaction is certified by either: (i) a person who has been approved by the Depositary as being independent and competent; or (ii) a person who has been approved by the Directors as being independent and competent in the case of transactions involving the Depositary;
- (b) the transaction is executed on best terms on an organised investment exchange in accordance with the rules of the relevant exchange; or
- (c) the transaction is executed on terms which the Depositary is or, in the case of a transaction involving the Depositary, the Directors are, satisfied conformed to the requirement that transactions with Connected Persons be conducted at arm's length and in the best interests of Shareholders.

The Depositary or, in the case of a transaction involving the Depositary, the Directors, shall document how it or they complied with the requirements of (a), (b) or (c) above. Where transactions are conducted in accordance with (c) above, the Depositary or, in the case of a transaction involving the Depositary, the Directors, shall document its or their rationale for being satisfied that the transaction conformed to the requirement that transactions with Connected Persons be conducted at arm's length and in the best interests of Shareholders.

Conflicts of interest may arise as a result of transactions in FDI and efficient portfolio management techniques and instruments. For example, the counterparties to, or agents, intermediaries or other entities which provide services in respect of, such transactions may be related to the Company or the Depositary. As a result, those entities may generate profits, fees or other income or avoid losses through such transactions. Furthermore, conflicts of interests may also arise where the collateral provided by such entities is subject to a valuation or haircut applied by a related party.

The Investment Manager and/or its affiliates may invest, directly or indirectly, or manage or advise other investment funds or accounts which invest in assets which may also be purchased or sold by the Company. Neither the Investment Manager nor any of its affiliates is under any obligation to offer investment opportunities of which any of them becomes aware to the Company or to account to the Company in respect of or share with the Company or inform the Company of any such transaction or any benefit received by any of them from any such transaction, but will allocate any such opportunities on an equitable basis between the Company and other clients.

The Investment Manager may be responsible for valuing certain securities held by the Funds. The Investment Manager is paid a fee which is a percentage of the Net Asset Value of each Class. Consequently a conflict of interest could arise between its interest and those of the Funds. In the event of such a conflict of interests, the Investment Manager shall have regard to its obligations to the Company and the Fund and will ensure that such a conflict is resolved fairly and in the best interests of the Shareholders.

The Company has adopted a policy designed to ensure that its service providers act in the Funds' best interests when executing decisions to deal and placing orders to deal on behalf of those Funds in the context of managing the Funds' portfolios. For these purposes, all reasonable steps must be taken to obtain the best possible result for the Funds, taking into account price, costs, speed, likelihood of execution and settlement, order size and nature, research services provided by the broker to the Investment Manager, or any other consideration relevant to the execution of the order. Information about the Company's execution policy and any material change to the policy is available to Shareholders at no charge upon request.

The Share Capital

The share capital of the Company shall at all times equal the Net Asset Value of the Company. The Directors are empowered to issue up to five hundred billion Shares of no par value in the Company at the Net Asset Value per Share on such terms as they may think fit. There are no rights of pre-emption upon the issue of Shares in the Company. As of the date of this document the Company has issued Subscriber Shares to the value of EUR 2. The Subscriber Shares do not participate in the assets of any Fund. The Company reserves the right to redeem some or all of the Subscriber Shares provided that the Company at all times has a minimum issued share capital to the value of EUR 300,000.

Each of the Shares entitles the Shareholder to participate equally on a *pro rata* basis in the dividends and net assets of the Fund attributable to the relevant class in respect of which they are issued, save in the case of dividends declared prior to becoming a Shareholder. The Subscriber Shares' entitlement is limited to the amount subscribed and accrued interest thereon.

The proceeds from the issue of Shares shall be applied in the books of the Company to the relevant Fund and shall be used in the acquisition on behalf of the relevant Fund of assets in which the Fund may invest. The records and accounts of each Fund shall be maintained separately.

Each Fund will be treated as bearing its own liabilities and the Directors reserve the right to redesignate any class of Shares from time to time, provided that shareholders in that class shall first have been notified by the Company that the Shares will be redesignated and shall have been given the opportunity to have their Shares repurchased by the Company, except that this requirement shall not apply where the Directors redesignate Shares in issue in order to facilitate the creation of an additional class of Shares.

Each of the Shares entitles the holder to attend and vote at meetings of the Company and of the Fund represented by those Shares. No class of Shares confers on the holder thereof any preferential or pre-emptive rights or any rights to participate in the profits and dividends of any other class of Shares or any voting rights in relation to matters relating solely to any other class of Shares.

Any resolution to alter the class rights of the Shares requires the approval of three quarters of the holders of the Shares represented or present and voting at a general meeting duly convened in accordance with the Articles of Association.

The Articles of Association of the Company empower the Directors to issue fractional Shares in the Company. Fractional Shares may be issued and shall not carry any voting rights at general meetings of the Company or of any Fund or class and the Net Asset Value of any fractional Share shall be the Net Asset Value per Share adjusted in proportion to the fraction.

The Subscriber Shares entitle the Shareholders holding them to attend and vote at all meetings of the Company, but do not entitle the holders to participate in the dividends or net assets of any Fund or of the Company.

The Funds and Segregation of Liability

The Company is an umbrella fund with segregated liability between Funds and each Fund may comprise one or more Classes of Shares in the Company. The Directors may, from time to time, upon the prior approval of the Central Bank, establish further Funds by the issue of one or more separate Classes of Shares on such terms as the Directors may resolve. The Directors may, from time to time, in accordance with the requirements of the Central Bank, establish one or more separate Classes of Shares within each Fund on such terms as the Directors may resolve.

The assets and liabilities of each Fund will be allocated in the following manner:

- (a) the proceeds from the issue of Shares representing a Fund shall be applied in the books of the Company to the Fund and the assets and liabilities and income and expenditure attributable thereto shall be applied to such Fund subject to the provisions of the Memorandum and Articles of Association;
- (b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same Fund as the assets from which it was derived and in each valuation of an asset, the increase or diminution in value shall be applied to the relevant Fund;
- (c) where the Company incurs a liability which relates to any asset of a particular Fund or to any action taken in connection with an asset of a particular Fund, such a liability shall be allocated to the relevant Fund, as the case may be; and
- (d) where an asset or a liability of the Company cannot be considered as being attributable to a particular Fund, such asset or liability, subject to the approval of the Depositary, shall be allocated to all the Funds pro rata to the Net Asset Value of each Fund.

Any liability incurred on behalf of or attributable to any Fund shall be discharged solely out of the assets of that Fund, and neither the Company nor any Director, receiver, examiner, liquidator, provisional liquidator or other person shall apply, nor be obliged to apply, the assets of any such Fund in satisfaction of any liability incurred on behalf of, or attributable to, any other Fund.

There shall be implied in every contract, agreement, arrangement or transaction entered into by the Company the following terms, that:

- (i) the party or parties contracting with the Company shall not seek, whether in any proceedings or by any other means whatsoever or wheresoever, to have recourse to any assets of any Fund in the discharge of all or any part of a liability which was not incurred on behalf of that Fund;
- (ii) if any party contracting with the Company shall succeed by any means whatsoever or wheresoever in having recourse to any assets of any Fund in the discharge of all or any part of a liability which was not incurred on behalf of that Fund, that party shall be liable to the Company to pay a sum equal to the value of the benefit thereby obtained by it; and
- (iii) if any party contracting with the Company shall succeed in seizing or attaching by any means, or otherwise levying execution against, the assets of a Fund in respect

of a liability which was not incurred on behalf of that Fund, that party shall hold those assets or the direct or indirect proceeds of the sale of such assets on trust for the Company and shall keep those assets or proceeds separate and identifiable as such trust property.

All sums recoverable by the Company shall be credited against any concurrent liability pursuant to the implied terms set out in (i) to (iii) above.

Any asset or sum recovered by the Company shall, after the deduction or payment of any costs of recovery, be applied so as to compensate the Fund.

In the event that assets attributable to a Fund are taken in execution of a liability not attributable to that Fund, and in so far as such assets or compensation in respect thereof cannot otherwise be restored to the Fund affected, the Directors, with the consent of the Depositary, shall certify or cause to be certified, the value of the assets lost to the Fund affected and transfer or pay from the assets of the Fund or Funds to which the liability was attributable, in priority to all other claims against such Fund or Funds, assets or sums sufficient to restore to the Fund affected, the value of the assets or sums lost to it.

A Fund is not a legal person separate from the Company but the Company may sue and be sued in respect of a particular Fund and may exercise the same rights of set-off, if any, as between its Funds as apply at law in respect of companies and the property of a Fund is subject to orders of the court as it would have been if the Fund were a separate legal person.

Separate records shall be maintained in respect of each Fund.

Termination

All of the Shares or all of the Shares in a Fund or class may be repurchased by the Company in the following circumstances:

- (i) a majority of votes cast at a general meeting of the Company or the relevant Fund or class, as appropriate, approve the repurchase of the Shares;
- (ii) if so determined by the Directors, provided that not less than twenty one days' written notice has been given to the holders of the Shares of the Company or the Fund or the class, as appropriate, that all of the Shares of the Company, the Fund or the class, as the case may be, shall be repurchased by the Company; or
- (iii) if no replacement depositary shall have been appointed during the period of three months commencing on the date the Depositary or any replacement thereof shall have notified the Company of its desire to retire as depositary or shall have ceased to be approved by the Central Bank.

Where a repurchase of Shares would result in the number of Shareholders falling below two or such other minimum number stipulated by statute or where a repurchase of Shares would result in the issued share capital of the Company falling below such minimum amount as the Company may be obliged to maintain pursuant to applicable law, the Company may defer the repurchase of the minimum number of Shares sufficient to ensure compliance with applicable law. The repurchase of such Shares will be deferred until the Company is wound up or until the Company procures the issue of sufficient Shares to ensure that the repurchase can be effected. The Company shall be entitled to select the Shares for deferred repurchase in such manner as it may deem to be fair and reasonable and as may be approved by the Depositary.

On a winding up or if all of the Shares in any Fund are to be repurchased, the assets available for distribution (after satisfaction of creditors' claims) shall be distributed *pro rata* to the holders of the Shares in proportion to the number of the Shares held in that Fund. The

assets available for distribution among the Shareholders shall be applied in the following priority:

- (i) firstly, in the payment to the Shareholders of each Class of each Fund of a sum in the Base Currency in which that class is denominated or in any other currency selected by the liquidator as nearly as possible equal (at a rate of exchange reasonably determined by the liquidator) to the Net Asset Value of the Shares of such Class held by such holders respectively as at the date of commencement of the winding up provided that there are sufficient assets available in the relevant Fund to enable such payment to be made. In the event that, as regards any Class of Shares, there are insufficient assets available in the relevant Fund to enable such payment to be made, recourse shall be had to the assets of the Company not comprised within any of the Funds;
- (ii) secondly, in the payment to the holders of the Subscriber Shares of sums up to the amount paid thereon (plus any interest accrued) out of the assets of the Company not comprised within any Funds remaining after any recourse thereto under paragraph (i) above. In the event that there are insufficient assets as aforesaid to enable such payment in full to be made, no recourse shall be had to the assets comprised within any of the Funds;
- (iii) thirdly, in the payment to the Shareholders of any balance then remaining in the relevant Fund, such payment being made in proportion to the number of shares held; and
- (iv) fourthly, in the payment to the Shareholders of any balance then remaining and not comprised within any of the Funds, such payment being made in proportion to the value of each Fund and within each Fund to the value of each class and in proportion to the Net Asset Value per share.

With the authority of an ordinary resolution of the Shareholders or with the consent of any Shareholder, the Company may make distributions *in specie* to Shareholders or to any individual Shareholder who so consents. At the request of any Shareholder the Company shall arrange the sale of such assets at the expense of such Shareholder and without any liability on the part of the Company, the Administrator or the Investment Manager if the proceeds of sale of any asset are less than the value of the assets at the time at which it was distributed *in specie*. The transaction costs incurred in the disposal of such investments shall be borne by the Shareholder. The Subscriber Shares do not entitle the holders to participate in the dividends or net assets of any Fund.

Meetings

All general meetings of the Company or of a Fund shall be held in Ireland. In each year the Company shall hold a general meeting as its annual general meeting. The quorum for general meetings shall be two Shareholders present in person or by proxy provided that, in the event that there is only one Shareholder in a Fund or Class, the quorum shall be one Shareholder present in person or by proxy at the meeting. Twenty-one days' notice (excluding the day of posting and the day of the meeting) shall be given in respect of each general meeting of the Company. The notice shall specify the venue and time of the meeting and the business to be transacted at the meeting. A proxy may attend on behalf of any Shareholder. An ordinary resolution is a resolution passed by a plurality of votes cast and a special resolution is a resolution passed by a majority of 75 per cent. or more of the votes cast. The Articles of Association provide that matters may be determined by a meeting of Shareholders on a show of hands with each Shareholder having one vote unless a poll is requested by five Shareholders or by Shareholders holding 10 per cent. or more of the Shares or unless the Chairman of the meeting requests a poll. Each Share (including the Subscriber Shares) gives the holder one vote in relation to any matters relating to the Company which

are submitted to Shareholders for a vote by poll.

Reports

In each year the Directors shall cause to be prepared an annual report and audited annual accounts for the Company. These will be forwarded to Shareholders within four months of the end of the financial year and at least twenty one days before the annual general meeting. In addition, the Company shall prepare and circulate to Shareholders within two months of the end of the relevant period a half-yearly report which shall include unaudited half-yearly accounts for the Company.

Annual accounts shall be made up to 30 April in each year. Unaudited half-yearly accounts shall be made up to 31 October in each year.

Audited annual reports and unaudited half-yearly reports incorporating financial statements shall be posted to each Shareholder at his registered address free of charge, or where consented to by the relevant Shareholder, shall be sent electronically to such Shareholder and will be made available for inspection at the registered office of the Company.

Voting Policy

The Company has developed a strategy for determining when and how voting rights are exercised. Details of the actions taken on the basis of those strategies are available to Shareholders at no charge upon request.

Remuneration Policy

The Company has adopted a remuneration policy as required by the UCITS Regulations (the "Remuneration Policy"). The Remuneration Policy seeks to be consistent with, and promote, sound and effective risk management and is designed to discourage risk-taking by the Company which is inconsistent with the risk profiles of the Sub-Funds. The Remuneration Policy applies to those categories of staff of the Company whose professional activities have a material impact on the risk profile of the Company or the Funds ("Identified Staff"). As at the date of this Prospectus, the Identified Staff comprise the Directors and the designated persons provided to the Company by Bridge. While certain Directors are paid a fixed annual fee for their services to the Company, Directors that are employees of the Investment Manager or an affiliate are not paid any fees for their services as Director. The Company shall also pay to Bridge a fixed fee for the provision of the designated persons to the Company. Due to the size and internal organisation of the Company and the nature, scope and complexity of its activities, a remuneration committee has not been established by the Company. Any fee arrangements with Directors of the Company or the designated persons provided to the Company by Bridge shall be subject to the approval of the Board of Directors. Please see the section entitled "Fees and Expenses" for details of the fees and expenses payable to the Directors and Bridge. Further information on the current remuneration policy of the Company, including a description of how remuneration and benefits are calculated and the identity of persons responsible for awarding the remuneration and benefits, is available at www.waverton.co.uk/investment-funds. A paper copy of this information is available free of charge upon request from the Investment Manager.

Complaints

Information regarding the Company's complaints procedures is available to Shareholders free of charge upon request. Shareholders may file any complaints about the Company or a Fund free of charge at the registered office of the Company.

Miscellaneous

- (i) The Directors confirm and report that the Company was incorporated on 25 March 2004.
- (ii) The Company is not, and has not been since its incorporation, engaged in any legal or arbitration proceedings and no legal or arbitration proceedings are known to the Directors to be pending or threatened by or against the Company.
- (iii) Except as disclosed in paragraph (iv) below, there are no service contracts in existence between the Company and any of its Directors, nor are any such contracts proposed.
- (iv) None of the Directors is interested in any contract or arrangement subsisting at the date hereof which is significant in relation to the business of the Company.
- (v) No Share or loan capital of the Company is under option or is agreed conditionally or unconditionally to be put under option.
- (vi) Save as disclosed herein in the section entitled "Fees and Expenses", no commissions, discounts, brokerage or other special terms have been granted by the Company in relation to Shares issued by the Company.
- (vii) The Company does not have, nor has it had since its incorporation, any employees or subsidiary companies.

Material Contracts

The following contracts, details of which are set out in the section entitled "Management and Administration", have been entered into and are, or may be, material:-

- (a) The Investment Management and Distribution Agreement dated 16 June 2004, as amended by a supplemental agreement dated 9 October 2006, between the Company and the Investment Manager, pursuant to which the latter was appointed as investment manager and distributor in relation to the Company.
- (b) The Depositary Agreement dated 30 October 2015 between the Company and the Depositary pursuant to which the latter acts as depositary in relation to the Company.
- (c) The Administration Agreement dated 30 October 2015, between the Company and the Administrator, pursuant to which the latter acts as administrator of the Company.

Supply and Inspection of Documents

The following documents are available for inspection free of charge during normal business hours on weekdays (Saturdays and public holidays excepted) at the registered office of the Company:

- (a) the certificate of incorporation and Memorandum and Articles of Association of the Company;
- (b) the material contracts referred to above;
- (c) the UCITS Regulations and the UCITS Rules issued by the Central Bank thereunder; and

- (d) the worked example of the performance fee calculation submitted to the Central Bank.

Copies of the Memorandum and Articles of Association of the Company (each as amended from time to time) and the latest financial reports of the Company, as appropriate, may be obtained, free of charge, upon request at the registered office of the Company.

SCHEDULE I

The Regulated Markets

With the exception of permitted investments in unlisted securities or in units of open-ended collective investment schemes, the Company will only invest in securities traded or listed on a stock exchange or market which meets with the regulatory criteria of the Central Bank (i.e. regulated, operating regularly and open to the public) and which is listed in this Prospectus.

The Regulated Markets shall comprise:

- (i) any stock exchange in the European Union; (excluding a stock exchange in Cyprus, Estonia and Lithuania) any stock exchange in a member state of the European Economic Area (Norway, Iceland other than Liechtenstein); any stock exchange in the U.S., Australia, Canada, Japan, New Zealand, or Switzerland which is a stock exchange within the meaning of the law of the country concerned relating to stock exchanges;
- (ii) the market organised by the International Capital Market Association; NASDAQ; the market in U.S. government securities conducted by primary dealers regulated by the Federal Reserve Bank of New York; the over-the-counter market in the U.S. conducted by primary and secondary dealers regulated by the Securities and Exchange Commission and by the National Association of Securities Dealers, Inc. and by banking institutions regulated by the U.S. Comptroller of the Currency, the Federal Reserve System or Federal Deposit Insurance Corporation; the market previously known as the "Grey Book Market" that is conducted through those persons governed by Chapter 3 of the Market Conduct Sourcebook (inter-professional conduct) published by the Financial Conduct Authority of the United Kingdom; the over-the-counter market in Japan regulated by the Securities Dealers Association of Japan; AIM - the Alternative Investment Market in the UK, regulated by the London Stock Exchange; the French Market for Titres de Creance Negotiable (over-the-counter Market in negotiable debt instruments); NASDAQ Europe; the over-the-counter market in Canadian Government Bonds regulated by the Investment Dealers Association of Canada; SESDAQ and KOSDAQ;
- (iii) the following stock exchanges:

Brazil	-	Rio de Janeiro and Sao Paulo Exchanges
China	-	Shanghai and Shenzhen Stock Exchanges
Croatia	-	Zagreb Stock Exchange
Hong Kong	-	Hong Kong Stock Exchange
India	-	National Stock Exchange of India and Madras, Delhi, Bangalore, Cochin, Gauhati, Pune, Hyderabad, Ludhiana, Uttar Pradesh and Calcutta Stock Exchanges
Indonesia	-	Jakarta and Surabaya Stock Exchanges
Korea	-	Korea Stock Exchange
Malaysia	-	Kuala Lumpur Stock Exchange
Mexico	-	Mexico Stock Exchange

Pakistan	-	Karachi Stock Exchange
Philippines	-	Philippines Stock Exchange
Singapore	-	Singapore Stock Exchange
South Africa	-	Johannesburg Stock Exchange
Sri Lanka	-	Colombo Stock Exchange
Thailand	-	Stock Exchange of Thailand
Taiwan	-	Taiwan Stock Exchange
Turkey	-	Istanbul Stock Exchange
Ukraine	-	Ukrainian Stock Exchange

(iv) for financial derivative instruments ("FDI") investments:

all derivative exchanges in the EU and the EEA on which FDI may be listed or traded, American Stock Exchange, Chicago Board Options Exchange, International Securities Market Association, Kansas City Board of Trade, Financial Futures and Options Exchange, New York Futures Exchange, New York Mercantile Exchange, New York Stock Exchange, Philadelphia Board of Trade, Philadelphia Stock Exchange and The National Association of Securities Dealers Automated Quotations System (NASDAQ).

These exchanges and markets are listed in accordance with the requirements of the Central Bank, which does not issue a list of approved exchanges and markets.

SCHEDULE II

Investment Restrictions applicable to the Funds

1	Permitted Investments
	Investments of a Fund are confined to:
1.1	Transferable securities and money market instruments which are either admitted to official listing on a stock exchange in a Member State or non-Member State or which are dealt on a market which is regulated, operates regularly, is recognised and open to the public in a Member State or non-Member State.
1.2	Recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year.
1.3	Money market instruments other than those dealt on a Regulated Market.
1.4	Units of UCITS.
1.5	Units of AIFs.
1.6	Deposits with credit institutions.
1.7	Financial derivative instruments ("FDI").
2	Investment Restrictions
2.1	A Fund may invest no more than 10% of Net Asset Value in transferable securities and money market instruments other than those referred to in paragraph 1.
2.2	<p><u>Recently Issued Transferable Securities</u></p> <p>1. Subject to paragraph 2 below, a Fund shall not invest any more than 10% of its assets in securities of the type to which Regulation 68(1)(d) of the UCITS Regulations applies.</p> <p>2. Paragraph 1 above does not apply to an investment by a Fund in U.S. securities known as "Rule 144A securities" provided that:</p> <p style="padding-left: 40px;">(i) the relevant securities have been issued with an undertaking to register the securities with the SEC within 1 year of issue; and</p> <p style="padding-left: 40px;">(ii) the securities are not illiquid securities, i.e., they may be realised by the Fund within seven days at the price, or approximately at the price, at which they are valued by the Fund.</p>
2.3	A Fund may invest no more than 10% of Net Asset Value in transferable securities or money market instruments issued by the same body provided that the total value of transferable securities and money market instruments held in the issuing bodies in each of which it invests more than 5% is less than 40%.
2.4	The limit of 10% (in 2.3) is raised to 25% in the case of bonds that are issued by a credit institution which has its registered office in a Member State and is subject by law to special public supervision designed to protect bond-holders. If a Fund invests more than 5% of its net assets in these bonds issued by one issuer, the total value of these investments may not exceed 80% of the net asset value of the Fund. It is not proposed to avail of this without the prior approval of the Central Bank.

2.5	The limit of 10% (in 2.3) is raised to 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State or its local authorities or by a non-Member State or public international body of which one or more Member States are members.
2.6	The transferable securities and money market instruments referred to in 2.4. and 2.5 shall not be taken into account for the purpose of applying the limit of 40% referred to in 2.3.
2.7	<p>A Fund may not invest more than 20% of Net Asset Value in deposits made with the same credit institution.</p> <p>Deposits with any one credit institution, other than credit institutions authorised in the EEA or credit institutions authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan and the United States) or credit institutions authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand, held as ancillary liquidity, must not exceed 10% of Net Asset Value.</p> <p>This limit may be raised to 20% in the case of deposits made with the Depository.</p>
2.8	<p>The risk exposure of a UCITS to a counterparty to an OTC FDI may not exceed 5% of net assets.</p> <p>This limit is raised to 10% in the case of credit institutions authorised in the EEA or credit institutions authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988 or credit institutions authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand.</p>
2.9	<p>Notwithstanding paragraphs 2.3, 2.7 and 2.8 above, a combination of 2 or more of the following issued by, or made or undertaken with, the same body may not exceed 20% of net assets:</p> <ul style="list-style-type: none"> (i) investments in transferable securities or money market instruments; (ii) deposits; and/or (iii) counterparty risk exposures arising from OTC FDI transactions.
2.10	The limits referred to in 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9 above may not be combined, so that exposure to a single body shall not exceed 35% of net assets.
2.11	Group companies are regarded as a single issuer for the purposes of 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9. However, a limit of 20% of Net Asset Value may be applied to investment in transferable securities and money market instruments within the same group.
2.12	<p>A Fund may invest up to 100% of Net Asset Value in different transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, non-Member States or public international body of which one or more Member States are members.</p> <p>The individual issuers must be listed in the prospectus and may be drawn from the following list:</p> <p>OECD Governments (provided the relevant issues are investment grade), Government of the People's Republic of China, Government of Brazil (provided the relevant issues are investment grade), Government of India (provided the relevant issues are investment grade), Government of Singapore, European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, International Monetary Fund, Euratom,</p>

	<p>The Asian Development Bank, European Central Bank, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American Development Bank, European Union, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank and the Tennessee Valley Authority and Straight-A Funding LLC.</p> <p>The Fund must hold securities from at least 6 different issues, with securities from any one issue not exceeding 30% of net assets.</p>
3	Investment in Collective Investment Schemes ("CIS")
3.1	A Fund may not invest more than 20% of Net Asset Value in any one CIS.
3.2	Investment in AIFs may not, in aggregate, exceed 30% of Net Asset Value.
3.3	The underlying CIS is prohibited from investing more than 10% of its net asset value in other open-ended CIS.
3.4	When a Fund invests in the units of other CIS that are managed, directly or by delegation, by the UCITS management company or by any other company with which the UCITS management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund investment in the units of such other CIS.
3.5	Where by virtue of investment in the units of another CIS, the Fund, an investment manager or an investment advisor receives a commission on behalf of the Fund (including a rebated commission), the Company shall ensure that the relevant commission is paid into the property of the Fund.
4	Index Tracking UCITS
4.1	A Fund may invest up to 20% of Net Asset Value in shares and/or debt securities issued by the same body where the investment policy of the Fund is to replicate an index which satisfies the criteria set out in the Central Bank UCITS Regulations and is recognised by the Central Bank.
4.2	The limit in 4.1 may be raised to 35%, and applied to a single issuer, where this is justified by exceptional market conditions.
5	General Provisions
5.1	An investment company, or management company acting in connection with all of the CIS it manages, may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.
5.2	<p>A Fund may acquire no more than:</p> <ul style="list-style-type: none"> (i) 10% of the non-voting shares of any single issuing body; (ii) 10% of the debt securities of any single issuing body; (iii) 25% of the units of any single CIS; (iv) 10% of the money market instruments of any single issuing body.

NOTE: The limits laid down in (ii), (iii) and (iv) above may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the money market instruments, or the net amount of the securities in issue cannot be calculated.

5.3

5.1 and 5.2 shall not be applicable to:

- (i) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;
- (ii) transferable securities and money market instruments issued or guaranteed by a non-Member State;
- (iii) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members;
- (iv) shares held by a Fund in the capital of a company incorporated in a non-member State which invests its assets mainly in the securities of issuing bodies having their registered offices in that State, where under the legislation of that State such a holding represents the only way in which the Fund can invest in the securities of issuing bodies of that State. This waiver is applicable only if in its investment policies the company from the non-Member State complies with the limits laid down in 2.3 to 2.11, 3.1, 3.2, 5.1, 5.2, 5.4, 5.5 and 5.6, and provided that where these limits are exceeded, paragraphs 5.5 and 5.6 below are observed; and
- (v) Shares held by an investment company or investment companies in the capital of subsidiary companies carrying on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the redemption of units at unit-holders' request exclusively on their behalf.

5.4

A Fund need not comply with the investment restrictions herein when exercising subscription rights attaching to transferable securities or money market instruments which form part of their assets.

5.5

The Central Bank may allow recently authorised Funds to derogate from the provisions of 2.3 to 2.12, 3.1, 3.2, 4.1 and 4.2 for 6 months following the date of their authorisation, provided they observe the principle of risk spreading.

5.6

If the limits laid down herein are exceeded for reasons beyond the control of a Fund or as a result of the exercise of subscription rights, the Fund must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its unit holders.

5.7

Neither an investment company, nor a management company or a trustee acting on behalf of a unit trust or a management company of a common contractual fund, may carry out uncovered sales of:

- (i) transferable securities;
- (ii) money market instruments¹;
- (iii) units of investment funds; or
- (iv) FDI.

5.8

A Fund may hold ancillary liquid assets.

¹ Any short selling of money market instruments by UCITS is prohibited.

6	Financial Derivative Instruments
6.1	A Fund's global exposure relating to FDI must not exceed its total net asset value. (This provision does not apply to a Fund which does not use the commitment approach to calculate its global exposure but instead uses the VaR approach, as described in the section of the Prospectus entitled "Measurement of Market Risk and Leverage".)
6.2	Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in the Central Bank Regulations or guidance issued by the Central Bank from time to time (This provision does not apply in the case of index-based FDI provided the underlying index is one which meets with the criteria set out in the Central Bank Regulations.)
6.3	A Fund may invest in FDIs dealt in over-the-counter ("OTC") provided that the counterparties to over-the-counter transactions ("OTCs") are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.
6.4	Investment in FDI are subject to the conditions and limits laid down by the Central Bank.

SCHEDULE III

Investment Techniques and Instruments

A Fund may use derivative instruments traded on an organised exchange and on over-the-counter markets, whether such instruments are used for investment purposes or for the purposes of the efficient portfolio management of the Fund. A Fund's ability to use these strategies may be limited by market conditions, regulatory limits and tax considerations and these strategies may be used only in accordance with the investment objectives of the Fund.

Permitted financial derivative instruments ("FDI")

1. The Company shall only invest assets of a Fund in FDI if:
 - 1.1 the relevant reference items or indices consist of one or more of the following: instruments referred to in Regulation 68(1)(a) – (f) and (h) of the UCITS Regulations, including financial instruments having one or several characteristics of those assets, financial indices, interest rates, foreign exchange rates or currencies;
 - 1.2 the FDI do not expose the Fund to risks which it could not otherwise assume (e.g., gain exposure to an instrument/issuer/currency to which the Fund cannot have a direct exposure);
 - 1.3 the FDI do not cause the Fund to diverge from its investment objectives;
 - 1.4 the reference in 1.1 above to financial indices shall be understood as a reference to indices which fulfil the following criteria:
 - (a) they are sufficiently diversified, in that the following criteria are fulfilled:
 - (i) the index is composed in such a way that price movements or trading activities regarding one component do not unduly influence the performance of the whole index;
 - (ii) where the index is composed of assets referred to in Regulation 68(1) of the UCITS Regulations, its composition is at least diversified in accordance with Regulation 71 of the UCITS Regulations;
 - (iii) where the index is composed of assets other than those referred to in Regulation 68(1) of the UCITS Regulations, it is diversified in a way which is equivalent to that provided for in Regulation 71(1) of the UCITS Regulations;
 - (b) they represent an adequate benchmark for the market to which they refer, in that the following criteria are fulfilled:
 - (i) the index measures the performance of a representative group of underlyings in a relevant and appropriate way;
 - (ii) the index is revised or rebalanced periodically to ensure that it continues to reflect the markets to which it refers following criteria which are publicly available;

- (iii) the underlyings are sufficiently liquid, which allows users to replicate the index, if necessary;
- (c) they are published in an appropriate manner, in that the following criteria are fulfilled:
 - (i) their publication process relies on sound procedures to collect prices and to calculate and to subsequently publish the index value, including pricing procedures for components where a market price is not available;
 - (ii) material information on matters such as index calculation, rebalancing methodologies, index changes or any operational difficulties in providing timely or accurate information is provided on a wide and timely basis.

Where the composition of assets which are used as underlyings by FDI does not fulfil the criteria set out in (a), (b) or (c) above, those FDI shall, where they comply with the criteria set out in Regulation 68(1)(g) of the UCITS Regulations, be regarded as FDI on a combination of the assets referred to in Regulation 68(1)(g)(i) of the UCITS Regulations, excluding financial indices; and

- 1.5 where the Company enters, on behalf of a Fund, into a total return swap or invests in other FDI with similar characteristics, the assets held by the Fund must comply with Regulations 70, 71, 72, 73 and 74 of the UCITS Regulations.

2. Credit derivatives

Credit derivatives are permitted where:

- 2.1 they allow the transfer of the credit risk of an asset as referred to in paragraph 1.1 above, independently from the other risks associated with that asset;
 - 2.2 they do not result in the delivery or in the transfer, including in the form of cash, of assets other than those referred to in Regulations 68(1) and (2) of the UCITS Regulations;
 - 2.3 they comply with the criteria for OTC FDI set out in paragraph 4 below; and
 - 2.4 their risks are adequately captured by the risk management process of the Fund, and by its internal control mechanisms in the case of risks of asymmetry of information between the Fund and the counterparty to the credit derivative resulting from potential access of the counterparty to non-public information on firms the assets of which are used as underlyings by credit derivatives. The Fund must undertake the risk assessment with the highest care when the counterparty to the FDI is a related party of the Fund or the credit risk issuer.
3. FDI must be dealt in on a market which is regulated, operates regularly, is recognised and is open to the public in a Member State or a non-Member State. Restrictions in respect of individual stock exchanges and markets may be imposed by the Central Bank on a case by case basis.
4. Notwithstanding paragraph 3, a Fund may invest in OTC FDI if:

- 4.1 the counterparty is: (a) a credit institution that is within any of the categories set out in Regulation 7 of the Central Bank Regulations; (b) an investment firm authorised in accordance with the Markets in Financial Instruments Directive; or (c) a group company of an entity issued with a bank holding company licence from the Federal Reserve of the United States of America where that group company is subject to bank holding company consolidated supervision by that Federal Reserve;
- 4.2 where a counterparty within sub-paragraphs (b) or (c) of paragraph 4.1: (a) was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the Company in the credit assessment process; and (b) where a counterparty is downgraded to A-2 or below (or comparable rating) by the credit rating agency referred to in subparagraph (a) of this paragraph 4.2 this shall result in a new credit assessment being conducted of the counterparty by the Company without delay;
- 4.3 where an OTC FDI referred to in paragraph 4.1 above is subject to a novation, the counterparty after the novation must be:
- an entity that is within one of the categories set out in paragraph 4.1 above;
or
- a CCP authorised, or recognised by ESMA under EMIR or, pending recognition by ESMA under Article 25 of EMIR, an entity classified as a derivatives clearing organisation by the Commodity Futures Trading Commission or a clearing agency by the SEC (both CCP);
- 4.4 risk exposure to the counterparty does not exceed the limits set out in Regulation 70(1)(c) of the UCITS Regulations. In this regard, the Fund shall calculate the counterparty exposure using the positive mark-to-market value of the OTC FDI contract with that counterparty. The Fund may net FDI positions with the same counterparty, provided that the Fund is able to legally enforce netting arrangements with the counterparty. Netting is only permissible with respect to OTC FDI with the same counterparty and not in relation to any other exposures the Fund may have with the same counterparty. The Company may take account of collateral received by the Fund in order to reduce the exposure to the counterparty, provided that the collateral meets with the requirements specified in paragraphs (3), (4), (5), (6), (7), (8), (9) and (10) of Regulation 24 of the Central Bank Regulations; and
- 4.5 the OTC FDI are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund's initiative.
5. Collateral received must at all times meet with the requirements set out in paragraphs 25 to 32 below.
6. Collateral passed to an OTC FDI counterparty by or on behalf of a Fund must be taken into account in calculating exposure of the Fund to counterparty risk as referred to in Regulation 70(1)(c) of the UCITS Regulations. Collateral passed may be taken into account on a net basis only if the Fund is able to legally enforce netting arrangements with this counterparty.

Calculation of issuer concentration risk and counterparty exposure risk

7. A Fund using the commitment approach must ensure that its global exposure does not exceed its total Net Asset Value. The Fund may not therefore be leveraged in excess of 100% of its Net Asset Value. A Fund using the VaR approach must employ back testing and stress testing and comply with other regulatory requirements regarding the use of VaR. The VaR method is detailed in the relevant Fund's risk management procedures for FDI, which are described below under "Risk management process and reporting".

Each Fund must calculate issuer concentration limits as referred to in Regulation 70 of the UCITS Regulations on the basis of the underlying exposure created through the use of FDI pursuant to the commitment approach.

8. The risk exposures to a counterparty arising from OTC FDI transactions and efficient portfolio management techniques must be combined when calculating the OTC counterparty limit as referred to in Regulation 70(1)(c) of the UCITS Regulations.
9. Where the initial margin posted to and variation margin receivable from a broker relating to an exchange-traded FDI or an OTC FDI is not protected by client money rules or other similar arrangements to protect the Fund in the event of the insolvency of the broker, the Company shall calculate exposure of the Fund within the OTC counterparty limit referred to in Regulation 70(1)(c) of the UCITS Regulations.
10. The calculation of issuer concentration limits as referred to in Regulation 70 of the UCITS Regulations must take account of any net exposure to a counterparty generated through a stocklending or repurchase agreement. Net exposure refers to the amount receivable by a Fund less any collateral provided by the Fund. Exposures created through the reinvestment of collateral must also be taken into account in the issuer concentration calculations.
11. When calculating exposures for the purposes of Regulation 70 of the UCITS Regulations, the Company must establish whether the exposure of the Fund is to an OTC counterparty, a broker, a central counterparty or a clearing house.
12. Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments or collective investment schemes when combined, where relevant, with positions resulting from direct investments, may not exceed the investment limits set out in Regulations 70 and 73 of the UCITS Regulations. When calculating issuer-concentration risk, the FDI (including embedded FDI) must be looked through in determining the resultant position exposure. This position exposure must be taken into account in the issuer concentration calculations. Issuer concentration of a Fund must be calculated using the commitment approach when appropriate or the maximum potential loss as a result of default by the issuer if more conservative. It must also be calculated by all Funds, regardless of whether they use VaR for global exposure purposes. This provision does not apply in the case of index based FDI provided the underlying index is one which meets with the criteria set out in Regulation 71(1) of the UCITS Regulations.
13. A transferable security or money market instrument embedding a FDI shall be understood as a reference to financial instruments which fulfil the criteria for transferable securities or money market instruments set out in the UCITS Regulations and which contain a component which fulfils the following criteria:
 - (a) by virtue of that component some or all of the cash flows that otherwise would be required by the transferable security or money market instrument which functions as host contract can be modified according to a specified

interest rate, financial instrument price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, and therefore vary in a way similar to a stand-alone FDI;

- (b) its economic characteristics and risks are not closely related to the economic characteristics and risks of the host contract;
 - (c) it has a significant impact on the risk profile and pricing of the transferable security or money market instrument.
14. A transferable security or a money market instrument shall not be regarded as embedding a FDI where it contains a component which is contractually transferable independently of the transferable security or the money market instrument. Such a component shall be deemed to be a separate financial instrument.

Cover requirements

15. The Company shall ensure that, at all times, a Fund is capable of meeting all its payment and delivery obligations incurred by transactions involving FDI.
16. The Company shall ensure that, at all times, the risk management process of a Fund includes the monitoring of FDI transactions to ensure that every such transaction is covered adequately;
17. The Company shall ensure that, at all times, a transaction in FDI which gives rise to, or could potentially give rise to, a future commitment on behalf of a Fund is covered in accordance with the following:
- (i) in the case of FDI that is, automatically or at the discretion of the Fund, cash-settled, the Fund must, at all times, hold liquid assets that are sufficient to cover the exposure; and
 - (ii) in the case of FDI which require physical delivery of the underlying asset, the asset must be held at all times by a Fund. Alternatively a Fund may cover the exposure with sufficient liquid assets where:
 - (A) the underlying assets consist of highly liquid fixed income securities; and/or
 - (B) the exposure can be covered without the need to hold the underlying assets, the specific FDI are addressed in the risk management process and details are provided in the Prospectus.

Risk management process and reporting

18. A Fund must provide the Central Bank with details of its proposed risk management process vis-à-vis its FDI activity, pursuant to Chapter 3 of the Central Bank Regulations. The initial filing is required to include information in relation to:
- permitted types of FDI, including embedded FDI in transferable securities and money market instruments;
 - details of the underlying risks;
 - relevant quantitative limits and how these will be monitored and enforced; and

- methods for estimating risks.

Material amendments to the initial filing must be notified to the Central Bank in advance. The Central Bank may object to the amendments notified to it and amendments and/or associated activities objected to by the Central Bank may not be made.

19. The Company must submit a report to the Central Bank on its FDI positions on an annual basis. The report, which must include information which reflects a true and fair view of the types of FDI used by the Funds, the underlying risks, the quantitative limits and the methods used to estimate those risks, must be submitted with the annual report of the Company. The Company must, at the request of the Central Bank, provide this report at any time.

Techniques and instruments, including repurchase/reverse repurchase agreements and securities lending, for the purposes of efficient portfolio management

20. A Fund may employ techniques and instruments relating to transferable securities and money market instruments subject to the UCITS Regulations and to conditions imposed by the Central Bank. The use of these techniques and instruments should be in line with the best interests of the Fund.
21. Techniques and instruments which relate to transferable securities or money market instruments and which are used for the purpose of efficient portfolio management shall be understood as a reference to techniques and instruments which fulfil the following criteria:
 - 21.1 they are economically appropriate in that they are realised in a cost-effective way;
 - 21.2 they are entered into for one or more of the following specific aims:
 - (a) reduction of risk;
 - (b) reduction of cost;
 - (c) generation of additional capital or income for the Fund with a level of risk which is consistent with the risk profile of the Fund and the risk diversification rules set out in Regulation 71 of the UCITS Regulations; and
 - 21.3 their risks are adequately captured by the risk management process of the Fund.

Repurchase/reverse repurchase agreements and securities lending

22. Repurchase/reverse repurchase agreements and securities lending ("efficient portfolio management techniques") may only be effected in accordance with normal market practice.
23. All assets received by a Fund in the context of efficient portfolio management techniques should be considered as collateral and should comply with the criteria set down in paragraph 24 below.
24. Collateral must, at all times, meet with the following criteria:

- (a) **liquidity:** Collateral received, other than cash, should be highly liquid and traded on a Regulated Market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to its pre-sale valuation. Collateral received should also comply with the provisions of Regulation 74 of the UCITS Regulations.
- (b) **valuation:** Collateral that is received should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place;
- (c) **issuer credit quality:** Collateral received should be of high quality. The Company shall ensure that:
 - (i) where the issuer was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the Company in the credit assessment process; and
 - (ii) where an issuer is downgraded below the two highest short-term credit ratings by the credit rating agency referred to in sub-paragraph (i) this shall result in a new credit assessment being conducted of the issuer by the Company without delay;
- (d) **correlation:** Collateral received should be issued by an entity that is independent from the counterparty. There should be a reasonable ground for the Company to expect that it would not display a high correlation with the performance of the counterparty;
- (e) **diversification (asset concentration):**
 - (i) Subject to sub-paragraph (ii) below, collateral received should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure to a given issuer of 20% of the Fund's Net Asset Value. When a Fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.
 - (ii) It is intended that a Fund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. The Fund should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Fund's Net Asset Value. The Member States, local authorities, third countries, or public international bodies or issuing or guaranteeing securities which a Fund is able to accept as collateral for more than 20% of its Net Asset Value shall be drawn from the following list:

OECD Governments (provided the relevant issues are investment grade), Government of the People's Republic of China, Government of Brazil (provided the issues are of investment grade), Government of India (provided the issues are of investment grade), Government of Singapore, European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, IMF, Euratom, The Asian Development Bank, ECB, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter

American Development Bank, the EU, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank, Tennessee Valley Authority and Straight-A Funding LLC; and

- (f) **immediately available:** Collateral received should be capable of being fully enforced by the Fund at any time without reference to or approval from the counterparty.
25. The Company shall ensure that the risk management process identifies, manages and mitigates risks linked to the management of collateral, including operational risks and legal risks.
26. Where a Fund receives collateral on a title transfer basis, the Company shall ensure that the collateral is to be held by the Depository. Where a Fund receives collateral on any basis other than a title transfer basis, that collateral may be held by a third party depository, provided that the depository is subject to prudential supervision and is unrelated and unconnected to the provider of the collateral.
27. The Company shall not sell, pledge or re-invest the non-cash collateral received by a Fund.
28. Where the Company invests cash collateral received by a Fund, such investments shall only be made in one or more of the following:
- (a) deposits with a credit institution referred to in Regulation 7 of the Central Bank Regulations (which are set out in paragraph 4.1 above);
 - (b) high-quality government bonds which, at the time of purchase, have a rating from a recognised rating agency not below than AA (Standard & Poor's and Fitch) or Aa3 (Moody's) or equivalent ratings from other rating agencies;
 - (c) reverse repurchase agreements provided the transactions are with a credit institution referred to in Regulation 7 of the Central Bank Regulations (which are set out in paragraph 4.1 above) and the Fund is able to recall at any time the full amount of cash on an accrued basis; or
 - (d) short-term money market funds as defined in the ESMA Guidelines on a Common Definition of European Money Market Funds (ref CESR/10-049).
29. Where the Company invests cash collateral received by a Fund: (a) that investment shall comply with the diversification requirements applicable to non-cash collateral; and (b) invested cash collateral shall not be placed on deposit with the counterparty or with any entity that is related or connected to the counterparty.
30. The Company shall ensure that, where a Fund receives collateral for at least 30% of its assets, there is in place an appropriate stress testing policy in place to ensure regular stress tests are carried out under normal and exceptional liquidity conditions to enable the Fund to assess the liquidity risk attached to the collateral. The liquidity stress testing policy should at least prescribe the following:
- (a) design of stress test scenario analysis including calibration, certification and sensitivity analysis;

- (b) empirical approach to impact assessment, including back-testing of liquidity risk estimates;
 - (c) reporting frequency and limit/loss tolerance threshold/s; and
 - (d) mitigation actions to reduce loss including haircut policy and gap risk protection.
31. The Company shall establish and ensure adherence to a haircut policy for a Fund, adapted for each class of assets received as collateral. When devising the haircut policy, the Company shall take into account the characteristics of the assets, such as the credit standing or the price volatility, as well as the outcome of the stress tests performed in accordance with Regulation 21 of the Central Bank Regulations. The Company shall document the haircut policy and the Company shall justify and document each decision to apply a specific haircut or to refrain from applying any haircut, to any specific class of assets.
32. Where a counterparty to a repurchase or a securities lending agreement which has been entered into by the Company on behalf of a Fund: (a) was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the Company in the credit assessment process; and (b) where a counterparty is downgraded to A-2 or below (or comparable rating) by the credit rating agency referred to in sub-paragraph (a) this shall result in a new credit assessment being conducted of the counterparty by the Company without delay.
33. The Company shall ensure that it is at all times able to recall any security that has been lent out or to terminate any securities lending agreement to which it is party.
34. Where the Company enters into a reverse repurchase agreement on behalf of a Fund it shall ensure that it is able at all time able to recall the full amount of cash or to terminate the relevant agreement on either an accrued basis or a mark-to-market basis. In circumstances in which cash is, by virtue of the obligation under Regulation 25(1) of the Central Bank Regulations, recallable at any time on a mark-to-market basis, the Company shall use the mark-to-market value of the reverse repurchase agreement for the calculation of the Net Asset Value of the Fund.
35. Where the Company enters into a repurchase agreement on behalf of a Fund it shall ensure that it is at all times able to recall any securities that are subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered. Fixed-term repurchase and reverse repurchase agreements that do not exceed seven days should be considered as arrangements on terms that allow the assets to be recalled at any time by the Company.
36. Repurchase/reverse repurchase agreements or securities lending do not constitute borrowing or lending for the purposes of Regulation 103 and Regulation 111 of the UCITS Regulations, respectively.
37. The Company shall ensure that all the revenues arising from efficient portfolio management techniques and instruments, net of direct and indirect operational costs, are returned to the Fund.

SCHEDULE IV

Share Classes

The Initial Offer Period for all Classes of Shares identified in the column of the table in this Schedule IV headed "Initial Offer Period Status" as "Open", will continue until 23 April 2016, or may be shortened or extended, as determined by the Directors and notified to the Central Bank.

Fund	Class	Minimum Initial and Subsequent Subscription	Initial Charge	Conversion Charge	Investment Management Fee	Performance Fee	Fees and Expenses Charged to Capital	Distribution Policy	Initial Offer Period Status
Waverton Global Equity Fund	A US\$	US\$2,500	Up to 5%	Up to 1%	1% of NAV	N/A	No	Yes (semi-annual)	Closed
	A Stg£	Stg£1,500	Up to 5%	Up to 1%	1% of NAV	N/A	No	Yes (semi-annual)	Closed
	B US\$ Acc	US\$5,000,000 (Initial) US\$500,000 (Subsequent)	Up to 5%	Up to 1%	.50% of NAV	N/A	No	Accumulating	Closed
	B Stg£ Acc	Stg£5,000,000 (Initial) Stg£500,000 (Subsequent)	Up to 5%	Up to 1%	.50% of NAV	N/A	No	Accumulating	Open
Waverton Global Core Equity Fund	A US\$ Institutional	US\$1,000,000	Up to 5%	Up to 1%	N/A	N/A	No	Yes (semi-annual)	Closed
	B US\$ Institutional	US\$1,000,000	Up to 5%	Up to 1%	.40% of NAV	N/A	No	Yes (semi-annual)	Open
	A Stg£	Stg£1,500	Up to 5%	Up to 1%	1% of NAV	N/A	No	Yes (semi-annual)	Open
	B Stg£	Stg£1,500	Up to 5%	Up to 1%	.75% of NAV	N/A	No	Yes (semi-annual)	Open
	P Stg£	Stg£1,500	Up to 5%	Up to 1%	.40% of NAV	N/A	No	Yes (semi-annual)	Open
	Z Stg£	Stg£1,500	Up to 5%	Up to 1%	N/A	N/A	No	Yes (semi-annual)	Open
Waverton Asia Pacific Fund	A Euro	EUR1,500	Up to 5%	Up to 1%	1% of NAV	N/A	No	Yes (semi-annual)	Closed
	A US\$	US\$2,500	Up to 5%	Up to 1%	1% of NAV	N/A	No	Yes (semi-annual)	Closed
	A Stg£	Stg£1,500	Up to 5%	Up to 1%	1% of NAV	N/A	No	Yes (semi-annual)	Closed
	B Euro	EUR1,500	Up to 5%	Up to 1%	1.5% of NAV	N/A	No	Yes (semi-annual)	Closed
	M Stg£	Stg£250,000	Up to 5%	Up to 1%	N/A	N/A	No	Yes (semi-annual)	Closed
Waverton UK Fund	A Stg£	Stg£1,500	Up to 5%	Up to 1%	1% of NAV	N/A	No	Yes (semi-annual)	Closed
	B Stg£	Stg£1,500	Up to 5%	Up to 1%	1.5% of NAV	N/A	No	Yes (semi-annual)	Closed

Fund	Class	Minimum Initial and Subsequent Subscription	Initial Charge	Conversion Charge	Investment Management Fee	Performance Fee	Fees and Expenses Charged to Capital	Distribution Policy	Initial Offer Period Status
Waverton Global Strategic Bond Fund	A US\$	US\$2,500	Up to 5%	Up to 1%	.50% of NAV	10%	Yes	Yes (quarterly)	Closed
	A Stg£	Stg£1,500	Up to 5%	Up to 1%	.50% of NAV	10%	Yes	Yes (quarterly)	Closed
	B US\$	US\$2,500	Up to 5%	Up to 1%	1% of NAV	10%	Yes	Yes (quarterly)	Closed
	I US\$	US\$2,500	Up to 5%	Up to 1%	.75% of NAV	N/A	No	Yes (quarterly)	Closed
	I Stg£	Stg£1,500	Up to 5%	Up to 1%	.75% of NAV	N/A	No	Yes (quarterly)	Closed
	I Euro Acc	EUR1,500	Up to 5%	Up to 1%	.75% of NAV	N/A	No	Accumulating	Open
Waverton Sterling Bond Fund	A Stg£	Stg£1,500	Up to 5%	Up to 1%	.75% of NAV	N/A	Yes	Yes (quarterly)	Closed
	B Stg£	Stg£1,500	Up to 5%	Up to 1%	1% of NAV	N/A	Yes	Yes (quarterly)	Closed
	P Stg£	Stg£1,500	Up to 5%	Up to 1%	.40% of NAV	N/A	Yes	Yes (quarterly)	Closed
	Z Stg£	Stg£1,500	N/A	N/A	N/A	N/A	Yes	Yes (quarterly)	Open
Waverton Tactical Equity Fund	A Stg£	Stg£1,500	Up to 5%	Up to 1%	1% of NAV	N/A	No	Yes (semi-annual)	Closed
	A1 Stg£ *	Stg£1,500	N/A	N/A	N/A	N/A	No	Yes (semi-annual)	Open
	B Stg£	Stg£1,500	Up to 5%	Up to 1%	.75% of NAV	N/A	No	Yes (semi-annual)	Closed
	B1 Stg£ *	Stg£1,500	N/A	N/A	N/A	N/A	No	Yes (semi-annual)	Open
	P Stg£	Stg£1,500	Up to 5%	Up to 1%	.40% of NAV	N/A	No	Yes (semi-annual)	Closed
	P1 Stg£ *	Stg£1,500	N/A	N/A	N/A	N/A	No	Yes (semi-annual)	Open
Z Stg£	Stg£1,500	N/A	N/A	N/A	N/A	No	Yes (semi-annual)	Open	
Waverton Alternatives Fund	A Stg£	Stg£1,500	Up to 5%	Up to 1%	1% of NAV	N/A	No	Yes (semi-annual)	Closed
	B Stg£	Stg£1,500	Up to 5%	Up to 1%	.75% of NAV	N/A	No	Yes (semi-annual)	Open
	P Stg£	Stg£1,500	Up to 5%	Up to 1%	.40% of NAV	N/A	No	Yes (semi-annual)	Closed
	Z Stg£	Stg£1,500	N/A	N/A	N/A	N/A	No	Yes (semi-annual)	Open
Waverton Cautious Income Fund	B Stg£	Stg£500	Up to 5%	Up to 1%	.75% of NAV	N/A	Yes	Yes (quarterly)	Closed
	P Stg£	Stg£500	Up to 5%	Up to 1%	.40% of NAV	N/A	Yes	Yes (quarterly)	Closed

*** Class A1, Class B1 and Class P1 of the Waverton Tactical Equity Fund are only open to investment from Shareholders converting shares from Class A, B and P respectively of the Fund in accordance with the section entitled "Conversion of Shares".**

Note: all classes of Shares may be subject to an Anti-Dilution Levy as more particularly described in the section entitled "Anti-Dilution Levy".

SCHEDULE V

LIST OF SUB-CUSTODIANS

Market	Sub-custodian
Argentina	Citibank N.A.
Australia	HSBC Bank Australia Limited
Austria	UniCredit Bank Austria AG
Bahrain	HSBC Bank Middle East Limited
Bangladesh	Standard Chartered Bank
Belgium	BNP Paribas Belgium
Bermuda	HSBC Securities Services
Bosnia & Herzegovina	UniCredit Bank Austria AG
Botswana	Standard Chartered Bank Botswana Ltd
Brazil	HSBC Bank Brazil S.A. – Banco Múltiplo
Bulgaria	UniCredit Bulbank AD
Canada	Royal Bank of Canada
Chile	Banco Itau Chile
China – A Shares	Citibank (China) Co. Ltd
China - Shanghai	HSBC Bank (China) Company Limited
China - Shenzhen	HSBC Bank (China) Company Limited
Colombia	Cititrust Colombia S.A.
Croatia	UniCredit Bank Austria AG
Cyprus	HSBC Bank plc
Czech Republic	UniCredit Bank Czech Republic a.s.
Denmark	Danske Bank A/S
Egypt	HSBC Bank Egypt S.A.E.
Estonia	Swedbank
Euromarket	Clearstream Banking S.A.
Finland	Nordea Bank Finland Plc
France	BNP Paribas Securities Services
Germany	Deutsche Bank A.G.
Ghana	Standard Chartered Bank Ghana Ltd.
Greece	HSBC Bank Plc Greece
Hong Kong	Standard Chartered Bank (Hong Kong) Limited
Hungary	UniCredit Bank Hungary Zrt.
Iceland (suspended market)	Islandsbanki hf

India	The Hongkong and Shanghai Banking Corporation Limited
Indonesia	Standard Chartered Bank
Ireland	Citibank Ireland
Israel	Citibank N.A. Tel Aviv Branch
Italy	BNP Paribas Securities Services
Japan	Citibank, Tokyo
Jordan	Standard Chartered Bank
Kazakhstan	JSC Citibank Kazakhstan
Kenya	Standard Chartered Bank Kenya
Kuwait	HSBC Bank Middle East Limited
Latvia	Swedbank
Lebanon	HSBC Bank Middle East Limited
Lithuania	Swedbank
Luxembourg	Clearstream
Malaysia	Standard Chartered Bank Malaysia Berhad
Mauritius	The Hongkong and Shanghai Banking Corporation Limited
Mexico	Banamex S.A.
Morocco	Société Générale Marocaine de Banques
Namibia	Standard Bank Namibia Ltd
Nasdaq Dubai Ltd	HSBC Bank Middle East Limited
Netherlands	BNP Paribas Securities Services
New Zealand	The Hongkong and Shanghai Banking Corporation Limited
Nigeria	Citibank Nigeria Limited
Norway	DNB Bank ASA
Oman	HSBC Bank Middle East Limited
Pakistan	Deutsche Bank A.G.
Peru	Citibank del Peru S.A.
Philippines	Standard Chartered Bank
Poland	Bank Polska Kasa Opieki S.A.
Portugal	BNP Paribas Securities Services
Qatar	HSBC Bank Middle East Limited
Romania	UniCredit Tirioc Bank S.A.
Russia	Deutsche Bank Ltd.
Serbia	UniCredit Bank Austria AG
Singapore	DBS Bank Ltd

Slovak Republic	UniCredit Bank Slovakia a.s.
Slovenia	UniCredit Bank Austria AG
South Africa	Société Générale
South Korea	The Hong Kong and Shanghai Banking Corporation Limited
Spain	RBC Investor Services España S.A.
Sri Lanka	The Hongkong and Shanghai Banking Corporation Limited
Sweden	Skandinaviska Enskilda Banken AB (publ)
Switzerland	Bank Julius Baer
Taiwan	HSBC Bank (Taiwan) Limited
Thailand	Standard Chartered Bank (Thai) Plc
Tunisia	Societe Generale Securities Service UIB Tunisia
Turkey	Citibank A.S.
UAE - Abu Dhabi	HSBC Bank Middle East Limited
UAE - Dubai	HSBC Bank Middle East Limited
UK	The Bank of New York Mellon
Ukraine	Public Joint Stock Company UniCredit Bank
Uruguay	Banco Itaú Uruguay S.A.
USA	The Bank of New York Mellon
Vietnam	HSBC Bank (Vietnam) Ltd
Zambia	Standard Chartered Bank Zambia PLC

**COUNTRY SUPPLEMENT
ADDITIONAL INFORMATION FOR INVESTORS IN GERMANY**

Dated: 26th October 2016

This document is supplemental to, forms part of and should be read in conjunction with the prospectus for Waverton Investment Funds plc (the "Company") dated 24th October 2016, as amended from time to time (the "Prospectus").

Terms used herein shall have the meanings attributed to them in the Prospectus, unless otherwise stated.

Right to market Shares in Germany

The Company has notified its intention to market Shares in Germany. Since completion of the notification process the Company has the right to market Shares in Germany.

No marketing notification has been submitted for the Waverton Global Core Equity Fund, Waverton Alternatives Fund, Waverton Sterling Bond Fund, Waverton Tactical Equity Fund and Waverton Cautious Income Fund of the Company and consequently, these funds must not be marketed in Germany.

Paying and Information Agent in Germany

The function of paying and information agent in the Federal Republic of Germany is carried out by:

**Société Générale S.A.
Neue Mainzer Straße 46-50
60311 Frankfurt am Main**

(the "Paying and Information Agent"). Redemption and conversion applications may be sent to the Paying and Information Agent for onward transmission to the Company. Shareholders residing in Germany may request that they receive payments (redemption proceeds, distributions, if any, and any other payments) from the Company through the Paying and Information Agent. In this case the Paying and Information Agent will transfer these payments to an account designated by the Shareholder or pay them out in cash.

Shareholders in Germany will be entitled to receive the same information and documents from the Paying and Information Agent as Shareholders may request in Ireland.

Copies of the certificate of incorporation and Memorandum and Articles of Association, the Prospectus, the Key Investor Information Documents and the annual and semi-annual reports may be obtained free of charge in paper form at the registered office of the Paying and Information Agent.

Furthermore, the following documents are available for inspection free of charge during normal business hours on weekdays (Saturdays and public holidays excepted) at the registered office of the Paying and Information Agent:-

- a) the Investment Management and Distribution Agreement dated 16 June 2004, as amended by a supplemental agreement dated 9 October 2006 between the Company and the Investment Manager;
- b) the Depositary Agreement dated 30 October 2015 between the Company and the Depositary;
- c) the Administration Agreement dated 30 October 2015 between the Company and the Administrator;
- d) the UCITS Regulations and the UCITS Rules issued by the Central Bank thereunder, as may be amended or replaced from time to time; and
- e) the worked example of the performance fee calculation submitted to the Central Bank.

The subscription, redemption and conversion prices are available free of charge at the Paying and Information Agent as well.

Publications

In Germany, the subscription and redemption prices will be published on www.fundinfo.com; Shareholder notifications, if any, will be published in the Federal Gazette.

In the cases enumerated in Sec. 298 (2) of the German Investment Code ("KAGB"), Shareholders additionally will be notified by means of a durable medium in terms of Sec. 167 KAGB.

Fees and Expenses

Information relating to the fees and expenses payable by investors in each of the sub-funds is set out under the section headed "FEES AND EXPENSES" in the Prospectus. The attention of investors and/or prospective investors is drawn to the information relating to fees and expenses set out therein.