YFS Intelligent Wealth Investment Funds ICVC

An Investment Company with Variable Capital

Prospectus

Prepared in accordance with the Investment Fund and the Collective Investment Schemes Sourcebooks

Dated and valid as at **2 October 2026**

Authorised Corporate Director
Administrator and Registrar
Yealand Fund Services Limited
Fountain Suite B
Lynch Wood Park
Peterborough
Cambridgeshire
PE2 6FZ
(Authorised and regulated by the Financial Conduct Authority)

Depositary
NatWest Trustee and Depositary Services Limited
Registered Office:
250 Bishopsgate
London
EC2M 4AA

Principal place of business:
Trustee and Depositary Services
House A, Floor 0
Gogarburn
175 Glasgow Road
Edinburgh
EH12 1HQ (Authorised and regulated by the Financial Conduct Authority)

Portfolio Manager
Minerva Money Management Limited
17a Shirwell Crescent
Furzton Lake
Milton Keynes
MK4 1GA
(Authorised and regulated by the Financial Conduct Authority)

Auditors
Moore Kingston Smith LLP
10 Orange Street
Haymarket
London
WC2H 7DQ

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

YFS Intelligent Wealth Fund is the sole sub-fund of the Company. It is in the process of terminating and is therefore not available for investment. After conclusion of the termination of the Fund, the Company will be wound up.

This Prospectus is intended for distribution in the United Kingdom. Its distribution may be restricted in other countries. It does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is unlawful or in which the person making such offer or solicitation is not qualified so to do, or to anyone to whom it is unlawful to make such an offer or solicitation.

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

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

This Prospectus has been approved for the purpose of section 21 of the Financial Services and Markets Act 2000 by Yealand Fund Services Limited.

Shareholders are deemed to have taken notice of the provisions of the Instrument which is binding on each of its Shareholders. A copy of the Instrument is available on request.

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

This Prospectus describes the constitution and operation of the Company at the date of this Prospectus and is based on information, UK laws and practice at the date hereof. The ACD cannot be bound by an out of date Prospectus when it has issued a new Prospectus. In the event of any materially significant change in the matters stated herein or any materially significant new matter arising which ought to be stated in this Prospectus, this Prospectus will be revised. Investors should check with the ACD that this is the latest version and that there have been no revisions or updates. Please note that notifiable changes which are in the process of being implemented or which have already been implemented may not be disclosed in the current Prospectus.

The Depositary is not a person responsible for the information contained in this Prospectus and accordingly does not accept any responsibility for its contents under the Regulations or otherwise.

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

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

A "U.S Person" means any citizen or resident of the United States of America, its territories and possessions including the State and District of Columbia and all areas subject to its jurisdiction (including

the Commonwealth of Puerto Rico), any corporation, trust, partnership or other entity created or organised in or under the laws of the United States of America, any state thereof or any estate or trust the income of which is subject to United States federal income tax, regardless of source. The expression also includes any person falling within the definition of the term "U.S Person" under Regulation S promulgated under the United States Securities Act of 1933.

This Prospectus is dated and valid as at 2 October 2026.

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1 INTERPRETATION

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

"**ACD**"	the authorised corporate director of the Company holding office from time to time pursuant to the Regulations being Yealand Fund Services Limited at the date of this Prospectus;
"**ACD Agreement**"	means an agreement dated 8 March 2018 between the Company and the ACD;
"**Administrator**"	Yealand Fund Services Limited or such other entity as is appointed to act as administrator of the Company from time to time;
"**Act**"	the Financial Services and Markets Act 2000, as amended from time to time;
"**AIFMD**"	Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 of Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No 1060/2009 and (EU) No 1095/2010;
"**Applicant**"	means any person applying for shares issued by the Company;
"**Auditor**"	Moore Kingston Smith LLP, or such other entity as is appointed to act as auditor to the Company from time to time;
"**Business Day**"	Monday to Friday excluding UK public and bank holidays or any day on which the London Stock Exchange is not open for the normal full duration of its trading hours;
"**Collective Investment Schemes Sourcebook**" or "**COLL**"	the Collective Investment Schemes Sourcebook issued by the FCA pursuant to the Act, as amended or replaced from time to time;
"**Company**"	YFS Intelligent Wealth Investment Funds ICVC;
"**Depositary**"	the person appointed from time to time by the Company or otherwise as depositary pursuant to the Regulations, being NatWest Trustee and Depositary Services Limited at the date of this Prospectus;
"EEA"	means the European Economic Area;
"EU"	means the European Union;
"EU Primary Law"	means any regulation, directive and decision as laid out in art. 288 of the TFEU;
"EU Secondary Law"	means any delegated acts and implementing acts adopted in accordance with art. 290 and 291 of the TFEU, and all the applicable technical and regulatory standard, guidance and codes of practice issued by the relevant EU supervisory authority and bodies;
"EU Withdrawal Act"	means the European Union (Withdrawal) Act 2018 as amended, supplemented or replaced from time to time;

"**FCA**"	Financial Conduct Authority, 12 Endeavour Square, London E20 1JN and any successor entity;
"**FCA Handbook**"	the FCA Handbook of Rules and Guidance, as amended from time to time;
"FCA Rules"	the Rules contained in the COLL Sourcebook published by the FCA as part of their Handbook of rules and guidance made under the FSM Act; "FSM Act" the Financial Services and Markets Act 2000;
"FSM Act"	the Financial Services and Markets Act 2000;
"**Fund**" or "**Funds**"	a sub-fund of the Company (being part of the Scheme Property of the Company which is pooled separately) to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with the investment objective applicable to such sub-fund;
"**Instrument**"	means the instrument of incorporation constituting the Company, as amended from time to time;
"**Investment Fund Sourcebook**" or "**FUND**"	the Investment Fund Sourcebook issued by the FCA pursuant to the Act, as amended or replaced from time to time;
"**Leverage**"	means any method by which the exposure of a Fund is increased, whether through borrowing of cash or transferrable securities or leverage embedded in derivative positions or by any other means;
"**NAV**" or **"Net Asset Value"**	the value of the Scheme Property of the Company or any Fund (as the context requires) less the liabilities of the Company (or of the Fund concerned) as calculated in accordance with the Instrument;
"**Non-UCITS Retail Scheme**"	means a type of collective investment scheme such as the Company which is authorised by the FCA and therefore meets the standards set by the FCA to enable the scheme to be marketed to the public within the UK, but which does not comply with the conditions necessary for it to benefit from certain passporting rights under the UCITS Directive;
"**OEIC Regulations**"	Open-Ended Investment Companies Regulations 2001 (as amended);
"**Portfolio Manager**"	means Minerva Money Management Limited;
"**PRN**"	the product reference number allocated to each Fund and the Company by the FCA;
"**Professional Liability Risks**"	means the risks of loss or damage caused through the negligent performance or actions for which the ACD (as alternative investment manager of the Company) has legal responsibility;
"Recognised Scheme"	a scheme that is recognised under section 272 of the FSM Act or an EEA UCITS scheme recognised under Part 6 of The Collective Investment Schemes (Amendment etc.) (EU Exit) Regulations 2019 or a scheme recognised for the purpose of part XVII of the FSM Act;

"**Registrar**"	Yealand Fund Services Limited or such other entity as is appointed to act as registrar to the Company from time to time;
"**Regulations**"	the OEIC Regulations and the FCA Handbook (including COLL and FUND);
"**Scheme Property**"	means those assets which comprise the property of the Company;
"**Shareholder**"	a holder of registered shares in the Company;
"**UCITS Directive**"	the European Parliament and Council Directive of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investments in transferable securities (UCITS) (No. 2009/65/EC) (as amended from time to time);
"Valuation Point"	10:00am each Business Day;
"**VAT**"	means UK value added tax.

As a result of the UK's withdrawal from the European Union on 31 January 2020, and in relation to any time after the end of the transition period on 31 December 2020, unless specified otherwise, references in this Prospectus to any EU Primary or Secondary Law and or to any EEA or EU institution shall, in relation to anything done or to be done in or subject to the laws of the UK or any part thereof, be construed as references to the equivalent provision of EU Primary or Secondary Law that will be retained under the laws of the UK or to any relevant UK body that has been substituted for such EEA or EU institution, whether under power conferred by the EU Withdrawal Act, or otherwise by any legislation adapted or implemented in the UK following the UK's withdrawal from the EU.

2 CONSTITUTION OF THE COMPANY

The Company is an open-ended investment company with variable capital incorporated under the OEIC Regulations. The Company is a Non-UCITS Retail Scheme. The Company is incorporated in England and Wales with registered number IC001107. The Company was authorised by an order made by the FCA with effect from 2 March 2018.

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

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

The operation of the Company is governed by the Regulations, the Instrument and this Prospectus. In the event of a conflict between the rules in FUND and the rules in COLL, the rules in FUND shall prevail.

The Company has unlimited duration.

Shareholders do not have any proprietary interest in the underlying assets of the Company. The Shareholders of the Company will not be liable for the debts of the Company.

3 THE STRUCTURE OF THE COMPANY

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

The Company currently issues shares in one Fund being the **YFS Intelligent Wealth Fund***.

Where shares in more than one Fund are in issue, the assets of each Fund will be treated as separate from those of every other Fund and will be invested in accordance with the investment objective and investment policy applicable to that Fund. Investment of the assets of each of the Funds must comply with FUND, COLL and the investment objective and policy of the relevant Fund. Details of the Funds, including their investment objectives and policies, are set out in section 4 below. The eligible securities markets and eligible derivatives markets on which the Fund may invest are set out in Appendix 2. A detailed statement of the general investment and borrowing restrictions in respect of the Fund is set out in Appendix 1.

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

Each Fund will be charged with the liabilities, expenses, costs and charges of the Company attributable to that Fund, and within each Fund charges will be allocated between Classes in accordance with the terms of issue of Shares of those Classes. Any assets, liabilities, expenses, costs or charges not attributable to a particular Fund may be allocated by the ACD in a manner which it believes is fair to the Shareholders generally. This will normally be pro rata to the Net Asset Value of the relevant Funds.

* This Fund is in the process of being terminated

4 INVESTMENT OBJECTIVE AND POLICY OF THE FUNDS

Investment of the assets of the Company must comply with COLL, FUND, the Instrument and each Fund's investment objective and policy which are set out below.

YFS Intelligent Wealth Fund*

The investment objective of the YFS Intelligent Wealth Fund is to achieve capital growth.

The Fund will predominantly invest in a diversified portfolio of equities, held either directly or indirectly through exchange traded funds and collective investment schemes investing in those sectors described below. The Fund may also invest in bonds, money market instruments, cash and near cash, warrants and other transferable securities. The collective investment schemes in which the Fund will invest may include schemes which are managed or operated by the ACD or an associate of the ACD.

Direct equity exposure will be achieved through investment in companies that are shaping our future by causing disruption in today's established marketplace, changing the way we work, shop and interact, or improving our healthcare or environment (though the Fund has no particular social or environmental goals). Intelligent or creative thinking leads to innovation. The YFS Intelligent Wealth Fund aims to invest in companies that harness such innovation to achieve growth by creating new markets or disrupting established ones.

Exchange traded funds and collective investment schemes that invest in industry sectors where innovation is driving major transformation will also be held by the YFS Intelligent Wealth Fund. Once a sector no longer evidences innovative and disruptive characteristics it will be removed as an investment theme and the exchange traded funds or collective investment schemes that operate in that sector will be sold.

There is no intended geographical focus, though, as it is home to numerous innovative and disruptive companies, US stocks held either directly or through collective investment arrangements may feature heavily in the portfolio. Similarly, innovative companies are often small with highly motivated, involved and committed management, so smaller companies held either directly or through collective investment arrangements may also feature to an extent greater than in other funds. Innovative and disruptive companies will comprise the predominant element of the portfolio.

It is the ACD's intention that derivatives and forward currency transactions will only be used for the purposes of efficient portfolio management, including hedging, as defined by the Regulations.

* This Fund is in the process of being terminated

Comparator Benchmark

To gauge the relative performance of the Company, Shareholders may compare the Company's performance against the Investment Association's Global Sector (the "Sector"). Further information on the Sector can be obtained from www.theia.org/industry-data/fund-sectors/definitions.

The Sector has been recommended for comparison purposes as the Company's exposure to particular assets is expected over the long term to be most closely aligned to funds categorised within the Sector. As funds within the Sector have varying levels of exposure to particular geographic regions and may have areas of particular specialism, performance comparisons against the Sector may be least representative during periods of very strong performance (either positive or negative) in particular markets which the Company may have less or more exposure to than the average fund categorised within the Sector.

The Sector is to be used for comparison purposes only and is not a performance target nor shall it constrain the Portfolio Manager in the way in which the Company's assets are constructed or managed. **Shareholders are reminded that past performance is no guide to future performance, the value of Shares and the income may fall as well as rise and capital is at risk.**

Target Market

The YFS Intelligent Wealth Fund* is available to retail investors, as well as institutional investors and may be suitable for such investors seeking a fund that aims to deliver growth through investment in global companies that offer significant growth prospects with a long term investment horizon as a core or component of a portfolio of investments.

Retail or institutional investors should understand and appreciate the risks associated with investing in such companies or will have received advice from an appropriately qualified professional adviser.

The YFS Intelligent Wealth Fund* is unlikely to be compatible with the requirements of an investor:

- looking for income or a guaranteed return; or
- seeking full capital protection; or
- who does not have sufficient resources to bear any loss resulting from the investment; or
- who is not able to evaluate the risks and merits of the fund; or
- with a short or medium-term (less than five years) investment horizon.

Date of launch: 16 April 2018

The PRN of the Company is 797898.

The PRN of the YFS Intelligent Wealth Fund* is 803318.

* This Fund is in the process of being terminated

5 RISK FACTORS

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

(a) **General:** past performance is not a guide to the future. There can be no assurance that any appreciation in the value of the investments will occur. The value of shares and the income derived from them can go down as well as up and as a result the investor may not get back the amount originally invested. This can be as a result of market movements and also of variations in the exchange rates between currencies.

(b) **Derivatives:** in certain circumstances the Company, may employ Leverage or enter into derivative and forward transactions but only for efficient portfolio management purposes. The Company may enter into certain derivatives transactions, including, without limitation, forward transactions, futures and options. The value of these instruments may fluctuate significantly. By holding these types of instruments there is a risk of capital depreciation in relation to certain assets. There is also the potential for capital appreciation of such assets. The ACD does not anticipate that the use of derivatives in this way will have any significant effect on the risk profile of the Company.

(c) **Leverage:** the Company and the Funds may incur Leverage through borrowing cash up to 10% of the value of the scheme property, in which case the Company's or a Fund's exposure may be increased by reinvesting such cash borrowings. In the event that the interest costs associated with the borrowings are greater than any investment income and gains earned on investments made through the use of borrowing, the net asset value of the shares in a Fund may decline more rapidly than would otherwise be the case.

(d) **Tax:** the summary of the UK tax treatment in section 28 is based on current law and practice which may change. It does not take into account particular circumstances which may affect the UK tax treatment. In particular the levels of relief from taxation will depend upon individual circumstances and may change.

(e) **Inflation risk**: inflation may affect the real value of a Shareholder's savings and investments, which may reduce the buying power of the money a Shareholder has saved and their investments.

(f) **Suspension of dealings in shares:** investors are reminded that in certain circumstances their right to redeem shares (including redemption by way of switching) may be suspended.

(g) **Overseas Investment:** As the Company is permitted to hold overseas investments, you should note that exchange rate fluctuations can affect both income and capital values.

(h) **Smaller Companies:** Investments in smaller companies may carry higher risk as they are less liquid than larger companies which means that fluctuations in price may be greater than for larger companies.

(i) **Bonds:** Bonds are particularly affected by trends in interest rates and inflation. If interest rates go up, the value of capital may fall, and vice versa. Inflation will also decrease the real value of capital. The value of a bond will fall in the event of the default or reduced credit rating of the issuer. Furthermore, the Fund may hold sub-investment grade bonds. Such bonds have a lower credit rating than investment grade bonds and therefore may carry a higher degree of risk ;

(j) **Overseas bonds and currencies:** from time to time, a Fund may invest in overseas bonds and currencies. These markets may respond to different influences to those that affect the underlying funds and accordingly carry a higher degree of risk;

(k) **Collective investment schemes:** the Company may invest in other collective investment schemes and as such the Company will bear its portion of the expenses of the other collective investment scheme, including management, performance and/or other fees. These fees will be in addition to the management fees and other expenses which the Company bears directly with its own operations.

(l) **Unregulated Collective Investment Schemes:** Subject to COLL and FUND, the Company may invest in unregulated collective investment schemes (including hedge funds). Investment in unregulated collective investment schemes carries additional risks as they may not be under the regulation of a competent regulatory authority, may use leverage and may carry increased liquidity risk as units/shares in such schemes may not be readily realisable.

(m) **Dilution risk:** the ACD may apply a **dilution levy** to the Company (as explained further in section 15) to the price payable on the purchase or redemption of shares. Where a dilution levy is not applied the Company may incur dilution which may constrain capital growth.

(n) **Custody:** where assets are held in custody, there may be a risk of loss resulting from the insolvency, negligence or fraudulent action of the custodian or sub-custodian.

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

(p) **Allocation:** Each Fund will be charged with the liabilities, expenses, costs and charges of the Company attributable to that Fund, and within each Fund charges will be allocated between Classes in accordance with the terms of issue of Shares of those Classes. Any assets, liabilities, expenses, costs or charges not attributable to a particular Fund may be allocated by the ACD in a manner which it believes is fair to the Shareholders generally. This will normally be pro rata to the Net Asset Value of the relevant Funds.

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

(r) **Income:** Due to the nature of the investment sectors in which it is invested, it is unlikely the YFS Intelligent Wealth Fund* will produce any income in the foreseeable future and may evidence greater price volatility than more broadly focussed funds.

* This Fund is in the process of being terminated

6 THE AUTHORISED CORPORATE DIRECTOR

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

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

The ACD is also the authorised corporate director in respect of the schemes listed in Appendix 3.

Directors of the ACD

The directors of the ACD are:

Alison Talbot

Rob Leedham

Samuel Jackson

Peter Doyle

Alastair Hay

Sian Hill

Aoife McCarthy

Lyndsay Cartwright

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

Mr. Peter Doyle is also a director of Generation Life Ltd and GenTwo Ltd, as well as a Trustee of Grosvenor Pension Funds. Ms. Sian Hill is also a director of Suffolk Building Society.

ACD Agreement

The ACD provides its services to the Company under the terms of a service agreement (the "**ACD Agreement**"). The ACD Agreement will terminate with immediate effect if the ACD ceases to hold office

as such. The ACD's appointment may be terminated by the Company in a general meeting at any time. Otherwise, save by reason of certain events of default as specified in the ACD Agreement, the Company may terminate the ACD's appointment following the expiry of an initial two year term upon six months' notice to expire on an accounting date or interim accounting date of the Company. The ACD Agreement will also terminate on expiry of notice given by the Depositary in accordance with Rule 6.5.4(3) of COLL (liquidation, receivership or administration order in respect of the ACD). No such notice shall take effect until the appointment of a successor ACD. The ACD Agreement contains an indemnity from the Company to the ACD in respect of losses, claims and similar liabilities incurred by the ACD as such, save where such losses, claims and similar liabilities arise from the negligence, default, breach of duty or breach of trust of the ACD.

The ACD is responsible for managing and administering the Company's affairs in compliance with the provisions of the Instrument of the Company, this Prospectus and the Regulations. The ACD may delegate its management and administration functions (but not responsibility for such functions) to third parties, including associates, subject to the Regulations.

The ACD has delegated day-to-day portfolio management functions for YFS Intelligent Wealth Fund* to the Portfolio Manager.

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

* This Fund is in the process of being terminated

7 THE DEPOSITARY

The Company's depositary is NatWest Trustee and Depositary Services Limited. The Depositary is incorporated in England and Wales as a limited liability company (Registered Number: 11194605).

The ultimate holding company of the Depositary is NatWest Group plc, which is incorporated in Scotland. The registered office of the Depositary is at 250 Bishopsgate, London, EC2M 4AA and its principal place of business is at House A, Floor 0 Gogarburn 175 Glasgow Road Edinburgh EH12 1HQ. The principal business activity of the Depositary is the provision of trustee and depositary services. The Depositary is authorised and regulated by the FCA.

The Depositary is responsible for the safe keeping of all the Scheme Property of the Company and has a duty to take reasonable care to ensure that the Company is managed in accordance with the provisions of the Regulations relating to the pricing of, and dealing in, shares and relating to the income of the Company.

The Depositary provides its services under the terms of an agreement between the Company and the Depositary (the "**Depositary Agreement**") which may be terminated by three months' notice by the Company or the Depositary. The Depositary may not retire voluntarily except on the appointment of a new Depositary.

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

The Depositary currently does not, and has informed the ACD that it has no current intention to, contractually discharge itself of any liability for loss of financial instruments held in custody. Under the Depositary Agreement the Depositary will be liable to the Company for any loss of Financial Instruments held in Custody or for any liabilities incurred by the Company as a result of the Depositary's negligent or intentional failure to fulfil its obligations.

However, the Depositary Agreement excludes the Depositary from any liability except in the case of fraud, wilful default, negligence or failure to exercise due care and diligence in the performance or non-performance of its obligations.

It also provides that the Company will indemnify the Depositary for any loss suffered in the performance or non-performance of its obligations except in the case of fraud, wilful default, negligence or failure to exercise due care and diligence on its part.

The ACD will immediately inform shareholders of any changes with respect to depositary liability.

Subject to COLL and FUND, the Depositary has full power under the Depositary Agreement to delegate (and authorise its delegates to sub-delegate) all or any part of its duties as depositary. The Depositary has delegated custody services to CACEIS Bank, UK Branch.

Up-to-date information regarding the Depositary, its duties, its conflicts of interest and the delegation of its safekeeping functions (including the list showing the identity of each delegate and sub-delegate) will be made available to shareholders on request.

The Depositary is entitled to the fees, charges and expenses as set out in more detail below in the section headed "The Fees, Charges and Expenses of the Depositary".

8 THE PORTFOLIO MANAGER

Pursuant to an agreement (the "**Portfolio Management Agreement**") between Minerva Money Management Limited and the ACD, the Portfolio Manager provides general discretionary portfolio management services in respect of the Company.

The Portfolio Manager has the authority to make decisions on behalf of the ACD in relation to the management, purchase, sale, retention, exchange or other dealings with assets and otherwise to act as it shall deem appropriate, subject always to the provisions of the Instrument of the Company, this Prospectus, the Regulations and the investment objective and policy of the Funds.

The ACD may terminate the Portfolio Management Agreement with immediate effect where, in the ACD's opinion, it is in the interests of the Shareholders to do so, in accordance with the Regulations.

Shareholders may from time to time receive reports directly from the Portfolio Manager.

9 THE AUDITORS

The auditors of the Company are Moore Kingston Smith LLP, whose address is at 10 Orange Street, Haymarket, London WC2H 7DQ.

10 THE ADMINISTRATOR AND REGISTER

The ACD act as administrator and registrar to the Company. The register of Shareholders is maintained at the Registrar's office at **Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ**, where it can be inspected by Shareholders during normal office hours. The Company has the power to close the register for any period or periods not exceeding thirty days in any one year.

11 NO LIABILITY TO ACCOUNT

Subject to the applicable laws and regulations, neither the ACD, Depositary, the Portfolio Manager, the Registrar nor any other person involved with the establishment and/or operation of the Company are liable to account to each other or to the Shareholders or former Shareholders of the Company for any profits or benefits they may make or receive which are made, derived from or in connection with: (i) dealings in the shares of the Company; (ii) any transaction in the underlying property of the Company; or (iii) the supply of services to the Company.

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

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

(b) their part in any transaction or the supply of services permitted by COLL and FUND; or

(c) their dealing in property equivalent to any owned by (or dealt in for the account of) the Company.

12 SHARES IN THE COMPANY

Currently the following shares are available in respect of the YFS Intelligent Wealth Fund*:

- Net Income 'R' Shares
- Net Income 'I' Shares

Further classes of shares may be established from time to time by the ACD with the approval of the FCA and the agreement of the Depositary, and in accordance with the Instrument. On the introduction of a new share class, a revised Prospectus will be prepared setting out the details of the new share class.

Each share is deemed to represent one undivided unit of entitlement in the property of the Company. No bearer shares are issued**.**

Holders of income shares are entitled to be paid the distributable income attributable to such shares on any relevant interim or annual allocation dates.

Holders of accumulation shares are not entitled to be paid the income attributed to such shares, but that income (net of any tax) is automatically transferred to (and retained as part of) the capital assets of the Company on the relevant interim and/or annual accounting dates. This is reflected in the price of an accumulation share.

The Instrument allows the Company to issue gross Income and gross accumulation shares as well as net income and net accumulation shares, however only net shares are currently issued. Net shares are shares in respect of which income allocated to them is distributed periodically to the relevant Shareholder (in the case of income shares) or credited periodically to capital (in the case of accumulation shares), in either case in accordance with relevant tax law, net of any tax deducted or accounted for by the Company. Gross shares are Income or accumulation shares where, in accordance with relevant tax law, distribution or allocation of income is made without any tax being deducted or accounted for by the Company.

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

Where the Company has different share classes, each class may attract different charges and so monies may be deducted from the Scheme Property attributable to such classes in unequal proportions.

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

No certificates will be issued in respect of a holding of shares. Ownership of shares will be evidenced by an entry in the Company's register of Shareholders. Should any Shareholder require evidence of title to shares the ACD will, upon such proof of identity and the payment of such fee (if any) as the ACD may

reasonably require, supply the Shareholder with a certified copy of the relevant entry in the register relating to the Shareholder's holding of shares.

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

* This Fund is in the process of being terminated

13 VALUATIONS

Valuations of property of the Company for the purposes of the calculation of share prices will be carried out in accordance with the rules for single priced funds in COLL and FUND.

Each share represents a proportional share of the overall property attributable to the Company. Therefore, the value of a share is calculated, in broad outline, by calculating the net asset value of the property attributable to the Company, and dividing that value (or that part of that value attributed to shares of the class in question) by the number of shares (of the class in question) in issue.

Valuations are normally carried out at each Valuation Point. The Valuation Point for the Company is 10:00am (UK time) on each Business Day.

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

Determination of Net Asset Value

The ACD as Administrator calculate the value of property attributable to the Company which is, for all purposes, valued on the following basis (which is set out in full in the Instrument):

1 All the Scheme Property (including receivables) is to be included, subject to the following provisions.

2 Property which is not cash (or other assets dealt with in paragraphs 3 and 4 below) shall be valued as follows and the prices used shall (subject as follows) be the most recent prices which it is practicable to obtain:

(a) units or shares in a collective investment scheme:

(i) if a single price for buying and selling units or shares is quoted, at that price; or

(ii) if separate buying and selling prices are quoted, at the average of the two prices provided the buying price has been reduced by any initial charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto; or

(iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no recent price exists, at a value which, in the opinion of the ACD, is fair and reasonable;

(b) exchange-traded derivative contracts:

(i) if a single price for buying and selling the exchange-traded derivative contract is quoted, at that price; or

(ii) if separate buying and selling prices are quoted, at the average of the two prices;

(c) over-the-counter derivative contracts shall be valued in accordance with the method of valuation as shall have been agreed between the ACD and the Depositary;

(d) any other investment:

(i) if a single price for buying and selling the security is quoted, at that price; or

(ii) if separate buying and selling prices are quoted, at the average of the two prices; or

(iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if the most recent price available does not reflect the ACD's best estimate of the value, at a value which, in the opinion of the ACD, is fair and reasonable;

(e) property other than that described in (a), (b), (c) and (d) above: at a value which, in the opinion of the ACD, represents a fair and reasonable mid-market price.

3 Cash and amounts held in current, margin and deposit accounts and in other time-related deposits shall be valued at their nominal values.

4 In determining the value of the Scheme Property, all instructions given to issue or cancel shares shall be assumed (unless the contrary is shown) to have been carried out and any cash payment made or received and all consequential action required by the Regulations or this Instrument shall be assumed (unless the contrary has been shown) to have taken place.

5 Subject to paragraphs 6 and 7 below, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made shortly before the valuation takes place and, in the opinion of the ACD, their omission shall not materially affect the final net asset amount.

6 Futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options shall not be included under paragraph 5.

7 All agreements are to be included under paragraph 5 which are, or ought reasonably to have been, known to the person valuing the property assuming that all other persons in the ACD's employment take all reasonable steps to inform it immediately of the making of any agreement.

8 An estimated amount for anticipated tax liabilities (on unrealised gains where the liabilities have accrued and are payable out of the Scheme Property; on realised capital gains in respect of previously completed and current accounting periods; and on income where liabilities have accrued) including (as applicable and without limitation) capital gains tax, income tax, corporation tax, value added tax and stamp duty will be deducted.

9 An estimated amount for any liabilities payable out of the Scheme Property and any tax thereon treating periodic items as accruing from day to day will be deducted.

10 The principal amount of any outstanding borrowings whenever payable and any accrued but unpaid interest on borrowings will be deducted.

11 An estimated amount for accrued claims for tax of whatever nature which may be recoverable will be added.

12 Any other credits or amounts due to be paid into the Scheme Property will be added.

13 A sum representing any interest or any income accrued due or deemed to have accrued but not received.

14 Currencies or values in currencies other than base currency shall be converted at the relevant valuation point at a rate of exchange that is not likely to result in any material prejudice to the interests of Shareholders or potential Shareholders.

Valuations – general points

For the above purposes, instructions given to issue or cancel shares are assumed to have been carried out (and any cash paid or received) and uncompleted arrangements for the unconditional sale or purchase of property are (with certain exceptions) assumed to have been completed and all consequential action taken.

The Company has credited to it the proceeds of all shares attributed to it, together with the assets in which such proceeds are invested or reinvested and all income, earnings, profits, or assets deriving from such investments.

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

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

Fair Value Pricing

Where the ACD has reasonable grounds to believe that:

(a) no reasonable price exists for a security (including a unit/share in a collective investment scheme) at a Valuation Point; or

(b) the most recent price available does not reflect the ACD's best estimate of the value of a security (including a unit/share in a collective investment scheme) at a Valuation Point,

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

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

In determining whether to use such a fair value price, the ACD will include in its consideration (but need not be limited to):

(a) the type of investment concerned;

(b) whether the underlying collective investment scheme (if relevant) may already have applied fair value pricing and, if so, the basis and reliability of the alternative price used; and

(c) the ACD's policy on the valuation of Scheme Property as disclosed in this Prospectus.

14 PRICES OF SHARES

The Company deals on a forward pricing basis. A forward price is the price calculated at the next valuation of the Scheme Property after the purchase, redemption, conversion or switch of shares is agreed. Shares in the Company are "single priced".

This means that, subject to the dilution levy and the ACD's initial charge, the price of a Share for both buying and selling purposes will be the same and determined by reference to a particular Valuation Point.

Investors should bear in mind that on purchase, the ACD's initial charge is deducted from the investment at the outset. In addition, for both purchases and sales by investors, there may be a **dilution levy** as described below.

The price of a share is calculated at or about the Valuation Point (to at least four significant figures) by:

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

Publication of Prices

The most recent share prices are published daily on the following website: www.yealand.com.

Prices are also available by telephoning the ACD on 0345 850 0255.

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

15 DILUTION LEVY

Where a Fund buys or sells underlying investments in response to a request for the issue or redemption of shares, it will generally incur a cost, made up of dealing costs and any spread between the bid and offer prices of the investments concerned, which is not reflected in the issue or redemption price paid by or to the Shareholder and which is referred to as "dilution".

To mitigate the effects of dilution (which, if material, disadvantages continuing shareholders and could adversely affect the future growth of the Fund) the ACD has discretion to charge a dilution levy based on historical data on the purchase or redemption of shares in the relevant Fund. A dilution levy is a separate charge of such amount or rate as determined by the ACD. The levy (if charged) is paid directly to the Fund and is intended to reduce the effect of dilution on the future growth of the Fund.

The ACD's policy regarding the dilution levy – At its absolute discretion, the ACD may charge a dilution levy on the price of shares in the following circumstances:

- where the relevant Fund experiences a large level of net sales or redemptions at any Valuation Point, relative to its size (i.e. net sales or redemptions equivalent to greater than 5% of the net asset value of the Fund);
- where the relevant Fund is in continuing decline, in terms of Net Asset Value, as a result of poor market conditions or continual net redemptions;
- on "large deals", which for this purpose is defined as a single purchase or redemption of shares equivalent to more than 5% of the Net Asset Value of the Fund; and

- in any other case where the ACD is of the opinion that the interests of the Shareholders require the imposition of a dilution levy.

On the occasions when the dilution levy is not applied there may be an adverse impact on the total assets of the Fund. As dilution is directly related to the inflows and outflows of monies from the Fund it is not possible to accurately predict whether dilution will occur at any point in time. Consequently it is also not possible to accurately predict how frequently the ACD will need to make such a dilution levy. However, the ACD believes that the likely effect of not charging a dilution levy, excluding such cases referred to in "*The ACD's policy regarding the Dilution Levy*" above, will be negligible.

Should a dilution levy be applied the ACD believes that the amount will not normally exceed 1.00% of the Net Asset Value of shares being bought or sold.

Except in relation to "large deals", the ACD does not currently envisage that a dilution levy will be applied to any dealing in the Fund.

16 STAMP DUTY RESERVE TAX

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

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

(i) Third party transfers of units

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

(ii) Non-pro rata in specie redemptions

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

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

17 PURCHASE, REDEMPTION AND EXCHANGE OF SHARES

Initial Offer Period

The initial offer period for the YFS Intelligent Wealth Fund* will commence on 16 April 2018 and end at close of business on 27 April 2018.

The initial price is 100 pence. Shares will only be issued in the base currency.

The ACD will create shares on demand during the initial offer period with such shares issued within three days of the subscription date. The Portfolio Manager will have the right to invest the proceeds received from the purchase of shares at its discretion.

The period of an initial offer will come to an end if the ACD believes that the price that would reflect the current value of the scheme property would vary by more than 2% from the initial price.

* This Fund is in the process of being terminated

Purchase

Applications

Subject to any restrictions that may be applicable to certain classes of shares, applications for shares in the Company may be made by any eligible person. Shares to satisfy an application received before the Valuation Point of the Company (see "**Valuations**" for details of the Valuation Points) will be sold at a price based on the valuation made on the next Valuation Point and shares to satisfy an application received after the Valuation Point, or on a day which is not a Valuation Point, will be sold at a price based on the valuation made on the next Valuation Point.

Applications may be made by completing an application form and delivering it to the ACD at Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ. The ACD may also, at its sole discretion, accept instructions by facsimile on such terms as it may specify. Applications may be faxed to the ACD on 01733 286833 or submitted through approved agents. Application forms are available from the ACD.

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

Applications, however made, are irrevocable. Subject to its obligations under COLL and FUND, the ACD reserves the right to reject any application, on reasonable grounds relating to the circumstances of the applicant, in whole or in part. In that event application monies or any balance will be returned to the Applicant by post at the Applicant's risk.

Applications will not be acknowledged but a contract note will be sent on or before the Business Day next following the relevant Valuation Point. A non-UCITS retail scheme key investor information document will be issued with the contract note. Certificates will not be issued. Where the total price payable for all shares for which the application is made would include a fraction of one penny it will be rounded up or down to the nearest penny.

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

If an Applicant defaults in making any payment in money or transfer of property due to the ACD in respect of the sale or issue of shares, the Applicant shall indemnify the ACD and/or the Company (as the case may be) in respect of any loss or cost incurred by either of them as a result of such default and the Company is entitled to make any necessary amendment to the register and the ACD will become entitled to the shares in place of the Applicant (subject, in case of an issue of shares, to the ACD's payment of the purchase price to the Company). The ACD may in its discretion delay arranging for the issue of the shares until payment has been received.

Money laundering prevention

The Company is subject to the United Kingdom's anti-money laundering regulations and the ACD may in its absolute discretion require verification of identity from any Applicant including, without limitation, any Applicant who:

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

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

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

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

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

In Specie Application

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

Minimum Purchase

'R' Shares

The minimum value of 'R' shares which any one person may purchase initially is £100. The minimum value of shares which may be the subject of any subsequent purchase is £100. However, the ACD may, by special arrangement and at its discretion, either agree on an individual basis a lower amount in relation to the minimum value requirements, or waive such requirements at its discretion.

'I' Shares

The minimum value of 'I' shares which any one person may purchase initially is £100,000. The minimum value of shares which may be the subject of any subsequent purchase is £10,000. However, the ACD may, by special arrangement and at its discretion, either agree on an individual basis a lower amount in relation to the minimum value requirements, or waive such requirements at its discretion.

Redemption

Shares in the Company may be redeemed at any Valuation Point. Dealings are on a forward price basis as explained in the section headed "**Purchase**" above. Shares to be redeemed pursuant to a redemption request received before the Valuation Point of the Company will be redeemed at a price based on valuation made on the next Valuation Point and shares to be redeemed pursuant to a redemption request received after that time, or on a day which is not a Valuation Point, will be redeemed at a price based on the valuation made on the next Valuation Point.

Redemption instructions may be given by delivery to the ACD of written instructions for redemption (by letter at Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ or by fax to 01733 286833). Redemption instructions sent by fax must be followed up with the original signed instructions. Redemption instructions are irrevocable.

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

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

(a) the Valuation Point immediately following the receipt by the ACD of the request to redeem the shares; or

(b) the time when the ACD has received all duly executed instruments and authorisations which effect (or enable the ACD to effect) transfer of title to the shares.

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

Liquidity Management and In Specie Redemption

The ACD employs a liquidity management system which enables it to analyse and monitor the liquidity risk of the Fund in order to ensure that the Fund can meet its redemption obligations. Regular liquidity stress tests are conducted. The ACD intends to settle redemption requests by cheque or telegraphic transfer as described above. However, if a Shareholder requests redemption of a large number of shares, the ACD at its discretion may, by serving a notice of election on the Shareholder not later than the close of business on the second Business Day following the day of receipt of the request, elect that the Shareholder shall not be paid the redemption price of his shares but instead there shall be a transfer to that holder of property having the appropriate value.

The selection of Scheme Property to be transferred (or sold) is made by the ACD in consultation with the Depositary. The Depositary may pay out of the Scheme Property assets other than cash for the redemption of shares in the Company if the Depositary has taken reasonable care to ensure that the property concerned would not be likely to result in any material prejudice to the interests of Shareholders or potential Shareholders of the Company.

Minimum Redemption and Holding

The minimum value of 'R' shares which may be redeemed is £25 and the minimum holding is £25.

The minimum value of 'I' shares which may be redeemed is £10,000 and the minimum holding is £10,000.

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

Law

All deals in Shares are governed by the laws of England and Wales.

18 CONVERSION AND SWITCHING

Subject to any restrictions on the eligibility of investors for a particular share class, a Shareholder may at any time:

(a) convert all or some their shares of one share class in a Fund for shares in another class in the same Fund; or

(b) where shares in more than one Fund are available, switch all or some of their shares in a Fund for shares in another Fund in the Company.

Conversions

If a Shareholder wishes to convert shares they should apply to the ACD in the same manner for a redemption as set out above.

Conversions will be effected by the ACD recording the change of share class on the Register of the Company. Conversions may not be effected at the next valuation point and may be held over and processed with conversion instructions given by other Shareholders. If you would like information on when your conversion will be processed, please contact the ACD on 0345 850 0255.

Conversions will not generally be treated as a disposal for capital gains tax purposes. There is no fee for conversions.

The number of shares to be issued in the new class will be calculated relative to the price of shares being converted from.

Switching

Where shares in more than one Fund are available, subject to the qualifications mentioned below, a Shareholder is entitled to exchange shares of one class in a Fund for the appropriate number of shares of another class in a different Fund.

The appropriate number of shares is determined by the following formula:

$$N = O \times \frac{(CP \times ER)}{SP}$$

Where:

N is the number of new shares to be issued or sold (rounded down to the nearest whole number of smaller denomination shares);

O is the number of original shares specified (or deemed to be specified) in the exchange notice which the holder has requested to exchange;

CP is the price at which a single original share may be cancelled or redeemed as at the valuation point applicable to the cancellation or redemption as the case may be;

ER is 1, where the original shares and the new shares are designated in the same currency and, in any other case, is the exchange rate determined by the ACD in its absolute discretion (subject to the FCA Rules as representing the effective rate of exchange between the two relevant currencies as at the date the exchange notice is received (or deemed to have been received) by the Company having adjusted such rate as may be necessary to reflect any costs incurred by the Company in making any transfer of assets as may be required as a consequence of such an exchange being effected; and

SP is the price at which a single new share may be issued or sold as at the valuation point applicable to the cancellation or redemption as the case may be.

The right to exchange is subject to the following:

- the ACD and the Depositary are not obliged to give effect to a request for exchange of shares if the value of the shares to be exchanged is less than the minimum permitted transaction (see above) or if it would result in the Shareholder holding shares of any class of less than the minimum holding for that class of share (see above);

- the ACD may decline to permit an exchange into a share class in any circumstance in which they would be entitled under COLL to refuse to give effect to a request by the Shareholder for the redemption of shares of the old class or the issue of shares of the new class.

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

In no circumstances will a Shareholder who converts or switches shares in one class of shares for shares in any other class be given a right by law to withdraw from or cancel the transaction.

A switch of shares between different share classes of the same Fund will not be deemed to be a realisation for the purposes of capital gains taxation.

Application

A Shareholder wishing to exchange shares should apply in the same way as for a redemption (see above).

19 SUSPENSION OF DEALINGS

The ACD may with the prior agreement of the Depositary, and must without delay, if the Depositary so requires, temporarily suspend the issue, cancellation, sale, redemption and exchange of any shares in the Company or a particular Fund ("**dealing**") where due to exceptional circumstances it is in the interests of all Shareholders in the Company or those of the Fund in question.

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

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

During a suspension none of the obligations in COLL 6.2 (Dealing) apply; and the ACD shall comply with as much of COLL 6.3 (Valuation and pricing) and FUND 3.9 (Valuations) as is practicable in the light of the suspension. The suspension of dealings in shares must cease as soon as practicable after the exceptional circumstances which led to the suspension, have ceased.

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

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

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

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

20 MANDATORY REDEMPTION OF SHARES

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

(a) constitute a breach of the law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory;

(b) may (or may if other shares are acquired or held in like circumstances) result in the Company incurring any liability to taxation or suffering any other adverse consequence (including a requirement to register under any securities or investment or similar laws or governmental regulation of any country or territory); or

(c) are held in any manner by virtue of which the Shareholder or Shareholders in question is/are not qualified to hold such shares or if it reasonably believes this to be the case,

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

21 DISTRIBUTION

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

Allocations and, if relevant, distributions of income, will be made on or before 30 June commencing 30 June 2019 in respect of the annual accounting period and 31 December in respect of the interim accounting period.

Income earned in an interim accounting period may not all be distributed immediately but retained and used to ensure that distributions paid throughout the year are broadly similar. This policy is known as smoothing. The ACD reserves the right to apply this policy to the Company from time to time as appropriate.

Distribution statements and tax certificates will be sent to Shareholders. Payments will be made by bank automated credit system. Where an investor's bank details are not known or are inaccurate, a crossed cheque or warrant for the amount of the net distribution will, where applicable, be sent to the registered address and made payable to the order of the Shareholder (or, in the case of joint holders, made payable and sent to the registered address of the first named holder on the register).

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

Determination of Distributable Income

As at the end of each annual and interim accounting period, the ACD must arrange for the Depositary to transfer the income available for distribution attributable to the Company (where relevant) to the distribution account.

The income available for distribution or accumulation is determined in accordance with the Regulations. Generally this means all sums considered by the ACD, in each case after consultation with the Company's auditors, to be in the nature of income received or receivable for the account of and in respect of the property attributable to the Company, after deducting net charges and expenses paid or payable out of such income in respect of the period and adding the ACD's best estimate of any relief from tax on such charges and expenses and making such adjustments as the ACD considers appropriate, after consulting the Auditors in accordance with the Regulations, in relation to taxation and other matters.

The ACD need not comply with the above provisions if the average of the allocations of income to the

Shareholders would be less than **£10** or such other amount agreed between the ACD and the Depositary. In that case, such amounts may be carried forward to the next accounting period and will be regarded as received at the start of that period. Otherwise, such sums may be credited to capital as determined by the ACD.

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

The amount available for income distribution is calculated by taking the aggregate of the income property received or receivable for the account of the Company in respect of the relevant period, deducting the charges and expenses of the Company paid or payable out of the income property in respect of that period and adding the ACD's best estimate of any relief from tax on those charges and expenses. Further adjustments may be made as the ACD considers appropriate (after consultation with the auditors) in relation to taxation and the proportion of the prices received or paid for shares that relate to income (taking account of any provisions in the Instrument constituting the Company relating to income equalisation (see section 21 below)), potential income which is unlikely to be received until 12 months after the relevant allocation date, income which should not be accounted for on an accrual basis because of lack of information about how it accrues, any transfer between the income and the capital account (regarding payments from capital or income) and making any other adjustments which the ACD considers appropriate (after consultation with the auditors).

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

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

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

22 INCOME EQUALISATION

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

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

Equalisation applies only to shares purchased during the relevant accounting period.

23 THE AUTHORISED CORPORATE DIRECTOR'S CHARGES

The price per share at which shares are bought, redeemed, converted or switched is calculated in accordance with the Regulations. Any initial charge or redemption charge is payable in addition to the price or deducted from the proceeds and is taken from the gross subscription or redemption monies.

Initial Charge

The ACD may impose a charge payable by the Shareholder on the issue of shares (the "**initial charge**"). The initial charge (where applicable) is deducted from the investment proceeds at the outset and is calculated as a percentage of the initial investment. The current initial charges applicable to the share classes available are:

Share Class	Current Initial Charge
Net Income 'R' Shares	**Nil**
Net Income 'I' Shares	**Nil**

If at any time the ACD decides to impose an initial charge to a share class, the ACD will give not less than 60 days' prior notice in writing to all Shareholders before such charge takes effect. The ACD is also required to revise the Prospectus to reflect the new current rate and the date of its commencement.

The initial charge (where applicable) is exclusive of VAT which shall, if applicable, be payable in addition.

Redemption Charge

The ACD currently makes no charge on a cancellation or redemption of shares.

Switching Charge

The ACD currently does not apply a switching charge.

Annual Charge

The ACD is entitled to an annual charge which is calculated and accrued daily and is payable monthly and is calculated by reference to the Net Asset Value of a Fund as at the preceding Valuation Point. The ACD fee is payable within seven days. The annual charge is payable by the Company from the Scheme Property and is paid to the ACD by way of remuneration for its duties and responsibilities to the Company as ACD. The charge is calculated separately in relation to each share linked to a Fund as a percentage rate per annum of the total value of the units of entitlement in the property of a Fund on the relevant valuation date. Properly incurred disbursements may be recovered from the Funds.

The current annual management charge in respect of the share class available in the YFS Intelligent Wealth Fund* is as follows:

Share Class	Current Annual Charge
Net Income 'R' Shares	0.95%
Net Income 'I' Shares	0.75%

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

The ACD will give not less than 60 days' prior written notice to the Shareholders in respect of any increase in the above rates. Also, the ACD is required to revise the Prospectus to reflect the new current rate and the date of its commencement.

The annual charge will cease to be payable on the date of commencement of a Fund's termination or, if earlier, the date of the termination of the ACD's appointment as such. The amount(s) accruing due on the last relevant valuation date before the event concerned will be adjusted accordingly.

* This Fund is in the process of being terminated

24 THE FEES, CHARGES AND EXPENSES OF THE DEPOSITARY

The Depositary receives for its own account a periodic fee plus VAT which will accrue daily and is based on the value of a Fund on the preceding month's last dealing valuation date and is payable as soon as practicable after the month end (and in any event within seven days after the month end).

The rate of the periodic fee is agreed between the ACD and the Depositary. The fee is currently 0.03% per annum on the first £50m of the NAV of the Fund, then 0.025% per annum on the remainder of the NAV, subject to an annual minimum of £5,000. These rates can be varied from time to time in accordance with COLL and FUND.

The first accrual in relation to a Fund will take place in respect of the period beginning on the day on which the first valuation of a Fund is made and ending on the last Business Day on which that day falls.

In addition to the periodic fee referred to above, the Depositary shall also be entitled to be paid (out of the Scheme Property) transaction and custody charges in relation to transaction handling and safekeeping of the Scheme Property. These charges vary from country to country depending on the markets and the type of transaction involved. Transaction charges accrue at the time the transactions are effected and are payable as soon as is reasonably practicable, and in any event not later than the last business day of the month when such charges arose or as otherwise agreed between the Depositary and the ACD. Custody and transaction charges for major markets appear below:

Transaction Charges	**Range £3 to £126**
Charges for principal investment markets	UK Crest: £8
	United States: £6
	Germany: £10
	Japan: £6
Custody Charges	Range 0.0025% to 1.08%
Charges for principal investment markets	UK Crest: 0.0025% p.a.
	United States: 0.005% p.a.
	Germany: 0.0122% p.a.
	Japan: 0.015% p.a.

Where relevant, the Depositary may make a charge for its services in relation to: distributions, the provision of banking services, holding money on deposit, lending money, or engaging in stock lending transactions, in relation to a Fund and may purchase or sell or deal in the purchase or sale of Scheme Property, provided always that the services concerned and any such dealing are in accordance with the provisions of COLL and FUND.

The Depositary will also be entitled to payment and reimbursement of all costs, liabilities and expenses properly incurred in the performance of, or arranging the performance of, functions conferred on it by the Depositary Agreement, the Instrument, COLL, FUND or by the general law.

Ranges of Charges

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

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

On a winding up of the Company, the termination of a Fund or the redemption of a class of shares, the Depositary will be entitled to its pro rata fees, charges and expenses to the date of the commencement of the winding up, termination or the redemption (as appropriate) and any additional expenses necessarily realised in settling or receiving any outstanding obligations. No compensation for loss of office is provided for in the Depositary Agreement.

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

25 THE PORTFOLIO MANAGER'S CHARGES

The Portfolio Manager will receive a fee paid by the ACD out of its remuneration received each month from the Company.

26 THE ADMINISTRATOR'S CHARGES

The ACD's annual charge includes a component for administration fees.

27 OTHER PAYMENTS OUT OF THE COMPANY

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

- broker's commissions (excluding costs for research), fiscal charges and other disbursements which are necessarily incurred in effecting transactions for the Funds and normally shown on contract notes, confirmation notes and difference accounts as appropriate;
- any costs incurred in producing or dispatching a payment made by the Company or the Funds;
- any costs incurred in taking out and maintaining an insurance policy in relation to the Funds;
- any expenses incurred in relation to any secretarial duties, such as maintaining any necessary documentation;
- any costs in relation to the publication of share prices or the NAV of the Funds;
- subject to the Regulations, any amount payable by the Company under any indemnity provisions provided for in the Instrument or any agreement to which the Company is a party;
- interest on borrowings permitted under the Instrument and this Prospectus and all charges incurred in negotiating, entering into, varying, carrying into effect with or without variation, maintaining and terminating the borrowing arrangements;
- taxation and other duties payable in respect of the Company and the Funds, or in respect of the issue or sale of shares;
- any costs in modifying the Instrument, Prospectus and non-UCITS retail scheme key investor information document (or equivalent successor document) of the Company;
- any costs incurred in respect of convening and holding any meetings of Shareholders, including meetings convened on a requisition by holders not including the ACD or an associate of the ACD;
- any costs incurred in respect of any other meeting of Shareholders convened on a requisition by holders not including the ACD or an associate of the ACD in relation to a scheme of arrangement where the property of a body corporate (such as an investment company) or of another collective investment scheme is transferred to the Company in consideration of the issue of shares in the Company to Shareholders in that body corporate or to participants in that other scheme, and any liability arising after the transfer which, had it arisen before the transfer, could properly have

been paid out of that other property provided the ACD is of the opinion that proper provision was made for meeting such liabilities as were known or could reasonably have been anticipated at the time of the transfer;

- the expenses of the Depositary in the convening a meeting of Shareholders convened by the Depositary alone;
- any audit fees of the Auditor and VAT thereon and any proper expenses of the Auditor;
- any fees and any proper expenses of any professional advisers retained by the Company or by the ACD in relation to the Company;
- the cost of preparing, printing and distributing literature required or necessary for the purpose of complying with the Regulations or any other law or regulation, (excluding the cost of dissemination of the non-UCITS retail scheme key investor information document or equivalent successor document);
- the costs of printing and distributing annual, half yearly and quarterly reports and any other reports or information provided for Shareholders;
- any costs of listing the prices of the shares or the NAV of the Funds in any physical or electronic publication and information service selected by the ACD;
- the fees and any proper expenses of any professional advisers incurred by the ACD and the Depositary in relation to the establishment of the Company or additional Funds;
- the fees of the Registrar for providing administration services for the Company and maintaining the register;
- the fees of the Registrar for maintaining sub-registers in respect of Individual Savings Accounts entitlements;
- the fees of the FCA or the corresponding periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which shares in the Company are or may be marketed;
- any sum due by virtue of any provision of COLL or FUND such as cancellation proceeds and reasonable stock lending expenses;
- value added tax in respect of any of the costs, expenses, fees and charges payable by the Company;
- the cost of any licences required, to enable the Company to use, or quote, names which would normally be under copyright, in any country or territory, including the UK;
- transaction costs including, without limitation, the fees and/or expenses incurred in acquiring, registering and disposing of investments;
- the direct and indirect transaction and operational costs and/or fees arising from time to time as a result of the ACD's use of efficient portfolio management techniques (as described in Appendix 1 to this Prospectus);
- any costs or fees arising in connection with pursuing or defending litigation on behalf of the Company;
- any costs associated with the admission of shares to listings on any stock exchange and with the maintenance of that listing (including, for avoidance of doubt, the fees levied by the exchange in question as a condition of the admission to listing to the shares and the periodic renewal of that

listing), any offer of shares, including the preparation and printing of prospectuses and the creation, conversion and cancellation of shares associated with such prospectus;

- subject to the Regulations, any amount payable to the Company under any indemnity provisions provided for in the Instrument or any agreement to which the Company is a party;

- the fees and expenses incurred in respect of accounting pricing and valuation.

Registrar's fees

The Registrar is entitled to payment of any fees, expenses and disbursements (including the fees, expenses and disbursements resulting from the establishment and maintenance of any sub-register) for which the Company is also responsible for paying. The Registrar's fees in respect of each Fund are currently £25 per annum, per Shareholder, payable quarterly in advance, subject to an annual minimum of £1,000. In addition, for every purchase or sale of shares the Registrar will charge £25, subject to an annual minimum of £1,000 per Fund.

Set-up costs

Subject to COLL, the ACD and the Depositary are permitted to be reimbursed for the set-up costs incurred in relation to the authorisation and establishment of the Company or a Fund.

28 TAXATION

The taxation of both the Company and Shareholders in it is subject to the fiscal law and practice of the UK and of the jurisdictions in which Shareholders are resident or otherwise subject to tax. The following summary of the anticipated tax treatment in the UK does not constitute legal or tax advice and applies only to persons holding shares as an investment. It is not a guarantee to any investor of the tax results of investing in the Company.

In particular, this summary does not take account of particular investors' individual circumstances, does not address the taxation consequences for investors who may be subject to taxation or exchange control in a jurisdiction other than the UK and does not address investors falling into particular categories (such as life insurance companies or employees of entities connected to the Company) which may be subject to special rules.

Prospective investors should consult their own professional advisers on the tax and exchange control implications of making an investment in, holding or disposing of shares and the receipt of distributions with respect to shares under the laws of the countries in which they may be liable to taxation.

This summary is based on the UK taxation law and HM Revenue & Customs' practice in force at the date of this Prospectus, but prospective investors should be aware that the relevant fiscal rules and practice or their interpretation may change.

The Company

The UK tax regime applicable to the Company is primarily set out in chapter 2 of Part 13 Corporation Tax Act 2010 and in the Authorised Investment Funds (Tax) Regulations 2006 SI 2006/964 (the "**Tax Regulations**").

The Company is exempt from UK corporation tax on chargeable gains arising on the disposal of its investments, and is not entitled to corporation tax relief on losses which are treated as capital in nature.

The Company will not be subject to corporation tax on any profits or gains (or be entitled to corporation tax relief for any losses) which it derives from its creditor loan relationships or its derivative contracts, to the extent that those profits, gains or losses are treated as "capital profits, gains or losses". Capital profits, gains or losses for this purpose are those profits, gains or losses arising from such creditor loan

relationships or derivative contracts which fall to be dealt with under either the heading "net gains/losses on investments during the period" or the heading "other gains/losses" in the Company's statement of total return for the accounting period in question.

The Company will be subject to corporation tax at a rate equal to the basic rate of income tax, currently 20 per cent, on its taxable income from investments after relief for allowable expenses. Dividend distributions or yearly interest distributions received by the Company from other authorised investment funds (broadly UK OEICs and authorised unit trusts) will be taxed on the Company in accordance with the rules described below.

However, the Company is not generally subject to tax on dividends and similar distributions from both UK and non-UK resident companies.

To the extent that the Company receives income from, or realises gains on investments issued in, foreign countries, it may be subject to withholding tax or other taxation in those jurisdictions and to UK corporation tax on the income.

Where the Company distributes its income as yearly interest (as to which see below) the amount of income so distributed will be deducted from the income of the Company in computing its liability to corporation tax.

There is no specific exemption from UK stamp taxes for the Company in respect of transfers of shares in the Company. Broadly speaking, stamp duty is paid on a transaction involving stock or marketable securities, and the rate is 0.5% of the value of the stock or securities. The Company may incur similar taxes in another jurisdiction if it carries out transactions involving that jurisdiction.

Each Fund is registered as a separate OEIC for tax purposes. The Tax Regulations also provide that where an OEIC has different Share Classes there shall be no discrimination between participants in respect of different classes of shares and accordingly, it is not possible to make different types of distribution to different classes of share within a Fund.

Taxation of Shareholders

The Company will pay dividend distributions (which will be automatically retained in the Company in the case of accumulation Shares) with a tax credit. Individuals liable to income tax at the basic rate will have no further liability to tax. Higher and additional rate taxpayers will have to pay an additional amount of income tax on the amount received. Certain categories of Shareholders may be able to reclaim some tax credits.

Income Equalisation

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

Tax Vouchers

A tax voucher will be issued. This voucher should be retained for tax purposes as evidence for HM Revenue & Customs.

Taxation of Capital Gains

Shareholders may, depending on their circumstances, be liable to capital gains tax or corporation tax on chargeable gains arising from a disposal of any shares. For these purposes, a disposal includes a sale or a redemption of shares. A switch of shares between different share classes will not be deemed to be a realisation for the purposes of capital gains taxation.

Proceeds on the redemption of shares are paid to Shareholders without deduction of tax. For accumulation shares, income accumulated and on which income tax or corporation tax on income has been paid can generally be added to the cost of those accumulation shares when computing the amount of any gain.

ISAs

The ACD is under no obligation to ensure shares in the YFS Intelligent Wealth Fund* will satisfy the eligibility requirements to be qualifying investments for a stocks and shares ISA.

* This Fund is in the process of being terminated

29 REPORTS AND ACCOUNTS

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

The annual report of the Company (the "**long report**") will be published on or before 31 August and the half-yearly long report on or before 31 December in each year. The first long annual report in respect of the Fund will be available from 30 June 2019. Thereafter, copies of the Company's long reports may be inspected at, and copies obtained free of charge from the ACD, at its operating address. Once available, these reports may also be inspected at the Depositary's office during normal office hours.

The ACD at its discretion may also publish short reports in relation to the Company both half yearly and annually.

30 ANNUAL GENERAL MEETING

The OEIC Regulations allow for the Company to dispense with the requirement to hold Annual General Meetings. Accordingly, the ACD will not hold Annual General Meetings.

31 VOTING

The convening and conduct of Shareholder's meetings and the voting rights of Shareholders at those meetings are governed by the Instrument, COLL and FUND, which are summarised below.

Notice and Quorum

Entitlement to receive notice of a particular meeting or adjourned meeting and to vote at such a meeting is determined by reference to those persons who are holders of shares in the Company on the date seven days before the notice is sent ("**the cut-off date**"), but excluding any persons who are known not to be holders at the date of the meeting or other relevant date. Shareholders will be given at least 14 days' prior notice of a general meeting.

The quorum for a meeting is two Shareholders present in person or by proxy. If a quorum is not present within 15 minutes of the time appointed the meeting will (if requisitioned by Shareholders) be dissolved and in any other case will be adjourned. If at such adjourned meeting a quorum is not present within 15 minutes from the appointed time, one person entitled to count in a quorum will be a quorum.

Voting Rights

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

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

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

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

Except where COLL, FUND or the Instrument require an extraordinary resolution (which needs 75% of the votes cast at the meeting to be in favour if the resolution is to be passed), any resolution required by COLL or FUND will be passed by a simple majority of the votes validly cast for and against the resolution (an ordinary resolution).

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

Meetings and Modifications

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

Changes to the Company or any Fund may fall within one of the following three categories:

- **Fundamental events** which change the purpose or nature of the Company or Fund or the basis on which the investor invested, for example changes to an investment objective, its risk profile or something that would cause material prejudice to the investors would require investor approval. Fundamental changes require prior approval at a meeting of shareholders.

- **Significant events** are those which would materially affect an investor's investment, affect a shareholder's ability to exercise his rights in relation to this investment, result in material increased payments out of the Company or Fund, or could reasonably be expected to cause investors to reconsider their participation in the Company or Fund. Those should be notified pre-event to the investors and in sufficient time to enable them to leave the Company or Fund, if they wish, before the change takes effect. 60 days' minimum notice is required for these changes.

- **Notifiable events** for which the ACD would decide when and how Shareholders should be notified, depending on the type of event. In these cases notification could be after the event. This may take the form of the sending of an immediate notification to shareholders or the information being included in the next long report of the Company.

32 INVESTMENT AND BORROWING POWERS

The Company may exercise the full authority and power permitted by COLL and FUND applicable to a Non-UCITS Retail Scheme, the Instrument, this Prospectus and each Fund's investments objective and policies.

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

33 TRANSFER OF SHARES

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

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

34 WINDING UP OF THE COMPANY

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

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

- if an extraordinary resolution of Shareholders of either the Company or the Fund (as appropriate) to that effect is passed;
- on the date stated in any agreement by the FCA in response to a request from the ACD for the winding up of the Company or for the termination of a Fund;
- on the effective date of a duly approved scheme of arrangement which is to result in the Company ceasing to hold any scheme property;
- on the effective date of a duly approved scheme of arrangement which is to result in a Fund ceasing to hold any scheme property; or
- The ACD may request that a Fund be terminated in certain situations such as if, at any time after the first anniversary of the issue of the first shares linked to a Fund the net value of the assets of the Company attributable to such Fund is less than £5,000,000 (or its equivalent in the base currency of the Fund).

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

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

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

35 OTHER INFORMATION

Delegation

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

Investors' Rights

Absent a direct contractual relationship between a Shareholder and a service provider to the Company, Shareholders generally have no direct rights against the relevant service provider and there are only limited circumstances in which a Shareholder may potentially bring a claim against the relevant service provider. Instead, the proper plaintiff in an action against the relevant service provider would generally be the Company itself.

Conflicts of Interest

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

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

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

The ACD may, from time to time, act as authorised corporate director of other companies or funds and manager of unit trusts or other collective investment schemes.

The Administrator and Registrar may, from time to time, act as administrator and registrar of other companies or funds.

The Depositary may, from time to time, act as depositary of other companies or funds.

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

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

Liability and Indemnity

With the exception mentioned below:

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

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

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

Professional Liability Risks

As the Fund is an 'Alternative Investment Fund' for the purposes of the AIFMD, the ACD is required to ensure that certain Professional Liability Risks are covered at all times, either through additional own funds and/or through appropriate coverage of professional indemnity insurance. The ACD satisfies its obligations to cover Professional Liability Risks in relation to the Company by: (a) holding professional indemnity insurance (in accordance with the Regulations) and maintaining an amount of own funds to meet the capital requirements under the AIFMD; and (b) complying with the qualitative requirements in the AIFMD that address Professional Liability Risks.

Fair Treatment Statement

As at the date of this Prospectus, the Company issues shares with a common price structure. Therefore, each shareholder incurs a level of charges which is proportionate to his or her investment. No shareholder pays a higher percentage charge than another.

The ACD has conducted a “Treating Customers Fairly” Self-Assessment which examines its customer treatment and tests its product design against the FCA’s “Six Outcomes”.

Market Timing and active trading

The Funds and the Company are designed and managed to support longer-term investment and active trading is discouraged. Short-term or excessive trading into and out of the Fund may harm performance by disrupting portfolio management strategies and increasing costs. The ACD at its discretion may refuse to accept applications for, or switching of, shares where transactions are deemed to be disruptive, particularly, from investors who, in the ACD's opinion, have a pattern of short-term or excessive trading.

The ACD does not permit the Company to be used for the purposes of 'market timing'. For this purpose market timing is defined as a trading strategy with the intention of taking advantage of short term changes in market prices.

The ACD will undertake monitoring activities and may consider an investor's trading history in the Company or other funds managed by the ACD to ensure that market timing and/or excessive trading is not taking place in the Company.

Complaints

Any complaint should be referred to the ACD at its registered office. Complaints may be made by telephone on 01733 316143. A copy of ACD's complaints handling procedure is available on request. If a complaint cannot be resolved satisfactorily with the ACD it may be referred to the Financial Ombudsman Service, Harbour Exchange Square, Exchange Tower, London E14 9SR. More details about the Financial Ombudsman Service are available from the ACD.

Order Execution Policy & Voting Strategy

A copy of the ACD's order execution policy is available upon request. The ACD delegates day-to-day investment management to the Portfolio Manager. The Portfolio Manager has discretion to execute trades on approved markets and its execution policy has been reviewed by the ACD and judged satisfactory and in compliance with regulatory requirements. The Portfolio Manager may exercise the Company's voting rights at its discretion.

Notices, Remittances or Service of Other Documents

The address for service on the Company of notices or other documents required or authorised to be served on it is Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ. All documents and remittances are sent at the risk of the Shareholder.

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

The Financial Services Compensation Scheme

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

Data Protection

Shareholder information will be stored and processed by computer systems so that the ACD can provide the services required. Such information may be passed on to third party service providers used by the ACD in relation to the Company.

Information about you will be retained after the closure of your account for as long as it is required for legal, regulatory, fraud prevention, business and financial crime purposes. Telephone calls made may be recorded and recordings may be used for training purposes or to meet regulatory requirements. Any data provided during the call will be used and held in accordance with the relevant data protection requirements.

A copy of Yealand's privacy policy can be found at www.Yealand.com.

To assist in confirming a potential shareholder's identity, the ACD may make searches with credit reference agencies who will supply the ACD with credit information, as well as information from other sources such as the UK electoral register. Any information provided by shareholders will only be used to enable the ACD to provide the services as set out in this Prospectus.

Tax Reporting

For the purposes of the US Foreign Account Taxation Compliance Act (FATCA), the OECD Common Reporting Standard (CRS) and the UK Automatic Exchange of Information (AEOI), if the tax residence of an account holder is outside the UK and that residence is in a reportable jurisdiction, that account holder will be a "Reportable Jurisdiction Holder" and Yealand is legally bound to report certain tax information to the relevant tax authorities.

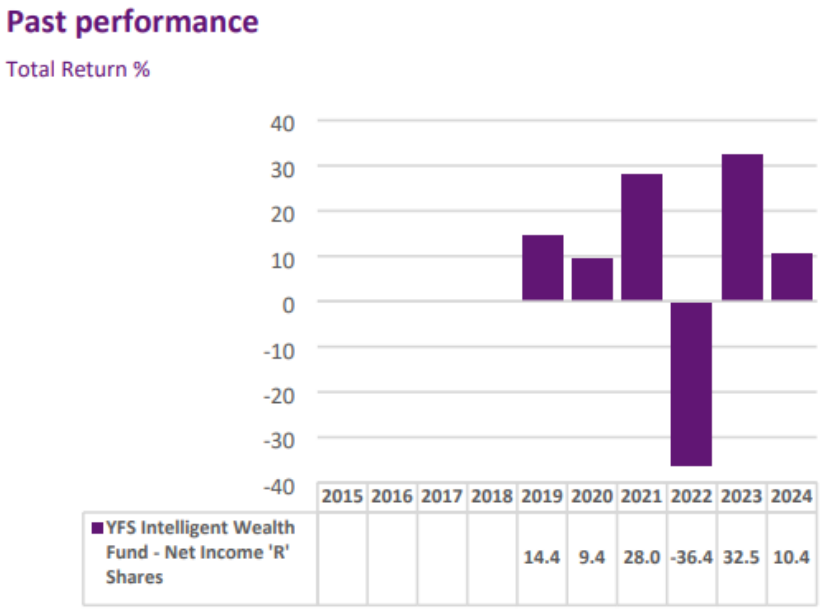
Documents and information available

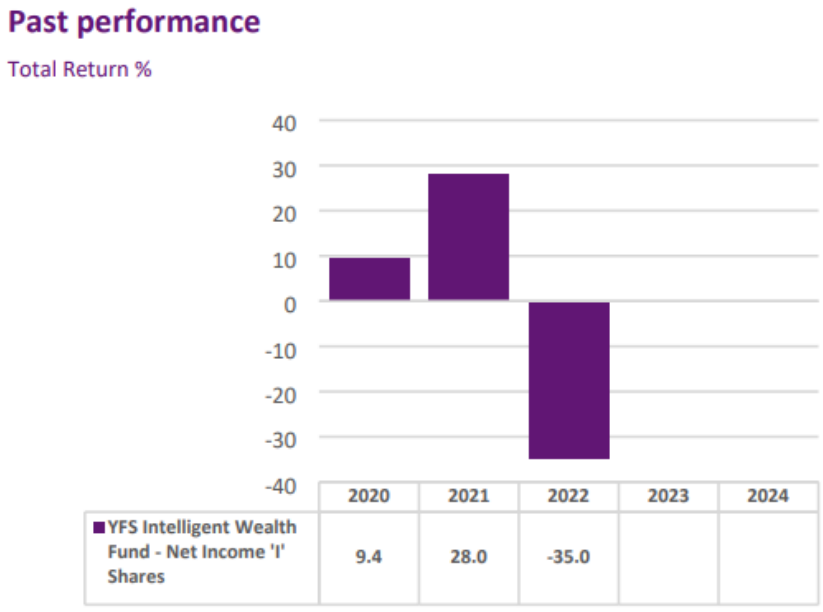
Copies of the following documents are available for all purchasers of shares on request, free of charge from the ACD at Fountain Suite B, Lynch Wood Park, Peterborough, Cambridgeshire PE2 6FZ:

- Latest version of the Prospectus;
- Latest version of the non-UCITS retail scheme key investor information document;
- Latest version of the Instrument;
- Latest annual and half-yearly long reports; and
- The ACD Agreement.

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

Historical Information





Mid-to-mid basis, net income reinvested

Source: FE Fund Info and Yealand Fund Services Limited

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

This Prospectus

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

Governing Law

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

Potential investors should note that there are a number of legal instruments providing for the recognition and enforcement of foreign judgments in England and Wales. Depending on the nature and jurisdiction of the original judgment, Council Regulation (EU) 1215/2012 and Council Regulation (EC) No 44/2001 on jurisdiction and the recognition and enforcement of judgments in civil and commercial mattes, Regulation (EC) No 805/2004 of the European Parliament and of the Council of 21 April 2004 creating a European Enforcement Order for uncontested claims, the Convention on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters done at Lugano on 30 October 2007 as well as the Brussels Convention on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters, the Civil Jurisdiction and Judgments Act 1982 as amended by the Civil Jurisdiction and Judgments (Amendment) Regulations 2014, the Administration of Justice Act 1920 and the Foreign Judgments (Reciprocal Enforcement) Act 1933 may apply. There are no legal instruments providing for the recognition and enforcement of judgments obtained in jurisdictions outside those covered by the instruments above, although such judgments might be enforceable at common law.

Appendix 1

Investment and Borrowing Powers

The Company and each Fund may exercise the full authority and powers permitted by COLL and FUND applicable to Non-UCITS Retail Schemes, subject to each Fund's investment objective and policy, the Instrument, this Prospectus and the Regulations. Therefore, the capital property of the Company may at any time consist entirely of such assets as are described in the investment policy of each Fund or a mixture of such assets as well as investments of other asset classes described below.

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

Collective Investment Schemes

Up to 100% of the property of a Fund may consist of units in collective investment schemes.

Not more than 35% in value of the property of a Fund may consist of units or shares in any one collective investment scheme.

A Fund must not invest in units or shares of another collective investment scheme (the "**Second Scheme**") unless the Second Scheme satisfies the conditions referred to below.

The Second Scheme must fall within one of the following categories:

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

(b) is a recognised scheme (as defined in COLL); or

(c) is a Non-UCITS Retail Scheme (as defined in COLL); or

(d) a scheme which is constituted outside the United Kingdom and the investment and borrowing powers of which are the same or more restrictive than those of a Non-UCITS Retail Scheme; or

(e) any other scheme which does not fall within any of the above categories and in respect of which no more than 20% in value of the property of the scheme (including any transferable securities which are not approved securities) is invested.

The Second Scheme must also operate on the principle of a prudent spread of risk, and be prohibited from having more than 15% in value of the property of that scheme consisting of units in collective investment schemes. The participants in the Second Scheme must be entitled to have their units redeemed in accordance with the scheme at a price which relates to the net value of the property to which the units relate and which are determined in accordance with the scheme.

Where shares in more than one Fund are available, the Scheme Property attributable to a Fund may include shares in another Fund of the Company (a "**Second Fund**"), provided that:

(a) the Second Fund does not hold shares in any other Fund of the Company;

(b) the requirements set out in the paragraph below (investment in other collective investment schemes managed by the ACD) are complied with); and

(c) the investing or disposing Fund must not be a feeder UCITS to the Second Fund.

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

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

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

Transferable Securities and Money Market Instruments

A Fund may invest in transferable securities and money market instruments which are:

(a) admitted to or dealt in on an eligible market in accordance with COLL; or

(b) are recently issued transferable securities with terms of issue which include an undertaking that application will be made to be admitted to an eligible market and such admission is secured within a year of issue; or

(c) approved money market instruments not admitted to or dealt on an eligible market which satisfy the requirements in COLL 5.2.10AR to COLL 5.2.10CR.

Not more than 20% in value of the property of a Fund may consist of transferable securities which do not fall within (a) to (c) above or money market instruments which are liquid and have a value which can be determined accurately at any time.

Transferable securities held by a Fund must also satisfy the following requirements:

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

- it is negotiable; and
- its risks are adequately captured by the risk management process of the ACD.

Unless there is information available to the ACD that would lead to a different determination, a transferable security which is admitted to or dealt in on an eligible market shall be presumed not to compromise the ability of the ACD to comply with its obligation to redeem shares at the request of any qualifying shareholder; and to be negotiable.

Closed end funds constituting transferable securities

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

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

Transferable securities linked to other assets

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

Where such investments contain an embedded derivative component, the COLL and FUND rules applicable to investment in derivatives and forwards (summarised below) will apply.

Government and Public Securities

A Fund may invest more than 35% of the Scheme Property in Government and public securities issued or guaranteed by any one of the following:

the Government of the United Kingdom, Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Greece, Iceland, Ireland, Italy, Japan, Lichtenstein, Luxembourg, Netherlands, New Zealand, Norway, Portugal, Spain, Sweden, Switzerland and the United States of America, or by the Asian Development Bank, Council of Europe Development Bank, Deutsche Ausgleichsbank, Eurofirma, European Bank for Reconstruction and Development, European Investment Bank, Inter-American Development Bank, International Bank for Reconstruction and Development, International Finance Corporation, Kreditanstalt für Wiederaufbau, LCR Finance plc and Nordic Investment Bank.

Where more than 35% of the Scheme Property of a Fund is invested in Government and public securities issued by any one issuer, up to 30% of the Scheme Property may consist of such securities of any one issue and the Scheme Property must include at least six different issues whether of that issuer or another issuer.

Warrants

Up to 10% of the Scheme Property attributable to each Fund may consist of warrants in which case the NAV of the Fund may at times be highly volatile.

Investment in nil and partly paid securities

Securities on which any sum is unpaid may be held provided that it is reasonably foreseeable that the amount of any existing and potential call for any sum unpaid could be paid by the Company at any time when the payment is required without contravening COLL or FUND.

Cash and Near Cash

The property of a Fund may consist of cash or near cash to enable:

(a) the pursuit of the Fund's investment objectives;

(b) the redemption of shares; or

(c) the efficient management of the Fund in accordance with its investment objectives; or

(d) any other purposes which may reasonably be regarded as ancillary to the objectives of the Fund.

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

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

Derivatives

Each Fund may invest directly in derivatives for efficient portfolio management purposes (including hedging). The ACD does not anticipate that the use of derivatives will have a significant effect on the risk profile of the Fund.

The Company may employ Leverage or enter into derivative and forward transactions only for the purposes of Efficient Portfolio Management.

Efficient Portfolio Management

A Fund may invest in derivatives for efficient portfolio management purposes (including hedging). Efficient portfolio management enables the Fund to invest in derivatives and forward transactions (including futures and options) in accordance with COLL and FUND using techniques which relate to transferable securities and approved money market instruments and which fulfil the following criteria:

(a) they are economically appropriate in that they are realised in a cost effective way;

(b) they are entered into for one or more of the following specific aims:

(i) reduction of risk;

(ii) reduction of cost;

(iii) generation of additional capital or income for the scheme with a risk level which is consistent with the risk profile of the scheme and the risk diversification rules laid down in this Prospectus.

Derivatives – General

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

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

Where a Fund invests in an index-based derivative, provided the relevant index falls within COLL 5.6.23, the underlying constituents of the index do not have to be taken into account for the purposes of monitoring the spread requirements. The relaxation is subject to the ACD continuing to ensure that the property provides a prudent spread of risk.

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

Permitted Transactions (derivatives and forward transactions)

Derivatives transactions must either be in an approved derivative or an over the counter derivative with an approved counterparty, in accordance with COLL and FUND.

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

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

- transferable securities;
- money market instruments;
- deposits as permitted under COLL 5.2.26R;
- derivatives as permitted under COLL 5.6.13R;
- collective investment schemes as permitted under COLL 5.6.10R;
- immovables permitted under COLL 5.6.18R to 5.6.19R;
- gold;
- financial indices which satisfy the criteria set out in COLL 5.2.20AR;
- interest rates;
- foreign exchange rates; and
- currencies.

A transaction in a derivative must not be entered into if the intended effect is to create the potential for an uncovered sale of one or more transferable securities, money market instruments, units in collective investment schemes or derivatives.

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

All derivatives transactions are deemed to be free of counterparty risk if they are performed on an exchange where the clearing house is backed by an appropriate performance guarantee; and it is characterised by daily mark-to-market valuation of the derivative positions and an at least daily margining.

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

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

Requirement to cover sales

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

This requirement does not apply to a deposit.

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

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

Any transaction in an OTC derivative must be:

(a) with an approved counterparty. A counterparty to a transaction in derivatives is approved only if the counterparty is an eligible institution or an approved bank, or a person whose permission (as published in the FCA register), or whose home state authorisation, permits it to enter into such transactions as principal off-exchange.

(b) on approved terms. The terms of a transaction in derivatives are approved only if the ACD:

(i) carries out at least daily a reliable and verifiable valuation in respect of that transaction corresponding to its fair value and which does not rely only on market quotations by the counterparty; and

(ii) can enter into one or more further transactions to sell, liquidate or close out that transaction at any time, at its fair value.

(c) capable of reliable valuation. A transaction in derivatives is capable of reliable valuation only if the ACD having taken reasonable care determines that, throughout the life of the derivative (if the transaction is entered into), it will be able to value the investment concerned with reasonable accuracy:

(i) on the basis of an up-to-date market value which the ACD and the Depositary have agreed is reliable; or

(ii) if the value referred to in (i) is not available, on the basis of a pricing model which the ACD and the Depositary have agreed uses an adequate recognised methodology; and

(d) subject to verifiable valuation. A transaction in derivatives is subject to verifiable valuation only if, throughout the life of the derivative (if the transaction is entered into) verification of the valuation is carried out by:

(i) an appropriate third party which is independent from the counterparty of the derivative, at an adequate frequency and in such a way that the ACD is able to check it; or

(ii) a department within the ACD which is independent from the department in charge of managing the Scheme Property and which is adequately equipped for such a purpose.

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

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

Collateral required under OTC derivative transactions must be:

- marked to market on a daily basis and exceed the value of the amount of risk;
- exposed only to negligible risks (e.g. government bonds of first credit rating or cash) and is liquid;
- held by a third party custodian not related to the provider or is legally secured from the consequences of a failure of a related party; and
- be fully enforceable by the Fund at any time.

The ACD accepts collateral only in a form which is liquid and where negligible risk exists (e.g. government bonds of first class credit rating or cash). Accordingly, the ACD's general policy is not to apply a haircut to the valuation of its collateral unless in its opinion reason exists to do so.

OTC derivative positions with the same counterparty may be netted provided that the netting procedures comply with the conditions set out in Part 7 (Contractual netting (Contracts for novation and other netting agreements)) of Annex III of the Banking Consolidation Directive; and are based on legally binding agreements.

Risk Management

The ACD uses a risk management process, as reviewed by the Depositary, enabling it to identify, measure, manage and monitor all risks relevant to each Fund's investment strategy and to which each Fund is, or may be, exposed.

Furthermore, the ACD will employ a liquidity management system and adopt procedures which:

(a) enable the ACD to monitor the liquidity risk to the Fund(s); and

(b) ensure that the liquidity profile of the investments selected for a Fund comply with the Fund's obligations.

Cover for transaction in derivatives and forward transactions

The global exposure relating to derivatives held by a Fund may not exceed the net value of its Scheme Property.

Deposits

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

(a) is with an approved bank;

(b) is repayable on demand or has the right to be withdrawn; and

(c) matures in no more than 12 months.

Spread - General

In applying any of the restrictions referred to above:

(a) not more than 20% in value of the Scheme Property may consist of deposits with any single body;

(b) not more than 10% in value of the Scheme Property is to consist of transferable securities or money market instruments issued by any single body (subject to COLL 5.6.23R), however, the limit of 10% is raised to 25% in respect of covered bonds;

(c) the exposure to any one counterparty in an over the counter derivative transaction must not exceed 10% in value of the Scheme Property, however the exposure may be reduced to the extent that collateral is held in respect of it if the collateral meets each of the conditions specified in COLL 5.6.7R(8).

Covered bonds

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

Gold

The Company may invest directly in gold up to a limit of 10 per cent of Scheme Property, however it is currently not intended that the Company will invest directly in gold. The Company may however invest in transferable securities that invest in gold.

Borrowing

Subject to the Instrument, COLL and FUND (as each relates to Non-UCITS Retail Schemes), a Fund may borrow money for the purposes of achieving its objectives on terms that such borrowings are to be repaid out of the Scheme Property of the Fund. Such borrowing may only be made from an eligible institution or approved bank. The borrowing of the Fund must not, on any day, exceed 10 per cent of the value of the Scheme Property.

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

A Fund may incur Leverage in the circumstances, and subject to the provisions, which are set out in this Prospectus.

A Fund will not enter into any collateral and asset reuse arrangements.

Calculation of Leverage

The AIFMD prescribes two methodologies for calculating overall exposure of a Fund: the “commitment method” and the “gross method”. These are described briefly below.

- The commitment method takes account of the hedging and netting arrangements employed by a Fund at any given time. This calculation includes exposure through the use of derivatives, reinvesting cash borrowings, through securities lending or securities borrowing arrangements, or by such other means as may be permitted pursuant to the Fund’s investment objectives and policies as set out in this Prospectus. This calculation also includes cash and cash equivalents in the Fund currency.

- The gross method calculates exposure in a very similar way to the commitment method but by contrast, it does not take account of the netting or hedging arrangements employed by a Fund. It also excludes from the calculation, cash and cash equivalents in the Fund currency.

The ACD calculates exposure using the commitment method.

Maximum level of Leverage

Each Fund is subject to a maximum level of Leverage of 100 per cent (or 1:1) of the net value of the Scheme Property. The global exposure of each Fund shall be calculated using the commitment method.

Stock lending

No Fund will enter into repo contracts or stock lending arrangements.

Schemes replicating an index

A Fund may invest up to 20% in value of the Scheme Property in shares and debentures which are issued by the same body where the aim of the investment policy of the Company is to replicate the performance or composition of an index as defined below.

The index must:

(a) have a sufficiently diversified composition;

(b) be a representative benchmark for the market to which it refers; and

(c) be published in an appropriate manner.

The 20% limit may be raised to 35% but only in respect of one body and where justified by exceptional market conditions.

Restrictions on lending of money

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

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

Restrictions on lending of property other than money

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

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

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

General power to accept or underwrite placings

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

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

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

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

Guarantees and indemnities

The Company complies with the requirements of IPRU-INV 11.3.11 G and INPRU-INV 11.3.14 by holding and maintaining an amount of own funds.

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

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

The above paragraphs do not apply to:

(a) any indemnity or guarantee given for margin requirements where the derivatives or forward transactions are being used in accordance with COLL or FUND; and

(b) for a Fund:

(i) an indemnity falling within the provisions of regulation 62(3) of the OEIC Regulations (Exemptions from liability to be void);

(ii) an indemnity (other than any provision in it which is void under regulation 62 of the OEIC Regulations) given to the Depositary against any liability incurred by it as a consequence of the safekeeping of any of the Scheme Property by it or by anyone retained by it to assist it to perform its function of the safekeeping of the Scheme Property; and

(iii) an indemnity given to a person winding up a scheme if the indemnity is given for the purposes of arrangements by which the whole or part of the property of that scheme becomes the first property of the Fund and the holders of shares in that scheme become the first Shareholders in the Fund.

Appendix 2

Eligible Markets

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

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

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

Eligible Derivatives Markets

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

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

Appendix 3

List of Funds for which the ACD currently acts as Authorised Fund Manager

AETOS Fund
Bedin 1 Fund
Benton Investment Fund
Blainways Fund
Countess Fund
Electric & General Investment Fund
Freesia Fund
HavenRock Fund
Juno Fund
La Scala Fund
Lorimer Trust
Marley Investment Fund
Merrijig Fund
MFH Investment Funds
Percy Street Long Term Equity Fund
Rosetta Investment Funds ICVC
Sandalwood Umbrella Fund
Silvis Fund
Spectra 2 Investment Funds (NURS)
Spectra Investment Funds (UCITS)
Stella Globally Managed Fund
The Aspen Fund
The Broadreach Fund
The Edenbeg Fund
The First Ilona Open-Ended Investment Company
The Gordon Fund
The Independence Trust
The Journey Investment Funds Umbrella
The Lowesby Investment Umbrella Fund
The Lundy Fund
The Phase Investment Fund
The Shakespeare Head Fund
The Spud Fund
The Walnut Fund
The Welldry Fund
The Wyke Fund
The YFS Collidr Multi-Asset Fund
The YFS Quercus Unit Trust
YFS Argonaut Funds
YFS Balanced Return Fund
YFS Charteris UK UCITS ICVC
YFS Chawton Investment Funds
YFS Golden Leaves Global Balanced Unit Trust
YFS Golden Leaves International Unit Trust
YFS Hawksbill European Fund
YFS Intelligent Wealth Investment Funds ICVC
YFS JM Finn Portfolios
YFS Kernow Investment Funds ICVC
YFS Knox Investment Funds ICVC
YFS One Newgate Investment Funds
YFS Saranac Fund Management Umbrella
YFS Sterling Select Companies Fund
YFS Vermeer Partners Portfolio Funds